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**BY-LAWS  
OF  
TULSA BIRD DOG ASSOCIATION**

**Incorporated Under the Laws of the State of Oklahoma**

Approved, March 22, 2018

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**ARTICLE ONE**

**Name**

- 1. Name.** The name of this corporation shall be “Tulsa Bird Dog Association.” hereinafter designated as the “Association.”

## ARTICLE TWO

### Purposes and Governing Instruments

1. **Nonprofit Corporation.** The Association shall be organized and operated as a nonprofit corporation under the provisions of the Oklahoma Nonprofit Corporation Code.
2. **Charitable Purposes.** The Association is a voluntary association of individuals the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Association shall have full power and authority:
  - (a) To promote and participate in such civic and charitable pursuits and projects as the Board of Directors may deem appropriate.
  - (b) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Association, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Oklahoma Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).
3. **Mission.** The Mission of the Association is to encourage, support, direct, educate and contribute to the education of the general public and in particular youth, in the cultural heritage of sporting dog training, and the proper education and use of firearms and other means of pursuing upland birds, fish and wild game, and to make gifts to other qualified charitable donees, with an emphasis in preserving the interest and education of sporting dogs, hunting, conservation, field trial competition and the use of sporting weapons.
4. **Governing Instruments.** The Association shall be governed by its articles of incorporation, its bylaws, and its Members.

## ARTICLE THREE

### Member

1. **Members of the Association.** Members of the Association shall consist of the following:
  - (a) The Directors of the Association entitled to vote.
  - (b) Paid members of the Association in good standing.Members of the Association, as defined above, are herein referred to as “Members” (uppercase M)

and not “members” (lowercase M).

2. **Voting Members.** Voting Members of the Association shall consist of all of the Members listed in Section 3.1.
3. **Annual Meeting: Notice.** The annual meeting of the Members shall be held at such a place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by electronic communication not less than ten (10) nor more than seventy (70) days before such meeting.
4. **Special Meetings: Notice.** Special meetings of the Members may be called by or at the request of the president of the Association by one-third of the directors of the Association in office at that time. Notice of the time, place, and purpose of any special meeting of the Members shall be given by the secretary either personally or by telephone, mail, or electronic communication at least five (5) days before such meeting and shall specify the reason for the call of the special meeting.
5. **Meetings.** The president of the Association shall preside over all meetings of the Members. Subject to the provisions of the charter with respect to the incorporators, the Members shall elect directors at every annual meeting of the Members. The annual membership meeting shall be held on the fourth Tuesday in May of each year. The nominating committee will nominate a slate of persons for the director positions and the floor will also be open for nominations. Three directors per year will be elected by simple majority of the membership present at the Annual Meeting.
6. **Waiver.** Attendance by a Member at a meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six (“Notice and Waiver”).
7. **Vote Required for Action.** Except as otherwise provided in these by-laws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

## **ARTICLE FOUR**

### **Board of Directors**

1. **Authority and Responsibility of the Board of Directors.**

- (a) The supreme authority of the Association and the government and management of the affairs of the Association shall be vested in the Board of Directors; and all the powers, duties, and functions of the Association conferred by the articles of incorporation, these bylaws, its members, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.
- (b) The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the Association; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Association as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the Association as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.
- (c) The Board of Directors shall not permit any part of the net earnings or capital of the Association to inure to the benefit of any Member, director, officer, trustee, or other private person or individual except as contemplated in Section 2.2.
- (d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Association.
- (e) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Association, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

**2. Board of Directors.** Subject to the provisions of the charter, the Board of Directors shall consist of the following:

- (a) Originally Appointed Directors. The incorporators of the Association have appointed the following persons to serve as Originally Appointed Directors, to take office at the initial meeting of the Members of the Association and shall continue in office until an election of Directors has been held or until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

(b) Elected Directors. There shall be no fewer than five (5) elected Directors nor more than eleven (11) elected Directors, which number shall include the president, the vice president, the secretary, and the treasurer of the Association.

(b) Ex-officio Directors. There shall be no more than 4 ex-officio Directors who shall have non-voting positions on the Board of Directors and shall otherwise have all the other rights, privileges, powers and duties as other members of the Board of Directors..

The Board of Directors is authorized to fix the precise number of Elected or ex-officio Directors by resolution adopted from time to time by a majority vote of the Directors then in office, but the number of elected Directors shall not be less than five (5). Each elected member of the Board of Directors shall serve a two-year term.

**3. Manner of Election and Term of Office.** The regularly elected Directors shall be elected at the initial meeting of the Members and thereafter at the annual meeting of the Members of the Association by a vote of a majority, in accordance with the provisions of Article Three of these bylaws. Each Director shall take office as of the close of such annual meeting and shall continue in office for a term fixed by the Members at the time of election but shall not exceed two (2) years or until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which a Director may serve. The terms of the elected Directors shall be arranged in a manner that not more than four shall expire simultaneously. The regular elected Directors shall be elected from nominations submitted by the nominating committee and from nominations submitted in writing by any Member. All nominations must be submitted in writing to the Members of the Association (through the secretary) at least thirty (30) days prior to the annual meeting of the Members.

