



Inc.

Articles Of Incorporation

February 20, 2024

Articles of Incorporation of the undersigned citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Oklahoma, do hereby certify:

Article I -- Name

The name of this organization shall be the “Shawnee Lake Leaseholders Alliance, Inc.” (Hereafter referred to as the “Corporation”).

Article II -- Location

The place in Oklahoma where the principal office of the Corporation is to be located is the City of Shawnee, Pottawatomie County.

Article III – Purpose

The Corporation is formed to promote and protect the legal rights of tenants who lease lakefront lots from the City of Shawnee that are situated on Shawnee Lake #1 in Shawnee, Oklahoma.

The Corporation may participate in political activity on behalf of or in opposition to candidates for public office.

Primary objectives of the Corporation include:

- Obtain as necessary and approved by members, legal interpretation of existing or proposed terms in the city’s Cabin Site Lease Agreement.
- Obtain as necessary and approved by members, legal interpretation of any rules or ordinances affecting leaseholders of city-owned lots on Shawnee Lake #1.
- Share information concerning leaseholds with members and communicate members’ concerns to City of Shawnee staff and officials.
- Encourage City of Shawnee staff and officials to collaborate with leaseholders on issues affecting the lake and leaseholds.
- Network among members and their professional contacts.
- Pool financial resources through donations to a legal fund.
- Disseminate information to members about candidates for municipal office and campaign (as approved by members) for those determined to fairly represent leasehold issues.
- Protect and promote the welfare of the Shawnee Twin Lakes.

Article IV – Trustees

| <u>Name</u> | <u>Address</u> |
|-----------------------------|---|
| Linda Agee Chairman | 16618 Stevens Road Shawnee, OK 74801 |
| Russ Adams Vice-Chairman | 33807 Belcher Road Shawnee, OK 74801 |
| Brian Burton | 16001 Hart Road Shawnee, OK 74801 |

Dee Lowrey
Secretary

33312-33314 Post Office Neck
Shawnee, OK 74801

Curtis Roberts
Board Member

15504 Hwy 102
Shawnee, OK 74801

Article V -- Prohibitions

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Article VI – Dissolution

Upon dissolution of the Corporation, assets shall be liquidated as follows:

1. Non-monetary assets shall be donated to a non-profit entity.
2. Any monetary balance in the operating account (after payment of outstanding debts) shall be donated to a non-profit entity.
3. Any monetary balance in the legal fund (after payment of outstanding debts) shall be distributed among voting memberships in good standing in proportion to the amount they contributed and based on the amount remaining per example below.

Current Members' Donations:

| | | |
|--|------------|----------------|
| Member-1 donated: | \$400 | \$400 |
| Member-2 donated: | \$200 | \$200 |
| Members 3-50 donated: | \$100 each | <u>\$4,800</u> |
| Total donated by <u>current</u> members: | | \$5,400 |

Compute Percentages based on Current Members Donations:

| | |
|----------------------------|----------------------------|
| % Donated by Member-1: | $\$400 / \$5,400 = .07407$ |
| % Donated by Member-2: | $\$200 / \$5,400 = .03703$ |
| % Donated by Members 3-50: | $\$100 / \$5,400 = .01852$ |

Compute Refund:

| | | |
|-------------------------|--|-------------------|
| Balance of Dissolution: | \$2,500 | |
| Refund Member-1: | $\$2,500 \times .07407 =$ | \$185.18 |
| Refund Member-2: | $\$2,500 \times .03703 =$ | \$92.58 |
| Refund Members 3-50: | $\$2,500 \times .01852 = \$46.30 * 48 =$ | <u>\$2,222.40</u> |
| Total Refund: | | \$2,500.16 |

The amount of money in the legal fund to be refunded to any individual must be less than or equal to the amount contributed by that individual. Any amount over and above that will be transferred to the operating fund and liquidated as defined in paragraph 2 above. Any residual amount (due to rounding) will be transferred to the operating account and liquidated as defined in paragraph 2 above.

