

By-laws Of Save Our Water, Inc.

Article I: Name and Purpose

Section 1: Name of Organization

The name of this organization shall be Save Our Water, Inc. (SOW), a not-for-profit corporation organized and existing under the laws of the State of Oklahoma.

Section 2: Purpose

The purposes for which SOW was established are:

- A. To increase the general public's, private entities (businesses & civic organizations) awareness of threats to the water resources of Lake Eufaula and other Oklahoma waters for the purposes of water supply, recreation, tourism & the environment.
- B. To educate the general public about the need to preserve & protect our most precious natural resource-water.
- C. To educate, outreach & train community volunteers & citizens at large to be involved in a grass roots organization to promote, preserve, protect, manage & regulate the Lake Eufaula water supply quantity & quality control.
- D. To work with municipalities, County, State & Federal Agencies, Private & Public entities or Organizations to better preserve, protect & promote conservation & efficient management of our most valuable resource-Water, while enhancing the purpose of Tourism & Recreation.
- E. To network with other state, regional and national water resource advocacy groups as well as Oklahoma lake, streams & aquifer organizations to effect change of water resource management practices on a local, regional & national level.
- F. To affect change in lake management practices that exists causing the Lake Eufaula to be at risk of low surface water levels (below 582 NGVD-National Geodetic Vertical Datum) & low water supply quality.
- G. To prevent or eliminate the risk of water being sold or used for any purpose other than water supply below 582 NGVD.
- H. To prevent the sale of Lake Eufaula water to out of state entities by or thru state or Federal agencies & legislative bodies.
- I. To draft, propose and lobby for legislation to correct lake management practices creating low lake levels & low water

supply quality (below 582 NGVD) & establish local Lake management Committees to participate in management decisions relating to Lake Eufaula by Federal, State, County or municipal agencies.

Section 3: The Mission of Save Our Water:

Save Our Water, Inc. mission is to preserve and protect Lake Eufaula and all Oklahoma's water resources.

Section 4: Principle Office

The principle office of Save Our Water, Inc. shall be located in Stigler, Oklahoma. Save Our Water may have such other offices as the Board of Directors determines or as Save Our Water affairs may require.

Section 5: Save Our Water, Inc. shall be nonpartisan, nonsectarian and nondiscriminatory.

Article II: Membership

Section 1: Membership

Save Our Water shall have seven (7) classes of members, *Board Members, Contributing Members, Supporting Members, Corporate Members, Business Members, Organizational Members, Family Members.*

Section 2: Eligibility

Eligibility for membership in Save Our Water, Inc. shall be dues paid annually within 60 days from expiration date or services rendered or in kind donation as defined by the Board of Directors during the previous twelve (12) months.

Section 3: Membership Renewal

Memberships shall be renewable on an annual basis with the amount of dues for each adopted by the Board of Directors.

Section 4: Types of Membership

a. **Board Members** shall be those individuals who are elected to the Save Our Water Board of Directors as described in Article III Section 3. Board Members shall have the right to vote. Board members must qualify as contributing members.

b. Contributing Members shall consist of:

- i. Those volunteers who have given SOW services of such nature and extent as defined by the Board of directors, and
- ii. Any individual who has donated at least \$50 or such other amount as may be approved by a Board Resolution.
- iii. Membership must be renewed on an annual basis contributing twenty (20) hours of volunteer service to the organization or a \$50 monetary or in kind contribution.

Contributing Members shall have the following voting rights:

- i. Nomination and voting rights for Board Members as set forth in Article III, Section 3,
- ii. Shall have the right to vote on any by-law revision that affects Membership rights,
- iii. Shall have the right to vote on any change in Membership dues, and,
- iv. Shall have the right to petition the Board of Directors, as set forth in Section 2 of this Article.

c. Supporting Members shall be those individuals who only participate in a Save Our Water letter or petition campaign and/or voluntarily sign up for the Save Our Water mailing list. They are not otherwise Board members or contributing members. Supporting Members shall not have the right to vote.

d. Corporate Members shall be those corporations that donate \$1,000 or more to SOW annually. Corporate membership entitles the Corporation's name added to the SOW office plaque; and listed in the SOW quarterly Newsletter. Said membership shall have one (1) vote at general membership meetings and the same voting rights as contributing members.

