

Adopted: March 7, 2019



**BY-LAWS  
OF  
ASSOCIATION OF PUBLIC HEALTH NURSES**

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**ARTICLE I  
Offices**

Section 1.01 Principal Office. The principal place of incorporation of the Association of Public Health Nurses (the Association) shall be in the State of Oklahoma. The Association may have offices either within or outside the State of Oklahoma as the Board of Directors may determine or as the business of the Association may require.

**ARTICLE II  
Memberships and Sponsorship**

Section 2.01 General. The Association shall have four sub-categories of Individual members (“Individual Members”): Official State or Territory Representative; Public Health Nurse; Contributing Public Health Nurse; and Retired Public Health Nurse. The Association shall have two sub-categories of associate members. (“Associate Members”): Other Public Health Worker & Individual with Interest in Public Health; and Student. The Association shall have three sub-categories of group members (“Group Members”): Affiliate; Academic; and Organizational members. The Association shall have one category of Corporate Sponsorship (“Corporate Sponsorship”). <http://phnurse.org/join-us> or <http://phnurse.org/>

Section 2.02 Qualifications for INDIVIDUAL Membership. Individual membership in the Association shall be open to the following:

- (a) Official State or Territory Representative: A registered nurse who is the director of public health nursing of the official health department of a state, a territory of the United States or the District of Columbia. If the position of director of public health nursing is non-existent, vacant or APHN membership is not financially supported by the state, territory or DC official health department, the Official State or Territory Representative may be designated by the APHN Board of Directors. Nominees for the Official State or Territory Representative may be proposed by the health official of the jurisdiction, a state public health nursing organization, or APHN members from the state. The appointment as the Official State or Territory Representative by the Board of Directors is for one year and may be renewed utilizing the guidelines provided

- (b) Public Health Nurse: A registered nurse who works in the field of public health including, but not limited to, those working in a local, state, or federal governmental public health agency or department, school health, higher education and community based nursing, but who is not the Official State or Territory Representative.
- (c) Contributing Public Health Nurse: A public health nurse who desires to support the operation of the organization through a contribution.
- (d) Retired Public Health Nurse: An individual fully retired from professional work

Section 2.03 Qualifications for ASSOCIATE Membership. Associate Membership in the Association shall be open to the following:

Those persons who have an interest in public health/community health/population health nursing and support the mission and vision of APHN.

- (a) Public Health Worker or Individual with Interest in Public Health An individual working in the field of public health, or with an interest in public health.
- (b) Retiree: An individual fully retired from professional work
- (c) Student: A pre-professional student enrolled in an academic program.

Section 2.04 Qualification for GROUP Membership Categories:

- (a) Affiliate Members: Affiliate membership is open to membership-based public health nursing or other nursing organizations at the local, state, regional or national level. This includes local, state or national public health nursing organizations or other nursing organizations. Annual Affiliate Member dues include memberships for up to two individual members of the affiliate organization with full membership privileges (voting, holding office, serve on committee). Additional individual members of the affiliate may join APHN at a reduced rate.
- (b) Academic Institutions: Academic membership is open to academic institutions. Annual membership dues are based on the number of faculty. Dues include memberships for up to three individual members who are employees of the academic institution with full membership privileges (voting, holding office, serve on committee). Additional individual employees of the academic institution may join APHN at a reduced rate.

- (c) Organizational Member (reduced dues for employees): Organizational membership is open to non-profit or governmental agencies that employ public health nurses or other nurses serving in population-focused roles. This includes local, state, territorial, or tribal health departments, schools or school systems, or community health centers/Federally Qualified Health Centers. Annual membership dues are based on the population served by the organization. Dues include memberships for up to three individual members who are employees of the organization with full membership privileges (voting, holding office, serve on committee). Additional individual employees of the organization may join APHN at a reduced rate.
- (d) Contributing Organizational Member: Contributing organizational membership is open to non-profit or governmental agencies that employ public health nurses or other nurses serving in population-focused roles. Qualifying organizations are the same as those indicated for the Organizational Member category. Annual membership dues are based on the population served by the organization. Dues include memberships for up to three individual members who are employees of the organization with full membership privileges (voting, holding office, serve on committee). The remaining employees of the organization receive an APHN individual membership with the privilege to serve on committees.

