

**ELECTRIC POWER
INFRASTRUCTURE CLUB
OF
OKLAHOMA**

GOVERNANCE POLICIES

Contents

SECTION 1	Status and Authority.....	3
SECTION 2	Committees of the Board.....	4
SECTION 3	Confidentiality	22
SECTION 4	Annual Filings and Reporting Requirements	22
SECTION 5	Annual Statements and Reviews	23
SECTION 6	Minutes	24
SECTION 7	Strategic Plan	25
SECTION 8	Insurance	25
SECTION 9	Media Policy	25
SECTION 10	Social Media Policy	26
SECTION 11	Record Retention.....	29
SECTION 12	Conflict of Interest	30
SECTION 13	Whistleblower Policy	33
SECTION 14	Sexual and Other Harassment	34
SECTION 15	Code of Ethics.....	35
SECTION 16	Destruction of Litigation-Related Documents.....	36
SECTION 17	Legal and Internal Revenue Service Matters.....	36
SECTION 18	Indemnification Policy	37
SECTION 19	Volunteer Liability Waiver and Agreement	39
SECTION 20	Policy Confirmation Statement	39
SECTION 21	Certification	39
EXHIBIT A	Confidentiality Statement.....	40
EXHIBIT B	Volunteer Liability Waiver and Agreement	41
EXHIBIT C	Board Service Agreement and Policy Confirmation Statement	43
EXHIBIT D	Conflict of Interest Disclosure Questionnaire	45

SECTION 1 Status and Authority

Effective Date: <<<>>> Revision Date:

Status:

Electric Power Infrastructure Club of Oklahoma (hereinafter referred to as the “Corporation”) is tax exempt pursuant to the Internal Revenue Code §501(c)(6). The purpose of the Corporation is as follows:

1. To connect parties across the various sectors within the electric power infrastructure industry (“the Industry”);
2. To advance engineering, operations, construction and maintenance practices for the Industry;
3. To improve communications in the Industry;
4. To provide scholarships to post-secondary school students who are members of the Corporation or their family members as defined in the Scholarship Policy.

Public Access to Records:

In order to comply with the federal law, the Corporation will make available its *Application for Recognition of Exemption Under Section 501(c)(6) of the Internal Revenue Code* (Form 1024) in perpetuity; its *Return of Organization Exempt from Federal Income Tax* (Form 990) for a period of three (3) years beginning on the date the return is actually filed. A copy of the above- referenced documents will be available without charge, other than a reasonable copying fee, to any individual who makes a request for such copy in person or in writing during regular business hours.

Authority and Amendments:

This *Governance Policies* document is intended to provide guidelines to the Board of Directors of the Corporation (hereinafter referred to as “the Board”). Variation from such guidelines shall not create any liability on behalf of the Corporation or any member of the Board. The Corporation reserves the right to modify, change, or amend such committees or policies at any time for any reason by the affirmative vote of a majority of a quorum of the Board provided that the nature of such modification, change, or amendment was placed on the agenda and the Board was notified a minimum of twenty-one (21) days prior to a vote. Amendments impacting the voting rights of the Membership shall not become effective until approved by the Members of the Corporation.

SECTION 2 Committees of the Board

Effective Date: <<<>>> Revision Date:

General:

Note: Portions of the following Committees of the Board policies are found in the Bylaws. If changes are made to these respective policies, the Bylaws shall take precedence over the changes made in these policies. Therefore, if the Board desires to change any such policies the Bylaws must also be amended.

Creation:

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

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 except for the Finance and Governance Committees; they shall each consist of three (3) members. Non-Board members may serve as Committee members at the approval of the Board. Each Committee shall have a Board member assigned to the Committee.

Reporting to the Board:

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, only the Directors who sit on such committee may vote and such committee must have a minimum of two (2) Directors. Furthermore, the authority to act on behalf of the Board must be reported on the Form 990 tax return of the Corporation and, contemporaneous minutes must be taken and maintained with the corporate records. 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 the Bylaws.

Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

Notice of Committee Meetings:

Committees shall provide a minimum of twenty-four (24) hours 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 of the Bylaws.

Quorum of Committees:

For purposes of all Corporation Committee meetings, a quorum shall be a majority (51%) of the total number of Committee Members.

2.1 Executive Committee Charter

Effective Date: <<<>>> Revision Date:

Creation:

The Executive Committee shall be a standing committee of the Corporation. Purpose:

The purpose of the Executive Committee is to provide guidance to the Board in the management of the Corporation in the interval between meetings of the Board, subject to the control and direction of the Board. The Board may vote to empower the Executive Committee to exercise the powers of the Board of Directors or may withdraw such authority at any time.

Composition:

The Executive Committee shall be composed of the Officers of the Corporation as provided in Section 8.1 of the Bylaws. Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer.

Election, Resignation, and Removal:

Election, resignation, and removal of Officers shall be in accordance with Sections 8.4 and 8.10 of the Bylaws.

Meeting and Procedures:

Meetings of the Executive Committee shall be called by the President or any three (3) Executive Committee Members. Minutes will be provided to the Board at the next meeting of the Board and maintained in the corporate records.

