



# Tulsa Hub

CHANGING LIVES THROUGH CYCLING

## TULSA HUB BYLAWS

Revised March, 2016

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## **PART I: FOUNDATION**

### **ARTICLE I**

#### **NAME AND ARTICLES OF INCORPORATION**

**Section 1. Name.** The name of this corporation is as set forth in the Certificate of Incorporation (“Tulsa Hub Syndicate”, hereafter referred to as “Tulsa Hub”).

**Section 2. Articles of Incorporation.** Tulsa Hub was organized by filing the Articles of Incorporation (“Articles”) with the Oklahoma Secretary of State on September 1, 2009. In the event of conflict between the provisions of these Bylaws and the provisions of the Articles, the terms of the Articles shall prevail, supersede, and govern. Any matter not addressed in these Bylaws but addressed in the Articles shall be deemed to be incorporated herein.

### **ARTICLE II**

#### **PURPOSE, MISSION AND SCOPE**

**Section 1. Purpose.** Tulsa Hub was organized exclusively for charitable, educational, scholastic, literary, scientific, or any purpose appropriate for an organization defined by Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Code) (“Code”) to foster, promote, support, develop, equip and encourage active transportation education and advocacy. Tulsa Hub shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 2. Mission and Scope.** The mission of Tulsa Hub is: to change lives through cycling. The services of the Tulsa Hub shall be directed primarily but not exclusively to the benefit of individuals and families residing within Tulsa County, State of Oklahoma. Tulsa Hub shall serve its clients by:

- A. Providing a transportation option to its clients.
- B. Educating them on the appropriate maintenance and safety of the cycling equipment.
- C. Increasing their sense of power and control.
- D. Helping them build skills and confidence to lead them to a more productive place in their lives.
- E. Performing such other functions to this end as set forth in the Articles.

**Section 3. Principal Place of Business and Registered Office.** The principal place of business of Tulsa Hub shall be in Tulsa, Oklahoma at: 601 W. 3<sup>rd</sup> 74127 or such other address as the Board may designate from time to time. The registered office of Tulsa Hub shall be located as set forth in the Articles.

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**Section 4. Legislative or Political Activities.** No substantial part of the activities of Tulsa Hub shall be for the carrying on of propaganda or otherwise attempting to influence legislation. Tulsa Hub shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 5. Powers.** Tulsa Hub shall possess all powers that a not-for-profit corporation organized under the Oklahoma General Corporation Act (or any corresponding future act, or amendments thereto) possesses and which are not in conflict with the purposes for which Tulsa Hub was organized. Tulsa Hub may solicit and receive gifts and contributions, including from other charitable organizations exempt from taxation under Section 501(c)(3) of the Code, raise and accept funds for the construction and remodeling of buildings, purchase of equipment, support of administrative and clerical staff, and perform any other legitimate purposes or functions of an Oklahoma not-for-profit corporation including the power to purchase, take, receive, lease as lessee, take by gift, devise, bequest, or legacy, or otherwise acquire, and to own, hold, use, invest, and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Oklahoma, and to sell, convey, mortgage, pledge, assign, lease as lessor, and otherwise transfer or dispose of all or any part of its property and assets; to guarantee the debt obligations of Tulsa Hub and to distribute, contribute, expend, donate, apply and appropriate all of its property and assets, and all proceeds and avails thereof, and income and profit derived therefrom, exclusively for charitable, educational, or scholastic purposes.

**Section 6. Dissolution.** In the event of dissolution or liquidation of Tulsa Hub, no individual shall be entitled to any distribution or division of its remaining property or its proceeds. Upon dissolution, the Tulsa Hub shall immediately return, disperse, or otherwise dispose of any and all grant monies pursuant to the applicable guidelines and procedures provided by the applicable grantor. The Board shall, as it determines after paying or making provisions for payment of all the debts and liabilities of Tulsa Hub, dispose of all the remaining assets of Tulsa Hub in a manner consistent with the purpose of Tulsa Hub as stated in Section 1 of Article II of these Bylaws and The Articles.

**Section 7. Seal.** At the discretion of the Board, Tulsa Hub may have a Seal.

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## PART II: STRUCTURE

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 1. Authority.** The property, affairs and business of Tulsa Hub shall be managed by its Board of Directors (“Board”), which may adopt such rules, regulations, and policies as it deems necessary or proper. The responsibilities and authority of the Board shall include but not be limited to: strategic planning; election and removal of Elected Directors (as defined herein) and Officers; approval and support of programs; development of appropriate policies; provision of adequate funding of various Tulsa Hub programs; acting as a resource to

the CEO and other officers and employees of Tulsa Hub; ensuring there is an appropriate compliment of skill and talent on the Board and on office staff; acting as an ambassadors for Tulsa Hub to the public.

