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LA SONATA HOA BYLAWS

ARTICLE 1 NAME AND LOCATION

The name of the corporation is La Sonata 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, but meetings of members and directors may be held at a convenient place within Oklahoma County as may be 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 La Sonata shall be a member of the HOA, and membership shall be appurtenant to and may not be separated from the ownership of a lot. Voting by membership shall be on the basis of one (1) vote per lot.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on the second Tuesday in November of each year, or under special circumstances as agreed upon by the Board of Directors, be moved to a future date with proper notification to the membership adhering to the notice of meetings defined below. For the purpose of these Bylaws, "Board of Directors" shall be defined as the Declarant or other entity executing the Declaration of Covenants, Conditions and Restrictions for La Sonata Addition (hereinafter "CCRs").

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of $\frac{1}{4}$ 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 ¼ 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 ½ 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. Effective 10/08/19 (as enacted 10/10/19): Diminishing Quorum at Meetings: If a quorum of voting members is not met by the start of the meeting, that meeting will be adjourned. At that time a second meeting will immediately be called to order and the number of dues-paying members present (including legal proxies) will constitute a sufficient quorum and business will then be transacted and completed.

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. Board of Directors. The property and affairs of the HOA shall be managed by the Board of Directors.

Section 2. Number of Directors. The property and affairs of the HOA shall be managed by a Board of no less than three (3) directors consisting of a President, a Secretary, and a Treasurer. The property and affairs of the HOA shall be managed by a Board of seven (7) members, number at the Board's discretion, consisting of a President, a Secretary, a Treasurer, and Vice President with all others being Board Members at Large, excepting non-Board voting Committee Chairpersons or additional subjective vice-presidents as the Board deems necessary. Those directors elected must be resident members of the HOA unless voted upon with a unanimous vote by the current Board of Directors and shall only serve in the position of at large member, not an officer position.

Section 3. Term of Office. At the first meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter, the members shall elect directors for a term of three years.

Section 4. Removal. Any director may be removed from the Board, 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). Any member removed for cause may not, depending on the circumstance of removal, may not be nominated to serve in the future. 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 a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. 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. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than, the number of vacancies that are to be filled. Such nominations shall be made from among members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, or by electronic means as determined by the Board of Directors in advance of the Annual Business Meeting Notice and Proxy Form and included therein. 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.

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. 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 Board of Directors 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) Establish assessments from time to time pursuant to the CCRs for the purpose of paying the common expenses pursuant to;
- e) 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
- f) 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.
- g) 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.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete 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 when such statement is required in writing by one-fourth (1/4) of the members who are entitled to vote.
- b) Supervise all officers, agents and employees of the HOA, and to see that their duties are properly performed;
- c) Fix the amount of annual dues pursuant to the Declaration of Covenants and Restrictions (CCRs) for La Sonata 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 15% over the prior year and only once every three (3) years.
- d) Send written or electronic notice of each assessment to every owner subject thereto at least thirty (30) days in advance of the annual due date for dues or any other assessment;
- e) Collect annual dues;
- 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; 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.

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 as many Vice Presidents as the directors shall from time to time deem advisable, 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”).

Section 2. Election of Officers. The election of Regular Officers shall take place initially at the organizational meeting of the directors, 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 two (2) years or three (3) years depending on the position, 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 removed for cause may not, depending on the circumstances of said removal, be nominated to serve again in the future. 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. Any officer that resigns may not, depending upon the circumstances, be nominated to serve again on the board, in the future at the discretion of the Board of Directors.

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 any of the vice presidents may hold at the same time the office or 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.

1. 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.

b) Vice President.

1. The vice president is likely to be the person who will fill in for the president in his absence and as such, it is important that the vice president is familiar with the association's objectives, bylaws, and other governing documents.
2. The vice president assists the president in performing the tasks necessary to run the association.
3. The vice president is often a liaison between the various committees and the association board.
4. If an association has multiple vice president positions, it is important that the bylaws specify who is in charge in the absence of the president.
5. Checking email once per day to remain current on issues, discussions, and votes being held via email.

c) Secretary.

