TULSA HUB SYNDICATE AMENDED BYLAWS

Approved by the Board and Amended December 18, 2018
ARTICLE I

NAME AND ARTICLES OF INCORPORATION

Section 1. Name. The name of this corporation is as set forth in the Amended Certificate of Incorporation (Tulsa Hub Syndicate), a 501(c)(3), Oklahoma nonprofit corporation and d/b/a Tulsa Hub (“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 and subsequently amended on January 13, 2010. In the event of conflict between the provisions of these Bylaws and the provisions of the Amended Articles, the terms of the Amended Articles shall prevail, supersede, and govern. Any matter not addressed in these Bylaws but addressed in the Amended Articles shall be deemed to be incorporated herein.

ARTICLE II

PURPOSE, MISSION, AND SCOPE

NON-DISCRIMINATION

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 conduct any activities contrary to Section 501(c)(3) of the Code or 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 the Greater Tulsa Metropolitan Area, State of Oklahoma. Tulsa Hub shall serve its clients by:

A. Providing a transportation option to its clients.
B. Educating clients on maintenance and safety of 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. Improving clients’ health and wellness.
F. Performing such other functions to this end as set forth in the Amended Articles.

Section 3. Principal Place of Business and Registered Office. The principal place of business of Tulsa Hub shall be 601 West 3rd St., Tulsa County, Tulsa, Oklahoma, 74127 or such other address as the Board may designate from time to time. The registered agent and registered office shall be Tulsa Hub Syndicate, 601 West 3rd St., Tulsa County, Tulsa, Oklahoma, 74127 or such other agent or address as the Board may designate from
time to time.

Section 4. No 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 possesses all powers granted to a not-for-profit corporation organized under the Oklahoma General Corporation Act and the Oklahoma Charitable Solicitations Act or any corresponding future Acts, or amendments thereto; and authorized under Federal Law, Rule, or Regulation or any corresponding future Law, Rule, or Regulation or amendments thereto. 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 Art. II, § 1 of these Bylaws and the Amended Articles of Incorporation or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purpose which currently qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or any future Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed shall be disposed of by the District Court of the county in which the principal office of Tulsa Hub is located; and as provided by any applicable law, rule, or regulation.

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

Section 8. Non-Discrimination Policy. Employment/Provider/Director opportunities at Tulsa Hub shall be open to all persons, regardless of race, age, sex, gender identity, creed, national origin, religion, sexual orientation/identity, color, disability, ethnicity, or status as a veteran or marital status and otherwise in compliance with state and federal law. This policy applies to internal promotions, training, opportunities for
advancement, terminations, relationships with outside vendors, use of contractors and consultants, as well as in providing services and goods to clients.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 1. **Authority.** The operation and oversight of Tulsa Hub shall be the responsibility of the Board of Directors (“Board”) whose members shall be the members of Tulsa Hub Syndicate. The Board of Directors shall also serve as the Board of Trustees for Tulsa Hub. The Board may adopt such rules, regulations, policies and procedures 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; 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 complement of skill and talent on the Board and on office staff; and acting as ambassadors for Tulsa Hub to the public.

Section 2. **Individual Board Member Responsibilities.**

A. Attend the scheduled Board meetings. Notify in a timely manner, the Board President if unable to attend a scheduled Board meeting. Repeat non-attendance of scheduled Board meetings may, at the discretion of the Executive Committee, result in the request for the member’s resignation from the Board;

B. Read and abide by the bylaws and any Board Policies and Procedures;

C. Work to enhance the public image of Tulsa Hub;

D. Keep the Secretary and CEO advised of current email contact information for purposes of voting electronically in accordance with Oklahoma and federal law;

E. Sign a Board Membership Responsibilities Statement;

F. Members shall not receive any salaries or compensation for their services, except for reimbursement of ordinary and necessary business expenses paid or incurred by the members, as detailed in the financial/fiscal policies and procedures of Tulsa Hub;

G. Review, discuss, and vote on a slate of Officers at the Annual Meeting;

H. Review, discuss, and vote on new members as recommended by the Executive Committee;

I. Discuss and vote on Tulsa Hub auditor proposed by the Finance Committee;
J. Provide for the employment of adequate staff consistent with the Agency’s Non-Discrimination Policies (Art. 2, § 8);

K. Review and vote on policies and procedures that affect the day to day activities of Tulsa Hub as recommended by the CEO; and

L. Set goals and conduct evaluations of the work of Tulsa Hub and the Board of Directors.

Section 3. Directorship. There shall be not less than eleven (11) nor 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) all of whom are voting Directors. 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 existing Director or potential Director contemplating joining the Board (“Statement of Commitment”). Each Director must be willing to serve on one, or more, committees and fully participate in other activities that promote the purpose and mission of Tulsa Hub.

