

**BYLAWS
OF
OKLAHOMA ROMANCE WRITERS OF AMERICA
March 2008**

**ARTICLE 1
Name**

The name of this corporation (sometimes referred to as “OK-RWA” or the “chapter”) is Oklahoma Romance Writers of America.

**ARTICLE 2
Purposes and Limitations**

Section 2.1. The corporation is hereby organized for the following purposes:

2.1.1. To promote excellence in romantic fiction and advance the professional interests of career-focused romance writers through networking and advocacy, dissemination of information, professional education, publications, and other appropriate activities, and to provide continuing support for writers within the romance publishing industry; and

2.1.2. To carry on such other activities as are permissible for a nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (IRC) of 1986, as the same may be amended or supplemented.

Section 2.2. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(6) or by a nonprofit corporation formed under the laws of the chapter’s state of incorporation.

**ARTICLE 3
Chapter Affiliation**

Section 3.1. Chapter Affiliation. This corporation is an affiliated chapter of Romance Writers of America, Inc. (“RWA”), a Texas nonprofit corporation with its principal office located in Spring, Texas. As an RWA chapter, this chapter must comply with RWA’s bylaws and policy and procedures regarding chapters.

Section 3.2. Members. All members of this chapter must be and remain members in good standing of RWA at all times during their membership in this chapter, and all officers and directors must be and remain General members of RWA at all times during their service as officers and directors. All officers and directors of this corporation must also be and remain members in good standing of this corporation at all times during their service as officers or

directors. An individual who is not a member of the chapter may be permitted to attend no more than two chapter meetings prior to applying for membership in the chapter. A complete list of all members shall be furnished to RWA annually when required and at other times if requested.

Section 3.3. Tax Reporting. For tax reporting purposes, and regardless of the fiscal year of this corporation, this corporation shall maintain and provide to RWA upon request a complete record of its income and expenses for the annual period that is RWA's fiscal year, which commences on November 1 and ends October 31 of the following year. All financial reports required by RWA shall, after Board approval, be submitted by the President or the Treasurer no later than the due date set by RWA. This chapter shall also comply with all IRS requirements applicable to it, including the annual filing of a Form 990 or Form 990 e-postcard, as applicable.

Section 3.4. Bylaws. The provisions of Article 2 (regarding purpose), this Article 3, Article 11 (regarding inurement), and Article 15 (regarding duration and dissolution) of these Bylaws cannot be amended without the prior written consent of RWA. Any other amendments to these Bylaws must retain the general format and order of articles (and sections within those articles) of these Bylaws, and a copy of any such amendments must be provided to RWA within 30 days after adoption.

ARTICLE 4

Members

Section 4.1. Members. There shall be three primary classes of membership:

4.1.1. General. General membership shall be open to all persons seriously pursuing a romance fiction writing career. Only General members shall have all rights of membership and only General members shall have the right to vote and the right to hold office.

4.1.2. Associate. Associate membership shall be open to (1) all other individuals who support the chapter and its purposes but who do not meet the requirements for General membership and (2) professionals in publishing or related industries, including acquiring editors, agents, booksellers, and librarians, who are not seriously pursuing a romance fiction writing career but who support the chapter and its purposes. Associate members shall not have any voting rights or the right to hold office.

4.1.3. Charter. Charter membership is available only to those members who were on the membership roster at the time that this corporation was incorporated in 1989 and who have maintained their membership status in both RWA and this chapter without interruption since then. Charter members are not required to pay membership dues and shall be included in the General membership category for all matters of chapter business.

Section 4.2. Membership Eligibility. All individuals who have attained the age of 18 and who agree to accept the purposes of RWA and this chapter and to faithfully observe and be bound by

the Bylaws of this chapter shall be eligible to apply for membership. Membership shall not be denied to adults because of race, color, gender, age, religion, national origin, marital status, sexual preference, disability, or political affiliation.

