

**Amended and Restated
BYLAWS
OF
Oklahoma Rural Water
Association**

Adopted the 20th day of April, 2022

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1. The Corporation Defined

1.1. Name

The Name of the not-for-profit corporation is Oklahoma Rural Water Association (hereinafter referred to as the "ORWA").

1.2. Purpose

The purpose of the ORWA is to enhance the quality of life in rural Oklahoma through the development and delivery of services and programs for the benefit of the ORWA members and the rural people they serve.

1.3. Tax-Exempt Status

The ORWA is exempt from federal and state income tax as an entity described in Section 501(c)(6) of the Internal Revenue Code ("the Code") as a business league.

1.4. Tax Year

The Tax Year of the ORWA shall be a Fiscal Year of August 1 through July 31.

1.5. Location

- a. **Principal Office.** The Organization shall locate its Principal Office in Oklahoma. The Organization may change the Principal Office from one location to another with notification to both the Internal Revenue Service and the Oklahoma Secretary of State.
- b. **Registered Agent and Registered Office.** The Registered Agent and Registered Office of the corporation shall be located in Oklahoma and may be identical to, or differing from, the Principal Office. The Registered Agent and/or the Registered Office may be changed by filing a Change of Registered Agent with the Oklahoma Secretary of State.
- c. **Other Offices.** The Organization may have other offices, as determined by a vote of the Board.

2. Definitions

2.1. Board

"Board" means the Board of Directors of the ORWA in their capacity as the governing body of the ORWA, which is comprised of those Directors elected in accordance with Section 5.6.

2.2. Director

"Director" means an individual who has been elected to the ORWA's Board of Directors in accordance with Section 5.6 and who is currently serving on the Board of Directors.

2.3. Officer

"Officer" means an individual who has been elected to the ORWA's Board of Directors in accordance with Section 5.6 and who has been subsequently elected to an Officer position listed in Section 7.1 pursuant to Section 7.4.

2.4. Vote of the Board

"Vote of the Board" and/or "Board Vote" means a majority vote of the Directors present and voting at any meeting of the Board where a Quorum is present and certified, whether such meeting is held in person or electronically. Routine business and elections shall be transacted by a Vote of the Board unless otherwise provided by these Bylaws.

2.5. Quorum of the Board

“Quorum” for a meeting of the Directors means a majority of Directors serving on the Board of Directors unless otherwise provided by these Bylaws.

2.6. CEO

“CEO” means the Chief Executive Officer of the ORWA but is not an Officer or Director of the Board.

2.7. Governance Committee:

“Governance Committee” means the *Governance Committee* set forth in the *Governance Manual* of the ORWA.

2.8. Executive Committee

“Executive Committee” means the *Executive Committee* set forth in the *Governance Manual* of the ORWA.

2.9. Membership Manual

“Membership Manual” means the *Membership Manual* adopted by the Board of the ORWA.

2.10. Members

“Members” means those rural water districts, nonprofit corporations, public works authorities, and small towns with populations of less than twenty thousand (20,000) whose primary purpose is the distribution of water or treatment of sewage for individual residents.

2.11. Delegates

“Delegates” means those individuals selected by their respective Members to vote on the Member’s behalf.

2.12. Vote of the Membership

“Vote of the Membership” and/or “Membership Vote” means a majority vote of the Delegates present and voting on behalf of their respective Member at any meeting of the Membership where a Quorum is present and certified. Routine business and elections shall be transacted by a Vote of the Membership unless otherwise provided by these Bylaws.

2.13. Quorum of the Membership

“Quorum” for a meeting of the Membership means ten (10) percent of the Delegates selected by their respective Member.

2.14. Region

“Region” means those areas collectively defined in Sections 5.2.a, 5.2.b, 5.2.c, and 5.2.d.

3. Membership

3.1 Voting Members

There shall be one class of voting Members. A Member’s primary purpose shall be the distribution of water or treatment of sewage for individual residents. Members must be rural water districts, nonprofit corporations, public works authorities, or small towns with populations of less than twenty thousand (20,000).