Section 4. 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 a quorum 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”). A “Quorum” shall be a simple majority of the total number of 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 Article. 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. During this one (1) year period, said Director may serve on the Advisory Board as a non-voting member.

Section 5. 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 6. Resignation. Any Director may resign at any time by giving written or electronic notice of such resignation to the 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 7. Removal.** A Director may be removed by the affirmative vote of two-thirds (2/3) of all Directors (excluding 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; failure to comply with these Bylaws or the adopted policies and procedures of Tulsa Hub; or failure to attend at least eighty percent (80%) of the regular and special meetings. Such vote of the Board shall be binding on Tulsa Hub and on the Director so removed.

**Section 8. 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.

**Section 9. Conflict of Interest Policy and Annual Statement.** The Board shall adopt a Conflicts of Interest Policy and Annual Statement of Conflicts in substantial compliance with the Internal Revenue Code as amended from time to time. Said Statement of Conflicts shall be signed annually by each of the Board of Directors, Officers, and key employees. See Exhibits ‘A’ and ‘B’.

**ARTICLE IV**

**OFFICERS**

**Section 1. Number and Title.** The officers of Tulsa Hub shall consist of a President, Vice President, Treasurer, Secretary, 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 the annual meeting or, when filling a vacancy, special 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 written or electronic 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 Art. IV, § 7, at a meeting at which ⅔ of all members must be in attendance. 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; failure to comply with these Bylaws or the adopted policies and procedures of Tulsa Hub; or failure to attend at least eighty percent (80%) of the regular and special meetings. Such vote of the Board shall be binding on Tulsa Hub and on the Officer so removed.

**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 Vice President 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:

1. appoint committee chairs with the advice and consent of the Nominating
Committee;

2. ensure that each committee is fully engaged and progressing toward the accomplishment of its annual goals;

3. when the CEO is unavailable, sign checks and incur debt on behalf of Tulsa Hub for amounts up to One Thousand Dollars ($1,000.00) or, with the signature of one of the Vice President, Treasurer, or CEO, sign any deeds, mortgages, bonds, contracts, checks in excess of $1,000.00, 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;

4. ensure that all provisions of these Bylaws and other governing policies are accurately and faithfully administered;

5. appoint, fill vacancies of, and remove Presidential Appointees in accordance with Art. III, § 4;

6. perform all customary duties incident to the office and such other duties as requested from time to time by the Board; and

7. shall act as the Chair of the Executive Committee.

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. Vice President. The Vice President shall preferably have two (2) years of active service on the Board of Directors. The Vice President shall assist the President and have such other duties as may be assigned by the Board. The Vice President shall also:

1. sign, along with the signature of one of the President, Treasurer, or CEO, any deeds, mortgages, bonds, contracts, checks in excess of $1,000.00, or other instruments that the board has authorized to be executed;

2. work with the CEO and President to ensure strategic planning is performed and annual goals are established by each committee;
3. 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;

4. upon the expiration of the term of the Vice President, serve as the next President without the need of any further action by the Nominating Committee or the Board;

5. act as the chair of the Nominating Committee; and

6. 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:

1. keep correct and complete books and records of account;

2. 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;

3. 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;

4. submit a proposed annual operating budget covering all revenues and expenses of Tulsa Hub at the Annual Meeting of the Board;

5. sign, along with the signature of one of the President, Vice President, or CEO, any deeds, mortgages, bonds, contracts, checks in excess of $1,000.00, or other instruments that the Board has authorized to be executed;

6. act as the chair of the Finance Committee;

7. review and assist with budget recommendations of committees; and

8. perform all customary duties incident to the office and such other duties as may be
E. Secretary. The duties of the Secretary shall be as follows:

1. Record minutes of all meetings of the Board of Directors and the Executive Committee and distribute same;

2. Maintain a file of all minutes as corrected; and

3. Maintain a record of current electronic mail contacts for all active Board Members for purposes of voting electronically by unanimous consent in accordance with Oklahoma statute as well as for the purpose of usual method of contact for notices, correspondence, etc.