**Section 2. Directorship.** There shall be not less than twelve (12) or more than twenty three (23) Directors, of which not more than three (3) may be Presidential Appointees (as provided in this Article III Section 4) (unless otherwise specified, the term “Director(s)” shall mean and include Elected Director(s) (as provided in Section 3 of this Article III) and Presidential Appointee(s)). Each Director must express an interest in the purpose and services of the organization and sign a Board Commitment Agreement, a form of which shall be at all times kept with the books and records of Tulsa Hub and shall be provided upon request to any Director who is contemplating joining the Board (“Statement of Commitment”). Each Director must be willing to serve on committees and fully participate in other activities that promote the purpose and mission of Tulsa Hub.

**Section 3. Election of Directors and Term of Office.** Directors shall be nominated by the Nominating Committee of Tulsa Hub and confirmed by a two-thirds (2/3) vote of the Board at a meeting of the Board called for that or other purposes and as identified in the agenda for said meeting (“Elected Directors”). Each Elected Director shall serve for a term of three (3) years, with an option of serving an additional three (3) years upon nomination and confirmation as provided in this Section. In the event an Elected Director serves a second 3 year term, any additional terms shall not be served by the Elected Director until and unless one (1) year has elapsed from the time of expiration of the second term of service of the Elected Director.

**Section 4. Presidential Appointees.** The President, after consulting with the Executive Committee, shall have the authority to appoint up to three (3) Directors to the Board to serve for a term of one (1) year each. The President may remove an Appointee after consulting with the Executive Committee. In the event of resignation, removal, or death of a Presidential Appointee, the President shall have the power to appoint a replacement to serve the remainder of the unexpired term. Other than the provisions pertaining to length of service, appointment, removal, and filling of vacancies of a Presidential Appointee, all other provisions in these Bylaws or the Articles pertaining to Directors shall apply to Presidential Appointees.

**Section 5. Resignation.** Any Director may resign at any time by giving notice of such resignation to the

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President of the Board. Any such resignation shall take effect at the time specified in the resignation or, if the

time when it shall become effective shall not be specified in the resignation, immediately upon receipt of resignation by the President. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. If the resignation takes effect at a future date, the vacancy thereby created shall be filled pursuant to Section 7 of this Article.

**Section 6. Removal.** A Director may be removed by the affirmative vote of two-thirds (2/3) of all Directors (including the Director whose removal is the subject of the vote) present at any regular or special meeting called for that purpose. Cause for such removal shall be for conduct detrimental to the interests of Tulsa Hub; failure to uphold the commitments, guidelines, and obligations of the Director pursuant to the Statement of Commitment; lack of sympathy with the objectives of Tulsa Hub; conflicts of interest or other potential issues that could bring harm to Tulsa Hub, as perceived by the Board in its discretion; refusal to render reasonable assistance in carrying out the purposes of Tulsa Hub; or failure to attend at least fifty percent (50%) of the regular and special meetings. Such vote of the Board shall be binding on Tulsa Hub and on the Director so removed.

**Section 7. Vacancies.** A vacancy on the Board shall be deemed to exist upon the resignation, death, or removal of any Director. Whenever the position of a Director becomes vacant, the Nominating Committee shall nominate candidate(s) to fill the vacancy as soon as practicable but in no event later than sixty (60) days after the occurrence of the vacancy a majority of the remaining Directors shall vote on a replacement at the next scheduled Board meeting or a special meeting properly called pursuant to these Bylaws to serve for the remainder of the unexpired term. The number of years served during the fulfillment of an unexpired term shall not be counted as part of the two consecutive full three year terms limitation requirement set out in Section 3 of this Article.

### **ARTICLE IV** **OFFICERS**

**Section 1. Number and Title.** The officers of Tulsa Hub shall consist of a President, President-Elect, and Treasurer and any other officer which may be elected by the Board from time to time (generally referred to herein as "Officer(s)"). Any Officer or specifically authorized agent may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of Tulsa Hub any real property and all stocks, bonds, or other securities and other personal property at any time held by Tulsa Hub, and to that end may endorse, assign, and deliver the same, and do every act and thing necessary or proper.

**Section 2. Election and Term of Office.** The Nominating Committee shall nominate candidates for Officers from among the Directors and the Board shall elect nominees at annual, or when filling a vacancy, special

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meetings. All Officers shall take office and serve for a term of one (1) year beginning January 1 of each calendar year and shall continue in office until such time as a qualified successor shall have been duly elected.

Any Officer, if nominated by the Nominating Committee and approved by the Board, may serve more than one (1) term of one (1) year but may not serve more than two (2) consecutive years in the same office.

