

BYLAWS of OKLAHOMA ASSOCIATION FOR INSTITUTIONAL RESEARCH (OK-AIR)

I. Definitions

- I.1. “Association” refers to the nonprofit organization of Oklahoma Association of Institutional Research (OK-AIR). All organizational structures and terms described in this document relate only to OK-AIR.
- I.2. “Board” refers to OK-AIR’s Board of Directors.
- I.3. “Director” refers to a member of the Board of Directors, including Officers unless otherwise specified.
- I.4. “Bylaws” refers to these Bylaws, as adopted by the Members and including all amendments thereto subsequently adopted by the Members.
- I.5. “Meeting” refers to a synchronous gathering of persons, regardless of participation modality.
- I.6. “Certificate of Incorporation” means the Certificate of Incorporation of the Association as filed with the Oklahoma Secretary of State and includes all amendments thereto subsequently adopted by the Members.
- I.7. “Officer” refers to a Director who holds one of the named functional positions (e.g., President, Secretary, or Treasurer).
- I.8. “Member” refers to an individual with an active membership with the Association, as defined in Section III. Membership, below. Unless otherwise specified, it refers to Professional Members.
- I.9. “Member Quorum” refers to the quorum defined for Member votes, as defined in Section III.4, below.
- I.10. “Board Quorum” refers to the quorum defined for Board votes, as defined in Section IV.3, below.
- I.11. “Electronic Transmission” means any form of communication that does not occur in-person and does not create a physical (e.g., paper) record. For the purposes of these Bylaws, it will refer either to an online poll or a Meeting where all individuals can hear and respond in real time.
- I.12. “Law” or “State Law” refers to applicable statutes and regulations in the State of Oklahoma, unless otherwise specified.

II. Name, Purpose and Location

- II.1. Name. Oklahoma Association of Institutional Research (OK-AIR).
- II.2. Purpose. The Association provides a venue for the discussion and improvement of research, assessment, and planning in the state of Oklahoma to institutions of higher education.
- II.3. Location of Office. The Association may locate its principal office and/or registered office anywhere in the state of Oklahoma, as determined by the Board. The principal office and the registered office do not have to be at the same address.
- II.4. Location of Conferences. Conferences must be held within the state of Oklahoma.

III. Membership

- III.1. Membership Qualifications. Membership is open to individuals interested in and dedicated to the improvement of research, analysis, assessment, data management, accreditation, and/or institutional planning for institutions of education.
- III.2. Membership Term. The Membership Term shall begin on the date of payment of membership fee and will expire after one (1) year, on the anniversary date. Employer-paid memberships may be transferred to an alternate employee. Individual-paid memberships are not transferrable.
- III.3. Membership Categories and Benefits. Except for voting rights, the Board of Directors may establish and adapt membership benefits as needed to best serve Member needs. The Board may also, by simple

majority Board Quorum vote, establish additional non-voting membership categories. The granting of voting rights to any membership group other than Professional Member requires a simple majority Member Quorum vote at the Annual Meeting. Membership categories are Professional, Student, and Emeritus and have the following requirements and rights:

- Professional: entitled to all membership benefits, including voting.
- Student: to be eligible for this category, an individual must be actively pursuing a higher education degree and not be employed full-time. This category of membership is non-voting.
- Emeritus: to be eligible for this category, an individual must be currently retired with at least five (5) cumulative years of Association membership; Emeritus status requires approval by the Board. This category of membership is non-voting.