ARTICLE V

CHIEF EXECUTIVE OFFICER [CEO]/EXECUTIVE DIRECTOR

Section 1. CEO. The professional leadership and day-to-day management of Tulsa Hub shall be with the CEO. The CEO shall be appointed by and serve at the pleasure of the Board. The CEO shall further be the Executive Director (an employee of Tulsa Hub), and referred hereafter as CEO. The CEO/Executive Director shall be a non-voting Board Member and shall report directly to the Board. The Executive 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 a CEO after presentment 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. Work in partnership with the Chief Operating Officer to 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 budget 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; specifically, to hire, promote, or terminate staff for Board approved and budgeted staff positions;

G. Oversee and maintain the books, business records, and minutes of the company on-site;

H. Work with committee chairs on committee/organizational projects and attend meetings if asked, or provide appropriate personnel to attend in the CEO’s absence;

I. Sign checks and incur debt on behalf of Tulsa Hub for amounts of One Thousand Dollars ($1,000.00) or less. CEO, along with the signature of one of the President, Vice President, or Treasurer, sign any deeds, mortgages, bonds, contracts, checks in excess of $1,000.00, 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.

J. Spearhead and participate in development and fundraising, as deemed necessary and appropriate as directed by the Board;

K. Assume the duties of the Chief Operating Officer [COO] should the Board agree to not budget for a COO for a particular fiscal year; and

L. Perform all customary duties and such other duties as may be assigned from time to time by the Board.

**ARTICLE VI**

**CHIEF OPERATING OFFICER [COO]**

**Section 1. COO.** The operational leadership of Tulsa Hub shall be with the COO which shall be an employee of Tulsa Hub. The COO shall be appointed by and serve at the pleasure of the Board. The COO shall be a non-voting Board Member and report directly to the CEO and the Board. The Executive Committee shall nominate candidates for the position of COO 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 COO. The Board shall vote on a COO after presentment of candidate(s) to the Board by the Executive Committee. In the event of failure to approve a person for the position of COO, the CEO shall then take over the duties and responsibilities of the COO until such time as the Board agrees to budget for and hire a COO. The Board shall set such compensation of COO as the Board deems proper.

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

A. Work in partnership with the CEO in implementing the strategic plan as created and approved by the Board;

B. Serve as the internal leader of Tulsa Hub;

C. Coordinate the annual operations plan and budget;

D. Provide all staff a strong day-to-day leadership presence;

E. Increase key impact measurements for programs;
F. Communicate the branded message internally and externally;
G. Oversee the development of curriculum, tools, and training that meet budgetary constraints;
H. Oversee the development of program policies and procedures for all Board approved programs;
I. Instill a human capital development and coaching culture within Tulsa Hub;

J. Upgrade human resources functions including training, development, compensation and benefits, employee relations, performance evaluation, and recruiting;
K. Work with Treasurer to develop and maintain accounting systems;
L. Analyze the current technology infrastructure and scope out the next level of information technology and financial systems that support the growth of specific programs and the organization overall;

M. Partner with the CEO as it relates to fundraising including budgeting, development, and implementation of systems for reporting, measurement, and supporting local revenue generation;
N. Work with Board committees as the need arises, including obtaining cost-effective exposure for various Tulsa Hub events, campaigns, and activities;
O. Ensure 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;

P. Attend all Executive Committee and Board meetings; and
Q. Perform all customary duties and such other duties as may be assigned from time to time by the Board.

ARTICLE VII

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, but no less than quarterly;
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
members of the Advisory Committee, 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 written or electronic 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, Vice President, Treasurer (chair
of the Finance Committee), Secretary, 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 and COO will function as non-voting but participating members
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:
1. 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;
2. 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;
3. 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;
4. 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;
5. The Executive Committee shall act as the Human Resources Committee for purposes of hiring, evaluating, reprimanding, and termination of the CEO and COO;
6. 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.
7. Work with CEO to determine appropriate salary and benefit levels for any paid Officers, employees, or office staff and recommend such findings to the Board;
8. Provide assistance with job descriptions, performance standards and review systems;
9. Provide a performance appraisal of the CEO and assure that every employee is evaluated annually by the appropriate management;
10. Work closely with other committees to achieve organizational goals; and
11. The President shall be the Chair of the Executive Committee.

