



Oklahomans for Equality

Bylaws

Effective May 13, 2021

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**By-Laws
Of
Oklahomans for Equality, Inc.
(OkEq)**

ARTICLE I: NAME, PURPOSE AND LOCATION

Section 1: Name of Organization

The name of this Organization shall be Oklahomans for Equality, Inc., hereinafter referred to as OkEq or the Organization, a not-for-profit corporation organized and existing under the laws of the State of Oklahoma.

Section 2: Purposes

The purposes for which OkEq is formed are:

a. To promote educational, health, cultural and social services directed at furthering the well-being, equal treatment and development of the Lesbian, Gay, Bisexual, Transgender, Queer and Plus (“LGBTQ+”) Community and supportive allies.

b. To promote, through advocacy and education, a better understanding of the LGBTQ+ community and the necessity or the equal treatment thereof, including bringing an end to discrimination and oppression against all persons based upon sexual orientation, and/or gender identity, and gender expression. Such activities shall be carried out to the extent permitted by Federal Regulations attributable to a 501(c)(3) organization and other applicable regulations.

c. To operate an LGBTQ+ Equality Center for the benefit of the LGBTQ+ community and its allies.

Section 3: Mission

OkEq seeks equal rights for LGBTQ+ individuals and families through intersectional advocacy, education, programs, alliances, and the operation of the Dennis R. Neill Equality Center.

Section 4: Principal Office

The principal office of OkEq shall be located in Tulsa, Oklahoma at 621 E. 4th Street, Tulsa, Oklahoma 74120, known as the Dennis R. Neill Equality Center ("Equality Center"). OkEq may have such other office as the Board of Directors determines or as OkEq affairs may require.

Section 5: Fiscal Year Books

The tax and fiscal year for OkEq shall begin on October 1 and end on September 30 of each year thereafter. An independent audit of the books and records of OkEq shall be conducted biannually. The Board of Directors shall ensure that documents for any audit are to be provided to the auditors by December 31st following the period to be audited and shall ensure the audit is completed as timely as possible. The audit report shall be presented to the Board of Directors within 30 days of its completion and within 60 days of completion shall be made available to the Voting Membership for review.

ARTICLE II: MEMBERSHIP QUALIFICATIONS, VOTING AND RIGHTS

Section 1: Membership

Membership shall be open to all persons who support the purpose and mission of OkEq. A person becomes a Member by submitting an application, making a financial contribution to OkEq, or making an in-kind contribution to OkEq at a level determined by the Board of Directors, which shall be no less than fifty dollars (\$50.00) annually. Members:

a. Shall be eligible to be the beneficiaries of all programs of OkEq and to participate in services provided at the Equality Center, subject to any participant fee established by the Board of Directors for any particular program, event, or service.

b. Are eligible to be elected to the Board of Directors pursuant to Article III, Section 3, provided the Voting Member has been a person with such membership for at least thirty (30) days immediately preceding any vote.

c. Shall have the right to vote on any by-law revision which affects membership rights, provided the Voting Member has been a person with such membership for at least thirty (30) days immediately preceding any vote.

d. Shall have the right to petition the Board of Directors of any grievance, concern or suggestion. Any such petition shall be in writing, signed by

no less than 15 Voting Members, and presented to the Secretary for certification. A certified petition shall be presented to the Board at its next scheduled Board meeting, whereby petitioners shall have the right to make public comment. Petitions are not binding upon the Board and petitioners do not have the right to force a vote upon the petition.

Section 2: Other Categories and Membership

The Board of Directors may establish various other categories of membership and set forth benefits and requirements of such membership categories, including dues.

Section 3: Changes to Membership Policy

Any changes to this membership policy must be proposed at least 30 days prior to an annual meeting or a Special Membership Meeting and must be made available for review by all Members prior to being voted upon. Such membership policy changes shall require two-thirds (2/3) approval of the full Board and a simple majority approval by the Members in attendance.

Section 4: Membership Records

The Board of Directors or its designee shall be required to keep accurate and up to date records pertaining to Membership. Such records shall be confidential and may not be disclosed to any other group or organization, except as may be required in applications for grants or third party funding. Additional exceptions to this policy may be approved by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Directors are members of the Board of Directors (hereafter "the Board" or "the Board of Directors" not to include the Trustees) either elected pursuant Article III, Section 6 or appointed to the Board pursuant to Article III, Section 14. Directors must be Members.

