

LEADERSHIP OKLAHOMA

BY-LAWS

Leadership Oklahoma By-Laws

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ARTICLE I NAME

The name of this corporation is Leadership Oklahoma, Inc.

ARTICLE II PURPOSE

Section 1: The purpose of the corporation is to bring together Oklahomans with proven and potential leadership abilities that have a desire for positive action to assure Oklahoma reaches its full potential. This will be accomplished in part through an annual series of provocative, issues-oriented educational forums. These participants will include men and women from diverse racial, socio-economic and geographical backgrounds who will exchange and develop ideas relating to the needs of all segments of Oklahoma, people, economy, government, resources and future. From among those who share the common experience of the educational program and are graduated from it, there will develop a statewide network of leaders. The network will be supported by the Corporation's continuing education and programming endeavors.

Section 2: The Corporation will not adopt positions of advocacy or opposition on issues that may become a part of the public agenda.

ARTICLE III MEMBERSHIP

Section 1: The members of the Corporation shall be those selected for the current year's adult program, Leadership Oklahoma graduates, officers and directors, all of whom must be in good standing, as from time to time defined by the Board of Directors.

Section 2: Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3: Any member may resign by filing a written resignation with the Secretary of the Corporation. The resignation shall be voted upon by the Board of Directors.

Section 4: On written request, signed by a former member and filed with the Secretary of the Corporation, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors present, the Board may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 5: Membership is not transferable or assignable.

Section 6: Any member may be suspended or expelled by affirmative vote of two-thirds (2/3) of the members of the Board of Directors present.

Section 7: The Board of Directors may establish dues and assessments as a condition of membership.

Section 8: The members shall meet at least once each year on a date determined by the Board of Directors and shall also meet upon call as provided.

ARTICLE IV MEETINGS

Section 1: An annual meeting of the members shall be held on a date set by the Board of Directors for the presentation of newly elected Directors and Officers, annual report and the transaction of such other business as may come before the meeting.

Section 2: Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered either personally, electronically or by mail, not less than ten days nor more than thirty days before the date of such meeting.

Section 3: An annual meeting of the Board of Directors shall be held each year on a date set by the Board of Directors for the purpose of electing Directors and Officers of the

Corporation and the transaction of such other business as may come before the meeting. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three Directors and shall be held at the principal office of the Corporation or at such other place as the Chair or Directors may determine.

Section 4: Any special meeting of the Board of Directors will require notice be given at least three days previous thereto by written communication delivered personally, electronically or sent by mail to each Director at the address as shown by the records of the Corporation. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. If sent electronically, such notice shall be deemed to be delivered when it is sent.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5: The Board of Directors shall meet at least once each quarter of the fiscal year. The Board may provide, by resolution, the time and place for holding meetings without other notice than such resolution. The Chair shall announce the location of all meetings.

Section 6: Eleven Directors shall constitute a quorum at any meeting of the Membership or the Board. Seven Directors shall constitute a quorum at any meeting of the Executive Committee.

Section 7: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or the Membership, unless the act of a greater number is required by law or these By-Laws.

ARTICLE V OFFICERS

Section 1: The officers of the Corporation and the Board of Directors shall be the Chair, Vice Chair/Chair-Elect (who shall serve as Chair of Administration Committee), Secretary/Treasurer (who shall serve as Chair of Finance Committee), Past-Chair (who shall serve as Chair of the Nominating Committee) and Chief Executive Officer.

Section 2: The Board of Directors shall elect officers at their annual meeting. New offices may be created and filled at any meeting of the Board of Directors. Unless earlier terminated as herein provided, each officer shall hold office for a one year term, or until his/her successor has been duly elected and qualified.

Section 3: Any officer may be removed from the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be undertaken upon two-thirds (2/3) vote of the entire Board of Directors.

Section 4: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee of the Board of Directors for the unexpired portion of the term.

Section 5: The officers shall have powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the

same or similar general purposes and objectives as the Corporation. In particular, but without limiting the generality of the foregoing:

(a) The Chair shall:

(i) Preside at all meetings of the Board of Directors and Executive Committee.

(ii) Have a general overall responsibility for the activities of Leadership Oklahoma subject to the control and direction of the Board.

(iii) Serve as an ex-officio member of all committees.

(iv) Be the primary representative of the Corporation to the public, the media and other organizations.

(v) Appoint all committee chairs except standing committee chairs which are elected by the Board of Directors.

(vi) Perform any other duties essential to the office.

(b) The Vice Chair/Chair-Elect shall:

(i) Direct, coordinate or serve as a resource for issues relating to personnel, By-Laws, policies and procedures and long range planning and any other areas necessary to provide clear policies and effective management of the administrative functions.

(ii) Serve as Chair of the Administration Committee.

(iii) Coordinate with the other Officers and Committee Chairs as necessary to promote the success of the organization.

(iv) Assume such other duties as determined by the Chair.

(c) The Secretary/Treasurer shall:

(i) Direct and coordinate the budgeting, financial reporting, investment policies, auditing and other fiscal matters for Leadership Oklahoma.

(ii) Serve as Corporate Treasurer and Chair of the Finance Committee.

(iii) Serve as Corporate Secretary.

(iv) Coordinate with the other Officers and Committee Chairs as necessary to promote the success of the organization.

(v) Assume such other duties as determined by the Chair.