B. Nominating Committee shall be comprised of the Vice President, who will serve as chair of the Nominating Committee, the Chair of the Finance 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 Vice President 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 Vice President 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 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, Members of the Advisory Board, as well as other individuals with particular expertise from the community. Among the responsibilities of this committee are:
   1. Plan and implement annual or special fund raising events;
   2. Assist the CEO’s efforts to raise funds through grants, gifts, or events;
   3. Work closely with other committees or appropriate office staff to ensure fundraising
efforts are accomplished;
4. Pursuant to the direction of the Board, work with the CEO to form appropriate fundraising project committees;
5. Hold committee meetings as needed, establish yearly objectives (based on the strategic plan), but no less than quarterly, and submit a monthly report to the Board on the activities of the Development Committee; and
6. 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:
1. Review and assist with the budget recommendations of the other committees and the CEO; oversee the preparation and recommend the annual budget for the following fiscal year which shall include adequate staffing and resources in order to adequately provide for the operation of all approved programs, services, and maintenance of all assets, whether real or personal; and submit the recommended budget no later than twenty (20) business days prior to the annual meeting to the Board for consideration by the Board at the annual meeting;
2. Develop policies for the investment of Tulsa Hub funds and property;
3. Arrange for the annual audit or review of Tulsa Hub’s financial statements;
4. Hold committee meetings as needed, establish yearly objectives (based on the strategic plan), but no less than quarterly, 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;
5. Work closely with other committees; and
6. The Treasurer, Finance chair, is expected to attend Executive Committee and regular Board meetings.

E. Marketing and Public Relations Committee: The chair is responsible for building a working committee that can include other Directors, Advisory Board Members, as well as individuals with particular expertise from the community. Among the responsibilities of this committee are:
1. 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;
2. Assist other committees to obtain the desired and cost-effective exposure for various Tulsa Hub events, campaigns, and activities;
3. Assess and monitor all marketing materials of Tulsa Hub and any committees and make recommendations for improvement;
4. 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;
5. Work closely with other committees to achieve organizational goals; and
6. The Chair is expected to attend Executive Committee and regular Board meetings.

F. Facilities/IT Committee: The chair is responsible for building a working committee that can include other Directors as well as individuals with particular expertise from the community. Among the responsibilities of this committee are:
1. 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;
2. 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;
3. Work with appropriate persons to manage and control facilities and related costs;
4. Analyze and recommend options to improve the efficiency and control the costs of Tulsa Hub’s IT and facilities operations;
5. 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;
6. Work closely with other committees to achieve organizational goals;
7. Report to and keep the Board apprised, when appropriate, of technology developments, equipment or software enhancements, or facility arrangements which need to be reviewed for budgeting purposes.
8. Hold committee meetings as needed, but no less than quarterly, 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
9. The Chair is expected to attend Executive Committee and regular Board meetings.

G. 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 VIII

ADVISORY BOARD

Section 1. Advisory Board. There shall be an Advisory Board, 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 Board shall be a volunteer, non-voting group that will consist of not more than (35) members who are invited to participate by Directors or current members of the Advisory Board. Advisory Board 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 Board 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 Board.

B. **Expectations of an Advisory Board Member.** The Advisory Board 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 Board. The Advisory Board meetings shall be for the purpose of: updating Advisory Board members as to the status of the organization; giving input into future strategies and plans for the organization; providing feedback as to Advisory Board members’ perception of Tulsa Hub’s relationship to the community; and how to improve community perception of the Tulsa Hub.

**ARTICLE IX**

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 eight (8) 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 prescribed 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 Vice President, or upon the written demand of any three (3) Directors addressed to the President, or Vice President, 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
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; Treasurer’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.

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 Amended 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. Attendance. Attendance shall mean attending any meeting in person, by video conferencing, or telephonically such that all Directors can hear the caller.

