

BYLAWS OF OKRA
THE OKLAHOMA RECYCLING ASSOCIATION
(6th Revision: May 2019)

ARTICLE I: NAME

The name shall be known as Oklahoma Recycling Association and will also be referred to as OKRA in this document.

ARTICLE II: BUSINESS LOCATION

The principal office of OKRA in the State of Oklahoma shall be located in the City of Tulsa, County Tulsa. OKRA may have other offices as the Board of Directors may determine or as the affairs of OKRA may require. OKRA is incorporated in and subject to the jurisdiction of the State of Oklahoma.

ARTICLE III: PURPOSE

- 3.1 The purpose of OKRA is to improve the business of recycling by providing education and advisory services about sound solid waste management, including reduction, reuse, and recycling. It is designed to serve as a central communication point for exchange among business, government entities and citizens about recycling.
- 3.2 OKRA is not for profit and does not afford pecuniary gain to its members. Notwithstanding other language, statements, recitals or later adopted bylaws, these purposes will be limited exclusively to exempt purposes within the meaning of section 501(c) 3 of the Internal Revenue Code.
- 3.3 O K R A is organized exclusively for charitable and educational purposes, including, distributions to organizations that qualify as exempt organizations under section 501(c) 3 of the Internal Revenue Code.
- 3.4 No part of the net earnings of OKRA shall be distributable to its Members, Trustees, Officers, or other private persons, except that OKRA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of OKRA shall be the carrying on of propaganda, or otherwise, and OKRA shall not participate in, or intervene in a political campaign. OKRA 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 Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code.

ARTICLE IV: MEMBERSHIP

- 4.1 **Eligibility.** Individuals, businesses, public institutions, membership organizations and other groups that support the goals of OKRA shall be eligible for membership.
- 4.2 **Membership.** OKRA shall have two (2) types of memberships, Active and Honorary. Memberships are not transferable or refundable.
- 4.3 **Active Members.** Active Members shall be those persons or organizations that have paid their membership fees. All Members of the Board of Directors are required to be Active Members of the

organization. When a membership is held in the name of a company, partnership, government or other organization, one person shall be designated as the voting representative and shall receive all communications from the organization.

- 4.4 **Honorary Members.** Honorary members are persons or organizations selected by the Board of Directors under terms and conditions determined by the Board. These are non-voting memberships.
- 4.5 **Voting Rights.** Each Board Member shall be entitled to vote as determined by the Board of Directors on each matter submitted to a vote.
- 4.6 **Termination of Membership.** The Board of Directors, by affirmative vote may suspend or terminate a membership for just cause.
- 4.7 **Resignation.** Any member may resign their membership by filing a written or verifiable electronic notice resignation with the Secretary or President, but such resignation shall not relieve the member of the obligation to pay previously accrued debt.
- 4.8 **Reinstatement.** Upon written request signed by a former member and filed with the secretary, the Board of Directors, by a majority vote, may reinstate membership upon terms that the Board of Directors may deem appropriate.
- 4.9 **Discrimination.** Membership in the Corporation, the Board of Directors, or participation in any activity of the Corporation, shall not be denied or abridged to any individual based on race, age, gender, national origin, disability, religious preference or sexual orientation, or any other protected class.

ARTICLE V: MEETINGS OF BOARD MEMBERS

- 5.1 **Regular Board Meetings.** There will be a minimum of four (4) regularly scheduled board meetings each year. The annual schedule of board meetings will be established each year by the Executive Committee. The agenda of each meeting will state the date, time and location of the next regularly scheduled meeting. Regular Board Meetings are open to all members.
- 5.2 **Special Board Meetings.** Special meetings of the Board of Directors may be called by the President or by the written request of two (2) members of the Board of Directors.
- 5.3 **Place of Board Meeting.** The Board of Directors may designate any place as the place of meeting.
- 5.4 **Notice of Board Meetings.** Written or printed notice stating the place, day and hour of any meeting shall be delivered either personally, electronically, by mail to each voting member, not less than 48 hours before the day of such meeting, by or at the direction of the President, or the Secretary, or the Officer(s) calling the meeting. In the case of a special board meeting, the purpose(s) for which the meeting is called shall be stated in the notice.

ARTICLE VI: BOARD OF DIRECTORS

- 6.1 **General Powers.** The business affairs, setting policy and property of OKRA shall be entrusted to and governed by the Board of Directors.
- 6.2 **Composition.** The Executive Board will consist of four (4) Members, and At Large Board Members shall consist of between 3 and 10 members. All Board Members must be an active member in good standing of OKRA and reside and/or work in the State of Oklahoma.