Section 2.05 Qualification for CORPORATE Sponsorship Category:

- (a) Corporate Sponsor: Corporate sponsorship is open to for-profit organizations. This includes private health plans, pharmaceutical companies, or other for-profit companies/corporations. Sponsorship includes prime exhibit space at the APHN annual conference and full conference registration for up to 2 representatives.

Section 2.06 Additional Qualifications for INDIVIDUAL Memberships, ASSOCIATE Memberships, GROUP Memberships, and CORPORATE Sponsorship.

- (a) An INDIVIDUAL Member must:
1. be current in payment of all applicable Association dues, charges and assessments
  2. have an unencumbered RN license; and
  3. support the purposes of the Association.

INDIVIDUAL Members are full members with all privileges including voting, holding office, and service on committees.

(b) An ASSOCIATE Member must:

1. be current in payment of the Association
2. support the purposes of the Association

ASSOCIATE Members are members with voting privileges but may not hold office.

(c) A GROUP Member must:

1. be employed by a qualifying organization
2. support the purpose of the Association
3. be current in payment of all applicable Association dues

GROUP Member privileges depend on group category:

See current APHN Membership Categories Chart for Membership Category Dues and Privileges available on the APHN website, <http://phnurse.org/join-us> or <http://phnurse.org/>

(d) A CORPORATE Sponsor must:

1. be current in payment of all applicable Association dues
2. support the purpose of the Association

CORPORATE Sponsors may exhibit at the APHN annual conference, which includes full conference registration for up to 2 representatives.

Section 2.07 Applications for Membership. Application for Membership, Associate Membership, and Group Membership shall be made in writing or electronically on such forms as may be prescribed by the Board of Directors, which forms shall contain such relevant information as may be required by the Board and shall be accompanied by the appropriate dues payment, if any.

Section 2.08 Dues and Fees. Dues, fees, and any other charges for Members, Associate Members and Group Members will be reviewed annually and changes may be established from time to time by resolution of the Board.

Section 2.09 Rights and Benefits. Each Member, Associate Member, and select Group Member shall be entitled to vote (dependent on membership subcategory) on all matters raised at membership meetings or coming before the Members. No Member, Associate Member or Group Member shall use or refer to the Association's name or logo, the Member's, Associate Member's or Group Member's Membership or Associate Membership status, or any Association material for any use or purpose without the prior approval of the Board. A member may serve as an Officer (as defined below) or as a Director-at-Large, provided they meet the definition of the member sub-category. (as defined below). All Members, Associate Members, and Group Members may chair and serve on Standing Committees, Special Committees and Workgroups.

Section 2.10 Terms of Membership Types. The Board shall determine, in its sole discretion, what action to take (including termination of Membership, Associate Membership or Group Membership) in the event any Member, Associate Member or Group Member ceases to meet the criteria for Membership, Associate Membership or Group Membership set forth in this Article II or defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to the Association. Any Member, Associate Member or Group Member that the Board deems to have defaulted on any obligation to the Association shall forfeit his/her Membership, Associate Membership or Group Membership and all prior payments made to the Association. Membership, Associate Membership or Group Membership shall also terminate when the Member, Associate Member or Group Member files a written letter of resignation with the Association. All paid membership dues are non-refundable.

Section 2.11 Annual Membership Meeting. An annual business meeting of the Members of the Association (the "Annual Membership Meeting") shall be held at such time and place as fixed in advance by the Board for the purpose to announce the elected Officers and Directors-at-Large and transact any other business that may properly come before the Members. Written notice of each Annual Membership Meeting, called by the President, shall fix the time and place of the Annual Membership Meeting and, if deemed appropriate by the Board, the purpose or purposes thereof, and shall be given to each Member, in the manner provided by these By-Laws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any Annual Membership Meeting of the Members.

Section 2.12 Special Meetings. Special meetings of the Members ("Special Membership Meetings") may be called by the Board or by the President or, at the written request of twenty-five percent (25%) or more of the Members, shall be called by the President of the Association on behalf of the Members. Written notice of each Special Membership Meeting shall fix the time and place of the Special Membership Meeting and, if deemed appropriate by the person or persons by whom or at whose request the Special Membership Meeting is being called, the purpose or purposes thereof, and shall be given to each Member, in the manner provided by these By-Laws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special Membership Meeting.