- III.4. Member Quorum. Except when Oklahoma law requires otherwise, for synchronous events (e.g., in-person Meetings, live online Meetings), a Member Quorum shall consist of the Professional Members present. For asynchronous events (e.g., online polls, ballots), a quorum is not required.
- III.5. Meetings. The Association must have at least one Meeting per calendar year. The first Meeting in a calendar year shall be designated the Annual Meeting. All Association conferences will include a regular business Meeting. Special Meetings may be called by written petition of any twenty (20) Members. Meeting modality will be announced at the time of Meeting notice and is determined by a simple majority vote of the Board.
- III.6. Notice of Meetings. Notice of Annual and regular Meetings shall be provided in publicly distributed registration materials. Notice for special Meetings shall be sent to Members not less than ten (10) days but not more than thirty (30) days prior to the special Meeting. Agendas for Annual or regular Meetings may be amended at the time of Meeting to include business brought forward by Members. Special Meeting agendas cannot be amended after they are shared in official notice to Members. Members present at a Meeting shall be deemed to have waived notice of the Meeting.
- III.7. Voting Rights. Each Professional Member shall have one vote. Proxies may not be used.
- III.8. Voting. Members may make a motion requiring a vote at any of the Association's Annual, regular, or special Meetings, or by submitting written notice of the desired motion to any Director. Members may vote by voice on all Meeting matters, but, prior to the vote, any Member can require voting by ballot. Ballots must clearly state the date of the vote, the names of those responsible for moving and seconding the action item, the person performing the function of Secretary, and the exact wording of the motion. All completed ballots must be returned to the Secretary or their designee. The Board may choose to conduct a vote by Electronic Transmission. Notice for votes conducted by Electronic Transmission must state the type of majority required to pass, as well as the timeframe during which ballots can be completed. The period allowed for voting shall be no less than seven (7) calendar days. The Association shall implement reasonable measures to verify the identity and voting status of vote participants.
- III.9. Member Duties. Members must abide by the Association's Bylaws and procedures, as well as any applicable State or federal Laws and regulations.
- III.10. Termination of Membership. Members may terminate their membership at any time by submitting a written notice of withdrawal to the Board. An individual's membership may be terminated

by a two-thirds (2/3) majority Member Quorum vote at any Association Meeting or by a two-thirds (2/3) majority Board Quorum vote at any Meeting of the Board.

III.11. Membership Fees. Membership fee structure shall be reviewed and set annually by the Board of Directors in accordance with their fiduciary responsibilities to the Association.

III.12. Procedures. Member Meetings shall be conducted using basic elements of parliamentary procedure. Any disagreement about Meeting procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* unless otherwise specified in the Bylaws, other Association policy, or State Law.

IV. Board of Directors

IV.1. Duties. All corporate powers necessary and incidental to 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 Association Meetings, conferences, and other events, as well as ensure proper event evaluation by attendees.
- Provide financial oversight of Association funds, including approving an annual budget, providing regular financial reports to the Board and Members, and arranging for periodic internal audits of the Association's activities and funds as set forth in Section IX.7.

IV.2. Number. The Board will consist of not less than five (5) and not more than eleven (11) Directors. If the number of Directors falls below the minimum for longer than thirty (30) days, the Association must notify the Oklahoma Secretary of State, Office of the Attorney General, or other appropriate Oklahoma state agency, and the Internal Revenue Service, that it is dissolving.

IV.3. Board Quorum. A quorum of the Board shall consist of a simple majority of Directors and must include either the Secretary or someone formally designated to act in that role, as described in Section VI.10.

IV.4. Qualifications. Any Professional Member who is at least twenty-one years of age and who resides in the state of Oklahoma may serve as a Director of the Association.

IV.5. Term of Office. Each Director shall serve a three (3) year term, with the terms of all Directors being staggered to ensure continuity of Board institutional knowledge. Upon resignation, removal, or other vacancy of a Director, a replacement will be elected to serve the remainder of their term.

IV.6. Term Limitations. Any Director may serve three (3) consecutive terms. Partial terms shall not be included toward the term limitation. Any individual who has reached their term limit may be eligible for re-election as a Director after a waiting period of two (2) years. Members may, by a two-thirds (2/3) majority vote, extend such term limitations up to an additional three (3) consecutive terms.

IV.7. Nomination and Election. The Board may serve as Nomination Committee or may create such committee, as provided for in Section VI.11. No candidate for the Board may serve on the Nomination Committee. The Nomination Committee will accept Director nominations and develop a slate of candidates. Any Member of the Association may submit their name in nomination for election to the Board. Any Member may nominate any other Member after securing the prospective nominee's approval. Director elections shall be conducted at the Annual Meeting by a simple majority Member Quorum vote.

IV.8. Removal or Resignation. Any Director who misses three (3) consecutive Board 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 resigned Director may be reinstated, upon their request, by a simple majority vote of the total number of Directors. A Director may be removed at any time by a two-thirds (2/3) majority vote of the total number of Directors at any Annual, regular, or special Meeting. A Director may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect either upon receipt or as specified in the notice. A Director may verbally resign during an Annual, regular, or special Meeting, provided the verbal resignation is documented in duly approved official Meeting minutes.