**Section 3. Resignation.** Any Officer may resign at any time by giving notice of such resignation to the President. The resignation shall become effective upon the date specified in the notice or, if a date is not specified in the resignation, upon receipt of the notice by the President. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Removal.** Any Officer may be removed for cause from office at any time pursuant to a vote of the Directors specified in Section 5 of Article VIII, at a meeting at which a quorum is present. Cause for such removal shall be for conduct detrimental to the interests of Tulsa Hub; conflicts of interest or other potential issues that could bring harm to Tulsa Hub, as perceived by the Board in its discretion; lack of sympathy with the objectives of Tulsa Hub; refusal to render reasonable assistance in carrying out the purposes of Tulsa Hub; or failure to fulfill the duties of the office.

**Section 5. Vacancies.** Upon the resignation, death, or removal of an Officer, vacancies shall be filled as soon as practicable from among the Directors, after nomination by the Nominating Committee and election by the Board; provided, however, in no event shall a vote of the Board on the candidate(s) nominated by the Nominating Committee be held later than forty five (45) days after the occurrence of the vacancy and, in the event no candidate is elected at the initial vote of the Board on a vacancy, nomination(s) shall be made and a subsequent vote shall be held no later than thirty (30) days after the initial vote of the Board to fill the vacancy. Failure by the Nominating Committee to nominate and the Board to elect a candidate to fill a vacancy within seventy five (75) days of the occurrence of the vacancy shall result in the Board, as soon as practicable, appointing a Director to fill the vacancy until the next annual meeting of the Board. In the event the vacancy occurs in the office of the President, the President-Elect shall assume the Office of the President without the need for a nomination or election and shall serve until the next annual meeting.

**Section 6. Officer Duties.** The Officers shall have the following duties and responsibilities of managing the business affairs of Tulsa Hub.

- A. President. The President shall, subject to the direction and supervision of the Board, have general responsibility over the affairs of Tulsa Hub and shall preside, as a voting member, at all meetings of the Board. The President also shall:
  - a. appoint committee chairs with the advice and consent of the Nominating Committee;
  - b. ensure that each committee is fully engaged and progressing toward the accomplishment of its annual goals;
  - c. sign checks and incur debt on behalf of Tulsa Hub for amounts up to five hundred Dollars (\$500.00) or, with the signature of one of the President-Elect, Treasurer, or CEO, sign any

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- deeds, mortgages, bonds, contracts, checks in excess of \$500.00, or other instruments that the Board has authorized to be executed. All costs pursuant to the posting or incurring of such bond, loans, debts, and any other instruments shall be borne by Tulsa Hub;
- d. ensure that all provisions of these Bylaws and other governing policies are accurately and faithfully administered;
  - e. appoint, fill vacancies of, and remove Presidential Appointees in accordance with Section 4 of Article III; and
  - f. perform all customary duties incident to the office and such other duties as requested from time to time by the Board.
- B. Immediate Past President. The Immediate past president will act as an assistant to the President To facilitate the leadership transition, for the first 90 days following the end of the immediate past President's term as President, the immediate past President shall be a member of the Executive Committee, and if necessary, the immediate past President's term as a member of the Board shall be extended for the same 90-day period.
- C. President-Elect. The President-Elect shall preferably have two (2) years of active service to Tulsa Hub, with at least one (1) of those years as a Director and another as a member of a committee. The President-Elect shall assist the President and have such other duties as may be assigned by the Board. The President-Elect shall also:
- a. sign, along with the signature of one of the President, Treasurer, or CEO, any deeds, mortgages, bonds, contracts, checks in excess of \$500.00, or other instruments that the board has authorized to be executed;
  - b. work with the CEO and President to ensure strategic planning is performed and annual goals are established by each committee;
  - c. in the absence of the President, in the event of a vacancy in the office of the President, or in the event of President's inability or refusal to act, perform the duties of the President until such time as the Board shall direct otherwise;
  - d. upon the expiration of the term of President-Elect, serve as the next President without the need of any further action by the Nominating Committee or the Board;
  - e. act as the chair of the Nominating Committee; and
  - f. assist the President as needed to develop and serve committee chairs.
- D. Treasurer. The Treasurer shall have general custody of all funds, accounts, and shall be responsible for the receipts and disbursements of the Tulsa Hub. The Treasurer shall sign checks and deposit funds in the name of Tulsa Hub at such banks, trust companies, and other depositories as designated by the Board from time to time. Treasurer shall be responsible for recommending to the Board for the Board's approval, the need for conducting an audit and the entity or person to conduct such an audit. The Treasurer shall also:
- a. keep correct and complete books and records of account;
  - b. be responsible for all Tulsa Hub funds and securities, managing investments, approving expenditures, preparing financial statements, and providing receipts for tax purposes to contributors to Tulsa Hub;

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- c. prepare or cause to be prepared monthly and annual financial statements for Tulsa Hub and provide the Board with such projections of financial operations, as may seem appropriate from time to time;
- d. submit a proposed annual operating budget covering all revenues and expenses of Tulsa Hub at the Annual Meeting of the Board;
- e. sign, along with the signature of one of the President, President-Elect, or CEO, any deeds, mortgages, bonds, contracts, checks in excess of \$500.00, or other instruments that the Board has authorized to be executed;
- f. act as the chair of the Finance Committee;
- g. review and assist with budget recommendations of committees; and
- h. perform all customary duties incident to the office and such other duties as may be assigned from time to time by the Board.