Section 4.3. Membership Application. Membership in this chapter shall be obtained only after the chapter's acceptance of a completed membership application which contains the individual's RWA membership number and receipt of the required membership dues. Questions of membership eligibility shall be determined by the Board of Directors, in its sole discretion.

Section 4.4. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix the amount of annual membership dues, but any change in dues must be approved by the membership. Dues shall be paid on or before the due date approved by the Board of Directors. Dues are not refundable for any reason.

Section 4.5. Termination of Membership.

4.5.1. Automatic Termination. Membership in this chapter shall be terminated immediately if a member does not pay his or her membership dues, in full, by the due date established by the Board of Directors. Membership shall also be terminated immediately upon a member's death, failure to maintain RWA membership, or submission of written notice of membership resignation.

4.5.2. Termination After Hearing. The Board of Directors may, by two-thirds vote, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall consist of: (1) admission of an act of plagiarism or copyright infringement or losing a plagiarism or copyright infringement case in a court of law; (2) misrepresenting membership qualifications; (3) failing to pay, following receipt of written demand, conference or other financial obligations due the chapter or RWA; (4) persistent verbal or physical conduct of an offensive nature that disrupts the chapter's ability to operate or function; (5) misuse or unauthorized use of chapter property and/or records; or (6) illegal conduct in a chapter election. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors, at which the member shall have an opportunity to respond and present evidence on all issues involved.

4.5.3. Appeal Rights. An individual whose membership is terminated pursuant to Section 4.5.2 may appeal the decision of the Board of Directors by paying any financial obligations listed in the reasons for termination and by writing to the Appeals Committee within one year after the date of termination. Upon consideration of the written appeal, and by a majority vote of the Appeals Committee, the Appeals Committee may recommend that the Board reinstate such member. The member must receive a majority vote of the Board to be reinstated. A member whose appeal is denied may reapply for membership at yearly intervals thereafter. A reinstated member shall not be entitled to receive retroactively the benefits or privileges lost as a result of his or her termination of membership.

4.5.4. Financial Obligations. Termination of membership does not extinguish any member's existing financial obligations to the chapter.

Section 4.6. Voting Rights. Only General members shall be entitled to vote on all matters submitted to a vote of the membership, including the election of officers and directors, and each General member is entitled to one vote on each such matter.

Section 4.7. Membership Benefits. All members of the chapter shall have the right to receive or access the chapter newsletter and to attend chapter meetings and shall be eligible for such other rights, privileges, and benefits as may be determined from time to time by the Board of Directors. Members may not transfer either membership or membership benefits to another person.

Section 4.8. Communities of Practice: PAN and PRO. In addition to, and separate from, the membership classifications listed in Section 4.1, members may also be classified as being PAN members, or PRO members, or neither.

4.8.1. PAN. Membership in this chapter's PAN group shall be open to any General member who has attained the status of PAN as defined by RWA.

4.8.2. PRO. Membership in this chapter's PRO group shall be open to any General member who has attained the status of PRO as defined by RWA.

ARTICLE 5

Officers

Section 5.1. Officers. The officers of this corporation shall be the President, President-Elect, Programs Director, Publicity Director, Treasurer, and Secretary, and shall be elected according to the provisions set forth in these Bylaws.

Section 5.2. President. The President shall serve as spokesperson for the chapter; call, set the agenda for, and preside over all meetings of the Board and the members; appoint, with Board approval, such committee chairs as may from time to time be necessary; serve as a nonvoting ex-officio member of all committees; execute chapter business as specified by the Board; appoint, with Board approval, qualified members to fill any officer or director vacancies; and coordinate all activities and fulfill any other obligations designated by the Board.

Section 5.3. President-Elect. The President-Elect shall assume the duties of the President and preside over all meetings of the Board and members in the absence of the President; be responsible for planning and overseeing all program-related activities undertaken by the chapter, including those at regular meetings, workshops, and conferences; and fulfill any other obligations designated by the Board.

Section 5.4. Programs Director. The programs director shall preside over all meetings of the Executive Board and meetings of the general membership in the absence of the President and the President-Elect. Serve as Chairperson of the Program Committee and be responsible for programs at all regular meetings. Fulfill any other obligations designated by the Executive Board.

