

Amended Bylaws of
Maple Ridge Association
(Adopted 01/22/96)

ARTICLE I

PURPOSES

The Association is organized as a not for profit corporation to preserve areas and homes of historical interest, to combat community deterioration and thereby reduce juvenile delinquency, to provide, where deemed desirable and necessary, non-profit community recreation facilities, and to foster area and community spirit, garden clubs, and beautification of community, city, and state.

In the carrying out of these purposes, the Maple Ridge Association (the "Association") is authorized to affiliate with other civic, state or national organizations, non-profit, which are or may be formed for the same purpose, and to do such things and perform such acts as are or will be in the furtherance of the fundamental purposes of this organization.

The Association is prohibited from engaging in those activities, political or otherwise, which would constitute basis for denial of exempt status under the Internal Revenue Code of 1954 as amended, and particularly Section 501, or statutes of similar import. No donations of money or property to the Association, which have been or will be made to the Association, may be diverted to the benefit of any individual member or members of the Association, and the Association is prohibited from paying any salary or wage to any of the duly elected officials thereto. This prohibition does not extend to the hiring of secretarial or clerical assistance when and if deemed necessary or the retention of individuals or firms on a contractual basis for the rendition of professional services for the Association on a temporary basis for specific items duly authorized by the Association.

ARTICLE II

EXEMPT TAX STATUS

In order to insure treatment of the corporation as an exempt association under Section 501(a) of the Internal Revenue Code of 1986, as amended ("Code"), the Board of Directors of the Corporation shall (a) distribute the corporation's income for each fiscal year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code, and (b) prohibit the corporation from engaging in any acts of self-dealing, as defined in Section 4941(d) of the Code, from retaining excess business holdings as defined in Section 4943(c), from making any investments in such manner as to subject the corporation to tax under Section 4945(d) of the Code.

ARTICLE III

MEMBERS

Section 3.01 Regular Members

All bona fide residents in the Maple Ridge Area who have made a donation of at least \$15 to the Association during the current calendar year are hereby designated Regular Members for that year. The said Maple Ridge Area being that area located within the boundaries described as follows: beginning at the corner of East 15th Street and South Peoria Avenue, thence South to East 31st Street on Peoria, thence West on 31st to Riverside Drive, thence North on Riverside Drive to 21st Street, thence East on 21st Street to the Midland Valley Railroad Right-of-Way, thence in a northerly direction along the Midland Valley Right-of-Way to East 15th Street, thence East on 15th to the point of origin on the corner of East 15th Street and South Peoria Avenue. Any Regular Members who move outside the Maple Ridge Area shall automatically lose his or her status as a Regular Member. Only Regular Members are entitled to vote on any matter affecting the Association, and only Regular Members may hold office in the Association.

Section 3.02 Associate Members

All other individuals who believe in and support the purposes of the Association, whether or not a resident in the area, and who have made a donation of at least \$15 to the Association during the current calendar year.

Section 3.03 Honorary Members

Any citizen of prominence in public or private life who believes in and supports the purposes of the Association may be elected an honorary member of the Association.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.01 Annual Meeting

An annual meeting of the Regular Members, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place on such date, and at such time as the Board of Directors shall each year fix, which date shall be within thirteen

months subsequent to the later of the date of incorporation or the last meeting of the Regular Members.

Section 4.02 Special Meetings

Special meetings of the Regular Members, for any purpose or purposes prescribed in the notice of the meetings, may be called by the Board of Directors or by the Chairman of the Board or the President and shall be held at such place, on such date, and at such time as they or he shall fix.

Section 4.03 Notice of Meetings

Written notice of the place, date, and time of all meetings of the Regular Members shall be given, not less than ten (10) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Oklahoma General Corporation Act or the Certificate of Incorporation). The term "Certificate of Incorporation" as used herein shall mean the Certificate of Incorporation of the Association as may be amended from time to time. Notice of special meeting of the members shall also state the purpose or purposes for which the meeting is called.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date, and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 4.04 Quorum

Attendance by twenty-four (24) or more of the regular members of the Association at the annual meeting constitutes a quorum. If a quorum shall fail to attend any meeting, the chairman of the meeting or a majority of the members entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date, or time.

Section 4.05 Organization

Such person as the Board of Directors may have designated or, in the absence of such a person, the highest-ranking officer of the Association who is present shall call to order any meeting of the members and act as chairman of the meeting. In the absence of

the Secretary of the Association, the secretary of the meeting shall be such person as the chairman appoints.

Section 4.06 Conduct of Business

The chairman of any meeting of members shall determine the order of business and the procedure of the meeting, including such regulation of the manner of voting and the conduct of the discussion as seem to him in order.