### **ARTICLE V**

#### **CEO**

**Section 1. CEO.** The professional leadership of Tulsa Hub shall be with the CEO. The CEO shall be appointed by and serve at the pleasure of the Board. The Nominating Committee shall nominate candidates for the position of CEO to the Executive Committee, which in turn, shall further vet such nominees and present one or more candidates to the Board or direct the Nominating Committee to make additional nominations for the position of CEO. The Board shall vote on an CEO after presentation of candidate(s) to the Board by the Executive Committee. In the event of failure to approve a person for the position of CEO, the Board may direct the Nominating Committee to present additional candidates to the Executive Committee. The Board shall set such compensation of CEO as the Board deems proper.

**Section 2. Duties.** The duties of the CEO shall be to:

- A. Enforce policy, recommend, administer and ensure the evaluation of programs, and participate in the preparation of job descriptions;
- B. Supervise, or delegate to appropriate personnel, the supervision of all office staff and be responsible for the performance of all office staff, including coaching, evaluation and disciplinary actions;
- C. Control the use of budgeted funds, staying within budgeted guidelines and restricting use to the designated purpose and ensure, with the assistance of the Treasurer, that contributions/funds are secure and properly deposited or applied;
- D. Provide a monthly written report to the Board on significant activities and progress of the CEO and Tulsa Hub;
- E. Propose new or discontinuation of programs to the Board for approval;
- F. Propose new staff positions or changes to the Board for approval;
- G. Oversee and maintain the books and records of the company, including keeping records of minutes of Board meetings;

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- H. Work with committee chairs on committee/organizational projects and attend meetings if asked, or provide appropriate personnel to attend in his/her absence;
- I. Sign checks and incur debt on behalf of Tulsa Hub for amounts up to five hundred Dollars (\$500.00) or, with the signature of one of the President, President-Elect, or Treasurer, sign any deeds, mortgages,
- J. bonds, contracts, checks in excess of \$500.00, or other instruments that the Board has authorized to be executed. All costs pursuant to the posting or incurring of such bond, loans, debts, and any other instruments shall be borne by Tulsa Hub.
- K. Spearhead and participate in development and fundraising, as deemed necessary and appropriate by the CEO or as directed by the Board; and
- L. Perform all customary duties and such other duties as may be assigned from time to time by the Board.

### **ARTICLE VI** **COMMITTEES**

**Section 1. Authority.** In addition to the specific committees listed in this Article, the Board may establish any standing committees, ad hoc committees, and task forces as necessary that are not in conflict with other provisions of these Bylaws. All committees are required to act within the limits of authority both created and approved by the Board. The President may appoint ad hoc committees when needed, subject to the approval of the Board.

**Section 2. Scope of Committee Actions.** No committee, or committee member, may undertake to commit Tulsa Hub resources, including but not limited to sponsorship, staff effort, or disbursement of funds, without prior approval of the Board.

#### **Section 3. Appointment of Committee Chairs and Term; Committee Members; Duties of Committee**

**Chairs.** Unless otherwise specified by these Bylaws, the President, with the advice and consent of the Nominating Committee, shall appoint the chairperson/chair of each committee. Each committee chair shall recruit potential committee members with appropriate and needed skills and knowledge to aid in accomplishment of the tasks of each committee and with the understanding of the need for successful succession in chairpersonship of each committee. The terms of the chairs of standing committees shall be coterminous with the President's term. The terms of chairs and members of ad hoc committees shall be coincident to the purposes for which the ad hoc committee was established. In addition to other duties of committee chairs prescribed in these Bylaws or from time to time by the Board, each committee chair shall:

- A. maintain a list of the names and contact information of the committee members
- B. attend and report all proceedings and recommendations of his or her committee to the Executive Committee and at regular or annual meetings of the Board;
- C. hold committee meetings as needed;
- D. be responsible for overseeing and managing committees at all times in accordance with the Tulsa Hub goals and mission and these Bylaws;
- E. be encouraged to staff their committees with persons from within and without Tulsa Hub, including

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- community leaders and community experts with the knowledge and skill which would aid the development of and advancement of Tulsa Hub's interests and the responsibilities of each committee; and
- F. establish and execute upon annual goals based on the strategic plan of the Tulsa Hub.

