

OKC PC USERS GROUP, INC.
also known as the COMPUTER CLUB OF OKLAHOMA CITY, INC.

ARTICLE I - NAME AND PURPOSE	4
Section 1. Name.	4
Section 2. Purpose.	4
ARTICLE II – OFFICES	4
Section 1. Offices.	4
ARTICLE III - MEMBERSHIP	4
Section 1. Application for Membership.	4
Section 2. Classes of Membership	4
Section 3. Term of Membership.	5
Section 4. Qualifying for Class of Membership	5
Section 5. Voting Rights.	5
ARTICLE IV - MEMBERSHIP DUES	6
Section 1. Dues.	6
Section 2. Payment of Dues.	6
Section 3. Waiver of Dues	6
Section 4. Refunds.	6
ARTICLE V - MEETING OF MEMBERS	6
Section 1. Annual Meeting.	6
Section 2. Regular Meetings.	6
Section 3. Special Meetings	6
Section 4. Place of Meetings	7
Section 5. Notice of Special Meeting	7
Section 6. Quorum	7
ARTICLE VI - BOARD OF DIRECTORS – GENERAL INFORMATION	7
Section 1. General Powers	7
Section 2. Number and Qualifications	7
Section 3. Tenure	7
Section 4. Compensation	8
Section 5. Regular Meetings	8
Section 6. Special Meeting	8
Section 7. Notice	8
Section 8. Quorum	8
Section 9. Manner of Acting	8
Section 10. Vacancies	9
Section 11. Removal	9
Section 12. Indemnification	9
Section 13. Orientation Meeting	9
Section 14. Transition of Board of Directors	9
Section 15. Materials	9
ARTICLE VII-OFFICERS	10
Section 1. Officers	10
Section 2. Election and Term of Office	10

Section 3. President _____	10
Section 4. Vice President of Operations _____	10
Section 5. Treasurer _____	11
Section 6. Secretary. _____	11
Section 7. Membership Chairperson _____	11
Section 8. Surety Bond _____	11
ARTICLE VIII - DIRECTORS _____	12
Section 1. Immediate Past President _____	12
Section 2. Programs Director _____	12
Section 3. Study Group Director _____	12
Section 4. Special Events Director _____	12
Section 5. Legal Director _____	12
Section 6. Media Director _____	12
Section 7. Associated Organization Coordinator _____	13
ARTICLE IX - ELECTIONS _____	13
Section 1. Time of Elections _____	13
Section 2. Candidates _____	13
Section 3. Nominating Committee _____	13
Section 4. Notice to Membership _____	13
Section 5. Nominations from the Floor or by Petition _____	13
Section 6. Election Procedures _____	13
Section 7. Disputes _____	14
Section 8. Absentee Ballots _____	14
Section 9. Election Committee _____	14
Section 10. Staggered Offices _____	14
ARTICLE X - COMMITTEES _____	14
Section 1. Special Committees _____	14
Section 2. Standing Committees _____	14
Section 3. Term of Office on Committee _____	15
ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS _____	15
Section 1. Contracts _____	15
Section 2. Checks and Drafts _____	15
Section 3. Deposits _____	15
Section 4. Gifts _____	15
ARTICLE XII - FISCAL YEAR _____	15
Section 1. Period _____	15
Section 2. Financial Statements _____	15
Section 3. Reports _____	16
ARTICLE XIII - PARLIAMENTARY AUTHORITY _____	16
Section 1. Standing Rules _____	16
ARTICLE XIV - WAIVER OF NOTICE _____	16
Section 1. Waiver _____	16
ARTICLE XV - AMENDMENTS TO BYLAWS _____	16
Section 1. Amendments _____	16
ARTICLE XVI - DISSOLUTION _____	16
Section 1. Dissolution _____	16

ARTICLE XVII - GROUP CODE OF ETHICS	16
Section 1. Scope	16
Section 2. Conflict of Interest	17
Section 3. Disclosure	17
Section 4. Abstention from Voting	17
Section 5. Group Fund Raising	17
Section 6. Reimbursement of Expenses	17
ARTICLE XVIII - MEDIA PROVISIONS	18
Section 1. Media Rights	18
ARTICLE XIX - PROHIBITED ACTIVITIES	18
Section 1. Prohibited Activities	18
ARTICLE XX - MISCELLANEOUS	18
Section 1. Registered Agent	18
Section 2. Association with other Organizations	18
Section 3. Affiliation with another Organization	18
Section 4. Effective Date of Bylaws	18

OKC PC USERS GROUP, INC.
also known as the COMPUTER CLUB OF OKLAHOMA CITY, INC.

