

**BYLAWS  
OF  
THE STANFORD COURT ASSOCIATION  
November 29, 1994**

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**ARTICLE I  
Name and Purposes**

Section 1. Name. The name of the corporation is The Stanford Court Association.

Section 2. Purposes. The corporation is organized under the laws of the State of Oklahoma for charitable, scientific and religious purposes as set forth in the certificate of incorporation.

**ARTICLE II  
Offices**

Section 1. Principal Offices. The principal offices of the corporation shall be located at 6303 Waterford Blvd., Ste. 150, Oklahoma City, Oklahoma County, Oklahoma 73118. The corporation may also have offices at such other places as the board of directors may from time to time determine or as the business of the corporation requires.

Section 2. Registered Office. The corporation shall have and continuously maintain in the state of Oklahoma a registered office and a registered agent whose office shall be identical with such registered office.

### **ARTICLE III Directors**

Section 1. Powers. The business and affairs of the corporation shall be managed by or under the direction of its board of directors. The directors shall have all powers and authority provided in the certificate of incorporation and permitted by law.

Section 2. Number. The number of directors which shall constitute the entire board shall not be less than One (1) nor more than Ten (10) and shall consist of one director until, within the limits above specified, a different number of directors, which shall constitute the whole board, shall be determined by resolution of the board.

Section 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until the next annual election of the class for which each such director has been chosen and until his successor is duly elected and qualified, or until his earlier resignation or removal.

Section 4. Place of Meetings. Board meetings may be held at such places, within or without the State of Oklahoma as stated in these bylaws or as the board may from time to time determine or as may be specified in the call of any meetings.

Section 5. Regular Meetings. The annual meeting of the board shall be held without call or notice immediately after and at the same general place as the annual meeting of the members, for the purpose of electing officers and transacting any other business that may properly come before the meeting. Additional regular meetings of the board may be held without call or notice at such place and at such time as shall be fixed by resolution of the board but in the absence of such resolution shall be held upon call by the president or a majority of directors.

Section 6. Special Meetings. Special meetings of the board may be called by the chairman of the board or the president or by a majority of the directors then in office. Notice of a special meeting shall be given to each director at least seven (7) days before the meeting. Such notice shall set forth the time and place of such meeting but need not, unless otherwise required by law, state the purposes of the meeting. A majority of the directors present at any meeting may adjourn the meeting from time to time without notice other than announcement at the meeting.

Section 7. Quorum. A majority of the total number of directors excluding any vacancies shall constitute a quorum for the transaction of business at any meeting of the board; provided, however, that in no event shall a number which is less than one-third (1/3) of the total number of directors constitute a quorum. If at any meeting a quorum is not present, a majority of the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present. The act of a majority of directors present in person at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Presence at Meeting. Members of the board of directors, or of any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall be deemed presence in person at such meeting.

Section 9. Action without Meeting. Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members, of the board or such committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the board or such committee.

Section 10. Committees of the Board. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each such committee to, consist of one or more of the directors of the corporation and have such name or names as may be determined from time to time by resolution

adopted by the board. The board may designate one or more directors as alternate members of any committee who may replace, any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and generally perform such duties and exercise such powers as may be directed or delegated by the board of directors from time to time, and, furthermore, may authorize the seal of the corporation to be affixed to all papers which may require it. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board to act at the meeting in the place of such absent or disqualified member. Each such committee shall keep regular minutes of its proceedings and report the same to the board of directors as and when required.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services. Upon resolution of the board of directors, directors may be reimbursed for reasonable expenses incurred in attending any meeting of the board or of any committee.

Section 12. Advisory Directors. The board of directors may appoint individuals who may but need not be directors, officers, or employees of the corporation to serve as members of an advisory board of directors of the corporation. The members of any such advisory board may adopt and from time to time may amend rules and regulations for the conduct of their meetings and shall keep minutes which shall be submitted to the board of directors of the corporation. The term of office of any member of the advisory board of directors shall be at the pleasure of the board of directors and shall expire the day of the annual meeting of the members of the corporation. The function of any such advisory board of directors shall be to advise with respect to the affairs of the corporation.

