

**Amended and Restated
Bylaws
Of
Oklahoma Business Ethics
Consortium, Inc.**

Adopted the 19th day of April 2022

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SECTION 1

Corporation Defined:

1.1 **Name:**

The name of the not-for-profit corporation is Oklahoma Business Ethics Consortium, Inc. (hereinafter referred to as the "Corporation").

1.2 **Purpose:**

The purpose of the Corporation is:

1. To promote and improve the integrity of the business community in the state of Oklahoma through the development of a shared resource and communication network among businesses and agencies;
2. To address ethical issues; and,
3. To provide educational training and courses and seminars on trends and developments in business ethics.

1.3 **Tax Exempt Status:**

The Corporation is organized and shall at all times be operated as a business league pursuant to §501(c)(6) of the Internal Revenue Code of 1986, or corresponding provision of any future applicable section of the Internal Revenue Code.

1.4 **Corporate Authority:**

The Corporation may do all things and perform all acts permitted a not-for-profit corporation under the laws of Oklahoma.

1.5 **Tax Year:**

The Corporation will utilize a Fiscal Year of October 1 to September 30.

SECTION 2

Location:

2.1 **Principal Office:**

The Principal Office of the Corporation shall be located in Oklahoma City, Oklahoma. The Corporation may change the location of its Principal Office to a different location. If the Corporation does so, the Corporation shall notify the Internal Revenue Service and the Oklahoma Secretary of State of such change.

2.2 **Registered Office:**

The Registered Office of the Corporation will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the location of the Registered Office or a change of the registered agent of the Corporation shall be filed with the Oklahoma Secretary of State.

SECTION 3

Board of Directors:

3.1 Board Authority:

The Board of Directors (hereinafter referred to as the “Board”) shall have all powers and authority which may be granted to a Board of Directors of a corporation under the laws of Oklahoma.

3.2 Number:

The Board will consist of not fewer than five (5) and not more than twenty-two (22) voting Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any regular or special meeting of the Board.

3.3 Duties:

The duties of the Directors include the following:

1. Exercise a duty of obedience to the Corporation’s central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Corporation;
3. Exercise a duty of loyalty to the Corporation by avoiding and/or managing conflicts of interest;
4. Approve, periodically review, and/or amend these Bylaws and the Certificate of Incorporation;
5. Approve, periodically review, and/or amend board policies which may include duties in addition to those designated in these Bylaws;
6. Approve policies including but not limited to fiscal and governance;
7. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
8. Approve the annual budget and oversee the financial administration of the Corporation;
9. Review Form 990 prior to submission to the IRS or authorize an appropriate committee to perform such duty;
10. Fill the position of the Executive Director, or comparable position, as the Board determines is needed; perform annual evaluations; and establish the qualifications, description of duties, and general scope of authority related to said position;
11. Review and approve all contractual agreements or, authorize a committee or Executive Director to execute such agreements in accordance with the financial policies; and,
12. Perform such other duties as prescribed by the Board.

3.4 Composition:

A Director must be twenty-one (21) years of age. Only one member of any one family immediately related by blood or marriage or only one member residing within a household may be a Director at any given point in time. Furthermore, only one member from any one legal entity may be a Director at any given point in time. An employee of the Corporation may not be a Director.

3.5 Nomination:

The Board Governance Committee shall prepare a slate of candidates in accordance with Section 6. Nominations, with prior consent of the nominee, may be provided to the Governance Committee a minimum of ten (10) days prior to an election. Nominations from the floor shall not be accepted.

3.6 Election:

Elections shall be determined by a majority of a quorum of the Board. In addition, elections shall be conducted at a minimum of annually in the Fourth Quarter of the Fiscal Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Fiscal Year. If the slate is not approved, a majority of a quorum of the Board may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director. The Board may request the Board Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Elections may take place at any regularly or specially called meeting of the Board. The incoming Board shall elect Officers to begin on the first day of the following Fiscal Year.