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 the Bylaws.

Duties:

The Executive Committee shall provide guidance to the Board in the management of the Corporation in the interval between meetings of the Board, subject to the control and discretion of the Board.

The Executive Committee shall **not** have the power to act on the following:

1. Amend or repeal the Bylaws;
2. Amend or repeal the Certificate of Incorporation;
3. Effectuate a dissolution, merger, or sale of the Corporation's assets;
4. Create or amend the budget; Create or amend policies of any type; or
5. Terminate the employment of staff members, if any.

Authority and Voting Rights:

The Executive Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Executive Committee, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Executive Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Executive Committee shall be a majority (51%) of Executive Committee Members. Each Officer shall have one (1) vote. Routine business shall be transacted by a majority vote of the Directors at any meeting where a quorum is present, unless determined otherwise in the Bylaws. Proxies may not be used.

2.2 Governance Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

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 a member of the Board. Directors or Members who are seeking to be elected or re-elected shall not serve on the Board Governance Committee unless requested to do so by the Board.

Purpose:

The purpose of the Governance Committee is to aid the Board in the continual development of the Board.

Requisite Skills:

Governance Committee Members should have one or more of the following skills:

1. Knowledge of the Membership and activities of the Corporation;
2. An ability to solicit new Directors and Officers;
3. An ability to evaluate board composition, structure, and performance; and,
4. An ability to consider skill sets that are needed for the board and skills with Corporation's program, needs, and activities.

Service, Resignation, and Removal:

Governance Committee Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Governance Committee Chairperson or the President for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated by and determined by the Board.

Meeting and Attendance Requirements:

The Governance Committee shall meet as needed. Attendance in person or via electronic communication to a majority of the Board Governance Committee meetings is mandatory.

Duties as set forth in the Bylaws:

Per the Bylaws, the Governance Committee shall:

1. Research candidates for Directors and Officers prior to placement on a slate for submission to the Members for a vote;
2. 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;
3. 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;
4. Review and recommend changes to the Members concerning amendments to the Certificate of Incorporation;
5. Review and recommend changes to the Board concerning amendments to the Bylaws;
6. 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;
7. Propose, as appropriate, changes in board structure and operation;
8. Provide ongoing counsel to the President and other Officers on enhancing board effectiveness;
9. Take steps to recruit and prepare future Directors; and
10. Fulfill other duties as determined by the Board.

Authority and Voting Rights:

The Governance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Governance Committee, only the Directors who sit on the Governance Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Governance Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Governance Committee shall consist of a majority (51%) of the Committee Members.

2.3 Finance Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Finance Committee shall be a standing committee of the Corporation appointed by the Board. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. The Treasurer, or other Board member as determined by the Board, shall serve as the Chairperson of the Finance Committee.

Purpose:

The purpose of the Finance Committee is to provide financial oversight for the Corporation and to report the fiscal position of the Corporation to the Board.

Requisite Skills:

Committee members should have one or more of the following skills:

1. Understanding of the Corporation's mission and financial goals;
2. Understanding of the Corporation's various programs;
3. Ability to read and understand financial statements;
4. Ability to compare and contrast financial data over multiple time periods;
5. Ability to project financial needs of the Corporation; and/or,
6. Ability to interpret the financial implications of contracts.

Service, Resignation, and Removal:

Finance Committee Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Finance Committee Chairperson or the President for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meeting and Attendance Requirements:

The Finance Committee shall meet four (4) times per year. Attendance in person or via electronic communication to a majority of the Finance Committee meetings is mandatory.

Authority and Voting Rights:

The Finance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Finance Committee, only the Directors who sit on such the Finance Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Finance Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Finance Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The Duties of the Finance Committee include:

1. Oversee the financial condition, accountability, and viability of the Corporation;
2. Review contracts with third parties that have a meaningful impact on the financial position of the Corporation;
3. Present financial reports to the Board at each meeting of the Board;
4. Oversee and review the financial operations;
5. Review the audit draft, if any;
6. Review Form 990 with the preparer requesting any known discrepancies or known errors be amended prior to its submission to the Board;
7. Ensure Form 990 is presented to the Board by the preparer or in the absence of the preparer by a member of the Finance Committee;
8. Review the annual budget prior to submission to the Board for approval;
9. Aid the Treasurer with creation of the annual budget and financial planning;
10. Aid the Treasurer in supplying information to the CPA to complete Form 990;
11. Determine whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation'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 any excess benefit transaction;
12. Review insurance coverage plans and asset lists; and,
13. Fulfill other duties as determined by the Board.

2.4 Audit Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Audit Committee at any regular or special meeting of the Board. The Audit Committee shall be a standing committee of the Corporation if and when the Corporation has income in excess of \$500,000.00. The Audit Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board. The Treasurer shall not be a member of the Audit Committee.

Purpose:

The purpose of the Audit Committee is to oversee the request for proposals and the audit process. The Audit Committee Chairperson shall be appointed by the Board of Directors.

