

Broken Arrow Accompany Vocal Music Booster Club Bylaws

Executive Board

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NON-PROFIT BYLAWS OF BROKEN ARROW ACCOMPANY VOCAL MUSIC BOOSTER CLUB

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Oklahoma and the Articles of Incorporation of Broken Arrow Accompany Vocal Music Booster Club. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Oklahoma, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME\PRINCIPAL OFFICES

The legal name of the Non-Profit Organization shall be known as Broken Arrow Accompany Vocal Music Booster Club, Inc. and shall be herein be referred to as the “Organization.”

The principal office of the Organization shall be located at Broken Arrow High School 1901 E Albany St, Broken Arrow, Oklahoma 74012.

The Organization may have other such offices as the Executive Board may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time.

ARTICLE 2 – PURPOSE

The Broken Arrow Accompany Vocal Music Booster Club is comprised of hundreds of dedicated and talented adults who work toward a common goal of providing life-changing experiences for their children. The Broken Arrow Vocal Music Program with the assistance of the Vocal Music Booster Club annually hosts events such as Mr. BA, Show Vocal Music Spectacular, and the Cookie Walk.

The Broken Arrow Vocal Music Department enjoys rich traditions and great support from parents, school administrators and the community. Each student, instructor and parent volunteer in the Organization understands that they are but temporary stewards of the program and as such, they must diligently protect what has been entrusted to them. They firmly believe it is the journey that makes the difference and the growth attained through the process is more important than any product that may result.

The general purposes for which this Organization has been established are as follows:

- a) To arouse and maintain an enthusiastic interest in all phases of the Broken Arrow Public Schools (BAPS) Vocal Music Program (Vocal Music Program).
- b) To help support the Vocal Music program’s financial needs as determined by the Director of Choral Activities.
- c) To support the Vocal Music Program and the BAPS in building and maintaining the highest quality vocal music program possible.

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for Broken Arrow Public Schools Vocal Music programs.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Oklahoma and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – MEMBERSHIP

Membership

Membership in this Organization shall be open for enrollment for the upcoming school year beginning May 1st of each fiscal year and is available to any parent or legal guardian or family member of a student participant in the Broken Arrow Vocal Music Programs as well as all Broken Arrow Vocal Music Directors and Assistant Directors. All members of this Organization, in good standing, shall be entitled to vote any regular or special meeting, and to exercise all other privileges of membership.

A member in good standing shall be defined as any parent, legal guardian or family member of a student participant who is interested in the progress and development of the Broken Arrow Vocal Music Program, having completed a Broken Arrow Accompany Vocal Music Booster Club Membership application for the current fiscal year, and whose student account does not reflect a negative balance.

Meetings

An Annual General Membership meeting of the organization shall be held in May or June of each year on a date, time, and place to be established by the Executive Board, for the purpose of electing officers and for transactions of such other business as may come before the membership.

There shall be a minimum of four regularly scheduled General Membership meetings inclusive of the annual meeting, each school year.

Quorum

A quorum of four (4) executive board members and fifteen (15) active members shall be required to hold a general meeting where a vote of the membership is required.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On

liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code and or the Broken Arrow Public Schools Vocal Music Program.

ARTICLE 5 - EXECUTIVE BOARD

General Powers and Responsibilities

The Organization business and property shall be governed by an Executive Board, which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Oklahoma. The Executive Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

The Executive Board should be composed of the elected officers of the Broken Arrow Vocal Music Accompany Boosters Club, Inc.

In addition to the regular membership of the Board, *Ex-Officio Board Members* may include Broken Arrow Vocal Music Directors and/or a representative of the Broken Arrow Public Schools Administration, which will have the same rights and obligations, including voting power, as the other directors.

Executive Board Elections

Each Executive Board member shall be a member of the Organization in good standing. A Nominating Committee formed by the Director of Choral Activities and the President of the Organization, shall present nomination for new and renewing Executive Board members at the annual General Membership meeting. Persons standing for elections to the Executive Board must be members in good standing and receive approval to stand for election upon review of the Executive Board. All new and renewing Executive Board members shall be elected by the members in good standing attending the annual General Membership meeting.

Number and Qualifications

The Executive Board shall have up to 13, but no fewer than 5, Executive Board members. The number of Executive Board members may be increased beyond 13 members or decreased to less than 5 members by the affirmative vote of a simple majority of the then serving Executive Board. An Executive Board member must have a child within the Broken Arrow Vocal Music Program.

