

BYLAWS OF
TAHLEQUAH MAIN STREET ASSOCIATION, INC.
(An Oklahoma Nonprofit Corporation)

ARTICLE 1
Name and Principal Office of Corporation

Section 1. The name of this corporation shall be Tahlequah Main Street Association, Inc. (herein-after referred to as "the Corporation"). The principal offices shall be determined from time to time by the Board of Directors of the Corporation.

ARTICLE 2
Purpose

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically

- (a) To promote the historic preservation, protection, and use of Tahlequah's traditional downtown area, including that area's commercial, civic, and religious enterprises and residences;
- (b) To take remedial actions to eliminate the physical, economic and social deterioration of Tahlequah's traditional downtown area and thereby promote Tahlequah's historic preservation and contribute to its community betterment, while lessening the burdens of Tahlequah's government;
- (c) To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Tahlequah's traditional downtown area;
- (d) To hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Tahlequah's traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;
- (e) To aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Tahlequah engaged in similar purposes;
- (f) To solicit and receive and administer funds for educational and charitable purposes and to that end to take and hold by bequest, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal of the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may

be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

ARTICLE 3
Project Area

Section 1. The Project Area shall be that geographic area indicated on the attached map.

ARTICLE 4
Membership

Section 1. Any business, organization or individual interested in supporting the purposes of the Corporation may become a member by submitting a membership form to the Board of Directors and paying the applicable dues to the Board of Directors. Each member shall be entitled to one vote at each membership meeting.

Section 2. The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 3. Any member may resign from membership in the Corporation upon giving written notice thereof to the Secretary of the Corporation. Members who resign from membership shall not be entitled to any refund of dues paid.

Section 4. The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the corporation for a period of two (2) months or longer.

Section 5. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein.

ARTICLE 5
Membership Meetings

Section 1. Meetings for the membership shall be held at any time and place as may be designated in the notice of said meeting upon call of the President or the Board of Directors either at their own request or upon written petition by at least ten (10) members in good standing.

Section 2. Notice of every membership meeting stating the place, date and hour of the meeting shall be made not less than fifteen (15) nor more than fifty (50) days before the date of the meeting. Notice shall be accomplished by posting in public places and as otherwise deemed appropriate by the Board. Actual attendance of a member at a membership meeting shall constitute an acknowledgement and acceptance of notice for such meeting, or the manner in

which it has been called or convened. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

Section 3. Ten percent (10%) of the members in good standing present shall constitute a quorum for the transaction of business at all meetings of the membership except as otherwise provided by statute, or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote; present in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 4. Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of the Corporation when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by the President.

ARTICLE 6 Board of Directors

Section 1: COMPOSITION: The business and affairs of the Corporation shall be governed by a Board of nine (9) to nineteen (19) Directors including fifteen (15) elected by the members eligible to vote, and four (4) non-elected representative directors: one (1) appointment by the office of the Mayor of the City of Tahlequah, one (1) appointment by the Tahlequah Chamber of Commerce Director, one (1) appointment by the office of the Principal Chief of the Cherokee Nation, and one (1) appointment by the office of the President of Northeastern State University. The Board of Directors shall be composed of persons representing the diversity of the Tahlequah community and who demonstrate a desire to improve downtown Tahlequah.

The outgoing President shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to the President and to the Board of Directors. The outgoing President's term, as an ex officio member of the Board of Directors, shall commence at the normal termination date of his or her term as President and shall continue for one year.

Section 2: TERM: The term of office for each Director shall be three (3) years with one third of the board rotating out each year. Each year of a normal term shall begin on July 1 and end on the last day of June the following year.

Directors may be re-elected for one consecutive term, and not exceed two consecutive full terms of service.

Section 3: ELECTION OF BOARD MEMBERS: Any member of the Corporation shall be eligible for election to the Board of Directors.

A Nominating Committee shall be appointed at the February Board Meeting to begin the election process for new board members to fill vacant board positions including expiring terms. The Nominating Committee shall be chaired by the Organizational Committee Chair and shall consist of at least three members with no more than two committee members that are also members of the Board of Directors. No member of the Nominating Committee shall be considered to fill a board seat.

The Nominating Committee shall determine the election process which shall include the recruitment and vetting of qualified board candidates. The process shall be shared with the TMSA Board of Directors and general membership by the March Board Meeting.

At the April meeting, the Nominating Committee shall submit a list of names of all qualified candidates. From this list, the Nominating Committee shall make a recommendation of those candidates that are deemed most suited to fill any applicable vacant board seats.

At the May Board Meeting, the TMSA Board of Directors shall complete a paper ballot process for the election of new board members being determined by a majority vote. The number of paper ballots and the number of candidates needing the majority vote will be determined by current applicable vacant board seats. In the event of a tie with a majority vote, the Board President shall make the tie breaking vote.

Elected Board members shall begin their term effective July 1st.

Section 4. VACANCIES: Any vacancy occurring in the Board of Directors (other than the vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Board Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Board Director may resign by submitting written notice of resignation to the Board Secretary. Any Board Director may be removed from the Board at any time with or without cause by the affirmative vote of two-thirds of the members of the Board of Directors. Any member of the Board of Directors who is absent from three (3) consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

Section 5. TMSA DIRECTOR: The TMSA Director of the Corporation shall be a nonvoting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 6. ORIENTATION: All new members of the Board of Directors shall participate in orientation, familiarizing them with the goals and objectives of the Corporation and with their responsibilities.