#### **ARTICLE IV Members' Meetings**

Section 1. Members. Membership in the corporation shall be open to all persons who are interested in and willing to uphold and further the purposes of the corporation, as set forth in its certificate of incorporation.

Section 2. Rights of Members. The members of the corporation shall be qualified to hold office, vote or to furnish any necessary consents, approval or ratification or take other action on any other issue that may properly come before any meeting of the members.

Section 3. Annual Meeting. The annual meeting of members for the election of directors and the transaction of such other business as may properly come before the meeting shall be held at 10:00 a.m. on the first Tuesday in April of each year or at such other time as shall be determined by the board of directors. If the day fixed for the annual meeting is a legal holiday, such meeting shall be held on the next succeeding business day. The meeting shall be held at the principal offices of the corporation or at such other place as shall be determined by a majority of the directors.

Section 4. Special Meeting. Special meetings of members may be called by the board of directors, or by the president, and shall be held at such places, within or without the State of Oklahoma, as may be specified in the call of any meeting. Further, the president, or in his absence, the secretary, shall call a special meeting at the request in writing of not less than two-thirds (2/3) of the members, provided that such request states the purpose or purposes for the proposed meeting.

Section 5. Notice of Meetings. Unless otherwise provided in the Oklahoma General Corporation Act, written notice of every meeting of members stating the place, date, hour and, in the case of a special meeting, purposes thereof, shall, except when otherwise required by law, be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to vote thereat; provided that such notice may be waived in writing, signed by the person entitled to notice either before or after the time stated therein. Neither the business to be transacted at nor the purpose of any meeting need be specified in such written waiver of notice.

At any meeting at which a quorum of members is present, in person or represented by proxy, the chairman of the meeting or the majority of the members present or represented by proxy may adjourn from time to time until the business of the meeting is completed. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting. Otherwise, no notice need be given.

If mailed, notice shall be deemed to be given when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 6. Quorum. A majority of the members, present in person or by proxy, shall, except as otherwise provided by law, constitute a quorum for the transaction of business at all meetings of the members.

Section 7. Voting. All matters other than elections of directors shall be decided by a majority of the votes unless otherwise required by the laws of Oklahoma. All elections of directors shall be decided by a plurality of the vote. Each member shall be entitled at every meeting to one vote in person or by proxy, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period.

Section 8. Order of Business. The chairman of the meeting shall determine the order of business and the procedure at the meeting, including regulation of the manner of voting and the conduct of discussion.

## **ARTICLE V Officers and Employees**

Section 1. Election. At the annual meeting of the board, there shall be elected such officers as may be necessary to enable the corporation to sign instruments which comply with the Oklahoma General Corporation Act. Such officers may include a president, one or more vice presidents (who may be designated by different classes, a secretary, a treasurer and other officers. No officer need be a director. Two or more offices may be held by the same person.

Section 2. Term. Removal and Vacancies. All officers shall serve at the pleasure of the board. Any officer elected or appointed by the board may be removed at any time by the board whenever in its judgment the best interests of the corporation would be served thereby. A vacancy in any office shall be filled by the board of directors.

Section 3. President. The president shall be the chief executive officer of the corporation and shall (i) have the overall supervision of the business of the corporation and shall direct the affairs and policies of the corporation, subject to any directions which may be given by the board of directors, (ii) shall have authority to designate the duties and powers of officers and delegate special powers and duties to specified officers, so long as such designations shall not be inconsistent with the statutes, these bylaws or action of the board of directors, and (iii) shall in general have all other powers and shall perform all other duties incident to the chief executive officer of a corporation and such other powers and duties as may be prescribed by the board of directors from time to time. His responsibilities shall include acting as the representative of the corporation to the public as well as to governmental and voluntary organizations and reporting to the board of directors on the performance of corporate functions. In any event, the president shall have power to execute, and shall execute, bonds, deeds, mortgages, extensions, agreements, modification of mortgage agreements, leases and contracts or other instruments of the corporation except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors or by the president to some other officer or agent of the corporation. The president in general shall have all other powers and shall perform all other duties as may be prescribed by the board of directors from time to time.

