



BY-LAWS
OF

OKLAHOMA SOCIETY FOR CULTURE APPRECIATION

Article 1 Definitions

Section 1.01

1. The “Corporation” shall mean: Oklahoma Society For Culture Appreciation, its successors and assigns.
2. The “Board” shall mean the Board, both executive officers and voting members, of the Corporation.
3. The “Organization” shall mean the volunteers, staff and employees of the Corporation who manage the day to day operations.
4. The “Executive Board” shall mean the annually elected board leadership.
5. The “Voting Board” shall mean any voting member of the Board not included in the Executive Board.
6. The “Advisory Board” shall mean any member of the Board who holds all the rights and privileges of the Voting Board except the ability to vote on motions before the Board.
7. The “Cabinet” shall mean the co-equal “Directors” of the Organization, who manage the day to day operations of the Corporation. The “Director of Operations” will serve as “President”.
8. An “Officer” shall mean any member of the Executive Board.
9. A “Board Member” shall mean any member of the Voting Board.
10. A “Advisor” shall mean any member of the Advisory Board.
11. A “Cabinet Member” or “Director” shall mean any member of the Cabinet which holds the title of Director.

Article 2 Purposes, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these By-Laws. The specific purposes of the Corporation are to:

1. Promote Culture and the Arts within the State of Oklahoma through managed events, logistic support, and financial grants.
2. Promote Oklahoma Art and Culture to communities outside the state.
3. Bring together divergent cultures and build community utilizing The Arts and realization of our own commonality as humans.

Section 2.02 Governing Instruments

The Corporation shall be governed by its Articles of Incorporation and its By-Laws.

Section 2.03 Nondiscrimination Policy

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, gender identity, age, race, color, national origin, socioeconomic background, religion, sexual orientation, physical handicap or disability, or any other basis prohibited by law.

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Section 2.04 Limitations on Activities

No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law

Section 2.05 Membership

The Corporation shall have no members.

Section 2.06 Officers and Board Members

1. Executive Officership shall consist of at least:
 1. Chairperson
 2. Vice-Chairperson
 3. Secretary
 4. Treasurer
 5. Sergeant-at-Arms
 6. Community Relations Officer
 7. Personnel Officer
2. At the annual meeting of the Board, from the newly elected Executive Officers and excluding the Chairperson and the Vice-Chairperson, the Board shall select a Chairperson Pro-Tempore.
3. Voting Board Members shall consist of no less than three (3) members and no more than ten (10) members.

Section 2.07 Advisory Board

1. The Advisory Board shall provide non-binding strategic counsel to the Board of the Corporation and the Organization. Members of the Advisory Board shall not have the authority to vote nor bear any fiduciary responsibility within the Corporation, unless in the case of a tie. In the event of a tie, a majority vote of the advisors present shall break the tie.
2. Advisors shall have the same procedural rights granted to other general Board members.
3. The Advisory Board shall have no minimum or maximum number of members.
4. Advisors may be elected through a simple majority of the Board.

Section 2.08 Annual Meeting

A meeting of the Board shall be held annually on the second Saturday of January at such place, and at such time as may be fixed by the Board, for the purpose of electing Officers and Board Members, receiving annual reports of the Board and Officers, approval of the Annual Budget and for the transaction of such other business as may be brought before the meeting.

Section 2.09 Additional Meetings

Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President, Chairperson, or by a majority of the Officers and Board Members then in office.

Section 2.10 Notice of Meetings

No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Officer and Board Member in person, by mail, or by secure electronic means

as it appears upon the books of the Corporation at least two business days (Saturdays, Sundays and federal legal holidays not being considered business days for the purpose of these By-Laws) if given in person, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Officers and Board Members shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. An Officer or Board Member who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at an Officers' or Board Members' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Officers' and Board Members' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Officers' and Board Members' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Officers' and Board Members' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

Section 2.11 Monthly Meetings

The Board may meet each month as such day, such time, such place as may be fixed by the Board.

Section 2.12 Initial Board

The Initial Officers of the Corporation shall be those persons elected on, or before, November 22nd, 2020. Each Initial Officer shall hold office until January 14th, 2023, until their death, resignation, or removal.

Section 2.13 Election and Term of Office

Each Board member, after the Initial Officers, shall hold office until the next annual meeting of the Board and until such Officer's successor has been elected and qualified, or until their death, resignation, or removal.