Section 2.13 Quorum; Voting; Proxies. At all meetings of the Members, twenty-five percent (25%) of the Members, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Member shall have one vote. A vote of the majority of the Members, represented in person or by proxy, at any meeting at which a quorum is present, shall be the act of the Members, except as otherwise provided by these By-Laws or by the Oklahoma General Business Act. Members may vote by proxy executed in writing or electronically by such Members. No proxy shall be valid

after three (3) years from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member that executed it. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the Members present at such meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 2.14 Presiding Officer(s). The President of the Association shall preside at all meetings of the Members. At any Membership meeting, if the President is not present, the President-Elect shall preside at the meeting. If the President or the President-Elect is not present, the Board shall appoint a presiding officer for such meeting.

### **ARTICLE III Board of Directors**

Section 3.01 General Powers. Except as otherwise provided by law or these By-Laws, the Board of Directors, otherwise referred to as the "Board", is the governing body of the Association, with all powers of governing, directing, and overseeing the management and affairs of the Association. The Board shall have exclusive control over the property, funds and affairs of the Association.

Section 3.02 Composition. The Board shall consist of the Officers of the Association, namely, the President, President-Elect, Immediate Past-President, Secretary and Treasurer, and three (3) Directors-at-Large. Directors-at-Large and Officers may collectively be referred to as "Directors" and, individually, as a "Director."

Section 3.03 Election. With the exception of the President and Immediate Past-President, the Officers and Directors-at-Large shall be elected by the Members. The Nominating Committee shall send the biographies of the candidates for Offices and a ballot to Members by regular or electronic mail at least thirty (30) days before the Annual Membership Meeting. Completed ballots must be sent to the Nominating Committee Chairperson or designee no later than five (5) days before the Annual Membership Meeting. Officers and Directors-at-Large shall be elected by plurality vote. In the case of a tie, the winner shall be selected by lot.

Section 3.04 Terms of Directors-at-Large. Except as expressly provided in this Section, a Director-at-Large shall serve a term of two (2) years commencing with the Annual Membership meeting. Two Directors shall be elected in even-numbered years and one Director-at-Large shall be elected in odd numbered years. There are three Director-at-Large Board positions. Notwithstanding anything contained in these By-Laws to the contrary, each Director-at-Large shall hold office until a successor is elected and qualifies, or until that Director's earlier resignation, removal or death. A Director-at-Large elected by the Members may not serve more than two (2) consecutive terms on the Board. A Director-at-Large must be an Official State or Territory Representative, a Public Health Nurse, or a



Retired Public Health Nurse.

Section 3.05 Vacancies. Whenever a vacancy exists on the Board, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the Directors, although less than a quorum. A Director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these By-Laws.

Section 3.06 Resignation. Any Director may resign from office at any time upon giving written notice to the President of the Association. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon receipt. The acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section 3.07 Removal. A Director may be removed at any time, with or without cause, by the affirmative vote of a majority of all the Members.

#### **ARTICLE IV** ***Meetings of the Board of Directors***

Section 4.01 General. Meetings of the Board, regular or special, may be held within or outside the State of Oklahoma upon not fewer than two (2) days notice to each Director, either personally or by mail, facsimile, or e-mail, subject to waiver of notice as provided in the Oklahoma General Corporation Act. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board, or as required by the business of the Association. Special meetings of the Board may be called by the President at any time and shall be called by the President upon the written request of a majority of the Directors then in office.

Section 4.02 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.03 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing or electronically, setting forth the action so taken, shall be signed by all Directors.

Section 4.04 Participation by Means of Communications Equipment. Any one or more Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE V Committees**

Section 5.01 General. The Board may designate one or more committees that shall have such name or names as may be determined from time to time by the Board. The Board may appoint committees consisting solely of Directors, which committees shall exercise the authority of the Board in the management of the Association. Each such committee shall consist of one or more Directors, and the Board shall designate a chair of each committee from among such Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law. Powers delegated by the Board will be exercised under the authority and direction of the Board, and any such delegation may be rescinded by the Board at any time. Notwithstanding the foregoing, no committee shall have power or authority to (a) approve, adopt, or recommend to the Members any action or matter, other than the election or removal of directors, expressly required by the Oklahoma General Corporation Act to be submitted to Members for approval, or (b) adopt, amend, or repeal any Bylaw of the Association.