Each Member shall have one (1) vote. It is the responsibility of the Member to provide the ORWA with the name and contact information of the Delegate who will vote on the Member’s behalf. Any such Delegate may

only vote on behalf of one (1) Member. Any reference to Members or Membership when referencing voting rights in these Bylaws shall mean the Members voting through their respective Delegates.

3.2 Dues

Membership dues shall be established by a Vote of the Board. Dues shall be paid on an annual basis. All Members whose dues are not paid by the date designated by the Board shall be deemed not in good standing and will lose all benefits of Membership including the right to vote. Upon payment of delinquent dues, the Member may be reinstated to good standing.

3.3 Membership Duties and Rights

Members must abide by the following:

- a. Members must maintain current dues and provide the ORWA with current contact information to be entitled to notice of meetings and Membership benefits, including the naming of Delegates who will be voting on behalf of the Members.
- b. Members must abide by the Bylaws and policies, and any Federal and State laws affecting the ORWA to be entitled to benefits and/or voting rights.
- c. Members have the right to remove a Director by a majority vote of the total number of Members in good standing with the ORWA. Should the entire Board be removed by the Membership, the Membership shall elect a minimum of twelve (12) new Directors and such new Directors will then elect Officers from the pool of new Directors.

3.4 Application

The following application requirements must be met to become Members of the ORWA:

- a. An Application for Membership online or in writing.
- b. All who apply for Membership consent to notice for meetings and other events via email or other electronic communication.
- c. An Application for Membership may be reviewed by the Board or by a Committee as determined by the Board.

3.5 Membership Term

The Membership Term shall the Fiscal Year of the ORWA. Membership belongs to the Member and not the Delegate voting on behalf of the Member. Furthermore, Membership is not transferable nor assignable.

3.6 Attainment, Removal, Censure, or Suspension

All Members and their respective Delegates are to maintain a level of professionalism in all matters affecting the Membership. Any Member or its respective Delegate may be removed by the Board for failure to maintain such level of professionalism or failure to abide by the policies of the ORWA. In addition, any Member or their respective Delegate may be removed with or without cause by a majority Vote of the Board of Directors. The decision of the Board shall be final.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency, and such Member shall have thirty (30) days from the date of the notification to remedy the delinquency. A Member may not vote until the delinquent dues are paid. Should the Member fail to remedy the delinquency, the Member may be removed by the Board and the Board's decision shall be final.

Any Member may voluntarily terminate their Membership in the ORWA at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

3.7 Non-Voting Associates

The Board may provide for multiple categories of non-voting associates. Such categories may include any person, firm, corporation, or organization adhering to the purpose of the ORWA and desiring to assist in the

work of the ORWA. The Board may provide for various levels of associate dues and benefits for each non-voting associate category.

3.8 Membership List

No Member, Delegate, or individual, with the exception of the Board, shall use the Membership List of the ORWA without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to:

- a. Current dues-paying Members entitled to voting rights;
- b. All prior Members who have paid dues in the past but are not current; and,
- c. All legal entities and individuals requesting to be placed on the ORWA's mailing list.

4. Meetings of the Membership

4.1. Meetings

The Board shall designate the time and place of the Annual Meeting of the ORWA. At this meeting, reports on the affairs of the ORWA for the preceding year will be given by the Officers of the ORWA. The CEO or the President of the ORWA shall preside over meetings of the Membership unless determined otherwise by a Vote of the Membership.

A special meeting may be called by the Board or by the written request of ten (10) percent of the Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of a special meeting and acted upon by the Membership.

Meetings may be held virtually as determined by the CEO, the President, or the Board.

4.2. Voting

Any reference to a Vote of the Membership shall be in reference to those Delegates present and voting at the meeting. A majority of Vote of the Delegates present and voting at a meeting where a Quorum is present and certified shall constitute an action of the Membership. A Member must be current on dues, in compliance with the *Code of Ethics* and *Membership Policies* and, designated as a Member to be entitled to voting rights for their respective Delegate to have the authority to vote. Voting may occur at the Annual Meeting or pursuant to Section 4.4. Proxies may not be used.

Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 6.5 may break such tie vote of the Membership. Furthermore, should a Quorum of the Members not be met, the Board shall vote on behalf of the Membership without delay and without adjourning the meeting as if the meeting were appropriately called and noticed.

4.3. Notice of Meetings

All notices may be provided in writing via electronic transmission, including via the ORWA's website. All Members and their respective Delegates consent to notice via email or other electronic communication. Notice of the Annual Meeting shall be provided to the Members not less than thirty (30) days prior to the holding of the Annual Meeting. Notice of special meetings shall be provided to the Members not less than three (3) days prior to the holding of the special meeting. If a Member and/or their respective Delegate does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting.

4.4. Regional Caucuses

Regional Caucuses must be held in January or February of each year so each Region may nominate candidates to serve as Directors. Such nominations must be submitted by a Delegate of the respective Region to the *Governance Committee* no later than midnight on March 1st to allow for the *Governance Committee* to have appropriate time to vet each nominee and prepare a slate of Directors for the Membership to vote on at

the Annual Meeting. Nominations received after March 1, may or may not be accepted as determined by the *Governance Committee*. To allow for the rotation of terms, each Region will have only one (1) new Director each year unless a vacancy has occurred in their respective Region.

4.5. Quorum

At Membership Meetings, Quorum shall not be less than ten (10) percent of the Members represented through their Delegates. All business brought before the Membership will be conducted by a Vote of the Delegates present and voting at any meeting where a Quorum is present and certified. Members and/or Delegates with conflicts will be counted for purposes of determining a Quorum but must leave the room while the remainder of the Delegates vote.

4.6. Procedures

Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

5. Board of Directors

5.1 Board Authority

The Board shall have all powers and authority which may be granted to a Board of a not-for-profit corporation under the laws of Oklahoma, within the purpose set forth in Section 1.2.

5.2 Board Composition

The Board shall consist of sixteen (16) Directors. The ORWA shall prioritize and strive to have four (4) Directors each of the following four (4) Regions:

- a. Region 1. That part of Oklahoma located north of Interstate 40 and west of Interstate 35.
- b. Region 2. That part of Oklahoma located north of Interstate 40 and east of Interstate 35.
- c. Region 3. That part of Oklahoma located south of Interstate 40 and west of Interstate 35.
- d. Region 4. That part of Oklahoma located south of Interstate 40 and east of Interstate 35.

The Board will report to the Membership if a Director has been removed from one of the four (4) Regions and the *Governance Committee* will seek nominations for such position with ninety (90) days of the vacancy.

Furthermore, the following conditions must be met when determine nominations and a slate for Directors:

- a. A Director must be at least twenty-one (21) years of age;
- b. Only one (1) member of any one (1) family related by blood or marriage;
- c. Only one (1) member residing within a household; and,
- d. Only one (1) owner or investor of any one (1) member system may be a Director at any given point in time.
- e. Furthermore, an employee of the ORWA may not serve as an Officer or Director of the Board of the ORWA.

5.3 Compensation

No Director shall receive compensation for or in consideration of the execution of their duties as a Director or Officer; provided however, should the Board request that a Director or Officer incur expenses on behalf of the Board, such expenses may be reimbursed for actual reasonable expenses incurred. All expenses, with the exception of reimbursement of mileage for the individual owner of the car used to attend Board meetings, will be reported to the Membership with an accounting of reimbursements to each Director.

5.4 Duties

The duties of the Directors include the following:

