

TULSA GLOBAL ALLIANCE, Inc.

BY-LAWS

**BYLAWS
OF
TULSA GLOBAL ALLIANCE, INC.**

**ARTICLE I
NAME AND PURPOSES**

The name of the Corporation shall be Tulsa Global Alliance, Inc., and the Corporation shall also be known and referred to by the acronym “TGA”. The Corporation is formed as a not-for-profit corporation to provide the following services:

(a) Increase global awareness, understanding and activities in Northeastern Oklahoma by hosting international visitors, facilitating Sister Cities activities, promoting global education, assisting with international trade development, cooperating with international organizations and serving as a resource for area governments, businesses, educational institutions, organizations and residents.

(b) Initiate the establishment of and thereafter, maintain and coordinate international relationships between the City of Tulsa, Oklahoma, and selected cities in other countries, in economic, cultural and educational spheres.

**ARTICLE II
DEFINITIONS**

“Certificate of Incorporation” shall mean the Certificate of Incorporation or Certificate of Merger of the Corporation, as the same may be amended from time to time.

“Members” shall mean those persons/families/companies whose dues are paid during the current fiscal year.

“Required by law” shall mean as required from time to time by the Oklahoma General Corporation Act or the Certificate of Incorporation.

“Director(s)” shall mean elected or appointed member(s) of the Board of Directors.

ARTICLE III MEMBERS

Section 3.01. Procedure for Selection of Members

Criteria for membership in the Corporation, including membership dues levels, shall be established by the Board of Directors and may be altered from time to time by the Board.

Section 3.02. Members and Voting

Only members in good standing shall be eligible to vote at any meeting or for any other purpose and shall be on the basis of one vote for each person/family/company. The vote for each family/company membership shall be exercised as such members among themselves determine. Under no circumstances shall more than one vote per family/company membership be cast.

Section 3.03. Suspended Members

A suspended member shall be one who shall be in default in payment of any annual membership dues as levied by the Board of Directors. A suspended member may neither exercise any voting rights nor use any facilities owned, leased or operated by the Tulsa Global Alliance.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Annual Meeting

An annual meeting of the members, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such place on such date, and at such time as the Board of Directors shall determine, which date shall be within thirteen months subsequent to the last annual meeting of the members. Unless otherwise fixed by the Board of Directors, the annual meeting of the members shall be held in June, at a time and place to be announced by the Board not less than thirty (30) days before the annual meeting.

Section 4.02. Special Meetings

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by a majority of the Board of Directors or by the Chair of the Board and shall be held at such place, on such date, and at such time as they shall fix.

Section 4.03. Notice of Meetings

Notice of the place, date, and time of all meetings of the members shall be given not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held to each member entitled to vote at such meeting, except as otherwise provided herein or required by law. Notice of a special meeting of the members shall also state the purpose or purposes for which the meeting is called.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date, and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 4.04. Quorum

At any meeting of the members, twenty-five (25) members, present in person, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law.

If a quorum shall fail to attend any meeting, the chair of the meeting or a majority of the members entitled to vote who are present may adjourn the meeting to another place, date or time.

ARTICLE V
BOARD OF DIRECTORS

Section 5.01 Number and Term of Office

The number of directors who shall constitute the whole Board shall be such number as fixed from time to time by the Board of Directors. Except as otherwise required by law, each director shall be elected at an annual meeting of the members for a term of one (1) year or until their successor is elected. An individual director may not serve more than six (6) consecutive terms on the Board of Directors.

In addition to the directors who are elected by the membership, the President shall have authority to appoint up to five (5) additional directors who shall be voting members of the Board.

Section 5.02. Nominations

Nominations for the Board of Directors shall be made by at least a three (3) member Nominating Committee, formed in compliance with Section 7.02 of these by-laws.

