

Bylaws

Community for Aging Resources & Education Association A Non-Profit Corporation

Article One Name, Purpose, and Operation

The name of the Association is Community for Aging Resources & Education Association, d/b/a Community for Aging Resources & Education (the “Association”)

The purpose and reasons for forming this Association are as follows:

1. To provide networking opportunities for businesses that support aging.
2. To give contacts the opportunity to get to know one another more personally for the benefit of referrals and our aging community.
3. To enhance the knowledge of our members regarding resources and businesses that support aging.
4. To provide educational opportunities related to aging.

The Association’s Mission:

1. Strengthening businesses that support aging through elevated networking, intentional connections and education.

Article Two Offices

Section 2.01 Principal Office

The Association’s principal office in the State of Oklahoma is c/o Littleton Legal PLLC, 2604 W. Kenosha, Suite 202, Broken Arrow, Oklahoma 74012.

The Association Officers of the Association (the “Association Officers”) may change the principal office in the State of Oklahoma from time to time.

Section 2.02 Other Offices

The Association Officers may establish branch offices where the Association is qualified to conduct its activities.

Article Three Identification and Recognition of Participants

The Association can be classified into one or more of the following groups:

- Association Officers and Officers at Large (appointed by the Association Officers);
- Members; and
- Sponsors

Article Four Members

The Association will not have stock. The Association welcomes members who have or are involved with a business that supports members of the community who are aging.

Membership of the Association is recognized annually through the acknowledgement of Association policies and guidelines and through the payment of Association dues paid to support the Association. In addition to these stated membership requirements, eligibility to vote in Association elections or material decisions as defined in these bylaws requires meeting the criteria of an eligible Voting Member.

Membership, participation, and affiliation with the Association is contingent upon paying annual dues.

Section 4.01 Price of Dues

The price of Association dues are determined and approved by the Association Officers and should be communicated to current members and potential members before December 31st each calendar year.

Section 4.02 Required Parties

Association dues are required for all Members, including Association Officers and Appointed Positions, unless otherwise agreed upon by a vote of the Association Officers. Membership includes having two persons from the same organization attend each of the monthly meetings or events. If

more than two persons will be attending each of the monthly meetings or events, additional memberships for each person may be purchased annually at a rate set by the Association Officers.

Section 4.03 Calendar Year Renewals

Association dues are for the calendar year of January 1 through December 31, regardless of the month paid. Only new members will have the opportunity to pay prorated dues based upon their month of joining in the first year.

All recurring membership dues are to be paid in January of each calendar year.

Section 4.04 Due Dates and Penalties

The Association Officers may change the due dates for the payment of Association dues and may specify due dates for the payment of dues by renewing members.

Any Member who fails to pay dues in January will be required to pay for meeting attendance until dues are paid in full. No reimbursement shall be given for paid meeting attendance upon receipt of full membership dues. The Association Officers may choose to impose a penalty to renewing members who do not pay in the renewal month.

Article Five Association Officers

Section 5.01 General Power

The Association Officers will manage the Association's business affairs. The Association Officers must act consistently with federal law, state law, these Certificate of Incorporation, and the Bylaws.

Section 5.02 Duties

Duties may include but are not limited to:

1. Plan, project, and manage the Association's budget goals and duties.
2. Coordinate and oversee the monthly meetings of the Association.
3. Review and approve or deny Association member recommendations.
4. Make recommendations and enforce policies, including bylaws.
5. Approve or deny sponsors and proposed programs.
6. Determine Association dues and deadlines.
7. Each Association Officer must keep the President informed of all changes in accomplishing their duties.

8. Association Officer may not have more than three unexcused absences from regularly scheduled Association Officer or monthly meetings. After three unexcused absences, the Association Officer may be relieved of their duties and their position filled at a special election.
9. Attendance at Association Officer meetings can be in person or virtual.
10. The President and Treasurer will be the only Association Officers who have access to the bank account and bank card. Approval for other members to use the card will be approved by the President and Treasurer prior to its usage.
11. The Association Officers must approve all candidates who are recommended for Appointed Positions.
12. In the event that a Association Officer is not fulfilling their duties, a grievance can be filed, requiring a motion and second by two separate Association Officers, to move forward with majority Association Officer vote to remove that Association Officer, and subsequently hold an election from Voting Members for a replacement Association Officer.
13. Member concerns must be reported to the President or Vice President.