Section 2.14 Powers and Duties

Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 2.15 Quorum

At any meeting of the Board, Two-Thirds of the Officers and Board Members then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Officers and Board Members present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 2.16 Voting

At all meetings of the Board, each Officer and Board Member shall have one vote.

1. Unless specifically stated in these By-laws, a motion before the board will require a simple majority to pass.
2. In the event that there is a tie in any vote in which a simple majority is required, the Advisory Board shall have a vote to be the tie-breaker. A majority vote of present advisors will be the tie-breaker.
3. In the case of a tie vote where a two-thirds majority or unanimous vote is required, the vote shall fail.

Section 2.17 Action Without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing or secure electronic transmission to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or

such committee.

Section 2.18 Committee

The Board, by resolution adopted by a majority of the entire Board, may designate from among the Officers and Board Members an executive committee and other standing committees, each consisting of two or more Officers, Board Members, Advisors, Cabinet Member, staff member, or volunteer to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. An Officer shall be the chair of the committee. The Board may designate one or more Officers, Board Members, or Advisors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

The Corporation shall permanently have at least 2 standing Committees: “the Committee for Policy & Administration” and “the Committee for Budget”. These Committees shall have, as outlined above, the authority of the Board in their respective areas of responsibility as defined in their respective resolutions. These Committees shall have standing permanent members as defined below in this section. These Committees shall have such other powers and shall perform such other duties as may from time to time be assigned to the Committees by the Board.

The Committee for Policy & Administration’s Standing Members shall be:

1. From the Executive Board: the Chairperson, the Sergeant-At-Arms, the Personnel Officer, and the Community Relations Officer.
2. From the Cabinet: the Director of Human Resources

The Committee for Budget’s Standing Members shall be:

1. From the Executive Board: the Vice-Chairperson, the Treasurer, and the Community Relations Officer.
2. From the Cabinet: the Director of Financial Services, the Director of Programming & Guests, the Director of Logistics, and the Director of Communications & Technology.

Section 2.19 Participation by Telecommunication

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear or see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 3 Officers

Section 3.01 Term of Office

The Officers of the Corporation shall consist of at least a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, Sergeant at Arms, Community Relations Officer, and a Personnel Officer. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office until the following annual meeting and until such Officer’s successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in these By-Laws.

A Chairperson Pro-Tempore shall be selected at the first annual meeting from the newly elected members of the Executive Officership, excluding the Chairperson and the Vice-Chairperson. The selected Chairperson-Pro Tempore shall hold office until the following annual meeting and until such Officer’s successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in these By-Laws.

The same person may not hold more than one office, excluding the Office of Chairperson Pro Tempore as

provided above within this same section. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Chairpersons, one or more Deputy Secretaries, one or more Deputy Treasurers, one or more Deputy Community Relations Officers, or one or more Deputy Personnel Officers. Such Officers shall serve for such period as the Board may designate.

Section 3.02 Vacancies

Any newly created officership or board membership and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Officers and Board Members then in office at any Officers' or Board Members' meeting. An Officer or Board Member elected to fill a vacancy shall hold office for the unexpired term of their predecessor.

Section 3.03 The Powers and Duties of the Chairperson

The Chairperson shall direct the affairs of and provide leadership for the Board, serve as presiding officer of the Board, rule on questions of procedure, and serve as an ambassador of the organization and advocate its mission to internal and external stakeholders. The Chairperson shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chairperson by the Board.

Section 3.04 The Powers and Duties of the Vice-Chairperson

The Vice-Chairperson shall provide leadership for the Board, serve as presiding officer of the Board, and rule on questions of procedure in absence of the Chairperson. The Vice-Chairperson shall serve as an ambassador of the organization and advocate its mission to internal and external stakeholders. The Vice-Chairperson shall have such other powers and shall perform such other duties as may from time to time be assigned to the Vice-Chairperson by the Board.

