

**BYLAWS OF**  
**THE SOONER ROWING ASSOCIATION**  
**(DBA TULSA ROWING CLUB)**

Amended and Adopted February 2026

**Article 1: Name**

The name of this Corporation shall be the Sooner Rowing Association dba Tulsa Rowing Club. The registered office of the Corporation shall be located in the State of Oklahoma.

**Article II: Purpose**

The Corporation's purpose is as provided in Articles of Incorporation.

**Article III: Membership**

Any person or organization with an interest in the sport of rowing shall be eligible for membership and shall become a member upon payment of the dues that may from time to time be set by the Board of Directors. Each member in good standing shall be entitled to one vote upon each matter submitted to a vote of the members. The Board of Directors shall, from time to time, determine other privileges of membership, if any, and shall give notice to the members.

**Article IV: Meetings of Members**

**Section 1. Annual Meeting.** The Annual Meeting of the members shall be held at such place and time in February of each year as shall be designated by the President of the Board of Directors, for the purposes of electing Officers and Directors for the ensuing year and for the transaction of such business as may come before the meeting. The President may change the meeting date due to unforeseen circumstances to a time as soon as possible after the scheduled meeting, and will publish the notice to all members accordingly. Annual Meetings may be made accessible to members by remote communications equipment that ensures all persons participating in the meeting can hear each other and be heard.

**Section 2. Special Meetings.** Special meetings of the members may be called by the Board of Directors or by not less than ten per cent (10%) of the members having voting rights, at a place designated by the Board of Directors.

**Section 3. Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of members, and means of remote communication, if any, shall be delivered by electronic mail to each member entitled to vote at such meeting not less than ten (10) days before the date of the meeting, at the direction of the President or the Secretary, or the persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 4. Quorum.** Those members attending a properly called meeting shall constitute a quorum for the transaction of the business of the meeting.

**Section 5. Proxies.** There shall be no voting by proxy at any membership meeting.

### **Article V: Elections**

The election of the Board of Directors shall be held at the Annual Meeting as needed to fill vacant Board of Director positions.

- a. Directors shall be elected by the majority of those members voting at the Annual Meeting.
- b. The election process is conducted by the Nominating Committee. Any member in good standing may volunteer to sit on the Nominating Committee, but may not be elected to the Board of Directors for that election cycle.
- c. Nomination for election to the Board of Directors may be made either by the Nominating Committee or by write-in vote on the annual election ballot. Nomination forms shall be sent by electronic mail to all members in good standing. The Nominating Period will open 14 days before the Annual Meeting.

### **Article VI: Board of Directors**

**Section 1. General Powers.** The affairs of the Corporation shall be governed by its Board of Directors, who must be members of the Corporation. The Board may adopt rules and procedures, not inconsistent with the Articles of Incorporation, these by-laws, or applicable law, as it deems proper for the conduct of its meetings and the management of the Corporation.

**Section 2. Specific Duties.** In addition to the duties conferred upon the Board of Directors of any non-profit corporation by the statutes of the State of Oklahoma, as they now exist and may afterward be amended, the Board of Directors shall have the following specific duties:

- a. to establish, review and change, if necessary, from time to time, membership policy, dues and privileges.

b. to designate and appoint a Nominating Committee.

**Section 3. Number and Tenure.** The number of Directors of this Corporation shall be not less than three (3) or more than nine (9). The Directors shall consist of the Officers and At Large Directors.

- a. Each Director shall be elected for a two (2) year term at the Annual Meeting of the members, except as provided in Sections 5 or 6 of this Article. The Directors shall be classified by the Board of Directors, as follows:
  - i. CLASS 1 are those Directors whose term will terminate at the Annual Meeting in February 2027.
  - ii. CLASS 2 are those Directors whose term will terminate at the Annual Meeting in February 2028.

The members will elect the successors to CLASS 1 and CLASS 2 Directors whose terms expire that year to hold office for a term of two years.

- b. No Director may serve more than six consecutive years on the Board of Directors without a one-year absence from the Board of Directors.
- c. The immediate Past President will serve in an advisory role to the Board of Directors in a non-voting capacity for a one-year term immediately following the election of a new President. They shall be entitled to attend meetings of the Board and participate in discussions thereat, but shall not be entitled to vote at such meetings.
- d. The Chairman Emeritus will serve as an advisory role to the Board of Directors in a non-voting capacity until such time as this position shall be vacant through attrition, at which time the position shall cease. They shall be entitled to attend meetings of the Board and participate in discussions thereat, but shall not be entitled to vote at such meetings.