In witness thereof, we have hereunto subscribed our names this ____ day of _____, 2024:

Russ Adams, Vice Chairman

Date

Brian Burton, Treasurer

Date

Dee Lowrey, Secretary

Date

Curtis Roberts, Board Member

Date

REVISION HISTORY

| Date | Description of Change | Author |
|-------------|--|---------------|
| 04/17/2010 | Initial Draft | Linda Agee |
| 09/25/2012 | Add new board member (Dee Lowery) | Linda Agee |
| 02/20/2024 | Update names of officers/board members | Linda Agee |



Inc.

By-Laws

February 20, 2024

ARTICLE I

MEMBERSHIPS

1. Voting membership in the Corporation shall be available to all persons who lease city-owned lots on Shawnee Lake #1 in Shawnee, Oklahoma.
2. Non-voting membership in the Corporation shall be available to any person interested in the welfare of the Shawnee Twin Lakes and surrounding area.
3. Memberships are effective immediately upon payment and are valid through December 31 of the same calendar year, except that memberships purchased in November-December will be good through December of the following year.
4. Members not renewing by March 1st each year shall be dropped from membership. Membership can be restored at any time by paying the annual dues.
5. Annual membership dues are pro-rated only for new leaseholders who join within 2 months of obtaining their first leasehold.
6. If a voting member transfers all his/her leasehold interests to another party, their voting membership in the organization will automatically terminate. They may retain membership as a non-voting member.
7. If the Board of Directors believes a member is disruptive to the Corporation, they may submit a Membership Termination Request containing a description of the offense to members for a vote. All members must be given an opportunity to vote and termination will be based on a simple majority of those voting.
8. The right to membership shall be available regardless of race, color, religion, sex, national origin, age, disability, reprisal, and sexual orientation.

ARTICLE II

DUES

1. The Board of Directors will establish the annual fee for both voting and non-voting memberships in the Corporation. The amount established will be the “minimum” donation required for membership. If a member chooses to donate more than the minimum, the entire amount will apply to the current fiscal year (January-December).
2. Voting members donating more than the “minimum” fee shall designate the account (operating or legal) in which they wish the funds to be deposited. All fees collected from non-voting members will be deposited into the operating account.
3. The minimum donation required for membership shall be set by the Board of Directors on or before November 1 of each year and members notified on or before November 30 each year.
4. Voting memberships include voting privileges for up to two adults who hold one or more leaseholds in common. Having more than one leasehold does not entitle the leaseholder(s) to more than one vote each.
5. Twenty dollars (\$20) of each annual voting membership fee will be deposited into the Corporation’s Operating Account and the remainder will be deposited into the Legal Fund.

6. Membership renewals are due and payable on January 1st of each year. Members not renewing by March 1st will be dropped from the roster; however, only voting memberships whose dues are current may cast a vote. Individuals may join (or re-join) at any time during the year. Donations made after October 1st will be effective through the next fiscal year.
7. Donations are non-refundable and will not be pro-rated except as noted in “Article VI – Dissolution” in the Articles of Incorporation.

ARTICLE III MEETINGS

1. IN-PERSON BOARD MEETINGS -- Will be held as needed and agreed to by the Officers and Board Members. Two-thirds of the Board Members present will constitute a quorum and a simple majority vote of those present shall constitute approval.
2. OTHER BOARD MEETINGS -- The Board may conduct meetings electronically by teleconference or Internet and may request a Board Vote by e-mail. When requesting a vote by e-mail, the Chairman must make a reasonable attempt to contact the full Board of Directors. The vote will be considered passed when approved by a simple majority of the Board of Directors.
3. MEMBERS MEETINGS – Will be held as called by the Board of Directors, but at least annually. Every attempt will be made to announce the date, time and location at least two weeks prior to the meeting. If a vote is to take place during the meeting, all voting memberships will be notified in advance of the issue to be decided.

