

Liberty Area Fire Protection Association
Constitution and Bylaws

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Liberty Area Fire Protection Association
Constitution and By-Laws

ARTICLE I: THE CORPORATION

Section 1 – Name and Duration

The name of the Corporation shall be “Liberty Area Fire Protection Association,” hereinafter referred to as the “Corporation.” The duration of the Corporation shall be Perpetual.

Section 2 – Location

The principal office of the Corporation shall be located in the State of Oklahoma in the County of Tulsa at 19928 S 27th E Ave, Mounds, OK 74047. The Corporation may have such other offices as the Board of Directors, hereinafter referred to as the “Board” may determine, or as the affairs of the Corporation may require from time to time.

Section 3 – Offices

The Corporation shall have and continuously maintain in the State of Oklahoma a registered office and a registered agent whose office is identical with such registered office, as required by the Oklahoma Non-Profit Corporation Act. The registered office may be but need not be identical with the principal office in the State of Oklahoma, and the address of the registered office may be changed from time to time by the Board.

Section 4 – Definitions

For the purpose of these Bylaws,

- a. The term “Board of Directors” or “Board” shall refer to that body of individuals duly elected as representatives of the members to direct the activities of the Corporation.
- b. The term “Department” shall refer to that body of individuals who are active firefighters and support personnel.

For the purpose of these Bylaws, the term “Directors” shall, in accordance with the Webster’s Collegiate Dictionary, mean or be defined as: “those who direct”, “the heads of an organized group,” or “those who supervise, lead, or administer.”

ARTICLE II: PURPOSE

The primary purpose of the Corporation shall be to provide fire suppression, fire prevention and fire safety education to residents in the service area located in North Okmulgee County and South Tulsa County. It will also provide emergency assistance for other incidents such as motor vehicle accidents, including assistance to law enforcement agencies with traffic control, windstorm damage mitigation including debris clean up on roadways, and search and rescue. It will provide emergency first response for accidents and illness. It will also provide mutual aid assistance to other fire and emergency agencies as requested.

ARTICLE III: MEMBERSHIP

Section 1 – General

Membership in the Corporation is open to those who fall in the eligibility categories listed below who wish to promote the mission and purpose of the Corporation and agree to abide by the provisions of these Bylaws with all amendments and revisions appertaining thereto.

Section 2 – Eligibility for Membership

- a. Any individual paying annual dues to the Association, on any property located in the Liberty fire jurisdiction, and/or residing in the Liberty fire jurisdiction either as owner-residents or as renters/tenants will be considered members of the Community and are eligible as members of the Corporation.

Section 3- Dues

The Board will determine from time to time by resolution duly adopted, what amount if any will be charged as Corporation membership dues. In the event the collection of dues is authorized, the resolution establishing said dues shall establish the amount of dues.

The Board, by resolution, will establish the amounts that will be billed for Emergency calls to non-members of the Corporation. These amounts will be billed to the owner of the property. Said owner may file such amount with an insurance company but the owner of the property will be ultimately responsible for the charges. Within thirty (30) days of the incident, or as soon as all the documents are acquired, the Treasurer will bill or cause the charges to be billed to the owner which will be due and payable thirty days from the invoice date. If not paid timely the owner will be charged for any collection or attorney fees as allowed by law. The Board of Directors may, at their discretion, in recognition of their service, waive the annual membership fees for active members of the department if they are otherwise qualified for membership. This would include the Chief, Assistant Fire Chief and Volunteer Firefighters as well as current Board members. These Individuals will receive full membership status and would qualify to vote in any election of the corporate membership.

ARTICLE IV: BOARD OF DIRECTORS

Section 1- Board

The Board shall consist of a minimum of five (5) and a maximum of nine (9) Directors. Directors shall consist of and should be selected from the active members of the Corporation who are in good standing. In addition, the Fire Chief shall serve on the Board in an ex-officio capacity without vote. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

The Board, as its primary responsibility and obligation, shall serve as the representatives of the members of the Corporation and in that capacity provide close oversight of the Corporations finances, operations, and affairs.

Section 2- Elections

Each nominee for a Directorship position must be a member of the Corporation in good standing and have been so for a minimum of one (1) year. Members who have been terminated as volunteers, employees, or contractors from the Corporation, or who resigned from the Corporation while charge(s) or potential termination was pending are not eligible for nomination to a Directorship position.