Prior to the annual membership meeting, the Nominating Committee shall submit a slate of nominees to the Board of Directors. In addition to the nominations submitted by the Nominating Committee, at the annual meeting any member of the Corporation may nominate any member in good standing of the Corporation to serve on the Board of Directors. In such event, an election may be held in accordance with procedures established for the meeting and in accordance with Article IV of these bylaws.

Section 5.03. Vacancies

If the office of a director becomes vacant by any reason, a majority of the directors remaining in force, although less than a quorum, may elect a successor for the unexpired term and until the successor is elected.

Section 5.04. Regular Meetings

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall be required.

Section 5.05. Special Meetings

Special meetings of the Board of Directors may be called by one-quarter of the directors then in office or by the Chair of the Board and shall be held at such place, on such date, and at such time as they shall fix. Notice of the place, date, and time of each such special meeting shall be given to each director, by whom it is not waived, by mailing written notice not less than three (3) days before the meeting or by telegraphing or personally delivering the same not less than eighteen (18) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5.06. Quorum

At any meeting of the Board of Directors twelve (12) directors shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting, a majority of the directors present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 5.07. Participation in Meetings by Conference Telephone

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section 5.08. Conduct of Business

At any meeting of the Board of Directors at which a quorum of the directors is present, business shall be transacted in such order and manner as the Chair of the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken, by the Board of Directors, without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 5.09. Powers

The Board of Directors may, except as otherwise required by law, exercise all

such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the unqualified power:

- To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
- To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;
- To remove any officer or director of the corporation with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;
- To confer upon any officer of the Corporation the power to appoint, remove and suspend subordinate officers and agents;
- To adopt from time to time regulations not inconsistent with these bylaws, for the management of the Corporation's business and affairs, a written statement of which shall be maintained with the minutes of the proceedings of the Board of Directors.
- To determine the staffing needs of the Corporation, to employ professional staff members from time to time and to establish compensation and benefits for the employees of the Corporation, including the Executive Director and such other paid employees as may be required.
- To establish and alter from time to time the dues structure of the Corporation and allocate expenditures of the funds of the Corporation.

Section 5.10. Compensation of Directors, Director's Dues

Directors may not receive fees or other compensation for their services as directors. In lieu of regular membership dues, directors shall be assessed annual dues in an amount to be determined from time to time by the Board of Directors.

ARTICLE VI OFFICERS

Section 6.01. General

The officers of the Corporation shall consist of:

- Chair of the Board
- Vice Chair, Development and Finance
- Vice Chair, International Visitors and Organizations
- Vice Chair, Global Education
- Vice Chair, Sister Cities
- Vice Chair, International Trade and Business Relations
- Vice Chair, Community Awareness
- Secretary/Treasurer

who shall hold the offices and perform the duties as hereinafter set forth. Officers shall be elected by the Board of Directors for one (1) year terms. The Board of Directors shall consider that subject at its first meeting of the Board after every annual meeting of members. The Chair of the Board for the prior year shall preside over the election of officers at the first meeting of the Board after every annual meeting of members. Each officer shall hold office until their successor is elected or until their earlier resignation or removal.

Section 6.02. Chair of the Board

The Chair of the Board shall

- preside at all meetings of the Board of Directors and Executive Committee
- be the senior officer of the Corporation
- be responsible for overall planning and policy, including oversight of the organization's activities as they relate to the organization segment of the Long Range Plan
- have supervisory responsibility for the general management and control of the affairs and business of the Corporation

- perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to the Chair of the Board by the Board of Directors
- have power to sign all contracts and other instruments of the Corporation which are authorized
- have general supervision and direction of all of the other officers and agents of the Corporation.
- have power to vote and otherwise act on behalf of the Corporation, in person or by proxy, at any meeting of shareholders of or with respect to any action of shareholders of any other corporation in which this Corporation may hold securities and otherwise to exercise any and all rights and powers which this Corporation may possess by reason of its ownership of securities in such other corporation.
- appoint a member of the Executive Committee to act as Chair of the Board during the Chair of the Board's absence.

