

**BY-LAWS of
OKLAHOMA VETERANS OF FOREIGN WARS FOUNDATION**

ARTICLE I - ORGANIZATION

1. **Name.** The name of the corporation is Oklahoma Veterans of Foreign Wars Foundation, and it may be referred hereinafter in these By-Laws as “OK-VFW Foundation” or the “Foundation.”
2. **Organization.** The Oklahoma Veterans of Foreign Wars Foundation is a corporation organized under the laws of the State of Oklahoma pursuant to Title 18. It is governed by the provisions of the Certificate of Incorporation, as they may be from time to time amended, duly filed and recorded under the laws of the State of Oklahoma.
3. **Principal Office.** The principal office of the OK-VFW Foundation shall be located at Department of Oklahoma VFW Headquarters, 1103 N. Blackwelder Avenue, Oklahoma City, OK 73106.
4. **Seal.** The Board of Directors shall, by resolution, adopt an appropriate seal for use by the Foundation.
5. **Fiscal Year.** The fiscal year of the Foundation shall commence on the 1st day of July and end on the 30th day of June of each year.

ARTICLE II - PURPOSES

1. **Internal Revenue Code Section 501(c)(3).** The Foundation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, specifically, for charitable, scientific, literary or educational purposes or for the prevention of cruelty to children and for such other purposes now or hereafter recognized in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code. The Foundation is also organized for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and such other exempt organizations to which distributions can now or hereafter be made without adverse tax consequences.
2. **Purposes and Objectives.** Without limiting the generality of the foregoing, specific purposes and objectives include:
 - (a) To assist disabled and needy veterans and their families.
 - (b) To promote programs that focus public attention upon and educate the public concerning the sacrifices made by America’s veterans, the unique and special needs of veterans and their families resulting from their service, the needs of active duty and reserve military personnel and their families and other issues relating to veterans.

- (c) To promote programs that advise and assist veterans with respect to employment, training and education.
- (d) To foster patriotism and educate the public concerning American ideals and institutions, the history of the United States, and the contributions made by America's veterans to secure America's freedom and prosperity.
- (e) To assist in funding and promoting programs sponsored by the Veterans of Foreign Wars of the United States, its affiliates and other nonprofit groups to assist veterans and their families, including veterans service and employment programs, programs to encourage and enhance research and education concerning the special needs of veterans, programs to study the impact of technology and public policy on veterans, programs to assist homeless and disadvantaged veterans, and other programs related to veterans' issues and national defense.
- (f) To promote the programs that foster patriotism, education, community service and youth activities, including those programs sponsored and conducted by the Veterans of Foreign Wars of the United States, its affiliates, and other nonprofit groups.

ARTICLE III - BOARD OF DIRECTORS

1. **Number of Terms, Qualifications and Vacancies.** Only persons who reside or are active in the area served by the OK-VFW Foundation shall be Directors of the corporation. The Board of Directors shall be constituted as follows:
 - (a) (THIS ITEM DELETED)
 - (b) Two (2) directors elected by the membership of the Department of Oklahoma, Veterans of Foreign Wars of the United States at the annual convention of said organization. Each such director shall serve a two-year term until a successor has been elected and shall have qualified. One director shall be elected each even-numbered year and one director shall be elected each odd-numbered year. Such directors may be elected to a successive term. These directors shall be hereinafter referred to as the "VFW Members of the Board".
 - (c) Three (3) directors appointed by the currently serving directors. These directors appointed by the other members of the Board of Directors shall serve a three-year term until their respective successors have been elected and shall have qualified. The terms shall stagger so that only one term ends each year. Such directors may be appointed to succeed themselves. The director whose term is ending shall not have a vote in the appointing of the director to fill that term. These directors shall be hereinafter referred to as the "Appointed Members of the Board."
 - (d) Appointed Members of the Board per section 1.(c) of this Article III shall be persons who are believed to provide special counsel, skills and expertise on the ways and means of achieving the stated purposes of the Foundation. These persons

are to be selected for knowledge of the educational, cultural, civic, moral, public and other charitable needs of the area serviced by the OK-VFW Foundation. Membership in the Veterans of Foreign Wars of the United States shall not be a requirement to be an Appointed Member of the Board.