**4. Removal.** Any elected Director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the Directors then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at the same meeting to serve the unexpired term.

**5. Vacancies.**

(a) Any vacancy in the Board of Directors, other than one created by the expiration of a term or by authorization of an increase in the number of Directors, may be filled by appointment of the

president of the Association. A Director so appointed shall serve until the end of the next annual meeting of Members, and at such time a Director shall be elected for the remainder of the unexpired term, or

(b) Any vacancy not filled under Section 4.5(a) in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office. Each Director so elected shall hold office until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, or until his or her successor is elected and qualifies.

6. **Compensation.** There shall be no Compensation for Directors. Directors may receive reimbursement for actual expenses incurred in carrying out the Association’s purposes.

**ARTICLE FIVE**  
**Meetings of the Board of Directors**

1. **Place of Meetings.** Meetings of the Board of Directors may be held at any place within or outside the State of Oklahoma as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Association.
2. **Annual Meeting: Notice.** The annual meeting of the Board of Directors shall be held at such a place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone, mail, or electronic communication not less than ten (10) nor more than seventy (70) days before such meeting.
3. **Regular Meetings: Notice.** Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone, mail, or electronic communication not less than seven (7) nor more than thirty (30) days before such regular meeting.
4. **Special Meetings: Notice.** Special meetings of the Board of Directors may be called by or at the request of the president or by one-third of the Directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone, mail, or electronic communication at least five (5) days before such meeting and shall specify the reason for the call of the special meeting.

5. **Waiver.** Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six (“Notice and Waiver”).
6. **Quorum.** At meetings of the Board of Directors, four of the Directors then in office shall be necessary to constitute a quorum for the transaction of business,
7. **Vote Required for Action.** Except as otherwise provided in these bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw are provided for in Article Fourteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.6 of these bylaws.
8. **Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Directors then in office. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.
9. **Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.
10. **Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.
11. A director may vote in person, by proxy, by telephone or by other electronic means by which all directors may be contemporaneously informed of this vote.

## **ARTICLE SIX**

### **Notice and Waiver**

1. **Procedure.** Whenever these bylaws require notice to be given to any Director or Member the notice shall be given in accordance with this Section 6.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, electronic communication, or

other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
  - (b) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
  - (a) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
  - (b) Two days after being transmitted by electronic, wire, or wireless communication, if transmitted to the last known address/site on record with the Association. Oral notice is effective when communicated if communicated in a comprehensible manner. In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.
2. **Waiver.** A Director or Member may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A Director's or Member's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director or Member at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## ARTICLE SEVEN

### Officers

1. **Number and Qualifications.** The officers of the Association shall consist of a president, a secretary, and a treasurer. Other directors shall be given the title of Vice-President. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Association, but the Association shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. One person may hold two or more offices; provided, that no person shall at the same time hold the offices of president and secretary.

2. **Election and Term of Office.** Such officers shall be elected annually by the Board of Directors of the Association after the annual meeting. Such officers shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The officers shall be elected from nominations submitted by the nominating committee and from nominations submitted in writing by any Member. All nominations must be submitted in writing to the Board of Directors (through the secretary) at least thirty (30) days prior to the annual meeting of Members. Any other officers or assistant officers appointed by the Board of Directors under Section 7.1 of these bylaws shall serve at the will of the Board of Directors and until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.
3. **Other Agents.** The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.
4. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, by the affirmative vote of two-thirds of all the Directors then in office, whenever in its judgment the best interests of the Association will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.
5. **Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.
6. **President.** The president shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and Members as the Executive Director. The president shall also serve as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of Directors. He or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the Association and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Association shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 7.

**8. Secretary.**

- (a) The secretary shall attend all meetings of the Board of Directors and Members and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.
- (b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and Members.
- (c) The secretary shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.
- (d) The secretary shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

**9. Treasurer.**

- (a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all monies and other valuables in the name and to the credit of the Association into depositories designated by the Board of Directors.
- (b) He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, and statements and reports required to be filed with government officials or agencies. The treasurer shall disburse the funds of the Association as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.
- (c) If required by the Board of Directors, the treasurer shall give the Association a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.
- (d) The treasurer shall issue a receipt complying with the Internal Revenue Code and regulations issued thereunder for all monies received and deposit said amounts on at

least a weekly basis.