Section 4.07 Proxies and Voting

At any meeting of the Regular Members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing filed in accordance with the procedure established for the meeting.

Each Regular Member shall have one vote, except as otherwise provided herein or required by law or by the Certificate of Incorporation.

All voting, except where otherwise required by law or by the Certificate of Incorporation, may be a voice vote; provided, however, that upon demand therefore by a member entitled to vote or his proxy, a vote shall be taken by written ballot, each of which shall state the name of the member or proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballot shall be counted by an inspector or inspectors appointed by the chairman of the meeting.

All elections and, except as otherwise required by law or by the Certificate of Incorporation, all other matters shall be determined by a majority of the votes cast.

Notwithstanding the provisions of this Section 4.07, any action required or which may be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice or a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted and shall be delivered to the Association by delivery to its registered office in this state, its principal place of business, or an officer or agent of the Association having custody of the book in which proceedings of meetings of members are recorded. Delivery made to an Association's registered office shall be by hand or by certified or registered mail, return receipt requested. Such written consent or consents shall be filed with the minutes of the proceedings of the members. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

Every written consent shall bear the date of signature of each member who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this section to the Association, written consents signed by a sufficient number of holders to take action are delivered to the Association by delivery to its

registered office in this state, its principal place of business, or an officer or agent of the Association having custody of the book in which proceedings of meetings of members are recorded. Delivery made to an Association's registered office shall be by hand or by certified or registered mail, return receipt requested.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01 Number and Term of Office

The number of directors who shall constitute the whole board shall be twenty-four (24) and shall be elected as follows:

To insure representative membership throughout the area, Maple Ridge shall be, for this purpose, divided into four districts. The North District includes all dwellings located between 15th Street (South) and 21st Street (North); the Midland Valley Railroad Right-of-Way and Peoria Avenue. The Middle District includes all dwellings located between 21st Street (South) and Hazel Blvd. (North), the Midland Valley Railroad Right-of-Way and Peoria Avenue. The South District includes all dwellings located between Hazel Blvd. (South) and 31st Street (North); the Midland Valley Railroad Right-of-Way (and Riverside Drive, south of the Midland Valley Railroad Right-of-Way) to Peoria Avenue (South). The Riverside District includes all dwellings located south of 21st Street and between Riverside Drive to the Midland Valley Railroad Right-of-Way. Six (6) Directors shall be elected by the membership from each District.

The normal term of a director shall be three (3) years.

Section 5.02 Attendance

Absence, without excuse and notice prior to the meeting, for three meetings of the directors per year constitutes cause for removal from office.

Section 5.03 Vacancies

If the office of any director becomes vacant by reason of death, resignation, disqualification, removal, or other cause, a majority of the directors remaining in office, although less than a quorum, may elect a successor for the unexpired term and until his successor is elected and qualified.

Section 5.04 Regular Meetings

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section 5.05 Special Meetings

Special meetings of the Board of Directors may be called by one-third of the directors then in office or by the chief executive officer and shall be held at such place, on such date, and at such time as they or he shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less than three (3) days before the meeting or by telegraphing or personally delivering the same not less than eighteen (18) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5.06 Quorum

At any meeting of the Board of Directors, one-third of the total number of the whole board, but not less than two directors, shall constitute a quorum for all purposes, unless or except in the event that a board of one is authorized in which case one director shall constitute a quorum. If a quorum shall fail to attend any meeting, a majority of the directors present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 5.07 Participation in Meetings by Conference Telephone

Members of the Board of Directors, or any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or similar communication equipment that enables all persons participating in the meeting to gear each other. Such participation shall constitute presence in person at such meeting.

Section 5.08 Conduct of Business

At any meeting of the Board of Directors at which a quorum of the directors is present, business shall be transacted in such order and manner as the board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law or by the Certificate of Incorporation. Action may be taken by the Board of Directors without a

meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board of Directors.

Section 5.09 Powers

The Board of Directors may, except as otherwise required by law or by the Certificate of Incorporation, exercise all such powers and do all such acts and things as may be exercised or done by the Association, including, without limiting the generality of the foregoing, the unqualified power:

1. To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
2. To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or non-secured, and to do all things necessary in connection therewith;
3. To remove any officer of the Association with or without cause, and from time to time to develop the powers and duties of any officer upon any other person for the time being;
4. To confer upon any officer of the Association the power to appoint, remove and suspend subordinate officers and agents;
5. To adopt from time to time regulations, not inconsistent with these bylaws, for the management of the Association's business and affairs.