- (e) Each open directorship to be filled by an Appointed Member of the Board shall be voted upon separately and each director specified in this Article III shall cast one vote per directorship. The candidate receiving the highest number of votes shall be elected to serve on the Board in that vacant directorship.
- (f) Vacancies of Appointed Members. Appointed Members of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors. Appointed Members of the Board of Directors may be removed by a two-thirds (2/3) vote of the entire Board of Directors at any annual, regular, or special meeting, but only if by reason of sickness or disability such member is unable to serve or such member has missed two or more successive Board meetings and demonstrated an unwillingness to participate in the Foundation governance, or such member has violated standards of conduct adopted by the Board of Directors or by the Department of Oklahoma Veterans of Foreign Wars of the United States. Vacancies created by resignation or removal shall be filled by the members of the Board then serving by the affirmative vote of the majority thereof at any annual, regular, or special meeting of the Board of Directors. Any such director shall hold office only until the end of the term of the director whom he or she succeeded.
- (g) Other Vacancies. Any VFW Member of the Board of Directors may be removed by a two-thirds (2/3) vote of the entire Board of Directors at any annual, regular or special meeting, but only if by reason of sickness or disability such member is unable to serve or such member has missed two or more successive Board meetings and demonstrated an unwillingness to participate in the Foundation governance, or such member has violated standards of conduct adopted by the Board of Directors or by the Department of Oklahoma Veterans of Foreign Wars of the United States. Vacancies created by such removal shall be filled by the membership of the Department of Oklahoma Veterans of Foreign Wars of the United States at its annual Convention immediately following said vacancy. However, the Council of Administration of the Department of Oklahoma, Veterans of Foreign Wars of the United States at any annual, regular or special meeting of said Council may fill this vacancy on an interim basis until said annual Convention. Any such director chosen by the membership shall hold office only until the end of the term of the director whom he or she succeeded.
- (h) Fiduciary Capacity. Each member of the Board of Directors shall serve in a fiduciary capacity, and shall exercise directorial powers in such a manner as not to disqualify any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor's estate, and not to disqualify the Foundation from Federal income tax exemption as a qualified charitable organization and/or from classification as a public charity.

(i) Honorary Members of the Board of Directors. The Board of Directors may, by two-thirds vote, designate Honorary Members to its Board of Directors. Honorary Members will be individuals who have demonstrated a strong commitment to the Purposes and Objectives of the Veterans of Foreign Wars Foundation and who have consented to such appointment prior to and contingent upon Board approval. Honorary Members shall include: then serving Department Commander of the Oklahoma Department of the Veterans of Foreign Wars of the United States; then serving Department President of the Auxiliary of the Department of Oklahoma Veterans of Foreign Wars; any surviving founder of the Foundation. In addition, the Foundation President will make additional Honorary Member nominations. Each such nominated position shall be for a three (3) year term, renewable upon re-nomination, and without term limits. Honorary Members will have no specifically defined duties, though it is anticipated they will offer fundraising knowledge and seek a fundraising role to bring additional revenues to the Foundation. **Honorary Members will not have the right to vote on any matters brought before the Board, be counted towards quorum requirements, nor possess any of the Powers and Duties of Board Members so specified previously in Article III.** While they will be encouraged to attend regular and special Board meetings, their presence is not required. They will be provided the same written materials as our regular Board members prior to Board meetings as well as a summation of subsequent decisions made by the formal Board. Moreover, such individuals will not be afforded compensation or entitlement to reimbursement for any expenses incurred in the performance of their duties or attendance at any Board meeting or other similar function. Honorary Members will be expected to meet the same personal and professional requirements established for regular Board Members including our Conflict of Interest and Code of Ethics policies. Failure to uphold such standards could result in immediate removal at any time (even before the expiration of their term) by a majority vote of the Board. Honorary Board members may also serve as either VFW Members of the Board or Appointed members of the Board.

2. **Powers.** Subject to the provisions of the laws of Oklahoma and any limitations in the Certificate of Incorporation and in these By-Laws, all of the activities and affairs of the OK-VFW Foundation shall be managed, controlled and directed, and all corporate power shall be exercised by the Board of Directors.

