



AMENDED BYLAWS OF THE DOWNED BIKERS ASSOCIATION

FOOTHILLS CHAPTER

(An Oklahoma Non-Profit Corporation) ARTICLE I -Purpose and Principal Office

SECTION 1.1 Purpose. The principal purpose of the corporation, as reflected in its articles of Incorporation, shall be as stated in the following MISSION STATEMENT:

The Downed Bikers Association is a non-profit organization created to aid those lost or confined to a hospital due to a motorcycle accident.

SECTION 1.2 Principal Office. The principal office for the transaction of the business of the corporation is hereby located in Hulbert, OK. The principal mailing address for the transaction of the business of the corporation is hereby fixed and located at PO Box 783, Hulbert, OK 74441.

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. The Secretary, opposite this section shall note any such change in the bylaws, or this section may be amended to state the new location.

SECTION 1.3 Other Chapters. The National Board of Directors may at any time establish chapters at any place or places where the corporation is qualified to do business or the business of the corporation may require. All information pertaining to new chapters is at the direction of the National Board and is to be obtained directly from them.

ARTICLE II- Members

SECTION 2.1 Eligibility for Membership / Membership Classes

(a) **Lifetime Members:** Lifetime members shall be those Members, upon the unanimous approval of the Board of Directors, who are natural persons at least twenty-one (21) years of age, and contributions (i) \$250.00 or more, or (ii) of outstanding and special services in any single fiscal year to the corporation. Life Members shall be entitled to full access to and use of the corporation's facilities in accordance with the corporation's rules and regulations, and shall have such rights and privileges as may from time to time be granted to them by the Board of Directors. Lifetime Members may be removed involuntarily from Membership by the (i) a unanimous vote of all persons who are members of the Board of Directors at the time of such vote, or (ii) by vote of the Board of Directors for conduct detrimental to the Corporation, such vote to be made at a meeting of written notice of the call and purpose of such special meeting given to the Lifetime Member(s) whose lifetime Membership is then at risk. Every Lifetime Member in good standing shall be entitled to vote at regular and special meetings of corporation Members.

(b) **Individual Members:** Individual members shall be those Members who are natural persons at least twenty-one (21) years of age, and who have been invited to become Members of the corporation upon payment of the annual fee require to Membership as determined from time to time by the Board of Directors. Individual Members shall be entitled to full access to, and use of the corporation's facilities in accordance with the corporation's rules and regulations, and shall have such rights and privileges as may from time be granted to them by the Board of Directors. Individual Members may only be removed involuntarily from membership by a vote of at least 75% of all Board Members in good standing, and only for (1) cause, (2) acts inconsistent with Membership, or (3) failure to timely pay the required annual fee for Membership. The admission or removal of any Individual member may be voted upon at any annual or duly called special meeting or any Board of Directors meeting. Every individual member in good standing shall be entitled to vote at regular and special meetings of corporation Members.

(c) **Non-Transferability of Membership:** No member or interest in the corporation shall be assignable or transferable by any Member. No Membership or interest shall pass to any legal representative of any deceased member. Membership shall cease upon the death of the Member. No Member, in such capacity, shall have any vested rights in the assets of the Corporation.

SECTION 2.2 Place of Meetings. All annual meetings of Members and all other meetings of Members shall be held either at the principal office of the corporation or at any other place within or without the State of Oklahoma as may be designated by the Board of Directors.

SECTION 2.3 Annual Meetings. The annual meeting of Members shall be held on a day to be determined by the Board of Directors and published on the web site at least sixty (60) days in advance thereof, the date time and location of the Annual Meeting. At such annual meeting, directors elected as in Article III, Section 3.2 shall be installed, reports of corporate affairs shall be considered, and other business may be transacted which is properly brought and within the powers of the Members to transact.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally, by mail, electronic mail, or other means of written communication, charges prepaid, addressed to such member at his/her address appearing on the books of the corporation or given by him/her to the corporation for the purpose of notice. If a Member gives no address, notice shall be deemed to have been given him/her if sent by mail, electronic mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in the newspaper of general circulating in the county in which said office is located. All such notices shall be sent to each Member entitled thereto not less than ten (10) nor more than (60) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

SECTION 2.4 Special Meetings. Special meetings of the Members for any purpose or purposes may be called at any time by the President or, if he/she is absent or unable to act, by any Vice President or by resolution of the Board of Directors. Except in special cases where other express provision is made by state, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for annual meetings of members. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice, except upon the unanimous consent of all Directors.