ARTICLE I - NAME AND PURPOSE

Section 1. Name.

The name of this organization shall be the OKC PC Users Group, Inc. (OKCPCUG, Inc), also known as the Computer Club of Oklahoma City, Inc., (CCOKC), and hereinafter referred to as the Group

Section 2. Purpose.

Its purpose shall be to educate and inform persons interested in personal computer systems and related technologies. The Group shall provide learning opportunities about current hardware and software, encourage computer literacy, demonstrate them and educate members about related technologies.

ARTICLE II – OFFICES

Section 1. Offices.

The office of the Group shall be located in the Oklahoma City, Oklahoma, metropolitan area. The Group may have such other offices either within or without the Oklahoma City, Oklahoma, metropolitan area as the Board of Directors may determine.

ARTICLE III - MEMBERSHIP

Section 1. Application for Membership.

The Board of Directors shall decide the form and manner in which application shall be made.

Section 2. Classes of Membership

The Classes of Membership shall be as follows:

Regular - Regular members shall be entitled to vote in Group elections, hold office and shall enjoy all other rights and privileges of membership.

Lifetime - Lifetime members shall be entitled to vote in Group elections, hold elective office and shall enjoy all other rights and privileges of membership. A lifetime membership may be purchased for a one-time fee.

Senior - Senior members must qualify for Senior status as determined by the Board of Directors. They shall be entitled to vote in Group elections, hold elective office and shall enjoy all other rights and privileges of membership.

Student - Student members must currently be attending a public or a private school or be home schooled. Student members, who are twenty-one (21) years of age or older,

shall be entitled to hold elective offices. Student members shall enjoy all other rights and privileges of membership including the right to vote in Group elections.

Family - A family membership is a joint membership entitling a married couple to join the Group at a discounted membership rate. Each member shall be entitled to vote in group elections, hold elective office and shall enjoy all other rights and privileges of membership.

Associated Organization Coordinator – the Board of Directors may admit an associated organization to membership of the group and the coordinator shall be elected from the Group with all the rights and privileges of membership and be a voting member of the Board of Directors.

Associate - The Board of Directors may grant any person an Associate membership who shall have all the rights and privileges of a member except the right to vote in elections, hold office or serve on the Board of Directors.

Meritorious - A person who has demonstrated exemplary support of the Group shall be eligible for membership as a meritorious member. The Board of Directors shall determine the type of meritorious membership to be granted which can be for a limited time or for a lifetime. Meritorious members shall have all of the rights and privileges of a regular member except for the obligation to pay dues.

Honorary - The Board of Directors may grant any person an honorary membership who shall have all the rights and privileges of a member except the right to vote in elections, hold office or serve on the Board of Directors. Honorary members shall have no obligation to pay dues.

Section 3. Term of Membership.

The initial term of all classes of membership, except Lifetime, is for a period of twelve months from the member's month of joining. A member's anniversary month of joining is the month in which the member's application is accepted and membership dues have been paid in full. Renewal terms are for periods of twelve months from the member's anniversary month. A membership shall lapse if not renewed prior to or during the member's anniversary month. The term of membership of a Lifetime member shall cease upon the death of the member, the resignation of the member, or the termination of the membership by the Board of Directors.

Section 4. Qualifying for Class of Membership

New members may join under any class of membership for which they qualify. Renewal members may renew their membership under any class of membership for which they qualify.

Section 5. Voting Rights.