- 6.3 **Election to Board.** A slate of Directors shall be presented every two years for vote.
- 6.4 **Term.** The term of office for any member of the Board of Directors shall be two (2) years. A member may serve for three (3) consecutive terms. Any individual who has served three (3) consecutive terms may be eligible for re-election as a board member after a period of one (1) year.
- 6.5 **Quorum.** A simple majority of the Board of Directors shall constitute a quorum.
- 6.6 **Resignation.** Any Board member may resign their membership by presenting a written or verifiable electronic notice resignation with the Secretary or President, but such resignation shall not relieve the member of the obligation to pay previously accrued debt.
- 6.7 **Vacancies.** Any vacancy shall be filled by the Board of Directors. A n elected Board Member shall serve the balance of the unexpired term.
- 6.8 **Remuneration.** Board Members shall not receive directly or indirectly, any remuneration from his position on the Board.
- 6.9 **Conflict of Interest:** All voting members of the Board shall sign and abide by OKRA's Conflict of Interest Policy and shall be provided a copy of said policy along with a copy of these bylaws.
- 6.10 **Absenteeism of Directors.** Any Executive Board Member missing more than two (2) regularly scheduled meetings per year shall be recognized as a voluntary resignation from the Board; unless the absences have been due to circumstances known to the Board President and approved by the Executive Board.
- 6.11 **Removal of Board Member.** Any Board Member may be removed for just cause by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VII: OFFICERS

- 7.1 **Officers.** The officers of OKRA shall be President, Vice President, Secretary and Treasurer. Other officers may be elected in accordance with the provisions of this article.
- 7.2 **Election and Term of Office.** The officers of OKRA shall be nominated, approved by the Board of Directors and elected at the last regularly scheduled meeting of the year. New offices may be created and filled at a n y meeting of the Board of Directors. Each Officer shall hold office until his successor has been duly elected, death occurs, or until the officer resigns or has been removed in the manner herein provided. All Officer positions shall be for two years.
- 7.3 **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of OKRA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.
- 7.4 **Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.
- 7.5 **President.** The President shall be the principal executive officer of OKRA. He shall preside at all meetings of the Board of Directors, appoint all regular and special committees and task forces, and serve as an ex-officio member of all such committees and task forces. He may sign, with the Secretary any instruments which the Board of Directors have authorized and approved to be executed. To be eligible to serve as President, the nominee must have served on the Executive Committee within the previous year.
- 7.6 **Vice President.** In the absence of the President or in the event of his inability to act, the Vice President shall perform the duties of the President. The Vice President shall be responsible to give regular

reports for all committees to the executive committee. The Vice President shall ascend to the office of President if that office becomes vacant and shall serve the unexpired term.

- 7.7 **Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and other financial records of OKRA; receive and give receipts for moneys due and payable to the Corporation, and deposit money in the name of OKRA as shall be selected in accordance with the provisions of Article 9 of these bylaws; and perform all the duties incident to the office of Treasurer. The Treasurer shall cause a regular audit to be performed on behalf of OKRA.
- 7.8 **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of OKRA records and of the seal of OKRA and see that the seal of OKRA is affixed to all legal documents, the execution of which on behalf of OKRA; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the Board of Directors.

ARTICLE VIII: COMMITTEES

- 8.1 **Committees of Directors.** The Board of Directors may make recommendations to the President, one or more Committees, each of which shall consist of one or more Directors to the extent provided in said resolution, shall exercise the authority of the Board of Directors in the management of OKRA; but the designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of responsibility imposed upon it or him by law.
- 8.2 **Executive Committee.** The Executive Committee shall comprise of President, Vice President, Secretary and Treasurer. The Executive Committee shall be responsible for identifying policy and proposing change(s) to the Board of Directors. The designation of this Committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.
- 8.3 **Nominations Committee.** The Nominations Committee members shall be appointed by the President. It shall be chaired by an Officer designated by the President and shall consist of four Active Members. Active Members are not required to be Members of the Board of Directors. The Committee shall meet as necessary to nominate Members to the Board of Directors. The Committee Chairman shall present notice of nominations for Board of Directors' positions in a regular meeting notice. Nominations shall be submitted for vote at such meeting.
- The Nominations Committee shall also identify a slate of officers for election by the Board of Directors, abiding by the requirement set forth in Article VI. This Committee shall present its report at the regular meeting of the Board of Directors at which the election is to take place, and present only the names of active Directors who have consented to serve if elected.
- 8.4 **Other Committees.** Other committees exercising the Authority of the Board of Directors in the management of OKRA may be designated by a resolution adopted by a majority of the Directors present at a meeting. Any such committee shall be chaired by a member of the Board of Directors and approved by the Board of Directors. Such Chairman shall be responsible for setting and leading meetings, recruiting members for committee participation, and give an oral report to the Board of Directors regarding committee activities.
- 8.5 **Chairman.** One member of each committee shall be appointed Chair by the Board of Directors designating a committee, a majority of Committee members shall constitute a quorum and any action taken at a meeting at which a quorum is present shall be the action of the entire committee.

