

**BYLAWS
OF
OKLAHOMA ASSOCIATION
OF INSTITUTIONAL RESEARCH
(OKAIR)**

I Definitions

Unless the context clearly requires otherwise, in these Bylaws:

- 1.1 “Association” means the Oklahoma Not For Profit Corporation named Oklahoma Association of Institutional Research (OKAIR).
- 1.2 “Board” means the Board of Directors of the Association.
- 1.3 “Director” means a member of the Board of Directors of the Association.
- 1.4 “Bylaws” means these Bylaws as adopted by the Members and includes all amendments thereto subsequently adopted by the Members.
- 1.5 “Certificate of Incorporation” means the Certificate of Incorporation of the Association as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently adopted by the Members.
- 1.6 “Officer” means the person or persons who at any given time perform the duties of that particular office for the Association.
- 1.7 “Annual Conference” means the last conference of the year.
- 1.8 “Annual Meeting” means the meeting of the Members followed by the meeting of the Board at the Annual Conference.
- 1.9 “Member” means an individual who has attended a conference within any given Membership Year.
- 1.10 “Membership Term” means the period of time beginning the day of the Annual Conference and continuing through the day prior to the next Annual Conference.
- 1.11 “Current Conference” means the conference in session at the time of any given vote.
- 1.12 “Active Member” means a Member who is present and who is in attendance at the Current Conference.
- 1.13 “Inactive Member” means a Member who has attended a past conference but is not present and/or is not in attendance at the Current Conference.
- 1.14 “Electronic Transmission” means any form of communication during a meeting where all individuals can hear and respond during such meeting and in which the records from that meeting can be retained, retrieved and reviewed.

II Name, Purpose and Location

- 2.1 Name. Oklahoma Association of Institutional Research (OKAIR).
- 2.2 Purpose. The purpose of the Association is to provide persons interested in institutional research and planning a venue for the discussion and improvement of research, assessment and planning for institutions of higher education in the state of Oklahoma.
- 2.3 Location of Office. The Association may locate its principal office and/or registered office anywhere in the state of Oklahoma as the Board may determine. The principal office and the registered office need not be the same.
- 2.4 Location of Conferences. Conferences must be held within the State of Oklahoma.

III Membership

- 3.1 Membership Qualifications. Membership is open to individuals interested in and dedicated to the improvement of research, assessment and planning for institutions of education. Any individual attending a conference shall be considered a member of the Association.
- 3.2 Membership Term. The Membership Term shall begin the day of the Annual Conference and shall continue through the day prior to the next Annual Conference. Membership is not transferable.
- 3.3 Membership Classifications: Any individual attending any conference during the Membership Term shall be classified as an Active Member or an Inactive Member. Active Members shall be those Members present and in attendance at the Current Conference while such conference is in session. Inactive Members shall be those Members who have attended past conferences but are not present and are not attending the Current Conference in session.
- 3.4 Quorum. A quorum shall consist of the Active Members present.
- 3.5 Meetings. The Annual Meeting of the membership shall be held during the Annual Conference which shall be the last conference of the year. Regular meetings shall be held at all other conferences. Special meetings may be called by written petition of any twenty (20) Members. Members must be present and may not attend meetings via electronic transmission.
- 3.6 Notice of Meetings. Notice of the Annual and regular meetings shall be placed in the conference materials. For any special meeting, notice shall be sent to the Members not less than ten (10) days but not more than thirty (30) days, prior to the holding of the special meeting. All business brought before the Members may be acted upon at any Annual or regular meeting. However, only business contained in the notice of the special meeting may be acted upon by the Members. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

3.7 Voting Rights. Active Members shall be entitled to one vote per Member. Inactive Members shall not be entitled to voting rights. Except when Oklahoma law requires otherwise, a majority vote of a quorum of the Active Members shall determine all matters brought before the Membership. Proxies may not be used. Except when the law or these Bylaws require otherwise, all business brought before the Members at any meeting shall be conducted by a quorum of the Active Members.

3.8 Election of Directors. Members shall elect the Board of Directors at the Annual Meeting. A majority of a quorum of the Active Members shall determine such elections.

3.9 Member Duties. Members must abide by the laws, regulations, bylaws and procedures affecting the Association.

3.10 Termination of Membership. Any Member may voluntarily terminate his/her membership of the Association at any time by submitting a written notice of withdrawal to the Board. Any Member may be terminated by a two-thirds majority vote of a quorum of the Members at any meeting of the membership or by a two-thirds majority vote of the total number of Directors at any meeting of the Board.

3.11 Dues. Membership dues shall be the conference fee as established by the Board. Additional conference fees shall not be waived for Members who attend multiple conferences.

