

BYLAWS OF THE FRIENDS OF NW 10TH STREET ASSOCIATION

ARTICLE I. NAME

The name of the association shall be Friends of NW 10th Street.

ARTICLE II. PURPOSE

Friends of NW 10th Street is a not for profit association including residents, businesses, property owners, neighborhood associations, public and private organizations, and community agencies who are concerned with improving conditions in the area. The goals of the Association are to improve the quality of life for persons living in the area, to develop an environment which is supportive to businesses, residents, and organizations, and to work toward a positive future for the NW 10th Street area; thus the purposes of Friends of NW 10th Street shall be: (1) to share information and resources, (2) to advocate for community needs, and (3) to organize for community improvement.

ARTICLE III. BOUNDARIES

The approximate boundaries for activities and influence of Friends of NW 10th Street shall be from I-44 on the east to County Line Road on the west and ½ mile north and ½ mile south of NW 10th Street.

ARTICLE IV. MEMBERSHIP

Section 1. Those eligible for membership in the Association shall include residents, business owners or their representative, property owners, representatives of public and private organizations and community agencies which serve the area, and representatives of neighborhood associations within the Association area.

Section 2. A member of the Association is defined as a person who completes a membership information form, files it with the Association secretary, and updates the information as needed and who takes an active part by attending meetings of the Association.

ARTICLE V. MEETINGS

Section 1. Annual Meeting. The Association will hold an annual meeting to make an annual report, to elect board members and officers, and to recognize significant accomplishments. The time, location, and agenda of annual meetings will be determined by the board. The membership shall be provided notification a minimum of ten days before the meeting. The Association will operate on a calendar year basis.

Section 2. Board. The board of the Association will meet on a monthly basis at a time and place that is acceptable to the majority of its members. Members will be provided a minimum of seven days notice of each meeting.

Section 3. Executive Committee. The executive committee, which consists of the officers of the Association, will meet on an “as-needed” basis to develop plans and recommendations for consideration by the board.

Section 4. Special Meetings. Special meetings of the Association may be called by the president on an “as-needed” basis. Notification to the membership shall be provided a minimum of ten days before the scheduled meeting.

ARTICLE VI. ASSOCIATION BOARD

Section 1. Board Membership. The membership of the board shall consist of the four (4) officers of the Association, the three (3) task force chairpersons, and not to exceed twelve (12) elected board members which are comprised of representatives of all concerned groups. Each member shall have one vote and such voting may not be by proxy.

Section 2. Board Elections. The nominating committee will provide nominations for board members and officers at the annual meeting. At the time of the annual elections, a member of the Association not serving on the nominating committee may submit names to the nominating committee to serve on the board or as officers provided it is received ten days prior to the annual meeting. Board members and officers will be elected by a majority vote of those members present and voting. If there are vacancies between annual meetings, the nominating committee will present nominations to fill the vacancies to the board of the Association who will elect the replacements.

Section 3. Terms of Office

A. Officers: The four officers of the board which are the president, vice president, secretary, and treasurer shall serve a term of two years at the pleasure of the board. The officers may serve not more than two consecutive terms.

B. Task Force Chairpersons: The three task force chairpersons shall be appointed by the president with approval of the board for a term of two years. They may be re-appointed to serve not more than two consecutive terms.

C. Elected Board Members: The twelve elected board members shall serve three year staggered terms. Four board members will be nominated and elected annually. Board members may serve not more than two consecutive terms. A board member is expected to attend 75% of the board meetings or voluntarily resign or be replaced at the board’s discretion.

Section 4. Quorum. A quorum of 50% of the total board plus 1 must be present to conduct business.

Section 5. Compensation. The officers and members of the board shall serve without pay or other compensation, to include reimbursement of personal expenses. The only exception shall be for reimbursement of legitimate expenses of the Association approved by the executive committee.

ARTICLE VII. ASSOCIATION OFFICERS AND DUTIES

Section 1. President. The president shall be the principal executive officer of the Association and shall generally supervise the business affairs for the Association as a voting board member. The president shall preside over all executive committee meetings and board meetings and shall be an ex officio, non-voting member of all standing and ad hoc committees. The president shall preside over the annual meeting, special meetings, and regular board meetings of the Association. The president shall represent the Association at other community and city meetings as needed.

Section 2. Vice President. The vice president shall assist the president as necessary by attending committee meetings or other community or city meetings on behalf of the Association. The vice president performs the duties of the president in the event the president is unable to fulfill his/her responsibilities. The vice president shall preside over meetings in the absence of the president.

Section 3. Secretary. The secretary shall keep minutes of all board, executive committee, annual, and special meetings. The secretary shall be responsible for keeping records of all the business of the Association, including minutes, meeting notices, correspondence, copies of bylaws, articles of incorporation, copies of newsletters, copies of all requests for funds generated by the Association, membership information, and other such paperwork and documents related to the Association. The secretary shall pass this information to the succeeding secretary at the end of his/her term.

Section 4. Treasurer. The treasurer shall be responsible for all funds of the Association, shall establish and maintain acceptable financial controls of such funds, shall receive and issue receipts for monies due and payable to the Association, and shall deposit monies in the name of the Association in a financial institution selected by the board. Disbursement of funds of the Association requires the signature of two officers of the Association. The treasurer shall prepare accurate and timely financial reports to be presented to members at board meetings and annual meetings and other meetings as required. The treasurer is responsible for assuring that all bank statements and financial records of the Association are properly maintained and safeguarded.

ARTICLE VIII. COMMITTEES

Section 1. Nominating Committee. The nominating committee is a standing committee appointed by the president with board approval. At the annual meeting, the committee will present nominations for election of board members and officers of the Association. The nominating committee will nominate persons to fill vacancies in board membership and officer positions which occur between annual meetings. The board will elect persons to fill the board and officer vacancies. Those elected will serve out the term of those they replace.

Section 2. Ad hoc Committees. Ad hoc committees may be appointed on a temporary basis by the president to study needs and problems and recommend courses of action to the board.

ARTICLE IX. VOTING

Section 1. Majority Vote Rule. All business of the Association (except changes in the bylaws), including financial decisions, program decisions, and elections, is transacted using a system called "Majority Vote," which means the winning candidate or proposal or resolution receives at least one (1) more vote than the alternative.

Section 2. Method of Voting. Voting for all business of the Association, except for election of officers and board members, shall be by voice vote, either by acclamation or polling. For election of officers and board members, a ballot shall be provided.

Section 3. Quorum for Member Voting. The quorum for voting at the annual meeting shall be those members present and voting.

ARTICLE X. RULES OF ASSEMBLY

Outside these bylaws, Roberts' Rules of Order, Newly Revised, is the standard by which this association conducts business.

ARTICLE XI. BYLAWS AMENDMENT

These bylaws, including any potential name change, may be amended by two-thirds vote of the members of the Association present and voting at an annual or special meeting, provided that a Notice to Amend is given at least ten days prior to the meeting and the intent to vote on bylaws is placed on the notice.

ARTICLE XII. DISSOLUTION

It is the intent that the Association will continue without interruption. However, should the Association find itself in the situation of cessation of operation and activity, all funds, property, and assets of the Association shall be distributed to another not for profit organization as determined by the board or those appointed by the board. No profit from dissolution shall accrue to any board member or officer or member of the Association.

I certify that I am the duly elected and acting secretary of Friends of NW 10th Street and that these bylaws consisting of four (4) pages are the bylaws of the Association as adopted by the members of the Association on April 14, 2008.

Executed at Oklahoma City, Oklahoma.

Dawn D. Miller

Secretary of the Friends of NW 10th Street Association