

AMENDED AND RESTATED BYLAWS

OF THE

ELECTRIC POWER INFRASTRUCTURE CLUB OF OKLAHOMA

ARTICLE I. CORPORATION DEFINED:

1.1 Name:

The name of the not for profit corporation is Electric Power Infrastructure Club of Oklahoma, (“the Corporation”).

1.2 Purpose:

The purpose of the Corporation is as follows:

- a) To connect parties across the various sectors within the electric power infrastructure industry (“the Industry”);
- b) To advance engineering, operations, construction and maintenance practices for the Industry;
- c) To improve communications in the Industry;
- d) To provide scholarships to post-secondary school students who are members of the Corporation or their family members.

1.3 Tax Exempt Status:

The Corporation is a not-for-profit membership corporation, organized under the laws of the State of Oklahoma. As a business league, the Corporation is exempt from federal and state income tax under Section 501 (c)(6) of the Internal Revenue Code. The Corporation may do all things and perform all acts permitted for a not-for-profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II. LOCATION:

2.1 Principal Office:

The Corporation may change its Principal Office from one location to another, but must notify the Internal Revenue Service and the Oklahoma Secretary of State of such change.

2.2 Registered Office:

The registered office of the Corporation will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

ARTICLE III. MEMBERSHIP:

3.1 Membership Classification:

There shall be one (1) class of voting Members. Members shall have one (1) vote. Any reference to Members in these Bylaws will refer to voting Members only. Those individuals desiring to be a Member shall complete the appropriate application process set forth in Section 3.4.

The Board of Directors of the Corporation (the "Board") may provide for various levels of dues and benefits for each Membership Classification with a minimum of sixty (60) days' notice to the Membership. The Board may provide for other categories of membership; however, unless otherwise determined by the Board, such categories shall be non-voting members of the Corporation.

Honorary Members shall not be entitled to voting rights and shall obtain Honorary Membership status pursuant to Section 3.4.

3.2 Dues:

Membership dues shall be established by the Board. The Membership of the Corporation shall be provided a dues structure either electronically or in writing. A change in dues structure shall not become effective until posted and after the Membership has held at least one regularly scheduled meeting.

3.3 Membership Duties and Rights:

- a) Members elect and/or remove the Directors and Officers of the Corporation;
- b) Members must maintain current dues to be entitled to membership benefits including voting rights;
- c) Members must maintain a professional demeanor when acting in their capacity as a member of the Corporation when acting on behalf of the Corporation, and at meetings or events held on behalf of or hosted by the Corporation.
- d) Members must abide by the Bylaws and policies established by the Board and any Federal and State laws affecting the Corporation; and,
- e) Members vote on the following:
 - i. Amendment(s) to the Certificate of Incorporation;
 - ii. A dissolution or merger; or,
 - iii. The sale of assets other than in the regular course of activities.

3.4 Membership Application Requirements:

The following application requirements must be met for individuals to become Members of the Corporation.

- a) An individual must file an Application for Membership, which shall be made on forms, electronic or other, prescribed by the Board of Directors.
- b) All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.
- c) The Board may establish an Advisory Council for purposes of reviewing Membership Applications; the Advisory Council, if any, shall report any Membership application not recommended for approval to the Board as administrative oversight.
- d) Honorary Members will not complete an application but must be nominated and then selected through a vote of the Board of Directors.

e) The Board, or Advisory Council so designated by the Board, shall have the right to grant or reject any Membership Application or Honorary nomination, at the sole discretion of the Board.

3.5 Membership Term:

The Membership Term shall be the same as the Calendar Year. Membership belongs to the individual and is not transferrable or assignable.

3.6 Attainment, Removal, Censure, or Suspension:

All Members are to maintain an appropriate level of professionalism in all matters affecting the Membership pursuant to Section 3.3. Any Member may be removed for failure to maintain such level of professionalism. In addition, any Member may be removed with or without cause by a two-thirds (2/3) majority vote of the Membership. The decision of the Membership shall be final. Any member who has been removed, censured or suspended shall not be entitled to any of the rights or benefits of the Corporation or be permitted to take part in any of the meetings or activities until reinstated in the Corporation.

Any Member who is delinquent on dues shall be automatically removed from the Membership until such Member pays the delinquent dues in full. A Member who is delinquent on dues shall not be entitled to Membership benefits.

Any Member may voluntarily terminate their Membership in the Corporation at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member who voluntarily terminates their Membership, or is removed as a Member, shall not be refunded the annual dues.

3.7 Reinstatement of Membership:

After a Membership is terminated, a Member may be reinstated by a majority of vote of either the Membership or the Board at any meeting of either the Membership or the Board. The Membership's decision after review of the appeal shall be final with no further appeal process.