Section 3.05 Powers and Duties of the Secretary

The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 3.06 Powers and Duties of the Treasurer

The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer, Board Member, or Cabinet Member upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 3.07 Powers and Duties of the Sergeant at Arms

The Sergeant at Arms shall maintain procedural order and enforce the directives within these By-Laws and the Articles of Incorporation within the boundaries State and Federal Law. The Sergeant at Arms may remove any individual who is disruptive of Board procedure. The Sergeant at Arms may also call into question or invalidate any motion which is in conflict of these By-laws, or State and Federal Law. The Sergeant at Arms shall have such other powers and perform such other duties as may from time to time be assigned to the Sergeant at Arms by the Board.

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Section 3.08 Powers and Duties of the Community Relations Officer

The Community Relations Officer shall be responsible for overseeing and assisting in planning, developing, and implementing strategic communication activities for the Corporation. The Community Relations Officer shall manage the Corporation's Brand as well as lawfully protect the Corporation's public image and serve as an ambassador of the organization and advocate its mission to internal and external stakeholders. The Community Relations Officer shall prospect research and develop effective solicitation strategies as well as stewarding donors throughout the giving process. The Community Relations Officer shall also work with the Board and Organization to coordinate and execute lawful long-term fundraising initiatives and be responsible for overseeing and maintaining accurate donor history and documentation. The Community Relations Officer shall have such other powers and perform such other duties as may from time to time be assigned to the Community Relations Officer by the Board.

Section 3.09 Powers and Duties of the Personnel Officer

The Personnel Officer shall be responsible for providing an effective evaluation and assessment process for all personnel and oversee the acquisition, preparation, disposition, and maintenance of human resource documents and records and report of such to the board. The Personnel Officer shall have such other powers and perform such other duties as may from time to time be assigned to the Personnel Officer by the Board.

Section 3.10 The Powers and Duties of the Chairperson Pro-Tempore

In the absence or incapacitation of the Chairperson and the Vice-Chairperson, the Chairperson Pro-Tempore shall serve as presiding officer, and shall have and exercise all power and duties of the Chair for the meeting over which they are called to preside and at ceremonial and official functions, which the Chairperson or Vice-Chairperson cannot attend. The Chairperson Pro-Tempore shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chairperson Pro-Tempore by the Board.

Section 3.11 The Powers and Duties of the Deputy Officers

In the absence or incapacitation of their respective Officer, the Deputy shall serve as Acting Officer, and shall have and exercise all power and duties of the Officer for the meeting and/or at ceremonial and official functions, which the Officer cannot attend. The Deputy Officers shall be appointed by a simple majority vote of the Board. The Deputy Officers shall have such other powers and shall perform such other duties as may from time to time be assigned to the Deputy Officers by the Board.

Section 3.12 Delegation

In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Board Member or Board Members, including those Deputy Officers selected by the Board.

Section 3.13 Removal

1. Any Officer or Board Member may be removed for cause by vote of the Board provided there is a quorum present at the meeting at which such action is taken.
2. Removal of an Officer shall require a two-thirds majority of the total Board membership.

Section 3.14 Resignation

Any Officer or Board Member may resign from office at any time by delivering a resignation in writing to the Board of Officers, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Article 4 Cabinet

Section 4.01 Term of Office

The Cabinet of the Corporation shall consist of at least a Director of Operations, a Director of Sales, a Director of Financial Services, a Director of Logistics, Director of Human Resources, Director of Programming & Guests, and a Director of Communications & Technology. Cabinet Members shall have the same procedural rights granted to general members of the Board but shall not have the authority to vote. The Cabinet shall be appointed by the Board at the first annual meeting of the Board and Cabinet Members shall hold office at the pleasure of the Board, unless such Member shall have resigned or shall have been removed as provided in these By-Laws. The Director of Operations shall serve as President of the Cabinet and the Organization, and may from time to time make such reports of the affairs and operations of the Organization as the Board may direct.

The same person may hold more than one office. The Board may appoint such other Members as may be deemed desirable. The Cabinet Members may themselves, in their area of responsibility, appoint such other Assistant Members as may be deemed desirable, including one or more Assistant Directors of Operations, one or more Assistant Directors of Sales, one or more Assistant Directors of Financial Services, one or more Assistant Directors of Logistics, one or more Assistant Directors of Communications & Technology, one or more Assistant Directors of Programming & Guests, or one or more Assistant Directors of Human Resources. Such Assistant Directors shall serve at the pleasure of the appointing Member.

