

**Bylaws of  
OACUPPA, INC.**

**ARTICLE I. Name and Purposes of the Corporation**

**Section 1.01 Name.** The name of the organization shall be OACUPPA, INC. OACUPPA, INC. shall be a nonprofit organization incorporated under the laws of the State of Oklahoma.

**Section 1.02 Purposes.** OACUPPA, INC., is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue law) including, but not limited to: developing and maintaining high standards in the administration, care, operation, planning, and development of facilities used by educational institutions; to promote professional ideals and standards to better serve the objectives of education; to engage in such other activities as may be desirable or required to fulfill the purposes and objectives of OACUPPA; and aiding and supplementing the work of APPA, the Association of Higher Education Facilities Officers, hereafter referred to as “APPA” or the “Association.”

**ARTICLE II. Offices**

**Section 2.01 Location.** The principal office of OACUPPA, INC. shall be located within or without the State of Oklahoma, at such place as the Board of Directors (“the Board”) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. OACUPPA, INC. shall continuously maintain within the State of Oklahoma a registered office at such place as may be designated by the Board of Directors.

**ARTICLE III. Membership, Voting, and Dues**

**Section 3.01 Institutional Representative Voting Membership.** Every institution of higher education, technical education center, and K-12 school district in the State of Oklahoma is eligible for membership. Each institutional member shall designate an institutional representative who will be eligible to vote. The Board may establish policies and procedures for allowing institutional, technical education center, and K-12 school district representatives to exercise their voting privileges.

**Section 3.02 Nonvoting Membership.** The Board may, at its discretion and in the best interests of the organization, establish other categories of nonvoting membership including, but not limited to: associate, emeritus, business partner, honorary, and affiliate memberships.

**Section 3.03 Board Approval.** The Board shall establish policies and procedures for approving membership applications. All memberships shall be granted upon approval by the Board.

**Section 3.04 Dues.** The Board shall establish policies and procedures for establishing and collecting dues.

## ARTICLE IV. Board of Directors

**Section 4.01 Power of Board.** The affairs of OACUPPA, INC. shall be managed by the Board of Directors. The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to officers and committees.

**Section 4.02 Number of Directors.** The number of Directors of OACUPPA, INC. shall be not less than three or more than seven. The number of Directors may be increased or decreased from time to time by Board resolution, approved by a vote of the membership. No decrease in the number of Directors shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

### **Section 4.03 Election and Term of Directors.**

(a) The first Board of Directors of the OACUPPA, INC. shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors.

(b) Terms. All board members shall serve two-year terms.

(c) Election of Board members. New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of voting members present at the annual meeting. The terms of directors shall be staggered. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

**Section 4.04 Qualifications.** Board members shall be employees of member institutions, technical education centers, and K-12 school districts. A Business Partner in good standing with the association may be voted in as a Board member.

**Section 4.05 Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

**Section 4.06 Removal of Directors.** A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

**Section 4.07 Resignation.** Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

**Section 4.08 Quorum of Directors and Action by the Board.** Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If

a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 4.09 Meetings of the Board.**

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Oklahoma and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least one regular meeting a year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

**Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.**

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

**Section 4.11 Voting.** Each director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

**Section 4.12 Compensation.** Directors shall not receive any compensation from OACUPPA, INC. for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

**Section 4.13 Absence.** Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference

telephone or other agreed-upon means of communication. Any Board member who is absent from [three] successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

## **ARTICLE V. Committees**

**Section 5.01 Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

**Section 5.02 Executive Committee.** Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

**Section 5.03 Finance/Audit Committee.** The Finance/Audit Committee is responsible for ensuring that OACUPPA, INC.'S financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

**Section 5.04 Other Committees and Task Forces.** The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

**Section 5.05 Term of Office.** Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

**Section 5.06 Vacancies.** Vacancies in the membership of committees may be filled by the Chair of the Board.

**Section 5.07 Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## **ARTICLE VI. Officers, Agents, and Employees**

**Section 6.01 Officers.** Officers will include: President, President-Elect, Secretary, and Treasurer. The Secretary may also serve as the Treasurer. Officers shall be elected by the voting members present at an annual meeting of the members. Officers shall not receive any salary and must be directors of the corporation.

**Section 6.02 Term of Office.** The officers of OACUPPA, INC. shall be elected for two-year terms at the regular annual meeting of the members. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

**Section 6.03 Removal.** Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

**Section 6.04 Resignation from Office.** Officers may resign at any time by providing written notice to the Chair.

**Section 6.05 Powers and Duties.** The powers and duties of the officers of OACUPPA, INC. shall be as follows:

(a) **President.** The President shall preside at the membership meetings, and shall serve as chair of the Board of Directors; and such other duties as directed by the Board of Directors.

(b) **President Elect.** The President Elect shall: assume the duties of the President if the President is absent or if the post becomes vacant; and such other duties as assigned by the President or Board of Directors.

(c) **Secretary.** The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

(d) **Treasurer.** The Treasurer shall be responsible for financial management, including keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

## **ARTICLE VII. Miscellaneous**

**Section 7.01 Fiscal Year.** The fiscal year of the corporation shall begin on April 1st, and shall end on March 31<sup>st</sup> of the following year.

**Section 7.02 Contracts and Other Documents.** The Board of Directors may authorize officers and agents to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

**Section 7.03 Gifts.** The Board of Directors may authorize officers to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of OACUPPA, INC.

**Section 7.04 Checks, Drafts, Loans, Etc.** All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of OACUPPA, INC. shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors.

**Section 7.05 Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

**Section 7.06 Amendment to Bylaws.** These Bylaws may be amended at any Annual Business Meeting by a majority vote of the members present and voting, without previous notice.

**Section 7.07 Indemnification and Insurance.**

(a) Unless otherwise prohibited by law, OACUPPA, INC. shall indemnify any director or officer, any former director or officer, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out


of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

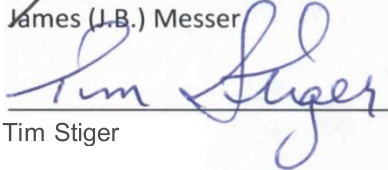
(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code, as now in effect or as may hereafter be amended ("the Code").

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

These Bylaws are hereby approved by the Board of Directors this 20th day of June, 2012.

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sue-Anna Miller

  
James (J.B.) Messer

  
Tim Stiger