Each member whose dues are currently paid in full and who is otherwise in good standing shall be entitled to one vote on each matter submitted to a vote of the members unless otherwise provided in the Certificate of Incorporation or these Bylaws.

Section 6. Transfer and Termination

Membership in the Group is not transferable. Membership shall terminate upon the occurrence of any of the following events: by death, by resignation with written notice to the Board of Directors, or by termination for cause. Grounds for termination of membership for cause shall include noncompliance with these Bylaws or for conduct that is contrary to the best interests of the Group as determined by the Board. The President shall serve the Notice of the grounds for termination on such member personally or by Certified mail with Return Receipt Requested at his/her last known address. The Board of Directors shall give the member due opportunity to be heard prior to any termination. A terminated member may apply for reinstatement of membership after a period of one year from the date of the notice of termination. Reinstatement of membership shall be decided on a case by case basis by the Board of Directors.

ARTICLE IV - MEMBERSHIP DUES

Section 1. Dues.

The Board of Directors shall determine the amount of the dues payable to the Group by the members.

Section 2. Payment of Dues.

Dues shall be payable as provided by the Board of Directors. Dues must be paid by the end of the member's anniversary month.

Section 3. Waiver of Dues

In meritorious individual cases, the Board of Directors may waive the dues for a period of time as determined by the Board.

Section 4. Refunds.

There shall be no refund of membership dues to a member for any unexpired portion of a membership.

ARTICLE V - MEETING OF MEMBERS

Section 1. Annual Meeting.

An annual business meeting during the month of November of each year shall be held for the purpose of conducting business of the Group and ratifying actions of the Board. The election of Officers and Directors shall be held at this meeting.

Section 2. Regular Meetings.

In addition to the annual meeting, regular meetings shall be held monthly at such times and places as determined by the Board of Directors.

Section 3. Special Meetings

The President, a majority of the Board of Directors, or one-tenth of the membership having voting rights, may call special meetings of the members. The call for such meeting shall specify the purpose of the meeting. Any business conducted at such meeting shall be limited to the purpose specified in the call for such meeting.

Section 4. Place of Meetings

The Board of Directors shall designate the place of meetings. If no designation is made, or if a special meeting is called, the place of meeting shall be the regularly scheduled meeting site of the Group. No meetings shall be held outside the Oklahoma County without the consent of the Board of Directors.

Section 5. Notice of Special Meeting

Notice of meetings shall be published in the Group's publication(s). Written notice shall be given by email addressed to the member at his/her most current email address as it appears in the records of the Group. Notice of the meeting shall be deemed delivered when sent. Returned emails of members due to incorrect or unknown address are considered sent. The notice shall state the subject, place, date, and time of any special meeting of members in which the vote of the members is required and shall be sent to each member entitled to vote at such meeting not less than 10 nor more than 30 days before the date of such meeting.

Section 6. Quorum

A quorum shall be required to conduct business at any meeting of the general membership. Five percent of the voting membership shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may continue the meeting at a later date and time. At the close of the original meeting, the date and time of the continued meeting shall be announced and shall fulfill all notice requirements for the continued meeting. At any continued meeting at which at least five percent of the voting membership is present, any business transacted at the continued meeting shall be restricted to business scheduled for the original meeting.

ARTICLE VI - BOARD OF DIRECTORS – GENERAL INFORMATION

Section 1. General Powers

. The Board of Directors shall manage all business affairs of the Group.

Section 2. Number and Qualifications

The Board of Directors shall consist of 5 Officers and 7 Directors. Officers shall include President, Vice President of Operations, Secretary, Treasurer and Membership. The seven Directors shall consist of the Immediate Past President whose term is the same as that of the President and who is neither elected nor appointed, Programs Director, Legal Director, Study Group Director, Media Director and Special Event Director, all elected by the Group; and one member who represents any associated group per Article XXII, Section 2. Only members twenty-one (21) years of age or older, who are qualified to vote and are in good standing, shall serve on the Board of Directors. A paid independent contractor or employee may not serve on the Board of Directors.