Section 5.02 Other committees, task forces and workgroups. Other committees, task forces and workgroups not having and exercising the authority of the Board in the management of the Association may also be designated and appointed by the Board. The Board may, from time to time, change the size of any such committee, task force or workgroup and add, remove, or replace the chair or members of any committee, task force or workgroup.

Section 5.03 Standing Committee. The Standing Committees consist of the following:

### Awards Committee

The Awards Committee shall consist of three (3) members and shall be chaired by the President-Elect. Nominations for recognition by the Association shall be requested annually from the membership no later than the February Board meeting. The decision to make an award shall be based on the review of the nomination forms, completed by the whole of the Committee. The Committee may elect not to present awards in any or in a particular category.

## By-Laws Committee

The By-Laws Committee includes at least three (3) members. The By-Laws Committee is chaired by a Director-at-Large. The By-Laws Committee reviews the existing By-Laws and Policy and Procedure Manual on an annual basis to determine if changes are necessary. If revisions to the By-Laws are recommended, the proposed amendments are submitted to the Board of Directors for their approval.

Upon approval, the proposed By-Laws will be posted on the Members Only section of the website at least thirty (30) days prior to voting. An email will be sent to all members notifying them that the proposed By-Laws are posted. Voting to amend the By-Laws may occur electronically or during the Annual Meeting. Section 8.01 contains additional information.

The Policy & Procedure manual will be reviewed and updated as necessary including after By-Laws updates and after the Annual Meeting to ensure the Policy & Procedure manual is in compliance with the approved By-Laws and current policies of the Association.

## Communications Committee

The Communications Committee Chair, appointed by the President with approval of Board, compiles and assures regular and timely communication to the membership of the Association via the website, social media, shared drives, printed materials, video presentation and other means as determined by the Committee or Board of Directors. The Communications Committee shall champion the use of social media platforms that will extend our reach to anyone interested in public health nursing and all its surrounding issues, including potential members. The Committee will organize, maintain, and upgrade the website with counsel of the webmaster to meet the needs of all APHN membership as well as serve as a resource to the public health and nursing community at large.

## Diversity and Social Equity Committee

The Diversity and Social Equity Committee consists of the Chair, appointed by the President with approval of the Board, and at least three (3) other members. The Chair of this Committee shall personally represent diversity in race, ethnic or gender/sexual identity.

The Committee assures that the Association strengthens its diversity in membership and leadership positions. It is also charged with investigating and developing written documentation around public health nursing diversity to build effectiveness in practice and advance a culture of health.

## Education and Professional Development Committee

The role of the Education and Professional Development Committee is to assure that public health nursing educational and professional development issues are addressed through collaborative efforts involving APHN and national partner organizations representing practice and education. The committee will coordinate its efforts with the conference planning committee to assure continuity and coordination in the association's educational programming. The committee will identify priority activities annually, based on needs identified through national public health workforce development assessments, including PHWins.

## Finance Committee

The Finance Committee is composed of four or more members to include the President and Association staff. The Treasurer is the Chair of the Finance Committee. The Treasurer shall exercise general and active supervision over the Association assets and shall have supervision over all corporate funds and securities in accordance with the directions of the Board.

## History Committee

The History Committee includes, at a minimum, the Immediate Past President and the current Association Secretary. The History Committee is responsible for preserving important documents of the Association. Following the Annual Meeting, the Immediate Past President compiles materials.

## Membership Committee

The Chair of the Membership Committee shall be a Director-At-Large and the Regional Representatives are considered integral committee members, as well. The purpose of this committee is to:

- Support the growth of APHN by expanding the membership.
- Develop and implement a recruitment and sustainment action plan to reach current and new members.
- Develop materials for recruitment of new members.
- Foster sustainment of state members and analyze ways to ensure representation from each state and territory.
- Ensure the viability of the Association through strong membership initiatives.

## Nominations Committee

The Chair of the Nominations Committee shall be the Past President. If that member is unable to serve, the President with the approval of the Board shall appoint as Chair a member who has served at least one term on the Board of Directors. The other two (2) members of this Committee must be Official State or Territory Representatives, Public Health Nurses or Retired Public Health Nurses.