Section 6.03. Vice Chair, Development and Finance

The Vice Chair, Development and Finance, shall

- oversee the implementation of activities associated with the finance segment of the Long Range Plan
- perform other duties as the Board of Directors shall prescribe

Section 6.04. Vice Chair, International Visitors and Organizations

The Vice Chair, International Visitors and Organizations, shall

- oversee the activities associated with NCIV's International Visitors Program
- oversee the implementation of activities associated with the International Visitors' and International Organizations' segments of the Long Range Plan
- perform other duties as the Board of Directors shall prescribe

Section 6.05. Vice Chair, Global Education

The Vice Chair, Global Education, shall

- oversee TGA's educational programs and activities throughout Northeastern Oklahoma

- facilitate the implementation of activities associated with the Global Education segment of the Long Range Plan
- performing other duties as the Board of Directors shall prescribe

Section 6.06. Vice Chair, Sister Cities

The Vice Chair, Sister Cities, shall

- perform the facilitating function for TGA's various Sister Cities
- coordinate new Sister City initiatives
- help Sister City committees in following the guidelines of TGA
- oversee the activities associated with the Sister Cities segment of the Long Range Plan
- perform other duties as the Board of Directors shall prescribe

Section 6.07. Vice Chair, International Trade and Business Relations

The Vice Chair, International Trade and Business Relations, shall

- coordinate the activities of TGA's Advisory Board
- oversee implementation of activities associated with the International Trade Development and Community Resource segments of the Long Range Plan
- perform other duties as the Board of Directors shall prescribe

Section 6.08. Vice Chair, Community Awareness

The Vice Chair, Community Awareness, shall

- oversee the organization's public relations activities and implementation of programs associated with the Community Awareness segment of the Long Range Plan
- perform such duties as the Board of Directors shall prescribe

Section 6.09. Secretary/Treasurer

The Secretary/Treasurer shall

- have custody of the corporate records and corporate seal, all monies and securities of the Corporation
- regularly review books of account
- make such disbursements of the funds of the Corporation as are proper
- ensure the use of accepted accounting principles
- render from time to time an account of all such transactions and of the financial condition of the Corporation
- performing such duties as the Board of Directors shall prescribe

Section 6.10. Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provisions thereof.

ARTICLE VII COMMITTEES

Section 7.01. Executive Committee

The Executive Committee shall serve at the pleasure of the Board of Directors. The composition of the Executive Committee may be altered from time to time by the Board. Unless and until otherwise fixed by the Board, the Executive Committee shall consist of the officers of the Corporation and the Mayor's Liaison. The Board of Directors may designate other directors as alternative members who may replace any absent or disqualified member at any meeting of the Executive Committee. The Executive Committee shall, at the direction of the Board of Directors, exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but the Executive Committee shall have no power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the property and assets of the Corporation, recommending to the members a dissolution of the Corporation or a revocation of a dissolution, or amending the bylaws of the Corporation. In the event any member of the Executive Committee (and any alternate) is absent or disqualified from voting, the other members of the Executive Committee present at the meeting and not disqualified

from voting, whether or not they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

The Executive Committee of the Board of Directors shall consist of the following voting and non-voting, ex-officio positions:

(a) Voting positions shall consist of the: Chair of the Board; Vice Chair, Development and Finance; Vice Chair, International Visitors and Organizations; Vice Chair, Global Education; Vice Chair, Sister Cities; Vice Chair, International Trade and Business Relations; Vice Chair, Community Awareness and Secretary/Treasurer.

(b) Non-voting, ex-officio positions shall consist of the Mayor's Liaison.

The Chair of the Board of the Corporation may vote on all issues presented for a vote of the Executive Committee. In the event of a tie vote, the issue shall be decided by the vote of the Chair of the Board. A quorum of the Executive Committee shall consist of four (4) voting members.