e. Business Members shall be those individuals, commercial or professional group that donate a minimum of \$100 to SOW annually. Business membership entitles the Business' name to be listed in the SOW quarterly Newsletter. Said membership shall have one (1) vote at general membership meetings and the same voting rights as contributing members.

f. Organizational Members shall be those organizations that donate a minimum of \$100 to SOW annually. This membership class entitles the Organizations name to be listed in the SOW quarterly Newsletter. Said membership class shall have one (1)

vote at General Membership meetings as well as the rights of the Contributing Member class.

g. **Family Members** shall be those families that join as a family and membership must be renewed on an annual basis contributing twenty (20) hours of volunteer service to the organization or a \$50 monetary or in kind contribution. Said membership shall have one (1) vote at general membership meetings and the same voting rights as contributing members.

Save Our Water may have additional classes of Members, as may be determined by the Board of Directors.

Section 2: Petitions to Board

The purpose of this process shall be to provide Contributing, Business, Corporate, Organizational & Family class Members with an effective avenue to voice specific concerns to the Save Our Water Officers & Board of Directors for action if required.

Petitions to the Board of Directors must be signed by not less than 10 Contributing Members of Save Our Water and presented to any Executive Committee member (defined in Article 5). Petitions shall be heard by the Board of Directors at a regular or special Board meeting as determined by the Board & Executive Committee.

Petitions calling for or requesting a special meeting of the Board of Directors shall specify the purposes for which a meeting of the Board is desired. Petition shall be given reasonable notification of any decision regarding a special meeting of the Board. Minutes recorded must become a permanent record & shall be attached to the regular meeting minutes for that month.

Article III: Board of Directors

Section 1: General Powers

The affairs of Save Our Water shall be governed by its Board of Directors.

Section 2: Number and Tenure

Total membership of the Save Our Water Board of Directors shall not exceed thirteen (13). Each Director shall serve for two (2) years (beginning immediately upon election) or until they are reelected, or their successors are elected. Terms shall be

staggered so that approximately one third (1/3) of the Board is elected each year.

Section 3: Nomination and Election

Board of Director nominations may be made by:

- i. Board Development Committee – nominations are made by the Committee and presented to the Save Our Water membership 30 days prior to the annual meeting
- ii. Voting Class Members – nominations may be submitted by Voting Class Members at least 14 days prior to the annual meeting by a Notice or Letter to the Secretary that is signed by 10 Voting Class Members in support of the nomination.

The Board of Directors shall be elected at the annual meeting by a vote of the Voting Class Membership. No nominations will be taken from the floor.

Section 4: Regular Meeting

A regular monthly meeting of the Board of Directors shall be held at a time and place to be decided by the Board of Directors. A minimum of 9 Board of Directors meetings shall be held within the operating year.

Section 5: Quorum and Voting

- i. Two-thirds (2/3) of the Directors serving at the time of any meeting of the Board shall constitute a quorum.
- ii. A majority of all votes cast at a meeting of which a quorum is present is sufficient to approve any matter that properly comes before the meeting.
- iii. Less than a quorum calls for an adjournment of the meeting to a fixed time and place with written notice (email will suffice) to all Board of Directors.
- iv. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At all votes by ballot the chairperson prior to the commencement of balloting, shall appoint a committee of two who shall act as “inspectors of election” and who shall, at the conclusion of such balloting, certify in writing to the Chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office.

- iii. At any regular meeting, if a majority so requires, any question may be voted on by ballot but it is not required.

Section 5: Quorum and Voting

- i. Two-thirds (2/3) of the Directors serving at the time of any meeting of the Board shall constitute a quorum.
- ii. A majority of all votes cast at a meeting of which a quorum is present is sufficient to approve any matter that properly comes before the meeting.
- iii. Less than a quorum calls for an adjournment of the meeting to a fixed time and place with written notice (email will suffice) to all Officers, Directors & Voting Class Members.
- iv. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers and Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At all votes by ballot the chairperson prior to the commencement of balloting, shall appoint a committee of two who shall act as “inspectors of election” and who shall:
 - a. Verify the Voting rights and membership (current paid) status of any person requesting a ballot.
 - b. At the conclusion of such balloting certify in writing to the Presiding Officer the results of such balloting and the certified (signed by both Inspectors) original vote tally document shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office.
- v. At any regular meeting, if a majority so requires, any question requiring a vote may be voted on by ballot.