Section 5.5. Publicity Director. The publicity director shall publicize any events appropriate for publicizing, including but not limited to meeting, autograph parties, workshops, seminars, contests, conferences, special guest speakers, and in-state members' published romance novels. Preside over any meeting of the Chapter or Executive Board in the absence of the President, President-Elect, and Programs Director. Fulfill any other obligations designated by the Executive Board.

Section 5.6. Secretary. The Secretary shall record attendance; record the minutes of all meetings of the Board of Directors and the membership; keep chapter records, including copies of newsletters, RWA communications, chapter business correspondence, committee reports, and all other official documents; mail notices; and fulfill any other obligations designated by the Board of Directors.

Section 5.6. Treasurer. The Treasurer shall accept membership applications, maintain the membership roster, and collect dues; notify the Board of delinquent members; supervise the collection and disbursement of chapter funds; keep the financial records of the chapter in good order; work with the Secretary in maintaining the list of chapter members; provide an accurate and up-to-date financial statement to the Board at least every six months; present the annual audited report to the members and, if required, to RWA; and fulfill any other obligations designated by the Board of Directors.

Section 5.7. Delegation of Duties. The duties of any officer may be delegated to another officer, director, chapter member, or contractor retained by the chapter to perform such duties, but any such delegation of duties shall not relieve the officer of any responsibilities imposed upon such officer by law or by these Bylaws. Any Officer whose duties are delegated shall supervise and approve the actions of the individuals actually performing such duties.

ARTICLE 6

Board of Directors

Section 6.1. General Powers. The Board shall manage the business and affairs, and carry out the objectives and purposes, of the chapter subject to the limitations imposed by these Bylaws and applicable law. The Board of Directors may exercise all powers of the corporation except to the extent reserved to the members in these Bylaws and the Articles of Incorporation [or Certificate of Formation] of the chapter. The Board shall at all times act in the best interests of the chapter while conducting the business of the chapter.

Section 6.2. Composition. The voting members of the Board of Directors of the chapter shall consist of the six elected officers of the corporation. In addition, the following shall serve as nonvoting liaisons or advisors to the Board: (1) the PAN liaison, selected by the chapter's PAN members, (2) the PRO liaison, selected by the chapter's PRO members, and (3) the immediate past President, except that no President who resigns or is removed from office prior to completing his or her term shall serve in this capacity. Nonvoting Board members may attend all Board meetings but cannot vote.]

Section 6.3. Removal or Resignation of Directors.

6.3.1. Automatic Removal. Any director who fails to maintain both RWA membership and General membership in the chapter by payment of annual dues in a timely manner shall be automatically removed from office, without any vote of the Board of Directors.

6.3.2. Removal for Cause. By the affirmative vote of at least two-thirds of the voting members of the Board of Directors, any director may be removed from office for cause, which shall be defined to mean gross misconduct or gross dereliction of duty as a director. Any such vote and removal shall occur only following a hearing conducted pursuant to the procedures set forth in Robert's Rules of Order Newly Revised (specifically including the right to 10 days' prior notice of such hearing and the right to attend, present evidence, and vote at such hearing). Any director removed from office by action of the Board shall have the right to appeal by writing to the Appeals Committee no more than 10 days after such hearing, pursuant to reasonable procedures determined by the Board of Directors and consistent with the then-most current edition of Robert's Rules of Order Newly Revised.

6.3.3. Recall. Any director may be removed from office by membership recall at any time, with or without cause. A recall election shall be initiated by filing with the Board an appropriate Petition for Recall signed by at least 10 percent of the chapter's General members. Upon receipt of such petition, the Board shall promptly schedule a recall election. A director is recalled if a majority of the eligible votes cast in the recall election vote in favor of recall.

6.3.4. Resignation. Any Director may resign at any time by delivering written notice to any other member of the Board of Directors. Any such resignation shall be effective and binding upon receipt or, if a later time or date is specified in such resignation, at such later time or date. Resignations may not be rescinded.

