

BYLAWS
OF
BRIARGLEN PLAZA NEIGHBORHOOD ASSOCIATION
(an Oklahoma not-for-profit corporation)

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ARTICLE I
PURPOSE

Briarglen Plaza Neighborhood Association, an Oklahoma not-for-profit corporation (the "Association") was formed for purposes not involving pecuniary gain or profit to its members. The purposes for which it is formed are (a) to foster and promote the residential community located within the area bordered by E. 31st Street South, E. 41st Street South, S. 129th East Avenue and Garnett Road in the City of Tulsa, Oklahoma (the "Area"), (b) to achieve improved communication and cooperation among the various owners and tenants in the Area, (c) to enhance the quality of life for Area residents, (d) to improve the desirability and value of the real property located within the Area, (e) to service the civic needs of the Area by representing our member's ideas and concerns, and recommending action to City, County, State and Federal government, and (f) to engage in any lawful act or activity for which not-for-profit corporations may be organized under the general corporation law of Oklahoma.

ARTICLE II
OFFICES

A. Registered Office. The registered office of the Association shall be located within the City of Tulsa, Oklahoma.

B. The Association may also have offices at such other places within the City of Tulsa as the Board of Directors may from time to time determine or as the business of the Association shall require.

ARTICLE III
DEFINITIONS

A. "Area" shall mean all of the properties located within the area bordered by E. 31st Street South, E. 41st Street South, S. 129th East Avenue and Garnett Road in the City of Tulsa, Oklahoma.

B. "Association" shall mean Briarglen Plaza Neighborhood Association, Inc., its successors and assigns.

C. "Director" shall mean any member of the Board of Directors of the Association.

D. "Dues" shall mean the annual fee, if any, recommended by the Board of Directors and approved by a majority of Members present at any Association meeting.

E. "Household" shall mean the entire group of persons living, owning or residing in a dwelling on a Property. Such group shall be considered a single Member and each Household is responsible for designating who will cast its vote at each meeting.

F. "Member" shall mean each Household which has paid its then current Dues, if any.

G. "Officer" shall mean any of the officers of the Association.

H. "Property" or "Properties" shall mean any of the real properties located within the Area.

ARTICLE IV MEMBER MEETINGS AND VOTING RIGHTS

A. Special Meetings of Members may be held at such times and in such places within the City of Tulsa as may be designated by the President, Board of Directors or by one-fourth of all the Members.

B. Annual Member Meetings. The first annual meeting of the Members shall be held during August of 2009, at such place and hour as may be determined by the Board of Directors. Subsequent annual meetings shall be held during September of each year, at such place and hour as may be determined by the Board of Directors.

C. Each Household shall be eligible to be a Member, having one vote, providing such Household shall have paid the then current prescribed membership dues.

D. Quorum. At a duly called meeting, the presence of seven or more Members shall constitute a quorum for any action. If a quorum shall not be present at any meeting, those Members present shall have the power, in their discretion, to adjourn the meeting until a quorum shall be present.

ARTICLE V BOARD OF DIRECTORS: NUMBER; ELECTION; TERM; REMOVAL

A. Number. The affairs of the Association shall be managed by a Board of Directors of not less than two nor more than ten members, all of whom must be Members of the Association.

B. Election and Term. Election to the Board of Directors shall be by vote of the Members present at the annual meetings of Members. Voting may be cast by show of hands or by written ballot as deemed appropriate by the President. The persons receiving the largest number of votes shall be elected. Directors shall serve a one-year term or until their successors are elected or chosen and qualified.

C. Removal. Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members present at any Member meeting. In the event of death, resignation or removal of a Director, his or her successor, who shall be selected by the remaining members of the Board of Directors, shall serve for the unexpired term of his or her predecessor.

ARTICLE VI NOMINATION OF DIRECTORS AND OFFICERS

A. Nomination for election of Directors and Officers shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of Members. The Nominating Committee shall consist of a Chairperson, who shall be a Director, and two Members. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting of the Members. The Nominating Committee shall make as many nominations for election of Directors and Officers as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Any Member of the Association may be nominated.

ARTICLE VII BOARD OF DIRECTOR MEETINGS

A. Special Meetings. Special meetings of the Board of Directors may be held when called by the President of the Association or by any two Directors, after a minimum of three days notice to each Director.

B. Annual Meetings. Annual meetings of the Board of Directors shall be held during October of each year, at such place and hour as may be determined by the Directors.

D. Notice of Meetings. Meetings shall be held after notice has been given to Members and prospective members by e-mail, mail, telephone, personal contact, hand-bill, or posted notice.

C. Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act or decision of the entire Board of Directors.

D. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VIII BOARD OF DIRECTORS AND THEIR DUTIES

A. Powers. The Board of Directors shall have power to:

(1) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by any provision of these Bylaws or the Articles of Incorporation.

(2) Declare the office of a Director to be vacant in the event such Director shall be absent from two consecutive meetings of the Board of Directors.