Upon the President's or, if he/she is absent or unable to act, any Vice-President or Board's call for a special meeting, the Secretary shall give oral or written notice to the members that such meeting has been called for the purpose or purposes stated in such notice, and that such meeting is to be held at a specified time, not be less than ten (10) days nor more than sixty (60) days after the receipt of such request.

SECTION 2.5 Voting List. The officer or agent who has charge of the Membership List of the corporation shall, before each Member's meeting, prepare, as of forty-eight (48) hours prior to the convening of such a meeting, a list of all members entitled to vote at such meeting, arranging the names alphabetically. Such officer or agent shall produce such list and shall keep it open either at a place within the city where the meeting is held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held during the business hours of at least one (1) full day immediately preceding the convening thereof and until the close of such meeting, and it shall be subject to inspection at any time during such period by any member or person representing a Member.

SECTION 2.6 Quorum. A majority of members, present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by these bylaws or the Articles of Incorporation of the corporation. When a quorum is present at any meeting, a majority of the members represented thereat and entitled to vote thereat shall decide any questions brought before such meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

SECTION 2.7 Adjourned Meeting and Notice Thereof. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members who are whether present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

When any Members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

SECTION 2.8 Order of Business. The order of business at an annual or special meeting, and so far as practicable at all other meeting of the Members, shall be as follows:

- 1. Call meeting to order;**
- 2. Calling of voting roll and checking proxies;**
- 3. Proof of notice of meeting;**
- 4. Reading of any unapproved minutes;**
- 5. Reports of officers with the Treasurer's Report to include a compilation of the Financial Statements of the corporation for the preceding fiscal year;**
- 6. Election of directors;**
- 7. Appointment of Committee Chairs;**
- 8. Unfinished business;**
- 9. New business; and**
- 10. Adjournment.**

SECTION 2.9. Voting. At each Annual Meeting of Members, each Lifetime, and Individual member shall be entitled to one (1) vote, in person if his/her membership extends to the record date fixed for such meeting by the Board of Directors; or, (2) one vote by absentee ballot. The voting at all meetings of Members may be by show of hands or by voice vote, but any qualified voter may demand a vote by written ballot, whereupon such a vote shall be taken by written ballot each of which shall state the name of the Member voting.

SECTION 2.10. Consent of Absentees. The transaction of any meeting of members, either annual or special, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present in person and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Absentee voting for the Annual Election of Directors shall be conducted according to the requirements set forth in the Chapter Operating Manual.

SECTION 2.11. Action without Meeting. Any action which, under any provisions of the laws of the State of Oklahoma or under the provision of the Articles of Incorporation or under these bylaws may be taken at a meeting of the Members, may be taken without a meeting, without prior notice and without a vote if Consent in writing be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted, and such filed with the Secretary of the corporation and made a part of the corporate records. Prompt notice of the taking of corporate action without a meeting by less than unanimous consent shall be given to those members who have not consented in writing.

ARTICLE III- Directors

SECTION 3.1 Powers. Subject to the Articles of Incorporation, of the bylaws and of the Jaws of the State of Oklahoma as to action to be authorized or approved by Members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed and conducted by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

First: To select and remove officers, agents and employees of the corporation to prescribe such powers and duties for them as may not be inconsistent with law, with the Article of Incorporation or the bylaws, and to fix their compensation, if any.

Second: To designate any place within or without the State of Oklahoma for the holding of any Member 's meeting or meetings: and to adopt, make and use a corporate seal.

Third: To authorize the receipt of contributions as provided in the Articles of Incorporation. Fourth: To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered there for, in the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities there for.

SECTION 3.2 Number, Election and Term of Office. The number of directors, which shall constitute the whole Board, shall not be less than five (5) and no more than seven (7). The voting Members at any meeting shall determine the number, which shall constitute the Board, and the number so determined shall remain fixed until changed at a subsequent meeting. The voting Members may designate classes of Directors whose term shall expire at the next annual meeting and may designate which Directors shall be elected to each respective class. The Directors shall be nominated at a meeting of the Members, date to be determined by the board. Date of elections will be determined by the Executive Board to take place not less than ten (10) or more than sixty (60) days from the nomination date. Written notice of nominations and election date, time and location shall be given to each member in accordance to Article II Section 2.3.