Section 1: General Powers

Subject to the limitations provided by law, the General Corporation Act of the State of Oklahoma, the Certificate of Incorporation for the OkEq, all corporate powers and purposes shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the OkEq shall be managed and conducted exclusively by the Board of Directors. Without prejudice to the general powers established by law, but subject to the limitations set forth herein, the

Board of Directors shall have the power and authority to:

- a. Conduct, manage and control the business and affairs of the OkEq as the Board deems necessary and just;
- b. Pass resolutions not inconsistent with these by-laws which shall remain effective until repealed as set forth in Article III, § 17;
- c. Elect and remove at pleasure all the officers, agents, and the Chief Executive Officer/Executive Director of OkEq not inconsistent with these by-laws, and to prescribe for them their duties, fix the terms of their service, and any compensation, if any, and to require from them any such forms of security for faithful service as the Board deems fit.
- d. Designate from time to time, the place and time of any meetings as the Board deems necessary.
- e. Approve any incoming new or returning
- f. Remove any of its Directors pursuant to Section 13 of this Article or a Voting member for cause upon a two-thirds vote of the full Board.
- g. Establish and terminate committees as needed.

Section 2: Limitations

The Board of Directors of the OkEq shall not have the power or authority to:

- a. Negotiate, develop, execute, or implement any lease agreement exceeding 30 days for all or any part of the real estate held by the OkEq;
- b. Encumber in any way the real property of the OkEq;
- c. Obligate the OkEq to any single capital debt exceeding \$50,000 unless approved by a majority vote of the full Board of Directors and unanimous vote of all of the Trustees;
- d. Make any substantive changes to the physical and/or structural appearance of the principal office of the OkEq except with approval of the Trustees; or
- e. Pledge as collateral, encumber in any way, spend, levy or have any access whatsoever to the principal or accrued interest or dividends of the

Capital Endowment funds held in trust by the Tulsa Community Foundation on behalf of OkEq except with the unanimous written approval of the full Board of Directors and the unanimous written approval of the Trustees. This provision does not apply to any funds specifically pledged or earmarked for Operations whether held at the Tulsa Community Foundation or any other financial or trust institution.

Section 3: Qualifications of Members of the Board of Directors

Directors must have their principal place of residence in the State of Oklahoma. They must have been members of OkEq for at least thirty (30) days immediately prior to their election. No employee of OkEq may serve as a Director. The Board may not implement any additional qualification requirements for Directors except when such qualification changes have been approved by a majority of the Board of Directors and approved by a simple majority of a vote of Voting Members who vote. However, any qualification changes may not be implemented within 90 days of any election.

Prior to nomination, every Director shall agreed to the terms of the "Oklahomans for Equality, Board Member Contract" as approved by the majority of the Board of Directors.

Section 4: Number and Quorum

The OkEq Board of Directors may have up to 15 (fifteen) and no fewer than 9 (nine) members. However, to the extent possible, the Board of Directors shall be comprised of an odd number of Directors. A quorum at any meeting of the Board of Directors shall consist of a simple majority of the current number of sitting Directors. Except as otherwise provided in these Bylaws, a majority of all votes cast at a meeting of which a quorum is present is sufficient to approve any matter that properly comes before the meeting. Less than a quorum does not allow any voting on a matter but the meeting may continue to conclusion or a new meeting may be called. Notice of a meeting shall be sufficient when such written notice is posted in a prominent place in the Equality Center, on OkEq's website, or on its social media pages. Contemporaneous teleconferencing in will count towards quorum and voting with prior notice to the secretary. Written proxies may be used in voting but will not be counted in determining if a quorum is present.

All "votes" proscribed within these By Laws shall require a majority of the quorum, unless the By-laws expressly state that the vote must be by a majority of the full Board of Directors.

The requirements of quorum shall also apply to any Digital Voting in that a simple majority of the current total number of sitting Directors must participate in

any vote. If fewer than a simple majority of the current sitting Directors respond to a digital vote, then the result of that vote, regardless of outcome will be invalid. Votes will be tabulated via emails in which Directors use the “reply all” function. The President will send out a follow up message detailing whether a quorum was met, and if it was, the result of the overall vote; and the President and/or Secretary will retain copies of all digital votes.

Section 5: Tenure and Term Limits

Each Director shall hold office for two (2) years beginning October 1st following the date of election. Terms shall be staggered so that approximately one-half (1/2) of the Board is elected each year. No Director may serve more than three consecutive two-year terms. After six consecutive years of service, a Director must roll off the Board for a minimum of one year.

Section 6: Nomination and Election

a. Nominations

Board of Director nominations shall be made by the Board Development and Governance Committee not less than thirty (30) days before the Annual Meeting, under Article III, Section 12. In making nominations, the Governance Committee shall strive to reflect the demographics, and to represent the interests, of the community it serves. Recruitment efforts shall include persons with diverse minority, racial and cultural backgrounds, as well as persons with diverse sexual orientations, gender identities and gender expressions.

b. Elections

The makeup of the Board of Directors shall be elected at the annual meeting by a majority of the remaining Directors.