B. Duties. It shall be the duty of the Board of Directors to:

(1) Cause to be kept a complete record of all its acts and corporate affairs and to present such records to the Members at the annual meeting of the Members.

(2) Supervise all Officers and agents of the Association and to see that their duties are properly performed.

(3) Recommend an amount of annual Dues, if any, to the Members at any meeting of the Members, at which the Members may approve the Dues by a majority vote of the Members present, by hand count.

(4) Cause all Officers having fiscal responsibility to be bonded as it may deem appropriate. Any such bond premium shall be paid from Association funds.

ARTICLE IX COMMITTEES

A. There shall be a Nominating Committee appointed as provided in Article VI of these Bylaws. In addition, the Board of Directors may appoint other committees as it deems necessary to fulfill the Association purposes, such as:

(1) A Publicity Committee which shall inform the Members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are deemed to be in the best interests of the Association.

(2) An Audit Committee which shall supervise the annual audit of the Association's books and approve the annual budget, statement of income and expenditures to be presented to the membership at its annual meeting. The Treasurer shall be an ex-officio member of the Audit Committee.

(3) Additional Committees by Zones or Blocks as are deemed appropriate by the Officers or Board of Directors.

It shall be the duty of each Director, Officer, Zone Captain, Block Captain, Committee Chair and Committee Member to respond to inquiries and concerns from Members regarding any Association function, duty or activity. Such Director, Officer, Zone Captain, Block Captain, Committee Chair or Committee Member shall respond to such inquiries and concerns as he or she deems appropriate, or shall refer them to such other Director, Officer, Zone Captain, Block Captain, Committee Chair or Committee Member as he or she deems appropriate.

ARTICLE X OFFICERS: ELECTION; TERM; REMOVAL; DUTIES

A. Enumeration of Officers. The Officers of the Association shall be a President, a Secretary, a Treasurer, and such other Officers as the affairs of the Association may require.

B. Election of Officers. The election of Officers shall take place at the annual meeting of Members. Voting and election shall be the same as stated in Article V, Section B. All Officers must be members of the Board of Directors.

C. The Officers shall be elected annually by the Members. Officers shall hold office for a one-year term or until their successors are elected or chosen and qualified, unless they shall sooner resign, be removed or otherwise be disqualified to serve.

E. Resignation and Removal. Any Officer may be removed from office with or without cause by a majority vote of the Board of Directors. Any Officer may resign at any time by giving written notice to the President, Secretary or any Director. Resignations shall be effective on the date of receipt of such written notice, unless another effective date is specified in such notice.

F. Vacancies. A vacancy in any office may be filled by a majority vote of the Board of Directors.

G. Multiple Offices. The office of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

H. The duties of the Officers are as follows:

(1) President. The President shall preside at all meetings of the Members and Directors; see that orders and resolutions of the Board of Directors are carried out, execute all written instruments and exercise and discharge other duties as may be required of him or her by the Board of Directors.

(2) Vice President. The Vice President, if any, shall act in the place of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge other duties as may be required of him or her by the Board of Directors.

(3) Secretary. The Secretary shall record the votes, and keep and executed the minutes of all meetings and proceedings of the Board and the Members; give notice of meetings of the Board and of the Members; keep appropriate current records showing the names and addresses of Members and exercise and discharge other duties as may be required of him or her by the Board of Directors.

(4) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, disburse such funds as directed by resolution of the Board of Directors, sign all checks of the Association, keep proper books of account, cause an annual audit of the Association's books at the completion of each fiscal year; prepare an annual budget along with a statement of income and expenditures which shall be presented to the membership at its annual meeting, and exercise and discharge other duties as may be required of him or her by the Board of Directors.

ARTICLE XI DUES

A. Membership Dues, if any, approved by the Members shall be due to the Treasurer of the Association on or before the last day of September of each year.

B. Emergency Dues. Should the Board of Directors find that the approved Dues are insufficient to further the purposes of the Association, a meeting of Members shall be called to consider approval by the Members an adjusted amount of dues.

ARTICLE XII BOOKS AND RECORDS

The Articles of Incorporation, Bylaws, books, records, accounts and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. Copies may be purchased at reasonable cost.

ARTICLE XIII
AMENDMENTS TO BYLAWS

These Bylaws may be amended, at any meeting of the Members, by a vote of a two-thirds majority of the Members present. Voting may be cast by show of hands or by written ballot as deemed appropriate by the President.

ARTICLE XIV
COMPENSATION

No Director, Officer or Member shall receive any compensation for any service he or she may render to or on behalf of the Association. Directors, Officers and Members may be reimbursed for their actual expenses incurred in performance of his or her duties or assignments on behalf of the Association. Such payment must be approved by a majority of the Directors.

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every calendar year.

These Bylaws were approved by a vote of more than two-thirds of the Members present at the Member's meeting held the ____ day of _____, 2009.

Christy A. Morrison, President

Attest:

Lisa Feagins, Secretary