3. **Duties.** It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by the law, the Certificate of Incorporation or these By-Laws;
- (b) Direct and manage the OK-VFW Foundation and its officers, employees and agents to accomplish the purposes set forth in the Certificate of Incorporation and these By-Laws;
- (c) Meet at such time and places as required by law or these By-Laws;

- (d) Register their addresses with the secretary of the OK-VFW Foundation. Notice of meetings mailed, emailed or faxed to them at such addresses shall be valid notice thereof.
- 4. **Compensation.** Directors shall serve without compensation, with the exception of the Executive Director, Assistant Executive Director and Secretary/Treasurer. Salaries for these positions are subject to annual approval of salaries by the Board of Directors in the budget process. Members of the Board of Directors shall be allowed reimbursement of reasonable expenses incurred in the performance of their duties, however any single expense over one hundred dollars (\$100.00) must be pre-approved by the Board of Directors. Any expenditure for reimbursement of expenses that exceeds the approved budget for such reimbursement requires the approval of the Board of Directors.
- 5. **Place of Meeting.** Meetings of the Board of Directors shall be held at the principal office of the Foundation as established by these By-Laws unless otherwise provided by the Board of Directors or at any other place within the State of Oklahoma as may be designated from time to time by resolution of the Board of Directors.
- 6. **Annual and Regular Meetings and Special Meetings.**
 - (a) **Annual Meeting.** The annual meeting of the directors shall be held either in the month of May or in the month of June at a time to be determined by the Board of Directors at the previous annual meeting. In addition to any other business that may be considered at such meeting the Board of Directors shall adopt a budget governing the fiscal activities of the OK-VFW Foundation for the succeeding year.
 - (b) **Regular Meetings.** The Board of Directors shall, in addition to an annual meeting, have at least three (3) other regular meetings each year at times and locations to be fixed by the Board of Directors at the annual meeting. Time and location of a regular meeting may be modified at the preceding regular meeting as the Board of Directors shall fix by resolution.
 - (c) **Special Meetings.** Special meetings of the Board of Directors may be called by the President, the Executive Director or by any three (3) directors or, if different, by the persons specifically authorized under the laws of the State of Oklahoma to call special meetings of the Board of Directors. Such meetings shall be held at the principal office of the OK-VFW Foundation unless a 2/3 majority of the Board consents to a different location.
- 7. **Notice of Meetings.** Unless otherwise provided by law, the Certificate of Incorporation or these By-Laws, the following provisions shall govern the giving of notice of meetings of the Board of Directors:
 - (a) **Annual and Regular Meetings.** No notice need be given of any annual or regular meeting of the Board of Directors provided the time of said meeting is noted in the minutes of the prior annual meeting or regular meeting. Otherwise, notice must be given in writing, personally, by first-class mail, email, or by facsimile machine and shall state the date, time and place of the meeting.

- (b) **Special Meetings.** At least one week prior to such meeting notice shall be given by the Secretary/Treasurer of the OK-VFW Foundation to each director of each special meeting of the Board. Such notice must be given in writing, personally, by first-class mail, email, or by facsimile machine and shall state the date, time and place of the meeting and the matters proposed to be acted upon at the meeting.
 - (c) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this Foundation as provided by law, the Certificate of Incorporation or these By-Laws, a waiver of notice in writing signed by the Director or by reply email, whether before or after the time of the meeting, shall be equivalent to giving of such notice.
- 8. **Remote Attendance.** Unless not allowed by the laws of the State of Oklahoma, members of the Board of Directors may attend meetings remotely provided that there is both a video and audio connection that allows the member(s) attending remotely to see and hear all other members in attendance at said meeting, and all other members in attendance are able to see and hear the member(s) attending remotely.
- 9. **Quorum for Meetings.** A quorum shall consist of three (3) members of the Board of Directors. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the chair shall entertain at such meeting is a motion to adjourn.
- 10. **Majority Action as Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors unless provisions of law, the Certificate of Incorporation or these By-Laws require a greater percentage or different voting rules for approval of a matter by the Board.
- 11. **Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President of the Board or, if the President is absent the Vice President of the Board or, in the absence of the Vice President by the Executive Director of the Foundation or, in the absence of each of these persons by a chair person chosen by a majority of the Directors present at the meeting. The Secretary/Treasurer shall, with the assistance of the President and the Executive Director, prepare an agenda. Meetings shall be governed by the same standard for Parliamentary Law and Procedure that is used by the Veterans of Foreign Wars of the United States insofar as such rules are not inconsistent with the provisions of law, the Articles of Incorporation or these By-Laws.
- 12. **Voting.** Each member of the Board of Directors shall have one (1) vote on all matters with respect to which members may vote and, unless otherwise provided herein or under the applicable laws of the State of Oklahoma, the vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the exercise of the powers of the members.