Section 6: Meeting Notice

Meeting notices are orchestrated by the Secretary and shall be given or sent by email to Officers, Directors and Voting Class Members at least 72 hours before the meeting. Regular meeting notices are to be posted in the Save Our Water newsletter and web site. Any such notice shall contain the time and place of the meeting. Executive Session Meetings may be held without notice if all the Officers & Directors present constitute a quorum and an effort was made to notify all qualified members. All qualified members not present shall be notified of the meeting & its results in a reasonable time.

Section 7: Order of Business

Meetings will be conducted under Robert's Rules of Order and include but not be limited to the following order of business:

1. Roll Call
2. Presentation of the Minutes of the preceding meeting (not read but available for review & correction by anyone present.)
3. Reports of Committees
4. Reports of Officers
5. Unfinished Business (Per Roberts Rules-there is no OLD Business EVER)
6. New Business
7. Adjournments

Section 8: Presumption of Assent

A Board of Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. A Director who voted in favor of such action may not dissent.

Section 9: Meeting by Conference or Speaker Telephone

Board of directors may participate in a meeting by means of conference telephone or speaker telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

Section 10: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, 3 or more Director Members, or as outlined in Article II: Section 2.

Section 11: Annual Meeting

The Annual Meeting of the Organization shall be held on the second Monday of January each year, or on such other date as the Board may provide by resolution.

Section 12: Director Member Expectations

The Board of Directors shall by resolution establish (a) standards for participation by a Director Member, and (b) procedures to encourage or secure the observation of such standards.

Section 13: Removal from Board of Directors

Absence from three (3) consecutive Board meetings within a Board year, without excuse, is equivalent to resignation from the Board of Directors. The Secretary shall confirm absences and shall provide notice to the President in writing. Any director may be removed by a three-fourths (3/4) vote of a quorum of the Board of Directors whenever, in the Board's judgment, the best interests of Save Our Water would be served.

Section 14: Vacancies

A vacancy in any office shall be filled by approval of the Board of Directors for the un-expired term. The Board Development Committee shall recommend a successor for Board approval. Voting Class Members may also submit qualified candidates for consideration.

Section 15: Compensation

Directors, as such, shall not receive any compensation for their services to Save Our Water.

Section 16: Record Keeping

Correct and complete records of the proceedings of the Board of Directors, the Executive Committee, designated Committees and all financial accounts shall be kept and maintained at the Save Our Water principle office.

Section 17: Fiscal Year Books

The tax and fiscal year shall begin on January 1 and end on December 31 on each year. The Board of Directors shall discuss the need for an independent audit of the books and records of Save Our Water annually. If the decision is made to conduct an audit, the audit report shall be presented to the Board of Directors within 30 days of its completion.

Article IV: Officers

Section 1: The Officers of the Board of Directors

The officers of Save Our Water shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and President Emeritus. The Board of Directors may appoint such other officers as it may deem necessary. An officer may not hold more than one (1) position per year, unless otherwise specified in the by-laws.

Section 2: Election and Terms of Office

Officers shall be elected by the Board of Directors at the first Board meeting following the annual meeting. Officers shall serve a one-year term.

Section 3: Removal from Office

Any officer may be removed by a three-fourths (3/4) vote of a quorum of the Board of Directors. Notice of removal shall be given in writing to the officer by the President (If the President is being removed, the First Vice-President shall give notice.) not more than ten (10) days subsequent to the action.

Section 4: Vacancies of Office

A vacancy in any office shall be filled by approval of the Board of Directors for the un-expired term. The Board Development Committee shall recommend a successor for Board approval. Voting Class Members may also submit qualified candidates for consideration.

Section 5: President

The President shall serve as President of the Board of Directors and as Chair of the Executive Committee. S/he shall preside at meetings of the Board of Directors and the Executive Committee. S/he shall have such powers and/or perform such duties as are vested in her/him by the By-laws and such other duties as prescribed by the Board of Directors. S/he shall be an ex-officio member of any committee established or appointed by the Board of Directors.

Section 6: First Vice-President

In the event of a disability, absence or withdrawal of the President, the titles, duties and all obligations of the President shall be assumed by the First Vice-President. The First Vice-President performs all other duties as may be assigned by the Board of Directors.