Section 3. Tenure

Members of the Board of Directors, with the exception of the President and the Immediate Past President shall hold office for a term of two years or until his/her successor shall have been elected and qualified. The President shall hold office for a

term of one year and shall be limited to two terms in any six year period after which that party must wait a period of six years before again being nominated for the Office of President. The term of the Immediate Past President is the same as that of the President. All other Board members may not serve more than six years on the Board without a one year break. The Associated Organization coordinator, with Board approval, may serve on the Board as long as that organization continues to be associated with The Group.

Section 4. Compensation

A board member shall not receive any salary or other compensation for his/her service as an officer or director. Expenses incurred on behalf of the Group by an officer or director may be reimbursed with the approval of the Board of Directors if supported with proper documentation. Volunteer incentive programs shall not be considered salary or compensation. Board members shall not receive commissions based upon advertising revenues of any of the Group publications.

Section 5. Regular Meetings

The Board of Directors shall provide by resolution the place and time for the regular monthly meetings of the Board without notice other than such resolution. Such meetings shall not be held outside of the Oklahoma City metropolitan area without the consent of the Board of Directors.

Section 6. Special Meeting

The President or any three members of the Board of Directors may call special meetings of the Board of Directors. The place of any special meeting shall be the regular meeting place of the Board or any such alternate location as approved by the Board.

Section 7. Notice

Notice of any special meeting of the Board of Directors shall be given at least 5 days prior thereto by email to each Board member at the email address of record as shown by the current records of the Group and shall be deemed delivered when sent. Those returned for lack of correct address shall be deemed as sent. The notice shall specify the date, time and location of the meeting, the business for which the meeting is called and the meeting shall be limited to the business as specified in the notice. The person(s) calling the meeting are responsible for providing notice.

Section 8. Quorum

A quorum shall be required by the Board of Directors to conduct business at any meeting. A minimum of one-half of the Board of Directors, including one or more officers, shall constitute a quorum for the transaction of business at any meeting of the Board. This quorum shall be maintained throughout the meeting. If less than a Quorum is present at or throughout said meeting, a majority of the Board Members present may continue the meeting to another date and time.

Section 9. Manner of Acting

A majority of the Board of Directors present at a meeting at which a quorum is present shall be deemed an act of the Board of Directors, unless a greater number is required

by statute, these Bylaws or the Certificate of Incorporation. A Board member must vote in person. Proxy or by absentee ballot voting is not permitted.

Section 10. Vacancies

Vacancies in an elected office of the Board of Directors, with the consent of the potential nominee, may be nominated by any member of the Board and shall be elected by a majority vote of the Board of Directors. An Officer or Director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office

Section 11. Removal

Any Officer or Director may be removed for cause by a two-thirds vote of the members present and qualified to vote at any duly constituted meeting of the members where a quorum is present. Any Officer or Director may also be removed for cause by a two-thirds vote of the full Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Violation of the Group Code of Ethics or missing three (3) consecutive, unexcused board meetings shall constitute cause for removal. The Board of Directors shall establish written procedures to be followed in removing a Board member.

Section 12. Indemnification

Any member of the Board of Directors shall be indemnified by the Group against any liability incurred in connection with the performance of his/her duties unless such liability arises from the gross negligence, willful neglect, misfeasance or malfeasance of that member. In addition thereto, the Board of Directors may authorize the purchase of an officers' and directors' liability insurance policy.

Section 13. Orientation Meeting

The members of the incoming and outgoing Board of Directors shall meet during the month of December during each calendar year for completion of old Board business and an orientation meeting. All newly elected and previous Board members and Committee Chairpersons shall attend the morning session which shall be a business meeting followed by an orientation session. The orientation session shall include the topics of duties and fiduciary responsibilities of the Board of Directors and shall be conducted by the current President and Legal Committee. The afternoon session, conducted by the incoming Board, shall be an organizational meeting, conducted by the incoming President, at which time the incoming Board and Committee Chairpersons shall discuss ideas, plans, goals and other organizational activities of the Group.

