

# **CASTLEBERRY HOA**

## **BYLAWS**

### **ARTICLE 1 NAME AND LOCATION**

The name of the corporation is the Castleberry HOA, Inc. (hereinafter referred to as "HOA"), a not-for-profit corporation organized under the Oklahoma General Corporation Act. The principal office of the HOA shall be that on file with the office of the Secretary of State of Oklahoma or otherwise established by the Board of Directors of the HOA. Meetings of members and directors may be held at a convenient place within Oklahoma County or Oklahoma County as designated by the Board of Directors.

### **ARTICLE II MEMBERSHIP**

Every person or entity who is a record owner of the fee interest of a lot in Castleberry Section 1, Castleberry Section 2, and subsequent sections (as may be platted and filed with the Oklahoma County Clerk) shall be a member of the HOA, and membership shall be appurtenant to and may not be separated from the ownership of a lot, except for the initial director. Voting by membership shall be on the basis of one (1) vote per lot, except as otherwise specified in the Declaration of Covenants, Conditions and Restrictions for the Castleberry Addition Sections 1 and 2 (hereinafter "CCRs").

### **ARTICLE III MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the date agreed upon by the newly-elected Board of Directors after control of the HOA is transferred from the Declarant to the residents. The first annual meeting shall take place within 120 days of the meeting in which control of the HOA is transferred from the Declarant to a Board of Directors. For the purpose of these Bylaws, "Declarant" shall be defined as the Declarant or other entity executing the CCRs.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the the initial director or by a majority of the Board of Directors, or upon written request of  $\frac{3}{4}$  of the members who are entitled to vote. Any such request shall state the purpose of the meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting, to each member entitled to vote, addressed to the member's address last appearing on the books of the Association or supplied by such member to the HOA for

the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast or of proxies entitled to cast at least  $\frac{1}{4}$  of the votes of the membership shall constitute a quorum for any action except as otherwise provided in these bylaws. If, however, such quorum shall not be present or represented at any meeting, the members present, though less than a quorum, may give notice to all members as required herein for the transaction to be considered, at an adjourned meeting, and at the adjourned meeting  $\frac{1}{2}$  of the required quorum at the preceding meeting shall constitute a quorum. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

#### **ARTICLE IV BOARD OF DIRECTORS; SELECTION AND TERM OF OFFICE**

Section 1. Initial Director. After initial formation of the HOA, the property and affairs of the HOA shall be managed by one initial director(s) appointed by the Declarant. Such initial director(s) may or may not be a member of the HOA and such director shall serve until his resignation or his term is revoked by Declarant. The initial director shall also be known as the President of the HOA until the Board of Directors is formed, which shall occur as described in the CCRs. The initial director(s) shall not be required to comply with the notice requirements of these Bylaws. Upon transfer of the HOA to members, Organizational Board directors(s) shall immediately resign their offices.

Section 2. Number of Directors After Transfer. The property and affairs of the HOA shall be managed by a Board of no less than three (3) directors after transfer. Those directors elected subsequent to the initial Organizational Board must be members of the HOA.

Section 3. Term of Office. The initial director shall serve until power is transferred from Declarant to a Board of Directors. At the transition meeting whereby authority over the HOA is transferred from the Declarant to the Board of Directors, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter, the members shall elect directors for a term of two years.

Section 4. Removal. The initial director may only be removed by the Declarant. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the HOA (meaning a majority of those members present at a special or regular meeting of the HOA at which there is a quorum present). In the event of death, resignation or removal of a director, his or her successor shall be selected



by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 5. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board, provided that nothing herein shall preclude any director from serving in any other capacity and receiving compensation for such service.

Section 6. 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 all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by those members present at the transition meeting transferring power from the Declarant to the Board of Directors, provided that a quorum is present at the meeting.

Section 2. Election. Election to the Board of Directors may be by secret written ballot or voice vote. The persons receiving the largest number of votes shall be elected.

## **ARTICLE VI MEETING OF DIRECTORS**

Section 1. Regular Meetings. The regular meetings of the Board of Directors shall be held at least annually at such place and hour as may be fixed from time to time by resolution of the Board, without the necessity of further notice. No meeting of the members shall take place during term of Initial Director.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the HOA, or by the written request of a majority of the current Directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at a Board of Directors meeting. Every act or decision done or 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 of the Board.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The initial director and Board of Directors (after transfer of power from Declarant) shall have the power to:

- a) Adopt and publish rules and regulations governing the maintenance and security of the properties, and the personal conduct of the members and their guests thereon;
- b) Suspend the voting rights of a member during any period in which such members shall be in default in the payment of any assessment levied by the HOA. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- c) Exercise for the HOA all powers, duties and authority vested in or delegated to this HOA and not reserved to the membership by other provisions of these Bylaws;
- d) Hire a management company with HOA funds to manage one or more functions, such as billing, collections, and accounting.
- e) Establish assessments from time to time pursuant to the CCRs for the purpose of paying the common expenses pursuant to;
- f) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors; and
- g) Employ a manager, a management company, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and establish their compensation.
- h) Change the annual due date for annual dues, though such change may not be set more than nine (9) months following the due date (if any) established in the CCRs.
- i) Establish monetary fines for violation of the CCRs or other rules promulgated by the HOA.
- j) Fix the amount of the annual dues and adjust same (subject to limitations of Section 2 herein).