3.8 Membership List:

No Member or individual, with the exception of the Board, shall use the Membership List, including the Membership Directory or other contact database, of the Corporation for anything other than regular industry purposes, without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to current dues paying Members entitled to voting rights; all prior members which have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Corporation's mailing list; and, all individuals wishing to receive information from the Corporation.

ARTICLE IV. MEETINGS OF THE MEMBERSHIP:

4.1 Meetings:

Regular meetings will be held a minimum of four (4) times per year as determined by the President or the Board.

A special meeting of the Membership may be called by the written consent of any twenty five (25) Members or by a majority vote of the Board. Only business contained in the notice of a special meeting may be acted upon by the Membership.

The President of the Corporation shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

4.2 Notice of Meetings:

All notices may be provided via written electronic transmission, including via the Corporation's website. Notice of Meetings shall be sent and/or provided to the Members not less than ten (10) days prior to the holding of the meeting. Notice of special meetings shall be provided to the Members not less than five (5) days prior to the holding of the meeting. 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.

4.3 Quorum:

A quorum of the Membership at meetings of the Membership shall consist of the Members present. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum.

However, the duties set forth in Section 3.3(d) must be approved by the Members by a two-thirds (2/3) majority of the votes cast.

4.4 Procedures:

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 these Bylaws, written policy or state law.

4.5 Voting at Meetings:

Any reference to a vote of the Membership shall be in reference to those Members present and voting at the meeting. A majority of vote of the Members present and voting shall constitute an action of the Membership. A Member must be current on dues and in compliance with the Section 3.3 to be entitled to voting rights. Each Member shall have one (1) vote. Voting may occur at the annual meeting or pursuant to Section 4.6. Proxies may not be used. Should a vote of the Membership result in a tie vote, a majority vote of the Board may break such tie vote of the Membership.

4.6 Ballot Voting:

Members may vote via ballot by submitting a ballot either electronically or via U.S. Mail. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

- a) All Members must have access to a ballot.
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action.
- c) The votes cast will constitute a quorum.
- d) The ballot must be received within the voting period established on the ballot, which shall not be less than three (3) days and not more than thirty (30) days.
- e) A conference call or online group meeting will be scheduled to allow for discussion of each proposed action during the voting period.
- f) The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
- g) The ballot must be submitted by a Member.

- h) The results of the vote shall be made public.
- i) All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Corporation shall implement reasonable measures to verify that each ballot cast was by a Member. The form of the ballot shall be determined by the President. Members wishing to vote via ballot submitted by U.S. Mail must notify the Secretary of such request within three (3) days of receiving notice of the vote.

ARTICLE V. BOARD OF DIRECTORS:

5.1 Number:

The Board will consist of not less than five (5) and not more than eleven (11) voting members. The Board may increase or decrease the number of Directors, in accordance with range specified above, and are entitled to vote thereon at any meeting of the Members.

5.2 Duties:

The Board shall have all powers and authority, which may be granted to a Board of Directors of a Corporation under the laws of Oklahoma except for those reserved for the Members in Section 3.3. The duties of the Directors include the following:

- a) Exercise a duty of obedience to the Corporation's central purpose in guiding all decisions;
- b) Exercise due care and act in good faith in all dealings and interests with the Corporation;
- c) Exercise a duty of loyalty to the Corporation by avoiding and/or managing conflicts of interest;
- d) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
- e) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
- f) Ensure the Corporation is adequately funded;
- g) Submit an annual financial report to the Membership;
- h) Approve the annual budget and oversee the financial administration of the Corporation;
- i) Review Form 990 prior to submission to the IRS or authorize the Treasurer to perform such duty.
- j) Review and approve all contractual agreements or authorize a Director(s) to execute such agreements in accordance with the financial policies and conflict of interest policy;
- k) Maintain Membership dues;
- l) Sit on a minimum of one committee unless excused from such duty by a vote of the Board; and,
- m) Perform such other duties as prescribed by the Board.

5.3 Composition:

The Corporation shall strive to have Directors with areas of expertise relevant to the needs of the Corporation. Only one (1) member of any one (1) family related by blood or marriage or only one (1) member residing within a household may be a Director at any given point in time. An employee (if any) of the Corporation may not serve as a voting or non-voting Director. A Director must be 18 years or older to serve.

5.4 Nominations:

The Governance Committee shall prepare a slate of potential candidates for Directors in accordance with Sections 5.1, 5.3 and 7.3. In addition, nominations for any Director or vacant Directorship may be made from the floor at a meeting of the Membership, up to two weeks prior to the voting date.