ARTICLE IV BOARD OF DIRECTORS

1. The Board of Directors of this Corporation shall be comprised of Chairman, Vice-Chairman, Secretary-Treasurer, and two Board Members.
2. Officers and Board Members shall have been members of the SLLA for at least 1 year prior to serving.
3. The Officers and Board Members shall be elected by a majority vote of Corporation members and shall serve for a term of three years.
4. If a majority of the Board of Directors (minus the individual in question) desires to remove an Officer or Board Member, they must submit a Board Termination Request containing a description of the offense to voting memberships for a vote. All voting memberships must be given an opportunity to vote and termination will be based on a simple majority vote.
5. The Chairman is the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and Board of Directors and shall perform duties as required that pertain to the position.
6. The Vice-Chairman shall assist the Chairman and in the absence of the Chairman, act as Chairman.
7. The Secretary-Treasurer shall: 1) be responsible for recording meetings and official actions of the Board of Directors and shall distribute a copy of the minutes to all officers and

representatives within ten calendar days of the meeting; 2) oversee all financial record keeping and reporting and evaluate monthly financial statements; 3) report to the Board of Directors on a quarterly basis and to Corporation members at least annually; 4) sign all checks for Corporation business. In the absence of the Secretary-Treasurer and for checks made payable to the Secretary-Treasurer, checks will be signed by the Chairman.

8. The Board of Directors shall have the general direction and control of the affairs of this Corporation. The Board of Directors shall:
 - a. Decide upon the general policies of the Corporation.
 - b. Fill vacancies in any office for the unexpired portion of the term or when any newly elected representative fails to assume office following an election.
 - c. Designate the bank or banks in which funds of the Corporation shall be deposited.
 - d. Approve in advance all operating expenditures in excess of \$200. Board Officers may expend amounts of \$200 or less from the operating fund without Board approval if approved in advance by the Secretary-Treasurer and Chairman. The Secretary-Treasurer shall be kept informed of these expenditures and inform the Board of each transaction at the next Board meeting.

EXCEPTION: During the initial year of the Corporation, the office of President will be filled by a volunteer who will appoint other officers and board members. After one year, an effort will be made to hold an election per Article V of the By-Laws.

ARTICLE V ELECTIONS

1. The fiscal year for the Corporation is January 1st through December 31st.
2. Only voting memberships are eligible to serve as Officers or on the Board.
3. Officers and Board Members shall serve for a term of 3 years. During an election year, if more than one person applies for a particular office or more than three people apply to serve as Board Members, an election will be held.
4. The nomination of candidates and election of Officers and Board Members are to be conducted in the following manner:
 - a. The Chairman or Vice-Chairman shall form an Election Committee of at least two non-office holding voting members and publish a notice to all Corporation voting members, providing the names and contact information of the Election Committee, date of election, and advise voting members of their right to nominate candidates.
 - b. It shall be the duty of the Election Committee to receive nominations and submit a consolidated list of candidates for each Office to the Chairman or Vice-Chairman. The Election Committee shall strive to receive not less than two candidates for any Office. If a member is nominated for more than one Office, the Election Committee shall ascertain the Office of the member's choice and shall include the member's name as a candidate for that Office only. It is the responsibility of the Election Committee to determine that each candidate for Office shall serve, if elected.
 - c. Any voting member or group of members may nominate a candidate or themselves for any

Office to be filled by giving a notice of intent to run and serve to any member of the Election Committee. Nominations received after the published deadline shall not be considered unless there are less than two names on the ballot. If only one candidate gives notice of intent to run for an Office, that candidate will be considered elected. If two or fewer candidates elect to run for the Board, those candidates will be considered elected.

