

**AMENDED B Y- L A W S**

**of**

**Harding High School Alumni Association of Oklahoma City**

Adopted \_\_\_\_\_, 2007

**AMENDED BYLAWS  
OF  
Harding High School Alumni Association of Oklahoma City**

(An Oklahoma Not-for-Profit Corporation)

The By-laws of the Association were amended by the Members at a regular scheduled meeting of the Members for the purpose of amending the By-laws, as follows:

---

**Article 1: Definitions**

- 1.1 Definitions:** Unless the context clearly requires otherwise, in these Bylaws:
- 1.1.1** “Association” means Harding High School Alumni Association of Oklahoma City.
  - 1.1.2** “Board” means the board of directors of the Association.
  - 1.1.3** “Bylaws” means these bylaws as adopted by the Board and includes amendments subsequently adopted by the Board and approved by the Members.
  - 1.1.4** “Certificate of Incorporation” means the Certificate of Incorporation of the Association as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently filed.
  - 1.1.5** Directors are synonymous with Board.
  - 1.1.6** “Harding High School” means the former Harding High School operated as a part of the Oklahoma City Public School and Charter High Schools at Harding High School.
  - 1.1.7** “Members” means the members of the Association determined pursuant to the Certificate of Incorporation or Article 3 of these Bylaws and such other categories of members as the Board may see fit to add for membership to the Association in the futures.
  - 1.1.8** “Section” refers to sections of these Bylaws.
- 1.2 Offices:** The title of an office refers to the person or persons who at any given time perform the duties of that particular office for the Association.

**Article 2: Purpose**

- 2.1 General Purpose:** The purpose of the Association be as set forth in the Certificate of Incorporation.

**2.2 Additional Purpose:** Within the limits of the Certificate of Incorporation, the Association shall have these additional purposes:

**2.2.1 Maintain Alumni Communications.** Provide for periodic distribution of such publications or other media as may be needed to maintain communication among alumni of Harding High School.

**2.2.2 Encourage Reunions.** Render assistance to individual classes or groups of classes to promote reunion activities.

### **Article 3: Membership**

**3.1 Members:** Members shall be limited to former students and alumni of Harding High School, which is defined as a member of one of the eleven graduating classes including former faculty of Harding High School and Harding Charter Schools graduates. All members of the Association must be in good standing as determined by the directors.

**3.2 Dues.** Annual dues in an amount may be required as a condition of membership except that faculty members and others designated by the directors shall be exempt.

**3.3 Directors dues** shall be set by the directors

### **Article 4: Meetings**

**4.1 Annual Meeting:** The Members of the Association shall hold their annual meeting for the purpose of electing directors and for the transaction of such other proper business.

**4.2 Special Meetings:** The Directors may call special meetings of the Members of the Association.

**4.3 Place of Meetings:** The Members shall hold all meetings at such places, as the Directors shall specify in the notice or waiver of notice for such meetings.

**4.4 Notice of Meetings:** Except as otherwise required by law, the Directors shall give notice of each meeting of Members, whether annual or special, not less than 10 nor more than 60 days before the date of the meeting. An affidavit of the Secretary or an Assistant Secretary of the Association that he or she has given notice shall constitute, in the absence of fraud, prima facie evidence of the facts stated therein.

Every notice of a meeting of the Members shall state the place, date, and hour of the meeting and, in the case of a special meeting, also shall state the purpose or purposes of the meeting. Furthermore, if the Association will maintain the list at a place other than where the meeting will take place, every notice of a meeting of the Members shall specify where the Association will maintain the list of Members entitled to vote at the meetings.

**4.5 Waiver of Notice:** Whenever these Bylaws require written notice, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall constitute the equivalent of notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. No written waiver or notice need specify either the business to be transacted at, or the purpose or purposes of any regular or special meeting of the Members or Directors.

**4.6 Adjournment of Meeting:** When the Members adjourn a meeting to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Members may transact any business which they have transacted at the original meeting. If the adjournment is for more than 30 days or, if after the adjournment, the Directors fix a new record date for the adjourned meeting, the Directors shall give notice of the adjourned meeting to each Member entitled to vote at the meeting.

**4.7 Quorum:** A quorum is 10 members or more entitled to vote.

**4.8 Conduct of Business:** The highest ranking officer present at any meeting of Members shall conduct the meeting.

**4.9 List of Members:** At least 10 days before every meeting of Members, the Secretary shall prepare a list of the Members entitled to vote at the meeting or any adjournment thereof, arranged in alphabetical order, showing the address of each Member. The Association shall make the list available for examination by any Member for any purpose germane to the meeting, either at a place within the city where the meeting will take place or at the place designated in the notice of the meeting.

**4.10 Voting by Members:** Each Member shall have one vote. A majority of the votes cast shall determine all matters. The Members may vote by voice vote on all matters. However, upon demand by a Member entitled to vote, the Members shall vote by ballot.

**4.11 Proxy Voting:** The Members shall not have the power to vote by proxy.

## **Article 5: Board of Directors**

**5.1 General Powers:** The Directors shall manage the property, business and affairs of the Association.

**5.2 Number:** The number of directors who shall constitute the Board shall equal not less than three nor more than 50, as the Directors or Members may determine by resolution from time to time.