Requisite Skills:

Audit Committee members should have one or more of the following skills

1. Understanding of GAAP;
2. Review audit proposals; and,
3. Willingness to work with other committees regarding the Corporation's needs and financial responsibilities.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Audit Committee shall meet as needed. Attendance in person or via electronic communication to a majority of the Audit Committee meetings is mandatory.

Authority and Voting Rights:

The Audit Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Audit Committee, only the Directors who sit on the Audit Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Audit Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Audit Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Audit Committee include:

1. Evaluate audit firms for requisite skills and experience to conduct an audit;
2. Oversee the release of requests for proposals to a minimum of three (3) audit firms every three (3) to ten (10) years;
3. Present all audit proposals with recommendations to the Board;
4. Oversee the auditor and act as a liaison between the auditor and the Board;
5. Review the external auditor's audit plan and approve any non-audit services needed to complete the audit including, but not limited to, bookkeeping, financial information systems design, appraisal/valuation services, and actuarial services;
6. Review the audit draft;
7. Review the audit findings with accompanying financial information and management letter;
8. Review and accept audit findings and/or reports within 90 days of the close of the fiscal year unless otherwise approved by the Board;
9. Work with staff to act on recommendations made by auditor;
10. Ensure the audit is presented to the Board by the auditor or in the absence of the auditor by a member of the Audit Committee at the next official meeting of the Board;
11. Act in accordance with the Whistleblower Policy in Section 13 of these policies;
12. Perform an annual assessment of the fiscal policies set forth in this document; and,
13. Fulfill other duties as determined by the Board.

2.5 Communications Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Communications Committee at any regular or special meeting of the Board. The Communications Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board.

Purpose:

The purpose of the Communications Committee is to aid the Board in the management and implementation of communication with the general public and the Membership.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Communications Committee shall meet as required to perform the duties listed below. Attendance in person or via electronic communication to a majority of the Communications Committee meetings is mandatory.

Authority and Voting Rights:

The Communications Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Communications Committee, only the Directors who sit on the Communications Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Communications Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Communications Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Communications Committee include:

1. Website administration;
2. Maintain email distribution list in coordination with the Membership Committee;
3. Administer monthly email blasts and notifications;
4. Social media administration;
5. Distribution of periodic communications in coordination with Marketing Committee;
6. Send out meeting notifications and reminders beginning two (2) weeks prior to the meeting date;
7. Post notifications and reminders on the Corporation's website and other communications channels;
8. Keep website information accurate and current; and,
9. Fulfill other duties as determined by the Board.

2.6 Events Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Events Committee at any regular or special meeting of the Board. The Events Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board.

Purpose:

The purpose of the Events Committee is to oversee various events hosted by the Corporation.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Events Committee shall meet as required to perform the duties listed below. Attendance in person or via electronic communication to a majority of the Events Committee meetings is mandatory.

Authority and Voting Rights:

The Events Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Events Committee, only the Directors who sit on the Events Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Events Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Events Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Events Committee include:

1. Coordinate Golf Tournament(s), Sporting Clay Tournament(s) and any other events, including prize giveaways, location, and general organization of the relevant event;
2. Coordinate the annual Christmas Party and any other parties, including entertainment, venue, and general organization of the relevant party;
3. Coordinate with other committees to secure sponsorships and participants for events;
4. Coordinate new events as developed by the Board, and
5. Fulfill other duties as determined by the Board.

2.7 Marketing Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Marketing Committee at any regular or special meeting of the Board. The Marketing Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board.

Purpose:

The purpose of the Marketing Committee is to oversee and develop relationships with various organizations and to make the community aware of the Corporation's existence and services.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Marketing Committee shall meet as required to perform the duties listed below. Attendance in person or via electronic communication to a majority of the Marketing Committee meetings is mandatory.

Authority and Voting Rights:

The Marketing Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Marketing Committee, only the Directors who sit on the Marketing Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Marketing Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Marketing Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Marketing Committee include:

1. Work with the Membership Committee and the Secretary to develop and maintain the Membership Directory;
2. Define rules for cross-promotion;
3. Coordinate with other organizations;
4. Work with the Communications Committee to produce and distribute periodic communications;
5. Reach out to companies for sponsorships at general meetings and events; and,
6. Fulfill other duties as determined by the Board.

2.8 Membership Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Membership Committee at any regular or special meeting of the Board. The Membership Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board.

Purpose:

The purpose of the Membership Committee is to monitor and coordinate all aspects of membership of the Corporation.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Membership Committee shall meet as required to fulfill the duties listed below. Attendance in person or via electronic communication to a majority of the Membership Committee meetings is mandatory.

Authority and Voting Rights:

The Membership Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Membership Committee, only the Directors who sit on the Membership Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Membership Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Membership Committee shall consist of a majority (51%) of the Committee Members.

Duties

The duties of the Membership Committee include:

1. Maintain a list of active Members;
2. Check-in attendees at meetings of the Membership;
3. Facilitate name tags of the Membership and other guests;
4. Record meeting attendance;
5. Coordinate with the Communications Committee to send reminders to the Members;
6. Maintain and facilitate meeting signage and other collateral;
7. Coordinate with the Secretary and Marketing Committee to develop, maintain, and distribute the Membership Directory; and,
8. Fulfill other duties as determined by the Board.