- a. Exercise a duty of obedience to the ORWA's central purpose in guiding all decisions;
- b. Exercise due care and act in good faith in all dealings and interests with the ORWA;
- c. Exercise a duty of loyalty to the ORWA by avoiding and/or managing conflicts of interest;
- d. Ensure each Director executes and completes an annual *Board Agreement, Conflicts Questionnaire, and Policy Confirmation Statement*;
- e. Approve and periodically review manuals or policies, or authorize an appropriate committee to do so;
- f. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Membership, Board, or committees with Board delegated duties or authority;
- g. Approve the annual budget and oversee the financial administration of the ORWA;
- h. Review Form 990 tax return prior to submission to the IRS or authorize an appropriate committee to perform such duty;
- i. Review and approve all contractual agreements or authorize an Officer or CEO to approve and execute such agreements;
- j. Fill the position of the CEO as needed, perform annual evaluations, and establish the qualifications, description of duties, and general scope of authority related to such position or utilize a committee to perform such duties;
- k. Ensure the date and terms of compensation arrangements of the CEO, if any, are recorded in writing and maintained with the information on which the board based its decision;
- l. Ensure individual Directors and/or Delegates do not direct the CEO or staff in their respective duties outside of a determination to do so by the Board; and,
- m. Perform such other duties as prescribed by the Board.

5.5 Term of Office and Term Limits

A Director shall serve a term for a period of four (4) years. Terms shall be rotated to allow for approximately one-fourth (1/4) of the Directors to be up for election each year.

5.6 Elections

- a. Nomination of Directors. The Board will request nominations for Directors from each Region and each Region shall provide their respective nominees in accordance with Section 4.4. Nominations will close at midnight on March 1 to allow the *Governance Committee* time to vet each nominee and prepare the slate. The *Governance Committee* shall prepare a slate of candidates in accordance with *Governance Committee Charter* set forth in the *Governance Manual*. Nominations must be made with the prior consent of the nominee. Nominations from the floor at a meeting where an election is to take place shall not be accepted.
- b. Election of Directors. Elections of the Directors shall be determined by a Vote of the Members. Elections shall be conducted at the Annual Meeting of the Membership and newly elected Directors shall begin their terms immediately after the adjournment of the Annual Meeting.

If the slate is not approved, the Members will vote on each slated candidate at the Annual Meeting. Each slated candidate receiving a majority of the votes cast shall become a Director.

The Board may request the *Governance Committee* to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board to serve until the next Annual Meeting.

- c. Removal by Membership. Should the Members vote to remove a Director in accordance with Section 3.3.c, the Board shall request the *Governance Committee* prepare a slate in accordance with Section 5.6. and the Board shall vote in accordance with Section 5.6.b.

- d. Failure to Meet Quorum. Should the Membership fail to meet Quorum requirements, the Board will vote on behalf of the Membership in accordance with Section 4.2.

5.7 Attendance, Removal, or Resignation

Due to Quorum requirements, any Director who misses three (3) consecutive meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. The Director may request in writing to be reinstated by a Vote of the Board at the meeting following the resignation.

A Director may be removed at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the ORWA would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

5.8 Vacancies

The *Governance Committee* shall present to the Board candidates for vacancies resulting from term limits, resignation, or removal. The Board may elect Directors to fill such vacancies by a Vote of the Board. Those elected by the Board shall assume their positions for the duration of the unexpired term.

5.9 Code of Conduct

Each Director shall be responsible for maintaining a professional level of courtesy, respect, and objectivity in all ORWA activities. Conduct that is disruptive, unethical, or illegal will not be tolerated and may result in removal from the Board. Therefore, Directors shall abide by the *Code of Conduct* set forth in the *Governance Manual*.

6. Meetings of the Board

6.1 Meetings and Notice

- a. Regular Meetings. There shall be a minimum of four (4) regular meetings of the Board and, the Board will strive to have at least one (1) regular meeting in each quarter of the Fiscal Year. Board meetings may be held at such time and place as shall be determined by the President, or as determined by a Board Vote.

Any regular meeting of the Board will require no notice if the date, time, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings no later than ten (10) business days following the meeting. For any regular meeting where the date, time, and location were not previously determined, notice shall be sent to the Directors at least ten (10) days, but not more than sixty (60) days, prior to the holding of the meeting.

- b. Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at such time and place as shall be determined by the President or as determined by a Board Vote.

For any special meeting, notice shall be sent to the Directors not less than two (2) days, but not more than thirty (30) days, prior to the holding of the meeting.

- c. Emergency Meetings. An emergency meeting may be called by the President, or by any two (2) Directors if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice.