IV.9. Vacancies. Board vacancies shall be filled as follows:

- If more than one (1) year remains in the unexpired term, an election to fill the vacancy will be held at the next Meeting. The Secretary will notify Members of the vacancy and of the coming election through the Meeting materials, and Members will be encouraged to submit nominations for the position. The Board will proceed in accordance with Section IV.7.
- If one (1) year or less remains in the unexpired term, the Board shall elect, by simple majority Board Quorum vote, an eligible Member to finish the term.
- If the vacancy results in the number of Directors falling below the required minimum five (5), as stated in Section IV.2, the President may appoint an eligible Member to serve as a Director until an election can be held.

IV.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 Association policies.

V. Meetings of the Board

V.1. Annual, Regular, and Special Meetings. The Board shall hold an annual Board Meeting immediately after the Annual Meeting. Newly elected Directors shall immediately assume their positions. The Board shall elect Officers and conduct any other business brought before the Board. In addition to the annual Board Meeting, the Board shall have a minimum of three (3) regular Meetings during each membership term. Special Board Meetings may be called by the President upon the written request of three (3) Directors or by written petition of twenty (20) Members. Board Meeting locations shall be within the state of Oklahoma at a location designated by the President. In the absence of a Board Quorum, a simple majority vote of the Directors present may adjourn a Board Meeting to another place, date, or time. Notice of any Meeting adjourned and rescheduled in this manner shall be given as in Section III.5.

V.2. Voting. Each Director shall have one vote. Routine business and elections shall be determined by a simple majority Board Quorum vote. Except when the Law or these Bylaws require otherwise, a simple majority Board Quorum vote shall determine all other matters. Proxies may not be used. The Board shall implement reasonable measures to verify the identity and voting status of each Board Meeting participant. The Directors may vote by voice on all Meeting matters, but, prior to the vote, any Director can require voting by ballot. Ballots must clearly state the date of the vote, the names of those responsible for moving and seconding the action item, the person performing the function of Secretary, and the exact wording of the motion. All completed ballots must be returned to the Secretary or their

designee. If not returned in person, the Secretary must take reasonable measures to verify submitted ballots are valid.

- V.3. Notice. Notice of regular Board Meetings shall be provided to the Directors not less than ten (10) days prior to the meeting date. Notice of special Board Meetings shall be provided to the Directors not less than twenty-four (24) hours prior to the meeting date. Agendas for regular Board Meetings may be amended at the time of Meeting. Special Meeting agendas cannot be amended after they are shared in the official notice. Directors present at a Board Meeting shall be deemed to have waived notice of the Meeting.
- V.4. Action Without a Meeting. The Board may act without calling an official Meeting, provided a Board Quorum is present and a simple majority of all Directors subsequently sign a written waiver of notice or a written consent to accepting the results of that Meeting. All such waivers or consents shall be filed with the corporate records in lieu of official Meeting minutes.
- V.5. Procedures. The Board and committees shall conduct their Meetings in accordance with the standards detailed in Section III.12.

VI. Officers of the Board

- VI.1. Officers. The Officers will consist of a President, a Secretary, a Treasurer, and other Officers as deemed necessary by the Board. The Board will elect those officers from among the Directors.
- VI.2. Term of Office. Officers shall be elected at the Annual Board Meeting and hold their office until they resign, are removed by the Board, are unable to serve, or their term as Director has ended.
- VI.3. Appointed Officers. The Board may appoint, or empower the President to appoint, such other Officers as the business of the Association may require.
- VI.4. Removal and Resignation. Any Officer may be removed by a simple majority vote of the total number of Directors at any Annual, regular, or special Meeting. Any Officer may resign at any time by giving written 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 Board acceptance of the resignation shall not be necessary to make it effective. An Officer may verbally resign during an Annual, regular, or special Meeting, provided the verbal resignation is documented in duly approved official Meeting minutes.
- VI.5. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, or any other cause shall be filled by another Director, as selected by a simple majority Board Quorum vote.
- VI.6. Delegation of Duties. In case of the temporary 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 Officer is able to resume their duties or the next Annual Board Meeting, whichever occurs first.
- VI.7. 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. They shall preside over all Meetings of the Board and of the Members and shall sign the minutes of the Meetings over which they preside. At the Annual Meetings of the Members and the Board, they shall submit a detailed report of the Board's activities and actions taken during the prior year. The President shall have such other powers and perform such other duties as may be prescribed by the Members, Board, or Bylaws.