13. **Meetings Not In Person.** Any action required or permitted by the laws of Oklahoma, the Articles of Incorporation or these By-Laws to be taken at a meeting of the Board of Directors, annual, regular or special, may be taken without an in-person meeting provided all directors are contacted or notified as in Section 7 of this Article III and a 2/3 majority of the directors consent to take up such matter without a meeting in person. Any action taken at such a meeting shall be disposed of in the same manner as would be followed at a meeting of the Board of Directors. The resulting meeting and the written votes thereof shall be filed with the minutes of the meetings of the Board of Directors and shall have the same force and effect as any other vote by the directors of the Foundation. Any action required by a Board vote may be accomplished using digital means, to include email or fax, subject to the following rules:
- (a) At least four (4) Directors must respond within five (5) days.
 - (b) If, at the end of five (5) days no response is received from a member, the Secretary/Treasurer will attempt to contact that member for a vote determination, said vote to be cast within two (2) days of Secretary/Treasurer's attempt to contact him/her.
 - (c) The provisions of Section 10 of this Article III apply, requiring a majority of votes for approval/disapproval of any matter by the Board.
14. **Directors' Inspection Rights.** Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of any kind and to inspect the physical properties of the OK-VFW Foundation and shall have such other rights to inspect the books, records and properties of this Foundation as may be required under the Certificate of Incorporation, other provisions of these By-Laws and provisions of law. However, any actual expense incurred of creating copies shall be the responsibility of the requesting Director.
15. **Executive Session.** At each annual meeting and regular meeting of the Board, the President of the Board will poll the Board of Directors to determine if any Director desires to meet in executive session. If any Board member so desires, the Board will convene an executive session which will be attended solely by the Board of Directors without the Executive Director or Assistant Executive Director of the Foundation (unless the Executive Director or Assistant Executive Director are members of the Board), without any Honorary Members of the Board, or any other non-Board member, unless approved by the President of the Board to be in attendance. The President of the Board will preside over the executive session and shall determine the agenda.
16. **Discharge of Duties / Conflict of Interest.** Each Director will discharge his or her duties as a Director and committee member 1) in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interests of the Foundation and 2) in accordance with applicable law, the Certificate of Incorporation, these By-Laws and any policy regarding conflicts of interest. At each annual meeting of the Board of Directors, each Director will sign an acknowledgment that the Director has read the Code of Ethics for Department of Oklahoma VFW Council of Administration, Department Officers and

Employees then in effect, and will adhere to those principals and standards of a fiduciary in his or her conduct as a Director of the Board of Directors of the Foundation.

ARTICLE IV - OFFICERS

1. **Number, Terms, Qualifications and Vacancies.** The officers of the OK-VFW Foundation shall be the President and Vice President of the Board of Directors, the Secretary/Treasurer of the Foundation, the Executive Director and Assistant Executive Director of the Foundation, and other such officers with such powers and duties not inconsistent with these By-Laws as may be appointed by the Board of Directors.
 - (a) President. The President of the Board of Directors shall be elected by majority vote of the Board of Directors at the annual meeting of said Board and shall serve a one (1) year term.
 - (b) Vice President. The Vice President of the Board of Directors shall be elected by a majority vote of the Board of Directors at the annual meeting of said Board and shall serve a one (1) year term.
 - (c) Executive Director and Assistant Executive Director. The Executive Director and the Assistant Executive Director shall be appointed by a majority vote of the Board of Directors and shall serve until removed by a majority vote of the Board of Directors or until resignation of said officer. Although the Executive Director and Assistant Executive Director may be a member of the Board of Directors, they are not required to be a member of the Board of Directors and are not required to be members of the Veterans of Foreign Wars of the United States. The Executive Director and Assistant Executive Director may receive compensation in accordance with these By-Laws, the laws of the State of Oklahoma, and the Internal Revenue Service Code. The Executive Director and Assistant Executive Director, if compensated, shall be considered either Independent Contractors or Employees of the Foundation, depending on their specific job descriptions. Persons holding the elected positions of President, Vice President and Secretary/Treasurer are also eligible to hold the positions of Executive Director and Assistant Executive Director.
 - (d) Secretary/Treasurer. The Secretary/Treasurer of the Board of Directors shall be elected by a majority vote of the Board of Directors at the annual meeting of said Board and shall serve a one (1) year term.
2. **Duties.** The duties of the officers shall be:
 - (a) President. The President shall be the Chairman of the Foundation. He or She shall have and exercise general supervision of the affairs of the Foundation and see that all orders and resolutions of the Board are carried into effect, and supervise the Executive Director. The President shall do and perform such other duties as may be assigned to the office by the Board of Directors. The President shall also be authorized to retain legal counsel to advise the Foundation and Board on legal

affairs, as necessary. The President shall serve as a de facto member of all Foundation committees.