D. 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 Amended Bylaws.

E. Robert’s Rules of Order. Robert’s Rules of Order shall not govern meetings of the Board; however, they may be used as a reference only, to the extent not otherwise inconsistent with the provisions of 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 telephonic 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. The meetings, proceedings of the Board shall be conducted in such manner and pursuant to such procedural policies as determined and adopted by the Board.
B. Voting Electronically. From time to time a vote may be required of the Board outside a regularly scheduled meeting. Upon such exception, voting by electronic means shall be allowed pursuant to the written policies and procedures as adopted by the Board and as amended from time to time. Such electronic votes shall be in substantial compliance with the voting requirements as fully stated above and shall be preserved as minutes.

C. Minutes. Copies of all minutes of meetings of the Board shall be kept by the Secretary and on-site.

**ARTICLE X**

**FINANCES AND CONTRACTS**

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

**Section 2. Treasury.** Tulsa Hub, through its Board of Directors, shall maintain its own treasury to receive, hold, manage, disburse, and act as trustee for any monies, funds, grants, appropriations or other property received from any source. Funds shall be received and disbursed by its Treasurer, President, or CEO.

**Section 3. Bonding.** Any person authorized to sign checks or handle significant monetary transactions for Tulsa Hub shall be bonded.

**Section 4. 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 appropriate Board authorization, the President, Vice President, Treasurer, CEO, or other properly authorized agent of Tulsa Hub may enter into such loans or advances for Tulsa Hub. For such loans and advances the authorized agent(s) 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, Vice President, Treasurer, or CEO, or by such other person as the Board may determine. Checks over the amount of $1,000.00 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.

F. **No Power to Bind Individuals Personally.** No director, officer, advisory board member, volunteer, employee, or agent of Tulsa Hub shall have power to bind any director, officer, advisory board member, volunteer, employee, or agent of Tulsa Hub personally.

**Section 5. Gifts.** The CEO, COO, 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 6. 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 dollars ($200,000.00US), 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 7. 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 and COO shall be classified as employees and shall receive compensation and benefits in the amounts and in such manner as approved by the Board.

**Section 8. 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 9. 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 10. 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 11. 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 XI**
INDEMNIFICATION AND LEGAL STANDING

Section 1. Indemnification. Every Officer, Director, CEO, COO, 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 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.

ARTICLE XII

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 Executive Committee. The Executive Committee shall have the discretion to appoint counsel when said amendment(s) constitute a substantive change to the current Bylaws for an opinion as to the legality and appropriate wording of said amendment(s). A draft of the Amended Bylaws shall be presented to and voted on by the Executive Committee. Upon approval of 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 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 Amended Articles or law. Such amendment(s) shall be effective if and when
approved by the Board. Said vote requires two-thirds (⅔) of all voting Board members to pass.

Section 2. **All Prior Versions Superseded.** The above Amended Bylaws supersede all previous Bylaws of Tulsa Hub Syndicate.

Voted on and approved by at least two-thirds (2/3rds) of the Board Members on December 18, 2018.

Certified by:

__________________________  ________________________
Ric Munoz, President  Julie Etchison, Secretary

[END OF DOCUMENT]

**EXHIBIT ‘A’**

TULSA HUB SYNDICATE
CONFLICT OF INTEREST POLICY¹

Article I

Purpose

The purpose of this conflict of interest policy is to protect Tulsa Hub Syndicate’s (“Organization”) tax-exempt status as a 501(c)(3) charitable corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person
Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested Person.

2. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

   A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

   B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

   C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

¹ In substantial compliance with the mandates of the Internal Revenue Code as it applies to conflict of interests within and without a charitable corporation and fulfills the requirements of IRS Form 990.
1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors in considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the meeting while the determination of a conflict of interest is discussed and voted upon by the board.

3. Procedures for Addressing the Conflict of Interest

   A. An interested person may make a presentation at the board meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   
   B. The President shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
   
   C. After exercising due diligence, the board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   
   D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable.

