

BYLAWS
OF
STONES THROW PROPERTY OWNER'S ASSOCIATION

ARTICLE I

NAME AND LOCATION

Section 1. Name and Principal Office. The name of the Corporation is STONES THROW PROPERTY OWNER'S ASSOCIATION, hereinafter referred to as the "Corporation". The principal office of the Corporation shall be located at P. O. Box 288, Cookson, Oklahoma, 74427, but meetings of members and Officers may be held at such places within the State of Oklahoma as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Articles" shall mean and refer to the Articles of Incorporation of the Corporation.

Section 2. "Corporation" shall mean and refer to Stones Throw Property Owner's Association, a non-profit corporation, its successors and assigns.

Section 3. "Properties" shall mean and refer to the real property situate in Cherokee County, Oklahoma, designated as Stones Throw subdivision.

Section 4. "Common Areas" shall mean all real property hereinafter acquired and owned or leased by the Corporation for the common use and enjoyment of the Members.

Section 5. "Common Facilities" shall mean all recreational and social facilities hereinafter acquired and owned or leased and operated by the Corporation for the common use and enjoyment of the members.

Section 6. "Declarant" shall mean LOMAJAC, INC., its designated successors or assigns, if such successors or assigns acquire more than one undeveloped Lot from Declarant for the purpose of development and be designated a Declarant for the purpose hereof by LOMAJAC, INC. in a duly recorded written instrument.

Section 7. "Declaration" shall mean and refer to the Restrictions and Covenants applicable to the Properties recorded in the office of the County Clerk of the Cherokee County, Oklahoma.

Section 8. "Lot" shall mean and refer to any separately numbered Lot shown on the plat of the Properties. Lot shall not refer to any of the Common Area, hereinafter acquired and owned or leased by or dedicated to this Corporation, the public, or any political subdivision of the United States of America or the State of Oklahoma, or any commercial areas.

Section 9. "Member" shall mean and refer to those persons or entities entitled to hold membership in the Corporation, as provided in the Declaration and set forth hereinafter.

Section 10. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, which is a part of the Properties, and which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding those who have such interest merely as security for the performance of an obligation.

Section 11. "Quiet Hours" will be from 10 p.m. to 6 a.m.

ARTICLE III

MEMBERSHIP

Section 1. Membership. Every Owner (including declarant) shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Ownership of a Lot shall be the sole qualification for membership.

such quorum shall not be present, the meeting may be adjourned to a date not less than forty-eight (48) hours nor more than thirty (30) days thereafter. At such reconvened meeting, the presence of members entitled to cast at least twenty-five percent (25%) of all the votes in person or proxy shall constitute a quorum. A meeting may only be reconvened once. Thereafter, a new meeting must be called and the original quorum shall be applicable.

Section 5. Declaration Special Meeting. Matters which, by the terms of the Declaration, are referred to as a Special Meeting therein shall be decided by reference to the notice, quorum and adjournment requirements set forth therein.

Section 6. 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 prior to commencement of any meeting where the proxy is to be exercised. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE VI

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of Directors, who need to be members of the Corporation. The number of Directors selected to serve shall be five (5).

Section 2. Election and Term of Office. At each annual meeting the Members shall elect directors for a term of one year (1). At each election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these Bylaws. The persons receiving the largest number of votes shall be elected. All such elections shall be by cumulative voting. Each Member shall have the right to give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which he is entitled or distribute his votes on the same principal among as many candidates he thinks fit.

Section 3. Removal, Death, or Resignation. The entire Board may be removed from office with or without cause, by a majority vote of all the Members of the Corporation. In the event of death resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director except the treasurer shall receive compensation for any service he may render to the Corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties. The pay of the treasurer will be determined by the Board of Directors.

ARTICLE VII

NOMINATION OF DIRECTORS

Section 1. Nominations. Nominations will be made from the floor at the annual meeting from among the Members.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular Meetings of the Board shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Corporation, or by any two (2) directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the 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.

Section 4. 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.

- (f) Cause the Common Area and Common Facilities to be maintained in first class condition; and
- (g) Cause any sums collected by the Corporation to be held as a reserve for future maintenance o future replacements to be deposited in a trust account and not co-mingled with the Corporation's general funds or used for purposes other than those for which they are collected.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The offices of this Corporation shall be a President, Vice-President, Secretary, Treasurer, and a Director, who shall at all times be Members of the Board and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual meeting of the Members.

Section 3. Term. The officers of this Corporation shall be elected annually by the members and each shall hold office for (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation 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. 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, President or 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 thereon, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed in Article VI, Section 3. The person d selected to fill the vacancy of that office shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of the President and Secretary and/or President and Vice-President may not be held by the same person.

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

- (a) President. The President shall preside at all meetings of the Board and act as the chief executive officer of the Corporation. He shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him 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; keep appropriate current records showing the Members of the Corporation together with their addresses and shall perform such other duties as required by the Board. The Secretary shall be able to co-sign checks in the absence of the President or Treasurer.
- (d) Treasurer. The Treasurer shall receive ad deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board; shall so-sign all checks and promissory notes of the Corporation; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year; and provide a statement of income and expenditures to each member and present the statement at the annual meeting.
- (e) All checks shall have 2 authorized signatures.

ARTICLE XIV

CORPORATE SEAL

Section 1. Seal. The Association shall have a seal in circular form having within its circumference the words: STONES THROW PROPERTY OWNER'S ASSOCIATION.

ARTICLE XV

AMENDMENTS

Section 1. These Bylaws may be amended at a regular meeting of the Members, by a vote of seventy-five percent (75%) majority of a quorum of Members present in person or by proxy, also these Bylaws may be amended by the Board of Directors provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration of Covenants and Restrictions applicable to the Properties may not be amended except as provided in such Declaration.

ARTICLE XVI

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XVII

CONSTRUCTION

Section 1. Conflicting Provisions. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and, in the case of any conflict between the Declaration of Covenants and Restrictions applicable to the Properties and these Bylaws, the said Declaration shall control.

Section 2. Procedures. Roberts Rules of Order, revised, shall govern all deliberations of this Corporation and its Board of Directors, except as otherwise provided in these Bylaws, in the Articles of Incorporation or in the Declaration of Covenants and Restrictions.

ARTICLE XVIII

NON-RESIDENTS

Section 1. Side x Sides, 4 wheelers, & go carts. These vehicles are not authorized to be on Stones Throw roads.

CERTIFICATION

I, the undersigned hereby certify:

That I am the duly elected and acting Secretary of STONES THROW PROPERTY OWNER'S ASSOCIATION, an Oklahoma Corporation; and

That the foregoing Bylaws constitute an update to the original Bylaws of the said Corporation as duly adopted at a meeting of the Board of Directors and membership thereof, held on the 4th day of June, 2022.

Secretary