

**BYLAWS**  
**OF**  
**TULSA FIGURE SKATING FOUNDATION, INC.**

ARTICLE I

NATURE AND PURPOSE OF CORPORATION

1.1 Nonprofit Organization. As a nonprofit corporation organized pursuant to the provisions of the Oklahoma Nonprofit Corporations Statutes, the Tulsa Figure Skating Foundation, Inc (“Corporation”) shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its religious, charitable, scientific, and educational purposes.

1.2 Purposes. The Tulsa Figure Skating Foundation is a 501(C)(3), nonprofit organization dedicated to develop, grow and enhance the sport of figure skating in Tulsa and the surrounding communities; to provide financial and professional support to figure skaters for competitions, exhibitions, shows and educational seminars; to showcase figure skating in the Tulsa community and increase participation, financial support and public awareness of all aspects and disciplines of figure skating. The corporation will focus on providing financial support and other charitable causes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Tulsa Figure Skating Foundation is expressly not permitted or empowered to engage, other than in any insubstantial part of its activities, in any activities that do not further one or more of the purposes set forth above or as otherwise permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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ARTICLE II

BOARD OF DIRECTORS

2.1 Permanent Board. The initial directors shall be named by the Incorporator. The Board of Directors shall be composed of no fewer than three (3) members, which may be subsequently amended by majority vote of the members of the Board. The Board of Directors may by resolution fix the precise number of members, but any reduction in the number of members of the Board shall take effect only at the expiration of the term of office of the members whose offices are to be eliminated or upon their earlier resignation.

Until the Board of Directors fixes a different number, there shall be three (3) members of the Board of Directors.

2.2 Term of Office of Directors; Succession. The members of the Board of Directors shall be divided by the Incorporator into three groups, as nearly equal in numbers as possible, serving three, four, and five-year terms. Following the expiration of the initial terms of office, the term of office of each member shall be five (5) years. Whenever the Board of Directors shall by resolution increase or decrease the number of members of the Board of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-third (1/3) of the members of the Board of Directors shall continue to expire each year thereafter. The term of office of each member shall commence upon the adjournment of the annual meeting at which such member is elected. A director shall be eligible for reelection to succeed himself or herself.

2.3 Qualifications of Members. Members of the Board of Directors shall be at least eighteen (18) years old and may reside within or without the State of Oklahoma at the time of their election.

2.4 Authority. The Board of Directors shall manage the business and affairs of the Corporation and may exercise all powers of the Corporation, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

2.5 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers, and transacting such other business as may be brought before the meeting shall be held each year on the 1st day of August, unless the date is otherwise amended by action of the Board of Directors. The Board of Directors may by resolution provide for the time and the place of other regular meetings, and no notice of such regular meetings need be given. Special meetings of the Board of Directors may be called by the Chairman or by any two (2) members of the Board of Directors, and written notice of the time and place of such meeting shall be given to each member of the Board of Directors by first class or air mail, or in person at least two (2) days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting. Any meeting may be held at any place within or without the State of Oklahoma.

2.6 Quorum. A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE III

OFFICERS

3.1 In General. The officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected by the Board of Directors. Each officer shall hold office until the end of the annual meeting of the Board of Directors next following the date of his or her election and until his or her successor has been elected and has qualified, or until his or her earlier resignation, removal from office, or death. Any two or more offices may be held by the same person, except that the same person shall not be both Chairman and Secretary.

3.2 Chairman. The Chairman shall be the Chief Executive Officer of the Corporation and shall give general supervision and direction to the affairs of the Corporation, subject to the direction of the Board of Directors.

3.3 Vice Chairman. The Vice Chairman shall act in the case of the absence or disability of the Chairman and shall have other duties as may be assigned by the Chairman or the Board of Directors.

3.4 Secretary. The Secretary shall give notice of all meetings of the Board of Directors for which notice is required, shall keep the minutes of the proceedings of the Board of Directors, and shall maintain the general records of the Corporation.