Section 5.03 Number

The Association's authorized number of Association Officers is at least six (6) but not more than nine (9) unless changed by an amendment to these Bylaws by the Association Officers.

Association Officers may choose to elect Officers at Large to comprise the remainder of Association Officer vacancies.

The Association Officers will fix the number of officers; this number will comprise the entire Association Officers for the calendar year.

Section 5.04 Term of Office

Association Officers:

President	1 Year
President-Elect	1 Year
Past President	1 Year
Vice President – Media	2 Years
Treasurer	2 Years
Secretary	2 Years

Elections for outgoing Association Officers will take place between October 1st and December 31st for the upcoming year. Outgoing Association Officers will work with new officers through March of the new membership year.

If no replacement Association Officer is nominated or elected during the annual election, an Association Officer may serve until his or her resignation or removal.

Section 5.05 Filling of Vacancies

Subject to the provisions of Section 5.04, if any vacancy is caused by resignation, removal, or death, the remaining Association Officers, by majority vote, will elect a successor to hold office for the remaining term of the Association Officer whose place is vacant. The successor will serve as an Association Officer until the next regular election of Association Officers.

If the number of Association Officers is increased as provided in the Bylaws, the current Association Officers, by majority vote, will elect the appropriate number of additional Association Officers to hold office until the next regular election of Association Officers.

No reduction in the authorized number of Association Officers will have the effect of removing any Association Officer before the expiration of his or her term.

Section 5.06 Resignation

Subject to the provisions of Oklahoma law, any Association Officer may resign by giving written notice to the Association's Secretary. The resignation will be effective when the Secretary receives the notice unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date but he or she will not take office until the resignation becomes effective.

Section 5.07 Removal

An Association Officer may be removed for cause by two-thirds vote of all Association Officers then in office. The action will be taken at a regular meeting of the Association Officers or at a special meeting called for that purpose.

Section 5.08 Compensation of Association Officers

No stated compensation will be paid to the Association Officers for their services, but each Association Officer is entitled to receive reimbursement for any expenses that are approved, in advance, by the President and Treasurer.

Article Six Meetings

Section 6.01 Place of Meeting

The Association Officers will determine the location of each monthly meeting. Fees to secure the location for the meeting must be approved by the majority of Association Officers.

Section 6.02 Annual Meeting

The Association Officers will hold their annual meeting in October of each year for the purpose of planning and organizing Association Officer elections for the upcoming year. During the annual meeting, the Association Officers will review the financials for the Association and will review the Bylaws to determine any annual business that must be brought before the Association Officers.

Section 6.03 Regular Meetings

The Association Officers should meet a minimum of nine (9) times per year as determined by majority resolution of the Association Officers.

The resolution may authorize the President to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in these Bylaws. The notice need not specify the business to be transacted, nor the purpose of the meeting unless specifically required by Oklahoma law or these Bylaws.

Section 6.04 Special Meetings

Special meetings of the Association Officers may be called by the President or called by the President at the direction of not less than two Association Officers, or as otherwise provided by law. The Association Officers may only transact the specific corporate business announced in the notice for the special meeting.

Section 6.05 Notice of Meetings

Except as may be otherwise specifically provided in these Bylaws, the Secretary must give at least seven (7) day's notice of each regular or special meeting to all Association Officers via the Association Officers usual form of communication which may be email, text, or letter. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of an Association Officer at any meeting constitutes a waiver of notice, except if an Association Officer attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 6.06 Quorum

The presence of a majority of the Association Officers then in office constitutes a quorum to transact business at all meetings of the Association Officers. But if at any meeting less than a quorum is present, a majority of those present may adjourn the meeting to a different place and time.

Section 6.07 Meetings of Association Officers and Conduct

Association Officer meetings, are open to Members. All Members must follow the guidelines for meeting conduct:

1. Respect of others rights and opinions.
2. Following the order of business.
3. Keep focus on goal or topic at hand.
4. Acceptance of decisions that are arrived at equitably and fairly.

