

**A NON-PROFIT Corporation
PUSHMATAHA COUNTY, OKLAHOMA**

I-2008-199683 Book 0503 Pg. 372
12/01/2008 1:41 pm Pg 0372-0378
Fee: \$ 25.00 Doc: \$ 0.00
JANE DUNLAP - Pushmataha County
State of Oklahoma

**ARTICLE 1
OFFICES**

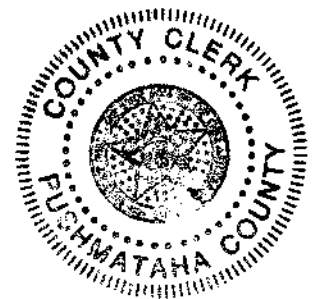
- 1:01 The principal office of Corporation in the state of Oklahoma to be located in the Kiamichi Wilderness/Pine Tree Estates Development of Moyers Oklahoma, County of Pushmataha, known as Kiamichi Wilderness Landowners Association, Inc.
- 1:02 The Corporation shall have and continuously maintain in the State of Oklahoma a registered office, and a registered agent whose office is identical with such registered office, as required by the Oklahoma Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Oklahoma and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2
MEMBERS**

- 2:01 Each person or persons purchasing a tract of land in KW/Pine Tree Estates shall be a member of the Association.
- 2:02 All members with their annul dues paid up to date shall be entitled to one vote.
- 2:03 Membership in this Corporation is not transferable or assignable unless, tract is sold, willed, or leased to another person. The buyer will become the member and the seller automatically loses all rights of membership

**ARTICLE 3
MEETING OF MEMBERS**

- 3:01 All meetings will be conducted in accordance with Roberts Rules of Order.
- 3:02 An annual meeting of the members shall be held on the second Saturday of December of each year.
- 3:03 A meeting of the Board of Directors, open to all members, will be held the second Saturday in March, June and September. The location, and time of the meeting will be posted at least (10) days prior to the scheduled meeting at the Guard House.
- 3:04 Special Meetings of the members may be called by the President or the Board of Directors, or not less than one third (1/3) of the members.
- 3:05 The annual and quarterly meetings will be held in the Kiamichi Wilderness area and all other meeting locations will be held at the discretion of the callers.



- 3:06 Written or printed notice stating the location, date, and time of Special Meetings shall be delivered, either personally, by mail, or by Email, or contacted by telephone, and public posting at Guard House, to each member entitled to vote at such meeting, not less than ten (10), nor more than thirty (30) days before the date of such meeting by person or persons calling the meeting. In case of a Special Meeting or when required of these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed or Emailed, the notice of a meeting shall be deemed to be delivered when deposited in the Mail system, with postage thereon for US Mail, addressed to the member at his address as it appears on the records of the Corporation.
- 3:07 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise stated in the proxy,
- 3:08 Twenty-five (25) percent of the voting members (husband and wife count as one (1) vote) shall constitute a quorum at such meeting. If a quorum is not present at such meeting, a majority of voting members at such meeting including the votes by proxy will permit transaction of business without a requirement for a minimum number of members to be present to constitute a quorum.

ARTICLE 4
BOARD OF DIRECTORS

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- 4:01 The Business affairs of the Corporation shall be Managed by its Board of Directors. Directors need not be residents of Oklahoma. As long as they are members as stated in Article 2 (2:02) of these Bylaws and Owned property for 12(Twelve)Months in KWLA.
- 4:02 The number of Directors shall be 7 (Seven). Directors shall hold office for 2 (Two) years. The election will be staggered. President Secretary Board Member 1 (Elected in odd years) Vice President Treasure Board Member 2 Board Member 3 (Elected in even years) or until their successor has been elected.
- 4:03 The Annual Meeting of the Board of Directors shall be held without further notice, other than these By-Laws, immediately after the election and at the same place as the Annual Meeting of Members.
- 4:04 Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. This meeting place of the Board shall be held at the discretion of the caller/callers.
- 4:05 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, if all Directors have been notified of such meeting, but if less than a majority of the Directors are present, the meeting shall be cancelled and must be re-scheduled:
- 4:06 The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.
- 4:07 Any Director missing two (2) consecutive meetings without a valid reason, may be replaced by the majority vote of the other six.(6) Directors

- 4:08 Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors with the member who received the next highest number of votes in the last Annual Election to have ,the first consideration, if that member so desires, for the un-expired term .
- 4:09 No Member of the Board shall receive pay for any services to KWLA, direct or indirect, except for compensation to the Treasurer if qualified as described in Article 8 (8:03) for bookkeeping services. Actual reasonable expenses (not related to meetings) of any Director may be reimbursed when submitted to and approved by the Board of Directors.
- 4:10 Any action required by Law to be taken at a meeting of the Directors, may be taken without a meeting, if a consent in writing, setting forth the action to be taken is signed by a majority of Directors. Emailed consent from the Director's address may substitute for a signed consent until a signed consent can be submitted at the next meeting.

**ARTICLE 5
OFFICERS**

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- 5:01 The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and other officers necessary for the operation of the Corporation. The officers for these offices will be elected from within and by the Board of Directors.
- 5:02 Any officer elected by the Board of Directors may be removed by a majority vote of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to his/her contract rights.
- 5:03 A vacancy in any office shall be filled for the un-expired portion of the term as stated in Article 4 (4:07).
- 5:04 The President shall be the principal Executive Officer of the Corporation and shall in general, supervise the business affairs of the Corporation as directed by the Board. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Treasurer or any other proper officer authorized by the Board of Directors, any instruments, which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general, He/She shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.
- 5:05 In the absence of the President or in the event of his/her inability to act, the Vice-President shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors.
- 5:06 The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by Law, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

5:07 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article Seven (7) of these By-Laws ; be custodian of the Corporate Records and keep a register of the Post Office address of each Landowner, and in general, perform all the duties incident to the office of Treasurer and such other duties, as from time to time, may be assigned to him/her by the President or by the Board of Directors.