3.7 Term of Office and Term Limits:

A Director shall serve a term for a period of three (3) years. Upon adoption of these Bylaws, the Governance Committee shall assign each Director a one (1), two (2), or three (3) year term to allow for approximately one-third (1/3) of the Directors to be up for election each year. A Director may serve two (2) consecutive three (3) year terms. Any individual, who has served the maximum number of consecutive terms or has resigned may be eligible for re-election as a Director after a period of one (1) year. A Director shall serve no more than a total of six (6) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits. Service exceeding three (3) years prior to the adoption of these Bylaws shall count as one (1) term.

3.8 Removal or Resignation:

Due to quorum requirements, any Director who misses three (3) consecutive meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. The Director may request in writing to be reinstated by a majority vote of a quorum of the Board at the meeting following the resignation. A majority vote of the total number of Directors may remove any Director at any time with or without cause at any regular or specially called meeting.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

3.9 Vacancies or Newly Created Directorship:

The Board Governance Committee shall present to the Board candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority vote of a

quorum of the Directors may elect Directors for such vacancies or newly created Directorships at any regularly or specially called meeting of the Board.

If, due to such vacancies, the number of Directors is fewer than five (5) as stated in Section 3.2, a majority vote of the total number of Directors may elect Directors to fill such vacancies without the additional requirements set forth in Section 6. Those elected by the Board shall assume their positions for the duration of the unexpired term.

3.10 Compensation:

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board.

SECTION 4

Meetings of the Board:

4.1 Meetings:

There shall be a minimum of four (4) meetings per year. Regular meetings of the Board may be held at such times as shall be determined by the President unless the Board determines otherwise. Meetings of the Board shall be held at any place within the state of Oklahoma which has been designated by the President unless determined otherwise by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Corporation. Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice given to each Director of the meeting. Special meetings of the Board may be held either at a place so designated by the President, unless determined otherwise by the Board, within the state of Oklahoma or at the Principal Office.

4.2 Voting:

Each Director shall have one (1) vote. Any reference to a vote of the Board or vote of the Directors shall mean a vote of the Directors at any meeting where a quorum is present. Routine business shall be transacted by a majority of the Directors voting at a meeting where a quorum is present, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie vote, the motion will fail.

4.3 Quorum:

A majority (over 50%) of the total number of Directors shall constitute a quorum. A majority vote of a quorum shall be deemed the action of the Board unless specified otherwise in these Bylaws. Directors present by electronic transmission where such Director can participate shall be counted for purposes of determining a quorum. Directors with a conflict of interest may be counted for purposes of determining a quorum but may not participate in voting on such conflict of interest. In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth below in Section 4.4.

4.4 Notice:

Any regular meeting of the Board will require no notice if the time, date, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings within ten (10) days following the meeting. For any regular meeting where the date, time, and location were not previously determined, notice shall be sent to the Directors at least ten (10) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not fewer than twenty-four (24) hours prior to the holding of the meeting.

Directors shall receive notice via electronic transmission and shall provide, in writing, an electronic address.

If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice.

4.5 Action Taken Without a Meeting:

Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

4.6 Procedures:

Meetings shall be held in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

4.7 Physical Meetings:

At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can participate. The Corporation shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director.

4.8 Electronic Meetings:

In matters of urgency, meetings may take place via any form of electronic medium. The Board may vote by voice, email, or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic written vote. For electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must receive notice of the vote at least twenty-four (24) hours in advance of the voting deadline;
2. The motion for an electronic vote shall set forth each proposed action and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;

4. The votes must be received within the voting period;
5. Receipt of each vote shall be acknowledged by an Officer or designee;
6. A vote must be submitted by a Director;
7. All votes shall be made public to the Board; and,
8. All votes shall be maintained for a period of one (1) year and all voting results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Corporation shall implement reasonable measures to verify that each vote cast was from a Director. Electronic meetings shall not be used to amend the budget or determine the employment of the Executive Director.

SECTION 5

Officers of the Board:

5.1 Officers:

The Officers of the Board must be previously elected to the Board of Directors of the Corporation. Board Officers shall be a President, a President Elect, a Treasurer, a Secretary, and a Board Governance Chair.