SECTION 3.3 Qualifications. A director must be a Member of the corporation. The President of the Board of Directors elected for any term beyond the year 2016 must have served a prior term as a member of the Board of Directors.

SECTION 3.4 Vacancies. Vacancies in the Board of Directors shall be filled in any of the following manners: (1) by a majority of the directors then in office; (2) through less than a quorum; (3) or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected at an annual or a special meeting of the Members. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the members fail, at any annual or special meeting of Members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

SECTION 3.5. Resignations. Any Director may resign at any time by giving written notice of his/her resignation to the Board or the president or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a Director rendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

SECTION 3.6. Removal. A Director may only be removed involuntarily from Membership by the unanimous vote of all Board Members at a special meeting called for such purpose, with at least ten (10) days advance written notice of the call and purpose of such meeting given to the Director whose office is then at risk.

SECTION 3.7. When Board May Declare Vacancies. The Board of Directors shall declare vacant the office of a Director if he/she be declared of unsound mind by an order of court, or may do so within sixty (60) days after notice of his/her election if he/she does not accept such office in writing or does not attend a meeting of the Board of Directors. The Board of Directors may declare, by a vote of a majority of the whole Board, to vacate the office of a Director if he/she does not attend two consecutive unexcused meetings: annual, special, or regular.

SECTION 3.8. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State of Oklahoma, which has been designated from time to time by resolution of the Board, or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Annual or special meetings of the Board may be held either at the place so designated or at the principal office.

SECTION 3.9. Regular Meetings. A regular meeting consists of the Board of Directors meeting for the purpose of business or the corporation and the transaction of any other business coming before such meeting. A majority of the whole Board shall be present in order to legally constitute the meeting. If a majority of the Board shall not be present, then such regular meeting may be held at such time as shall be fixed by the consent of all of the Directors. Other regular meetings of the Board may be held without notice at such time as shall be determined by the Board.

SECTION 3.10. Waiver of Notice. Any actions taken or approved at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes of the meeting. If a director does not receive notice of a meeting, but attends and participates in the meeting, he/she shall be deemed to have waived notice of the meeting.

SECTION 3.11. Quorum. At all meetings of the Board, a quorum shall consist of a majority of the entire number of Directors and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these bylaws and except to adjourn as hereinafter provided.

SECTION 3.12. Adjournment. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjournment meeting at which a required number of Directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 3.13. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned.

SECTION 3.14. Fees and Compensation. Directors and Member of committees may receive reasonable compensation for their services, and may receive such reimbursement for expenses, as may be fixed or determined by resolution of the Board.

SECTION 3.15. Action without Meeting. Any action required or permitted at a meeting of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all Directors. Such record or memorandum shall have the same effect as a meeting of the Board of Directors and shall be filed with the Secretary of the corporation and made a part of the corporate records.

SECTION 3.16. Telephone Meetings. Meetings of the Board of Directors may participate in a meeting of such board by means of conference telephone or similar communications equipment by means of which all in participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV- Officers

SECTION 4.1. Officers. The officers of the corporations shall be a President, an Executive Vice-President, a Vice-President, a Secretary, a Treasurer, Sergeant at Arms and Referee for a seven person board, for a five person board the officers shall be a President, a Vice-President, a Secretary, a Treasurer, Sergeant at Arms. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of President, Secretary or Treasurer or more than one of the offices of President, Executive Vice-President and Vice-President. The officers shall be members of the Board of Directors; provided, however, that the officers shall continue to hold office until he/she is removed or his/her successor has qualified after being appointed or elected notwithstanding an earlier termination of his/her office as Director.

SECTION 4.2. Appointment. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by the members, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified.

SECTION 4.3. Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

SECTION 4.4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the sitting Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may be removed by vote of the Executive Board for conduct detrimental to the Corporation.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

SECTION 4.6. President. Subject to such powers and duties, if any, as may be assigned by the Board of Directors, the President shall be the Chief Executive Officer of the corporation and shall subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation, including:

(a) He/She shall preside at all meetings of the Members and at all meetings of the Board of Directors.