The number of Board members to be elected annually shall be determined by the number of expired terms. Nominations may be put forth by an existing member of the Board or may be made by the general membership in attendance of the Corporation Annual Meeting held on the third Saturday in September of each year.

All Board Directors shall be elected by open ballot at the Annual Meeting. The nominee receiving the majority of votes of those members of the Corporation in attendance and in good standing for their respective offices will be elected for a term of three (3) years. The initial terms of one, two and three years will be determined by the Board of Directors. Thereafter, as each group of directors are elected it will be for a term of three (3) years.

Section 3- Terms of Service

Directors shall hold Directorship positions for three (3) years with elections being held at the Corporation's Annual Meeting to which all Corporation members shall be invited. The Corporation's Annual Membership Meeting shall occur on the third Saturday in September of each year.

Directorship positions will be voted on by those Corporation's members in good standing in attendance. Elected Directors shall assume office and become members of the Board at the close of the Corporation's Annual Meeting but no later than October 15th. Their term shall end three (3) years later after the September Meeting or when their respective successor(s) shall be duly elected and installed.

Section 4 - Purpose

The Board shall establish Policies and Guidelines of the Corporation and provide oversight of the financial and general business of the Corporation as prescribed in the Articles of Incorporation and the Bylaws.

Section 5 - Chairman

Members of the Board at their first regular meeting following the Annual Membership Meeting each year shall elect a Chairman of the Board.

The Chairman shall preside at all meetings of the Board, preserve order, and decide all points of order that may arise, subject to appeal by two-thirds of the members present. The Chairman shall further have general knowledge of and responsibility for general oversight of the business of the Corporation.

The Chairman shall be responsible for assuring the enforcement of the Bylaws and Articles of Incorporation, appoint such standing or special committees as may be required by these Bylaws or as deemed necessary and approved by a two-thirds majority of the Board, and shall also perform such other duties as the Board may from time to time designate.

Section 6 – Resignation

Any member of the Board may resign at any time by giving thirty (30) days written notice to the Chairman. Such resignation shall take effect at the time specified therein, or, if no time is specified, thirty (30) days from the date of receipt.

Section 7 – Vacancy

Any vacancy occurring among the Directors elected in accordance with Section 6 above shall be filled by the affirmative vote of a majority of the Board of an individual who is a member in good standing of the Corporation. This replacement Board Member will serve until the next Annual Membership meeting where a replacement will be elected.

Section 8 – Removal for Cause

Any member of the Board may be removed from the Board or an Officer's position within the Board for cause. Cause shall include, without limitation, failure to perform the duties of their position, failure without excuse to attend two consecutive meetings of the Board or the Executive Committee, or any action which may injure the Corporation's reputation or hamper its work.

Section 9 – Process

A member of the Board may be removed from office for disruptive and/or uncooperative behavior during a Board Meeting, as well as any of the other causes detailed in Section 8.

Any member of the Board may file written charges against any Board member to the Board of Directors, specifying the grounds for removal from office. The Board shall hold a hearing regarding the charges in Executive Session. The Board shall, within thirty (30) days prior to such hearing, deliver in person or send by certified or registered mail, written notice of impending hearing. Notice shall include the time and place of the hearing and the charges against the member. The Board member so charged is entitled to be present at the hearing, be represented by counsel, and to present their defense. The Board member is NOT entitled to be present during the Board's deliberations, or to vote. If the Board determines, by a two-thirds vote of those present, that cause for removal exists, the member will be impeached by the board and recommended to the membership for removal.

Section 10 – Replacement

Any Board Member that has been impeached by the Board of Directors will be recommended to the Members of the Corporation for removal at a Special Meeting within 90 days or by the Annual Membership Meeting, whichever comes first. The Board should mail or otherwise transmit in a record to the members entitled to vote on the removal and Notice of the meeting to the Director to be removed. (Ok Statutes Title 18-441-807.) A Board member is removed if the votes in favor of removal are equal to or greater than the votes required to elect the member. If the impeached member is removed, a new member may be elected for the unexpired term of the Board Member removed.

All Board members appointed by the Board as replacement for a Director who was removed or resigned shall serve until the next Annual Meeting at which an election will be held to fill the position for the unexpired term of the Director that had resigned or was removed.

Section 11 – Compensation

No members of the Board shall receive compensation for their services as members of the Board of the Corporation.