Section 7: Regular Meeting

Regular meetings of the Board of Directors shall be held at a time and place to be decided by the Board of Directors. A minimum of 9 Board of Directors' meetings shall be held within the fiscal year.

Section 8: Meeting of Members of the Board of Directors and Members-elect of the Board of Directors

A meeting of the Members of the Board of Directors whose term continues through the next fiscal year and Members-elect of the Board of Directors shall be

held no less than thirty (30) days after the Annual Meeting. The purpose of this meeting is to elect officers for the fiscal year beginning October 1st.

Section 9: Meeting Notice, Open Meetings

Meeting notices are orchestrated by the Secretary and are given to Directors at least 72 hours before the meeting. Regular meeting notices are to be posted at the Equality Center for Member viewing and posted in the OkEq newsletter and web site. Any such notice shall contain the time, purposes and place of the meeting. Meetings may be held without notice if all the Directors are present or those not present waive notice in writing to the Secretary before or after the meeting.

All Board meetings shall be open meetings except for executive sessions.

Section 10: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or by 3 or more Directors.

Section 11: Special Membership Meetings

a. The purpose of a Special Membership Meeting shall be to afford Members the right to have specific grievances, concerns, or suggestions discussed and voted upon by the Board of Directors and all Members in attendance.

b. Special Membership Meetings may be called by the Board of Directors or by means of a written petition to the Board of Directors signed by not less than fifteen (15) Members as certified by the Secretary of the Board of Directors. Upon certification, the Secretary shall present said petition for a Special Membership Meeting to the Board, which shall then arrange to hold such a Special Membership Meeting within a reasonable period of time after having received the petition, not to exceed 45 days. Special Membership Meetings may run concurrently with regular Board meetings.

c. The Board shall notify the membership of the meeting at least fifteen (15) days prior to its occurrence. Sufficient notice consists of posting the date, time and place of the meeting in a conspicuous place in the Equality Center and giving notice in an OkEq newsletter, website, social media pages or other such medium.

d. Quorum for a Special Membership Meeting shall require the presence of at least fifteen (15) Members as certified by the Board Secretary unless

the Special Membership Meeting was called by the Board on its own motion. Quorum at a Special Membership Meeting called pursuant to a petition also requires a quorum of the Board of Directors.

e. Only the specific issue(s) addressed in the original written petition submitted to the Board Secretary and noticed to the membership shall be up for discussion in the Special Membership Meeting. No other issues or matters not expressly identified in the petition shall be considered.

f. Members shall have the right to make a motion for the Board to take specific action(s) as it expressly relates to the petition at hand. The Board shall be compelled to vote upon any such motion that meets the following criteria:

- (1) The motion must be presented in writing to the Board Secretary during the meeting.
- (2) The motion must be seconded by a Member.
- (3) The motion must be approved by a majority vote of the Members in attendance.
- (4) Any and all motions satisfying these criteria shall be voted upon by the Board of Directors after discussion of the issue.

g. A simple majority vote of the Board of Directors shall be required to enact any motion approved by the Members unless restricted by Article III. In the absence of an approval by a majority vote of the Board the motion fails. If the Board is restricted by Article III from voting on the motion the matter fails.

Section 12: Annual Meeting

The Annual Meeting of the Membership and the Board of Directors shall be held in September subject to inclement weather or on such other date as the Board of Directors may decide.

Section 13: Removal from Board of Directors

Unexcused absence from two (2) consecutive Board meetings within a Board year or three (3) unexcused absences from Board meetings within a Board year, is equivalent to resignation from the Board of Directors. Sufficient "excuse" will be at the sole discretion and judgment of the Executive Committee in closed session. The Secretary shall confirm absences and shall provide notice of

resignations to the President in writing. Any Director may be removed for cause, including but not limited to violation of the "Board Member Contract," by a two-third (2/3) vote of a quorum of the Board of Directors. Additionally, any Board Member may be removed by a 2/3 vote of Members at a Special Membership Meeting if so called pursuant to Article III, Section 11.

Section 14: Vacancies/Resignation

In the event of a vacancy on the Board of Directors, the Board Development and Governance Committee shall take suggestions from Directors and members. The Board Development and Governance Committee shall then recommend a candidate for appointment by the Board of Directors. Appointed Directors shall only fill the unexpired term of the former incumbent up to the time of the next annual meeting at which time the Appointed Director may be eligible pursuant to Article III for election by the Membership. The duration of appointment shall not count toward that Director's term limit of three consecutive two-year terms.