5.2 Term of Office:

An Officer shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms. Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

5.3 Election:

Elections shall be conducted at a minimum of annually in the First Quarter of the Fiscal Year. If the slate is not approved, a majority of a quorum of the Board may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer of the Corporation. The Board may request the Board Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open. Each Officer shall hold their Office until they resign, are removed, are disqualified to serve, or until their successor shall be elected.

5.4 President:

The President, or designee, shall have the following duties:

1. Act as the Principal Officer of the Corporation, subject to the control of the Board;
2. Aid the Executive Director in setting the meeting agendas;
3. Preside at all meetings of the Board;
4. Sign the minutes of the meetings over which they presided;
5. Report to the Board concerning the operations of the Corporation on an ongoing basis; and,
6. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.5 President Elect:

The President Elect shall have the following duties:

1. In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President;
2. The President Elect will move into the President position unless determined otherwise by the board; and,
3. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.6 Secretary:

The Secretary, or designee, shall have the following oversight responsibilities:

1. Post and give notice of all meetings of the Board as required by Section 4.4;
2. Keep a record of minutes of all meetings of the Board with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings and the proceedings thereof;
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
4. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the proceedings of the Board;
5. Keep, or cause to be kept, at the Principal Office all documents required for public inspection by the Internal Revenue Service;
6. Keep, or cause to be kept, a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice;
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws; and,
8. The Office of the Secretary may be combined with the Office of the Treasurer.

5.7 Treasurer:

The Treasurer, or designee, shall have the following oversight responsibilities:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation;
2. Ensure the books of account are open to inspection by any Director at all reasonable times;
3. Provide a report of the Corporation's financial affairs at meetings of the Board and/or when requested by a Director and provide a financial statement, at a minimum, of the last meeting of the Fiscal Year;
4. Ensure appropriate oversight and implementation of the financial policies and procedures;
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws; and,
6. The Office of the Treasurer may be combined with the Office of the Secretary.

5.8 Board Governance Chair:

The Board Governance Chair shall have the following duties:

1. Ensure the Board Governance Committee fulfills the duties set forth in Section 6; and,
2. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.9 Immediate Past President:

The Immediate Past President shall serve as an advisor to the President for one (1) year immediately following their term as President. If their term as a Director has expired the Immediate Past President shall not be considered a Director as set forth in Section 3.1 and shall not be counted for the purpose of establishing a quorum. However, such Immediate Past President shall be considered an ex-officio, non-voting individual, and shall continue to receive notice of meetings.

5.10 Removal and Resignation:

Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any regular or special meeting. Any Officer may resign at any time by giving verbal, written, or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Verbal resignations must be confirmed by two (2) Officers. Such confirmed resignation shall then be recorded in the minutes of the meeting immediately following the resignation.

5.11 Vacancies:

A vacancy in the Office of the President shall be filled by the President Elect. In the event of a vacancy in any Office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in any Office shall be filled by an election of a majority vote of a quorum of the Board after preparation of a slate by the Board Governance Committee in the manner set forth in Sections 3.4 and 3.5.

5.12 Delegation of Duties:

In case of the absence or disability of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer or to any Director with such power of delegation valid for one (1) year from the date of the vote authorizing such delegation. Each Director shall have only one (1) vote even if filling more than one (1) office.

SECTION 6

Governance Committee:

6.1 Purpose:

The Governance Committee shall be a standing committee of the Corporation. The purpose of the Governance Committee is to aid the Board in the continual development of the Board.

6.2 Duties:

The duties of the Committee are as follows:

1. Assist the Board in the review of and recommendations concerning the Corporation's *Governance Policies*;
2. Conduct an analysis of the Board to determine the needed areas of diversification, including but not limited to, skill set, occupation, age, race, ethnicity, and gender;
3. Research candidates for Officers and Directors prior to placement on a slate for submission to the Board;