3.12 Membership Categories. By a majority vote of the total number of directors, the Association may add non-voting, non-benefit bearing membership categories.

3.13 Procedures. Membership meetings shall use a modified version of parliamentary procedure to foster open discussion. Upon a vote of the Active Members, 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 the Bylaws, written policy or state law.

IV Board of Directors

4.1 Duties. All Corporate powers necessary and incidental to taking action and conducting business of the Association shall be exercised by or under the authority of the Board. The Board shall have full responsibility for the financial affairs and for the ethical and professional standards of the Association.

Duties of the Board include, but are not limited to, the following:

- Elect the Officers of the Association.
- Schedule and plan the Annual Conference.
- Evaluate the Annual Conference.
- Evaluate the effectiveness of the Board.
- Schedule and plan additional conferences and/or programs.
- Approve an annual budget.
- Make a personal financial contribution to the Association.
- Provide financial oversight of Association funds.
- Submit an annual financial report to the membership and to the Board.

- Arrange for periodic internal audits of the Association's activities and funds.
- Record the date and terms of compensation arrangements with the information on which the Board based its decision.
- Ensure periodic reviews are conducted as set forth in Section 9.7.

4.2 Number. The Board will consist of not less than five (5) and not more than eleven (11) Directors.

4.3 Qualifications. Any individual over the age of twenty-one who resides in the state of Oklahoma may serve as a Director of the Association.

4.4 Term of Office. The term of office of each Director shall be three (3) years with the terms being staggered to allow for three classes of approximately equal size. Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term.

4.5 Term Limitations. Any Director may serve three (3) consecutive terms whereby a partial term shall not be considered as a term. Any individual who has served three (3) consecutive terms, resigned or has been removed may be eligible for re-election as a Director after a period of two years.

Term limitations shall not apply to the service of Directors prior to the adoption of these Bylaws. In addition, term limitations shall not apply to the service of a Director acting as the Immediate Past President for the one (1) year immediately following his/her term as President.

4.6 Nomination and Election. The Board may serve as a Nominations and Election Committee, or may create such committee as provided for in Section 7.1.

The Nominations Committee will accept nominations and develop a slate of candidates. Any Member of the Association may place his/her name in nomination for election to the Board. Any Member may nominate any other Member with prior approval of the Member being nominated. The Election Committee will construct a ballot and organize the election of new members of the Board. No candidate for the Board may serve on the Nominations or Election Committees.

Directors shall be elected at the Annual Meeting by a majority of a quorum of the Active Members.

4.7 Removal or Resignation. 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. At a meeting following the resignation, at the Director's request the Director may be reinstated by a majority vote of the Directors. In addition, a two-thirds (2/3) majority vote of the total number of Directors may remove any Director at any time with or without cause at any annual, 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. Any Director may verbally resign during an annual, regular or special meeting and such verbal resignation must be approved by a vote of the Board. No

Director may resign if the Association would then be left without a duly elected Director in charge of its affairs, except upon notice to the Oklahoma Secretary of State, Office of the Attorney General or other appropriate agency of the state of Oklahoma and upon notice to the Internal Revenue Service.

4.8 Vacancies. Vacancies occurring on the Board, for any reason, shall be filled as follows:

- If more than one (1) year remains in the unexpired term, an election will be held at the next conference to fill the vacancy. The Secretary will notify the membership of the vacancy and of the coming election through the conference materials, and Members will be encouraged to submit nominations for the position and the Board will proceed in accordance with Section 4.6.
- If one (1) year or less remains in the unexpired term, the Board shall elect someone from among the current Directors or Members to fill the term by a majority vote of a quorum of the remaining Directors.
- If the number of Directors is less than five (5) as stated in Section 4.2, the President may appoint a Director to serve until there is an election by the Members or Board to replace such Director.

4.9 Newly Created Directorships. The Active Members may vote to increase the number of Directors to the maximum number of eleven (11) as stated in Section 4.2 at any meeting of the Members. Such newly created directorships will be filled in accordance with Section 4.6.

4.10 Compensation. Directors shall serve without compensation. Directors shall not receive reimbursement for travel expenses within the state of Oklahoma. Directors may be reimbursed for out-of-pocket expenses related to the work of the Association provided that such reimbursement is consistent with the policies of the Association.

V Meetings of the Board

5.1 Annual, Regular and Special Meetings. The Annual Meeting of the Board will take place at the Annual Conference following the election of the Board by the Active Members. Newly elected Directors shall immediately assume their positions and shall elect Officers and conduct any other business brought before the Board.

In addition to the Annual Meeting, the Board shall have a minimum of three (3) regular meetings during each membership term.

Special meetings may be called by the President, upon the written request of three Directors or by written petition of any twenty (20) Members. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice given to each Director.