Section 14. Transition of Board of Directors

The Officers and Directors of the Board shall take office as of January 1.

Section 15. Materials

Any materials related to the office or position of outgoing Board members, with the exception of the Treasurer, shall be turned over to his/her successor in office no later than January 1. The records of the Treasurer shall be turned over as soon as the books can be closed for the preceding year but no later than February 15.

ARTICLE VII-OFFICERS

Section 1. Officers

The Officers of the Group shall be President, Vice President of Operations, Secretary, Treasurer and Membership Chairperson. Officers shall have the authority and duties prescribed in these Bylaws and shall have the authority to perform the duties prescribed by the Board of Directors. An Officer shall be twenty-one (21) years or older and a voting member in good standing.

Section 2. Election and Term of Office

The Officers of the Group shall be elected by the members at the annual business meeting of the members held in November with the newly elected slate taking office on January 1. Each Officer, with the exception of the President, shall serve a term of two (2) years and may serve more than one term in office but not more than six years without a one year break before again seeking nomination for any position on the Board. Vacancies on the Board shall be filled by a majority vote of the Board of Directors. Each Board member shall hold office until his/her successor shall take office. Persons appointed to fill vacancies shall serve for the remainder of the unexpired term.

Section 3. President

Members of the Group shall elect the President for a one-year term. To qualify for nomination to this position, that party shall previously have served two years as a member of the Group's Board of Directors. He/she shall be elected for a one-year term and shall be limited to two terms in a six-year period. After his/her completion of the second year in office, a candidate for the Office of President must wait 6 years before again standing for election to this position.

He/she shall be the principal executive officer of the Group. Subject to the direction and control of the Board of Directors, he/she shall be in charge of the business affairs of the Group, shall implement the resolutions and directives of the Board of Directors except in those instances in which the responsibility is assigned to some other person by the Board of Directors, shall chair any election committee and in general, shall discharge all duties incident to the office of President and such other duties as prescribed by the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors, may execute for the Group any contracts or other documents which the Board of Directors have authorized and may accomplish such execution either under or without the seal of the Group according to the requirements of the form of the instrument.

Section 4. Vice President of Operations

The Vice President of Operations, elected to a two-year term to begin in an odd numbered year by the members of the Group, shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as may be assigned to him/her by the President. In the absence of the President, the Vice President of Operations shall perform the duties of the President. When so acting in that capacity he/she shall have all the powers of and be subject to all restrictions upon the President. Unless otherwise directed by the Board of Directors, the Vice President of

Operations shall be responsible for the inventory and control of the tangible assets of the Group, including but not limited to, the operations of the Resource Center.

Section 5. Treasurer

The Treasurer, elected to a two-year term to begin in an odd numbered year by the members of the Group, shall be the principal accounting and financial officer of the Group. He/she shall have charge of and be responsible for the maintenance of adequate books of account for the Group, have charge and custody of all funds and securities of the Group, be responsible for the receipt and disbursement therefore as approved by the Board of Directors, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the President or by the Board of Directors. He/she shall file all required government documents, including, but not limited to, income tax returns if not prepared by an accountant approved by the Board of Directors and shall comply with any auditing standards as adopted by the Board of Directors.

Section 6. Secretary.

he Secretary, elected to a two-year term to begin in an even numbered year by the members of the Group, shall record the attendance of Board meetings to include those present or absent and whether the absence was excused. Names of any visitors in attendance also shall be noted. He/She shall record minutes of any business meeting. He/she shall see that finalized notices including the agenda are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the records and seal of the Group and perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors. He/She shall record the number of abstentions from a vote.

Section 7. Membership Chairperson

The Membership Chairperson, elected to a two-year term to begin in an even numbered year by the members of the Group, chairs the Membership Committee. He/she shall keep records of membership divided by category, report on the income derived from each and keep a register of the post office and email address of each member as furnished by such member. In the absence of the President and the Vice President of Operations, the Membership Chairperson shall perform the duties of the President. When so acting, he/she shall have all the powers of and be subject to all restrictions upon the President.