**Section 4. Resignation of a Committee Chair or Member.** A committee chair may resign at any time by providing notice of such resignation to the President. Any committee member may resign at any time by giving notice of such resignation to the chair of the committee. Any resignation pursuant to this Section shall become effective upon the date specified in the notice or, if no date is specified in the resignation, upon receipt of the notice by the President or chair of such committee, as the case may be. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Board Committees.** Committees shall act within the powers granted to them by these Bylaws and/or by an action of the Board. At all times during the existence of Tulsa Hub, there shall be the following standing committees (except for those referred to in subsection (I) of this Section 5, Article VI) unless otherwise directed by the Board or specified in these Bylaws:

- A. **The Executive Committee** shall be composed of the President, President-Elect, Treasurer (chair of the Finance Committee), chairs of each standing and ad-hoc committee, and, if applicable, legal counsel. It is desirable that the immediate past President be a member of the Executive Committee. The CEO will function as a non-voting but participating member of the Executive Committee. In addition to the other powers granted to the Executive Committee under these Bylaws, the responsibilities of the Executive Committee shall include but not be limited to the following:
- a. Meetings of the Executive Committee shall be held monthly on a day and time determined by the members of the Executive Committee; provided, however, until such time as the Board directs the Executive Committee to hold separate regular monthly meetings, the Executive Committee shall not be required to hold such meetings for as long as the members of the Executive Committee also regularly attend and participate in Board meetings;
  - b. The Executive Committee shall be responsible for the oversight of Tulsa Hub finances, personnel, and programs. It shall direct and formulate the policies, goals and objectives of each of the service programs and make recommendations for a vote of the Board;
  - c. The Executive Committee shall have the power to transact the business of the Board between meetings of the Board and shall report its actions at the next regular Board meeting; and
  - d. The Executive Committee shall have the power, subject to Board approval, to appoint or solicit a person to act as legal counsel for a specific matter from time to time.
- B. **Nominating Committee** shall be comprised of the President-Elect, who will serve as chair of the Nominating Committee, the chair of the H.R. Committee, and the current President. It is desirable that the immediate past President be a member of the Nominating Committee. One (1) or two (2) other Directors may be chosen by the President-Elect, at his or her discretion, as additional members of this committee. The CEO will act as a non-voting member of this committee. The Nominating Committee shall meet with such frequency as deemed necessary by the President-Elect or directed by the Board to propose and nominate individuals to fill vacancies that may arise during the course of the year and which are not filled

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by Presidential Appointees. All Directors are encouraged to propose candidates to the Nominating Committee for any positions that may become vacant, whether due to expiration of terms or otherwise..

- C. **Development Committee:** The chair is responsible for building a working committee that can include other Directors as well as people with particular expertise from the community. Among the responsibilities of this committee are:
- a. Plan and implement annual or special fund raising events;
  - b. Assist the CEO his/her efforts to raise funds through grants, gifts or events;
  - c. Work closely with other committees (i.e. marketing and communication, financial or any other appropriate committees) or appropriate office staff to ensure fundraising efforts are accomplished;
  - d. Pursuant to the direction of the Board, work with the CEO to form appropriate fundraising project committees;
  - e. Hold committee meetings as needed, establish yearly objectives (based on the strategic plan), and submit a monthly report to the Board on the activities of the Development Committee; and
  - f. The Chair is expected to attend Executive Committee and regular Board meetings.
- D. **Finance Committee:** The Treasurer shall be the chair of the Finance Committee. The Treasurer shall select a committee with the knowledge to review the financial records, assess investments, and make recommendations regarding financial reporting, then articulate trends and make suggestions to the Board. Among the responsibilities of this committee are:
- a. Review and assist with the budget recommendations of the other committees, oversee the preparation and recommend the annual budget for the following fiscal year, and submit the recommended budget no later than October 31 of each year to the Executive Committee and the Board for consideration by the Board at the annual meeting;
  - b. Develop policies for the investment of Tulsa Hub funds and property;
  - c. Arrange for the annual audit or review of Tulsa Hub's financial statements
  - d. Hold committee meetings as needed, establish yearly objectives (based on the strategic plan) and prepare and submit a monthly financial statement and written report to the Board along with other pertinent details on the activities of the Finance Committee;
  - e. Work closely with other committees; and
  - f. The Treasurer, Finance chair, is expected to attend Executive Committee and regular Board meetings.
- E. **Human Resource Committee:** The chair is responsible for building a working committee that can include other Directors as well as people with particular expertise from the community. Among the responsibilities of this committee are:
- a. Periodically review and assess, with the CEO, the organizational structure and supporting systems of Tulsa Hub (i.e., reporting relationships, number of personnel, performance assessment systems and policies), and make recommendations to the Board for improvement;
  - b. Work with the CEO to determine appropriate salary and benefit levels for any paid Officers, employees, or office staff and recommend such findings to the Board;
  - c. Provide assistance with job descriptions, performance standards and review systems, development opportunities, recruiting and placement and performance issues;