(d) The Immediate Past Chair shall:

(i) Consult with the Chair as requested.

(ii) Serve as chair of the Nominating Committee.

(iii) Assume such other duties as determined by the Chair

(e) Chief Executive Officer

(i)The Board of Directors may employ a suitable and qualified person as Chief Executive Officer of the Corporation. Such person's employment is "at will," which means employment can be terminated with or without cause and with or without notice, at any time, at the option of either Leadership Oklahoma or the employee, except as otherwise provided by law.

(ii) The Chief Executive Officer reports to the Board of Directors through the Chair.

(iii) The Chief Executive Officer is responsible for the implementation of policy set by the Board of Directors and for the employment of staff to manage and operate the organization.

(iv)The Executive Committee from shall assign those duties deemed appropriate and necessary for the benefit of the Corporation to the Chief Executive Officer.

(v) The Chief Executive Officer is a non-voting officer of the Corporation.

ARTICLE VI THE BOARD OF DIRECTORS

Section 1: The activities of the Corporation shall be managed by its Board of Directors.

Section 2: The number of Directors shall not exceed 44 and shall include the Chair, Immediate Past Chair and standing committee chairs (including Vice Chair/Chair-Elect as Chair of the Administration Committee and Secretary/Treasurer as Chair of the Finance Committee).

Section 3: The Board of Directors shall be composed as follows:

- a. Four Directors shall be elected to represent each of the six regions of the state as depicted on the attached map.
- b. The Directors serving as Chair, Immediate Past Chair and Standing Committee Chairs (including Vice Chair/Chair-Elect as Chair of the Administration Committee and Secretary/Treasurer as Chair of the Finance Committee) shall be considered at-large and shall not count against any geographic or elected at-large quota during their term of office.
- c. Seven Directors shall be elected at-large. No more than four elected at-large Directors may represent any one of the six geographic regions.

Section 4: The Board of Directors shall approve all Committee Chair appointments.

Section 5: Any vacancy occurring in the Board of Directors shall be filled by a recommendation of the Executive Committee to the Board of Directors. A Director appointed to fill a vacancy shall serve the unexpired term of his predecessor in office and shall meet the same qualifications.

Section 6: Directors shall serve two-year terms. They may not serve more than two consecutive full terms, except that a person holding an elected position as officer of the Corporation shall continue to serve as a director for so long as he or she continues to be elected as an officer. Appointment to an unexpired term shall count as a full term only if it is for a period of one year or more.

ARTICLE VII COMMITTEES

Section 1: Standing Committees and all other committees shall be recommended by the Chair and approved by the Board of Directors.

Section 2: Standing Committees include Adult Program, Youth Program, Development, Marketing/Public Relations, Administration, Membership and Finance.

Section 3: Audit Committee is an ad hoc committee.

Section 4: All committee membership lists shall be submitted by the Officers and Standing Committee Chairs to the Chair.

Section 5: The Nominating Committee shall present its slate of officers, standing committee chairs, Adult Program Committee Chair-Elect, Youth Program Committee Chair-Elect and directors for approval by the Board of Directors prior to June 1.

Section 6: The Executive Committee shall be composed of the Chair, Immediate Past Chair, Standing Committee Chairs (including Vice Chair/Chair-Elect as Chair of the Administration Committee and Secretary/Treasurer as Chair of the Finance Committee), and eight members selected at large from the Board of Directors by the Chair and approved by the Board of Directors. The responsibilities of the Executive Committee include:

- a. Shall meet in months when the Board of Directors does not meet and on call by the Chair.
- b. Shall be responsible for the operation of Leadership Oklahoma.
- c. Shall be responsible for the long-range planning function of the Leadership Oklahoma program.
- d. Shall identify other sources of funding for the Corporation.

ARTICLE VIII ADVISORY BOARD

Section 1: An Advisory Board may be established to provide the Board the benefit of additional expertise. The Nominating Committee may nominate up to ten and the Chair may nominate up to five members to the Advisory Board, who will serve a one-year term concurrent with the fiscal year. These appointments shall be approved by the Board of Directors. In addition, all Past Chairs of the Corporation shall serve as Advisory Directors. Advisory Directors shall be non-voting but shall be entitled to attend and participate in discussion at all regular board meetings.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2: All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers,

agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select providing such deposits are federally insured.

Section 4: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any lawful purpose of the Corporation.

ARTICLE X BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and the Executive Committee. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end the last day of June.

ARTICLE XII SEAL

The Board of Directors shall provide a corporate seal, which shall be:



ARTICLE XIII WAIVER OF NOTICE

When any notice is required to be given under the provisions of the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV AMENDMENT OF BY-LAWS

The policies and By-Laws may be altered, amended or repealed. New policies and By-Laws may be adopted by a two-thirds (2/3) vote of the Board of Directors present or voting-by proxy at any regular meeting or at any special meeting, provided that thirty days written notice of such action be provided to the members of the Board. All proxies must be in writing authorizing another Director to vote for them in their absence and signed (electronically or otherwise) by the member granting it. Proxies must be delivered to the chair of the meeting prior to the vote.

The above and foregoing revised By-Laws have been duly and lawfully adopted and approved by the Board of Directors of Leadership Oklahoma and remain in full force and effect on this twenty-seventh day of March, 2015.

Bruce Benbrook, Chair

Attest:

Neil Schemmer, Corporate Secretary