The Nominating Committee will form no later than the first week of January. The committee will send out a general notification to membership informing them of all open board positions. Notification will occur no later than the last week of January and will include a brief description of the vacant position accompanying responsibilities. The deadline for submitting nominations should be timely to allow for the rest of the process.

The Nominations Committee will assure requests for and prepare a slate of nominees. To prepare the slate, the Committee obtains the member's consent to serve if elected, gathers short bios for each candidate and delivers them as part of the ballot which is sent to membership at least thirty (30) days before the Annual Meeting.

The ballot shall be distributed electronically and shall include no less than two candidates for each office to be filled unless the Board of Directors approves an exception. Voting is closed seven (7) days prior to the start of the Annual Conference.

The sequence of offices is as follows:

In the even-numbered years, the slate shall include:

- President-Elect to serve for a term of one year
- Treasurer to serve for a term of two years
- Two Directors-At-Large to serve for a term of two years

In the odd-numbered years, the slate shall include:

- President-Elect to serve for a term of one year
- Secretary to serve for a term of two years
- One Director-At-Large to serve for a term of two years

The Committee Chair will report the results to the membership at the Annual Membership Meeting or the Awards Luncheon, whichever occurs earlier. Those elected will take office at the end of the Annual Meeting and begin their term of offices at the Post-Annual Board of Directors Meeting.

#### Program Committee

The Program Committee plans the Annual Meeting and makes arrangements for other meetings as requested by the Board. The Program Committee is composed of five (5) or more members with the Chair appointed by the President with the approval by the Board at the Post-Annual Board Meeting. A designated Director-At-Large serves on the Program Committee and may be asked to serve as Chair.

The host-state member for next Annual Meeting serves on the Program Committee, as does the past host-state member. In the event that it is the Joint Conference year with ACHNE, the Association President-Elect serves as the Program Committee Chair. The Executive Director and Administrative Assistant participate fully on this Committee, attending all meetings and assuring that activities are occurring in a timely manner. The Treasurer attends Committee meetings for finance planning purposes.

#### Public Health Policy Committee

The Public Health Policy Committee consists of the Chair, appointed by the President with approval of Board, and at least two (2) other members. This workgroup advises the Board on policy implications; develops draft policy statements as needed or as requested by the Board and responds to the changing conditions in the public health environment. The workgroup will review the APHN Advocacy Toolkit annually and will revise as needed. The Chair or designee will represent the Association on the Nursing Community Coalition meeting calls and assure regular and timely communication to the Board of Directors.

The procedures to be followed by the above referenced Committees shall be set forth in these By-Laws and the policies and procedures of the Association.

Section 5.04 Ad Hoc. President may appoint AD Hoc Committees to support the organizational goals.

### **ARTICLE VI** **Officers**

Section 6.01 General. With the exception of the President and the Immediate Past-President, the Officers shall be elected by plurality vote of the responding Members through electronic voting or at their Annual Membership Meeting where a quorum is present. The Officers shall consist of a President, an Immediate Past-President, a President-Elect, a Secretary, and a Treasurer. All Officers must meet the member category criteria. In addition, the Association may have ex-officio members, as may from time to time be deemed necessary. No two Officer positions may be held concurrently by the same person.

Section 6.02 Bond. The Board may require any of the Officers, agents or employees of the Association to give bond to the Association with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices, agencies or employments.

Section 6.03 Term of Office, Resignation, Removal. The Secretary and Treasurer shall serve for a term of two (2) years. Each Officer shall assume the duties of office at the close of the Annual Membership Meeting and shall serve until a successor has been elected or assumes Office; With Board support and approval, the incumbent Treasurer and Secretary may seek additional term(s).

Any Officer may resign at any time upon written notice to the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Officers may be removed at any time, with or without cause, by the affirmative vote of a majority of all the Members.

Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the Board. The Board may terminate the contract of the Executive Director, Administrative Assistant or other contract staff as provided in the agreement between the contractor and the Association.

If there is a vacancy in the Office of the President, the President-Elect will automatically assume the Presidency. Any vacancy occurring in the Office of President-Elect shall be filled by the Members by a special election. A vacancy in any other Office shall be filled by the Board, with the exception of the Office of Immediate Past-President, which shall remain vacant.