3.5 Treasurer. The Treasurer shall be responsible for the maintenance of proper financial books and records of the Corporation, and shall have custody of its funds and other assets.

3.6 Other Authority and Duties. Each officer, employee, and agent of the Corporation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the Chairman.

3.7 Removal. Any officer may be removed at any time by the Board of Directors, and such vacancy may be filled by the Board of Directors.

3.8 Compensation. No salaries shall be paid to members of the Board of Directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Corporation. The Board of Directors may authorize reasonable compensation for the services of any officers who serve as employees or agents of the Corporation, and may authorize reasonable compensation for the services of any independent contractors who provide consulting, management, or other professional services to the Corporation.

ARTICLE IV

DEPOSITORIES, SIGNATURES, AND SEAL

4.1 Depositories. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

4.2 Execution of Legal Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the Chairman or by such other officer, officers, agent, or agents as the Board of Directors may from time to time provide.

ARTICLE V

INDEMNITY

5.1 Actions Against Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by the Oklahoma Non-Profit Corporation Statutes and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5.2 Advance for Expenses of Directors and Officers. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Article 5.1 above or that the proceeding involves conduct for which liability has been eliminated by the Corporation's Articles of Incorporation; and

(2) The director or officer furnishes the Corporation a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE VI

CONFLICT OF INTEREST POLICY

In order to ensure that the management and operation of the Corporation shall be operated in accordance with the highest levels of professional excellence and service to the public, the Directors of the Corporation shall approve, adopt and ratify, and the actions of all officers and directors of the Corporation shall be governed and controlled by, the Conflict of Interest Policy attached to these Bylaws and incorporated herein by this reference.

ARTICLE VII

AMENDMENT OF ARTICLES OF  
INCORPORATION OR BYLAWS

The Board of Directors shall have the power to alter and amend the Certificate of Formation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the directors with respect to the Certificate of Formation or Bylaws shall be taken by an affirmative vote of a majority of all of the directors then in office.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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[CONFLICT OF INTEREST POLICY ATTACHED]

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
TULSA FIGURE SKATING FOUNDATION, INC.  
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, constituting all of the members of the Board of Directors of the Tulsa Figure Skating Foundation, Inc., an Oklahoma nonprofit corporation (the "Corporation"), and in accordance with Oklahoma Nonprofit Corporation Statutes, do hereby consent to the following actions and resolutions being taken and adopted without a meeting and hereby direct that this written consent be filed with the minutes of the Board of Directors in the minute book of the Corporation.

**ADOPTION OF THE ARTICLES OF INCORPORATION**

RESOLVED, that a copy of the Articles of Incorporation, dated August 12, 2015, certified by the Secretary of State of the State of Oklahoma as being a true and correct copy of such Articles of Incorporation as filed with such Secretary, shall be filed in the minute book of the Corporation, and that such Certificate be, and the same hereby are, approved and adopted as the Certificate of Formation.

**ELECTION OF OFFICERS**

FURTHER RESOLVED, that the following named persons be, and they hereby are, elected to the offices of the Corporation opposite their respective names, with each such officer to serve until his or her successor is elected and qualified:

- Jennifer L. DeAngelis, Chairman of the Board
- William S. Smith, Vice-Chairman of the Board
- Jack Vest, Secretary and Treasurer

## ELECTION AND RATIFICATION OF BOARD MEMBERS

FURTHER RESOLVED, that Director Jennifer L. DeAngelis be designated as “Chairman” of the Board of Directors and Director William S. Smith be designated as “Vice-Chairman” of the Board of Directors until such time as the Board elects subsequent Directors. The Chairman of the Board of Directors shall serve as the director of the Board and shall serve such functions as organizing, coordinating, and managing Board of Director meetings. The Vice-Chairman shall serve such additional functions as may be required by the Board of Directors in furtherance of the purpose of the Corporation, and shall assume the duties of Chairman in the event that the Chairman is unable or incapable of serving.