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- d. Work closely and communicate with, if applicable, the legal counsel and the Nominating Committee on any shared responsibilities or issues;
  - e. Assure that performance appraisals are conducted annually for all office staff and the CEO; (6) Hold committee meetings as needed, establishing yearly objectives (based on the strategic plan) and submit a monthly report to the Board on the activities of the Human Resources Committee;
  - f. Work closely with other committees to achieve organizational goals; and
  - g. The chair of the HR Committee is expected to attend Executive Committee and regular Board meetings.
- F. **Marketing and Public Relations Committee:** The chair is responsible for building a working committee that can include other Directors as well as people with particular expertise from the community. Among the responsibilities of this committee are:
- a. Develop and implement a marketing and public relations plan and make recommendations to the CEO and the Board regarding methods to improve community awareness of Tulsa Hub and its programs/services. This committee shall assure the implementation of such plans and recommendations upon their approval by the Board;
  - b. Assist other committees to obtain the desired and cost-effective exposure for various Tulsa Hub events, campaigns, and activities;
  - c. Assess and monitor all marketing materials of Tulsa Hub and any committees and make recommendations for improvement;
  - d. Hold committee meetings as needed, establishing yearly objectives (based on the strategic plan) and submit a monthly report to the Board on the activities of the Marketing and Public Relations Committee;
  - e. Work closely with other committees to achieve organizational goals; and
  - f. The Chair is expected to attend Executive Committee and regular Board meetings.
- G. **Facilities/IT Committee:** The chair is responsible for building a working committee that can include other Directors as well as people with particular expertise from the community. Among the responsibilities of this committee are:
- a. Plan and budget, with approval of appropriate committees, for the purchase, support and security of the Tulsa Hub technology systems (computers, hardware/software, and telephones) and facilities;
  - b. Offer continuous support to ensure the day-to-day functionality and security of all computers and technology, and to ensure each user is able to accomplish their IT-related tasks with minimal interruption
  - c. Work with appropriate persons to manage and control facilities and related costs;
  - d. Analyze and recommend options to improve the efficiency and control the costs of Tulsa Hub's IT and facilities operations;
  - e. Plan and budget, with the CEO and with the approval of the Board, for the maintenance and use of Tulsa Hub personal and real properties;
  - f. Work closely with other committees to achieve organizational goals;
  - g. Report to and keep the Board apprised, when appropriate, of technology developments,

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- equipment or software enhancements, or facility arrangements which need to be reviewed for budgeting purposes.
- h. Hold committee meetings as needed, establishing yearly objectives (based on the strategic plan) and submit a monthly report to the Board on the activities of the Facilities/IT Committee; and
  - i. The Chair is expected to attend Executive Committee and regular Board meetings.
- H. **Program Committee:** The chair is responsible for building a working committee that can include other Directors as well as people with particular expertise from the community. Among the responsibilities of this committee are:
- a. Assist the CEO, or program director, if any, with program planning and budgeting with regard to materials, personnel and equipment needed for all Board approved programs;
  - b. Assist the CEO, or program director, if any, in the development of processes and procedures for program selection, design, maintenance, and evaluation of all Tulsa Hub programs; (3) Staff their committee based on appropriate and needed skills and knowledge and with the understanding of a need for successful succession;
  - c. Hold committee meetings as needed, establishing yearly objectives (based on the strategic plan) and submit a monthly report to the Board on the activities of the Program Committee; and
  - d. Work closely with other committees to achieve organizational goals;
  - e. The Chair is expected to attend Executive Committee and regular Board meetings.
- I. **Special Purpose/Ad-Hoc Committee/s:** Such special/ad-hoc committees as the Board may approve in those instances where, for example, a special fund raising effort is to be undertaken or a special project effort is needed or to handle duties specifically assigned to the Executive Committee.

### **ARTICLE VII** **ADVISORY COUNCIL**

**Section 1. Advisory Council.** There shall be an advisory Council, the purpose of which shall be to support the mission of Tulsa Hub, to offer project and strategic advice, provide financial support, and represent Tulsa Hub in the community.

- A. **Membership.** The Advisory Council shall be a volunteer group that will consist of not more than (35) members who are invited to participate by Directors or current members of the Advisory Council. Advisory Council members must express an interest in the purpose, mission, and programs of Tulsa Hub. No current member of the Board shall be a member of the Advisory Council but past Directors and past Presidents are encouraged to become members. The President shall assign a Director to oversee the development and maintenance of the Advisory Council.
- B. **Expectations of an Advisory Council Member.** The Advisory Council shall meet as appropriate between one (1) to four (4) times a year, as determined by the Director assigned by the President to oversee the development and maintenance of the Advisory Council. The Advisory Council meetings shall be for the purpose of: updating Advisory Council members as to the status of the organization; giving input into future strategies and plans for the organization; providing feedback as to Advisory Council members' perception of Tulsa Hub's relationship to the community; and how to improve

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community perception of the Tulsa Hub.