Section 6.04 President. The President of the Association shall give, or cause to be given, such notice of all meetings of the Board of the Members as may be required by these By-Laws and preside at all meetings of the Board and the Members and shall have all such authorities and duties as are ordinarily incident to such position. If the President is not able to preside at any meeting of the Board or the Members, the President-Elect or designee shall preside at that meeting. At the conclusion of the President's term, the President will automatically succeed to the Office of Immediate Past-President.

Section 6.05 President-Elect. The President-Elect shall have such authorities and duties as may be delegated to the President-Elect from time to time by the Board. The President-Elect will serve as Chair and/or member of Committee(s). Traditionally, the President-Elect has served as Chair of the Awards Committee and serves on the Communications Committee. In the absence of the President, the President-Elect or designee shall preside at all meetings of the Board or the Members in the absence of the President. At the conclusion of the President's term, the President-Elect will succeed to the Office of President.

Section 6.06 Immediate Past-President. The Immediate Past-President shall have such authorities and duties as may be delegated to the Immediate Past- President from time to time by the Board. The Immediate Past-President shall serve as Chair and/or member of Committees. Traditionally, the Past-President serves as Chair of the Nominations Committee and Chair of the History Committee.

Section 6.07 Secretary. The Secretary shall keep the minutes of all meetings of the Board and Membership. He or she shall perform such other duties as shall be assigned to him or her from time to time by the Board. Traditionally, the Secretary serves on the History Committee and the Communications Committee.

Section 6.08 Treasurer. The Treasurer shall be the chief financial officer of the Association. He or she shall exercise general and active supervision over the Association's assets and shall perform such other duties as shall be assigned to him or her from time to time by the Board. The Treasurer shall have supervision over all corporate funds and securities and shall oversee the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Association and the deposit of all moneys in the name and to the credit of the Association in such depositories as may be designated from time to time by the Board. He or she shall oversee the disbursement of the funds of the Association in accordance with the directions of the Board and, when the Board so requires, he or she shall provide an account of all transactions of the Association and of the financial condition of the Association. The Administrative Assistant will be responsible for Association deposits and report those deposits to the Treasurer and Executive Director.

Section 6.09 Executive Director. The Board may contract with an individual who will serve as an Executive Director. He or she shall assist the Board with the general and active management of the affairs and property of the Association. The Executive Director shall attend all meetings of the Board and Membership, subject to the Association's Conflict of Interest Policy. The Executive Director shall perform such other duties as shall be assigned to him or her from time to time by the Board.

## **ARTICLE VII** **Compensation of Directors**

Section 7.01 Compensation of Directors. Except as expressly set forth in this section, the Directors shall receive no compensation for their service as Directors but may be reimbursed for their expenses, if any, incurred in carrying out the purposes of the Association, provided that such reimbursement in no way adversely affects the Association's recognition under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").



**ARTICLE VIII**  
**Amendments**

Section 8.01 By-Laws. These By-Laws may be amended:

1. By a majority vote of the membership in attendance at the Association's Annual Meeting. Notice of the proposed amendments will be transmitted electronically to the members and posted on the Association's website a minimum of 30 days in advance of the vote on the proposed changes.

Or

2. By a majority electronic vote of the responding membership. Notice of the proposed amendments will be transmitted electronically to the members and posted on the Association's website a minimum of 30 days in advance of sending out the electronic vote on the proposed changes. Membership will have a minimum of 10 days to vote on the proposed changes.

**ARTICLE IX**  
**Indemnification and Insurance**

Section 9.01 Indemnification. The Association may indemnify each person described in Section 18-1031 of the General Oklahoma Corporation Act, as the same may be amended from time to time, to the fullest extent allowed by Section 18-1031.

Section 9.02 Insurance. The Board may cause the Association to purchase and maintain insurance on behalf of any person described in Section 18-1031 of the Oklahoma General Corporation Act against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Association would have the power to indemnify such person.

**ARTICLE X**  
**Parliamentary Authority**

Section 10.01 Robert's Rules of Order. The rules contained in the latest edition of Robert's Rules of Order (Revised) shall govern in all cases in which they are applicable and not inconsistent with the Certificate of Incorporation of the Association or these By-Laws.

**ARTICLE XI**  
**Dissolution**

Section 11.01 Certificate of Incorporation. Dissolution of the Association will be as set forth in the Certificate of Incorporation of the Association.