Section 4.02 Areas of Responsibility

1. The areas and departments of responsibility that make up the Organization shall be defined and appropriated by creation and approval of the Corporation's Organizational Chart. This document will be approved by a simple majority vote of the Board, provided there is a quorum present at the meeting at which such action is taken, at the first annual meeting of the Board.
2. This document shall be a "living document" and shall be reviewed at least once per calendar year and amended from time to time as necessary or expedient.

Section 4.03 The Powers and Duties of the Director of Operations:

The Director of Operations shall serve as President of the Corporation and the Cabinet. The President shall be the Chief Executive Officer of the Organization and manage day to day affairs. The President shall implement the directives of the Board and provide leadership to staff, employees, and volunteers of the Corporation. The President shall oversee the booking and approval of venues and strategic partners. The President shall chair the meetings of the Cabinet and may appoint a minute taker to record the actions and of said meetings. The President shall, as Chief representative of the Cabinet, from time to time make such reports of the affairs and operations of the Organization as the Board may direct. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of Operations shall have the authority to create and issue outgoing reasonable "Writs of Intent and Understanding" and "At-Will Contracts" and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned "Writs" and "Contracts" shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 4.04 The Powers and Duties of the Director of Sales:

The Director of Sales shall be responsible for Administration and Oversight of Sales as defined by the Corporation's Organizational Chart. Subject to the provisions of law, of the Articles of Incorporation and of these

By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of Sales shall have the authority to create and issue outgoing reasonable “Writs of Intent and Understanding” and “At-Will Contracts” and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned “Writs” and “Contracts” shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review.

Section 4.05 The Powers and Duties of the Director of Logistics:

The Director of Logistics shall be responsible for Administration and Oversight of Logistics as defined by the Corporation’s Organizational Chart. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of Logistics shall have the authority to create and issue outgoing reasonable “Writs of Intent and Understanding” and “At-Will Contracts” and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned “Writs” and “Contracts” shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review.

Section 4.06 The Powers and Duties of the Director of Financial Services:

The Director of Financial Services shall be responsible for Administration and Oversight of Financial Services as defined by the Corporation’s Organizational Chart. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of Operations shall have the authority to create and issue outgoing reasonable “Writs of Intent and Understanding” and “At-Will Contracts” and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned “Writs” and “Contracts” shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review.

Section 4.07 The Powers and Duties of the Director of Human Resources:

The Director of Human Resources shall be responsible for Administration and Oversight of Human Resources as defined by the Corporation’s Organizational Chart. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of Operations shall have the authority to create and issue outgoing reasonable “Writs of Intent and Understanding” and “At-Will Contracts” and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned “Writs” and “Contracts” shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review.

Section 4.08 The Powers and Duties of the Director of Programming & Guests:

The Director of Programming & Guests shall be responsible for Administration and Oversight of Programming & Guests and shall administer the acquisition of talent and programming vendors & materials as defined by the Corporation’s Organizational Chart. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of

Programming & Guests shall have the authority to create and issue outgoing reasonable “Writs of Intent and Understanding” and “At-Will Contracts” and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned “Writs” and “Contracts” shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review.

Section 4.09 The Powers and Duties of the Director of Communications & Technology:

The Director of Communications & Technology shall be responsible for Administration and Oversight of Communications & Technology and shall administer the Corporation’s Brand in conjunction with the Community Relations Officer, the acquisition and management of strategic partners and donors, the promotion of the Corporation’s affairs, and the purchase of Technology as defined by the Corporation’s Organizational Chart. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, The Director of Communications & Technology shall have the authority to create and issue outgoing reasonable “Writs of Intent and Understanding” and “At-Will Contracts” and remit reasonable payment for purchases and is so authorized by these By-laws with the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount in service of their mission as provided in this section. The aforementioned “Writs” and “Contracts” shall not be considered valid unless they also bear the signature of the Secretary of the Board and all purchases shall be reported at the following meeting of the Board. Failure to report expenditures shall result in a formal review.

Section 4.10 The Powers and Duties of the Assistant Directors

In the absence or incapacitation of the respective Director (whether by admission or by a decision of the Board), the Assistant Director shall serve as Acting Director, and shall have and exercise all power and duties of the Director until such time as the Director is able to perform their duties, as by their own admission or by a decision of the Board. In addition, the Assistant Directors shall assist in the oversight and administration of the Director’s Area of Responsibility in a manner determined by the relevant Director.