### **PART III: PROCESS**

#### **ARTICLE VIII**

#### **Meetings of the Board**

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held at a time and place to be determined by the Board at the annual meeting. There shall be no less than four (4) regular meetings per calendar year.

**Section 2. Annual Meeting.** The Board shall hold an annual meeting to set the schedule of regular meetings for the upcoming year, elect new Officers, renew terms of Officers, adopt a budget, establish a yearly calendar, and consider or conduct any other business which may come before the Board. The date, time, and place of the annual meeting shall be set by the Board and notice of such annual meeting shall be provided in the manner proscribed in Section 4 of this Article VIII.

**Section 3. Special Meetings.** Special meetings of the Board shall be held upon written request of the President, the President-Elect, or upon the written demand of any three (3) Directors addressed to the President, or President-Elect, stating the purpose or object of the meeting. Requests may be made in printed and/or electronic forms.

**Section 4. Notice.** Except for notices for annual meetings, at least one (1) week prior to any meeting the President shall assure that notice and agenda for each meeting are provided by electronic or any other means sufficient; provided, however, any Director present at any meeting shall be deemed to have waived notice and no meeting shall be held invalid for insufficiency of notice if a quorum shall be present at such meeting. Any Director may before, at, or after any meeting waive notice of a meeting. Notices for any annual meetings shall be provided by the President or President's designee as soon as practicable after the Board sets the date, time, and place of such annual meeting but no earlier than sixty (60) days and no later than thirty (30) days prior to the date of such annual meeting.

**Section 5. Agenda.** A notice of each meeting shall include an agenda of the items to be considered at such meeting. The agenda for regular meetings will generally include: past, current or future business matters arising before the Board; CEO's report; committee chair reports; any other business which may come before the Board. The agenda for any annual meeting shall specify the agenda of the matters to be considered at the annual meeting. The agenda for any special meeting shall specify the purposes for which such special meeting is being convened and the Board shall not address any matter not specified in the agenda.

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### Section 6. Quorum; Voting; Consents; No Proxies.

- A. Quorum and Voting. Directors shall be the only members of the Board authorized to vote on matters brought before the Board for consideration, as provided for herein. No meeting of the Board shall be held and no action of the Board shall be deemed valid unless a quorum of Directors shall be present. At any meeting of the Board, a simple majority of Directors shall constitute a quorum for the transaction of any business. The acts of the majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board; provided, however, the acts of two thirds (2/3) of the Directors present at any meeting at which a quorum is present shall be required to amend the Bylaws, amend the Articles, or to remove any Director or Officer. In the absence of a quorum, a majority of the Directors present may temporarily adjourn any meeting until a quorum is present. In the event any meeting is adjourned for lack of a quorum, the President, upon informal consultation with Directors, may set an alternative meeting date as soon as practicable and provide notice to Directors in the manner specified herein.
- B. Action by Consent. Any action required to be taken at a meeting may be taken without a meeting if consent in writing, either in print or electronically, setting forth the action, shall be signed or electronically confirmed by all Directors and filed with the minutes of its proceedings.
- C. No Proxies. Directors may not vote by proxy but shall, instead, be present at a meeting either in person or by any other means allowed for participation at a meeting by a Director under these Bylaws.

### Section 7. Conduct of Meetings.

- A. Attendance by Telecommunication. Directors may participate in and vote at any meeting through the use of a conference telephone or other similar communication equipment by which all Directors participating in the meeting can hear each other or verify their presence. For quorum purposes, such participation in a meeting shall constitute presence in person at the meeting by such Directors.
- B. Rules of Order. The meetings and proceedings of the Board shall be conducted in such manner and pursuant to such procedural rules as determined by the Board.
- C. Minutes. Copies of all minutes of meetings of the Board shall be kept by the President.

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## PART IV: FINANCIAL AND LEGAL