2.9 Program Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Program Committee at any regular or special meeting of the Board. The Program Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board.

Purpose:

The purpose of the Program Committee is to oversee and coordinate event and meeting speakers and locations.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Program Committee shall meet as required to fulfill the duties listed below. Attendance in person or via electronic communication to a majority of the Program Committee meetings is mandatory.

Authority and Voting Rights:

The Program Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Program Committee, only the Directors who sit on the Program Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Program Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Program Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Program Committee include:

1. Identify and secure speakers for meetings and events;
2. Secure meeting locations for regular and special meetings;
3. Coordinate with the Events Committee to secure event locations; and,
4. Fulfill other duties as determined by the Board.

2.10 Scholarship Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Scholarship Committee at any regular or special meeting of the Board. The Scholarship Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board. Scholarship Committee members may not be sponsors to scholarship applicants, without the express written consent of the Board.

Purpose:

The purpose of the Scholarship Committee is to evaluate scholarship applications and make recommendations regarding scholarship recipients to the Board.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Scholarship Committee shall meet as required to fulfill the duties listed below. Attendance in person or via electronic communication to a majority of the Scholarship Committee meetings is mandatory.

Authority and Voting Rights:

The Scholarship Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Scholarship Committee, only the Directors who sit on the Scholarship Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Scholarship Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Scholarship Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Scholarship Committee include:

1. Implement Scholarship Policies;
2. Create and maintain a scholarship application and make such application available on the Corporation's website in conjunction with the Communications Committee;
3. Make a recommendation to the Board regarding the value and number of scholarships to be distributed;
4. Review applications for scholarships;
5. Select and make a recommendation to the Board regarding scholarship recipients;
6. Present scholarships at the Annual Meeting;
7. Retain scholarship records in accordance with the Scholarship Policies for a period of five (5) Years past the last scholarship payment; and,
8. Fulfill other duties as determined by the Board.

2.11 Young Professionals Committee Charter

Effective Date: <<<>>> Revision Date:

Creation and Composition:

The Board may create or dissolve the Young Professionals Committee at any regular or special meeting of the Board. The Young Professions Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board.

Purpose:

The purpose of the Young Professionals Committee is to oversee and implement networking, events, and other opportunities for the Corporation's Young Professionals.

Service, Resignation, and Removal:

Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of Board;
2. Provide written notification of resignation to the Committee Chairperson for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Meetings and Attendance Requirements:

The Young Professions Committee shall meet as required to fulfill the duties listed below. Attendance in person or via electronic communication to a majority of the Young Professionals Committee meetings is mandatory.

Authority and Voting Rights:

The Young Professionals Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Young Professionals Committee, only the Directors who sit on the Young Professionals Committee may vote. In addition, such Committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Young Professionals Committee to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Quorum:

A quorum of the Young Professionals Committee shall consist of a majority (51%) of the Committee Members.

Duties:

The duties of the Young Professionals Committee include:

1. Develop strategies to grow the Corporation's Young Professionals program;
2. Implement networking opportunities for the Young Professionals Program;
3. Administer Professional Development Hours for general meetings;
4. Plan Young Professional events, such as lunch and learns, happy hours, etc.;
5. Coordinate with the Events Committee; and,
6. Fulfill other duties as determined by the Board.

SECTION 3 Confidentiality

Effective Date: <<<>>> Revision Date:

Confidentiality of information is important to the Corporation. The Corporation will at all times maintain transparency with the Board and confidentiality of sponsors. All volunteers and Board members are required to adhere to the Confidentiality Agreement. Information concerning Members or Board Members and/or fundraising efforts and plans shall not be used to benefit the fundraising efforts of any other organization.

The Secretary of the Corporation shall be responsible for maintaining Confidentiality Agreements and insuring compliance with such Agreements.

A Confidentiality Agreement is attached as Exhibit A.

SECTION 4 Annual Filings and Reporting Requirements

Effective Date: <<<>>> Revision Date:

Filings:

It is the policy of the Corporation to file all documents by the date on which they are due unless the Finance Committee determines an extension is needed. Any extension shall require approval of the Finance Committee. Any CPA or auditor, which the Corporation is considering utilizing, shall be made aware of this policy prior to hiring such individual(s).

The Corporation shall provide for the following annual filings:

1. The Oklahoma Tax Commission requires the Corporation to annually file Form 512 E;
2. The Internal Revenue Service requires the Corporation to annually file a Form 990; and,
3. Oklahoma sales tax report should goods be sold.

