

**BY-LAWS**  
**OF**  
**WARWICK SWIM CLUB, INC.**

**ARTICLE I**

DEFINITIONS

SECTION 1. “Association” shall mean and refer to WARWICK SWIM CLUB, INC., a Non-Profit Corporation, organized and existing under the laws of the State of Oklahoma.

SECTION 2. The “Property” shall mean and refer to the property described in Article II of the Declaration of Homeowners Association for WARWICK ADDITION SECTION 2 (along with any subsequently annexed additions) originally recorded in Book 2464, Page 304, in the office of the County Clerk of Cleveland County, Oklahoma.

SECTION 3. All other terms and definitions shall be the same as those set forth in said Declaration of Homeowners Association for Warwick Addition Section 2, applicable and pertaining to the Property.

**ARTICLE II**

LOCATION OF OFFICE

SECTION 1. The principal office of the Association shall be located at 429 E. Robinson, Suite B, Norman, Oklahoma 73071.

**ARTICLE III**

MEMBERSHIP

SECTION 1. Membership in the Association shall be held and maintained as provided in Article IV of the Declaration and these By-Laws.

SECTION 2. The rights of membership, except voting rights, are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the Unit

against which such assessments are made as provided by the Declaration of Homeowners Association to which the property is subject.

SECTION 3. The membership rights, except voting rights, of any person may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, such rights and privileges shall be automatically restored.

## **ARTICLE IV**

### **VOTING RIGHTS**

SECTION 1. voting rights of the members shall be exercised in person or by written proxy, in accordance with the provisions of the Declaration of Property Owners Association for Warwick Addition 2 (including any subsequently annexed additions thereto).

## **ARTICLE V**

### **PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT**

SECTION 1. Each member shall be entitled to the co-equal rights and obligations described in the recorded Declaration of Homeowners Association for Warwick Addition Section 2 and any subsequently annexed additions, and further subject to the provisions of the Articles of Incorporation, and recorded Declaration of Covenant, Conditions and Restrictions for Warwick Addition Section 2 (including any subsequently annexed additions thereto).

## **ARTICLE VI**

### **MEETINGS OF MEMBERS**

SECTION 1. The regular annual meeting of the members of the Association shall be held in the month of April on a date selected by the Board of Directors, beginning in the year of 2004.

SECTION 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary/Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership (including any subsequently annexed additions).

SECTION 3. Notice of annual and special meetings shall be given in writing to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the books of the corporation. Each member shall register his address with the Secretary and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be given or sent not less than ten (10) days, no more than thirty (30) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve any change in the basis or maximum amount of annual assessments set forth in Article VI of the recorded Declaration of Homeowners Association to which the property is subject or any special assessment therein authorized, notice of such meeting shall be given or sent as therein provided.

SECTION 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty-three and 1/3 percent (33 1/3%) of the votes of the entire membership shall constitute a quorum for any action governed by these By-Laws. If sufficient members are not present for a quorum at a meeting called for any purpose, a subsequent meeting shall be called, at which time a quorum shall consist of at least ten (10) members of the Association (including any annexed additions thereto).

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

SECTION 1. There shall be three (3) members on the Board of Directors. The initial Board consists of those parties set forth in the Articles of Incorporation. The Board of Directors, after the initial Board, shall be elected for one-year periods. The Board may be expanded to a total of seven members by a vote of the Board of Directors.

SECTION 2. Vacancies in the Board of Directors shall be filled by the remaining Directors, any such appointed Director to hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

SECTION 3. The Board of Directors shall have the power:

- (a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership of Warwick Addition Section 2 (including any subsequently annexed additions thereto).
- (b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.