All meetings shall be held at a place within the state of Oklahoma designated by the President. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as in Section 5.4.

5.2 Quorum. A quorum shall consist of a majority of the total number of Directors as described in Section 4.2

5.3 Voting. Each Director shall have one vote. Routine business and elections shall be determined by a majority vote of a quorum of the Directors. Except when the law or these Bylaws require otherwise, a majority vote of a quorum of the Directors shall determine all other matters. Proxies may not be used.

The Directors may vote by voice vote on all matters either in person or via electronic transmission. The Association shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of electronic transmission is a Director. However, upon demand by a Director entitled to vote, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Association may require under the procedure established for the meeting. Directors present via electronic transmission may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by a voting Director. If proper authorization can not be determined the Director must mail or fax a signed ballot to the Secretary, or designee.

5.4 Notice. Notice of the Annual Meeting shall be placed in the conference materials. Notice for any regular meetings shall be provided to the Directors at the Annual Meeting or shall be sent to Directors not less than ten (10) days but not more than thirty (30) days prior to the holding of such regular meetings. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days prior to the holding of the special meeting. Only business contained in the notice of the special meeting may be acted upon by the Directors.

If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

5.5 Action Without A Meeting. Any action taken or approved at any meeting of the Board, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

5.6 Procedures. The Board and committees shall use a modified version of parliamentary procedure to foster open discussion. Upon a vote of the Board, 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 the Bylaws, written policy or state law.

VI Officers of the Board

6.1 Officers. The Board will consist of a President, a Secretary, a Treasurer and other Officers as deemed necessary by the Board.

6.2 Election. The Board will elect a President, a Secretary and a Treasurer from the Directors elected by the Members. The Board may also elect other Officers from within the Board, or from the membership.

Each Officer shall hold his/her office until he/she resigns, is removed by the Board, is unable to serve, or his/her successor is elected.

6.3 Appointment of Officers. The Board may appoint, or may empower the President to appoint, such other Officers as the business of the Association may require, each of whom shall hold office, have authority and perform duties until the next Annual Meeting or as the Board may determine.

6.4 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 annual, regular or special meeting.

Any Officer may resign at any time by giving notice to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance by the Board of such resignation shall not be necessary to make it effective. Any Officer may verbally resign during an annual, regular or special meeting and such verbal resignation must be approved by a vote of the Board.

6.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in accordance with Section 6.2.

6.6 Delegation of Duties. In case of the absence or disability of any Officer, the Board may delegate the powers or duties of such Officer to any other Officer, Director or Member until the next Annual Meeting.

6.7 Term of Office. An Officer shall serve for a one (1) Membership Term. Officers may hold the same office for no more than three (3) consecutive terms. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a term when determining term limitations. The Active Members may, by a two-thirds (2/3) majority vote, request an Officer serve more than three (3) consecutive terms and may extend such term limitations for an additional three (3) consecutive terms.

6.8 President. The President shall be the principal Officer, subject to the control of the Board, and shall have general supervision and direction of the business and Officers of the Association. He/she shall preside at all meetings of the Board and meetings of the Members and shall sign the minutes of the meetings over which he/she presided.

At the Annual Meeting of the Membership and the Annual Meeting of the Board, he/she shall submit a complete report of the operations of the Association's affairs and shall report to the Members and Board all such matters coming to his/her attention and relating to the interest of the Members and Board.

The President shall have such other powers and perform such other duties as may be prescribed by the Members, Board or Bylaws. In the absence of the President, the Board may

select any other Director to act as President to preside at meetings until the President is able to fulfill his/her duties.

6.9 Immediate Past President. The Immediate Past President shall serve as an advisor to the President and shall assume the duties of the President in the absence of the President for one (1) year immediately following his/her term as President. After one (1) year immediately following his/her term as President, the office of Immediate Past President shall cease and such Director shall be subject to the term limitations set forth in Section 4.5

6.10 Secretary. The Secretary, or designee, shall give notice of all meetings of the Members and Board as required by the Bylaws or by law. He/she, or such designee, shall keep a book of minutes of all meetings of the Members and 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, the proceedings thereof and, verification of those present via electronic transmission in the case of Board meetings. He/she, or the individual taking the minutes, shall sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Members or Board.

The Secretary, or designee, shall exhibit at all reasonable times, upon the request of a Member or Director, the Bylaws, Board book, and the minutes of the proceedings of the Members and/or Board. In addition, he/she shall keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service.

The Secretary shall have such other powers and duties as may be prescribed by the Board or the Bylaws and such office may be combined with that of the Treasurer.