Reporting Requirements:

The Corporation shall report the following changes to the appropriate state or federal agency:

1. Change of Registered Service Agent shall be reported to the Oklahoma Secretary of State via a form specified to change the registered agent;
2. Change of Principal Office shall be reported to the Internal Revenue Service via Form 990;
3. Change(s) to the Certificate of Incorporation must be effectuated through the Oklahoma Secretary of State and such Amended Certificate of Incorporation shall accompany the next filing of Form 990 or be reported on Schedule O of Form 990; and,
4. Changes to the Bylaws must be reported on Schedule O of Form 990 if such changes involve any of the following provisions of the Bylaws:
 - a. The purpose of the Corporation;
 - b. Number, composition, qualifications, authority, or duties of the Board or Officers;
 - c. Quorum and voting rights of the Board;
 - d. Any compensation language set forth in the Bylaws;
 - e. Dissolution; or,
 - f. Merger

SECTION 5 Annual Statements and Reviews

Effective Date: <<<>>> Revision Date:

Annual Statements:

Each Director, Officer, and Member of a Committee with board-delegated powers shall bi-annually sign a Board Service Letter of Agreement which affirms such person:

1. Has received a copy of the Conflicts of Interest Policy as set forth in Section 12;
2. Has received a copy of the Whistleblower Policy as set forth in Section 13;
3. Has read and understands the policies;
4. Has agreed to comply with the Bylaws and Policies;
5. Understands the Corporation is exempt under Section 501(c)(6) and in order to maintain its federal tax exemption it must engage in activities which accomplish one or more of its tax- exempt purposes;
6. Agrees to read all consent agenda documentation prior to meetings; and,
7. Agrees to other requirements as set forth by the Board.

Changes to such Board Letter of Agreement shall be reviewed by the Board Governance Committee prior to submission to the Board for approval.

Annual Reviews:

The Corporation shall ensure annual reviews are conducted to ensure the Corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status. The annual reviews conducted by the Governance Committee shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction;
3. Whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists;
4. Whether these policies are adequate, enforceable, and/or followed; and,
5. Whether each Board member is receiving a copy of the Bylaws and is made aware of the Conflict of Interest Policy, the Whistleblower Policy, and remainder of these policies.

When conducting the annual reviews the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring annual reviews are conducted.

SECTION 6 Minutes

Effective Date: <<<>>> Revision Date:

Required Information:

Contemporaneous minutes shall be taken at each meeting of the Board, the Membership, and at each meeting of Committees with Board delegated powers to make expenditures on behalf of the Board. Minutes shall provide enough detail to allow an uninvolved third party to understand the proceedings of the meeting. Minutes of the Board and any committee with Board delegated powers shall include the following:

1. Date;
2. Time;
3. Location;
4. Method of notice;
5. How the meeting was authorized (annual, regular, or special);
6. Those present;
7. Certification of a quorum;
8. Discussion concerning each agenda item;
9. Action taken by the Board, Membership, or Committee with Board delegated powers;
10. Signed consents for approved action taken without a duly held and noticed meeting; and,
11. Should a conflict of interest exist, all information required in the Conflict of Interest Policy under the section titled *Records of Proceeding* found in Section 12.5.

Approval and Execution:

Minutes of the Board, the Membership, and any Committee with Board delegated powers to make expenditures on behalf of the Board, shall be approved at the following meeting of the Board or committee. Upon approval and execution, the minutes shall be placed in a Board book, or other electronic medium, containing the corporate minutes.

Resolutions Requiring Further Action:

Any action taken which would modify and/or amend policies, procedures, Bylaws, or the Certificate of Incorporation shall be assigned to the Governance Committee to effectuate such change in the required documents. The Committee shall then present the modification and/or amendment to the Board for approval. Amendments impacting the voting rights of the Membership shall not become effective until approved by the Members of the Corporation. The date of the meeting where action was taken concerning the modification and/or amendment shall be placed on the amended document.

Consent Agenda:

A consent agenda may be used for routine matters which do not need explanation or discussion. The following steps must be used for a consent agenda: Prepare an agenda listing items to be included in the consent agenda;

1. Distribute documents listed under consent agenda;
2. Directors read documents in advance of meeting;
3. Introduce consent agenda for a vote;
4. Remove any item from the consent agenda which requires further discussion or amendments and ensure a full discussion takes place; and,
5. Approve consent agenda and acceptance of documents.

Conflict of Interest considerations or financial information, such as the Finance Committee report, if any, shall not be placed on the consent agenda.

SECTION 7 Strategic Plan

Effective Date: <<<>>> Revision Date:

The Board shall provide for a Strategic Plan approximately every five (5) years. The Strategic Plan should include the following:

1. A review of the Corporation’s charitable purpose, Bylaws, and Certificate of Incorporation;
2. An assessment of strengths and weaknesses; and,
3. Appropriate strategies for meeting identified goals as established by the Corporation.

SECTION 8 Insurance

Effective Date: <<<>>> Revision Date:

On a yearly basis, the Finance Committee shall review all insurance coverage in force to determine if coverage is deemed to be adequate. Limits, types of coverage, as well as deductibles, shall be considered. Any changes shall be recommended by the Finance Committee and reported to the Board for approval.

SECTION 9 Media Policy

Effective Date: <<<>>> Revision Date:

To ensure the quality and consistency of information disseminated to media sources, the following policy shall be enforced:

1. All media contacts are to be handled by the President, or designees as determined otherwise by the Board, regardless of who the media representative is, whom he or she represents, or how innocuous the request; and,
2. All press releases or other promotional materials are to be approved by the President prior to dissemination. Failure to comply with the media policy shall be grounds for disciplinary action and/or removal from the Board and/or Committee.