Executive Board Compensation

The Executive Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Executive Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Executive Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

Term of Executive Board

All appointments to the Executive Board shall be for a term of 1 year or until a successor is elected and takes office. No person shall serve more than 4 consecutive terms in a single position. No person shall serve more than 8 consecutive years. After serving the maximum total number of consecutive years on the Executive Board, a member may be eligible for reconsideration as an Executive Board member after 1 year has passed since the conclusion of such Executive Board member's service.

Vacancies

A vacancy on the Executive Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Executive Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Executive Board, or a total of 4 meetings of the Executive Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Executive Board, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 - Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President, the President of Organization, the Secretary of Organization, or the Executive Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. No director may resign when the Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Executive Board may be filled by vote of a simple majority of the Directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

An Executive Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Executive Board member shall have the right to resign at any time upon written notice thereof to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt hereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

An Executive Board member may be removed, with or without cause, at any duly constituted meeting of the Executive Board, by the affirmative vote of a simple majority of then-serving Executive Board members.

Meetings

The Executive Board's regular meetings may be held at such time and place as shall be determined by the Executive Board and will be considered closed meeting unless otherwise agreed upon prior to the meeting. The President or any regular Executive Board member may call a special meeting of the Executive Board with 2 days' written notice provided to each member of the Executive Board. The notice shall be served upon each Executive Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Executive Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Executive Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Executive Board in which business shall be transacted in such order as the Executive Board may determine at the meeting. The individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Executive Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Executive Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Executive Board, or any action that may be taken at a meeting of the Executive Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Executive Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a unanimous vote of the Executive Board taken at an actual meeting. The Executive Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Executive Board or Committees, the presence of 5 persons shall constitute a quorum for the transaction of business. If at any time the Executive Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Executive Board members serving on the Executive Board or Committees and present at a meeting in which there is a quorum shall be the act of the Executive Board or Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Executive Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, an Executive Board member shall be considered present at any meeting of the Executive Board or Committees if during the meeting he or she is present via telephone or web conferencing with the other Executive Board members participating in the meeting.

Voting

Each Executive Board office shall only have one vote. Votes can be handled by email if necessary and

Approved by the President and Director of Choral Activities.

Proxy

Executive Board members shall not be allowed to vote by written proxy.

Executive Board Member Attendance

An elected Executive Board Member who is absent from 3 consecutive regular meetings of the Executive Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Organization. The Executive Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Executive Board.

ARTICLE 6 - OFFICERS

Office and Duties

All descriptions are general in nature. Though these are elected positions, all officers serve at the pleasure of the Director of Choral Activities and his/her direct reports and are subject at all times to their authority and the oversight of the Executive Director of Fine Arts for Broken Arrow Public Schools.

Office of the President

It shall be the responsibility of the President, when present, to preside over all meetings of the Executive Board and Executive Committee. The President is authorized to execute, in the name of the Organization,

Any and all contracts or other documents which may be authorized, either generally or specifically, by the Executive Board to be executed by the Organization, except when required by law that the President's signature must be provided.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Executive Board. The President shall keep the Executive Board completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Executive Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Executive Board. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Executive Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Executive Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Executive Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

The President shall be an ex-officio member of all committees and work directly with the Broken Arrow Vocal Music Staff and Chief Financial Officer on budget activities.

Other responsibilities but not limited to:

- a) Provide leadership, training, instruction, and troubleshooting
- b) Secure applications for nominees for positions
- c) Primary interface with directors – liaison between parents, volunteers, and chaperones
- d) Newsletter coordinator
- e) Determine quorum exists at BACPA meetings during voting events
- f) Support all major events of the organization
- g) Work with the treasurer and Director of Choral Activities on all aspects of the budget process
- h) Perform all other duties as are indicative of the office

Office of the Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Other responsibilities but not limited to:

- a) Provide list of qualifying volunteers to Vocal Music directors for chaperone determination
- b) Notify and provide trip documentation to qualified chaperones
- c) Determine needs, purchase requirements, and ordering of food for trips and other events
- d) Responsible for all trip activities
- e) Responsible for all trip planning in conjunction with the Broken Arrow Vocal Music Staff
- f) Assist with planning for celebrations (ex. Concerts, Choir Banquet, Receptions)
- g) Oversee Uniform management position
- h) Oversee Purchases for students as needed
- i) Perform all other duties as are indicative of the office
- j) In association with designated member of director staff, develop and maintain a Broken Arrow Vocal Music presence on various media sites, including but not limited to Facebook, Twitter, Instagram, YouTube, and mobile apps
- k) Coordinate with and leverage Broken Arrow Public Schools media outlets and resources

