

**SPRING CREEK COALITION
AMENDED AND RESTATED BYLAWS**

Preamble

Spring Creek Coalition advocates the right and responsibility of individuals to protect their natural resources. *It is the mission of Spring Creek Coalition to unite as citizens and actively engage in the preservation of the Spring Creek Watershed.*

ARTICLE I

Name

Section 1. The name of this organization shall be “Spring Creek Coalition (SCC)”.

Section 2. SCC is incorporated under the laws of the state of Oklahoma as a not-for-profit organization.

Section 3. SCC’s principal place of business is currently in Peggs, OK.

ARTICLE II

Goals

Section 1. SCC shall serve as a clearing-house for the exchange of information about Spring Creek.

Section 2. SCC shall support periodic chemical, physical, and biological assessments of Spring Creek at representative locations along the creek, from headwaters to the point of discharge into Ft. Gibson Reservoir.

Section 3. SCC shall promote ongoing education outreach programs to residents, landowners, schools and businesses within the SCC watershed.

Section 4. SCC does not have regulatory authority but will consider support for individuals who foresee a threat to the integrity of the watershed.

Section 5. SCC will enlist the active assistance and cooperation of landowners and users of Spring Creek and its tributaries in preserving, protecting, and restoring the water and natural beauty of Spring Creek, its tributaries and adjacent lands.

ARTICLE III
Members

Section 1. Spring Creek Coalition shall have no stock. The ownership shall be held by the body of members as herein defined.

Section 2. The membership consists of individuals and groups who support the goals of Spring Creek Coalition and who are current with payment of membership dues.

Section 3. Membership dues shall be set by the Board and approved by the membership at the Annual Business Meeting.

Section 4. Memberships are not transferable

Section 5. Membership Powers. The membership of Spring Creek Coalition is entitled to elect its Directors and suggest SCC policies at the Annual Business Meeting. Proposed changes to SCC policy by the membership shall be submitted in writing to the Board of Directors no later than twenty-one (21) days prior to the Annual Business Meeting.

ARTICLE IV
Limitations

Section 1. SCC shall not accept earmarked funds or donations encumbered in any way.

Section 2. SCC shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

Section 3. SCC shall not enter into any contractual agreements committing to services, responsibility, liability, or financial obligation or performance, unless approved by a majority of the Board of Directors.

ARTICLE V
Board of Directors

Section 1. Number. SCC shall be managed by a Board of Directors consisting of at least three (3) but not more than eleven (11) members.

Section 2. General Powers. The Board of Directors shall establish and carry out activities designed to meet the goals of SCC and otherwise manage the affairs of SCC.

The Board shall establish all policies of SCC, govern all activities of Spring Creek Coalition, and shall exercise general guidance for all Officers and Committees. It may appoint persons to fill any vacancies in offices until membership election at the next Annual Business Meeting and shall develop an annual budget.

Section 3. Election. The Directors shall be elected by majority of eligible members voting in person, by proxy, or by absentee ballot at the Annual Business Meeting or at any Special Meeting duly called for that purpose. Only one vote per membership can be accepted.

Section 4. Term. Each Director shall serve for a term of three (3) years. A person shall not serve as a member of the Board of Directors consecutively for more than two (2) full terms of office, unless such restriction is specifically waived by resolution of the members for good cause. Following one year absence from serving on the Board, an elected member may again serve as Director.

Section 5. Nominations. A Nominating Committee may be appointed by the Board of Directors. The Committee will select its own Chairperson. The Nominating Committee shall contact candidates prior to nomination to ensure they are available and willing to fulfill their obligations if elected. The Nominating Committee shall present to the Board of Directors a proposed slate of candidates at the December Board Meeting.

Nominations for Director may also be submitted by members, provided nominees are available and willing to fulfill their obligations if elected. Nominees shall be submitted to the Board no later than twenty-one (21) days prior to the Annual Business Meeting or Special Meeting.

Section 6. Regional Representatives. SCC shall recognize four regions within the Spring Creek watershed:

- Region 1 – Kansas to Rocky Ford (Delaware County)
- Region 2 – Rocky Ford to Peggs (Cherokee County)
- Region 3 – Snake Creek watershed from Hwy 82 to Leach (Mayes & Delaware County)
- Region 4 – Cherokee County Line to Cedar Crest (Mayes County)

The Board of Directors shall strive to have at least one representative from each of the above four regions. This person shall reside or own property in the region they represent. There are no such stipulations for other directors. There shall not be a majority of representatives residing in or owning property or business in the same region.

Section 7. Resignations. Any Director of the SCC may resign at any time by giving written notice to the Board or to the Secretary of the SCC. Any such resignation shall take effect immediately upon its receipt or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal. A Director may be removed from the Board due to excessive absence or failure to fulfill his/her obligations, which shall require a two-thirds (2/3) majority vote of the Board of Directors. The Board shall, within 30 days of such vote for removal notify, in writing, any Director removed from the Board.

Section 9. Vacancies. Except as otherwise provided in the Certificate of Incorporation, any vacancy in the Board, whether because of death, resignation, disqualification, an increase in the number of directors, or any other cause, may be filled by vote of the majority of the remaining directors, although less than a quorum. Each director so chosen to fill a vacancy shall hold office until such director's successor is elected at the next Annual or Special Business Meeting or until such director resigns or is removed.

ARTICLE VI

Officers

Section 1. There shall be four elected officers: President, Vice-President, Treasurer, and Secretary. Any one person can hold any number of offices.

