

2021 Book: 2548 Page: 95 8897
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Fee: \$28.00 Doc: \$0.00
LORIE LEGERE-GARFIELD COUNTY CLERK
State of Oklahoma



**CORPORATE RESOLUTION AMENDING BY-LAWS
OF SPRING VALLEY HOMEOWNERS ASSOCIATION, INC.**

I, Kevin Winter, Secretary of Spring Valley Homeowners Association, Inc., an Oklahoma not for profit corporation, certify and attest that at the annual meeting of the Members of the Corporation held on July 20, 2021, following notice properly provided to the Members pursuant to Articles VI and XIII of the By-Laws of the Corporation, the following Resolution Amending the By-Laws was duly adopted in accordance with the Articles of Incorporation and By-Laws of the Corporation, that the Adoption of the Resolution is properly reflected in the Minutes of the Corporation, and such Amendments to the By-Laws of the Corporation are now in full force and effect:

RESOLVED, that the following Amendments be made to the By-Laws of the Corporation:

Article I, is hereby amended such that the new amended By-Law in its entirety shall read:

The name of the Association is the SPRING VALLEY HOMEOWNERS ASSOCIATION, INC., a not for profit corporation (hereinafter referred to as the "Association"). The principal office of the corporation shall be located in the principal office of the registered agent as filed with the Oklahoma Secretary of State's records, but meetings of members and directors may be held at such places within the State of Oklahoma, as may be designated by the Board of Directors.

Article III, Section 4, is hereby amended such that the new amended By-Law in its entirety shall read:

Section 4: *Assignments of Rights.* A Member may assign his or her membership rights to the tenant residing in or on the Member's Lot. Such assignment shall be effective upon the filing with the Secretary of a written notice of assignment signed by the Member. Any such assignment shall not reduce or diminish the Member's duties and responsibilities under these By-Laws or the current Protective Covenants for the Spring Valley Ski Ranch, LLC, but shall vest in the tenant the right to enjoy the benefits and the obligations of membership in accordance with these By-Laws and the Protective Covenants. An assignment of membership rights alone shall not convey any voting rights, but a Member may grant a separate voting proxy to the tenant residing in or on the Member's Lot in accordance with the provisions of Section 3 above.

Return to:
Sarah Kuykendall
722 Lake Trail Dr.
Enid, OK 73701

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Article VI, Section 2, is hereby amended such that the new amended By-Law in its entirety shall read:

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors, or upon written request of a majority of the Members delivered to the Secretary of the Association. The special meeting shall be held within thirty days by the President or the Board of Directors if requested by a majority of the Members. No meeting shall be called or held within thirty days of the preceding annual or any special meeting.

Article VI, Section 3, is hereby amended such that the new amended By-Law in its entirety shall read:

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by personally delivering, sending by e-mail or mailing a copy of the notice to each Member at the address[es] of the Member as reflected on the records of the Association, not less than fourteen (14) days before the date of the meeting. The notice shall specify the place, day and hour of the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting. It is the responsibility of the Member to maintain and insure the correct contact address[es] on the records of the Association.

Article VI, Section 5, is hereby amended such that the new amended By-Law in its entirety shall read:

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 prior to the start of the meeting. Every proxy shall be revocable at any time, but not retroactively, and shall automatically cease six months from its date of execution unless otherwise provided in the proxy, and in any event shall cease upon conveyance of the owned Lot by the Member.

Article IX, Section 1, is hereby amended such that the new amended By-Law in its entirety shall read:

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, A Secretary, and a Treasurer, all of whom must be; (a) Members of the Association, (b) homeowners currently residing in the Spring Valley Ski Ranch, LLC development (c) in good standing with all Association rules and regulations, and (d) current on Association dues and special assessments; other officers include an Assistant Secretary and Assistant Treasurer who need not be Members. The officers of this Association shall be elected annually by the Board at the annual meeting of the Board of Directors each fiscal year and shall hold office for one (1) year unless such officers shall sooner resign, be removed, or otherwise become disqualified to serve.

Article IX, Section 7, is hereby amended such that the new amended By-Law in its entirety shall read:

Section 7. Multiple Offices. Not more than two offices may be held by the same person. The offices of President and Vice President or President and Secretary shall not be held by the same person.