- (b) Vice President. The Vice President will perform such duties as shall be assigned by the President and Board of Directors. In addition the Vice President shall preside over all meetings when the President of the Foundation is not in attendance.
- (c) Foundation Executive Director. The Foundation Executive Director shall perform such duties as shall be assigned by the President and Board of Directors. These duties may include but are not limited to the administration of the Foundation, employ additional personnel as needed, see that all orders and resolutions of the Board are carried into effect and conduct the day-to-day activities of the Foundation under the direction and control of the President and the Board of Directors. The Executive Director shall also advise and aid the officers of the Foundation, the Executive Committee, the Finance Committee, and all other Foundation committees in all matters designated by the Board. In addition, the Executive Director shall preside over all meetings when both the President and the Vice President of the Foundation are not in attendance.
- (d) Foundation Assistant Executive Director. The Foundation Assistant Executive Director shall assist the Executive Director with his/her duties and shall stand in for the Executive Director in his/her absence.
- (e) Foundation Secretary/Treasurer. The Foundation Secretary/Treasurer shall perform such duties as shall be assigned by the President and Board of Directors including, but not limited to:
 - (i) The Secretary/Treasurer shall have charge of all the books, documents and papers of the Foundation and shall have the custody of the corporate seal. The Secretary/Treasurer shall attend and keep the minutes of all meetings of the Board of Directors, shall execute with the President in the name and on behalf of the Foundation all contracts, deeds, certificates, bonds or other agreements authorized or ordered by the Board of Directors and may affix the seal of the Foundation. The Secretary/Treasurer shall, in general, perform all duties instant to the office of the Secretary/Treasurer subject to control of the Board of Directors.
 - (ii) The Secretary/Treasurer shall be the chief financial officer of the Foundation and shall have the custody of all funds, property and securities of the Foundation and may be required to give bond for the faithful performance of duties as Secretary/Treasurer in such sum and with such sureties as the Board of Directors may require. The Secretary/Treasurer shall direct the investment of the Foundation's assets. When necessary or proper the Secretary/Treasurer may, on behalf of the Foundation, endorse for collection of checks, notes and other obligations and shall deposit the same to the credit of the Foundation. The Secretary/Treasurer shall sign all receipts and vouchers and, together with such other officers, if any, as may

be designated by the Board of Directors, sign all checks of the Foundation and all bills of exchange and promissory notes issued by the Foundation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the Foundation. The Secretary/Treasurer shall make such payments as may be necessary to be made on behalf of the Foundation. The Secretary/Treasurer shall, subject to consent by the Board of Directors, designate such banks or depositories as may be necessary or appropriate. The Secretary/Treasurer shall prepare and submit an annual budget to the Board of Directors. The budget, as prepared, submitted and adopted, shall be balanced. The Secretary/Treasurer shall enter regularly on the books of the Foundation to be kept for that purpose full and accurate accounts of all receipts and disbursements of the Foundation and shall at the offices of the Foundation exhibit such books at all times to any directors on request. The Secretary/Treasurer shall, in general, perform all duties instant to the office of the Secretary/Treasurer of the Foundation subject to the control of the Board of Directors.

- (iii) The Secretary/Treasurer may, with approval of the Board of Directors, delegate some of their responsibilities listed in this section to the Executive Director, however shall still be responsible for supervision of those duties delegated. Any such delegation may be terminated by the Secretary/Treasurer in his/her sole discretion.