- (c) To establish, levy and assess, and collect the assessments or charges referred to in the Articles of Incorporation and recorded Declaration of Warwick Addition 2 (including any subsequently annexed addition thereto).
- (d) To adopt and publish rules and regulations governing the Association.
- (e) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association by the recorded Declaration of Homeowners Association for Warwick Addition Section 2 (including any subsequently annexed additions thereto), the Articles of Incorporation, the laws of Oklahoma, or these By-Laws.
- (f) In the event that any member of the Board of Directors of this Association shall be absent from two (2) consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said second absence occurs, declare the office of said absent Director to be vacant.
- (g) To assess and collect a Fine of up to \$50.00 per month or any portion thereof, from any Owner, who is found by the Board to be in violations of the Covenants, By-Laws or Rules governing this Association. The Owner shall be notified of the violation and what the Owner must do to correct the violation, and the Owner shall also be advised of the consequences of the Owner's failure to effect said correction. The Owner in violation shall correct said violation within 15 days or five days after the next regular scheduled Board meeting, whichever is greater. The Owner may appear at the next regular Board meeting to appeal any fine so levied. If an Owner fails to appeal or fails to correct the violation within thirty days of the above mentioned Board meeting, the Board shall be authorized to utilize the Association's resources to correct the violation and to assess the Owner in violation for these costs. There shall be added to the actual cost of the work 18% to cover administrative expenses of the Board, plus a reasonable Attorney fee, in addition to any fines previously imposed. The Board shall notify the Owner of the cost of performing the work, and if the Owner does not pay within fifteen (15) days, said costs shall be deemed an unpaid special assessment and shall be a lien on the property and subject to all collection rights therein provided.
- (h) To engage the services of a management company to manage the day-to-day operations of the Association and fulfill the duties of the officers so specified.

SECTION 4. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership of Warwick Addition 2 (including any subsequently annexed additions thereto).
- (b) To provide for the care, upkeep and maintenance of the covered property.
- (c) To supervise all Officers, Agents and employees of this Association, and to see that their duties are properly performed.

(d) As more fully provided in the recorded Declaration of Homeowners Association to which the property is subject:

- (1) To fix the amount of the assessment against each unit ownership estate for each assessment period;
- (2) To prepare a roster of the unit ownership estates and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member at any reasonable time and at the same time;
- (3) To send written notice of each assessment to every owner subject thereto.

(e) To issue, or to cause an appropriate Officer to issue, upon demand by any owner, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid. A charge to the owner may be assessed for such certificate.

## **ARTICLE VIII**

### **BOARD OF DIRECTOR MEETINGS**

**SECTION 1.** A regular meeting of the Board of Directors shall be held on a monthly basis as needed. The Board of Directors may set the time and date of said meetings.

**SECTION 2.** notice of such regular meeting is hereby dispensed with: If the day for regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

**SECTION 3.** Special Meetings of the Board of Directors shall be held when called by any Officer of the Association or by any two Directors after not less than three (3) days notice to each Director.

**SECTION 4.** The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a meeting duly held after regular Call and Notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a Waiver of Notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

**SECTION 5.** A simple majority of the members of the Board of Directors shall constitute a quorum thereof.

## ARTICLE IX

### OFFICERS

SECTION 1. The officers shall be a President, a Vice-President and a Secretary/Treasurer. All officers shall be members of the Board of Directors.

SECTION 2. The Officers shall be chosen by majority vote of the Directors.

SECTION 3. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

SECTION 4. The Vice-President shall perform all the duties of the President in his absence.

SECTION 5. The Secretary shall be ex-officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the Association. H shall record in a book kept for that purpose the names of all members of the Association, together with their addresses, as registered by such members.

SECTION 6. The Secretary/Treasurer (or managing Agent) shall receive and deposit in appropriate bank accounts all moneys of the Association, and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Secretary/Treasurer shall sign all checks of the Association, provided that such checks and notes shall also be co-signed by the President or the Vice-President.

SECTION 7. The Secretary/Treasurer shall keep proper books of account and cause an annual review (at Association expense) of the Association books to be made at the completion of each fiscal year. He shall prepare an annual budget. An annual Balance Sheet statement, a Income and Expenses Statement and the budget shall be presented to the membership at its annual meeting. A copy of the Balance Sheet, Income and Expenses Statement and the budget shall be furnished to each member at least once a year.

## ARTICLE X

### BOOKS AND PAPERS

SECTION 1. The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to the inspection by any members.

## ARTICLE XI

### PROXIES

SECTION 1. At all Association meetings of members, each member may vote in person or by proxy as set forth in the Declaration.

SECTION 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his unit ownership estate in the property.

## ARTICLE XII

### CORPORATE SEAL

SECTION 1. The Association shall not be required to have a corporate seal.

## ARTICLE XIII

### INSURANCE

SECTION 1. The Association may purchase and maintain appropriate liability insurance as from time to time be deemed necessary, if the same can be acquired and is not cost prohibitive.

SECTION 2. The cost for all insurance maintained by the Association shall be charged to the members as a Common Element expense.