Section 2. The President shall:

1. serve as the Executive Officer of SCC
2. preside at all meetings of the members and Directors
3. have general and active management of the business of the Coalition and see that all orders and resolutions of the Board of Directors are carried into effect
4. appoint committees necessary to carry on the business of the Coalition
5. be ex-officio member of all standing committees
6. have authority to sign checks
7. facilitate and motivate fellow officers with proper delegation of their assignments
8. define clearly fellow officers' duties and responsibilities
9. facilitate the setting of objectives and priorities of the Coalition

Section 3. The Vice President shall:

1. perform the duties and exercise the powers of the President in his/her absence or disability
2. assist the President with the development of meetings and implementation of Coalition policies
3. take on any duties specifically assigned by the President

Section 4. The Treasurer shall:

1. maintain the financial records of the Coalition
2. have authority to sign checks
3. develop a proposed budget to present at the Annual Business Meeting
4. report the current status of finances at board meetings
5. maintain a current record of the names and addresses of members entitled to vote

Section 5. The Secretary shall:

1. record and distribute the minutes of member and board meetings
2. give notice of all meetings
3. see that the reports, statements, certificates, and all other documents required by law or pertinent to the historical documentation of SCC activities are current

Section 6. Upon leaving office, Officers shall turn over to the Board of Directors all records in their possession.

ARTICLE VII Election of Officers, Etc.

Section 1. Officers shall be elected annually by the Board of Directors from their number. Terms of office shall be for one year, which shall run from January through December.

Section 2. There is no restriction on the number of terms an officer may serve.

Section 3. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for the regular appointments to such office.

ARTICLE VIII Meetings

Section 1. Annual Business Meeting – The Annual Business Meeting shall be in the first quarter of each year for the purpose of hearing the report of the Board on the affairs of SCC for the past year, discussing and approving the budget, and transacting any other business which may properly come before the meeting.

The Board of Directors shall ensure written notification to the membership of the Annual Business Meeting no less than fourteen (14) days prior to the date of the meeting.

Section 2. The Board of Directors shall meet as often as necessary to conduct the business of SCC, but no less than quarterly.

Section 3. Meeting Place and Participation. The Board may hold any of its meetings at any place as the Board may designate. Directors may participate in any regular or special meeting of the Board or any meeting of a committee designated by such Board by means

of telephone, computer conference, or similar communications equipment pursuant to which all persons participating in such meeting can hear each other; such participation shall constitute presence in person at such meeting.

Section 4. Regular Meetings. Regular meetings of the Board may be held at such times as the Board shall from time to time by resolution determine. Except as provided by law, notice of regular meetings need not be given.

Section 5. Special Meetings.

(a) Special meetings of the Board may be called at any time by the President of the board, by any three Directors, or upon written application of five (5) members. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which all Directors shall be present, even though without any notice, any business may be transacted.

(b) Notice, including the purpose, of all special meetings shall be given to each Director by mailing notice at least four (4) days before the meeting or by two (2) days' service of notice by telephone, electronic mail, facsimile, or personally. If the President, or three of the Directors determine that a special meeting of the Board on short notice is necessary, then notice may be given by telephone not less than four hours in advance of the meeting. Such notice may be waived by any Director and any meeting shall be a legal meeting without notice having been given if all the Directors shall be present or if those not present shall, either before or after the meeting sign a written waiver of notice of, or a consent to, such meeting or shall, after the meeting, sign the approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 6. Quorum and Manner of Acting. Except as otherwise provided in the Certificate of Incorporation, the Bylaws, or by law, the presence of a majority of the Directors shall be required to constitute a quorum for the transaction of business at any meeting of the Board, and all matters shall be decided at any such meeting, a quorum being present, by the affirmative votes of a majority of the Directors present. In the absence of a quorum, a majority of Directors present at any meeting may adjourn the same until a quorum is present. Notice of any adjourned meeting need not be given.

Section 7. Action by Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board or such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or such committee.

Section 8. Compensation. No salary shall be paid directors for their services as directors; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. Waiver of Notices. Whenever notice is required to be given by the Bylaws or the Certificate of Incorporation, or by law, the person entitled to such notice may waive such notice in writing, either before or after the time stated therein, and such waiver shall be deemed equivalent to notice.

ARTICLE IX Limitation of Liability

Section 1. The members, directors, and officers of SCC shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or making any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE X Fiscal Year

Section 1. The fiscal year of the SCC shall begin on the first day of January and end on the last day of December in each year, unless otherwise designated by the Board of Directors.

ARTICLE XI Finances and Dissolution

Section 1. The Board of Directors shall acknowledge receipt of the current statement presented by the Treasurer at each meeting.

Section 2. The Board of Directors shall annually establish dollar limitations on expenditures which can be made without Board approval. Expenditures exceeding the established amount shall require a two-thirds (2/3) majority vote by the Board of Directors.

Section 3. All disbursements shall be by numbered checks drawn by authorized Officers (President or Treasurer). All income and expense shall be recorded by the Treasurer.

Section 4. In the event of dissolution, all assets, both real and monetary, shall be utilized to pay any outstanding debts of the SCC. Remaining assets will be distributed to appropriate conservation organizations at the discretion of the current Board of Directors in compliance with the limitation imposed by the certificate of incorporation. Spring Creek Watershed shall remain as first priority.

ARTICLE XII Amendments

Section 1. These bylaws may be altered, amended or repealed and new bylaws be adopted by a majority of the directors present at any regular or special meeting of the board, if at least thirty (30) days written notice is given to each director of intention to alter, amend or repeal, or to adopt new bylaws at such meetings.

“Present” is defined as in person, by telephone, computer conference, or similar communications equipment pursuant to which all persons participating can hear each other.

Membership may propose alterations, amendments, repeals or additions to the bylaws by submitting them in writing to the Board of Directors.

These Bylaws revised and adopted this _15th_day of _January____, year _2011____

Certified by the Secretary on behalf of the organization.

Signature of the Secretary of the Board of Directors – Patricia Himes