The secretary shall keep a record of expiration dates for individual Directors.

Section 15: Compensation

Directors, as such, shall not receive any compensation for their services to OkEq.

Section 16: Record Keeping

Correct and complete records of the proceedings of the Board of Directors, the Executive Committee, designated Committees and all financial accounts shall be kept and maintained at OkEq's principal office. A notebook containing at least the last twelve months of Board Minutes, last Annual Membership Meeting minutes, most recent audited financials and current financials, and budget shall be maintained and readily available to Members at the Equality Center.

Section 17: Resolutions

a. Resolutions of the Board of Directors shall be considered passed when approved by two-thirds of the directors present in quorum at a Board meeting.

b. Resolutions shall be consecutively numbered with the year the resolution was passed appearing in the resolution number and then the consecutive number of the particular resolution starting with 2009-1. Example: Resolutions passed in 2010 shall be numbered beginning with 2010-1.

c. Resolutions shall have the force of law for OkEq and shall be effective until repealed by a two-thirds majority of the full Board of Directors, notwithstanding a quorum.

d. The Secretary of the Board of Directors shall certify the passage or denial of a particular Resolution and note the yeas and nays on the document which shall be permanently kept in a bound or three-ring binder and maintained at the OkEq principal office.

e. A copy of these By-laws and all Resolutions shall be made available for viewing by all Voting Members at the OkEq principal office and shall be present for reference at all Board of Directors meetings.

f. Resolutions may be amended by a two-thirds majority of the full Board of Directors, notwithstanding a quorum. Such amendments shall be attached to the particular Resolution being amended and maintained pursuant to Article III, Section 15.

Section 18: Confidentiality

OkEq Directors, Trustees, Advisors and committee members shall recognize their fiduciary obligation to the membership by ensuring proper protection of confidential information and exercising good judgment in discussing the organization and its activities. At the end of a Director Trustee or Advisor's term, or at the end of service by a volunteer or committee member, they shall return all documents, papers, and other materials, regardless of medium, which were provided to them, or created by such person on behalf of the organization, except for those documents or materials which are clearly in the public domain (such as copies of minutes, financials, etc.).

Section 19: Director's Oath of Office

Directors shall take an oath of office administered by the President of OkEq or their designee. The oath shall be developed by the Board Development and Governance Committee.

ARTICLE IV: OFFICERS

Section 1: The Enumerated Officers of the Board of Directors

The officers of OkEq shall be comprised of the President, Vice President, Secretary, and Treasurer. With the exception of the Treasurer, all officers shall be

members of the Board of Directors. The Board of Directors may appoint such other officers as it may deem necessary.

Section 2: Election and Terms of Office

Officers shall be elected by the Returning Members and Members Elect of the Board of Directors by majority vote at the Board meeting held pursuant to Article III, Section 8. . The vote shall be by secret ballot conducted by two non-Board members unless otherwise agreed to by 2/3 vote of the Returning Members and Members-Elect of the Board of Directors. All officers shall serve a one-year term. With the exception of the Treasurer, no Officer may serve more than two consecutive one-year terms in the same position.

Section 3: Removal from Office

Any officer may be removed by a three-fourths (3/4) vote of a quorum of the Board of Directors. Notice of proposed removal shall be served in writing to the officer by the President, or the Vice President if the President is the subject of removal, at least ten days prior to a monthly Board meeting deciding the matter. The Notice of Proposed Removal shall clearly state the reasons. The officer shall have the right to respond to the proposed removal both orally at a Board meeting deciding the matter and/or in writing. A vote by the Board of Directors sustaining the removal shall be effective immediately and the officer shall be notified by the President as soon as possible. Removal of an officer does not supplant that person's elected or appointed right to continue to serve their term as a Board Director unless also removed as a Director pursuant to Article III, Section 13.

Section 4: Vacancies of Office

A vacancy of any Officer position may be filled by appointment and approval by the Board of Directors for the duration of the unexpired term of the former incumbent Officer. The Board Development and Governance Committee shall recommend a successor for Board approval; however, a vacancy of the President's position shall be filled pursuant to Section 5 of this Article. Any appointed Officer shall serve for the duration of the Officer's term. The duration of appointment shall not count towards the Officer's term limit of two consecutive one-year terms.

Section 5: President

The President shall serve as President of the Board of Directors and as Chair of the Executive Committee. They shall preside at meetings of the Board of Directors and the Executive Committee. The President shall have such powers

and/or perform such duties as are vested in them by the By-laws and such other duties as prescribed by the Board of Directors. If for some reason the President position shall become vacant, the Vice President shall assume all of the duties of the President and shall serve as President of the Board of Directors for the duration of the remainder of the term. The President shall also have the power to call a meeting of the Trustees for the election of new Trustees and/or present for a vote all matters within the Trustees' authority. The President shall be a non-voting member of the Trustee Board.