- d. After receiving the list of candidates from the Election Committee, the Chairman or Vice-Chairman shall publish the names to members by e-mail or regular mail prior to the date for the annual members meeting.
- e. The election shall be by ballot and will be held during the annual members meeting. Ballots and a ballot box will be available at the meeting.
- f. The Election Committee will be responsible for collecting and counting ballots and announcing election results. Candidates receiving a simple majority of the votes cast for a particular Office shall be declared elected to that Office. The two Board Members receiving the highest number of votes shall be declared elected. In the event of a tie, a coin will be tossed to determine the successful candidate.
- g. The candidates elected in accordance with these By-Laws shall take office effective with the first Board Meeting following the election and shall serve for a term of three years unless circumstances warrant termination at an earlier date in which event a vacancy may be filled by the Board of Directors.

ARTICLE VI COMMITTEES

- 1. Committee members shall be approved by the Board of Directors.
- 2. Committee members must be Corporation members in good standing. Committees established to address leasehold issues must be voting members; other types of committees can be composed of either voting or non-voting memberships, at the discretion of the Board of Directors. Committees shall be under the general direction and control of the Board of Directors. Expenditure of funds for Committee activities must receive Board approval.

ARTICLE VII LEGAL FUND

- 1. The Corporation's Legal Fund shall be established and used solely for legal purposes related to issues affecting leaseholds.
- 2. The Legal Fund will be kept in a separate account from the operating fund and no money will be transferred from the Legal Fund to the Operating Fund except as defined in "Article VI – Dissolution" in the Articles of Incorporation.
- 3. Any transfer of money out of the Legal Fund must be approved by a majority of voting memberships.
- 4. Legal funds residing in the SLLA attorney's Escrow Account may be expended by a majority vote of Board Members.

ARTICLE VIII

INDEMNITY AND LIABILITY

1. Indemnification. All members will be indemnified and held harmless by the Corporation from and against any and all claims of any nature, whatsoever, arising out of a member's participation in Corporation affairs. A member will not be entitled to indemnification under this section for liability arising out of willful misconduct of the member or the breach by the member of any provisions of this Agreement.
2. Liability. A member will not be liable to the Corporation or to any other member for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by this Agreement or the Corporation. The member will be liable only for any and all acts and omissions involving intentional wrongdoing.

ARTICLE IX

SPECIAL RULES AND POLICIES

1. Issues submitted to Shawnee City Officials in the name of the Corporation (whether oral or written) shall first be approved by the Board of Directors.
2. Members addressing leasehold issues with Shawnee city staff or officials or the public that have not been approved by the Board of Directors shall clarify they are addressing the issue on their behalf and not as a representative of the Corporation.
3. No officer, board member, or member shall harass, intimidate, or in any way retaliate against another member for expressing views that may differ from the Corporation's official stand.
4. Changes to the Corporation's Articles of Incorporation or By-Laws (other than grammatical corrections or text added for clarification) must be submitted to the voting membership for approval. A simple majority of those casting votes shall constitute approval.
5. During an election or special vote involving members, the Board of Directors will make every attempt to poll ALL voting memberships. This can be through a combination of meetings, mail, or e-mail. If e-mail is used to decide an issue, voting memberships not having access to e-mail shall be given an opportunity to vote using regular mail. If the vote is by a show-of-hands during a meeting, the results will be verified by the secretary and recorded in the Corporation's official minutes.

Approved by Board of Directors:

Linda Agee, Chairman

Date

Russ Adams, Vice Chairman

Date

Brian Burton, Treasurer

Date

Dee Lowrey, Secretary

Date

Curtis Roberts, Board Member

Date

REVISION HISTORY

| Date | Description of Change | Author |
|-------------|---|---------------|
| 04/17/2010 | Initial Version | Linda Agee |
| 01/17/2011 | Change distribution of membership dues | Linda Agee |
| 04/02/2011 | 1-Year Membership Req'd to Serve on Board | Linda Agee |
| 09/25/2011 | Allow non-voting Memberships | Linda Agee |
| 09/25/2012 | Add new board member (Dee Lowery) | Linda Agee |
| 02/18/2014 | Clarify Membership Rules | Linda Agee |
| 02/20/2024 | Update names of officers/board members | Linda Agee |