Section 2. Duties. It shall be the duty of the Initial Director and Board of Directors (after transfer of power from Declarant) to:

- a) Cause to be kept a record of all its acts and corporate affairs and to present a statement thereof in the form of minutes or otherwise to the members at the annual meeting of the members, or at any special meeting. This requirement shall not apply to meetings, if any, called prior to the transfer meeting (whereby power is transferred from Declarant to the Board of Directors).
- b) Supervise all officers, agents and employees of the HOA, and to see that their duties are properly performed;
- c) Adjust and fix the amount of annual dues pursuant to the Declaration of Covenants and Restrictions (CCR) for the Castleberry HOA against each lot at least thirty (30) days in advance of the annual due date for dues, provided, however, that the amount of annual dues shall not be increased by more than 25% over the prior year. Dues amount should be calculated to bring in adequate revenue sufficient to pay annual costs incurred by the HOA.



- d) Send written notice of each assessment to every owner subject thereto at least fifteen (15) days in advance of the annual due date for dues or any other assessment;
- e) Collect annual dues and open bank account in HOA's name for deposits of the same and any other revenues;
- f) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or to bring an action at law against the owner personally obligated to pay the same; however, such foreclosure shall not be required during the period of Declarant control of the HOA; and,
- g) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments.
- h) Procure and maintain adequate liability and hazard insurance on property owned by the Association. This shall be required only if value of the improvements located on common areas of Castleberry addition property exceed \$100,000.00.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of this HOA shall be a President who shall be at all times a member of the Board, and one Vice President, a Secretary and a Treasurer ("Regular Officers"), who must all be members of the Board, and such other officers ("Additional Officers") as the Board may from time to time by resolution create (collectively, Regular Officers and Additional Officers are referred to as "officers"). During the period of Declarant Control, the initial director may be referred to as President and need not be a member.

Section 2. Election of Officers. The election of Regular Officers shall take place initially at the first Board of Directors meeting, and, thereafter, shall take place at the meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The Regular Officers of the HOA shall be elected annually by the Board and each shall hold offices for a term of one (1) year or until his or her successor is elected, unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve. All Regular Officers must be members.

Section 4. Special Appointments. The Board may elect such Additional Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. At any time any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. At meeting to transfer Declarant control to Board of Directors, Initial Director, the President, shall submit a letter of resignation.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person, and the vice president may hold at the same time the office of secretary or treasurer. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices.

Section 8. Duties. The duties of the officers are as follows:

- a) President. The president shall be the chief executive officer of the HOA and shall preside at all meetings of the members and Board of Directors; shall see that orders and resolutions of the Board are carried out; he or she shall have general and active management of the business of the HOA; and he or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The initial director shall also be known as the president and may exercise all necessary duties of the other officers until authority over the HOA is transferred to an elected Board of Directors.
- b) Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of members; keep current records showing the numbers of the HOA, together with their addresses; and shall perform such other duties as required by the Board, all subject to the supervision of the president.
- d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the HOA and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the HOA; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the members.

## **ARTICLE IX COMMITTEES**

The HOA hereby confirms the establishment of an Architectural Control Committee, which may also be referred to as Design Review Committee, as provided in



the CCRs. In addition, the Board of Directors shall create other committees as it deems appropriate in carrying out its purposes or as mandated by the CCRs. Unless otherwise stated herein, the Architectural Control Committee shall abide by the CCRs. The only members of the Architectural Control Committee shall be Mohammad Farzaneh and Jalal Farzaneh, who shall both serve so long as Declarant owns any lots in the Castleberry Addition or until the Declarant earlier terminates their membership. Thereafter, the Architectural Control Committee shall have at least three (3) members appointed by the Board of Directors.

## **ARTICLE X BOOKS AND RECORDS**

The books, records, and papers of the HOA shall, during reasonable business hours and with adequate notice, be subject to inspection by any member. The CCRs, the Certificate of Incorporation, and the Bylaws of the HOA shall be available for inspection by any member at the principal office of the HOA or at a convenient location as designated by the president of the HOA, where copies may be purchased at a reasonable cost.

## **ARTICLE XI DUES AND ASSESSMENTS**

Section 1. Annual Dues for the Castleberry HOA shall be initially set at \$400.00. Thereafter, the dues may be adjusted as provided for in these Bylaws and the CCRs.

Section 2. Except for the Declarant and Builders, which shall be exempt from dues and assessments, each member is obligated to pay to the HOA annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after due date, the assessment shall bear interest from the date of delinquency at a rate of ten per cent (10%) per annum, and the HOA may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, or both, and interest, costs and reasonable attorney's fees of any such action, shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse or abandonment of his lot, or any common area in the addition. However, the Initial Director and Board of Directors shall have discretion to waive such charges if such waiver is determined to be in the best interests of the HOA.

## **ARTICLE XII AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of a majority of Board members present.

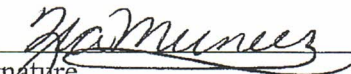
Section 2. In the case of any conflict between the Certificate of Incorporation and the Bylaws, the Certificate shall control. In the case of any conflict between the CCRs and these Bylaws, the CCRs shall control.

**ARTICLE XIII  
MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the HOA shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of each year calendar year.

Section 2. Initial Adoption of Bylaws. These Bylaws are adopted as of the date of execution by the initial director(s) of the HOA.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand this 16<sup>TH</sup> day of March, 2017.

  
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Signature

By: Zia Muneer  
For: Castleberry HOA  
Title: Initial Director/President