ARTICLE 7 Committees

Section 1. This Corporation shall have at least four (4) standing committees, which shall be entitled Organization, Promotion, Design and Economic Vitality. These committees shall have a chairperson, who is a member of the Board of Directors of the Corporation, who shall be responsible for directing and coordinating the affairs of the committee. The chairperson for each of the four (4) committees will be appointed by the President of the Board of Directors following the previous election cycle. Any vacancy occurring in the committee chairpersons will be appointed by the President of the Board of Directors. The terms of the committees shall be for one (1) year commencing in July. All committees, standing or otherwise, will notify the TMSA Director of all times and dates of their meetings.

Section 2. The Board of Directors, by resolution adopted by the majority of the Board of Directors in office, may designate or appoint one or more committees, in addition to the

abovenamed standing committees, including, without limitation, an Executive Committee, each of which shall consist of one or more Board Directors, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Board of Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Board Director, of any responsibility imposed upon them by law.

ARTICLE 8 Officers

Section 1. The officers of the Corporation shall be elected at the meeting in June by a majority of the Board of Directors present in person or by proxy. Elected officers shall consist of a President, a President-Elect, a Secretary, a Treasurer and such other officers and assistant officers as deemed necessary. The Board of Directors nominating committee formed in February shall be charged with bringing a slate of proposed officers to the June meeting for a vote.

Section 2. Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties generally pertaining to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors

A. President. The President shall preside at all regular, special, and membership meetings, but may at his or her discretion or at the suggestion of the Board of Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors. In the event of a tie in any vote taken by the Board of Directors, the president shall cast the tie-breaking vote.

B. President-Elect. The President-Elect will work in a transitional and preparatory manner to perform their upcoming role of President and shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe. In the absence of the President, the President-Elect performs the duties of the President.

C. Secretary. The Secretary shall record and maintain in good order Minutes of all meetings, board member attendance, and all records and correspondence of the Corporation, and shall ensure that copies of the Minutes are provided to each Board Director. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.

D. Treasurer. The Treasurer shall maintain in good order all financial records of the Corporation and shall present financial statements at the monthly board meetings. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.

E. Temporary Officers. In case of the absence or disability of any officer of the Corporation and of any person authorized to act in his or her place during such periods of absence or disability the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

F. Terms. All officers shall serve for one year. A Board Director may be reelected for one consecutive year in the same office not to exceed two consecutive years in that office.

Section 3. Any vacancy occurring in the Officers of the Board of Directors may be filled by the affirmative vote of a simple majority of the current members of the Board of Directors. A Board Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Board Director may resign by submitting written notice of resignation to the Board Secretary. Any Board Director may be removed from office at any time with or without cause by the affirmation vote of two-thirds of the Board of Directors in office. Any Officer of the Board of Directors who is absent from three (3) consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

ARTICLE 9 TMSA Director

Section 1. The TMSA Director of the Corporation shall manage the daily operations of the Corporation.

The TMSA Director shall be responsible for coordinating the implementation of the Corporation's policies, procedures and projects and such other duties as the Board of Directors may require. The TMSA Director shall receive for his or her services such compensation as may be determined by the Board of Directors. The TMSA Director will be subject to the personnel policies of the Tahlequah Main Street Association Inc. as adopted by the Board of Directors. A review of the activities of the TMSA Director shall be conducted in executive session annually.

ARTICLE 10 Finances

Section 1. At its regular November meeting, the Board of Directors shall approve a Corporation budget for the next fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Directors.

Section 2. Upon approval of the budget, the Board President or TMSA Director is authorized to make disbursements for expenses provided for in the budget without additional Board approval. The Executive Committee may approve unbudgeted expenditures up to \$500 per expenditure and shall notify the Board of Directors of any such expenditure at the next Board of Directors meeting. No other obligation, expense or appropriation shall be incurred without the full consent of the Board of Directors.

Section 3. TMSA Accounts will only require one signature on checks, drafts or other instruments for payment of \$500 or less; disbursements in excess of \$500 will require the signature of the TMSA Director and an Executive Committee Officer.

Section 4. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. The Board of Directors may accept on behalf of the Corporation any contributions, gifts, or bequests for the general purposes or for any special purpose of the Corporation.

Section 6. Not later than three (3) months after the close of each fiscal year, the TMSA Director shall prepare:

A. A balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year.

B. A statement of the source and application of funds showing the results of the operation of the Corporation during the fiscal year.

Section 7. The accounts of TMSA shall undergo a third party financial review annually and a third party audit at least every three years. The review and/or audit shall be performed by a Certified Public Accountant in good standing with the state by the last business day of December each calendar year. The auditor's report shall be available to members for examination.

ARTICLE 11 General Provisions

Section 1. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June the following year.

Section 2. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Oklahoma." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in parentheses shall be deemed the seal of the Corporation.

ARTICLE 12 Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws by a two-thirds (2/3) vote of the Board of Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. Any action taken by the Board which has the effect of disqualifying the Corporation from Section 51:11.(c)(3) of the Internal Revenue Code of 1954 is void as ultra vires, unless ratified by a unanimous vote of a quorum of directors at such a meeting specially called to address the ultra vires issue.

ARTICLE 13
Application of the Oklahoma Open Meeting Act

Section 1. This Corporation will comply with the Oklahoma Open Meeting Act.