1. The secretary is the association's record keeper.
2. The secretary is responsible for general correspondence, sending out meeting notices, and preparing agendas for the president.
3. The secretary should have at every meeting a minute book, the association bylaws, rules, member list, agenda, ballots, and any other supplies that may be needed to run the meeting.
4. The secretary is responsible for recording and distributing meeting minutes.
5. The secretary is responsible for notifying officers and committee members of their election or appointment.
6. The secretary furnishes the committees with the necessary information to perform their duties.
7. The secretary will seek out companies for bids, receiving/collating bids, checking for business licenses, business insurances, and providing a summary to the Board when there is not a committee in place to handle these tasks.
8. The secretary may make social media announcements on behalf of the Board of Directors.
9. Checking email once per day to remain current on issues, discussions, and votes being held via email. And shall perform such other duties as required by the Board, all subject to the supervision of the president.

d) Treasurer.

1. The treasurer is the chief financial officer of the association and as such must understand their fiduciary duty to the association.
2. The treasurer collects dues, writes checks, and oversees the association accounts.
3. The treasurer is responsible for making financial reports at association meetings, reconciling the accounts, and preparing the financial statements and association books for the fiscal year auditing.
4. Treasurer should file physical bills/receipts, reconciled physical bank statements, and other finance-related documents in a manner that makes them easy to access quickly.
5. The incumbent treasurer needs to ensure that the books are audited prior to turning the records over to a new treasurer.
6. Checking email once per day to remain current on issues, discussions, and votes being held via email.

e) Board of Directors (Board Members at Large).

1. The board of directors is the administrative body for the association.
2. The board of directors is responsible for establishing the policies of the association and overseeing the major projects.
3. The board of directors should have regular meetings, no less than once a year.
4. The directors cannot act individually on behalf of the group; they can only act as a body at a board of directors meeting.

5. There must be a quorum of directors present to conduct a meeting; the number of directors necessary to conduct a meeting should be stated in the association bylaws.
6. The board of directors is responsible for calling membership meetings, as directed by the association bylaws to keep the membership informed and involved.
7. Checking email once per day to remain current on issues, discussions, and votes being held via email.

f) Committee Chairperson.

1. The committee chairperson is responsible for the task assigned to them.
2. The committee chairperson is responsible for determining the budgetary and manpower needs to fulfill their assignment.
3. The committee chairperson reports to the board and membership at-large as directed in the bylaws.
4. The committee chairperson is responsible for ensuring that the association secretary receives copies of the minutes of committee meetings for the association's minute book.
5. Checking email once per day to remain current on issues, discussions, and votes being held via email.

**ARTICLE IX
COMMITTEES**

The HOA shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes or as mandated by the CCRs.

**ARTICLE X
BOOKS AND RECORDS**

Paperwork of the HOA shall be available for inspection during reasonable business hours by any member within 30 days of written request. These requests must be made to the Board of Directors citing the scope and intent of the query. The records may be made available by appointment, in-person, may not be copied digitally, or leave the premises during the inspection. 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
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 non-use or abandonment of his lot, or any common area in the addition.

**ARTICLE XII
AMENDMENTS**

Section 1. These Bylaws may be altered or amended by an affirmative vote of the majority of the Board of Directors present at any regular or special meeting provided that notice to amend was given at least 10 days prior to the meeting and the intent to vote on By-laws is placed on the notice, stating the revised version will be made available by public posting, print or electronic, for public input.

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

**ARTICLE XIII
MISCELLANEOUS**

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

Section 2. Adoption of Bylaws. These Bylaws are adopted as of the date on which the Director(s) of the HOA Board of Directors execute this document.

Section 3. Rules of Order. Unless otherwise provided, all proceedings are to be governed by Robert's Rules of Order.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of La Sonata HOA Inc., have hereunto set our hands this 13th day of February 2024.

Signature on File with
Board Treasurer
Notary Public

Signed By: Rebecca Chappell, President