**5.3 Election of Directors and Term of Office:** Three directors shall be elected at the initial organizational meeting of the Members. Commencing with the first annual meeting if the Members, three (3) directors shall be elected from the Members of each graduating class of Harding High School, beginning with the graduating class of 1958 through the graduating class of 1969 and 1970, but were sent to other schools due to the closing of Harding High School may jointly elect three (3) directors. Each of the graduating classes of 1958 through 1968 and the combined 1969 and 1970 classes shall have one vote. If more than one director from each year including 1969 and 1970 combined years is present and voting, the directors from each year or combined 1969 and 1970 years shall agree to vote unanimously for each item voted upon. In the event that such directors cannot agree, they will abstain from voting. Harding Charter Schools Alumni shall have voting privilege consistent with this section.

**5.4 Vacancies:** A majority of the remaining directors. Although less than a quorum, may fill any vacancy on the Board.

**5.5 Compensation:** Directors shall not receive compensation but the Board may provide for the reimbursement of necessary expenditures.

#### **Article 6: Meetings of Directors**

**6.1 Regular Meetings:** The Directors may hold regular meetings at such places, dates, and times as the Board shall establish by resolution. The Directors shall give notice of regular meetings.

**6.2 Special Meetings:** The President or one-third of the directors then in office may call a special meeting of the Board.

**6.3 Notice of Special Meetings:** The person or persons calling a special meeting of the Board shall give notice to each director of the time, place, date, and purpose of the meeting of not less than three business days.

**6.4 Quorum:** A quorum is 6 Directors entitled to vote.

**6.5 Conduct of the Business:** The Directors shall transact business in such order and manner as the Chairman of the meeting may determine, except as the law requires otherwise.

#### **Article 7: Committees**

**7.1 Committees:** The Directors may designate committees of Directors or Members.

#### **Article 8: Officers**

**8.1 Officers and Association:** The officers of the Association shall consist of a President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as the Directors may, by a majority vote of a quorum present at the meeting, designate and elect from time to time.

**8.2 Election and Term:** The Directors shall elect the officers of the Association. Unless otherwise determined by the Directors at the time of election, each officer shall serve for a two-year term.

**8.3 Removal of Officers and Agents:** The Directors may remove any officer or agent it has elected or appointed at any time, with or without cause.

**8.4 President:** The President shall be the principal executive officer of the Association and, subject to the Director's control, shall supervise and control all of the business and affairs of the Association. The President shall serve as the associations registered service agent.

**8.5 Vice President:** In the absence of the President, the Vice President shall assume the duties of the President. Additionally the Vice-President shall assume the duties assigned to him by the President or the Directors.

**8.6 Secretary:** The Secretary shall (a) keep minutes of the meetings of the Members and Directors, (b) give all notices which these Bylaws or the law requires, (c) serve as custodian of the records of the Association.

**8.7 Treasurer:** The Treasurer shall deposit all moneys in the name of the Association in depositories which the Board selects, and perform all of the duties which the President or the Directors may assign to him from time to time.

#### **Article 9: Financial Obligation**

**9.1** There will be no financial obligations for this Association without the Directors Approval.

**9.2** The Directors may authorize the opening of bank accounts with such restrictions as they deem appropriate.

#### **Article 10: Indemnification**

**10.1 Actions Other Than By or In the Right of the Association:** The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Member, Director, Officer, Employee, or Agent of the Association, or is or was serving at the request of the Association as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of **nolo contendere** or its equivalent, shall not create, a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the

Association, and with respect to any criminal action or proceeding that he had reasonable cause to believe that his conduct was unlawful.

**10.2 Actions By or In the Right of the Association:** The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its or completed action of the fact that he is or was a Member, Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a shareholder, member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, except that the Association shall make no indemnification in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper as indemnification (a) under any policy of insurance which the Association purchased and maintained on his behalf or (b) from another corporation, partnership, joint venture, trust or other enterprise.

#### **Article 11: Notices**

**11.1 General:** Whenever these Bylaws require notice to any Member, director, officer, or agent, such notice shall not be limited to personal notice. A person may give effective notice under these Bylaws in every case by depositing a writing in a post office or letter box in a postpaid, sealed wrapper at the address of the recipient on the books of the Association or by sending a fax to any fax number provided to the person or the Association by the recipient or by sending an electronic message to any electronic message address provided to the person or the Association by the recipient. Notice may be published on the Association website and publication in an Association newsletter. Unless the directors expressly provide to the contrary, the time when the person sends notice shall constitute the time of the giving of notice.

**11.2 Waiver of Notice:** Whenever the law or these Bylaws require notice, the person entitled to said notice may waive such notice in writing, either before or after the time stated therein.

#### **Article 12: Miscellaneous**

**12.1 Facsimile Signatures:** In addition to the use of facsimile signatures which these Bylaws specifically authorize, the Association may use such facsimile signatures of any officer or officers, agents or agent, of the Association as the Directors or a committee of the Directors may authorize, with permission of the signee.

**12.2 Fiscal Year:** The Board shall have the authority to fix and change the fiscal year of the Association.

**Article 13: Amendments**

Subject to the provisions of the Act or the Certificate of Incorporation, these Bylaws may be amended by the Directors.

Adopted by the directors as of \_\_\_\_\_, 2007.

**HARDING HIGH SCHOOL ALUMNI ASSOCIATION**

By: \_\_\_\_\_  
(President)

Attested:  
By: \_\_\_\_\_  
(Secretary)