



**BY-LAWS
Of the
APARTMENT ASSOCIATION OF CENTRAL OKLAHOMA**

ARTICLE I- NAME , LOCATION, & PURPOSE

- 1.01 The name of the organization is the Apartment Association of Central Oklahoma (herein "AACO" or "the Association.").
- 1.02 The principal office of the Association shall be at a location determined by the AACO Board of Directors.
- 1.03 These bylaws are for the governance of the Apartment Association of Central Oklahoma and its members to promote and aid the carrying out of its purposes set forth in the Articles of Incorporation as amended from time to time, to meet the Mission Statement of the Association and to achieve the objectives set forth herein. The Association shall operate within the counties determined by the National Apartment Association.
- 1.04 The Apartment Association of Central Oklahoma is chartered as an Affiliate State Association of the National Apartment Association and by reason of its charter is entitled to all rights, privileges, and protections as set forth in the By-laws of the National Apartment Association.

ARTICLE II- OBJECTIVES

- 2.01 The objectives of AACO shall be:
 - (A) To raise the level and standards of professional apartment and other rental housing management, construction, and operation.
 - (B) To provide services and benefits to members of this Association to assist them in the performance of their duties.
 - (C) To provide a forum for the exchange of information between members of this Association.
 - (D) To provide a vehicle through which the members can deal in unity with government bodies on local, state, and national levels.
 - (E) To inform members by providing legislative, educational, and other useful information.

ARTICLE III- FISCAL YEAR

3.01 The fiscal year for the Association shall be January 1st of each year through December 31st of each year.

ARTICLE IV- MEMBERSHIP

4.01 Membership in the Association shall be open to any sole proprietor, partnership, corporation, or other form of entity (hereinafter referred to as "Business Entity") and to any individual, which shall agree to abide by the bylaws and meet the qualifying factors set forth below.

4.02 Membership in this Association shall be of three classes:

- (A) Owner Member Class
- (B) Associate Member Class
- (C) Government Affiliate Member Class

4.03 Qualifications for membership in this Association shall be as follows:

(A) Owner Member Class shall be open and limited to any individual, partnership, corporation, or other organization that owns, has an ownership interest, manages, or builds rental housing within the Association's NAA chartered territory.

(B) Associate Member Class shall be open and limited to any individual, partnership, corporation, or other organization, which services, supplies, or otherwise deals with multifamily housing and does not qualify for Owner Member Class.

(C) Government Affiliate Member Class is open to any Government entity that owns or manages multifamily units.

(D) Unless otherwise authorized by a majority vote of this Association's Board of Directors, it shall be a requirement for Owner Member membership that all rental units within AACO's NAA chartered territory in which the owners, partners or officers of the Owner Member have an ownership or a management interest become members of this Association.

4.04 Application for membership shall submit a signed Membership Application, wherein the applicant agrees to abide by these by-laws, as they now exist or might later be amended, together with payment of the appropriate dues, fees and assessments. Upon submittal of a signed Membership Application and payment of the appropriate membership fees, an applicant shall become a member of the Association and be entitled to all benefits of membership until the Board meeting at which the application is considered.

ARTICLE V- DUES & ASSESSMENTS

- 5.01 The dues of this Association shall be at the rate and in the manner set by a 2/3 vote of the Board of Directors of this Association.
- 5.02 An Owner Member shall report and pay dues, fees, and assessments for all units owned, fee managed, or controlled in the counties assigned to the Association by NAA. The Board of Directors, by a majority vote of the entire Board, may, when special circumstances beyond the Owner Member's control exist, suspend the requirement of payment of dues, fees, and assessments for certain units.
- 5.03 Billings and remittance of dues, charges, and other assessments will be in accordance with the following:
- (A) The beginning of each calendar year AACO shall bill each Member for their association dues. Dues remittances are to be paid to AACO no later than ninety (90) days from invoice date.
 - (B) Any Member whose dues or other assessments are not paid in full ninety (90) days after they become due shall have their membership within AACO and the National Apartment Association (NAA) suspended with no action by any governing body required. In the event a membership is suspended, all rights, privileges and benefits of affiliation with AACO and the NAA will terminate immediately.