SECTION 10 Social Media Policy

Effective Date: <<<>>> Revision Date:

Social Media Policy:

The Corporation takes no position on a Director, Member, or other volunteer's decision to start or maintain a blog or participate in other social media. However, it is the right and duty of the Corporation to protect itself from unauthorized disclosure of information. The Corporation's social media policy includes rules and guidelines for authorized social media and personal social media and applies to all people who are associated with the organization.

General Provisions:

1. Social Media shall include blogging or other forms of social networking or technology including, but not limited to, video or wiki postings, sites such as LinkedIn, Facebook, and Twitter, chat rooms, personal blogs or other similar forms of online journals, diaries, or personal newsletters not affiliated with the Corporation.
2. Unless specifically instructed or authorized by the Board, Directors, Officers, Members, contract employees, or volunteers ("Users") are not authorized and therefore restricted from speaking on behalf of the Corporation. If contacted by the media or press about postings that relate to the Corporation business, Users shall refer inquiries to the President or pass along the contact information of the person involved with the media or press to the President.
3. Users may not publicly discuss matters, whether confidential or not, outside Corporation-authorized communications.
4. Users are expected to protect the privacy of the Corporation and its Users.
5. Users are prohibited from disclosing personal information about Users and any other proprietary and nonpublic information to which Users have access. Such information includes, but is not limited to, customer information, sponsor information, trade secrets, financial information, and strategic business plans.

Monitoring:

Users are cautioned that they should have no expectation of privacy while using the Corporation equipment or facilities for any purpose, including authorized Social Media. Furthermore, Users are cautioned that they should have no expectation of privacy while using the internet. Postings are public and can be reviewed by anyone, including the Corporation. The Corporation reserves the right to monitor and review comments and discussions, and reserves the right to use content management tools to block content on blogs and social media platforms that violate rules and guidelines of the Corporation, in regards to its users, or the industry posted on the internet by anyone.

Reporting Violations:

The Corporation encourages Members to report any violations or possible or perceived violations to the President. Violations include discussions of the Corporation and/or its users and clients, any discussion of proprietary information, and any unlawful or unauthorized activity related to Social Media.

Discipline for Violations:

The Corporation will investigate and respond to *all* reports of violations of the social media policy and other related policies. Violation of the social media policy will result in disciplinary action up to and including removal from the Board under Section 5.7 of the Bylaws or revocation of Membership under Section 3.6 of the Bylaws.

Discipline will be determined based on the nature and factors of any Social Media post. The Corporation reserves the right to take legal action where necessary against anyone who has been or is currently engaged in prohibited or unlawful conduct.

Authorized Social Media:

Only the Board may authorize social media activity for the Corporation. The goal of authorized Social Media is to become a part of the industry conversation and promote sharing of ideas and exchange of information. Corporation Social Media is used to convey information about, promote and raise awareness of the Corporation, issue or respond to breaking news or publicity, and discuss activities and events.

When communicating through Social Media, the Corporation must ensure that use of these communications maintain the Corporation's brand identity, integrity, and reputation while minimizing actual or potential legal risks.

Rules and Guidelines:

The following rules and guidelines apply to Social Media when authorized by the Corporation.

Only users authorized by the Board can prepare and modify content for the Corporation website and/or the social media entries located on sites such as LinkedIn, Facebook, or Twitter.

Content must be relevant, add value, and meet at least one of the specified goals or purposes developed by the Corporation. If an authorized user has any doubt about the appropriateness of the information, material, or conversation, user must discuss the content with the President, or other Officer(s), as determined by the Board, for approval before posting.

Any copyrighted information where written reprint information has not been obtained in advance cannot be posted on the Corporation's website and/or the social media sites such as LinkedIn, Facebook, or Twitter.

The Corporation expects all guest bloggers to abide by all rules and guidelines of this policy. The Corporation reserves the right to remove, without advance notice or permission, all guest bloggers' content considered inaccurate or offensive. The Corporation also reserves the right to take legal action against guests who engage in prohibited or unlawful conduct.

Personal Blogs and Social Media:

The Corporation respects the right of users to write blogs and use social media sites and does not wish to discourage associates from self-publishing and self-expression. Users are expected to follow the guidelines and policies set forth to provide a clear line between you as the individual and you as the user.

The Corporation respects the right of users to use blogs and social media sites as a medium of self-expression and public conversation and does not discriminate against users who use these social media sites for personal interests and affiliations or other lawful purposes.

Bloggers and commenters are personally responsible for their commentary on blogs and social media sites. Bloggers and commenters can be held personally liable for commentary that is considered

defamatory, obscene, proprietary, or libelous by any offended party, not just the Corporation.

Users cannot use blogs or social media sites to harass, threaten, discriminate, or disparage against users or anyone associated with or doing business with the Corporation.

If you choose to identify yourself as a Corporation participant, some readers may view you as a spokesperson for the Corporation. Because of this possibility, we require that you state that your views expressed in your blog or social media area are your own and not those of the Corporation.