Section 6: Vice-President

The Vice-President performs all duties as may be assigned by the Board of Directors and will perform the duties of the President in their absence or incapacity. A Vice-President vacancy shall be filled pursuant to Section 4 of this Article.

Section 7: Secretary

The Secretary shall be the keeper of corporate records and Resolutions. The Secretary shall keep a record of attendance and the minutes of all Board of Directors and Executive Committee meetings; oversee the timely and accurate notice of all meetings and actions set forth within these By-Laws; establish and keep all files and documents necessary to support the operations of OkEq and its committees; keep a record of Director contact information; certify the passage of all Resolutions of the Board of Directors; certify current Voting Membership signatures on petitions; certify the Membership; and shall perform all other duties as may be assigned to them by the Board of Directors. A Secretary vacancy shall be filled pursuant to Section 4 of this Article.

Section 8: Treasurer

The Treasurer shall ensure that accurate and complete corporate financial records are maintained; that financial reports are made at each Board of Directors and Executive Committee meeting; that an audited financial report is timely prepared bi-annually; and that appropriate financial controls exist throughout the organization. The Treasurer shall also serve as a non-voting member of the Trustees; and shall perform all other duties as may be assigned to them by the Board of Directors. A Director person elected to encumber the position of Treasurer shall first be subject to a reasonable background investigation, undertaken by OkEq. The Treasurer shall be bonded by a reputable surety insurance company selected by the Board of Directors at the expense of OkEq, provided OkEq has sufficient funds to pay for such bonding. A vacancy in the Treasurer's position shall be filled pursuant to Section 4 of this Article.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1: Number and Qualifications

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and one at-large member of the Board of Directors.

The at-large Board member selected to the Executive Committee shall be elected by Members-Elect and returning Members of the Board at the Board meeting in September pursuant to the guidelines for officer election in Article IV, Section 2. The Board member at-large may be removed pursuant to Article IV, Section 3. A vacancy of the at large Board member shall be filled pursuant to Article IV, Section 4.

Section 2: Authority

The Executive Committee may act for the Board of Directors between meetings of the Board, within policies established by the Board of Directors and with such additional authority as may be delegated by the Board of Directors or By-laws. All decisions made by the Executive Committee must be timely communicated to the entire Board of Directors. Any act by the Executive Committee may be vetoed by a majority vote of a quorum of the Board of Directors.

Section 3: Meetings

The Executive Committee shall meet as needed and at a time and place to be determined by the President.

Section 4: Quorum and Procedure

Three members of the Executive Committee serving at the time of any meeting shall constitute a quorum. The act of a majority of the officers present at any meeting at which a quorum is present shall be the act of the Executive Committee. Less than a quorum calls for an adjournment of the meeting to a fixed time and place with written notice to the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings at the principal office of OkEq. A report of all actions of the Executive Committee shall be made to the Board of Directors at its next regularly scheduled meeting and the minutes of all Executive Committee meetings shall be available to the Board of Directors and the Members.

ARTICLE VI: STANDING COMMITTEES

Section 1: Standing Committee Membership

The President shall recommend all Standing Committee chairs and obtain approval from the Board. Each committee shall consist of at least one (1) Director as chair and additional persons as needed to carry out the work of the Committee.

Section 2: Standing Committees

The Board of Directors shall be assisted in running OkEq affairs by standing committees. The Standing Committees shall be:

a. Finance Committee

The Finance Committee shall prepare and oversee an annual budget, and develop and implement financial operating procedures for approval by the Board of Directors. The Finance Committee shall be chaired by the Treasurer.

b. Board Development & Governance Committee

The Board Development & Governance Committee shall be responsible for establishing and maintaining board recruitment procedures, recruitment and nomination of Director/Officer positions, and vacancies. The Committee shall, to the extent possible, in board recruitment and nomination, ensure gender balance and the diverse representation of race, ethnicity, religion, sexual orientation and gender identity. The Committee shall serve the ongoing duty of Board orientation, development and evaluation. The Committee shall ensure that all OkEq bylaws and Policies and Procedures are adhered to and kept current.

c. Audit Committee

The Audit Committee shall be responsible for ensuring that the bi-annual audit of OkEq is conducted in a timely fashion by a qualified licensed professional. Neither the Chief Executive Officer/Executive Director nor the Treasurer may serve as a member of the Audit Committee.

Section 3: Special Committees

The Board of Directors, by motion or resolution, may designate and appoint additional Standing Committees and/or Special Committees.