6.11 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. He/she shall ensure the books of account are open to inspection by any Member or Director at all reasonable times; ensure a financial statement is provided to the Members and Board at their respective Annual Meetings; and, shall provide a report of the Association's financial affairs at meetings of the Members and Board when requested by a Member or Director. In addition, the Treasurer shall ensure the appropriate oversight and implementation of the financial policies and procedures.

The Treasurer shall have such other powers and duties as may be prescribed by the Board or the Bylaws and such office may be combined with that of the Secretary.

VII Committees of the Board

7.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary. The President shall have the power to appoint a Chairperson of any committee or to delegate such appointive powers to any other appropriate Director. Each committee must include a minimum of two (2) members with a minimum of one (1) member being a member of the Board. The remainder of the committee members need not be members of the Board.

Each committee shall keep regular minutes of its proceedings and report the same to the Board as the Board may require. Meetings and actions of committees shall be governed

by, noticed, and taken in accordance with the provision of these Bylaws concerning meetings of the Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may adopt additional rules and regulations pertaining to the conduct of meetings with committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

VIII Indemnification and Insurance

8.1 Indemnification. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Association. The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of the state of Oklahoma.

However, the Association shall make no indemnification in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

8.2 Insurance. Upon resolution passed by the Board, the Association may purchase and maintain insurance and/or indemnity bonds on behalf of any person who is or was a Director, Officer, committee member or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, committee member or agent of the Association against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status with the Association.

The Board shall determine if and when other insurance, including but not limited to property, casualty and general liability, is needed and acquire such insurance if so deemed.

IX Conflict of Interest

9.1 Purpose. The purpose of the conflict of interest policy is to protect the tax-exempt status of this Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director or Member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit and charitable organizations.

9.2 Definitions. Interested Person: any Director, Officer, Member, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Association is a part or has a close connection with, he/she is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (a) An ownership or investment interest

in any entity with which the Association has a transaction or arrangement. (b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement or. (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors which are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this article, a person who has a financial interest may have a conflict of interest if the board or applicable committee determines that a conflict of interest exists.

9.3 Procedures. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors, Members and members of committees with board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors, Membership or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board, members or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest: (a) An interested person may make a presentation at the Board of Directors, Membership or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The President of the Board of Directors or Chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the Board of Directors, Membership or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors, Membership or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy: (a) If the Board of Directors, Membership or committee has reasonable cause to believe a Director, Member or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or member of the basis for such belief and afford the Director or member an opportunity to explain the alleged failure to disclose. (b) If, after hearing the Director's or member's response and after making further investigation as warranted by the circumstances, the Board of Directors, Membership or committee determines the Director or member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4 Records of Proceedings. The minutes of the Board of Directors, Membership and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors', Membership's or committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.5 Compensation. (a) A voting member of the Board of Directors or Membership who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that Director's or member's compensation. (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation. (c) No voting member of the Board of Directors, Membership or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

9.6 Annual Statements. Each Director, Officer, Member and member of a committee with board delegated powers shall annually sign a statement which affirms such person: (a) Has received a copy of the conflicts of interest policy, (b) Has read and understands the policy, (c) Has agreed to comply with the policy, and (d) Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9.7 Periodic Reviews. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9.8 Use of Outside Advisors. When conducting the periodic reviews as provided for in this Article IX, the Association may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

X Construction

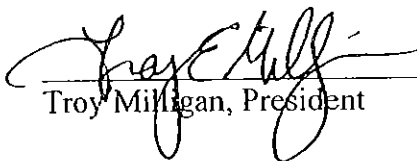
10.1 Affiliations. The Association has no formal affiliation with any other organization. However, the Association has informal relationships with the Association for Institution

Research, the Mid-America Association for Institution Research, and with the Societ, for College and University Planning. The Association may seek additional informal relationships as determined by the Members.

10.2 Construction and Terms. These Bylaws replace all prior Bylaws and/or Constitutions. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted Bylaws and/or Constitutions 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. All references in these Bylaws to a Section or Sections of the Internal Revenue Code shall be to such Sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code. If there is 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 of Directors may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members. If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Association, the provisions of the Certificate of Incorporation shall govern.

10.3 Amendments. These Bylaws may be amended, restated or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Active Members at any annual, regular or special meeting of the Members. Amendments to be voted on at any special meeting must be provided in the notice of the special meeting. Any Member of the Association may propose amendments to these Bylaws. Proposed amendments will be forwarded to the Board and the Board shall present such proposed amendments to the Members twenty (20) days prior to the next scheduled meeting of the Members.

THESE AMENDED AND RESTATED BYLAWS OF OKLAHOMA ASSOCIATION OF INSTITUTIONAL RESEARCH WERE ADOPTED by the Members of the Association effective as of the 8th day of October, 2010.


Troy Milligan, President


Isabelle Billen, Secretary