(b) He/She shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the corporation's business and shall, with the Secretary, sign the minutes of all Member's and Director's meetings over which He/She may have presided.

(c) He/She shall execute bonds, mortgages and other contracts requiring a seal under a seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

(d) At the annual meeting of the members, He/She shall submit a complete report of the operations of the corporation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time, such matters coming to his/her attention and relating to the interest of the corporation as should be brought to the attention of the Board.

(e) He/She shall be a Member of the Board of directors and an ex-officio Member of all standing committees, including the Executive Committee, and he/she shall have such usual powers and duties of supervision and management as may pertain to the office of the president and shall have such other powers and duties as may be prescribed by the Board of Directors of the bylaws.

SECTION 4.7. Executive Vice-President. The Executive Vice-President shall be the Executive Officer of the corporation next in authority to the President, of whom he/she shall assist in the management of the business of the corporation and the implementation of orders and resolutions of the Board of Directors. In the absence or disability of the President; he/she shall be an ex-officio Member of a standing committee; and he/she shall perform such other duties as the Board of Directors may from time to time prescribe. He/She shall have all authority conferred upon a Vice-President by the bylaws.

SECTION 4.8. Vice President. In the absence or disability of the President and the Executive Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Director or the bylaws.

SECTION 4.9. Secretary. In the absence or disability of the President, the Vice-Presidents the Secretary, in order or their rank as fixed by the Board of Directors, or, if not ranked, the Secretary designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The Secretary shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors the bylaws.

The Secretary shall keep or cause to be kept, at the principal office of the corporation, or such other place as the Board of Directors may order, a book of minutes of meetings of Directors and Members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof give, the names of those present at Director's meetings, the number of Members present or represented at member's meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the corporation a Membership List showing the names of the members and their addresses, and the ending date of their Membership.

The Secretary shall give, or cause to be given, notice of meetings of the Members and of the Board of Directors required by the bylaws or bylaw to be given, and he/she shall keep the seal of the corporation in safe custody. He/She shall also sign, with the president or Executive Vice-President, all contracts, deeds, licenses and other instruments when so ordered. He/She shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by the laws of the State of Oklahoma and shall perform such other duties as may be requested by the Board of Directors or by the bylaws.

The Secretary shall allow any Member, on application, during normal business hours, to inspect the Membership List. He/She shall attend to such correspondence and perform such other duties as may be incidental to his/her office or as may be properly assigned to him/her by the Board of Directors.

The Assistant Secretary, if any, shall perform the duties of the Secretary in the case of his/her absence or disability and other duties as specified by the Board of Directors.

SECTION 4.10. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses and contribution. The books of account shall at all reasonable times be open to inspection by any Member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of their corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

The Assistant Treasurer shall perform the duties of the Treasurer in the event of his/her absence or disability and such other duties as the Board of Directors may determine.

SECTION 4.11. Sergeant at Arms. The Sergeant at Arms shall keep and maintain order at meetings and events/functions of the corporation and perform other duties as assigned by the Board of Directors.

SECTION 4.12. Referee. The Referee shall be the designated first contact for any and all issues that the members desire to be brought to the attention of the board. The Referee shall also perform other duties as assigned by the Board of Directors.

SECTION 4.13. Delegation of Duties. In case of the absence or disability of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any Director.

SECTION 4.14. Fees and Compensation. Officers may receive reasonable compensation for their services, and may receive such reimbursement for expenses, as may be fixed or determined by resolution of the Board in accordance with the Operating Manual .

ARTICLE V- Records of Membership

SECTION 5.1. Membership List. There shall be kept at the registered office of the corporation in the State of Oklahoma a record containing the names and addresses of all Members of the corporation and the ending date of their membership; provided, however, that the foregoing shall not be required if the corporation shall keep at its registered office a statement containing the name and post office address, including street number, if any, of the custodian of such record. Duplicate lists may be kept in such other state or states as may, from time to time, be determined by the Board.

SECTION 5.2. Record Date and Closing Membership List. The Board of Directors may fix a time as record

date for the determination of the members entitled to notice of and to vote at any meeting of members not more than sixty (60) days prior to the date of the meeting. When a record date is so fixed, only Members of record on that date are entitled to notice of and to vote at the meeting, notwithstanding any contributions received by the corporation after the record date.