Only Members are authorized to use Corporation logos and trademarks. All non-Members must receive written approval from the President prior to such use.

SECTION 11 Record Retention

Effective Date: <<<>>> Revision Date:

It is the policy of the Corporation to maintain records in accordance with laws and regulations. The record retention policy is as follows:

Permanent:

1. Certificate of Incorporation and any amendments;
2. Bylaws and any amendments;
3. Minutes;
4. Legal Matters – Legal Documents, Relating to any Court Action;
5. Tax Filings (990s, 990Ts, 941, Etc.);
6. Audit Reports; Form 1024;
7. Correspondence with Internal Revenue Service;
8. Annual General Ledger and Financial Statements;
9. Insurance policies in effect or for 10 years after expiration;
10. Real Estate or other such documents; and,
11. Endowment documents.

Ten Years:

1. Journal Entries;
2. Contracts/Leases relating to building and equipment from their ending dates;
3. Accounting Records;
4. Accounts Payable Invoices;
5. Accounts Receivable Records;
6. Bank Deposit Slips and Online Donation with Support;
7. Procurement and Purchasing Data;
8. Budgets;
9. Credit Card Statement and Reconciliation Reports; and,
10. Expense Reports with Support.

Five Years:

1. Scholarship records and information pursuant to the Scholarship Policies;
2. Bank Statements and reconciliation reports with deposit slips;
3. Employment applications;
4. Correspondence (general), including emails and other electronic communications; and,
5. Internal reports, Volunteer records, and Purchase orders.

SECTION 12 Conflict of Interest

Effective Date: <<<>>> Revision Date:

Purpose:

The purpose of the Conflict of Interest Policy is to protect the tax-exempt status of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Member, Director, employee, or Committee Member of the Corporation 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.

Definitions:

Interested Person: A Director, Member, Officer, Member of a Committee with Board delegated powers or any Family Member of a Director, Member, Officer, or Member of a Committee with Board delegated powers, or a key Member who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Corporation is a part or has a close connection with, he/she is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or,
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Scholarships to family members is a Conflict of Interest. 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 policy, a person who has a financial interest may have a conflict of interest if the Board or applicable committee determines that a conflict of interest exists.

Family Member: For purposes of this Conflict of Interest Policy, a Family Member is defined as:

1. Spouse
2. Domestic partner
3. Parent
4. Son or daughter
5. Brother or sister
6. Grandparent or grandchild
7. Aunt or uncle
8. Niece or nephew
9. Guardian or ward
10. Step, half, or in-law relations
11. A person living in one's household
12. Any other person with such a close bond as to suggest a conflict of interest in the relationship (for example, fiancée)

Procedures:

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the Directors and Members of Committees with Board delegated power considering the proposed transaction or arrangement.

Conflict of Interest Disclosure Questionnaire: The Conflict of Interest Disclosure Questionnaire is to be completed on a bi-annual basis by Officers, Directors, Corporation employees (if any), and members of Board Committees. Directors and Committee Members should also sign the affirmation portion of the Conflict of Interest Disclosure Questionnaire.

The Conflict of Interest Disclosure Questionnaire is attached as Exhibit D

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee Members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the Board meeting or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President or Chairperson of the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or Committee shall determine whether the Corporation 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflict of Interest Policy:

If the Board or Committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include removal from the Board.

Records of Proceedings:

The minutes of the Board and all Committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board or Committee's decision as to whether a conflict of interest in fact existed; and,
2. The names of the persons who were 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.

Compensation:

1. A voting member of the Board who receives compensation, directly or indirectly, including scholarships to family members from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.
2. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

SECTION 13 Whistleblower Policy

Effective Date: <<<>>> Revision Date:

The purpose of the Whistleblower Policy is to encourage and protect the reporting of wrongful activities and to deter retaliation against a Director, Committee Member, Member, or volunteer for reporting those activities. No conviction of any person shall be required to afford protection for any Director, Committee Member, Member or volunteer under this section.

No Director, Member, or volunteer of the Corporation shall prohibit reporting of wrongful activities or take disciplinary action against any Director, Committee Member, Member or volunteer of the Corporation for:

1. Disclosing public information to correct what a Director, Committee Member, Member, or volunteer reasonably believes evidences a violation of the Oklahoma Constitution or law or a rule promulgated pursuant to law or the Corporation Bylaws;
2. Reporting a violation of the Oklahoma Constitution, state or federal law, rule or policy, the Corporation Bylaws, mismanagement, a gross waste of public funds, an abuse of authority, or a substantial and specific danger to public health and safety;
3. Discussing the operations and functions of the Corporation, either specifically or generally, with the IRS, law enforcement, the print or electronic media, or other persons in a position to investigate or initiate corrective action; and,
4. Taking any of the above actions without giving prior notice to the Board.

The Whistleblower Policy shall not interfere in prohibiting disciplinary action of a Director, Committee Member, Member, or volunteer who discloses information which the individual knows to be false, knowingly and willingly discloses with reckless disregard for its truth or falsity or knows to be confidential pursuant to law. For any individual aggrieved pursuant to the Whistleblower Policy, she/he may file a complaint and be treated with appropriate confidentiality. Any complaint should be reported to the President or to any member of the Governance Committee.

