



SCORE Collaborative, Inc.

Bylaws of a Nonprofit Corporation

ARTICLE I

NAME & PURPOSE

Section 1. Name

The name of the corporation is SCORE Collaborative, Inc. (the “Corporation”).

Section 2. Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purpose of the Corporation is to strengthen the educator workforce in Southern Oklahoma and, in doing so, to advance the region’s long-term economic competitiveness. A strong K–12 teacher pipeline is foundational to Southern Oklahoma’s quality of place — attracting families, retaining talent, and positioning the region to compete for business investment and job creation. SCORE pursues this mission by:

- Developing “Grow Your Own” teacher pathways that build the local educator pipeline from within Southern Oklahoma communities;
- Supporting paraprofessionals, emergency-certified teachers, and aspiring educators through structured training, mentoring, and degree and certification pathways;
- Partnering with school districts, higher education institutions, workforce agencies, and economic development organizations to improve educator preparation and regional quality of place;
- Offering programs that increase literacy, instructional quality, and long-term teacher retention;
- Conducting research, evaluation, and public awareness activities to support K–12 workforce development and regional economic vitality.

The Corporation may carry on any lawful activity consistent with its nonprofit nature.

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be located in Southern Oklahoma at an address designated by the Board of Directors.

Section 2. Registered Office

The Corporation shall maintain a registered office and registered agent as required by Oklahoma law.

ARTICLE III**BOARD OF DIRECTORS**

Section 1. Authority

The Board of Directors (“the Board”) is the governing body of the Corporation and has full authority over its policies, finances, and strategic direction.

Section 2. Number & Qualifications

The Board shall consist of no fewer than five (5) and no more than nine (9) Directors.

Directors shall collectively represent a range of expertise necessary to advance SCORE’s mission and economic development goals. The Board shall seek to maintain representation from the following areas, with economic development expertise treated as a priority qualification:

Priority Expertise Areas

- Workforce & economic development
- Business, corporate, or site selection
- K–12 public education leadership
- Higher education

Supporting Expertise Areas

- Community leadership
- Nonprofit or public sector management
- Finance, law, or human resources
- Communications or government relations

Section 3. Election & Term

- Directors are elected by majority vote of the Board.
- Terms are three (3) years and may be renewed for one (1) additional consecutive term.
- Terms shall be staggered to ensure continuity of governance.
- A Director who has served two consecutive terms may be re-elected after a minimum absence of one (1) year.

Section 4. Removal

A Director may be removed with or without cause by a two-thirds (2/3) vote of the remaining Directors at any regular or special meeting, provided written notice of the proposed removal is given at least ten (10) days in advance.

Section 5. Resignation

A Director may resign at any time by written notice to the Board Chair. The resignation is effective upon receipt unless a later date is specified.

Section 6. Vacancies

Vacancies on the Board may be filled by majority vote of the remaining Directors. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term.

ARTICLE IV

MEETINGS OF THE BOARD

Section 1. Regular Meetings

The Board shall meet at least four (4) times per year at times and places determined by the Board. The Board may establish a regular meeting schedule at the beginning of each year.

Section 2. Special Meetings

Special meetings may be called by the Chair or by any two (2) Directors with written notice to all Directors.

Section 3. Notice

Written notice (email is acceptable) of any meeting must be provided at least five (5) days in advance of regular meetings and at least two (2) days in advance of special meetings. Notice shall include the date, time, location or virtual access information, and a proposed agenda.

Section 4. Quorum

A majority of seated Directors constitutes a quorum for the transaction of business. No action may be taken without a quorum present.

Section 5. Voting

- Each Director has one (1) vote.
- Decisions are made by majority vote of Directors present and voting unless otherwise specified in these Bylaws.
- Abstentions are recorded but do not affect the outcome of a majority vote.

Section 6. Remote Participation

Meetings may be held by video or telephone conference, provided all participants can hear and communicate with each other simultaneously. Participation by such means constitutes presence at the meeting.

Section 7. Action Without a Meeting

The Board may take action without a formal meeting if all Directors provide written consent (email is acceptable) to the action. Such consent shall be documented and filed with the meeting minutes.

ARTICLE V

OFFICERS & EXECUTIVE DIRECTOR

Section 1. Officers

The officers of the Corporation shall include:

- Chair
- Vice Chair
- Secretary
- Treasurer

The Executive Director shall serve as a non-voting ex officio attendee of all Board meetings. The Executive Director participates fully in Board discussions, provides operational and strategic information, and is accountable to the Board, but does not hold a Director seat and does not vote on any Board matter.

Section 2. Election & Term

The Chair, Vice Chair, Secretary, and Treasurer shall be elected annually by the Board from among its Directors and shall serve one-year terms. Officers may be re-elected without limit.

The Executive Director shall be appointed by the Board and shall serve under the terms of an employment agreement approved by the Board. The Executive Director's role as non-voting ex officio attendee is a function of their employment and does not constitute board membership.

Section 3. Duties of Officers

Chair: Presides at Board meetings, provides governance leadership, serves as the primary liaison between the Board and the Executive Director, and executes documents on behalf of the Corporation when authorized.