Section 8. Surety Bond

If required by a majority of the Board of Directors, any Officer or Director shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of directors shall determine. The Group shall obtain and pay for the bond.

ARTICLE VIII - DIRECTORS

Section 1. Immediate Past President

The Immediate Past President, a non-elected party whose term coincides with that of the President, shall head the Nominations Committee and assist in any other activity as needed by the Board.

Section 2. Programs Director

The Programs Director, elected to a two-year term to begin in an even numbered year by the members of the Group, shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as may be assigned to him/her by the President or by the Board of Directors. The Programs Director shall be in charge of arrangements for the programs presented at the regular monthly meetings and provide written information about these programs to the Webmaster in time for that party to incorporate the information in the eMonitor and/or other Media.

Section 3. Study Group Director

The Study Group Director, elected to a two-year term to begin in an odd numbered year by the members of the Group, shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as may be assigned to him/her by the President or the Board of Directors. The Study Group Director shall solicit, train and coordinate leaders of the Study Groups, shall report attendance and any problems in any of the Study Groups and shall report on the activities of these groups at each meeting of the Board of Directors.

Section 4. Special Events Director

The Special Events Director, elected to a two-year term to begin in an even numbered year by the members of the Group, shall chair the Special Events Committee, shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors. The Special Events Director shall be in charge of scheduling all Special Events, enlisting volunteers and coordinating such other needs for said Special events as the Board may approve.

Section 5. Legal Director

The Legal Director, elected to a two-year term to begin in an odd numbered year by the members of the Group, shall chair the Legal Committee. He/she shall offer advice to the Board members individually or as a whole, based on information contained in the Group's Bylaws, Standing Rules and Robert's Rules of Order and shall defer any question beyond the scope of these documents to the Board with the suggestion that actual Legal advice be obtained.

Section 6. Media Director

The Media Director, elected to a two-year term to begin in an even numbered year by the members of the Group, shall chair the Media Committee with responsibilities for publishing the monthly eMonitor, maintaining the Club website and other associated duties.

Section 7. Associated Organization Coordinator

If any. The coordinator of any associated organization shall be a member of the Board of Directors.

ARTICLE IX - ELECTIONS

Section 1. Time of Elections

The members of the Board of Directors shall be elected at the annual business meeting of members as described in ARTICLE V hereof.

Section 2. Candidates

A candidate for elected office must be twenty-one (21) years or older and a voting member in good standing. A candidate cannot be nominated for or hold more than one position as an Officer or Director. A member of the Board of Directors may not be a candidate for another office if the term of the other office should overlap the current office of the member. However, a person may be a candidate for the office of President prior to completing his/her term on the Board of Directors with the exception that to qualify for the office of President he must have completed two full years in any position on the Board.

Section 3. Nominating Committee

The Nominating Committee shall consist of five (5) persons: the most recent available past president who shall serve as Chairman of the Nominating Committee and who shall appoint two persons from the general membership who are not currently on the Board of Directors. The current President shall appoint two members from the Board of Directors. The Nominating Committee shall prepare a slate of Officers and Directors, make an initial report thereof to the Board at the August Board meeting followed by a final report at the September Board meeting.

Section 4. Notice to Membership

The membership shall be furnished the names of the nominees proposed by the Nominating Committee no later than the posting of the October eMonitor on the Club website and posting at the same time a notice on the inside of the entrance and exit doors to the Group's facilities.

Section 5. Nominations from the Floor or by Petition

Additional nominations may be made at the October meeting. A nomination from the floor may be made by a member in good standing and must be seconded by at least one other member. Such nominations require the consent of the nominated person, either in person or in writing. In addition, nominations may be made by petition signed by at least three voting members and shall include the written consent of the nominated person. Nominations shall be closed at the end of the October regular meeting.

Section 6. Election Procedures

Each member whose membership is current on or before November 1 is qualified to vote by the showing of their current membership card and shall be entitled to cast one

vote for each office to be filled at the election. Board members shall be elected by receiving a plurality of the votes cast for that position. The Board shall establish written procedures of conduct for the election. A written ballot is required for any contested office and any nominee for a non-contested office shall be deemed elected without a written ballot. The number of abstentions should be recorded.