4. Violations of the Conflicts of Interest Policy

   A. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

   B. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
Records of Proceedings

The minutes of the board shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board’s decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

A voting member of the board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and key employee(s) shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment of payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

[END OF EXHIBIT A]
CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE STATEMENT

Part 1: Conflicts of Interest Certification

Name: _________________________________________________________
Board Position: __________________________________________________

Certification

By signing this form below, I hereby certify that:

1. I have received a copy of the Organization’s Conflicts of Interest policy;
2. I have read and understand the policy;
3. I agree to comply with the policy;
4. I agree to report promptly any changes in the information reported on this form, or any new information relevant to a conflict of interest; and
5. I understand that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in the activities that accomplish one or more of its exempt purposes and not engage in activities and transactions that provide impermissible benefits to individuals or entities.

Conflict of Interest Disclosure

_______ (initial) I have nothing to report
_______ (initial) I have the following matters to report:

___________________________________________________________________________________________
_________________________________________________________________

For the purposes of determining possible future conflicts of interest, please specify other nonprofit and for-profit businesses for which you or a family member is an officer, a director, or majority shareholder:

___________________________________________________________________________________________
_________________________________________________________________

Please list your employer as well as the name of any businesses you or a family member own:

___________________________________________________________________________________________
_________________________________________________________________

2 In substantial compliance with the mandates of the Internal Revenue Code as it applies to conflict of interests within and without a charitable corporation and fulfills the requirements of IRS Form 990.
I hereby certify that the information set forth above is true, correct, and complete to the best of my knowledge.

Signature: ________________________________________    Date: ______________________

Part II - Annual Independence Questionnaire

1. Payments by the Organization: Have you been compensated as an officer or employee of this Organization since the beginning of the Organization’s most recently completed tax year?    No ______    Yes ______

2. If “Yes”, please describe such compensation:

___________________________________________________________________________________________
_________________________________________________________________

3. Payments by a Related Organization: Have you been compensated as an officer or employee of a Related Organization since the beginning of the Organization’s most recently completed tax year?    No ______    Yes ______

4. If “Yes”, please describe such compensation:

___________________________________________________________________________________________
_________________________________________________________________

5. Payments to Independent Contractors: Have you received total compensation or other payments in excess of $10,000 from the Organization or from a Related Organization as an independent contractor, other than reimbursement of expenses under an accountable plan or reasonable compensation for services provided in the capacity as a member of the governing body, since the beginning of the Organization’s most recent tax year?    No ______    Yes ______

6. If “Yes”, please describe such compensation:

___________________________________________________________________________________________
_________________________________________________________________

7. Family Relationship: Have any of your family members been employed as an officer, director, trustee, or key employee of the Organization since the beginning of the Organization’s most recently completed tax year?    No ______    Yes ______

8. If “Yes”, please describe such business relationship:

___________________________________________________________________________________________
_________________________________________________________________

9. Employment Business Relationship: Have you, or any of your family members, been employed since the beginning of the Organization’s most recently completed tax year by either a sole proprietorship or an organization with which an officer, director, trustee, key employee or greater-than-35% owner of the Organization is association?    No ______    Yes ______

10. If “Yes”, please describe such business relationship:
11. Transaction Business Relationship: Have you, or any family member, directly or indirectly, made one of more contracts of sale, lease, license, loan, performance services, or other transaction involving transfers of cash or property valued in excess of $10,000 in the aggregate with an officer, director, trustee or key employee of the Organization since the beginning of the Organization’s most recently completed tax year? No _______ Yes _______

12. If “Yes”, please describe such business relationship:

___________________________________________________________________________________________
_________________________________________________________________

13. Investment Business Relationship: Have you, or any family member, been a greater-than-10% owner of the same business or investment entity as any officer, director, trustee, or key employee of the Organization since the beginning of the most recent tax year?
No _______ Yes _______

14. If “Yes”, please describe such relationship:

___________________________________________________________________________________________
_________________________________________________________________

15. Other Relationships: Are there any other transactions or relationships that are not addressed elsewhere in the Disclosure Statement involving you or any family member that could affect your ability to exercise independent judgment in making decisions as a member of the Organization? No _______ Yes _______

16. If “Yes”, please describe such other relationships:

___________________________________________________________________________________________
_________________________________________________________________

By signing below, I affirm that my answers to the foregoing questions are true and accurate to the best of my knowledge. I understand that the Organization will rely on my answers in completing IRS Form 990. I will promptly advise the Organization if, after the date hereof, I become aware of any information that would change my responses to this questionnaire.

Signature __________________________ Date ________________

[END OF EXHIBIT B]