Section 4.11 Resignation

Any Cabinet Member may resign from office at any time by delivering a resignation in writing to the Board of Officers, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Removal

1. Any Cabinet Member may be removed for cause by vote of the Board provided there is a quorum present at the meeting at which such action is taken.
2. Removal of a Cabinet Member shall require a simple majority of the total Board membership.

Section 4.13 Reasonable Writs, Contracts, and Payments

“Reasonable” shall be defined in the passage of the Corporation’s Annual Budget, outlining the available and expected funds apportioned to each department and their allocation throughout the year, and shall be governed by the passing and continual review of Oversight and Approval policies as provided in and provided for by these By-laws.

Article 5 Bank Accounts, Checks, Contracts and Investments

Section 5.01 Bank Accounts, Checks and Notes

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks,

drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness.

Section 5.02 Contracts

The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in 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 confined to specific instances. Unless so authorized by the Board or these By-laws, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 5.03 Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 6 Indemnification

Section 6.01 Indemnity Under Law

The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 6.02 Additional Indemnification

The Corporation hereby agrees to hold harmless and indemnify each of its Cabinet Members, Officers, Board Members, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Cabinet Member, Board Member, or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Cabinet Member, Officer, Board Member, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 5 shall be paid by the Corporation

- i. If a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or
- ii. If a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Cabinet Member, Officer, Board Member, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Cabinet Member, Board Member, or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or

other enterprise.

Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 5, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 5. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Corporation of the commencement thereof:

The Corporation will be entitled to participate therein at its own expense; and, Except as otherwise provided in the last sentence of this subpart 2, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Section for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart ii. The Indemnitee shall have the right to employ their own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless

- A) the employment of counsel by the Indemnitee has been authorized by the Corporation in connection with the defense of such action,
- B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such action, or
- C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances).

The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart.

Anything in this Section 5 to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnitee under this Section 5 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.

In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnitee pursuant to this Section, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to clause (2) of the proviso to part (a) of this Section 5 or part (b) of this Section 5. The Corporation shall make such payments upon receipt of a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 5 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Officers, any applicable law, or otherwise.

Section 6.03 Limitation

No amendment, modification or rescission of this Article 5 shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article 7 Dissolution

1. The Corporation may only be dissolved through a unanimous vote of the Board.
2. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State and Federal Law.
3. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 8 Conflict of Interest

Section 8.01 Conflict of Interest Defined

For purposes of this provision, the term "interest" shall include personal interest, interest as Cabinet Member, Officer, Board Member, Member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

Section 8.02 Qualification

No Cabinet Member, Board Member, or Officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A Cabinet Member, Board Member, or Officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any Cabinet Member, Board Member, or Officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such Officer, Board Member, or Cabinet Member, is fully disclosed to the Board of the Corporation.
2. Such a transaction is duly approved by the Board is not so interested or connected as being in the best interests of the organization.
3. Payments to the interested Officer, Board Member, or Cabinet Member, are reasonable and do not exceed fair market value.
4. No interested Officer, Board Member, or Cabinet Member (who may not vote regardless), may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such a transaction may be authorized.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and

rationale for approval.

Article 9 Code of Ethics

The Corporation shall adopt and maintain a Code of Ethics to guide the Corporation, the Organization, staff, volunteers, and employees. The Code of Ethics shall be a “living document” and shall be reviewed at least once per calendar year and amended as necessary.

Article 10 Amendments

1. These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Officers then in office.
2. Altering, amending, adding, or repealing these By-Laws, requires a two-thirds majority of the total board.

Article 11 Construction

1. In the case of any conflict between the Articles of Incorporation of the Corporation and these By-Laws, the Articles of Incorporation of the Corporation shall control.
2. In the case of any conflict between State and Federal Law and these By-Laws, State and Federal Law shall control.

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These By-Laws were adopted at a meeting of the Board of the Oklahoma Society of Culture Appreciation on December 10th, 2022.

Melinda M West
Chairperson

Shailaja Marion
Vice-Chairperson

Eric Hammons
Secretary

Chelsey Gay
Personnel Officer

Eric F Wise
Treasurer

Otto T Schenck
Sergeant-at-Arms

Zachary S Murphy
Community Relations Officer