Section 7. Disputes

The Board of Directors shall decide any dispute with respect to election procedure, conduct, tabulation, certification or any other matter.

Section 8. Absentee Ballots

There shall be no Absentee ballots.

Section 9. Election Committee

The President shall chair the Election committee. At the October Board meeting he/she shall, with the approval of the Board, appoint an Election Committee to be responsible for all elections.

Section 10. Staggered Offices

With the exception of the President, the Immediate Past President and the Associate Organization Coordinator, if any, the following positions on the Board of Directors are two year terms. These terms are and shall remain staggered so that some shall be nominated and elected for terms beginning in an odd numbered year and the others shall be nominated and elected for terms beginning in even numbered years. Those with terms beginning in odd numbered years are: Vice President of Operations, Treasurer, Legal, and Study Group. Those with terms beginning in even numbered years are: Secretary, Membership, Media, Special Events and Programs.

For the first nominations and elections to take place after these Bylaws are approved, each candidate for a position shall only be nominated and elected for the time period of one or two years necessary to bring that position in conformity with that position as addressed in Section 10. Staggered Offices above.

ARTICLE X - COMMITTEES

Section 1. Special Committees

The President, with the consent of the Board of Directors, as may be deemed necessary, may designate such committees. Members of any such committee shall be members of the Group but, with permission of the Board, may seek advice as needed from outside sources. If permitted by these Bylaws, any member thereof may be removed by the person(s) authorized to appoint such member whenever the best interest of the committee shall be served by such removal.

Section 2. Standing Committees

The Standing Committees of the Group shall be identified in the Standing Rules of the Group. Each committee shall operate under its corresponding standing rule as approved by the Board of Directors. Members of any such committee shall be

members of the Group but, with permission of the Board, may seek advice as needed from outside sources. If permitted by these Bylaws, any member thereof may be removed by the person(s) authorized to appoint such member whenever the best interest of the committee shall be served by such removal.

Section 3. Term of Office on Committee

Each member of a committee may continue in such capacity until the committee completes its assigned duties or until the committee is dissolved, whichever comes first.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors shall authorize any officer or officers, agent or agents of the Group, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Group and such authority may be general or confined to a specific instance. A written contract, approved by the Board of Directors, is required for any employee or any independent contractor performing ongoing work for the Group.

Section 2. Checks and Drafts

All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Group shall be signed by such officer or officers, agent or agents of the Group and in such a manner as shall be determined by resolution of the Board of Directors. The President, the Treasurer, and two additional Board members as designated by the Board shall be authorized to sign checks. Two signatures are required for all checks. The payee on any check shall not sign that check. The Treasurer shall obtain a new signature card after the December General meeting and replace the old signature card on or about January 1 of the following year.

Section 3. Deposits

All funds of the Groups shall be deposited to the credit of the Group in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Group any contribution, gift, bequest or devise for any specific or non-specific purpose of the Group.

ARTICLE XII - FISCAL YEAR

Section 1. Period

The fiscal year for the Group shall be the calendar year.

Section 2. Financial Statements

The accounts and financial records of the Group shall be reviewed annually by an audit committee selected by the Board. The Audit committee shall consist of three

members. No more than one current Board member shall serve on this committee. If the Committee recommends and has Board approval, a certified audit shall be made.

Section 3. Reports

The report of the Audit committee shall be submitted to the Board of Directors within thirty (30) days of completion.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1. Standing Rules

The standing rules set forth by the Board of directors shall govern the Group in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. The latest approved standing rule(s) on a given topic shall have authority. If the Board's standing rules do not address a situation, than the most recent revision of Robert's Rules shall govern.