Section 4: Reporting

Committee Chairs shall report to the Board of Directors at each regularly scheduled meeting or as deemed necessary by the President of the Board. Minutes shall be taken at all committee meetings and copies thereof in a legible fashion should be provided to the Secretary in a timely manner.

Section 5: Quorum

Unless otherwise provided in a motion or resolution of the Board, two Committee members shall constitute a quorum.

ARTICLE VII: ADVISORY BOARD

Section 1: Advisory Board Constitution

The Board of Directors may establish an Advisory Board. Membership may consist of past officers, Directors, members, volunteers of OkEq, current members of allied organizations, or others with expertise deemed valuable to the Organization. Advisory Board members shall not have the authority to vote during Board Meetings. The President and Chief Executive Officer/Executive Director may jointly nominate members of the Advisory Board.

Section 2: Approval

Advisory Board members shall be voted upon and approved by the Board of Directors.

Section 3: Conflict of Interest

The Advisory Board members shall not be subject to Article XIII, Conflict of interest, unless otherwise required by a motion or resolution of the Board.

Section 4: Oath of Office

Advisors shall take an oath of office administered by the President of OkEq or their designee. The oath shall be developed by the Board Development & Governance Committee.

ARTICLE VIII: CHIEF EXECUTIVE OFFICER/EXECUTIVE DIRECTOR

Section 1: Chief Executive Officer/Executive Director

At the Board's discretion and subject to budgetary considerations, the Board may approve the hiring and oversee the recruiting of a Chief Executive Officer/Executive Director. The Chief Executive Officer/Executive Director has day-to-day responsibility for the Equality Center, including carrying out the goals and policies established by the Board of Directors. The Chief Executive Officer/Executive Director shall attend all Board of Directors and Trustees meetings; regularly report on the progress of OkEq, timely answer questions of Board members and carry out the duties described in the position description as approved by the Board. The Board can designate other duties as necessary.

The Chief Executive Officer/Executive Director's compensation, inclusive of any awards from time to time, shall be set and approved by the Board of Directors.

Section 2: Background Investigation

Subject to a favorable background investigation a Chief Executive Officer/Executive Director may be hired by a majority vote of a quorum of the Board of Directors. The Executive Director shall be bonded by a local reputable insurance surety company selected and approved by the Board of Directors at the expense of OkEq.

Section 3: Duties of the Chief Executive Officer/Executive Director

The Chief Executive Officer/Executive Director's duties shall be set out in a position description developed by the Board Development & Governance Committee and approved by the full Board. The Chief Executive Officer/Executive Director shall have the following powers and duties:

- a. To manage the day-to-day responsibilities in operating the Dennis R. Neill Equality Center and in carrying out OkEq's goals and missions.
- b. To attend all Board of Directors meetings and Trustee meetings, and report on the progress of OkEq in meeting established goals set by the Board.
- c. To account on a monthly basis at a regularly scheduled Board meeting for all funds received and expended for the month prior to the Board meeting.
- d. The Chief Executive Officer/Executive Director shall not enter into any contract binding the OkEq nor execute or deliver any instrument on behalf of OkEq unless authorized in writing by the Board of Directors. To

do otherwise will be considered an act outside the scope of the Chief Executive Officer/Executive Director's employment by OkEq.

e. Unless approved by a Motion of the Board of Directors, the Chief Executive Officer/Executive Director shall not open or establish any credit card or debit card in the name of or by any account payable by OkEq

f. The Chief Executive Officer/Executive Director shall have the authority to hire, supervise, direct and dismiss all employees

g. The Chief Executive Officer/Executive Director shall serve as an Ex-Officio member on all committees, except the Audit Committee

h. The Chief Executive Officer/Executive Director shall have other duties as specifically prescribed in writing by the Board of Directors and/or the Executive Committee.

ARTICLE IX: PROGRAMS

The Chief Executive Officer/Executive Director may authorize such programs as may be found expedient for the provision of services to the Community. Each program shall be administered in accordance with the structure, policies and procedures approved by the Board of Directors. Any fees for participation shall be at the discretion of the Board. The Chief Executive Officer/Executive Director shall report to the Board of Directors on the implementation and progress of new and established programs at the Board meetings.

ARTICLE X: TRUSTEES

Section 1: Composition and Terms of Office

The Trustees shall be comprised of not more than five (5) and not fewer than three (3) Trustees consisting of persons who have donated or raised \$5,000.00 or more of funds, at least \$1,000.00 of that having been a capital gift, and who are not currently serving as a Director on the Board of Directors. Any new Trustees must be Members of OkEq and must be appointed and approved by a majority of the Board of Directors. A new Trustee shall also be approved by a majority vote of the then sitting Trustees. The current members of the Trustees shall be notified of the nominee and his or her qualifications at least fifteen (15) days prior to any vote.