ARTICLE VI- TERMINATION, SUSPENSIONS, & REINSTATEMENTS OF MEMBERSHIP

- 6.01 Suspensions, terminations, reinstatements and transfers of membership in this Association shall be accomplished in the following manner:
- (A) Any member whose annual dues or other charges or assessments in this Association are not paid in full ninety (90) days from invoice date shall have their membership within this Association automatically suspended until such time as payment is received.
 - (B) Any member may be censured, suspended or expelled from this Association for cause, if, in the opinion of the Board of Directors, it shall be considered desirable for the best interest of this Association or its members. Such action shall require the affirmative vote by a majority of the Board of Directors at any regular or called meeting.
 - (C) An affirmative vote by a majority of the Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of section 4 Paragraph B.
 - (D) Any member censured, suspended or expelled from this Association under Section 4 Paragraph B shall have the right of an appeal before the membership of this Association at the next following regular or special meeting of the Board of Directors. A vote of no less than a majority of the

members present shall be required to reinstate any member who has been expelled or suspended pursuant to this provision of this Section 4.

(E) If such member is removed from membership in the Association any remaining portion of membership dues shall be applied to such indebtedness. Member desiring reinstatement must pay any and all outstanding and/or current amounts due to the Association prior to reinstatement.

ARTICLE VII- MEETINGS OF THE MEMBERSHIP

- 7.01 An annual meeting of the members shall be held on the date, time and place as set by the Board of Directors for the purpose of electing directors and for such other business as may come before the meeting.
- 7.02 Special meetings of this Association may be called by the Board of Directors, by the President, by any seven (7) members of the Board of Directors or by ten (10) percent or more of the Owner Members. Except when called by the Board, a special meeting may be called by a written request to the President, or in the absence of the President, any officer. The Board of Directors must then set the date of the meeting not less than 35 days or more than 90 days after receipt of the request. Notice of a meeting must be given within 20 days after receiving the request. The notice of a special meeting must state the general nature of the business to be transacted. No other business may be transacted at that meeting.
- 7.03 Voting. Each member in good standing present at any membership meeting shall be entitled to one vote. Voting may be done electronically. To be considered a member in good standing, all annual membership dues and all other amounts due to the Association shall have been paid through the date of such meeting.
- 7.04 The members present at any annual, special, or general membership meeting shall constitute a quorum. A majority vote of the qualified voting members present at any membership meeting is required to adopt any proposed measure or to elect directors.
- 7.05 The most recent edition of Roberts Rules of Order shall be the authority for the proceedings of the Association when not in conflict with these by-laws, the Articles of Incorporation of the Association, Oklahoma State or Federal laws.

ARTICLE VIII- BOARD OF DIRECTORS

- 8.01 The administration of the affairs of the Association shall be vested in a Board of Directors consisting of a minimum of thirteen (13) members, all of who shall belong to the Association in good standing.

(A) Only one individual from any Company may serve as a member of the Board of Directors at any one time. In addition, the immediate Past President of the Association shall serve as a member of the Board of Directors without full voting privileges if they have fulfilled their Board term. If the immediate Past President still has time remaining of their term they shall keep all voting privileges.

(B) A minimum of eight (8) members of the elected Board of Directors shall consist of Owner Member Class. A minimum of five (5) members of the elected Board of Directors shall consist of Associate member class including four regular term Directors plus the current Chairperson of the Supplier Council, who will serve a term equal to their term as the Supplier Council Chairperson.

(C) If the Chairperson of the Supplier Council is a current member of the Board of Directors already serving a three-year term; an alternate would be selected by the Supplier Council Board of Directors, and would be made from active Associate Member Class.

(D) Any member of the Association who is elected an officer or director of the State or National Association, but who is not then serving as a director of this Association shall be invited to attend and participate in meetings of the Board of Directors, but shall not be eligible to vote. Excluding the exception for the Chairperson of the Supplier Council, there shall be no alternate directors and each Director shall serve a three-year term.

- 8.02 Terms of the Board of Directors shall be as follows:
Elected Directors shall serve a term of three (3) years and shall be eligible to succeed themselves if nominated and elected for one (1) additional successive three (3) year term. Directors who have served two (2) consecutive terms may be re-nominated after one (1) year absence from the Board.
- 8.03 Election of the Board shall be as follows:
Each year, at the annual meeting of the membership, the expiring director positions shall be elected to serve beginning January 01 of the upcoming year. The annual meeting must be no later than October 31st each year. Each member qualified to vote shall have one (1) vote for each vacancy. Directors shall be elected on the basis of those receiving the majority number of votes.
- 8.04 The Nominating Committee shall consist of the following members: the current President, current Vice President, most recent Past President if available to serve and a past or current President of the Supplier Council selected by the President if available to serve. In the President's sole

discretion, one additional person may be appointed to serve on the Nominating Committee at large.

(A) The Chairperson of the committee shall be an Owner Member of the committee appointed by the President.