Section 4. Vice Presidents. A vice president shall perform such duties as may from time to time be assigned to him by the board or by the chairman or the president. In the absence or inability to act of the president, the vice president (or if there is more than one vice president, in the order designated by the board and, absent such designation, in the order of their first election to that office) shall perform the duties and discharge the responsibilities of the president. Subject to the directions of the president and the board of directors, the vice

president shall be responsible for the coordination of activities, special events, parties and educational programs of the corporation.

Section 5. Secretary. The secretary shall be the keeper of the corporate seal and corporate records, and shall give notice of, attend, and record minutes of meetings of members and directors. He shall see that the seal is affixed to all documents on which the seal is required by law to be affixed, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws. He shall, in general, perform all duties incident to the office of secretary and such other duties as may be assigned to him by the board or by the president. The assistant secretaries, if any, shall have such duties as shall be delegated to them by the secretary and, in the absence of the secretary, the senior of them present shall discharge the duties of the secretary.

Section 6. Treasurer. The treasurer shall be responsible for (i) the custody and safekeeping of all of the funds and securities of the corporation, (ii) the receipt and deposit of: all moneys paid to the corporation, (iii) where necessary or appropriate, the endorsement for collection on behalf of the corporation of all checks, drafts, notes and other obligations payable to the corporation, (iv) the disbursement of funds of the corporation under such rules as the board may from time to time adopt, (v) maintaining the general books of account of the corporation, and (vi) the performance of such further duties as are incident to the office of treasurer or as may be assigned to him by the board or by the president. The assistant treasurers, if any, shall have such duties as shall be delegated to them by the treasurer, and in the absence of the treasurer, the senior one of them present shall discharge the duties of the treasurer.

Section 7. Compensation. The compensation of the officers, if any, shall be fixed by resolutions of the board of directors, but no such resolution will create any contractual right to the continuation of such compensation for any period of time.

## **ARTICLE VI General Provisions**

Section 1. Offices. The principal office of the corporation shall be maintained in Oklahoma City, Oklahoma, or at such other place as the board may determine. The corporation may have such other offices as the board may from time to time determine.

Section 2. Seal. The corporation may have a corporate seal inscribed thereon with the name of the corporation and the words "Corporate Seal" and "Oklahoma" or an abbreviation thereof. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Section .3. Voting of Stock of other Corporations. If the corporation holds shares of stock of any other corporation, unless otherwise ordered by the board, the chairman of the board, if any, the president or any vice president shall have full power and authority, in the name and on behalf of the corporation, to attend, act and vote at any meeting of shareholders of any company in which the corporation may hold shares of stock, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such shares and which, as the holder thereof, the corporation might possess and exercise if personally present, and may exercise such power and authority through the execution of proxies or may delegate such power and authority to any other officer, agent or employee of the corporation.

Section 4. Notices. Unless otherwise provided herein, whenever notice is required to be given, it shall not be construed to require personal notice, but such notice may be given in writing by depositing the same in the United States mail, addressed to the individual to whom notice is being given at such address as appears on the records of the corporation, with postage thereon prepaid. Such notice shall be deemed to be given at the time when the same shall be thus deposited.

Section 5. Waiver of Notice. Whenever any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 6. Policy Against Discrimination. No person, corporation or organization shall, on the basis of race, color, national origin, religion, sex or physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or conducted by the corporation.

## **ARTICLE VII Indemnification of Officers, Directors, Employees and Agents**

Section 1. Actions Other Than in the Right of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

Section 2. Actions by or in the Right of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized herein.