The Treasurer of the Board of Directors shall serve as a non-voting member.

The Chief Executive Officer/Executive Director may serve as a non-voting member. The Trustees shall elect a Chair. The President of the Board of Directors shall serve as a non-voting member. The Trustees shall be elected to three-year staggered terms to the extent possible. In the event of a vacancy, the Board of Directors, following consultation with the remaining Trustees shall appoint a qualified Member by majority vote as successor to complete the remainder of an unexpired term. Such new Trustee appointed shall also be approved by a majority vote of the remaining Trustees. No Trustee may serve more than two consecutive terms (six consecutive years).

After one year of being off the Trustees, they may be reappointed for another three year term.

Section 2: Duties

The Trustee's duties and responsibilities shall be comprised of the following and no more:

a. Safeguard the principal endowment held in trust by the Tulsa Community Foundation. No monies from the corpus of the restricted permanent capital endowment may be spent unless approved by unanimous consent of all of the Trustees and the unanimous consent of the full Board of Directors.

b. Negotiate, develop, execute and implement any lease agreement exceeding 30 days for all or any part of the real estate held by OkEq, which shall be enacted upon concurrent approval by a majority of the Board of Directors and the Trustees.

c. Approval of any substantive changes to the physical and/or structural appearance of the principal office of OkEq or any real property owned by OkEq. No such proposed improvement shall be enacted without the consent of the Trustees and approval by the full Board of Directors.

d. Approval of any encumbrances on the real property owned by OkEq. No such proposed encumbrances shall be enacted without the unanimous consent of all of the Trustees and a three-quarters (3/4) approval by the Board of Directors.

e. The Trustees are encouraged to annually enter into a Memorandum of Understanding ("MOU") with the Board of Directors which shall not be inconsistent with these by-laws and the limitations imposed on the Board of Directors and the Trustees.

Section 3: Removal, Resignation and Appointment

A vacancy shall be created by the expiration of the term in office, or by the death, resignation or failure of a Trustee to attend, without excuse, two consecutive meetings of the Trustees. A Trustee may be removed by a three-quarters (3/4) vote of the Trustees and a three-quarters (3/4) vote of the Board of Directors.

Section 4: Meetings, Quorum and Voting

The Trustees may set such meetings as are reasonably necessary upon such 72 hours' notice as the Chair or a quorum of Trustees determines is appropriate under the circumstances. Notice and purpose of the meeting must be given to all Trustees, the Treasurer of the Board of Directors, the President of the Board of Directors, and any Executive Director. Votes may be recorded by any means that can be authenticated. A quorum shall exist where a majority of the Trustees are capable of casting authenticated votes as determined by the Chair. (By way of example, votes may be cast by telephone, email or fax). Any vote of the Trustees shall be by all sitting Trustees.

Section 5: Confidentiality and Conflict of Interest

The Trustees shall be subject to the confidentiality and conflict of interest policies that govern the Board of Directors

Section 6: Amendment of this Article X

This Article may only be amended by a majority vote of all sitting Trustees and a majority vote of the Board of Directors.

Section 7: Oath of Office

Trustees shall take an oath of office administered by the President of OkEq or their designee. The oath shall be developed by the Board Development & Governance Committee.

ARTICLE XI: JOINT RESOLUTIONS BETWEEN BOARD OF DIRECTORS AND TRUSTEES

Any mortgage, encumbrance, conveyance, or sale of the real property of OkEq must be approved by a three-quarters (3/4) vote of the full Board of Directors and a unanimous vote of the Trustees.

No monies from the corpus of the restricted permanent capital endowment

may be spent unless approved by a unanimous vote of the Board of Directors and a unanimous vote of the Trustees. Interest generated by the corpus may be expended by the Trustees for mortgage payments, maintenance, improvements, utilities, and renovation of the infrastructure.

ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts

The Chief Executive Officer/Executive Director, or any other officer approved by the Board of Directors or the Executive Committee, may enter into any contract on behalf of OkEq or execute and deliver any instrument on behalf of OkEq under \$10,000.00. Such authority is specifically limited to prior approval by the Board of Directors or the Executive Committee and such authority may be general or confined to specific instances.

Any contracts, executables or delivery of instruments calling for payment of \$10,000.00 or more shall require prior-approval from the Board of Directors.