(B) The Nominating Committee may motion to deliberate in closed session without a motion from the Board of Directors. The Committee shall be appointed at least sixty (60) days prior to the annual meeting of members. The committee shall prepare a report of their slate of officers and directors and submit the report to the President.

(C) Any director whose term is expiring and who is eligible for re-nomination to the Board may not serve as a member of the nominating committee.

(D) The Nominating Committee shall meet and select the nominees for the expiring positions for the Board of Directors whose names shall be reported to the President in sufficient time for a written notice to be delivered to the membership at least ten (10) days prior to the annual membership meeting, when the election of Directors shall be held.

(E) Voting members will be determined by the current membership in good standing. Only one (1) vote per member shall be accepted. The Nominating Committee shall not re-nominate Directors who have been elected two (2) consecutive terms nor more than one (1) Director from the same firm, company, or business affiliation unless one of the two is the immediate Past President. Directors who have served two (2) consecutive terms may be re-nominated after one (1) year absence from the Board.

8.05 A Vacancy on the Board (by death, resignation, or removal) may be filled by the President appointing a successor whose appointment is ratified by a majority vote of the members of the Board. A Director appointed to fill a vacancy shall complete the fiscal year. This appointment shall not count as a regular Board term.

(A) In the event a Director, while serving his/her term, shall become unemployed for whatever reason, a Director shall have forty-five (45) days active grace period in which to gain employment with an AACO member of the same category in good standing. In the event the a Director is unable to gain employment with a current member company within forty-five (45) days, a Director position shall become vacant and open to be filled.

(B) In the event an Officer or Director gains employment with a current member company already being represented on the Board, that position shall become vacant and open for replacement.

8.06 Absences: Any member of the Board of Directors who shall fail, without good cause, to attend three (3) or more regular consecutive meetings, of their assigned committees and Board of Directors Meetings, or who shall sever all active connection with multifamily rental housing industry may be removed at the request of the President by a majority vote of the Board of Directors at a regular or special Board meeting. This removal does not require ratification by the Association Membership.

8.07 Board Meetings:

The President shall serve as presiding officer of all the meetings of the Board. The Board shall determine the schedule for regular meetings each fiscal year at such places and times as designated by the Board. No more than one regular meeting shall occur during a calendar month unless called by the President.

(A) Directors may participate in meetings by electronic means, which allows all persons in the meeting to hear one another. Participation in such meeting electronically shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction on the ground that the meeting is not lawfully called or convened.

8.08 Special Board Meetings:

The President or the Executive Committee may call special meetings of the Board of Directors. The President shall call a special meeting within twenty (20) days after presentation to the President of a petition sign by not less than seven (7) members.

8.09 Removal: Any officer or Board member may be removed for cause by a two-thirds vote of the Board of Directors at a regular or special Board Meeting.

8.10 Notice: Notice regular and special meetings shall be given in writing to each Director showing the date, hour and place of meeting at least ten (10) days in advance of such meeting.

8.11 Quorum:

A quorum of the Board of Directors at any regular or special meeting of which proper notice has been given shall consist of a majority of the Directors. Voting by proxy shall not be permitted and each Director shall have one (1) vote for all purposes. The majority vote of the Directors present at any such meeting where a quorum is present shall control any action taken.

8.12 Powers of Appointment:

The Board of Directors may appoint or employ from within or without the membership of the Association such committees, representatives, agents or employees for such purposes and such terms as it may deem necessary, proper or useful in carrying out the objects and purposes of the Association, or it may delegate such power and authority to an officer or officers of the Association. All such appointments, employments, and delegations of power and authority may be terminated at any time with or without cause by the Board of Directors.

- 8.13 Executive Director/Employees:
The Board of Directors shall have the power to employ an Executive Director who may serve as the Chief Administrative Officer of the Association. The Board of Directors shall have the power to authorize other necessary and customary positions to be filled by the Executive Director, to fix compensation of all employees and prescribe their power and duties.
- 8.14 Policies:
A majority vote of the Board of Directors shall establish AACO Policies. The Board and membership of the AACO shall follow these policies.
- 8.15 Review:
The Board shall cause to be made an annual independent review or audit of the Association financial statements as required by law, by an outside Certified Public Accountant, to be completed 120-270 days after the close of the fiscal year. The Board shall cause to be made an executive summary of said review or audit and the accountants' recommendations.