Pursuant to Section 2.2 of the Bylaws, the Incorporator has divided the initial Board of Directors into the following three groups for their initial terms of service on the Board. Following the expiration of the initial terms of office, the term of office of each Director shall be five (5) years. Each Director shall be eligible for reelection to succeed himself or herself.

- Initial Three Year Term: Mary Anne McGivern and Renee Schmucker
- Initial Four Year Term: Jack Vest and William S. Smith
- Initial Five Year Term: Jennifer L. DeAngelis

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## RATIFICATION OF ACTIONS OF INCORPORATOR

FURTHER RESOLVED, that the actions of Jennifer L. DeAngelis, Jack Vest and William S. Smith as the Incorporators of the Corporation in organizing the Corporation be, and they hereby are, ratified and approved.

ADOPTION OF BYLAWS AND CONFLICT OF INTEREST POLICY

FURTHER RESOLVED, that the bylaws and conflict of interest policy, a copy of which is attached hereto, be, and hereby are, approved and adopted as the Bylaws and the Conflict of Interest Policy of the Corporation and that the Secretary be, and hereby is, directed to place a copy of the Bylaws and the Conflict of Interest Policy in the minute book of the Corporation.

BANK ACCOUNT

FURTHER RESOLVED, that the Treasurer or their designee is hereby authorized and directed to designate a depository for the funds of the Corporation, and that the Treasurer is hereby authorized and directed to establish an account with said bank.

GENERAL AUTHORITY

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take any and all actions, execute any and all documents, agreements and instruments, make any and all filings and expenditures and take any and all steps deemed by them to be necessary, desirable or appropriate in order to carry out the purpose and intent of and to consummate any of the actions contemplated by any of the foregoing resolutions in the name of and on behalf of the Corporation.

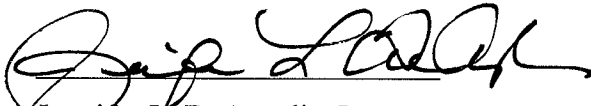
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[signature page to follow]



IN WITNESS WHEREOF, the undersigned have caused this Written Consent in Lieu of Organizational Meeting, as approved by the Incorporators, to be executed and effective as of the 1st day of August, 2015.

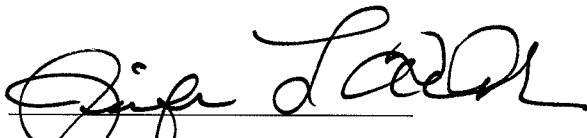
INCORPORATOR APPROVAL:

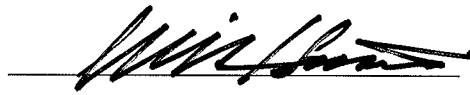
  
Jennifer L. DeAngelis, Incorporator

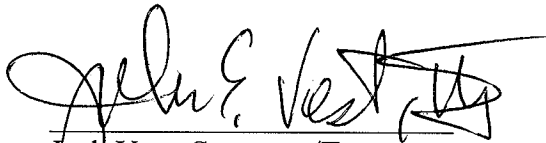
  
Jack Vest, Incorporator

  
William S. Smith, Incorporator

DIRECTORS:

  
Jennifer L. DeAngelis, Chairman

  
William S. Smith, Vice-Chairman


  
Jack Vest, Secretary/Treasurer

**Tulsa Figure Skating Foundation  
POLICY ON CONFLICTS OF INTEREST**

As a duly elected director of the Tulsa Figure Skating Foundation, Inc., I affirm that I have received a copy of the conflicts of interest policy; I have read and understand the policy; I agree to comply with the policy; and I understand that the Tulsa Skating Foundation, Inc. is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. Acknowledged:

Jennifer DeAngelis

Printed Name

  
Signed

Mary Anne McGivern

Printed Name

Mary Anne McGivern  
Signed

Jack Vest

Printed Name

Jack E. Vest  
Signed

William S. Smith

Printed Name

  
Signed

Renee Schmucker

Printed Name

Renee Schmucker  
Signed

DATED: \_\_\_\_\_