Section 5.10 Compensation of Directors

Directors, as such, may receive, pursuant to resolution of the Board of Directors, fixed fees and other compensation for their services as directors, including, without limitation, their services as members of committees of the directors.

ARTICLE VI

COMMITTEES

Section 6.01 Executive Committee

The Executive Committee shall be composed of the President, Treasurer, and Secretary and such other members as the Board of Directors, by a majority vote of the whole board, may designate. The Executive Committee, except to the extent as it may be restricted from time to time by the vote of a majority of the whole board, may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Association, and may authorize the seal of the Association to be affixed to

all papers which may require it; but the Executive Committee shall have no power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the property and assets of the Association, recommending to the members a dissolution of the Association or a revocation of a dissolution, or amending the bylaws of the Association. In the absence or disqualification of any member of the Executive Committee and any alternate member in his place, the member or members of the Executive Committee present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section 6.02 Other Committees of the Board of Directors

The Board of Directors, by a vote of a majority of the whole board, may from time to time designate other committees of the board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the board and shall, for those committees, elect a director or directors as alternative members who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of any member of the committee and any alternate member in his place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or the constitute a quorum, may by unanimous vote appoint another member in place of the absent or disqualified member.

Section 6.03 Conduct of Business

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; one-third of the total committee members shall constitute a quorum unless the committee shall consist of one or two members, in which event one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Minutes of each committee meeting shall be prepared, approved by the chairman of the meeting, and filed with the Secretary of the Association. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE VII

OFFICERS

Section 7.01 Generally

The officers of the Association shall consist of a President, Treasurer, and Secretary. The Board of Directors may also elect from its number one or more Vice Presidents of the Board of the Association. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of members. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. Any number of offices may be held by the same person.

Section 7.02 President

The president shall be the chief executive officer of the Association. Subject to these bylaws and to the direction of the Board of Directors, he shall have the responsibility for the general management and control of the affairs and business of the Association and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him by the Board of Directors. He shall have the power to sign all contracts and other instruments of the Association that are authorized. He shall have general supervision and direction of all of the other officers and agents of the Association.

Section 7.03 Vice President

Each Vice President shall perform such duties, as the Board of Directors shall prescribe. In the absence or disability of the President, the Vice President who has served in such capacity for the longest time shall perform the duties and exercise the powers of the President.

Section 7.04 Secretary

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Board of Directors. He shall have charge of the corporate records.

Section 7.05 Treasurer

The Treasurer, if any, shall have the custody of all monies and securities of the Association and shall keep regular books of account. He shall make such disbursements of the funds of the Association as are proper and shall render from time to time an account of all such transactions and of the financial condition of the Association.

Section 7.06 Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provisions hereof.

Section 7.07 Removal

The Board of Directors may remove any officer of the Association at any time, with or without cause.

Section 7.08 Action with Respect to Securities of Other Corporations

Unless otherwise directed by the board of Directors, the President shall have power to vote and otherwise act on behalf of the Association, in person or by proxy, at any meeting of shareholders of or with respect to any action of shareholders of any other corporation in which this corporation may hold securities and otherwise to exercise any and all rights and powers which this corporation may possess by reason of its ownership of securities in such other corporation.

ARTICLE VIII

NOTICES

Section 8.01 Notices

Whenever notice is required to be given to any member, director, officer, or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, addressed to such member, director, officer, or agent at his or her address as the same appears on the books of the Association. The time when such notice is dispatched shall be the time of the giving of the notice.

Section 8.02 Waivers

A written waiver of any notice, signed by a member, director, officer, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director, officer, or agent.

ARTICLE IX

MISCELLANEOUS

Section 9.01 Facsimile Signatures

Facsimile signatures of any officer or officers of the Association may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 9.02 Corporate Seal

The Board of Directors may provide a suitable seal, containing the name of the Association and the word "Oklahoma", which seal shall be placed in the custody of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 9.03 Reliance upon Books, Reports, and Records

Each director and each member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Association, including reports made to the Association by any of its officers, by an independent certified public accountant, by an appraiser selected with reasonable care, by the Board of Directors, or by any such committee.

Section 9.04 Fiscal Year

The fiscal year of the Association shall be as fixed by the Board of Directors.

Section 9.04 Time Periods

In applying any provision of these bylaws which require that an act be done or not do a specified number of days prior to an event or that an act be done during a period of

a specified number of days prior to an event, calendar days shall be used, the day of doing of the act shall be excluded and the day of the event shall be included.

ARTICLE X

AMENDMENTS

These bylaws may be amended or repealed by the Board of Directors at any meeting or by the members at any meeting.