ARTICLE IV- OFFICERS

- 9.01 The officers of AACO shall be chosen by the Board of Directors, by majority vote of the Board of Directors, and shall be a President, Vice President, a Secretary and a Treasurer. Elections for the officers of AACO shall take place no later than December 1st of the year preceding that in which the terms of office are to commence.
- (A) Each officer shall serve for one year at a time or until his or her successor shall have been chosen and qualified, or until his or her resignation or removal.
- (B) Any officer may be removed from office at any time, with or without cause, by an affirmative vote of majority of the Board of Directors, whenever in its judgment the best interest of AACO will be served thereby.
- (C) Should an AACO Board Officer become unemployed during their term on the Board, they will have forty-five (45) days to reestablish "member in good standing" status by becoming employed by an AACO member of the same category. If, after forty-five (45) days they have not reestablished such employment, they will be automatically dropped from membership on the Board.
- (D) Any vacancy in an office resulting from any cause shall be filled by majority vote of the Board of Directors.
- (E) The officers of AACO shall each have such authority and perform such duties in the management of AACO as usually appertain to such officers of nonprofit associations in the Commonwealth of Oklahoma except as may be otherwise prescribed by the Board of Directors.
1. The President of AACO shall be AACO's Chief elected officer and shall exercise general supervision and control over the affairs of AACO. The President position may only be held and filled by a

Member of the Owner Class. The President shall have the following specific powers and duties:

- a. To preside at meetings of the Board;
- b. To manage the overall affairs of AACO,
- c. To see that all orders and resolutions of the Board of Directors are carried into effect;
- d. With approval of the Board of Directors, to execute notes, drafts, bonds, mortgages, deeds of trust, security deeds, contracts and other documents under the deal of AACO;
- e. To have general superintendence and direction of all the other officers of the Association and of the agents and employees thereof and to see that their respective duties are properly performed.
- f. To operate and conduct the business and affairs of AACO according to the orders and resolutions of the Board of Directors, and according to his or her own discretion, whenever and wherever it is not expressly limited by such orders and resolutions;
- g. To submit at each meeting of the Directors a report of the operations of AACO and from time to time report to the Directors on all matters within his or her knowledge that should be brought to their attention in the best interest of AACO.

2. The Vice President shall perform all duties of the President or Secretary in case of the President's or Secretary's absence of inability to serve, and shall perform all other duties usual to such office or as directed by the President.

3. The Secretary of AACO shall be the custodian and recorder of; and shall maintain all records of AACO's formal actions and transactions.

The Secretary shall have the following specific power and duties;

- a. To attend all meetings of the Board of Directors and the Executive Committee, and to record all proceedings of such meetings.
- b. To give or cause to be given notice of all meetings of the Board of Directors.
- c. To keep at the principal office the original or a copy of the by-laws AACO, as amended or otherwise altered to date.
- d. To attend to such correspondence and to make reports as may be assigned to him or her, and
- e. To have such other powers, duties, and authorities as may be set forth elsewhere in these by-laws and as may be prescribed by the President of the Board of Directors from time to time.

4. The Treasurer of AACO shall be its chief fiscal officer and the custodian of its funds, securities and properties. The Treasurer shall have the following specific power and duties:
- a. To cause to be kept full and accurate accounts of receipts and disbursements in books belonging to AACO and to cause to be deposited all monies and other valuable effects in the name and to the credit AACO in such depositories as may be designated by the Board of Directors.
 - b. To cause to be disbursed funds of AACO for proper expenses as may be ordered by the Board of Directors.
 - c. To render to the President and the Board of Directors, at its regular meetings, or when they so require, and account of AACO's transactions and financial statements, in form satisfactory to the Board of Directors;
 - d. To prepare and deliver to the Board of Directors a budget for the upcoming fiscal year no later than October 1st of each year;
 - e. To cause to be maintained accurate lists and descriptions of all capital assets of the Association, including land, buildings, and equipment;
 - f. To review the monthly accounting packet which includes but not limited to: bank statements, reconciliations, credit card statements, income statements, and expenses.
 - g. To have such other powers and authority as may be set forth elsewhere in the by-laws and as may be prescribed by the President or the Board of Directors from time to time.

ARTICLE X- COMMITTEES

- 10.01 Except as provided for herein, the President shall appoint, by a date set by the Board, a chairperson for the committees whose appointments become effective on January 1st of the following year. In the event of a vacancy in the chair of a committee, the President shall have the authority to appoint a new chair. The President shall appoint such other committees, task forces, and chairperson(s) as the President may deem necessary.
- 10.2 There shall be an Executive Committee consisting of the President, Vice President, Treasurer, and Secretary. Except for powers specifically reserved to the Board of Directors, the Executive Committee shall have authority to exercise all the powers of the Board of Directors in the interim between meetings of the Board and shall direct and control business affairs of this Association between meetings of the board.
- 10.3 There shall be Supplier Council with a Board of Directors. This Board will work along with the Supplier/Associate Members on the development of programs to assist them in the marketing of their companies to the apartment members of the Association. The Board will consist of a Chairman

(President), Vice Chairman (Vice President), Secretary/Treasurer, and three (3) Directors.