Section 6.08 Meetings by Telephone or Video Conference

Any annual, regular, or special meeting may be held by conference telephone or video communication equipment, if all Association Officers participating in the meeting can hear one another. All participating Association Officers will be considered present in person at the meeting for all purposes.

Section 6.09 Action without Meeting by Written Consents

If all of the Association Officers severally or collectively consent in writing to any action taken by the Association, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Association Officers at a duly called meeting. The Secretary shall file the consents with the minutes of the Association Officers.

Section 6.10 Required Vote

Except as may be provided otherwise in these Bylaws or the Certificate of Incorporation, the action of a majority of the Association Officers at a meeting at which a quorum is present is the action of the Association Officers.

Section 6.11 Order of Business

The following shall occur at all meetings, except for financials which are required to occur no less than quarterly:

1. Meeting minutes must be documented and posted electronically by Secretary or designee.
2. Financial status of Association must be made transparent at minimum quarterly.
3. Each Association Officer is expected to share notable activity regarding their duties.
4. Each meeting must allow all Association Officers the opportunity to share their topics of

interest.

Article Seven

Election, Voting, and Roles of the Association Officers

Section 7.01 Election and Compensation

The Association Officers are the President, President-Elect, Vice President-Media, Past President, Secretary, Treasurer, and up to three (3) Officers at Large as the Association Officers may consider necessary.

The Voting Members will elect the Association Officers at each annual meeting of the Association Officers. If no election is held at the annual meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. Each Association Officer will serve until his or her successor has been elected or until his or her resignation, removal, or death.

The same person may hold any two or more of the offices except the offices of President and Treasurer. But no Association Officer may sign, acknowledge or verify any instrument in more than one capacity if the law or these Bylaws require the instrument be signed, acknowledged or verified by any two or more Association Officers.

If any office (other than an office required by law) is not filled by the Association Officers, or, once filled, later becomes vacant, the office and all references to the office in these Bylaws will be treated as inoperative until the office is filled as provided in Section 5.05 of these Bylaws.

All Association Officers and agents are subject to removal at any time by the majority vote of the Association Officers.

Section 7.02 Definition of Voting Member

A member whose Association membership dues have been paid in full for the year will be considered a Voting Member.

Section 7.03 Procedures for Association Officer Elections

1. Nominations for Association Officers will be accepted up to ninety (90) days prior to the annual vote.
2. Nominations can be given verbally or in writing to an Association Officer. Candidates can nominate themselves.
3. Election of Association Officers must be held no later than December 31st of each year.
4. Election votes for Association Officers will be received only from eligible Voting Members and tallied by way of a closed balloting or similar electronic procedure.

5. The Secretary may select a volunteer member or members to assist with the oversight of the election, counting of votes, and confirmation of winners.
6. In the event of a tie, a revote will be taken for tying candidates.
7. A candidate may run for more than one office but cannot be elected to more than one office. The order of elections shall be: President-elect, Vice President-Media, Treasurer, Secretary. The Vice President-Media requires a technical background and therefore nominees for other positions without the technical knowledge, will not be able to fill the Vice President-Media position. For other positions, if a person that is running for more than one position is elected to one of the top positions, their name will be eliminated for other positions.

Section 7.04 Powers and Duties of the President

The President is the Association's principal executive officer and has general charge and control over all of the Association's business affairs and properties. The President shall preside at all meetings of the Association Officers, as well as:

1. Ensure bylaws are acknowledged, followed and supported by all members. Ensure bylaws are available electronically and visible at the home site.
2. Ensure financial stability of the association.
3. Ensure duties of Association Officers and Appointed Positions are completed or find alternatives for completion.
4. Ensure liability insurance and permits are in place.
5. Ensure Appointed Positions are secured by December of each year.
6. Acknowledge and work to resolve any member or Association concerns.
7. Lead Association Officer meetings; and ensure meetings are held on a regularly scheduled and as needed basis.
8. Ensure annual Association dues are voted by Association Officers and communicated to members and made public to potential members.
9. Ensure decisions that materially impact the Members are communicated timely.
10. Ensure tax notifications are filed annually.
11. The President has all powers and authority otherwise permitted the president of a Association/Director under Oklahoma law.
12. The President is an *ex-officio* member of all the standing committees and will perform any other duties assigned from time to time by the Association Officers.
13. If the office of Treasurer is vacant and no successor is designated, the President will also have the duties and powers of the Treasurer as provided in Section 7.08.