Section 7: Second Vice-President

In the event of a disability, absence or withdrawal of the President and the First Vice-President, the titles, duties and all obligations of the President shall be assumed by the Second Vice-President. The Second Vice-President performs all other duties as may be assigned by the Board of Directors.

Section 8: Secretary

The Secretary shall be the keeper of corporate records. The Secretary shall keep a record of attendance and the minutes of all Board of Directors and Executive Committee meetings; keep

a record of Director Member contact information and shall perform all other duties as may be assigned to her/him by the Board of Directors.

Section 9: Treasurer

The Treasurer shall ensure that accurate and complete corporate financial records are maintained and that reports are made at each Board of Directors and Executive Committee meetings; and shall perform all other duties as may be assigned to her/him by the Board of Directors.

Section 10: President Emeritus

The President Emeritus shall provide historical information and guidance to the Board of Directors and shall perform all other duties as may be assigned to her/him by the Board of Directors.

Article V: Executive Committee

Section 1: Number and Qualifications

The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer and President Emeritus.

Section 2: Authority

The Executive Committee may act for the Board of Directors between meetings of the Board, within policies established by the Board and with such additional authority as may be delegated by the Board or By-laws. The Executive Committee shall be responsible for development and implementation of all policy making for Save Our Water.

Section 3: Meetings

The Executive Committee shall meet as needed and at a time and place to be determined by the President and in such a manner and form as determined reasonable by the President.

Section 4: Quorum and Procedure

Four members of the Executive Committee serving at the time of any meeting shall constitute a quorum. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Committee. Less than a quorum calls for an adjournment of the meeting to a fixed time

and place with written notice to all Board of Director members & Voting Class Members.

The Executive Committee shall keep regular minutes of its proceedings at the principle office of Save Our Water. A report of all action of the Executive Committee shall be made to the Board of Directors at its next regularly scheduled meeting and both such minutes attached to the Monthly General Meeting minutes for future reference purposes only.

Article VI: Standing Committees

Section 1: Standing Committee Membership

The President shall appoint all Standing Committee chairs with approval by the Board. Each committee shall consist of at least one (1) Board Member as chair and additional Save Our Water members as needed to carry out the work of the Committee. All committee members shall be approved by the Board of Directors.

Section 2: Standing Committees

The Board of Directors shall be assisted in running Save Our Water affairs by standing committees. The Standing Committees shall be:

(1) Finance Committee

The Committee shall prepare and oversee an annual budget, and develop and implement financial operating procedures for approval by the Board of Directors.

(2) Special Events Committee

The Special Events Committee shall coordinate all Special Events as directed by the Board of Directors.

(3) Board Development Committee

The Board Development Committee shall be responsible for establishing and maintaining board recruitment procedures, recruitment and nomination of Board/Officer positions, and vacancies. The Committee shall serve the ongoing duty of Board orientation, development and evaluation.

(4) Volunteer Development Committee

The Volunteer Development Committee shall work with the Volunteer Coordinator to oversee and coordinator the efforts of the Save Our Water volunteer program. This shall include

but not be limited to developing and maintaining an updated orientation and training program for volunteers as well as an appreciation and evaluation program.

(5) Legislative Committee

The Legislative Committee shall be responsible for recommending to the Board of Directors the scope of Save Our Water legislative activities, and executing any strategies and tactics to reach legislative goals as approved by the Board of Directors. Legislative activities may include, but shall not be limited to, communication with Mayors, City Managers, City Councils, State Legislature, Federal Legislature and other governing bodies; and communication with various public and private and employers in regard to issues of water resources that affect Lake Eufaula and other Oklahoma waters.

(6) Watch Dog Committee

The Watch Dog Committee shall maintain watch over state, federal, and private entities and Legislation that may affect Lake Eufaula and other water resources in the state of Oklahoma.

(7) Membership and Public Relations Committee

The Membership and Public Relations Committee shall work to increase public awareness, membership and public relations messaging for SOW.

Section 3: Special Committees

The Board of Directors, by resolution, may designate and appoint additional Standing Committees and/or Special Committees to the extent provided for in said resolution.