ARTICLE V - COMMITTEES

1. Executive Committee. There shall be an executive committee consisting of the President and Vice President of the Board of Directors, the Secretary/Treasurer of the Foundation and Executive Director of the Foundation. The Executive Committee shall, with the assistance of the Foundation Executive Director, be responsible for formulating specific programs and policies to fulfill the purposes of the Foundation, subject to the approval of the Board of Directors. The Executive Committee shall exercise all powers conferred on it by the Board of Directors in the management and direction of the business and the conduct of the affairs of the Foundation during intervals between meetings of the Board.
2. Finance and Audit Committee. There shall be a finance and audit committee which shall consist of the Executive Director, the Secretary/Treasurer and two other Board members appointed by the Board. The Finance and Audit Committee shall review and make recommendations to the Board of Directors with respect to the budget prepared by the Secretary/Treasurer, the investment policy of the Foundation and other matters pertaining to the finances of the Foundation. The Finance and Audit Committee shall also recommend to the Board the independent auditors to be nominated and retained, as well as investigate and audit any matter that the Board so desires.
3. Nominating Committee. There shall be a Nominating Committee consisting of the Executive Director of the Foundation, the President of the Board of Directors, and at least

one Board member appointed by the Board of Directors. The Nominating Committee shall conduct an annual review of the Board's personnel needs and profile the ideal characteristics of members needed for fulfillment of the Foundation's strategic plan and goals. The Nominating Committee will then identify individuals who fit that profile and endeavor to bring those individuals to eventual Board membership.

4. Strategic Planning Committee. There shall be a Strategic Planning Committee consisting of the President of the Board, the Executive Director of the Foundation, and the Commander of the Department of Oklahoma Veterans of Foreign Wars of the United States. The Strategic Planning Committee will develop for recommendation to the Board for approval the Foundation's mission statement, goals and strategic issues. The Strategic Plan approved by the Board will be re-evaluated by the Strategic Planning Committee no less than every five (5) years.
5. Advisory Committees. The Board of Directors may appoint as it may see fit one or more advisory committees to advise and aid the officers and the Board of Directors of the Foundation with respect to matters designated by the Board of Directors. Each such committee may, subject to approval of the Board of Directors, prescribe rules and regulations for the call and conduct of committee meetings. Members of such committees may or may not be members of the Foundation Board of Directors and may or may not be members of the Veterans of Foreign Wars of the United States.
6. Each committee is required to meet (either in person, telephonically, or via electronic methods) as often as needed, but in no event less than once prior to each regularly scheduled Board meeting. Each committee is required to submit a written report prior to the next Board meeting in sufficient time to have the report circulated with the Board materials, and each committee chair will be allotted time on the agenda of the Board meeting for a report.
7. The members of any advisory committee shall not receive any stated salary for their services as such but, by resolution by the Board of Directors, reimbursement of reasonable expenses for attendance at each regular or special meeting of such committee may be allowed.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. **RESPONSIBILITIES AND LIABILITY:** The Directors shall be trustees of the Foundation, its business and assets, both real and personal, and shall carry out the functions and duties ascribed to them by applicable laws. In addition, they shall advise the Executive Director in matters concerning the operation of the Foundation. **Directors shall incur no personal liability for the actions of the Foundation and shall be entitled to indemnification according to the provisions of Oklahoma laws exempting nonprofit officials from liability, or otherwise limiting such liability.**
2. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

civil, criminal, administrative or investigative, other than an action by or in the right of the Foundation by reason of the fact that such person is or was a director, officer, employee, agent or committee member of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed by such person to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

3. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, agent or a committee member of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with a defense or settlement of the action or suit if such person acted in good faith and in a manner reasonably believed by such person to be in, or not opposed to, the best interests of the Foundation, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudicated to be liable for negligence or misconduct in the performance of the duty of such person to the Foundation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in the view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
4. To the extent that a director, officer, employee, agent or a committee member of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 2 and 3 of this Article IV, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.
5. Any indemnification under sections 2 or 3 of this Article IV, unless ordered by a court, shall be made by the Foundation only as authorized in a specific case upon a determination of circumstances because such person has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit proceedings

or, if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

6. Expenses incurred defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or committee member to repay such amount unless it ultimately shall be determined that such person is entitled to be indemnified by the Foundation as authorized in this section.
7. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or committee member and shall inure to the benefit of the heirs, executors and administrators of such person.
8. The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or committee member of the Foundation or was serving at the request of the Foundation as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this article.

ARTICLE VII - REPORTS

The OK-VFW Foundation shall submit an annual report of its programs and financial affairs to Department of Oklahoma, Veterans of Foreign Wars, Council of Administration at that council's meeting held at the Department's annual convention. The Foundation shall also submit a status report at any regular meeting of the Department of Oklahoma Council of Administration if so requested by said Council.