Article IX, Section 8(d), is hereby amended such that the new amended By-Law in its entirety shall read:

Section 8(d) The Treasurer shall be a member of the Building Approval Committee. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse these funds as directed by resolution of the Board of Directors or on notice signed by the Treasurer and one other officer; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and prepare an annual treasurer's report to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members requesting the same. The books of the Association shall be open and available at the annual meeting and to the membership at any time upon seven (7) days written notice.

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Article XIII, Sections 1 and 2, are hereby amended such that the new amended Sections 1 and 2, and former Section 2 shall be renumbered as Section 3 By-Laws in their entirety shall read:

Section 1. Upon not less than thirty (30) days written notice prior to any annual or special meeting of the Members, the Directors or any three (3) Members may propose an amendment to these Bylaws. The proposed amendment shall be submitted with the meeting notice if it is proposed by the Directors. If submitted by the three (3) proposing Members it shall be signed by them and provided to the Association's President. The President will provide a copy to the Board and will direct the Secretary or another officer of the Association to send written notice of the proposed amendment and a meeting notice by mail or email to the Members. Any amendment must be approved by two-thirds of the Members of the Association, with the tally calculated based on the following: (i) those present in person at which the vote is taken, (ii) by proxy at the meeting at which the vote is taken, or (iii) by mail as set out in Article VI, Section 6 above, otherwise the proposed amendment shall fail.

Section 2. Notwithstanding anything set forth above in this Article XIII, in the event a modification or amendment of any of these Bylaws is required to qualify the Property or any Lots of the subdivision for mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs, the Board of Directors shall have the absolute unilateral right, power and authority to make such required modifications or amendments to these Bylaws, but only to the extent required for such qualification. Notice of the adopted change or amendment shall be provided to Members by email or regular mail upon such adoption.

Section 3. In the event of a conflict between the Articles of Association and these Bylaws, the Articles shall control; and in the case of any conflict between the *Protective Covenants* and the Articles or these Bylaws, the *Protective Covenants* shall control.

I FURTHER CERTIFY that the foregoing is a true and correct copy of the Resolution regularly presented and adopted by sufficient majority vote of the members of the above-named Corporation, as provided by the By-Laws of the Corporation.

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These Amendments modify and amend the By-Laws of Spring Valley Homeowners Association, Inc., an Oklahoma not for profit corporation, as adopted on July 8, 2004, and recorded with the Garfield County Clerk on August 6, 2004 in Book 1717, at page 784, and govern the Corporation, whose Members are the owners of lots and property in Spring Valley Ski Ranch, L.L.C., a subdivision as platted and recorded May 18, 2000 in Plat Cabinet 1, Slides 75B and 76A, and additional Plat recorded May 24, 2004 in Plat Cabinet 1, Slide 85B, and described therein as follows:

**Lots 1 through 13 inclusive, and Tract A, in Block 1; and
Lots 1 through 9, inclusive, in Block 2;
in Spring Valley Ski Ranch, L.L.C., a subdivision in Garfield County,
Oklahoma, according to the recorded plat thereof.**

IN WITNESS WHEREOF, we have hereunto set our hands as the duly elected President and Secretary of this Corporation, on behalf of the Corporation, on this 20th day of July, 2021.

**Spring Valley Homeowners Association,
Inc., an Oklahoma not for profit corporation**

Attest:

By: Sarah A. Kuykendall
Sarah Kuykendall, President

Kevin Winter
Kevin Winter, Secretary

ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
) ss:
COUNTY OF GARFIELD)

This instrument was acknowledged before me on this 20 day of July, 2021, by Sarah Kuykendall, as President of Spring Valley Homeowners Association, Inc., an Oklahoma not for profit corporation, on behalf of the corporation.

Christi L. Kuykendall
NOTARY PUBLIC



My Commission Expires: August 9, 2024
My Commission No.: 00011662

ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
) ss:
COUNTY OF GARFIELD)

This instrument was acknowledged and attested to before me on this 20 day of July, 2021, by Kevin Winter, as Secretary of Spring Valley Homeowners Association, Inc., an Oklahoma not for profit corporation, on behalf of the corporation.

Christi L. Kuykendall
NOTARY PUBLIC



My Commission Expires: August 9, 2024
My Commission No.: 00011662