4. Provide a slate of candidates for Officers and Directors to the Board;
5. Each slate may include multiple names for each position;
6. Rotate the Board terms to allow for approximately one-third (1/3) of the board to be slated for election each year with flexibility to allow for rotating terms;
7. Review individual Board meeting requirements set forth in Section 3.8 of the Bylaws and offer guidance and alternatives to those not meeting attendance requirements;
8. Review and recommend changes to the Board concerning amendments to the Certificate of Incorporation and Bylaws;
9. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
10. Propose, as appropriate, changes in board structure and operation;
11. Provide ongoing counsel to the President and other Officers on enhancing Board effectiveness;
12. Ensure the Conflict of Interest Policy set forth in the Corporation's policies is enforced;
13. Manage conflicts between Directors;
14. Recommend removal of Officers and Directors;
15. Strive to meet a minimum of four (4) times per year and attendance by Committee Members in person or via electronic communication to a majority of the Board Governance Committee meetings is mandatory; and,
16. Have such other duties as determined by the Board.

6.3 Composition and Requisite Skills

A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be appointed by a vote of the Board. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Directors who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board. Governance Committee members should have one or more of the following skills:

1. Knowledge of the Community;
2. An ability to solicit new Directors and Officers;
3. An ability to evaluate board composition, structure, and performance; and,
4. An ability to consider skill sets that are needed for the Board and skills with respect to the Corporation's program, needs, activities, and diversity.

6.4 Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. The Governance Committee shall not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Governance Committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

6.5 Quorum:

A quorum of the Governance Committee shall consist of a majority of Director(s) sitting on the Governance Committee.

SECTION 7

Committees of the Board:

7.1 Committees:

The Board shall have the power to create, revoke, or modify any committee deemed necessary. The Board shall elect Committee Chairs and, with the exception of the Governance Committee, the Committee Chairs shall select their respective committee members.

Each committee shall have a minimum of three (3) members. Non-Board members may serve as Committee Members at the approval of the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

7.2 Reporting of Committee Actions and Authority:

All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Should the Board delegate any of its powers to a committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

7.3 Notice of Committee Meetings:

The Chairs or other members of their respective Committees shall provide a minimum of twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 4.4 of these Bylaws.

7.4 Advisory Council:

The Board may provide for one or more Advisory Councils consisting of advisors with extended service, contacts, and/or expertise to aid the Corporation or who work with in areas or fields deemed appropriate to further the mission of the Corporation. Advisors shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such councilmen/women shall not have voting rights, be considered as members of the Corporation, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide

additional polices to establish duties and/or benefits of one or more levels of an Advisory Council.

SECTION 8

Executive Director:

8.1 Employment:

The Board may or may not (but shall not be required to) retain a qualified individual to fill the position of the Executive Director. If the Board chooses to fill the position of Executive Director, the Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

8.2 Duties:

The Executive Director shall manage the day-to-day operations and business of the Corporation. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 3.3.

8.3 Separation of Duties:

The Executive Director shall not be an Officer or Director of the Corporation.

SECTION 9

Members:

9.1 Membership:

The Corporation has members however, where required the “Directors” of the Board of Directors shall be considered to be the members of the Corporation when interpreting state and federal laws.

9.2 Members Categories:

The Board may establish criteria for various levels of members of the organization to allow individuals and entities to support the Corporation in a variety of ways. Regardless of the membership level, members shall not have voting rights or other benefits or privileges granted to the Directors acting in their capacity as Members of the Corporation in these Bylaws or in the Certificate of Incorporation.

SECTION 10

Amendments and Construction:

10.1 Amendments to Bylaws:

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of a two-thirds (2/3) vote of a quorum of the Board at any meeting of the Board if the amendment, alteration, change, or repeal was given at least ten (10) days prior to the meeting or vote at which the amendment is acted upon. In addition, such proposed alteration, amendment, or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) vote of a quorum of the Board.

10.2 Construction and Terms:

1. These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
2. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and committee members.
3. Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Corporation, the provision of the Certificate of Incorporation shall govern.

SECTION 11

Signature Page:

THESE AMENDED AND RESTATED BYLAWS OKLAHOMA BUSINESS ETHICS CONSORTIUM, INC. ARE ADOPTED this 19th day of April 2020.

Lynn Flinn, President

Daniel Yunker, Secretary