Office of the Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Executive Board. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Executive Board, and shall render to the President and Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

Responsibilities but not limited to:

- a) Oversee Cashiers ("Cashier" is an appointed person(s) by the Treasurer and agreed upon by the Executive Board)
- b) Maintain, supply, and file forms and records accordingly (i.e. tax filings and forms)
- c) Assure compliance and provide reports to Broken Arrow Public Schools to retain it's standing as

- a sanctioned student support organization
- d) Work with the President and the Director of Choral Activities to set budget
- e) Reconcile student accounts with the organization's primary financial books
- f) Reconcile appropriate banking accounts to support the operations of the corporation
- g) Prepare and present monthly financial reports for the Executive Board and General Membership
- h) Perform all other duties as are indicative of the office

Office of the Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization. He/she shall act as secretary at all meetings of the Executive Board and shall keep the minutes of all such meetings on file in hard copy or electronic format. She/he shall attend to the giving and serving of all notices of the Organization and shall see that on behalf of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Responsibilities but not limited to:

- a) Maintain list of authorized activities qualifying for volunteer hours
- b) Define the format and requirements for tracking volunteer hours
- c) Provide timesheets to Officers or their appointee for collection of volunteer hours
- d) Maintain tracking of volunteer hours
- e) Solicit Broken Arrow Public Schools required Volunteer Contracts and Affidavits at the start of each new school year
- f) Take minutes at all board meetings and membership meetings
- g) File all appropriate minutes accordingly
- h) Perform all other duties as are indicative of the office
- i) Create a bimonthly newsletter to be submitted to the Executive Board and distributed to all parents
- j) Coordinate and prepare media and press releases for all Broken Arrow Vocal Music and other secondary musical activities. Obtain appropriate approvals from Broken Arrow Director Choral Activities or Administration before release
- k) Develop a team to expand communications support for primary and intermediate Vocal Music activities

Office of the Director of Fundraising and Merchandise

Responsibilities but not limited to:

- a) Design and select vendors and fund-raising programs with approval of the Executive Board
- b) Principle contact for fundraising items and calendar
- c) Ensure receipts for all fundraisers are issued (including booster account fundraisers)
- d) Oversee volunteer fundraising activities (ie Expo,BOK, Stadium Cleanup)
- e) Oversee Choir Store merchandise
- f) Responsible for show shirts
- g) To manage inventory and sale of all approved flow-through items owned by or assigned to the Organization concerning merchandise. (Flow through items are defined as items purchased in advance for later resale at no cost to the Organization)
- h) Perform all other duties as are indicative of the office
- i) Head up corporate sponsorships & marketing efforts to raise funds for the program

- j) Communicate corporate sponsorship initiatives to Organization members and then recruit and train Vocal Music parents to carry out those initiatives
- k) Maintain a contact list of all existing sponsorships including start and expiration dates
- l) Track program ads, video trailer ads, website listings, concert announcements, complimentary tickets to events, distribution of photo posters, etc. to ensure that all sponsor awards are given, based on promises made for amounts contributed
- m) Coordinate records for all donors, sponsors, and gifts with the Executive Board

ARTICLE 7 – COMMITTEES

All new committees and standing committees shall be appointed and or approved by the Executive Board. All committees will report up through an officer on the executive board and be required to provide all documents deemed necessary by the Executive Board. Each committee will have an Ex-Officio member from the Executive Board on the committee. Other members of the committee can be general members, Executive Board members, or anyone in good standing with the Organization.

All Committees will follow organizational Bylaws stated and act as a part of the Organization.

ARTICLE 8 – FINANCIAL TRANSACTIONS

All banking accounts shall bear the authorized signatures of the President, Treasurer, Vice President, and Secretary of the Organization.

Before the end of each fiscal year the Executive Board shall appoint a financial review committee to audit the financial books and records of the Organization. In the event a committee cannot be appointed an independent review shall be conducted.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except when paid as remunerations for services provided to the Organization. Private persons or entities that perform services for the corporation for remunerations must be selected by the Executive Board through an acquisition procedure determined by the Executive Board in the best interest of the Organization.

All acquisitions, dispositions, loans and rentals of assets, products or equipment owned by the Organization must be approved in advanced by the Executive Board.