Section 7.02. Nominating Committee

A Nominating Committee shall be formed for the purpose of nominating new Board members and officers of the Corporation. The committee shall be appointed annually at the first meeting of the Board of Directors following the annual membership meeting. The Chair of the Board shall recommend a Board member to serve as Chair of the Nominating Committee and the Executive Committee shall recommend two Board members to serve as members of the Nominating Committee, with such recommendations subject to approval or substitution by the Board.

Section 7.03. Sister Cities Partnership Committee

Each existing and future Sister Cities Partnership shall have a Partnership Committee composed of directors and community volunteers. Each committee shall serve at the pleasure of the Board and shall be chaired by a director.

Section 7.04. Other Committees of the Board of Directors

The Chair of the Board or the Board of Directors, upon approval of the Board, may from time to time designate other committees of the Board, with such lawfully delegatable powers and duties as it thereby confers. Each committee shall be composed of directors and, if desired, community volunteers. In the event any member of any committee is absent or disqualified from voting, the members of the committee present at the meeting and not disqualified from voting, whether or not they constitute a quorum, may by unanimous vote appoint another director to act at the meeting in the place of the absent or disqualified member.

**ARTICLE VIII
NOTICES**

Section 8.01. Notices

Whenever notice is required to be given to any member, director, officer, or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by means of confirmed facsimile transmission to a telephone number designated by the intended recipient, by electronic mail to an address designated by the intended recipient, by depositing a writing in a post office or letter box in a postpaid, sealed envelope, or by dispatching a prepaid telegram, addressed to such member, director, officer, or agent at their address as the same appears on the books of the Corporation. The time when such notice is dispatched shall be the time of the giving of the notice.

Section 8.02. Waivers

A written waiver of any notice, signed by a member, director, officer, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director, officer or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

**ARTICLE IX
MISCELLANEOUS**

Section 9.01. Facsimile Signatures

Facsimile/electronic signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors.

Section 9.02. Corporate Seal

The Board of Directors may provide a suitable seal containing the name of the corporation and the word “Oklahoma”, which seal shall be placed in the custody of the Secretary.

Section 9.03. Fiscal Year

Until otherwise determined by the Board of Directors, the fiscal year shall be the calendar year.

Section 9.04. Time Periods

In applying any provision of these bylaws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded and the day of the event shall be included.

Section 9.05. Indemnification

To the fullest extent that the Oklahoma General Corporation Act permits the limitation or elimination of the liability of directors and officers of not-for-profit corporations, no director or officer of this Corporation shall be liable to this Corporation or its members for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify its officers and directors to the fullest extent permitted by the Oklahoma General Corporation Act. No amendment to or repeal of this provision of these bylaws shall have any effect on the liability or right to indemnification of any director or officer of this Corporation with respect to any acts or omissions occurring prior to the time of such amendment or repeal.

Section 9.06. President & Chief Executive Officer and Staff

The Board of Directors may appoint a President and Chief Executive Officer (CEO) who shall be an employee of the Corporation and serve at the pleasure of the

Board. The President and CEO shall have charge of the management of the day-to-day activities of the Corporation, subject to the direction of its officers and the supervision of the Board. The President and CEO shall normally attend all meetings of the Board and Executive Committee, with voice but no vote. The Board shall approve all positions of paid staff, who shall be appointed by and serve at the pleasure of the President and CEO.

**ARTICLE X
AMENDMENTS**

These bylaws may be amended or repealed by the Board of Directors at any Board meeting or by the members at any meeting, provided that thirty (30) days prior notice of such meeting shall be given, which notice shall include the text of any proposed amendments, and approval of any amendments shall be by a two-thirds majority vote of those entitled to vote thereon.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Tulsa Global Alliance, Inc., an Oklahoma based not-for-profit corporation;
2. That the foregoing bylaws comprising _____ pages constitute the bylaws of said corporation as duly adopted by the Consent of Board of Directors effective _____.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____ 2002.

, Secretary

[SEAL]

Note: This document was edited in January of 2007 when it was discovered that some data entry errors had been made when the bylaws were amended in 2002. No changes were made to the document approved by the board.