In the event of an emergency meeting, the Board will exercise its best efforts to provide notice to the Directors of the time and nature of the meeting, whether in person, via teleconference, or via an electronic medium as soon as reasonably possible under the circumstances.

- d. Form of Notice. Directors shall provide an electronic address to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof.

If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

- e. Action Taken without Notice of a Meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without notice of a meeting if a two-thirds (2/3rds) majority of the total number of Directors of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee; and the filing shall be in paper form if the minutes are maintained in paper and electronic form unless determined otherwise by the Board.

6.2 Quorum

At all meetings of the Board, a Quorum shall consist of a majority of the total number of Directors. A Director must be present to be counted for purposes of a Quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. Any Director with a conflict of interest shall be counted for purposes of determining a Quorum but must follow the *Conflict of Interest Policy*.

In the absence of a Quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.1.

6.3 Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

6.4 Voting

Each Director shall have one (1) vote. A majority of the votes cast by Directors present at a meeting where a Quorum is established shall be deemed an action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail.

The *Conflict of Interest Policy*, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest, even if such interest is only a perceived interest.

7. Officers of the Board

7.1 Composition

Officers of the Board must be previously elected to the Board of Directors in accordance with Section 5.6. Officer positions shall be a President, a Vice-President, a Secretary, and a Treasurer. All Officers are also Directors, and therefore shall be subject to all the duties and rights of Directors.

The Officers shall be members of the *Executive Committee* as set for the *Governance Manual*. Furthermore, the *Executive Committee* may include one (1) additional Director, as determined by the Board, to sit on *Executive Committee* as an at-large member of the *Executive Committee* to allow for the *Executive Committee* to consist of five (5) voting members.

7.2 Officer Duties

- a. President. The President, or designee as determined by the Board, shall have the following duties:
 - i. Function as the Principal Officer of the ORWA, subject to the control of the Board;
 - ii. Have general supervision and direction of the duties of the Board;
 - iii. Set the meeting agendas or aid the Executive Director, if any, in setting meeting agendas and with correspondence and motion or resolutions with the Board;
 - iv. Preside at all meetings of the Board unless determined otherwise by the Board;
 - v. Report or cause to be reported the operations of the ORWA's affairs at Board meetings;
 - vi. Report or cause to be reported to the Board all such matters coming to their attention and relating to the interest of the Board; and,
 - vii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- b. Vice-President. The Vice-President shall have the following duties:
 - i. In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,
 - ii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- c. Secretary. The Secretary, or designee as determined by the Board, shall have the following duties:
 - i. Give notice of all meetings of the Board as required by these Bylaws or by law;
 - ii. Keep a book of minutes of all meetings of the Board with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
 - iii. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
 - iv. Make available at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the meetings of the Board;
 - v. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
 - vi. Keep a record of the names of Directors, Officers, and Delegates with the addresses at which such Officers, Directors, or Delegates are to receive notice; and,
 - vii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- d. Treasurer. The Treasurer, or designee as determined by the Board, shall have the following duties:
 - i. Keep and maintain adequate and correct accounts of the properties and business transactions of the ORWA;
 - ii. Provide financial information upon request by any Director during normal business hours;
 - iii. Provide a report of the ORWA's financial affairs at meetings of the Board and/or when requested by any Director;
 - iv. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
 - v. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

- e. Delegation of Duties. In case of the absence or disability of any Officer of the ORWA or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer or Director with such power of delegation valid for the remainder of the term or until the next election.

7.3 Term of Office and Term Limits

Officers shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive one (1) year terms.

Upon resignation, removal, or vacancy of an Officer, the respective successor, as determined by the Board, shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

7.4 Election

- a. Nomination of Officers. The *Governance Committee* shall prepare a slate of Officer candidates from the newly elected Directors in accordance with the *Governance Committee Charter* set forth in the *Governance Manual*. Newly elected Directors may nominate candidates for Officer positions from the newly elected Directors prior to the first meeting of the Board after the election of the newly elected Directors. Nominations for Officer positions must be made with the prior consent of the nominee. Multiple Directors from each Region may be nominated for Officer positions however, only one (1) Officer may be elected from each Region to ensure representation from each Region is on the *Executive Committee*. The at-large Director elected by the Board to sit on the *Executive Committee* may be from any of the four (4) Regions.
- b. Election of Officers. Elections shall be determined by a Vote of the Board. Elections shall be conducted at the first meeting of the Board following the Annual Meeting. The newly elected Officers shall begin their terms immediately upon election.

