

BYLAWS OF OKRA
THE OKLAHOMA RECYCLING ASSOCIATION
(4th Revision: 12/10/10)

ARTICLE I: NAME

1.01 The name shall be OKRA, the Oklahoma Recycling Association, and will be referred to hereinafter as OKRA.

1.02 The principal office of OKRA in the State of Oklahoma shall be located in the City of Tulsa, County Tulsa. The corporation may have such offices, either within or without the State of Oklahoma, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II: PURPOSE

OKRA is a non-profit corporation established to improve the business of recycling by providing education and referral services about sound solid waste management, including reduction, reuse and recycling. It is designed to serve as a central communication point for exchange between businesses, government entities and citizens about recycling.

ARTICLE III: MEMBERSHIP

3.01 **Eligibility.** Individual, business, public institutions, membership organizations and other groups that support the goals of OKRA shall be eligible for membership.

3.02 **Classes of Memberships.** The corporation shall have 5 classes of membership. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

Student Member: \$1.00 for one year. Privileges include receipt of newsletter, one discount at OKRA events, and eligibility to serve on workgroup(s).

K-12 Recycling Coordinator: \$5 for one year. Privileges include online newsletter, newsletter recognition, one discount at OKRA events, and eligibility to serve on workgroup(s), elect OKRA officers and board of directors.

Regular Individual Member: \$25 fee for one year. Privileges include receipt of newsletter and other materials of OKRA, newsletter recognition, discount at OKRA events. They are eligible for nomination to the board of directors and to vote in the BOD election and other matters requiring a vote of the membership. Corporate Partner: \$100-\$1,000 fee for one year. Basic Corporate members will designate one individual as the voting member and receive one discount at OKRA events. Additional individuals from these entities may join as individual members, and be entitled to representation and benefits accorded to individual members. Privileges include receipt of newsletter and other printed materials of OKRA, newsletter and website recognition, eligibility for nomination to the board of directors and to vote in the BOD election and other matters requiring a vote of the membership. Discounts on OKRA events and voting privileges apply to two representatives at the Corporate Bronze level, three representatives at the Corporate Silver level, four representatives at the Corporate Gold level and five representatives at the Corporate Platinum level.

Non-Profit/Governmental Partner: \$75 for one year. Non-profit and governmental members will designate one individual as the voting member. Additional individuals from these entities may join as individual members, and be entitled to representation and benefits accorded to individual members. Privileges include receipt of newsletter and other printed materials of OKRA, newsletter and website recognition, one discount at OKRA events, and eligibility for nomination to the board of directors.

3.03 **Voting Rights.** Each member, except at the \$1.00 level, shall be entitled to one vote on each matter submitted to a vote of the members.

3.04 **Termination of Membership.** The board of directors, by affirmative vote of two-thirds of all the members of the board may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 11 of these bylaws.

3.05 **Resignation.** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges therefore accrued and unpaid.

3.06 **Reinstatement.** Upon written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

3.07 **Transfer of membership.** Individual membership in this corporation is not transferable or assignable.

ARTICLE IV: MEETINGS OF MEMBERS

4.01 **Annual Meeting.** An annual meeting of the members shall be held at a place and time designated by the board of directors.

4.02 **Special Meetings.** Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

4.03 **Place of meeting.** The board of directors may designate any place, either within or without the State of Oklahoma, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If all the members shall meet at any time and place, either within or without the State of Oklahoma, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

4.04 **Notice of meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, telephone, e-mail or facsimile to each member entitled to vote at such meeting, not less than ten or more than fifty days before the day of such meeting, by or at the direction of the president, or the secretary, or the officers or person calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

ARTICLE V: BOARD OF DIRECTORS

5.01 **General Powers.** The business and affairs of the corporation shall be managed by a Board of Directors. The Board may exercise all such powers of the corporation and do all such lawful acts and things as are consistent with applicable Oklahoma statutes, the Articles of Incorporation or these bylaws.