ARTICLE V: BOARD OFFICERS

Section 1 – Officers of the Board

Officers of the Board shall consist of a President, Vice-President, Secretary, and a Treasurer, elected by members of the Board at their first regular meeting following the Annual Membership Meeting each year and may include such other Board positions as deemed necessary and so approved by two-thirds vote by the Board. No member shall hold more than one Board position.

Section 2 - Terms of Office

Board Officers shall serve a term of one (1) year or until a successor shall be duly elected or appointed by the members of the Board of Directors. Officers of the Board shall assume office at the time they are elected but no later than October 15th of that year.

Section 3 – Duties of Board Officers

Section 3.1 – President

The President of the Board shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman and shall perform such other duties as the Board and the Chairman may from time to time, designate.

Section 3.2 – Vice President

The Vice President of the Board shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the Board and the Chairman may from time to time designate.

Section 3.3 – Secretary

The Secretary shall attend all meetings of the Board, shall be responsible for the taking of written minutes of the meetings of the Board, keeping and preserving the Corporate Minute Book and for distributing accurate minutes of the proceedings of all such meetings to each Director and the Fire Chief and assuring that a copy is maintained in the Corporation's official files for public examination.

The Secretary should also keep the minutes of all Executive Session meetings and keep them in a secure place so that they can be made available only to members of the Board of Directors. The Secretary shall present this copy of the minutes to the Board for approval.

The Secretary shall also provide a meeting schedule to the appropriate state/county/local agencies as required under the Open Meetings Act.

Whenever any notice is required to be given under the provisions of the Laws of Oklahoma, under the provisions of the Articles of Incorporation, or the Bylaws of the Corporation, a waiver thereof in

writing, 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.

The Secretary shall in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Chairman and the Board of Directors.

Section 3.4 – Treasurer

The Treasurer shall be responsible for and carry out the fiscal policies of the Corporation and shall keep books and records sufficient to account for all monies received and expended by the Corporation. These books will be kept utilizing the Cash Method of accounting.

The Treasurer shall have charge, custody and be responsible for, under the supervision of the Chairman of the Board, all funds, and securities of the Corporation. The Treasurer shall receive and give receipts for monies due and payable to the Corporation from any donated source, deposit all such monies in the name of the Corporation, in such banks, trust companies, or their depositories, as shall be selected in accordance with the provisions of these Bylaws, or as determined by unanimous vote of the Board. The Treasurer shall ensure that all monies of the Corporation are deposited in financial institutions approved by the Board and that only authorized disbursements are made therefrom.

The Treasurer shall ensure that funds of the Corporation are deposited within thirty (30) days of receipt to the credit of the Corporation in such banks, trust companies, or other depositories as the Board shall designate. This place of deposit shall be FDIC insured.

The Treasurer shall have the authority to timely pay all bills of the Corporation as authorized under and conforming to the Annual Budget as approved by the Board.

A Purchase Order number shall be obtained from the Treasurer by any member of the Corporation who is authorized by the Board to order or purchase merchandise or services. Such Purchase Order shall be dated on the issue date and be numbered sequentially. In addition, all Purchase Orders so issued shall contain the amount and the budget category that authorizes it. The Treasurer should initial the P.O. indicating that the purchase does not exceed the budget category. No P.O. shall be issued outside the budget unless the expenditure is approved in advance by a resolution of the Board and the Treasurer certifies that the funds are available for that purpose. All expenditures under a Grant or other restricted funds must receive a Purchase Order and the Treasurer should certify by initials that the purchase is allowable according to the grant.

The Treasurer shall prepare or cause to be prepared a Treasurer's Monthly Report to be presented to the Board at the monthly meeting. Said report should contain but not be limited to the Balances for all Bank Accounts at the end of the Month and the Balances of all other funds available to the Corporation. In addition, the Treasurer should provide the Board and Corporate Officers with a monthly report detailing the income and expenditures under the current budget as compared to the annual amounts.

The Treasurer should advise the Board of any open Purchase Orders and non-member billing at the end of the Month in conjunction with the Monthly Report.

The Treasurer shall prepare on an Annual basis a Budget Draft for approval by the Board which lays out the projected Revenue and Expenditures of the Corporation for the next Fiscal Year.

The Treasurer shall also be responsible to cause the preparation of all tax returns as required by the Federal, State or Local agencies.

At the Annual Membership Meeting of the Corporation, or when required by the Chairman or the Board, the Treasurer shall report all receipts and expenditures of the Corporation for the current year and shall prepare any accounting requested by the Internal Revenue Service (IRS) and any other legal issues.