ARTICLE VIII - CORPORATE RECORDS, REPORTS AND SEALS

1. Maintenance of Corporate Records. The Foundation shall keep at its principal office:
 - (a) Minutes of all meetings of directors and committees of the Board indicating the time and place of such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof.
 - (b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- (c) A copy of the Foundation's Certificate of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members of the Board of Directors at all reasonable times during business hours.

ARTICLE IX - IRS 501(c)(3) TAX EXEMPTION PROVISIONS

1. Limitations of Activities.

- (a) Notwithstanding any other provision of these By-Laws, the Foundation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions which are deductible under Section 170(c)(2) or (c)(3) of the Internal Revenue Code.
- (b) No substantial part of the activities of this Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code) and this Foundation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

2. Prohibition Against Private Inurement. No part of the net earnings of this Foundation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Foundation may be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Foundation.

3. Distribution of Assets. Upon the dissolution of the Foundation, its assets remaining after payment or provision of payment of all debts and liabilities of the Foundation shall be distributed for one or more exempt purposes under the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Department of Oklahoma Veterans of Foreign Wars of the United States to be used only for said exempt purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Oklahoma and the Internal Revenue Service Code.

4. Private Foundation Requirement and Restrictions. In any taxable year in which this Foundation is a private foundation as prescribed in Section 509(a) of the Internal Revenue Code, the Foundation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as described in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investment in such manner as to subject the Foundation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X - MISCELLANEOUS

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver such instruments in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.
2. **Checks, Drafts, Et Cetera.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by the Secretary/Treasurer or such officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by a resolution of the Board of Directors.
3. The activities of the Foundation conducted pursuant to its purpose shall be supported by gifts, grants and contributions to the extent the same may be accepted by the Board of Directors.
4. **Ombudsman.** The current President of the OK-VFW Foundation Board, shall be held out as and shall act as a publicized conduit or ombudsman for receiving ethics concerns. However, for ethics concerns pertaining to the current President of the OK-VFW Foundation Board, the Vice President of the Board shall be the conduit or ombudsman for receiving ethics concerns.
5. **Discrimination.** The Foundation will abide by any policy on discrimination then in effect for the Veterans of Foreign Wars, Department of Oklahoma as well as any applicable laws of the State of Oklahoma and applicable federal laws.
6. **Sexual Harassment.** The Foundation will abide by any policy on sexual harassment then in effect for the Veterans of Foreign Wars, Department of Oklahoma as well as any applicable laws of the State of Oklahoma and applicable federal laws.
7. **Whistleblower Policy.** The Foundation will abide by any "Whistleblower Policy" then in effect for the Veterans of Foreign Wars, Department of Oklahoma as well as any applicable laws of the State of Oklahoma and applicable federal laws.

ARTICLE XI - AMENDMENTS OF BY-LAWS

Except as may otherwise be specified under the provisions of law or the Certificate of Incorporation, these By-Laws, or any of them, may be altered, amended or repealed and new By-Laws adopted by approval of two-thirds (2/3) of the entire Board of Directors.

ARTICLE XII - CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these By-Laws and the Certificate of Incorporation of this Foundation the provisions of the Certificate of Incorporation shall govern. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for

any reason the remaining provisions and portions of these By-Laws shall be unaffected by such holdings.

All references in these By-Laws to the Certificate of Incorporation shall be the Certificate of Incorporation, Certificate of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding documents of the Foundation filed with an office of this state and used to establish the legal existence of the Foundation.

All references in these By-Laws to a section or sections of the Internal Revenue Code shall be such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future Federal tax code.

In any matter not expressly covered by these By-Laws, the Foundation and its Board of Directors will seek guidance from the By-Laws, Policies and Procedures then in effect for the Veterans of Foreign Wars, Department of Oklahoma.

THESE REVISED BY-LAWS REPLACE THE ORIGINAL BY-LAWS APPROVED JUNE 7, 2018 AND WERE APPROVED BY THE THEN BOARD OF DIRECTORS AT THE OKLAHOMA VETERANS OF FOREIGN WARS FOUNDATION'S FIRST MEETING HELD IN CALENDAR YEAR 2021.

President/Executive Director

Secretary/Treasurer