Section 4. Insurance. The corporation may purchase (upon resolution duly adopted by the board of directors) and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Section 5. Indemnification Required. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein or in defense of any claim, issue or matter therein; he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 6. Entitlement. Every such person shall be entitled, without demand by him upon the corporation or any action by the corporation, to enforce his right to such indemnity in an action at law against the corporation. The right of indemnification and advancement of expenses hereinabove provided shall not be deemed exclusive of any rights to which any such person may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise, of

any such person in any such action, suit or proceeding to have assessed or allowed in his favor against the corporation or otherwise, his costs and expenses incurred therein or in connection therewith or any part thereof.

Section 7. Limitation. Notwithstanding any of the foregoing, to the extent that indemnification under this Article VII would result in a prohibited transaction or an act of self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws), such indemnification is prohibited.

## **ARTICLE VIII**

Section 1. Validation of Contracts. No contract or transaction between the corporation and one or more of its directors, officers or members, or other organization in which one or more of its directors, officers or members are trustees, directors, officers or members or have a financial interest shall be void or voidable solely for this reason or solely because the director, officer or member is present at or participates in the meeting of the board which authorizes the contract or transaction or solely because his or their votes are counted for such purposes if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

(b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors.

Section 2. Quorum. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes the contract or transaction.

## **ARTICLE IX Amendments**

These bylaws may be altered, amended or repealed or new bylaws may be adopted in accordance with the corporation's Certificate of Incorporation and the Oklahoma General Corporation Act.

Not separately signed, included as a part of the CC & Rs.

**AMENDMENT TO THE BYLAWS  
FOR  
THE STANFORD COURT ASSOCIATION, INC.**

**MINUTES OF THE BOARD OF DIRECTORS MEETING  
APRIL 10, 2006**

The following actions were unanimously approved and taken at a duly noticed meeting of the Board of Directors held on April 10, 2006.

WHEREAS, Article IX-Amendments of the Bylaws for Stanford Court Association provides as follows:

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted in accordance with the corporation's Certificate of Incorporation and the Oklahoma General Corporation Act

And, WHEREAS, the Oklahoma General Corporation Act, in Section 1013 provides as follows, to-wit:

A. The original or other bylaws of a corporation may be adopted, amended or repealed by the incorporators, by the initial directors if they were named in the certificate of incorporation, or, before a corporation has received any payment for any of its stock, by its board of directors. After a corporation has received any payment for any of its stock, except as otherwise provided in its certificate of incorporation, the power to adopt, amend or repeal bylaws shall be in the board of directors, or, in the case of a nonstock corporation, in its governing body.

B. The bylaws may contain any provision, not inconsistent with law or with the certificate of incorporation, relating to the business of the corporation, the conduct of its affairs, and its rights or powers or the rights or powers of its shareholders, directors, officers or employees.

NOW, BE IT THEREFORE RESOLVED, the following amendments were considered and adopted by the Board of Directors, to-wit:

**Article III, Section-Number and Term.** The number of directors which shall constitute the entire board shall not be less than three (3) nor more than seven (7). Directors shall be elected at the annual meeting of the members and shall serve for a term of two (2) years. The majority number of directors shall be elected in the even numbered years and the minority number of directors shall be elected in the odd numbered years. The term of directors will commence on November 1, of each year.

**Article IV, Section 3 - Annual Meeting.** The annual meeting of members for the election of directors and the transaction of such other business as may properly come before the meeting shall be held on the first Tuesday of September of each year or at such time as shall be determined by the board of directors. If the day fixed for the annual meeting is a legal holiday, such meeting shall be held on the next succeeding business day. The meeting shall be held at the principal offices of the corporation or at such other place as shall be determined by the majority of the directors.

**Article V, Section 2 – Term, Removal and Vacancies.** All officers shall be installed on the first day of November of each year and shall serve at the pleasure of the board. Any office elected or appointed by the board may be removed at any time by the board whenever it its judgment the best interests of the corporation would be served thereby. A vacancy in any office shall be filled by the board of directors.

Signed by James E. Long, President. Acknowledged by Mae Wilson, Secretary