(A) The Associate Members of the Association shall be members of the Supplier Council.

(B) The members of the Supplier Council shall elect their officers.

(C) Any and all changes in the Supplier Council Guidelines and Policies must be approved by majority vote from the AACO Board of Directors before effective.

ARTICLE XI- FINANCIAL

11.1 There may be an annual audit and/or review of the finances of AACO by an Independent Certified Public Accountant as directed by a majority vote of the Board of Directors.

11.2 The Board of Directors shall adopt a budget by December 31st for the next fiscal year, and AACO shall function within the totals of such budget. Any expenditure in excess of such a budget must be authorized by the Board of Directors.

ARTICLE XII- DISSOLUTION

12.1 The members of the Association shall have no property rights and any of the property of this Association upon dissolution or otherwise. The Association may be dissolved after approval of such proposal by an affirmative vote of three-fourths (3/4) of the members of the Association at a meeting called considering such a proposal or by the written assent to such proposal signed by three-fourths (3/4) of the members. Upon dissolution of the Association, all of the money, property and assets thereof every kind of character wheresoever's situated shall be immediately transferred, conveyed or disbursed to such non-profit organizations engaged in the furtherance of some similar purpose which this Association was formed to promote, as the Board of Directors may select, and no Officer or member of this Association shall profit by such dissolution. Such dissolution shall be carried out by the action of the Board of Directors and each officer thereof at the time of dissolution, or if there by none, by order of a court of competent jurisdiction. Should the Association at the time of dissolution, own money, property or other assets restricted as to use for particular purpose, such restrictions shall be observed and the transfer, conveyance or distribution made in accordance with the terms of such restriction.

ARTICLE XIII- AMENDMENT TO BY-LAWS

13.1 These By-laws may be amended by majority vote of the Board of Directors at a regular, special or called meeting, provided a copy of the proposed

amendment(s) shall have been sent to each voting Affiliate Member not less than ten (10) calendar days prior to the meeting at which action is to be taken thereon.

ARTICLE XIV- INDEMNIFICATION AND INSURANCE

- 14.1 Indemnification. To the extent permitted by law, the Association shall indemnify every Director, Officer, Employee, Consultant, Agent and member, and their respective heirs, executors, administrators and assigns, from any such person in connection with any lawsuit or claim to which any such person may be a party by reason of his or her being or having been a Director, Officer, Employee, Consultant, agent or member, unless a court of competent jurisdiction finally adjudges that such person was guilty of willful misconduct or gross negligence in the performance of his or her duties as an officer, director, employee, consultant, agent or member of the Association.
- 14.2 Indemnity Insurance. The Board of Directors may, in its discretion, procure and maintain, with the Association's fund, Officer's and Director's Liability Insurance to indemnify officers, directors, employees, members, and others with respect to liability arising from the performance by such persons of their duties in such capacities and such coverage may be broader than the Association's obligation to indemnify under Section 1 above to include indemnity for gross negligence.

ARTICLE XV- LOANS

- 15.1 No loans shall be contracted on behalf of AACO and no indebtedness shall be issued or incurred in its name unless expressly and specifically authorized by a resolution of the Board of Directors. In no event may the Association make loans to any of its Directors, Officers, or Employees, nor to any person or organization not proper for non-profit purposes.

ARTICLE XVI- NON-DISCRIMINATORY POLICY

- 16.1 The Apartment Association of Central Oklahoma, Inc. (AACO), in any and all of its schools, facilities, seminars, classes, lectures and all other education forums and activities and any and all other activities that might be undertaken by the Corporation, adopts a non-discriminatory policy. AACO admits members of any race, color, religion, sex, age, handicap, familial status or national origin to all of the rights, privileges, programs and activities generally accorded or made available to its members at the courses, schools or seminars, and any and all other educational activities of the Corporation. It does not discriminate on the basis of race, color, religion, sex, age, handicap, familial status or national origin in administration of its education policies,

admissions policies and any other administrative programs. In the employment of all employees or personnel, the AACO will not discriminate on the basis of race, color, religion, sex, age, handicap, familial status or national origin.

Signature of Current President

Date

Signature of Current Secretary

Date

Signature of Executive Director

Date

These by-laws have been accepted by the current President and recorded by the current Secretary and witnessed by the Executive Director.