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**ARTICLE 6
COMMITTEES**

- 6:01 There will be four (4) Permanent Committees: Fundraising, Security, Road Maintenance, and Wildlife.
- 6:02 The Board of Directors will appoint a Member to Chair each of these Committees, in reference to 6:01, to perform the responsibilities given it by the Board. The designation of any such Committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by Law.
- 6:03 Committees may be designated as authorized by the Board of Directors to perform functions for the benefit of the Corporation. Other Committees may be formed by members to be recognized by the Board of Directors
- 6:04 Each Member of a Permanent Committee shall continue to act until the next Annual Meeting or until his/her successor is appointed. Other Committee Members shall be relieved upon completion of their assignments or functions
- 6:05 One Member of each Committee shall be appointed Chairperson by the person or persons forming that Committee.
- 6:06 Vacancies in the Membership of any Committee may be filled in the same manner as provided in the case of the original appointments.
- 6:07 Unless otherwise provided, a majority of the committee shall constitute a quorum and shall be the act of the Committee.
- 6:08 Each Committee may adopt rules for its operation, provided they stay within the Guide-Lines established by these By-Laws.

**ARTICLE 7
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

7:01 All checks, drafts, or purchase orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. All instruments shall be signed by the Treasurer and/or another officer or agent of the Corporation .

- 7:02 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 7:03 The Association may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, and this in no way replaces the payment of Membership dues:
- 7:04 All routine and prior approved bills shall be paid when due. Emergency or unforeseen bills must have the approval of a quorum of the Board of Directors to be paid and all seven (7) Directors must be informed of these bills and the circumstances for each bill paid as soon as possible.

**ARTICLE 8
RECORDS**

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- 8:01 The Corporation shall keep accurate and complete records of accounts and shall keep minutes of all proceedings of the Board of Directors, and its Committees. The Board of Directors shall keep at the registered office, Secretary office, Treasurer office or place of residence a record giving the names and addresses of all Members. All books and records of the Corporation may be inspected by any Member, his agent, or attorney for any proper purpose, at any reasonable time.
- 8:02 It is the responsibility of the Landowner to keep the KWLA, Inc. informed of his/her current address and telephone number.
- 8:03 A qualified bookkeeper with at lease (2) years. Bookkeeping experience/knowledge and a good working knowledge of QUICKBOOKS accounting software may be hired at the discretion of the Board of Directors.

**ARTICLE 9.
FISCAL YEAR**

- 9:01 The fiscal year of the Corporation shall begin on the first day of November and end on the last day of October of each year.
- 9:02 An Annual Internal Audit will be conducted during the month of November.
- 9:03 The Annual audit may be conducted by an Audit Committee made up of two (2) from the Board of Directors, two (2) Members, and the Bookkeeper. The Board of Directors will appoint all Members of the Audit Committee.

**ARTICLE 10
ASSESSMENTS AND ANNUAL BUDGET**

- 10:01 Association assessments and a purposed annual budget will be presented by the Board of Directors for review, voted on and set for each fiscal year by the general membership at the Annual Meeting.
- 10:02 Each Landowner may pay their Membership Dues in person to the Secretary, Treasurer, Bookkeeper, or Gate Security or by mail to KWLA, Inc. Post Office Box 100, Moyers, OK 74557. Dues may be paid annually, semi-annual quarterly, or monthly.

**ARTICLE 11
ADOPTION OF THE COVENANTS AND RESTRICTIONS**

- 11:01 The adoption of the Covenants and Restrictions set out by the Developer are in an instrument recorded in Book 238, Page 373, Pushmataha County Records.
- 11:02 The Board of Directors adopt and incorporate into these By-Laws the Security, Hunting, and Fishing Regulations recorded October 15, 2003 in Book 444, Page 670, Pushmataha County Records.

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**ARTICLE 12
NOTICES**

- 12:01 Any notice required to be given under the provisions of the Oklahoma Non-Profit corporation Act, or under the provisions of the Articles of Incorporation, a waiver in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

**ARTICLE 13
AMENDMENTS TO BY-LAWS**

- 13:01 These By-Laws may be altered, amended, or repealed and new or revised By-Laws may be adopted by a two-thirds (2/3) majority of the Membership present, or voting by proxy, at any regular meeting if at least ten (10) to thirty (30) days written notice is given of an intention to alter, amend, repeal, or revise these By-Laws or to adopt new By-Laws at such meeting.
- 13:02 A copy of these By-Laws will be recorded in Pushmataha County Records and also with the Secretary of State.

WITNESS OUR HANDS ON THE DATES SET HERETO:

Gary Broome [Signature] Date 10-18-08
 President

Larry Ford [Signature] Date 10-18-08
 Vice President

Gary Haagenson [Signature] Date 10/18/08
 Treasure

Julie Moore [Signature] Date 10/18/08
 Secretary

Randy Anderson [Signature] Date 10/18/08
 Officer 1

Doug Greenwood [Signature] Date 10/18/08
 Officer 2

Jim Downing [Signature] ~~10-18-08~~
 Officer 3

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STATE OF OKLAHOMA
 COUNTY OF PUSHMATAHA

BEFORE me, the undersigned, a Notary Public in and for said County and State on this 18th day of OCTOBER 2008, personally appeared:

GARY BROOME, JIM DOWNING, GARY HAAGENSON, JULIE MOORE, LARRY FORD
RANDY ANDERSON, DOUG GREENWOOD,

to me known to be the identical persons who executed the within and foregoing instrument and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

My Commission Expires 7/29/2012

[Signature]
 Notary Public