Section 6.4. Vacancies. Except as described below regarding the office of President, any vacated Director position shall be filled by appointment by the President, subject to approval by the Board of Directors, as promptly as reasonably possible. Any such appointee to a vacant position shall serve the remainder of the unexpired term for that position.

6.4.1. Eligibility. Only General members not currently serving in a Board position are eligible for appointment to a vacant position.

6.4.2. Vacancy in the office of the President. If the office of President becomes vacant, the President-Elect shall assume the office of President, and the position of President-Elect shall be filled by appointment in the manner described above. If at any time both such positions are vacant, the Board shall appoint a new President and a new President-Elect to serve until the next regular election.

Section 6.5. Resolution of Disputes. The Board of Directors shall make the final decision in all disputes among committees, Board members, and members concerning chapter functions and business.

ARTICLE 7 Elections

Section 7.1. Election Procedure.

7.1.1. Nominating Committee. At the regular September meeting the current President will appoint a nominations chair from the current board or the general membership. The nominations chair may, at her discretion, recruit up to three committee members

7.1.2. Nominations. The Nominating Committee shall recommend and solicit names for the slate of the following year's officers, secure consent from each individual nominated, and present this slate at the October meeting, in the chapter newsletter, and on the chapter website. Nominations can be made from the floor only if the nominee consents to serve, if elected, in person or in writing prior to the meeting. Any changes to the slate must be made and forwarded to the Editor by the deadline for publication in the November newsletter and shall also be updated on the chapter website.

7.1.3. Election. At the November meeting, nominations can be made from the floor, providing the nominee consents. Voting shall be conducted by voice or a show of hands if there is only one candidate per office, otherwise by written ballot of General Members present, a plurality being enough to elect the officers.

Section 7.2. Qualifications. In order to be eligible for a Board position a candidate must: (1) have been a General member for at least two consecutive years immediately preceding filing for office; and (2) not have a material conflict of interest that would disqualify the person from holding the intended office, such as concurrently serving on the RWA Board or another chapter Board. In addition, a candidate for Treasurer should possess a strong business and financial background.

Section 7.3. Term Lengths and Limitations.

7.3.1. Length and Commencement of Term. Officers and directors shall be elected to a one-year term, commencing on the January 1 immediately following each election. Prior to

taking office, the incoming Board can discuss informally the following year's goals, activities, and related matters, but it has no power to take formal action on any matter until it takes office.

7.3.2. Limitation on Number of Positions. An individual may hold only one position on the Board at any time, and no candidate may run for more than one position at a time, but officers and directors may run for office while serving on the Board.

7.3.3. Limitation on Number of Terms. An individual who has served five consecutive years on the Board must vacate the Board for two years prior to serving on the Board of Directors again.

ARTICLE 8 Meetings

Section 8.1. Meetings of the Membership.

8.1.1. Chapter Meetings. All chapter members shall be welcome to attend chapter meetings. Unless otherwise determined by the Board of Directors, the chapter will meet monthly, on the third Saturday of the month. Notice of each meeting shall be sent to all members.

8.1.2. Special Meetings. Special meetings of the membership may be called by the Board of Directors or by at least 10 percent of the General members, by petition signed by such members and delivered to any Board member. The Board of Directors shall fix the time, date, and place for all special meetings, but a special meeting called by General members shall be held not later than 90 days after receipt of a petition properly filed by members.

8.1.3. Notice. Notice of all meetings of the membership shall be given to each member of record entitled to vote at each such meeting personally, by mail, or by electronic message not less than 10 days and not more than 60 days before the date of such meeting. Each such notice shall include the time, date, place, and (if any matters may require a member vote) the matters on which members may vote.

8.1.4. Quorum. Members holding 10 percent of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the membership.

8.1.5. Manner of Acting. A majority vote of the General members present in person or by signed proxy at a duly called meeting of members at which a quorum is present is required to take action, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The members may also act by majority vote on any matter,

which vote can be conducted by mail, by fax, by electronic message to the extent permitted by law, or by any combination of those methods.