### ARTICLE IX FINANCES AND CONTRACTS

**Section 1. Fiscal Year.** The fiscal year shall be the calendar year unless otherwise prescribed by the Board.

**Section 2. Contracts, Loans, Deposits, Checks, and Investments.**

- A. **Contracts.** The Board may authorize any Officer or agent to enter into any contract or to execute or deliver any instruments on behalf of Tulsa Hub. This authority may be general or confined to specific instances.
- B. **Loans.** No loans shall be contracted on behalf of Tulsa Hub and no evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board. Upon authorization by the Board, the President, President-Elect, Treasurer, CEO, or properly authorized agent of Tulsa Hub may then effect loans or advances for Tulsa Hub and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidence of indebtedness of Tulsa Hub. Subject to specific approval and authorization of the Board, any Officer or specifically authorized agent may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of Tulsa Hub any real property and all stocks, bonds, or other securities and other personal property at any time held by Tulsa Hub, and to that end may endorse, assign, and deliver the same, and do every act and thing necessary or proper.
- C. **Checks, Drafts, and Payment Instruments.** All notes, drafts, acceptances, checks, deposits, and endorsements or other evidence of indebtedness shall be signed by the President, President-Elect, Treasurer or CEO, or by such other person as the Board may determine. Checks over the amount of \$500 shall require signatures of two authorized persons, preferably those of the CEO and Treasurer or President
- D. **Deposits.** All funds of Tulsa Hub shall be deposited from time to time to the credit of Tulsa Hub in such banks, trust companies, or other depositories or investments as the Board may select.
- E. **Investments.** Based on recommendations of the Finance Committee, the Board may invest any and all funds received by Tulsa Hub in such a manner as to maximize the return on such investments.

**Section 3. Gifts.** The CEO or the Board may accept on behalf of Tulsa Hub any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Tulsa Hub.

**Section 4. Audit.** The accounts of Tulsa Hub shall be audited upon recommendation of the Finance Committee or upon request of any two (2) members of the Executive Committee until such time as the cumulative balance of the sums belonging to Tulsa Hub and held in various financial accounts exceeds two hundred thousand

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dollars (\$200,000.00), at which point an audit shall occur not less than annually by a certified public accountant that shall be selected by the Treasurer and approved by the Board.

**Section 5. Compensation.** No compensation or payment shall be made to any Director except as a reasonable allowance for actual expenses incurred on behalf of Tulsa Hub or for services rendered to Tulsa Hub other than for service as a Director or an Officer of the Tulsa Hub; provided, however, it is hereby agreed and understood that the CEO shall receive compensation in the amounts and in such manner as approved by the Board.

**Section 6. Reimbursement.** Except as otherwise provided in these Bylaws, expenses incurred by a Director or Officer that are to be reimbursed shall be approved by a vote of the Board prior to them being incurred.

**Section 7. Director's Interest.** Any potential transaction by the Board in which a Director may have direct or indirect financial interest must be fully disclosed to and approved by all disinterested Directors at a regular or special meeting.

**Section 8. Loans and Guarantees.** No loan, guarantee, or other form of security shall be made or provided by Tulsa Hub to or for the benefit of any of its Directors.

**Section 9. Inurement of Income.** No part of the net earnings of Tulsa Hub shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that Tulsa Hub shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursements for expenses advanced or incurred on behalf of Tulsa Hub, and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

### **ARTICLE X**

#### **INDEMNIFICATION AND LEGAL STANDING**

**Section 1. Indemnification.** Every Officer, Director, CEO, employee, agent, or volunteer of Tulsa Hub, who is or was serving at the request of Tulsa Hub in that capacity (and such person's heirs, executors, administrators, and personal representatives), shall be indemnified by Tulsa Hub against all costs and expenses (including but not limited to legal fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which such person may be involved by virtue of being or having been affiliated with Tulsa Hub, or in connection with any appeal therein; provided, however, that such indemnity shall not be operative with respect to any matter as to which such person shall have been finally adjudged liable in such claim, action, suit, or proceeding on account of his or her own willful misconduct. The rights accruing to any person under this Article shall be without prejudice to any rights or benefits given by the Board inconsistent therewith in special

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cases and shall not exclude any other rights or benefits to which such person may be lawfully entitled.

**Section 2. Supplementary Benefits.** Tulsa Hub may supplement the right of indemnification under Section 1 of this Article by one or more of the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

**Section 3. Legislative or Political Activities.** No substantial part of the activities of Tulsa Hub shall be for the carrying on of propaganda or otherwise attempting to influence legislation. Tulsa Hub shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 4. Statement of Nondiscrimination.** Tulsa Hub shall not adopt any practice, policy, or procedure that would result in discrimination on the basis of race, religion, gender, national origin, creed, disability, age, physical condition, sexual orientation, or marital status.

### **ARTICLE XI** **AMENDMENTS**

**Section 1. Amendments.** These Bylaws may be amended by the Board at any time. Suggestions for amendments or changes to the current Bylaws may arise from any Director and shall be submitted to the chair of the HR Committee. The HR Committee will prepare or request the Executive Committee to appoint counsel to prepare a draft of suggested amendments with appropriate reasoning for the suggests that will then be presented to and voted on by the Executive Committee. Upon approval of the two-thirds (2/3) of the Executive Committee, the suggested amendment shall be submitted for approval by the Board. Notwithstanding anything to the contrary contained in these Bylaws, the Board shall be given at least ten (10) days' notice in advance of such proposed amendment which shall then be voted upon at a particular time, date, and place during a regular, annual, or special meeting. The notice shall contain an exact text of the proposed amendment as compared to the language which is subject to the amendment. Amendments must not be inconsistent with either the Articles or law. Such amendment(s) shall be effective if and when approved by the Board.