5.5 Elections:

Directors shall be elected by a majority vote of the Membership present. Elections shall be determined by a majority of the votes cast by the Members present. The Membership vote to elect Directors and Officers shall take place in the fourth quarter of the Calendar Year to allow newly elected Directors and Officers to begin their respective terms at the beginning of the following Calendar Year. If ballots are used at the meeting where an election is to take place, the Corporation shall implement reasonable measures to verify that each ballot cast is from a Member. Procedures for elections shall be determined by the Board.

Each candidate receiving a majority of the votes cast shall become a Director. In the event of a tie, a second election will take place between the top two candidates. Should only two (2) candidates exist, the tie shall be broken by a vote of the Board with the candidate receiving the majority of votes of the Directors being elected.

5.6 Term of Office and Term Limits:

A Director shall serve for a term of two (2) years. Any Director may serve three (3) consecutive terms. 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 one (1) year. A Director shall serve no more than a total of six (6) terms. Such term limits shall be waived up to one year to allow the Past President to complete his/her term of office as provided for in Section 8.2.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of an individual prior to the adoption of these Bylaws shall not be counted toward term limits.

5.7 Removal or Resignation:

Any Director who misses three (3) consecutive Board meetings may 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, the Director may be reinstated by a majority vote of the Board at the Director's request. A two-thirds (2/3) majority vote of the Directors or a majority of the votes cast by the Membership may remove any Director, with or without cause, at any time.

Any Director may resign at any time by giving verbal, 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 and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if the Corporation would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

5.8 Vacancies or Newly Created Directorships:

The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority of the votes cast by the Members may elect Directors for such vacancies or newly created directorships at any time.

If, due to such vacancies, the number of Directors is less than five (5) as stated in Section 5.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a vote of the Membership is completed. Those elected by the Board shall assume their positions for the duration of the unexpired term.

5.9 Compensation:

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership.

ARTICLE VI. MEETINGS OF THE BOARD:

6.1 Meetings:

There shall be a minimum of four (4) meetings of the Board per year. Meetings of the Board may be held at such times as shall be determined by the President. Meetings of the Board shall be held at any place within the state of Oklahoma, which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Corporation.

Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated within the state of Oklahoma or at the Principal Office.

6.2 Notice:

Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. 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 meeting.

Directors shall provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. 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.

6.3 Quorum:

A majority of the total number of Directors shall constitute a quorum. Directors present in person or via any form of communication where all persons can participate in the discussion, including e-mails, will be considered present at such meeting and shall be counted when determining a quorum. In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.2.

6.4 Procedures:

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 these Bylaws, written policy or state law.

6.5 Voting:

Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of the Directors at any meeting where a quorum has been certified, except when the law or these Bylaws require otherwise. Any reference to a majority vote of the Board shall mean a majority vote of the Directors at any meeting where a quorum has been certified. Proxies may not be used. In the case of a tie, the President shall cast a second vote to break the tie.

6.6 Physical Meetings:

At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Corporation shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board 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 ballot was authorized by a Director. Ballots may be distributed and returned via email. If proper authorization cannot be determined, the Director must mail or fax a signed ballot to the Secretary, or designee.

6.7 Electronic Meetings:

Meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:

- a) All Directors must have access to a ballot;
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;

- c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
- d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three
- e) (3) days;
- f) Receipt of a ballot shall be acknowledged by an Officer, or designee;
- g) A ballot must be submitted by a Director;
- h) All ballots shall be made public to the Board for one (1) year following the vote; and,
- i) All ballots results shall be maintained with the corporate records.

The Corporation shall implement reasonable measures to verify that each ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

6.8 Action Taken Without Notice of a Meeting:

Any action taken or approved at any meeting of the Board, whether physical or electronic, 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 two-thirds (2/3) 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.

ARTICLE VII. COMMITTEES OF THE BOARD:

7.1 Committees:

The Board shall have the power to create, revoke or modify any committee deemed necessary in addition to the Governance Committees established in Section 7.3.

The Board shall elect Committee Chairs or give the President the power to appoint a Chair of any committee. Each committee shall have a minimum of two (2) members. Non-Board members may serve as Committee members at the approval of the Board. Each Committee shall have a Board member assigned to oversee the actions of the Committee.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

7.2 Notice of Committee Meetings:

Committees shall provide a minimum twenty- four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board-delegated powers shall provide notice of committee meetings in accordance with Section 6.2.