8.1.6. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by written proxy signed by such member, which proxy shall assign voting authority to another voting member. Each proxy shall be revocable.

8.1.7. Minutes. Minutes of each meeting of the members shall be recorded by the Secretary and made available to the members within a reasonable time thereafter.

Section 8.2. Meetings of the Board of Directors. The Board of Directors shall meet at such time, date, and place agreed to by a majority of the Board, but no less than three times per year. The Board may also conduct business by videoconference and teleconference including by e-mail or Live Chat on the internet when necessary, or without a meeting by unanimous written consent.

8.2.1. Notice. Each member of the Board of Directors shall be given notice by e-mail of any Board meeting at least five days before the date of such meeting.

8.2.2. Quorum. A majority of the voting members of the Board of Directors, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board.

8.2.3. Manner of Acting. A majority vote of the voting members of the Board of Directors present at a duly called meeting of the Board at which a quorum is present is required to take action, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. Directors cannot vote by proxy or by secret ballot.

8.2.4. Meetings by Telephone Conference or Other Remote Communications Technology. To the extent permitted by the State Law, directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, but only if (i) each Director entitled to participate in the meeting consents to the meeting being held by the means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

8.2.5. Action without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all directors.

8.2.6. Attendance by General Members. General members may attend in-person Board meetings as observers except when the Board is in Executive Session.

8.2.7. Minutes. Minutes of each meeting of the Board of Directors shall be recorded by the Secretary and made available to the members within a reasonable time thereafter.

Section 8.3. Waiver of Notice. Whenever any notice is required to be given, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting constitutes a waiver of notice of such meeting unless the person attends such meeting solely to object to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 8.4. Voting Membership List. If and to the extent permitted by the State Law, a member may request from the corporation a copy of the list of this chapter's voting members, including the name and mailing address of each member, solely for the purpose of communication with other members concerning the meeting or elections. In that event, the corporation shall send a written copy and/or electronic transmission of the list, whichever is requested. A reasonable fee for expenses may be charged to the member for a written copy, but in no case shall fees be charged for an electronically transmitted copy.

ARTICLE 9 Committees

Section 9.1. Committees Generally. The Board shall have the right to designate any committee deemed necessary to conduct the affairs of the chapter. These committees shall remain under the direction of the Board but shall not have the authority of the Board. After assuming office each year, the President shall appoint the committee chairs, subject to Board approval, unless otherwise indicated in these Bylaws, and except that the Board shall approve the Nominating Committee chairperson in September and shall approve other committee-chairperson vacancies as they arise. The committee chairs shall appoint their individual committee members unless otherwise indicated in these Bylaws. No activity shall be undertaken by any committee without the specific approval of the Board, except to the extent permitted by these Bylaws. No committee shall have a separate budget unless the Board approves any such budget. Committees include the following:

9.1.1. Appeals Committee. The Appeals Committee shall consider appeals of Board decisions regarding (A) expulsions from membership or (B) removal from office of a Board member by an action of the Board. The Appeals Committee is not authorized to consider appeals of any other matters. The Appeals Committee shall be chaired by a director other than the President and shall be composed of four chapter members in addition to such director, chosen by drawing from among all the chapter members. Such drawing can be held either at the first membership meeting of each fiscal year or when a matter arises that requires the Appeals Committee. If a member who is chosen refuses to serve, or if a member has a conflict of interest with regard to an appeal, an alternate shall be selected. In all matters brought before the committee, the decision of the majority of the committee with all five members voting shall recommend action, and that recommendation shall be presented to the

Board for a vote. The decision of a majority of the Board with a quorum present shall be final. All deliberations of the committee shall be confidential.

9.1.2. Nominating Committee. The Nominating Committee shall be selected and shall perform the duties described in Section 7.1.