ARTICLE VI- Execution of Instruments

SECTION 6.1. Contracts. The Board or any committee thereunto authorized may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the corporation any contract or other instrument, and such authority may be general or may be confined to specific instances.

SECTION 6.2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the corporation shall require signatures by two such officers or agents of the corporation and in such manner shall be determined from time to time by resolution of the Board.

SECTION 6.3. Deposits. Bank Accounts. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an officer or officers of the corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be by hand-stamped legend in the name of the corporation or by written endorsement of any officer without countersignature.

SECTION 6.4. Sale or Transfer of Securities Held by the Corporation. Stock certificates, bonds or other securities at any time owned by the corporation may be held on behalf of the corporation or sold, transferred or otherwise disposed of pursuant to authorization by the Board, or any committee thereunto duly authorized, and when so authorized to be sold, transferred or otherwise disposed of, may be transferred from the name of the corporation by the signature of the President or the Executive Vice President and the Treasurer or the Assistant Treasurer or the Secretary or the Assistant Secretary.

ARTICLE VII- Miscellaneous

SECTION 7.1. Fiscal Year. The fiscal year of the corporation shall be the calendar year. **SECTION 7.2 Seal.** The corporate seal shall be a device containing the name of the corporation and the word "Oklahoma".

SECTION 7.3. Inspection of Corporate Records. The Membership List, the books of account, copy of the bylaws as amended certified by the Secretary, and minutes of proceedings of the Members and Directors and of the Executive Council and other committees of the Directors shall be open to inspection upon the written demand of any Member, at any reasonable time when required by the demand of ten percent (10%) of the Members represented at any Members' meeting. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection other than at Members' meeting shall be made in writing upon the President, Secretary or Assistant Secretary of the corporation.

ARTICLE VIII - Notices

SECTION 8.1. Form of Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any director, Officer or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States mail in a postpaid sealed wrapper, addressed to such Director, Officer or Member at such address as appears on the books of the corporation, or, in default of other address, to such Director, Officer or Member at the general post office in the city where the corporation's principal office for the transaction of business is located, and such notice be deemed to be given at the time when the same shall be thus mailed.

SECTION 8.2. Waiver of Notice; Attendance at Meeting. Any member, Director or Officer may waive any

notice required to be given under these bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business the meeting is now lawfully called or convened.

ARTICLE IX- Amendments

SECTION 9.1. Who May Amend? These bylaws may be amended, altered, changed or repealed by (i) the affirmative vote of a majority of the Members represented, at any regular or special meeting of the Members if notice of the proposed amendment, alteration, change or repeal by contained in the notice of the meeting, or (ii) by the affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board and upon Review and Approval by the National Board of Directors.

ARTICLE X- Membership Certificates

SECTION 10.1. Form and Issuance. Members of the corporation may be issued membership cards. Each membership card shall state the following.

- (a) Name of the corporation;
- (b) That the corporation is organized under the laws of the State of Oklahoma;
- (c) The name of the person to whom issued; and
- (d) The type of membership.

SECTION 10.2. Lost, Stolen or Destroyed Cards.

The corporation may issue a new membership card in the place of any previously issued if the Member named in the card:

- (a) Makes proof in affidavit form that the card has been lost, destroyed or stolen.
- (b) Request the issuance of a new card.
- (c) Satisfies any other reasonable requirements imposed by the corporation.

ARTICLE XI- Indemnification of Directors, Officers, Agents and Employees

SECTION 11.1. Definition. As used in this Section 11.1, any word or words that are defined in Section 1031 of the Act, as amended from time to time (the "Indemnification Section"), shall have the same meaning herein as provided in the Indemnification Section.

SECTION 11.2. Indemnification Authority. The corporation may, as determined by the Board of Directors of the corporation, indemnify and advance expenses to a Director, Officer, Employee or Agent to the maximum extent permitted by and in accordance with the Indemnification Section, as it exists on the date hereof or as it may hereafter by amended.

These bylaws approved this 10th day of November, 2019.

Karl Pryor, President

Bobby Gassaway, Executive Vice-President

T J Rankin, Vice-President

Sharon Mullins, Secretary

Ann Gregory, Treasurer

Kevin Cooper, Sergeant At Arms

Jeff Mullins, Referee

Amended 2/3/2020 TJR/VP