Vice Chair: Assists the Chair and assumes the Chair's duties in their absence or incapacity.

Secretary: Maintains official corporate records, records and distributes meeting minutes, ensures proper notice of meetings, and oversees document retention in accordance with the Corporation's Document Retention Policy.

Treasurer: Oversees financial reporting, budgeting, and fiscal accountability; ensures the Board receives regular financial reports; and works with the Executive Director to maintain financial controls in accordance with the Corporation's Financial Controls Policy.

Section 4. Executive Director Duties

The Executive Director is responsible for:

- Leading day-to-day operations and supervising staff;
- Implementing Board-approved strategic plans and programs;
- Managing budgets, grants, and financial reporting subject to Board oversight;
- Building and maintaining partnerships with school districts, higher education, workforce agencies, economic development organizations, and funders;
- Representing SCORE's mission — including its role in Southern Oklahoma's economic competitiveness — to the public, funders, and government;
- Reporting regularly to the Board on operations, programs, finances, and strategic opportunities.

Section 5. Executive Director Evaluation & Compensation

The Board shall conduct an annual performance evaluation of the Executive Director. Compensation shall be set by the Board in accordance with the Corporation's Executive Director Compensation Policy, which requires the use of comparability data and prohibits the Executive Director from participating in related deliberations or votes.

ARTICLE VI

COMMITTEES

Section 1. Standing and Ad-Hoc Committees

The Board may establish standing or ad-hoc committees as needed, including but not limited to: Finance, Governance, Programs, Fundraising, and Economic Development & Partnerships.

Section 2. Authority & Limitations

Committees may be delegated responsibilities by the Board but may not independently:

- Approve or amend the annual budget
- Hire or terminate the Executive Director
- Amend these Bylaws
- Dissolve the Corporation

Only the full Board may take those actions.

Section 3. Committee Composition

Each committee shall include at least one Director. Committees may include non-Director members with relevant expertise, including community members, subject to Board approval.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the Corporation shall run July 1 through June 30 unless otherwise determined by the Board.

Section 2. Budget

The Executive Director shall prepare and present an annual operating budget for Board approval prior to the start of each fiscal year. Material variances shall be reported and handled in accordance with the Corporation's Financial Controls Policy.

Section 3. Financial Controls

The Corporation shall maintain adequate internal controls to protect its assets and ensure accurate financial reporting. Specific controls governing expenditure authorization, check signing, banking, and the annual financial review are established in the Board-adopted Financial Controls Policy, which is incorporated by reference into these Bylaws. At minimum, controls shall include:

- Dual authorization requirements for expenditures above thresholds set in the Financial Controls Policy;
- Regular Treasurer review of financial statements;

- Annual financial statement review or audit as appropriate to the Corporation's size and funder requirements.

Section 4. Compensation

No Director, officer, or employee shall receive compensation that constitutes private inurement of the Corporation's net earnings. All compensation shall be reasonable and consistent with the Corporation's tax-exempt status.

ARTICLE VIII

CONFLICT OF INTEREST

The Board shall adopt and maintain a Conflict-of-Interest Policy consistent with IRS 501(c)(3) requirements. That policy is incorporated by reference into these Bylaws. Directors, officers, and key employees must disclose conflicts and recuse themselves from related discussions and votes in accordance with the adopted policy. Each Director shall sign an annual conflict of interest disclosure statement.

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted by Oklahoma law, the Corporation shall indemnify its Directors, officers, employees, and volunteers against liabilities arising from their service to the Corporation, except in cases of fraud, willful misconduct, gross negligence, or criminal activity. The Corporation may purchase and maintain directors' and officers' liability insurance at the Board's discretion.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the full Board at any regular or special meeting, provided at least ten (10) days' written notice of the proposed changes is given to all Directors prior to the meeting. Proposed amendments shall be submitted in writing with the notice.

ARTICLE XI

DISSOLUTION

Upon dissolution of the Corporation, after payment of all liabilities, remaining assets shall be distributed exclusively to:

- Public school districts located in Oklahoma;
- Public higher education institutions located in Oklahoma; or
- Other 501(c)(3) organizations located in Oklahoma whose charitable purpose is aligned with K-12 educator development, workforce development, or rural economic vitality.

No assets shall be distributed to any private individual. The dissolution shall be carried out in accordance with Oklahoma nonprofit corporation law.

ARTICLE XII**GOVERNANCE POLICY SUITE**

The Board shall adopt and maintain a suite of governance policies that supplement these Bylaws. These policies do not require a bylaw amendment to update but must be adopted or revised by a majority vote of the Board. The core governance policies include:

#	Policy	Review Cycle
1	Conflict of Interest Policy	Annual
2	Financial Controls Policy	Annual
3	Document Retention & Destruction Policy	Every 3 years
4	Whistleblower Policy	Every 3 years
5	Gift Acceptance Policy	Every 3 years
6	Executive Director Compensation Policy	Annual

Policies shall be reviewed on the schedule above or whenever material changes in law, funding requirements, or organizational circumstances warrant an earlier review.

These Bylaws were adopted by the Board of Directors of SCORE Collaborative, Inc. on the 14th day of April, 2026.