Section 7.05 Powers and Duties of the President Elect

The Members may elect one President Elect.

The President Elect will serve in the role of the President after one year as President Elect (unless otherwise provided by majority resolution of the Association Officers). The President Elect shall (unless otherwise provided by majority resolution of the Association Officers) insure:

1. Sponsors are secured for all monthly meetings.
2. Sponsors are aware of their duties and obligations according to Section 8.
3. Presentations conducted by sponsors and guests meet the standards set according to Section 8.
4. New networking and educational opportunities are presented to Association Officers for consideration during an Association Officer meeting.
5. Attendees check in before each Member Meeting.
6. Non-member attendees of the monthly meeting are advised of the fees due for attendance. The President Elect will communicate to the Treasurer any billing required for meeting attendance, not collected in advance.
7. First time guests are recognized during the Member Introduction.
8. The President Elect will perform the duties of the President in the absence of the President as well as duties assigned from time to time by the Association Officers or by the President.

Unless otherwise specifically limited by the Certificate of Incorporation and these Bylaws, the President Elect has all powers and authority otherwise permitted the President Elect of a Association under Oklahoma law

Section 7.06 Powers and Duties of the Vice President - Media

The Members may elect one or more Vice President - Media.

Any Vice President - Media (unless otherwise provided by majority resolution of the Association Officers) shall insure:

1. Website information is up-to-date and accurate.
2. Email for the organization, info@caretulsa.org, is monitored and responded to in a timely manner.
3. The online membership directory stays up-to-date.
4. The Association's social media page(s) is/are updated at least monthly.
5. Login information is kept secure.
6. The Vice President – Media will perform any other duties assigned from time to time

by the Association Officers or by the President.

Unless otherwise specifically limited by the Certificate of Incorporation and these Bylaws, each Vice President -Media has all powers and authority otherwise permitted the Vice President – Media of a Association under Oklahoma law.

Section 7.07 Powers and Duties of the Secretary

The Secretary shall insure:

1. Invitations are sent in a timely manner for all Member meetings.
2. Association Officer meeting minutes are taken and any action items are resolved prior to the next Association Office meeting. If action item cannot be resolved, insure that the issue is brought forward to the President and added as a discussion topic for the next Association Meeting.
3. Meeting Minutes are submitted to the Vice President – Media for website posting.
4. Secure a meeting location for all Membership meetings.
5. Communicate with team the important payment and paperwork deadlines.
6. Oversee votes conducted within a Committee.
7. Give notice of all meetings of the Association Officers and all other notices required by law, the Certificate of Incorporation or by these Bylaws.
8. Perform all other duties that may be assigned to him or her from time to time by the Association Officers or the President.

Unless otherwise specifically limited by the Certificate of Incorporation or these Bylaws, the Secretary has all powers and authority otherwise permitted the secretary of a nonprofit corporation under Oklahoma law.

Section 7.08 Powers and Duties of the Treasurer

The Treasurer shall:

1. Prepare the annual budget for Association approval by February each year.
2. Communicate quarterly financial summary to be included in the monthly Association Officer meeting minutes.
3. Deposit all moneys and other valuables in the Association's name and credit in those depositories as the Association Officers may designate from time to time.
4. Maintain guidelines for reimbursable expenses.
5. Maintain tax records (if needed).
6. Member dues are collected each January.

7. Non-paid members are charged for meeting attendance for each monthly meeting until dues are renewed Coordinate boat registrations and renewals.
8. Assure timely completion of IRS and state paperwork. Maintain nonprofit status.
9. Determine resources for Treasurer duties, including but not limited to legal, tax and banking resources.
10. Keep full and accurate account of receipts and disbursements in books belonging to the Association.
11. Furnish to the President and the Association Officers, whenever either of them requests, an account of transactions as Treasurer and of the Association's financial condition.