5.02 **Number, Tenure, and Qualifications.** The Board of Directors shall consist of between 11 and 40 members. Directors must be active member of the corporation. Each director shall hold office until the next meeting of members and until his successor shall have been elected and qualified. The term of office for any member of the Board of Directors shall be two years.

5.03 **Election to Board.** A slate of directors shall be presented annually to the membership for approval. (See Article VII, Sec. 7.03)

5.04 **Regular Meetings.** A regular meeting of the Board of Directors shall be held at least four times annually. One of the regular meetings shall be open to all members of the corporation.

5.05 **Special Meetings.** Special meetings of the Board of Directors may be called by the Executive Committee only. Two days minimum notice must be given for special meetings. Notice may be by telephone, facsimile, telegraph e-mail or letter. The person or persons authorized to call special meetings of the board may fix any place either within or without the State, as the place for holding any special meetings of the board called by them. Quorum for a special meeting shall be one-third of the directors.

5.06 **Quorum.** A simple majority of the board of directors shall constitute a quorum for the transaction of business for a regular meeting of the board.

5.07 **Manner of Acting.** The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

5.08 **Vacancies.** Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of director shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.09 **Compensation.** Directors shall not receive any stated salaries for their services, but nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

ARTICLE VI: OFFICERS

6.01 **Officers.** The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. Any two or more offices may be held by the same person, except the offices of president and secretary.

6.02 **Election and Term of Office.** The officers of the corporation shall be nominated annually by the nominating committee, approved by the board of directors and elected at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Terms shall be for one year for secretary and treasurer. Vice-president and President will hold two year term.

6.03 **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 the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

6.04 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may filled by the board of directors for the unexpired portion of the term.

6.05 **President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary, or other proper officer of the corporation authorized by the board of directors, any instruments which the board of directors have authorized to be executed, except in the cases where the signing and execution thereof be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. To be eligible to serve as President, the nominee must have served on executive committee within the previous year.

6.06 **Vice President.** In the absence of the president or in event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Upon completion of the President's term, the vice president shall be eligible to assume the position for a minimum of one year. The vice president shall be responsible to give regular reports for all committees to the executive committee. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

6.07 **Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 8 of these bylaws; and in general perform all the duties incident to the office of treasurer. The treasurer shall cause a regular audit to be performed on behalf of the corporation.

6.08 **Secretary.** The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporation records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

ARTICLE VII: COMMITTEES

7.01 **Committees of Directors.** The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; 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.

7.02 **Executive Committee.** The executive committee shall comprise, at a minimum, president, vice president, secretary, treasurer and immediate past president. The committee shall be responsible for identifying policy and proposing change to the board of

directors. The designation of this committee and the delegation thereto 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.

7.03 Nominations Committee. The nominations committee shall be appointed by the President. It shall be chaired by the immediate past president, or other officer designated by the President and shall consist of four active members. Active members are not required to be members to 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 regular meeting notice. Nominations will 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 immediately preceding the meeting of members at which the election is to take place, and present only the names of active directors who have consented to serve if elected.

7.04 Other Committees. Other committees not having and exercising the authority of the board directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any such committee shall be chaired by a member of the board of directors, approved by the board of directors. Such chairman shall be responsible for setting and leading meetings, recruiting members for committee participation, causing minutes of meetings to be taken and distributed to all members of committee, and make regular reports to the board of directors and to the vice president regarding committee activities.

7.05 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation, and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.06 Chairman. One member of each committee shall be appointed chairman by the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.08 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.01 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

8.02 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the corporation.

8.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in banks, trust companies, or other depositories as the board of directors may select.

8.04 **Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE IX: BOOKS AND RECORDS

The corporation 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 of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of the first of January and end on the last day of December in each year.

ARTICLE XI: DUES

11.01 **Annual Dues.** The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

11.02 **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. Renewals will be mailed to members at the beginning of each calendar year.

11.03 **Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of four months from the beginning of membership anniversary, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these bylaws.

ARTICLE XII

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 the corporation and the words "Corporate Seal OKRA."

ARTICLE XIII

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority 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.

Accepted 12/10/10 at the OKRA board meeting by the majority of directors present.