VI.8. Immediate Past President. The Immediate Past President shall serve as an advisor to the President for one (1) year following the end of their term as President.

VI.9. Secretary. The Secretary shall give notice of all Meetings as required by the Bylaws or by Law. If the Secretary is unable to attend a Meeting, they may delegate their duties to another Director for that Meeting. The Secretary shall keep minutes of all official Meetings, to include: the time and place of holding, the type of Meeting (i.e., Annual, regular, special), description of notice given, and the proceedings thereof. For Board and special Meetings, the Secretary shall also record the names of those present. They shall sign the minutes of the Meetings and ensure such minutes are available for approval at the next appropriate Meeting. The Secretary shall exhibit, upon request, the Bylaws and Meeting minutes. They shall also 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.

VI.10. 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. They shall ensure the books of account are open to inspection by any Member and provide a report of the Association's financial affairs at all Annual and regular Meetings. In addition, the Treasurer shall ensure the appropriate oversight and implementation of the Association's financial policies and procedures. The Treasurer shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

VI.11. 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 Chair of any committee or to delegate such appointive powers to any other appropriate Director. Each committee must include a minimum of two (2) Members, one (1) of whom must be a Director. 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.

VII. Indemnification and Insurance

VII.1. Indemnification. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association. The Association's Directors and Officers shall be fully indemnified by the Association to the extent allowed by Oklahoma state law. 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.

VII.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 them and incurred by them in any such capacity, or arising out of their 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.

VIII. Conflict of Interest

- VIII.1. Purpose. The purpose of the Conflict of Interest policy is to protect the tax-exempt status of this Association when it contemplates 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.
- VIII.2. Definitions. An Interested Person is any Director, Officer, Member, or committee member with a direct or indirect Financial Interest, as defined below. A Financial Interest exists when a 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 Conflict of Interest determination is made and recorded by the Board.
- VIII.3. Procedures. An Interested Person has the duty to disclose the existence of and details about any actual or possible Conflict of Interest to the Directors, Officers, and members of any committee considering the relevant proposed transaction or arrangement. Once a potential Conflict of Interest is identified, the Interested person may make a presentation to the Board of Directors about the Financial Interest and any material facts. After the presentation they shall leave the Meeting; if a Director, the Interested Person is disqualified from all subsequent discussion and voting about the Conflict of Interest. The Board shall discuss, and vote on, whether the transaction or arrangement constitutes a Conflict of Interest. If deemed necessary by the Board, the President may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Board of Directors shall determine by a simple majority Board Quorum vote whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable, and shall then decide whether to enter into the transaction or arrangement. If either the Board of Directors or general Members have reasonable cause to believe a Director or Member has failed to disclose actual or possible Conflicts of Interest, they 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. If, after hearing the Director's or Member's response, and after making further investigation as warranted by the

circumstances, the Board of Directors determines there has been a failure to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

- VIII.4. Records of Proceedings. The minutes of all Association proceedings related to a Conflict of Interest shall contain: (a) Interested Person's name(s), the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's final decision as to whether a Conflict of Interest was determined to exist; and (b) the names of all Directors 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.
- VIII.5. Compensation. A Director or Member who receives compensation, directly or indirectly, from the Association for services rendered is precluded from participating in discussions about or voting on matters pertaining to their own compensation.
- VIII.6. Annual Statements. Each Director and committee member 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 must engage primarily in activities which accomplish one or more of its tax-exempt purposes to maintain its federal tax exemption.
- VIII.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 an excess benefit transaction.
- VIII.8. Use of Outside Advisors. When conducting the periodic reviews as provided for in this Article VIII, the Association may 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.

IX. Construction

- IX.1. Affiliations. The Association has no formal affiliation with any other organization. However, the Association has informal relationships with the Association for Institutional Research, the Mid-America Association for Institutional Research, the Southern Association for Institutional Research, and the Society for College and University Planning. The Association may seek additional informal relationships as determined by the Members.
- IX.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.

- IX.3. Amendments. These Bylaws may be amended, revised, or repealed by the affirmative vote of two-thirds (2/3) majority of a Member Quorum at any Annual, regular, or special Meeting of the Members. Any Member of the Association may propose amendments to these Bylaws. All proposed changes to Bylaws must be provided to Members at least twenty (20) days prior to voting.

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