## **ARTICLE EIGHT**

### **Committees of Directors**

- 1. Executive Committee.** By resolution adopted by a majority of the Directors in office, the Board of Directors shall designate from among its members an executive committee, which shall consist of five (5) or more Directors, including all officers of the Association, committee chairpersons of the Association, and the immediate past president of the Association, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association; but the designation of any such executive committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.
- 2. Nominating Committee.** By resolution adopted by a majority of the Directors in office, the Board of Directors shall designate from among its members a nominating committee, which shall consist of five (5) or more directors, including the president of the Association, the immediate past president of the Association, the president elect of the Association, and members appointed by the president of the Association. The president of the Association shall serve as chairperson. The nominating committee shall present the slate of officers to the Board of Directors (through the secretary) and the slate of regular elected Directors to the Members (through the secretary) at least 70 days prior to the annual meeting of Members. The slates of officers and Directors shall be communicated to their respective bodies at least 60 days prior to the annual meeting of Members.
- 3. Other Committees of Directors.** Other committees, each consisting of two (2) or more Directors and any other members appointed, not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the Association. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.
- 4. Budget and Finance Committee.** Prepare an annual budget to be approved by the board.
- 5. Advisory and Other Committees.** The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not Directors of the Association, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with

the articles of incorporation of the Association or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the Association, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

6. **Term of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
6. **Chairperson.** One member of each committee shall be appointed chairperson thereof by the president of the Association.
7. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
8. **Quorum.** Unless otherwise provided in these bylaws or in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
9. **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE NINE

### Special Committees

1. **Special Committees.** The president or the Board of Directors shall appoint such other committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these bylaws; and the duties of any such committees shall be prescribed by the president or the Board of Directors upon their appointment. It shall be the sole function and purpose of each such special committees, subcommittees, or task forces to advise the president and the Board of Directors and they shall as so prescribed upon their appointment.
2. **Term of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. **Chairperson.** One member of each committee shall be appointed chairperson thereof by the president of the Association.
4. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
5. **Quorum.** Unless the Board of Directors directs otherwise, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
6. **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE TEN

### Distributions and Disbursements

1. **Distributions and Disbursements.** The Board of Directors, not less frequently than annually, shall:
  - (a) Determine all distributions to be made from net income and principal of the Association (including funds held by trustees, custodians, or agents of the Association) pursuant to provisions of the articles of incorporation, these bylaws, and the donors' directions if and to the extent applicable as provided herein;
  - (b) Make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the Association to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and
  - (c) Determine all disbursements to be made for administrative expenses incurred by the Association and direct the respective trustees, custodians, or agents having custody of funds of the Association as to payments thereof and funds to be charged.
2. **Vote Required for Determinations.** All such determinations shall be made by the affirmative vote of a majority of Directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these bylaws or by direction of the donor as a condition of the gift.
3. **Distribution of Capital.** Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee,

custodian, or agent having custody of the funds of the Association as far in advance as the Board of Directors deems practicable so as to permit the trustee, custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable accordingly.

4. **Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Association.** The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Association, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the Association or such of its principal as is not specifically restricted against such use.
5. **Furtherance of Charitable Purposes.** In furtherance of the charitable purposes and functions of the Association, when needs therefor have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

## **ARTICLE ELEVEN**

### **Contracts, Checks, Deposits, and Funds**

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. Such authority must be in writing and may be general or confined to specific instances.
2. **Checks. Drafts, Notes. Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer.
3. **Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board

of Directors may select.

4. **Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## ARTICLE TWELVE

### Indemnification and Insurance

1. **Indemnification.** In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Association against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Association, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, officer, employee, trustee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Association shall determine, or cause to be determined, in the manner provided under Oklahoma law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Oklahoma law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Oklahoma law.
2. **Indemnification Not Exclusive of Other Rights.** The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her 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, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.
3. **Insurance.** To the extent permitted by Oklahoma law, the Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, trustee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, trustee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

## ARTICLE THIRTEEN

### Miscellaneous

1. **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors. The Association shall keep at its registered or principal office a record giving the names and addresses of the Directors and any other information required under Oklahoma law. The Association shall also have an audit of its financial statements performed annually.
2. **Corporate Seal.** The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.
3. **Fiscal Year.** The fiscal year of this organization shall be September 1 through August 31.
4. **Internal Revenue Code.** All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.
5. **Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
  - (a) The remainder of these bylaws shall be considered valid and operative; and
  - (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
6. **Table of Contents.** Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.
7. **Relation to Articles of Incorporation.** These bylaws are subject to, and governed by, the articles of incorporation.

## **ARTICLE FOURTEEN**

### **Amendments**

1. **Power To Amend Bylaws.** The Members shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws. The bylaws may be amended by the Board of Directors, by a two-thirds vote of the Directors voting at any meeting called for that purpose.
2. **Conditions.** Action by the Members with respect to bylaws shall be taken by an

affirmative vote of two-thirds of all Members cast at a meeting held after thirty days notice to the Members as defined in Sections 6.1 and 6.2.

## **ARTICLE FIFTEEN**

### **Tax-Exempt Status**

**15.1 Tax-Free Status.** The affairs of the Association at all times shall be conducted in such a manner as to assure the Association's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

### **CERTIFICATE OF SECRETARY**

I, Shane Bevel, certify that I am the current elected and acting President of Tulsa Bird Dog Association and the above by-laws, consisting of 17 pages, are the amended by-laws of this corporation as adopted by the Board of Directors on this 22nd day of March, 2018 and that they have not been amended or modified since the above.

***EXECUTED*** on this 22nd day of March, 2018 in the County of Tulsa in the State Oklahoma.

Shane Bevel, President