The Treasurer shall perform such other duties as the Chairman or Board may, from time to time, designate.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board shall determine.

The duties of the Treasurer may be performed by contracted administrative services, as covered under Article VII. The Treasurer shall be responsible for oversight and supervision of all duties performed by contract personnel.

ARTICLE VI: BOARD MEETINGS

Section 1 – Regular

Regular meetings of the Board shall be held monthly on the second (2nd) Monday of each month at 1900 hours (7:00 PM) at the primary fire station for the purpose of transacting such business as may come before it. If this meeting date hits on a Federal Holiday the meeting will be held on the following day. The board may, by resolution, provide for the holding of additional regular meetings.

Any member of the public may attend the Board Meetings and if they so request, be provided a maximum of five (5) minutes each, prior to adjournment of the meeting, to bring forth concerns or recommendations to the Board, but may not otherwise participate in the proceedings or vote on any motions. Additional time, as determined by the Board, may be granted by two-thirds vote of the Board if the member speaking so requests.

At the first regular meeting after the Annual Membership meeting the Board will elect all Board officers which were not elected at the Annual Membership Meeting of the Corporation.

At the last meeting of the Fiscal Year the Board will review, correct, and pass by resolution the Budget for the next Fiscal Year.

Section 2 – Special

Special meetings of the Board may be called at the discretion of the Chairman; written request signed by a minimum of four (4) members of the Board, the Fire Chief, or by petition signed by ten

(10) percent of the members of the Corporation in good standing. Special meetings of the Board shall be held at such time, day, and place as shall be designated by the Chairman.

Section 3 – Place

The Chairman of the Board may designate any place within the jurisdiction of the Corporation as a place of meeting for any Annual Membership Meeting, or for any special meeting of the Board called in accordance with Section 3 above.

Section 4 – Quorum

A quorum to conduct business shall constitute a minimum of one half (1/2) of the current total of the existing members of the Board. No member of the Board shall leave the room during the meeting unless permission is granted by the Chairman. Any Board member unable to attend a monthly Board Meeting due to an unavoidable situation shall so advise the Chairman prior to the meeting.

ARTICLE VII -OFFICERS OF THE CORPORATION

Duties of Officers of the Corporation

Section 1- Fire Chief

The Corporation's "Fire Chief" shall be elected by the Board of Directors by a two thirds (2/3) vote of the Board Members present at their meeting following the Corporations Annual Membership Meeting. The Fire Chief shall be elected to a term of one (1) year. The Fire Chief may be terminated for just cause by a two thirds (2/3) vote of the Board Members.

The Active firefighters shall vote for their nomination to fill the Fire Chief position on the second Thursday in September of each year. The Assistant Fire Chief, or ranking Officer, will present the firefighters nomination to the Board of Directors at the Annual Membership Meeting. Members of the Corporation in good standing including individual Board Directors, and individual firefighters may also make nominations for the Fire Chief position at the Annual Meeting.

Any law-abiding citizen of the United States may apply or be nominated for the position who possesses the leadership and communication skills necessary to supervise firefighters and manage a Fire Department, has attained the age of twenty-one (21) years; certified as a Firefighter one (1) or higher through an accredited institution; be in good physical condition and be a member of the Liberty Fire Department. Preference will be given based on experience as a firefighter.

The Fire Chief shall be an ex-officio member of the Board and provide monthly reports on the state of the Department and its activities including water usage. The Fire Chief shall have full membership rights to make and debate motions but will have no right to vote on any issues, matter, or motion. The Fire Chief may serve on but not Chair committees and shall also serve as Sergeant at Arms at all meetings.

The Fire Chief shall be responsible for and manage the operations of the Department as it relates to the primary mission of the Corporation as specified under Article II above. The Fire Chief shall have the ability to make purchases that qualify and do not exceed the amount allocated by the budget and for which sufficient funds are available. The Fire Chief is responsible for maintaining and updating all necessary and comprehensive Standard Operational Guidelines for firefighters and incident guidelines, and for the recruitment, retention, training, equipping, and disciplining of all firefighters, and support personnel, which includes termination when found appropriate. These Standard Operating Guidelines shall be maintained in a comprehensive written manual form and a copy of the Standard Operating Guidelines manual shall be maintained at the primary station in a place accessible to all Corporation members.