- 8.6 **Rules.** Each committee shall adopt rules for its own government consistent with these bylaws or with rules adopted by the Board of Directors. Board meetings will be governed by Robert's Rules of Order.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 9.1 **Contracts.** The Board of Directors may authorize, by a majority vote and confined to the specification of the vote, any officer or officers, agent or agents of OKRA, to enter into a contract or execute or deliver any instrument in the name of and on behalf of OKRA. The contract or delivery of any instrument being considered must be presented to OKRA in its entirety before a vote is taken.
- 9.2 **Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of OKRA, shall be signed by the Treasurer and approved by the President or Vice President of OKRA.
- 9.3 **Deposits.** All funds of OKRA shall be deposited in a timely manner to the credit of OKRA in banks, trust companies, or other depositories as the Board of Directors selects.
- 9.4 **Gifts.** The Board of Directors may accept on behalf of OKRA any contribution, gift, bequest, or devise for the general purpose or for any special purpose of OKRA authorized by these bylaws and in accordance with the 501(c)(3) guidelines.

ARTICLE X: BOOKS AND RECORDS

OKRA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the name and address. All books and records of OKRA may be inspected by any Member, or his agent or attorney at any reasonable time.

ARTICLE XI: OTHER FINANCIAL MATTERS

- 11.1 OKRA shall adhere to Generally Accepted Accounting Principles (GAAP) and take the necessary steps to maintain appropriate methods and practices to remain in compliance with the practices of a 501(c)(3) non-profit corporation.
- 11.2 **Fiscal Year.** The fiscal year of OKRA shall begin on the first day of the first of January and end on the last day of December each year.
- 11.3 **Financial Statement.** Neither the Treasurer nor Secretary, nor any person with a financial interest in OKRA, shall be a signatory on any audit, review, or other document attesting to be an independent report or review regarding financial matters of OKRA.
- 11.4 **Finance Related Contact.** The President or Executive Board Member appointed by the President shall be the authorized designee for discussing tax and related matters with the IRS, the Oklahoma Tax Commission, or other governmental agency relating to financial or tax matters. The matter will be brought to the attention of the Board of Directors at the next regularly scheduled meeting unless a special meeting is called to discuss the same.
- 11.5 **Investment and Credit prohibited.** OKRA, and anyone acting on its behalf, is forbidden from obtaining credit, making loans, or undertaking investment activity outside of holding funds in an FDIC or NCUA interest bearing protected account/instrument, except for PayPal utilization.

- 11.6 **Disclosure of Finances.** The finances of OKRA shall be made available to any Officer or Director upon request. This shall include income or donations as well as expenditures. Documentation supporting the underlying transaction shall be made available for inspection.
- 11.7 **Donation Receipt.** Each donation to OKRA shall be met with a letter recognizing the contribution signed by a person authorized by the Board advising of the possible tax exemption of any such donation in accordance with the current 501(c)3 status of OKRA and IRS guidelines.
- 11.8 **Whistleblowing.** No Director, Officer, Committee Member, Employee, or other member shall be removed from office, admonished, or otherwise punished for "whistle blowing" on illegal activity or questioning possible misconduct, financial or otherwise, relating to OKRA.

ARTICLE XII: DUES

- 12.1 **Annual Dues.** The Board of Directors may determine the amount of annual dues payable to OKRA by Members.
- 12.2 **Payment of Dues.** Dues shall be payable at any point in the calendar year and are valid for the calendar year in which they are paid, regardless of when paid. Renewal opportunities will be given to members at the beginning of each calendar year.
- 12.3 **Default and Termination of Membership.** When any member shall be in default in the payment of dues for a period of four months from the beginning of the calendar year his membership may be terminated by the Board of Directors in the manner provided in Article IV of these bylaws.

ARTICLE XIII: CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of OKRA and the words "Corporate Seal OKRA."

ARTICLE XIV: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of the Directors present at any regular meeting or at any special meeting, if at least 14 days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. We, the undersigned, being all members of OKRA, hereby assent to the foregoing bylaws and adopt them as the bylaws of said corporation. Any new bylaws adopted must adhere to IRS and Oklahoma state guidelines to maintain 501(c)(3), not for profit status.

ARTICLE XV: DISSOLUTION

The Board of Directors may call for dissolution of OKRA. Upon the dissolution of OKRA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or shall be distributed to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of OKRA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These BYLAWS governing OKRA are adopted this 17 day of MAY, 2019, by a unanimous vote of the Board of Directors.

Maureen Turner

V. President of OKRA Signature

MAUREEN TURNER

Printed Name

S. Giacomo

Secretary of OKRA Signature

Stephanie Giacomo

Printed Name

AFFIX CORPORATE SEAL