9.1.3. Other Committees. Other committees shall be appointed as deemed necessary by the Board and may include a Program Committee, Workshop Committee, Contest Committee, Long-Range Planning Committee, Bylaws Committee, Communications Committee, Publicity Committee, Website Committee, Newsletter Committee, and/or Membership Committee.

ARTICLE 10

Compensation and Reimbursement of Expenses

No officer, director, or committee member shall receive, directly or indirectly, any salary or compensation for his or her services; however, the chapter may reimburse certain chapter-related expenses incurred by officers, directors, and committee members, as approved by the Board of Directors.

ARTICLE 11

Inurement

All dues collected and other income of the chapter must be used for the purpose of the chapter and shall not be to the financial benefit of, or distributed to, any individual member, but the chapter may pay reasonable compensation for services rendered by contractors and others. No chapter funds shall be used for any “hardship” or similar fund pursuant to which the RWA or chapter membership dues (or any similar expense) of any individual chapter members are paid, but the chapter can agree to administer any such fund if it is funded entirely through donations by individual members or others.

ARTICLE 12

Finances

Section 12.1. Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31, but Section 3.3 requires that the chapter, as an RWA affiliate, keep financial records for the annual period beginning November 1 and ending October 31.

Section 12.2. Chapter Funds. All chapter funds must be deposited in an account designated by the Executive Board of Directors, and the chapter shall adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard chapter funds. The Treasurer and one additional officer approved by the Board shall be authorized to sign chapter checks, but only one signature at a time shall be required on any checks of \$500 or less.

Section 12.3. Budget. Prior to the January meeting of members, the outgoing Board of Directors shall meet to draft an annual budget, based on estimated income and expenses. The

budget shall be finalized and approved by the incoming Board before the February meeting of members. Thereafter, the budget may be amended by a majority vote of the Board when necessary and for good cause. The members shall be informed of the budget at or before the February meeting of members and, following any amendment of the budget, at the first meeting after such amendment. Funds shall be disbursed in accordance with the annual budget. Any expenditure not listed in the budget must receive the approval of a majority vote of the Board before being paid by the Treasure.

Section 12.4. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute or deliver any instrument in the name of and on behalf of this corporation. Such authority may be general or confined to specific instances.

Section 12.5. Books of Account; Audit. The books of account shall be open for inspection by any member or a member's legal representative at all reasonable times and with reasonable advance notice. The annual report of the Treasurer shall be audited not less than annually by a [three-person] committee appointed by the Board of Directors or, upon a majority vote of the Board, may be audited by a professional.

ARTICLE 13

Books and Records; Property

Section 13.1. Books and Records. The chapter shall keep correct and complete books and records of minutes of membership proceedings and proceedings of the Board and committees. The chapter must maintain a record of the names and addresses of all members.

Section 13.2. Chapter Property. The following shall constitute chapter property and shall be used only as described and permitted herein:

13.2.1. Membership List. The membership roster may be used only to promote or stimulate interest in the chapter. It may not be used in whole or in part by any member for any other purpose, or used in whole or in part for the financial benefit of any individual, or given in whole or in part to any nonmember, unless the Board has approved delivery of all or part of the roster to a nonmember for a specific purpose determined by the Board to promote efficiency in providing member services, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose.

13.2.2. Name, Logo, Etc. The name "Oklahoma Romance Writers of America," the acronym "OK-RWA," the name of the OK-RWA newsletter, the "OK Corral", the name of the chapter contests, "NRCA" and "FAB", the chapter website address "www.okrwa.com", and the logo of OK-RWA consisting of the stylized "OK" with a drawing of the state of Oklahoma extending from the "O" followed by a heart and the letters "RWA" or the name of the newsletter, are the property of this chapter. This property shall not be used, copied, imitated, or reproduced in any manner for any purpose by any individual, with the exception

of normal, reasonable use of the chapter, newsletter, or contest name in conversations and correspondence (but not included as part of a letterhead) without Board approval.