7.3 Governance Committee:

The Governance Committee shall be a standing committee of the Corporation. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members with a minimum of one (1) member being members of the Board. Directors or Members who are seeking re-election or election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:

- a) Research candidates for Directors and Officers prior to placement on a slate for submission to the Members for a vote;
- b) Provide a slate of Directors and Officers to the Membership at a meeting in the fourth Quarter of the Calendar Year and any other meeting where an election is to take place;
- c) Accept nominations for Directors and Officers from the floor at any meeting of the Membership up to two weeks before an election is to take place;
- d) Structure the originating board to serve one or two year terms to allow for approximately one-half of the board to be slated for election each year;
- e) Review and recommend changes to the Members concerning amendments to the Certificate of Incorporation;
- f) Review and recommend changes to the Board concerning amendments to these Bylaws;
- g) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
- h) Propose, as appropriate, changes in board structure and operation;
- i) Provide ongoing counsel to the President and other Officers on enhancing board effectiveness;
- j) Take steps to recruit and prepare future Directors; and
- k) Have such other duties as determined by the Board.

ARTICLE VIII. OFFICERS OF THE BOARD:

8.1 Officers:

The Officers shall be elected by the Members of the Corporation. Officers shall be a President, a Vice-President, a Secretary and a Treasurer. An Officer shall be a Director and shall be subject to all the duties and rights of any other Director.

8.2 Term of Office:

An Officer shall serve for a two (2) year term or until the next succeeding election of Officers. Officers may hold the same office for no more than two (2) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote of a quorum, request an Officer serve more than two (2) consecutive terms and may extend such term limitations for one (1) additional two (2) year term.

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 full term when determining term limits.

8.3 Nominations:

The Governance Committee shall prepare a slate of potential candidates for Officers in accordance with Sections 8.1, 8.2 and 7.3.

8.4 Elections:

Officers shall be elected by the Members. Procedures for elections shall be determined by the Board. The election(s) shall take place in the fourth quarter to allow newly elected Officers to begin their respective terms at the beginning of the following Calendar Year. Each candidate receiving a majority of the votes cast shall become an Officer. In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a second vote of the President.

8.5 President:

The President, or designee, shall have the following duties:

- a) Act as the principal Officer of the Corporation, subject to the control of the Board;
- b) Have general supervision and direction of the business and Officers of the Corporation;
- c) Set the Board and Membership meeting agendas unless determined otherwise by the Board or Membership;
- d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Membership;
- e) Submit a complete report of the operations of the Corporation's affairs at Membership and Board meetings;
- f) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members; and,
- g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.6 Vice-President:

The Vice-President shall have the following duties:

- a) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,
- b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.7 Secretary:

The Secretary, or designee, shall have the following duties:

- a) Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;

- b) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, 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;
- c) Record the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
- d) Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
- e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- f) Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice; and,
- g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.8 Treasurer:

The Treasurer, or designee, shall have the following duties:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation;
- b) Ensure the books of account are open to inspection by any Director or Member at all reasonable times;
- c) Ensure a financial statement is provided to the Membership at least twice per Calendar Year;
- d) Provide a report of the Corporation's financial affairs at meetings of the Board and/or when requested by a Director or Member;
- e) Ensure appropriate oversight and implementation of the financial policies and procedures; and,
- f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.9 Immediate Past President:

The Immediate Past President shall serve as an advisor to the President for one (1) year immediately following his/her term as President. Such service shall not count toward term limitations provided in Section 5.6.

8.10 Removal and Resignation:

Any Officer may be removed, either with or without cause, by a majority vote of the Directors at any annual, regular or special meeting. Removal as an Officer shall also be a removal from the Board. A two-thirds (2/3) majority vote of a quorum of the Directors or a majority of the votes cast by the Membership may remove any Officer, with or without cause, at any time.

Any Officer may resign at any time by giving verbal, 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 and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

8.11 Vacancies:

A vacancy in the office of the President shall be filled by the Vice- President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in an office other than that of the President shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

8.12 Delegation of Duties:

In case of the absence or disability of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE IX. AMENDMENTS AND CONSTRUCTION:

9.1 Amendments to Bylaws:

These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) vote of a quorum of Directors at any meeting of the Directors if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) vote of a quorum of Directors. The Membership must be made aware of any changes to the Bylaws. Changes to the Bylaws which alter or change the rights of the Membership shall not become effective unless voted on by the Membership or until after the Membership has held at least one regularly scheduled meeting in which to act but has chosen not to do so.

9.2 Construction and Terms.

- a) These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws 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 1976 as amended from time to time, or to corresponding provisions of any future federal tax code.
- b) Should there be 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 may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members.

- c) Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Corporation, the provision of the Certificate of Incorporation shall govern.

These **Amended and Restated Bylaws of the Electric Power Infrastructure Club of Oklahoma** are adopted this 20th day of February, 2023.

President

Secretary