The Fire Chief shall be responsible for maintaining all firefighting and rescue equipment in a state of readiness and assure that Department firefighting and rescue equipment is within current NFPA standards.

The Fire Chief shall carry full responsibility for all operational aspects of the Department and will answer only to the Board, which will provide general, governance and oversight. The Board shall not interfere with the day-to-day operational aspects of the Department unless clear and convincing evidence is presented indicating that the Bylaws of this Corporation, or willful neglect for the safety and well-being of the firefighters under the Fire Chiefs supervision.

Should any member of the Department feel specific equipment is needed by the Department, they shall present their request in writing to the Fire Chief. Once the request is presented to the Fire Chief, it will be the Fire Chiefs responsibility to bring it before the Board for discussion and action, as appropriate. The decision of the Board is final and binding.

Section 2 – Assistant Fire Chiefs

The appointment of an individual to the position of Assistant Fire Chief shall be made by the Fire Chief but shall require the approval of the Board of Directors. The Assistant Fire Chiefs term shall be at the discretion of the Chief and shall be assigned their duties by the chief.

ARTICLE VIII: CONTRACT SERVICES

The Board, if deemed necessary by a two-thirds majority vote, may hire contract administrative services to be utilized by the Corporation. These services may consist of office administrative duties, recording Board Meeting minutes, managing income and accounts payable, bookkeeping, and preparing financial statements for the monthly Board Meetings.

The Board shall enter into a contractual agreement when appropriate or necessary. Contracts shall clearly specify contract duties and compensation for such duties.

ARTICLE IX: COMMITTEES

Section 1 – Ad Hoc Committees

Ad hoc or special committees, as may be deemed necessary for the effective operation of the Corporation, may be appointed by the Board of Directors or by the Chairman with two-thirds majority vote of Board members present.

Section 2 – Chairpersons

Unless otherwise specified in these Bylaws, one member from the Corporation shall be appointed chairperson by the Chairman of the Board with two-thirds majority vote of Board members present.

Section 3 – General Duties of All Committees

To consider, investigate, take action on, or report on any matter as charged by the Board or the Chairman and to formulate recommendations for consideration by the Board.

ARTICLE X: FINANCES

Section 1 – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of September of each year, and end on the last day of August of the following year.

Section 2 – Checks, Deposits, and Funds

All checks, drafts, or orders for the payment of money, purchase orders, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer, or Officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer or the President of the Board.

Section 3 – Depositories

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board may select.

Section 4 – Books and Records

The Corporation shall keep and maintain in accordance and in compliance with Federal, State and County laws, correct and complete books and records of account(s) and shall also keep minutes of the meetings of members (Annual Membership Meeting) and meetings of the Board. Such books and records of account and minutes, in addition to a record giving the names and addresses of records of the Corporation, may be inspected by any Member, Director or their agent or attorney for any administrative services under the oversight and supervision of the Boards Secretary and Treasurer.

Section 5 – Signatures

The Treasurer or the President shall be the primary authorized signatories on checks on behalf of the Corporation except as otherwise specified in these Bylaws or by the Board.

Section 6 – Contracts

The Board may authorize any Officer, or Officers, agent, or agents of the Corporation, in addition to any Officer, or Officers, so authorized by these Bylaws to enter into any contract, or execute and deliver any instrument, in the name of, or on behalf of the Corporation. Such authority will be confined to specific instances.

Section 7 – Reimbursement

Officers, Directors, and/or member delegates to Fire Department associated conventions or meetings shall be reimbursed for reasonable expenses as approved in advance by the Board.

Section 8 – Bonding

All Officers of the Corporation may be furnished a fidelity bond in such sums as the Board may prescribe.

Section 9 – Gifts and Grants

The Chairman or any such person as may be designated by the Chairman, may accept on behalf of the Corporation any contribution(s), gift(s), bequest(s), or device(s) for general purpose, or for specific purpose of the Corporation if such donation is in compliance with Federal, State, County, and Internal Revenue Law.

Section 10 – Charitable Contributions

No funds that have been paid or donated to the Corporation may be used for charitable contributions to outside causes.

Section 11 – Prepaid Credit Card

The Fire Chief will be provided and be responsible for a Prepaid Credit Card in the amount determined by the Board. This card shall be used for incidental expenses allowed under the Annual Budget and will be replenished by the Treasurer upon receipt of a “Disbursements Report” which details the items purchased, the amount to be reimbursed and the proper budget category for the expenditure. No amounts will be reimbursed if this information is incomplete.