13.2.3. Other Property. Any books, video or audio tapes, CDs or other media, chapter files, records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the chapter shall be considered the property of the chapter, and not the property of any individual member, and not the property of RWA, except in case of dissolution of the chapter. Such property may be borrowed from the chapter by chapter members upon approval of the Board or the committee or individual member who is delegated the responsibility for such property, or may be purchased by any individual upon approval of the Board of Directors.

ARTICLE 14

Limitation of Liability and Indemnification

Section 14.1. Limitation of Liability. The personal liability of any present or former officer, director, or committee member of this corporation is hereby eliminated to the fullest extent permitted by the State Law.

Section 14.2. Indemnification. To the fullest extent permitted by the State Law, this corporation shall indemnify each officer, director, and committee member of this corporation against any and all liabilities, costs, and expenses (including attorneys' fees and expenses) reasonably incurred by such individual or on his or her behalf in connection with any legal action or proceeding to which such individual may be a party by reason of such individual being or having been an officer, director, or committee member of this corporation, or by reason of any action alleged to have been taken or omitted by such individual in such capacity. Such indemnification may include the advancement of expenses. Such indemnity shall be effective only in the event that the interested officer, director, or committee member provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Any repeal, amendment, or other modification of this Article shall not adversely affect any right or protection of an officer, director, or committee member existing at the time of such change.

ARTICLE 15

Duration and Dissolution

The duration of this corporation shall be perpetual, except that it may be dissolved in the manner provided by the State Law; provided, however, that no dissolution of this corporation shall be effected unless approved by the Board of Directors and the General membership of this corporation as required by the State Law. In the event of the dissolution of this corporation, all liabilities and obligations of this corporation shall be paid, satisfied, and discharged, or adequate provision made therefor. Assets held by this corporation requiring return, transfer, or conveyance due to the dissolution of this corporation shall be returned, transferred, or conveyed in accordance with such requirements. Any remaining assets (including physical assets such as books, tapes, etc.) may be sold for cash; any such cash shall then become a "remaining asset," and all remaining

assets shall be distributed to such tax-exempt organization or organizations as may be determined by the Board of Directors and as otherwise required by the applicable provisions of the State Law and the IRC.

ARTICLE 16 Amendments

Section 16.1. Amendment Process. These Bylaws may be amended only by the General members of this chapter and only in accordance with the following procedure:

16.1.1. Proposal. Any proposed amendment or restatement of these Bylaws must be either (1) proposed by the Board of Directors or (2) presented in writing to the Board of Directors and signed by at least five chapter members in good standing.

16.1.2. Notice to Members. The Board shall cause the text of the proposed amendment or restatement, and the names of those requesting the action, to be either printed in or mailed with the next edition of the chapter newsletter.

16.1.3. Vote. Discussion and a vote on the proposal shall be placed on the agenda for the next regular chapter meeting that occurs at least 30 days after distribution of the proposed amendment or restatement, in order to allow members sufficient time and opportunity to discuss the proposal. A majority vote of the General members present (in person or by signed proxy) at a duly called meeting of members at which a quorum is present is required to approve the proposed amendment or restatement. If permitted by the State Law and the Board of Directors, members may also cast their votes with respect to any such proposed amendment or restatement by ballots delivered by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

16.2. RWA Notice and Consent. All amendments to these Bylaws must occur only in compliance with RWA's requirements, as described in Section 3.4 of these Bylaws.

ARTICLE 17 Miscellaneous

Section 17.1. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Oklahoma. .

Section 17.2. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 17.3. Parliamentary Authority. All meetings of this corporation, including its Board of Directors and members, shall be conducted according to the rules of parliamentary procedure

set forth in the then-most current edition of Robert's Rules of Order Newly Revised, to the extent that such parliamentary procedures do not conflict with the Articles of Incorporation of this corporation, these Bylaws, or applicable law.

Section 17.4. Policy Manual. The Board of Directors may adopt any additional written policies or procedures for this corporation to the extent they are not inconsistent with or contrary to these Bylaws or, to the extent applicable to chapters, the RWA Bylaws or policies and procedures applicable to affiliated chapters.

[04/2008]