General/Program (aka Student Account) Funds

- a) The General Fund shall be maintained for the operations of Broken Arrow Accompany Vocal Music Booster
- b) Club, Inc. bookkeeping records for the General Fund shall be maintained separately from the Program Funds.
- c) a) The President, Treasurer, and Director of Broken Arrow Vocal Music Program with the assistance of the appropriate committees and other Officers will submit a General Fund budget to the Executive Board for approval.
- d) b) At each Executive Board meeting, General Fund revenues and forecasted budget expenditures will be reviewed to determine if projected General Fund revenues will support the budget, or if the budget expenditures should be modified.
- e) c) All requests for disbursement must include proper documentation as defined by the Treasurer

before any check is written.

- f) d) Requests for unbudgeted General Fund disbursements from the Executive Board or committee members in excess of \$500 for any single disbursement must have prior approval of the Executive Board.
- g) e) Requests for Program Fund disbursements must come from the Director of Vocal Music and approved by a minimum of 3 Executive Board Members.
- h) f) Approval of the annual General Fund budget authorizes the Director of the Broken Arrow Choral Activities and the Executive Board to commit to expenditures outlined in the budget as needed, provided the General Fund has sufficient cash available. If funds must be borrowed or moved from Program Funds, Executive Board must approve the transfer before commitment is made.

Purchasing

The President and Vice President shall have authority to make purchases necessary to sustain the ongoing operations of the Organization for all departments.

The Director of Vocal Music purchase requests must be approved by the Executive Board for approval.

Any purchase made outside of the General Fund Budget by an authorized Board Member, must be approved by a minimum of 3 Executive Board Members.

Approvals require a minimum of 3 Executive Board Members and may be done electronically.

Deposits

Deposits to the Organization will be monitored and reported to and by the Treasurer in accordance to the Organizations guidelines set forth by the Treasurer. To establish and protect members of the Organization the following guidelines must be followed when depositing funds:

- a) All cash transactions must be deposited the day of the transaction or stored in a safe located at the principal office of the organization.
- b) No transaction should be left in the safe and not deposited within five (5) business days.
- c) All Bank deposits will be counted by a minimum of two (2) people if less than \$10,000 or three (3) people if over \$10,000.
- d) Only Executive Board members and Cashiers are allowed to count monies.
- e) No Spouses or partners can be more than one of the persons counting for the deposit.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Executive Board. Without the express and specific authorization of the Executive Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

The Director of Vocal Music must present any loan proposal or contracts to the Executive Board for approval.

Approvals require a minimum of 3 Executive Board Members and may be done electronically.

ARTICLE 9 - STANDARD OF CARE

General

An officer shall perform all the duties of an officer, including, but not limited to duties as a member of any committee of the Executive Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers of the Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Executive Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Executive Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide

if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Executive Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Executive Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Executive Board meeting, but upon completion of said request or report the individual shall be excused while the Executive Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Executive Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Executive Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Executive Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Executive Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If after hearing the interested person's explanation, and making further investigation as may be warranted in consideration of the circumstances, the Executive Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All Minutes of the Executive Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decisions as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussion and any votes relating to the transaction or arrangements, the content of the discussions, including any alternatives to the proposed transactions or arrangements, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person.

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
“The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.”
- c) Has agreed to comply with the policy; and
- d) Understands the Organization is charitable, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty – Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its Directors, or between this Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest (“Intersected Director”), or (ii) between this Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Executive Board or committee which authorize, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Executive Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Executive Board or committee, and the Executive Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith-without counting the vote of the interest Director(s)• and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Executive Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly

occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Executive Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Organization for those expenses.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 10 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Executive Board may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Executive Board or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations shall be executed, signed, and/or endorsed by the President, Treasurer, and Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Executive Board shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Executive Board. Without the express and specific authorization of the Executive Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 11 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation

and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Executive Board and committees of the Executive Board. All such records shall be kept at a place or places as designated by the Executive Board and committees of the Executive Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the President or Vice President, in good order, such organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by a committee and or independent accountant, in conformity with generally accepted accounting standards. The organization shall make these financial statements available to the Oklahoma Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year to which the statement relates.

Reports

The Executive Board shall ensure an annual report is sent to all directors within 45 days after the end of the fiscal year of the Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year
- c) The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year
- d) The information required by Non-Profit Corporation ACT concerning self-dealing transactions.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE 12 – FISCAL YEAR

The fiscal year for this Organization shall be from July 1 through June 30.

ARTICLE 13 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Executive Board for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of the bylaws requires the vote of a larger portion of the Executive Board than is otherwise required by law, that provision may not be altered, amended or repealed by the greater vote.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, _____, certify that I am the current elected and acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Organization as adopted by the Executive Board on July 13, 2019, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of Tulsa
in the State of Oklahoma.

(Duly Elected Secretary)