Unless otherwise specifically limited by the Certificate of Incorporation and these Bylaws, the Treasurer has all powers and authority otherwise permitted the treasurer of a nonprofit corporation under Oklahoma law.

Section 7.09 Powers and Duties of Officers at Large

The Officers at Large shall:

1. Assist the Association Officers in conducting their required duties as agreed and/or requested.
2. Insure, in coordination with the President Elect, that sponsors are secured for all meetings.
3. Attend Association Officer meetings.
4. Attend Association Member meetings.
5. Assist Sponsors with set up at the Member Meetings.
6. Assist with the Election of the Association Officers as requested by the Secretary.
7. Fill in for Association Officers during an excused absence.
8. Plan, organize and conduct the annual Christmas Party on behalf of the organization.
9. Follow up with Guest attendees to promote membership in the association.

Article Eight Sponsors

Section 8.01 Sponsorships

Monthly meeting sponsors are not required to be paid members. However, all sponsors must be approved by majority of the Association Officers.

Meeting sponsorship may be shared by more than one organization. Presentations, however, are limited to the same allotted time as a single sponsor.

Sponsors for opportunities, other than the monthly meeting, may be created as determined by the Association Officers.

Section 8.02 Sponsor Responsibilities

The Sponsors shall:

1. Provide lunch and drinks for the Membership lunch, including a limited vegetarian and vegan option.
2. Provide two door prizes (value of \$25 each).
3. Share business information similar to a commercial of their business – no longer than 10 minutes.
4. Prepare and present an educational topic to the membership not to exceed 30 minutes in length. While the presentation may come from the sponsor's area of expertise, it is intended to be an educational piece about the industry as a whole. How the sponsor uniquely fills the particular need within the industry is encouraged so long as the presentation is not an extended commercial of the sponsor themselves.

The Sponsor may:

1. Provide handouts, fliers, and information to the Members at each table.

Article Nine Committees

Section 9.01 Committees of the Association Officers

The Association Officers may, by majority vote, designate one or more committees. Each committee shall elect a Committee Chair. Committee recommendations should be provided to the Association Officers through the Committee Chair.

Committee Chairs do not assume authority for decision making or use of Association funds without express authorization from the President.

Section 9.02 Term of Office

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Association Officers, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Association Officers designating a committee, each committee member will serve at the pleasure of the Association Officers.

Section 9.03 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 9.04 Rules

Each committee may adopt rules for its own governance consistent with the Certificate of Incorporation and these Bylaws.

Article Ten Voting Procedures

Section 10.01 Electronic Voting

Decisions materially impacting the Association, as noted in these Bylaws, that require Association Member majority support, may be done via electronic means and do not require a closed ballot procedure.

Section 10.02 Eligibility and Voting Period

Only eligible Voting Members vote on such decisions impacting the Association. Eligible Voting Members must be provided with a reasonable opportunity to vote, with the vote open for a minimum of one week. The Association Officers vote can be proxy for any eligible Voting Member.

Section 10.03 Secretary Responsibilities

The Secretary is responsible for the administration of elections. Elections may be done electronically or by hard copy ballot. The Secretary will conduct the election as defined in these Bylaws, shall receive and summarize the results, and communicate the results to the President. Assistance with voting responsibilities may be delegated to Officers at Large or to a Committee as outlined in these Bylaws.

Section 10.04 Request for Changes

Changes and requests to the Association must be presented to Association Officers at a regularly scheduled Association meeting, and be supported by at least two Association Officers before a request will move to vote.

Material changes to the Association include but are not limited to: revisions to specific provisions in these Bylaws that materially change the intent of that provision, purchases greater than One Thousand Dollars and No Cents (\$1,000.00), and any other material commitment of the Association's resources and assets that are not acknowledged or represented in the assigned duties of the Bylaws.

Article Eleven Bylaw Procedures

Section 11.01 Bylaw Procedures

The Bylaws must be provided to all new, incoming Association Officers, following their election. All Association Officers are required to acknowledge, support, and enforce the Association's Bylaws.

Section 11.02 Three (3) Year Review

It is recommended that the Association Bylaws be reviewed by Association Officers every three (3) years, with the next review scheduled for December of 2028.