ARTICLE XI: EMERGENCY VEHICLES

Fire Department vehicles are those vehicles owned and maintained by the Department. They are to be used for emergency response and Fire Department business only. They should be housed in a department fire station if feasible.

Fire Department vehicles may be used to tow personal trailers, boats or other towable objects not owned by the department to accomplish specific Department tasks. These vehicles may not be taken outside of the Fire Department service area except on Fire Department business.

Fire Department vehicles are to be operated only by active Fire Department members. Transport of non-fire Department individuals is permitted only in exigent circumstances. Circumstances such as transporting an injured person to an ambulance or helicopter landing site or transporting a non-injured person to their residence within the Liberty Community after an accident are permitted.

The Board of Directors, by a two-thirds majority vote may assign a department vehicle to an individual firefighter, who will be allowed to keep that vehicle at their residence. The Corporation must have a signed written agreement between the Board and the driver of the assigned vehicle with the rules clearly stated for vehicle use to conform with current IRS, insurance, and ad valorem tax regulations.

ARTICLE XII: RELEASE OF INFORMATION

Any member approached by an attorney, and/or by a member of the press, referencing any business of the Corporation, shall refer that individual to the Chairman of the Board of Directors, the Fire Chief, the Assistant Fire Chief or the Public Information Officer.

ARTICLE XIII: INDEMNIFICATION

Board Directors, Fire Officers, Volunteers, Employees, and agents of the Corporation shall be indemnified as specified herein for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a part by reason of being or having been a member serving an elected, appointed, volunteer, or employee capacity. The Corporation shall maintain an insurance policy to cover any liability suit brought against any member of the Board resulting from any action while discharging the duties of the Board. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duties.

XIV: OFFICER AND MEMBER STATUS

Section 1 – Active Status

The Chief, Assistant Fire Chief, Volunteer Fire Fighters and Support Staff constitute the members of the “Department”.

Section 2 – Inactive Status

No active fireman of the Department shall be allowed more than six (6) months leave of absence at any one time, except when called to military duty in an emergency, or when such absence is approved by the Board. Any member returning to active duty within six months of the date entering inactive status will not be required to re-apply for membership in the Department: otherwise, they must reapply for membership through the Chief.

Section 3 – Disciplinary Action

Any member of this Department may be reprimanded, suspended, or expelled from said Department for just cause as determined by the Chief. Any member so reprimanded, suspended or expelled has the right to appeal the Chief’s decision and/or action to the Board. The Chief shall issue Standard Operating Guidelines identifying those offenses which may lead to reprimand, suspension or expulsion and shall further assure that members are aware of those Standard Operating Guidelines and of how they may file an appeal of such action to the Board.

ARTICLE XIV: DISSOLUTION

Section 1 – Notice

As published or served, notice of pending meetings for the purpose of dissolution shall be given at least one month (30 days) in advance of any vote of Dissolution by the Board. All members of the Corporation and the Community shall be given an opportunity to express their approval and/or disapproval, and a discussion shall take place prior to any vote. This input from the membership shall be given the utmost consideration by the Board.

Section 2 – Vote

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of all sitting Directors.

Section 3 – Assets

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency or agencies to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, converted, and assigned to any Nonprofit Corporation, Association, or Trust to be devoted to such similar purposes.

ARTICLE XV: AMENDMENTS

Section 1 – Amendment of Bylaws

These Bylaws may be amended at any annual or specially called meeting of the Corporation Membership by a two-thirds vote of the members in good standing present and voting, provided there is a thirty (30) day written notice of intent with the proposed amendments published.

Section 2 – Changes

No change to these Bylaws may contain any provision for the regulation and management of the affairs of the Corporation inconsistent with State or Federal Law, Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

Section 3 – Amendment of Policies, and Guidelines

Policies and Guidelines may be amended by a two-thirds vote of the members of the Board present and voting.

Section 4 – Origin of Amendments

Amendments to the Bylaws may be originated by a two-thirds majority of the Board of Directors but must be ratified at an Annual or Special Meeting, after proper notice is given, by a majority vote of the members in good standing of the Corporation attending.

ARTICLE XVI: PENALTIES

Any member violating any of the provisions of these Bylaws shall be expelled from the Board of Directors and/or the Corporation, whichever applies, as per the decision of the governing body. The governing body shall be the Board of Directors or the Chief Examiner for the State of Oklahoma.