**Section 4. Nomination and Election.** Directors shall be elected by the majority of those members voting at the Annual Meeting, as outlined in Article V. Elections, above.

**Section 5. Removal From Office.** Any Director may be removed from office, either with or without cause, by two-thirds votes of those members present at any properly warned meeting of the Corporation. Any Board member missing three (3) or more consecutively called meetings may be asked by the Executive Committee to resign.

**Section 6. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the Board of Directors, and a person appointed to fill a vacancy shall serve until the next scheduled election, when the membership shall choose someone to fill the position.

**Section 7. Regular Meetings.** The Board of Directors may provide, by resolution, for the time and place for holding regular meetings without other notice than such

resolution. Regular meetings shall be held at the principal office of the Corporation in the absence of any designation to the contrary in the resolution.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, and shall be held at the principal office of the Corporation or at such place as the Directors may determine. Notice of any special meeting shall be given at least five (5) days previous by written notice delivered by electronic mail to each Director via the contact information as indicated in the records of the Corporation.

**Section 9. Quorum.** One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 10. Board Decisions.** The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

**Section 11. Compensation.** The Directors shall receive no compensation for their service on the Board, but they may be reimbursed for actual expenses incurred by them in the performance of their duties. Nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity and from receiving reasonable compensation for those services.

## **Article VII Officers**

**Section 1. Principal Officers.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. No person may hold more than one office at the same time. Each person who is elected as President of the Corporation must have served for at least one (1) full year as a member of the Board of Directors, either as an elected Director or as an Officer, prior to election. All Officers must be members of the Corporation.

**Section 2. Election and Terms of Office.** Officers shall be elected by the Board of Directors at the Annual meeting for a two (2) year term. Any elected term to the Board of Directors takes supremacy over any elected term as an Officer; if elected to an Officer position in the second year of a two-year Board of Director term, the Officer must be re-elected at the Annual Meeting by the Members to a Board of Director position in order to remain serving on the Board of Directors and as an Officer.

**Section 3. Removal.** Any Officer elected or appointed may be removed, after recommendation of the Board of Directors, at a special meeting of the membership called for that purpose.

**Section 4. Vacancies.** A vacancy in any office for any reason may be filled by the Board of Directors, and the person appointed shall serve until the next annual election.

**Section 5. Powers and Duties.** The Officers shall have such powers and shall perform such duties as may be specified from time to time by resolution or directives of the Board of Directors. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of persons of the same title serving in non-profit corporations having the same or similar purposes and objectives as the purposes and objectives of this Corporation.

### **Article VIII: Executive Committee**

**Section 1. Authority.** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate two (2) or more of the Directors to constitute an Executive Committee, which Committee shall have and exercise all of the authority of the Board of Directors, and, subject to the proviso following immediately hereafter, any action of the Executive Committee shall be deemed to be the action of the Board of Directors and may be so certified by the Officers of the Corporation; provided that such Executive Committee shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors.

**Section 2. Meetings.** A meeting of the Executive Committee may be called by its Chairman upon five (5) days written notice. A majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee

### **Article IX: Committees**

**Section 1. Nominating Committee.** The Board of Directors shall, not less than fourteen (14) days prior to the annual election, appoint a Nominating Committee, whose function shall be to nominate candidates for the Board of Directors and for Officers, as provided elsewhere in these Bylaws.

**Section 2. Other Committees.** The President may designate and appoint other committees as needed from among the Board of Directors or general membership of the Corporation. These committees shall not have or exercise the authority of the Board of Directors of the Corporation, except by specific resolution adopted by the Board.

## **Article X: Contracts and Financial Matters**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts or Orders.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or officers, agent or agents of the Corporation, and in such a manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

## **Article XI: Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members and Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any members, or his agent or attorney, for any proper purpose at reasonable times.

## **Article XII: Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January of each year and end at midnight of the 31st day of December of that year.

## **Article XIII: Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Articles of Association or by the Bylaws of this 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 the notice.

#### **Article XIV: Amendment of the Bylaws**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, after proposal for amendment, alteration, or repeal either by the Board of Directors or by 2/3 of the membership duly warned for the purpose. Authority to adopt, alter or repeal bylaws of the corporation relating to the government of the corporation and all other matters except those relating to members is vested in the Directors. Authority to adopt, alter, or repeal the bylaws of the corporation relating to members is vested in the Members of the corporation.

These Bylaws shall supersede all previous Bylaws, and shall be fully effective upon the proper repeal of previous Bylaws.

**Adopted: February 17, 2026**