Section 2: Checks and Drafts

All checks, drafts, or orders for the payment of money or other evidence of indebtedness in the name of OkEq shall be approved and signed by the OkEq Treasurer or such other Director as approved by the Board of Directors. In the absence of such approval by the Board, such instruments shall be signed by the President and countersigned by the Treasurer following approval by the Executive Committee. Under no circumstances shall an approval by the Executive Committee trump any prior disapproval by the Board of Directors.

Section 3: Deposits

All funds of OkEq shall be deposited in a timely manner to the credit of OkEq in such banks, trust companies or other depositories as the Board of Directors may select. Deposits on behalf of OkEq or any of its programs may be made by the Treasurer, President, Chief Executive Officer/ Executive Director or any other Director or officer so authorized by the Board of Directors to make such deposits.

Section 4: Solicitation of Funds

Solicitation of funds may be reviewed and restricted by the Board of Directors. All formal grant applications or other written instruments in support of the grant application, whether for Operations or Capital, must have the approval of

the Board of Directors or the Chief Executive Officer/Executive Director.

ARTICLE XIII: CONFLICT OF INTEREST

Section 1: Defined

Directors and Trustees must avoid Conflicts of Interest or the appearance of a conflict of interest. When there is any question about whether any activity, representation, or conduct is a conflict of interest or gives the appearance of a conflict of interest, the Director or Trustee shall make full disclosure to the Board of Directors which shall determine if a conflict exists. A decision by the Board of Directors on any issue of Conflict of Interest is final.

By way of example, conflicts of interest include situations:

Where an individual Director or Trustee's private affairs, financial or material interests are in conflict with their duties and responsibilities or result in an appearance that a conflict of interest exists;

Where a Director or Trustee's actions compromise or undermine the trust which the public and members place in OkEq;

and which could impair or appear to impair the Director's or Trustee's abilities to act impartially on behalf of the OkEq.

Section 2: Expected Behavior

Directors and Trustees must act in the best interest of the members of OkEq.

Directors and Trustees shall not participate in decisions from which they could benefit financially, materially or personally, including, but not limited to benefits accruing to immediate family, partners or closely allied friends as if the Directors or Trustees in question were to receive the benefit.

Directors and Trustees shall not use their position or information obtained therefrom to provide an unfair advantage to them, their family, partners or closely allied friends, including cases involving funding, approvals and appointments. The term "closely allied friend(s)" shall be interpreted by the Board of Directors.

ARTICLE XIV: INDEMNIFICATION

OkEq may, by resolution of the Board of Directors, provide for indemnification by OkEq of any and all of its Directors and Officers, volunteers,

employees or former Directors and Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, claim, suit or proceeding in which they or any of them are made parties or a party by reason of them acting within the scope of their duties and/or authority having been a Director or Officer of OkEq, except in matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, claim, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and/or to have been acting outside the scope of their duties and/or authority and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

This clause or any indemnification hereunder shall not be effective if it would increase the liability of OkEq or any Director pursuant to Oklahoma law beyond policy limits and/or coverage of any such insurance. Insurance may be procured at the discretion of the Board of Directors.

ARTICLE XV: AMENDMENT TO BY-LAWS

These by-laws may be amended pursuant to the procedures for a Special Membership Meeting provided for in Article III, Section 11, at the Annual Meeting, or in the event of an exigency the Board may amend these by-laws on its own motion, provided that the amendment is passed by unanimous consent of all the Directors on the Board, not just those present at the meeting. However, any amendment(s) to membership policy shall only comport with Article II, Section 4 and any amendment(s) to Article X shall comport with Article X, Section 6.

ARTICLE XVI: BY-LAW INTERPRETATION

Should the need arise for an interpretation of any provision, language, clause, statement, or conflict between Articles or Sections of these by-laws, the matter shall first be discussed and decided upon by the Board of Directors. Should an impasse arise in an interpretation by the Board, the matter shall be submitted to an independent panel of five (5) Voting Members, not to include any Director, Trustee, or employee of OkEq, to render an a written decision on the interpretation which shall be binding, final and conclusive.

Amendment History

Approved December 11, 1987
Approved as amended, August 1, 1989
Approved as amended, July 22, 1997
Approved as amended, July 14, 1998
Approved as amended, September 12, 2000
Approved as amended, December 11, 2001
Approved as amended, February 12, 2002
Approved as amended, August 18, 2002
Approved as amended, September 9, 2003
Approved as amended, October 24, 2005
Approved as amended, July 27, 2006
Approved as amended, July 22, 2007
Approved as amended, November 29, 2007
Approved by the Board and Contributing Membership September 24, 2009
Approved by the Membership, Board and Trustees September 25, 2014
Approved by the Membership, Board and Trustees, September 6, 2018
Approve by the Membership and Board, May 13, 2021