If the slate is not approved, the Board may call for a vote on each slated Officer candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer.

The Board may request the *Governance Committee* provides an additional slate of candidates should an Officer position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

7.5 Removal and Resignation

An Officer may be removed from office at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.6 Vacancies

A vacancy in the office of the President shall be filled by the Vice-President unless determined otherwise by the Board.

A vacancy in any office other than that of the President shall be filled by an election whereby the *Governance Committee* shall nominate candidates and the Board shall vote to fill such vacancies in accordance with Section 7.4.

Vacancies occurring in Officers appointed at the discretion of the Board may or may not be filled as determined by the Board. Should Officer positions not be filled, the President shall determine which Officer positions will be combined until all Officer positions may be filled.

8. Committees of the Board

8.1 Committees in General

- a. **Creation.** The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Standing Committees shall include, but are not limited to, the *Executive Committee*, the *Governance Committee*, and the *Finance Committee*. All committee charters are found in the *Governance Manual*.
- b. **Composition.** A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Each Standing Committee shall include a minimum of three (3) members with a minimum of one (1) member being a Director. Therefore, non-Board members may serve as Committee Members at the approval of the Board with the exception of the *Executive Committee* which shall be comprised of the Officers and one (1) other Director as determined by the Board as set forth in Section 7.1. The President may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board.
- c. **Reporting of Committee Actions and Authority.** All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Should the Board vote to delegate any of its powers to a committee:

- i. Only the Directors who sit on such committee may vote;
 - ii. A Quorum of the Committee shall be a majority of the Directors sitting on the Committee;
 - iii. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
 - iv. Report all actions to the Board; and,
 - v. Report such authority on the tax return Form 990.
- d. **Notice of Committee Meetings.** Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 6.1. Committees without Board-delegated powers shall provide a minimum of twenty-four (24) hours' notice to the committee members.

If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission.

8.2 Advisory Committee

The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the ORWA or who work within areas or fields deemed appropriate to further the mission of the ORWA. Each Advisory Committee must have a Director as the Chair.

Advisory Committee Members shall be selected, and/or removed with or without cause, by a Vote of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the ORWA, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws.

The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

9. Staff

9.1 Employment

The Board is responsible for hiring/firing the CEO. The Board will fill such position, or leave such position vacant, in a manner as determined by a Vote of the Board. The CEO is responsible for the hiring/firing and management of all other employees.

The Board may utilize a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the CEO are recorded in writing and maintained with the information on which the Board based its decision.

9.2 Duties

The CEO shall be to manage the day-to-day operations and business of the ORWA. The CEO shall perform management duties pursuant to a job description including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the CEO; however, the functions of the CEO shall not supersede the duties of the Board as set forth in Section 5.4.

9.3 Separation of Duties

The Officers of the Board are set forth in Section 7.1. The CEO or other employees may be Board-authorized agents of the ORWA but shall not hold any Officer or Director position on the Board of the ORWA.

10. Bylaws Amendments

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Board where a Quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon. In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board.

However, any amendment, alteration, change, or repeal impacting the voting rights of the Membership set forth in Section 3 or Section 4 of these Bylaws must be approved by a majority of the Delegates present and voting a meeting of the Membership where a Quorum is present and certified.

11. Bylaws Construction and Terms

These Bylaws replace all prior bylaws. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code as be amended from time to time, or to corresponding provisions of any future federal tax code.

Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.


Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the ORWA, the provision of the Certificate of Incorporation shall govern.

Certification

These Bylaws of Oklahoma Rural Water Association are adopted by the Oklahoma Rural Water Association Board of Directors on the 20th day of April, 2022 to become effective upon adjournment of the Annual Meeting.



Arvil Morgan, President



Sheldon Tatum, Secretary