Section 11.03 Amendments

At any time, amendments to any of these Bylaws may be made by completing the following procedure:

1. The proposed amendment or revision that materially changes the intent of the provision must be presented to Association Officers at a regularly scheduled Association Officer meeting.
2. The proposal shall be concisely presented to the Association.
3. The proposal must be supported by two unrelated Association Officers, after the presentation of the proposed amendment has been completed, in order for the proposal to move to vote.
4. A vote with majority of the current Voting Members is required in order to realize the proposal as an amendment.
5. The approved amendment shall go into effect immediately following its recognition as such. The Secretary will make a revised, dated, and signed copy electronically available to the Association members.

Any revisions to Bylaws that update to correct or make more accurate the provisions but do not materially change the intent of the provision may be done with majority approval of Association Officers.

Article Twelve

Liability and Indemnification

No Association Officer or officer of the Association will be personally liable for the payment of the Association's debts and liabilities except as any Association Officer or Officer at Large may be liable by reason of his or her own conduct or acts. However, relief from liability for the Association's debts will not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(6).

Subject to the previous paragraph, the Association shall indemnify every Association Officer or Officer at Large and his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her—as well as any amount paid upon judgment—in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party because of his or her role as a Association Officer or Officer at Large of the Association.

This indemnification is being given since the Association Officers will be requested to act by the Association for the Association's benefit.

This indemnification is exclusive of all other rights to which a Association Officer may be entitled.

Article Thirteen

Corporate Seal

The Association will not have a seal. If a seal is required for any corporate transactions, the words *Corporate Seal* followed by the signature of one or more Association Officers on behalf of the Association shall constitute a proper affixing of the seal.

Article Fourteen

Financial Matters

Section 14.01 Delegation by the Association Officers

The Association Officers may authorize any Association Officer, employee or agent to enter into any contracts or to sign and deliver any instruments in the name of the Association. The authority granted by the Association Officers may be general or confined to specific instances.

Section 14.02 Deposits

All Association funds will be deposited to the credit of the Association at those banks, trust companies or other depositories selected by the Association Officers. But the Association Officers

may authorize any Association Officer, employee or agent to select the banks, trust companies or other depositories into which the funds of the Association will be deposited.

Section 14.03 Checks and Drafts

All checks, drafts and other orders for payments of money, notes, or other evidences of indebtedness by the Association must be signed by those Association Officers, agents or employees selected by the Association Officers, and in the manner determined by majority resolution of the Association Officers.

Section 14.04 Expenses

The Association Officers will pay all expenses of the Association including, but not limited to, technology fees, rent, legal fees, and accounting fees and charges first from the Association bank account and not through the reimbursement of an Association Officer, when at all possible. Reimbursements must be reviewed by the Treasurer and approved by the President if in excess of seventy-five dollars (\$75.00).

Article Fifteen Miscellaneous Provisions

Section 15.01 Fiscal Year

The fiscal year of the Association shall end on the last day of December.

Section 15.02 Insurance

The Association must maintain at least a One Million Dollars and No Cents (\$1,000,000.00) general liability insurance policy that covers its Association Officers, meeting location(s) and business personal property.

Section 15.03 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word *or* when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 15.04 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within these Bylaws are included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of these Bylaws.

Section 15.05 Notices

Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and must be personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice is effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice is effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice must be given to the parent or legal representative of the minor or incapacitated individual.

Section 15.06 Waiver of Notices

Whenever any notice is required to be given under federal law, state law, the Certificate of Incorporation, or these Bylaws, a written waiver of the notice signed by the person or persons entitled to the notice before or after the time stated in the notice, will be treated as the equivalent to receipt of the required notice.

Section 15.07 Reference to Laws

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Oklahoma are to the laws of the State of Oklahoma as now in force or later amended.

[The remainder of this page is intentionally blank. A signature page follows.]

WITNESS our signatures this April 27, 2025:

Andrew Eckstein, President

Christine Hays, Vice President – Media, Secretary/Treasurer

Steven Juett, Officer at Large

Michael Lowe, Officer at Large

Imane Rose, Officer at Large

Gwen Stanberry, Officer at Large