Section 4: Reporting

Committee Chairs shall report to the Board of Directors at each regularly scheduled meeting or as deemed necessary by the Board. Each Committee Chair shall appoint one member to serve as recording secretary. It shall be the duty of this Secretary to record the minutes of the Committee meeting and present said minutes to the President as soon as possible.

Section 5: Quorum

Unless otherwise provided in a resolution of the Board, a majority of the whole Committee shall constitute a quorum.

Section 6: No Obligation

No committee or member thereof shall have the authority to obligate SOW, Inc. in any manner in excess of the committee's delegated authority and allocation of funds for specific activities as authorized by the Board of Directors.

Section 7: Committee Member

All committee members shall be members of SOW, Inc.

Article VII: Programs

Section 1: Authority

The Board of Directors may authorize the organization and development of such programs as may be found expedient for the provision of services to the Community. Each program shall be administered in accordance with the structure, policies and procedures submitted to and approved by the Board of Directors.

Article VIII: Contracts, Checks, Deposits and Funds

Section 1: Contracts

The Board of Directors may approve any officers or agents of Save Our Water, in addition to the officers so authorized in these By-laws, to enter into any contract or execute and deliver any instrument under \$10,000. Such authority may be general or confined to specific instances.

Any contracts, executables or delivery of instruments calling for payment in lump sum or installments in excess of \$10,000 requires prior-approval from the Board of Directors.

Section 2: Checks and Drafts

All checks, drafts, or orders for the payment of money or other evidences of indebtedness issues in the name of Save Our Water shall be approved and signed by such officers and in such a manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Treasurer.

Section 3: Deposits

All funds of Save Our Water shall be deposited in a timely manner to the credit of the corporation in such banks, trust

companies or other depositories as the Board of Directors may select.

Section 4: Solicitation of Funds

All solicitation of funds must be coordinated with the Chair of the Finance Committee. All formal grant applications must have the approval of the Board of Directors.

Section 5: Event of Dissolution

In the event of dissolution of Save Our Water, Inc. or in the event it shall cease to carry out the obligations and purposes herein set forth, all of the property and assets of the Corporation shall go and be distributed to such similar not for profit corporations as may be selected by the Board of Directors, after retirement of all debts. In no event shall any of the assets of or property of the Corporation, or the proceeds thereof, be distributed to any members for the reimbursement of any sum subscribed, donated or contributed by such members.

Article IX: Conflict of Interest

Section 1: Defined

Any Officer, Board Member or Committee Member is considered to have an "interest" in a business transaction if s/he (1) has financial or personal interest in a related transaction; or (2) has a substantial personal or financial interests in any organization involved in the proposed transaction; or (3) holds a position as trustee, director, general manager, employee or principle officer in any such organization.

Section 2: Expected Behavior

Officers, Board of Director Members and Committee Members in their duty of loyalty to Save Our Water, must scrupulously avoid any conflict of interest between the interest of Save Our Water and personal, professional or business interest. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest. Officers, Board of Director Members and Committee Members must sign an annual Conflict of Interest Disclosure Statement and agree to follow the procedures as defined by Board resolution. Conflict of Interest Disclosure Statements shall be submitted to and maintained by the Secretary on the Board of Directors, and are available to Save Our Water members by request.

Article X: Indemnification

Section 1: Authority

Save Our Water may, by resolution of the Board of Directors, provide for indemnification by the corporation of any and all of its directors and officers, volunteers, employees or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, claim, suit or proceeding in which they or any of them are made parties or a party by reason of having been directors or officer of the corporation, except in relation to matters as to which such director or officer of former director of officer shall be adjudged in such action, claim, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence of misconduct. Save Our Water shall purchase insurance for such indemnification.

This clause or any indemnification shall not be affective if it would have the affect of increasing potential for liability of the organization or any director pursuant to Oklahoma law.

Insurance may be procured at the discretion of the Board of Directors.

Article XI: Amendment to By-laws

Section 1: Procedure

These By-laws may be altered, amended or repealed and new by-laws may be adopted by a three-fourth's (3/4) vote of the Directors& Voting Class Members present at any regular meeting or at any called meeting of the Board of Directors, if at least five (5) days written notice is given to Director Members of intention to alter, amend or repeal these Articles at such meeting.

The Board of Directors must take all amendments relating to the voting rights of Voting Class Members to a vote of the Voting Class Membership.