ARTICLE XIV - WAIVER OF NOTICE

Section 1. Waiver

Whenever any notice is required to be given under the provisions of the Act pursuant to which this Group is incorporated, or the Bylaws of the Group, or the Certificate of Incorporation, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

ARTICLE XV - AMENDMENTS TO BYLAWS

Section 1. Amendments

All proposals initiated and adopted by the Members, the Officers, or the Board of Directors to amend these Bylaws shall be given to all members at least thirty (30) days prior to the meeting at which the changes shall be voted upon. A two-thirds vote of the ballots cast is required to amend these Bylaws. Voting shall be by written ballot and voting by absentee ballots shall not be permitted.

ARTICLE XVI - DISSOLUTION

Section 1. Dissolution

In the event of termination of the Group, the remaining money and other assets of the Group shall be distributed to any organization or governmental entity in the Oklahoma Metropolitan area qualified under the provision of Section 501(c)(3) of the Internal Revenue Code, as amended. The Board of Directors shall determine the plan of dissolution.

ARTICLE XVII - GROUP CODE OF ETHICS

Section 1. Scope

All business conducted on behalf of the Group must be conducted in a manner which maintains the independence, reputation and integrity of the Group. A Group official as

used in this code includes any member of the Board of Directors and any committee member or representative appointed to conduct business on behalf of the Group.

Section 2. Conflict of Interest

A Group official shall avoid any situation that creates a conflict, or appearance of conflict, between the interests of the Group and any personal or business interest of a Group official.

Section 3. Disclosure

A Group official shall disclose to the Board of Directors any conflict of interest. A conflict of interest is present whenever a Group official has a material personal interest, either direct or indirect, in a proposed contract or transaction in which the Group may be a party. Such reporting shall be made promptly after such a Group official becomes aware of a potential or actual conflict of interest. This information shall be disclosed to the Board of Directors to determine any conflict of interest. Any candidate for elected office in the Group shall provide similar reporting upon the announcement of his/her candidacy.

Section 4. Abstention from Voting

A Group official shall not make or second a motion regarding the contract or transaction in which the conflict of interest is present and shall abstain from voting on the issue. The secretary shall duly record that such abstention occurred.

Section 5. Group Fund Raising

The Board of Directors shall approve all fund raising efforts, in advance. The Board of Directors shall approve any opportunities for Group sponsorship or participation in outside activities.

Section 6. Reimbursement of Expenses

The Group Treasurer shall make all reimbursement of expenses to Group officials for Group business. All reimbursements shall have appropriate documentation and be subject to the policies as established by the Board of Directors. Any expenditure in question shall immediately be brought before the Board.

Section 7. Compliance

All officials of the Group shall comply with the Bylaws and Standing Rules of the Group.

Section 8. Candidates for Office

A candidate for elected office shall be provided a copy of the Group's Code of Ethics and shall be required to acknowledge receipt of a copy by his/her signature. Previously elected Board members shall be provided a copy of the Group's Code of Ethics and shall be required to acknowledge receipt of a copy by his/her signature.

ARTICLE XVIII - MEDIA PROVISIONS

Section 1. Media Rights

The Group shall hold the publisher rights and intellectual property rights to any publication of the Group. A publication shall include any newsletter, magazine, Group web site or other electronic means and shall be governed by rules established by the Board of Directors.

Section 2. Advertising Policies

All advertising for publication shall be submitted to the Media Standing Committee. The Board of Directors shall establish rates for advertising and commissions paid for advertising.

ARTICLE XIX - PROHIBITED ACTIVITIES

Section 1. Prohibited Activities

Notwithstanding any other provision of these bylaws the Group 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(cX2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XX - MISCELLANEOUS

Section 1. Registered Agent

The Board of Directors shall designate a registered agent for the purpose of service of process and any other act required by law.

Section 2. Association with other Organizations

The Board of Directors may decide by majority vote to associate with a national or local organization. The definition of association is a relationship between two or more totally independent organizations usually with a liaison or coordinator serving between the organizations.

Section 3. Affiliation with another Organization

The Board of Directors may decide by majority vote to become a member of a national or local organization. The definition of affiliation is an organization associated with others of like interest under common control.

Section 4. Effective Date of Bylaws

These Bylaws shall take effect on the date they are approved by the Group.