SECTION 14 Sexual and Other Harassment

Effective Date: <<<>>> Revision Date:

The Corporation shall promote a productive environment and not to tolerate verbal or physical conduct by any individual that harasses, disrupts, or interferes with another's performance or that creates an intimidating, offensive, or hostile environment. This policy shall apply at Corporation events, and at any time when Directors or Members are conducting Corporation business. The Corporation prohibits any form of harassment, including but not limited to, sexual harassment, and requires that all individuals conduct themselves in accordance with the highest moral and ethical standards. The prohibited conduct includes but is not limited to:

1. Unwanted physical contact or conduct of any kind, including sexual flirtation, touching, advances, or propositions;
2. Verbal abuse;
3. Demeaning, insulting, intimidating, or sexually suggestive comments about one's dress or body;
4. The display of demeaning, insulting, intimidating, or sexually suggestive objects or pictures, including nude photographs; and,
5. Demeaning, insulting, intimidating, or sexually suggestive written, recorded, or electronically transmitted messages.

Any of the above conduct, or other offensive conduct, directed at individuals due to their gender, gender identity, race, creed, color, religion, national origin, marital status, age, disability, genetics, pregnancy, military status, or any other characteristic protected by law, shall be deemed a violation of this policy. Each individual is responsible for their own actions, and consequences thereof and the Corporation may report such actions to the appropriate authorities.

Failure to adhere to this policy will result in disciplinary action up to and including termination as a Director, Member of a Committee, Member, or volunteer.

Individuals who believe they are being subjected to harassment shall submit their facts to the President of the Board. If an individual is not satisfied with the findings of the President, the individual shall contact the Vice-President. If an individual believes they are being harassed by the President or Vice-President, the individual shall submit their facts to another officer who will then notify any or all members of the Governance Committee. An investigation will then be undertaken to recommend what actions should be taken, if any, with the review presented to the individual. All complaints filed, investigations conducted, and disciplinary action recommended and/or taken will be kept as confidential as possible, within the context of the investigative process and as necessary to comply with any requirements of any federal, state or local executive, legislative or judicial body, agency, tribunal or board.

Directors, Members of Committees, Members, and individuals are required to cooperate in any investigations. A timely resolution of each complaint should be reached and communicated to the parties involved. Retaliation against any individual for filing a complaint or participating in an investigation is strictly prohibited. Any individual, who is found to have violated the harassment policy will be subject to appropriate disciplinary action, up to and including termination. The Corporation prohibits any form of retaliation against individuals for filing bona fide complaints or providing information about harassment.

However, if an investigation of a complaint shows that the complaint or information was false, the individual who provided the false information will be subject to disciplinary action up to and including removal from the Board and/or revocation of membership.

SECTION 15 Code of Ethics

Effective Date: <<<>>> Revision Date:

Personal and Professional Integrity

All Directors, Officers, contract workers, and volunteers will act with honesty, integrity, and openness in all of their dealings as representatives of the Corporation. The Corporation will promote an environment that values respect, diversity, and fairness.

Governance

The Corporation has an active Board of Directors that is responsible for:

1. Setting the mission and strategic direction of the organization.
2. Oversight of finances and operations.
3. Ensuring that policies are written, clearly articulated, and officially adopted.
4. Verifies that the resources of the organization are responsibly and prudently managed.

Legal Compliance

The Corporation will remain knowledgeable of and comply with laws, regulations, and applicable rules pertaining to its status as a nonprofit corporation.

Fundraising

The Corporation will use truthful solicitation materials, respect the privacy concerns of donors and scholarship applicants, and expend donor funds consistent with the organization's mission. The Corporation's associates will inform donors of its mission, the identity of those serving on its governing board, and will provide appropriate acknowledgment and recognition of donations.

Openness and Disclosure

The Corporation will provide accurate and current information to the public, the media, volunteers, and participating organizations in a timely manner.

Responsible Stewardship

The Corporation will manage its funds responsibly and prudently as follows:

1. Spend a reasonable percentage of the annual budget on programs pursuant to the Corporation's Section 501(c)(6) purpose.
2. Provide for an adequate amount of the budget to be spent to ensure effective accounting systems, internal controls, and other expenditures critical to professional management.
3. Ensure all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the organization.

SECTION 16 Destruction of Litigation-Related Documents

Effective Date: <<<>>> Revision Date:

It is a crime to alter, cover-up, falsify, or destroy any document or, to persuade or ask someone to do so to prevent its use in an official procedure. Document retention of financial records, significant contracts, major transactions, grants, and fundraising obligations shall be maintained in accordance with the Corporation policy, including electronic files. Back-up for electronic files should be made semiannually, and hard copy of documents should be filed accordingly. If an official investigation is underway or even suspected, it is the responsibility of the Board to stop any document purging in order to avoid criminal obstruction charges.

SECTION 17 Legal and Internal Revenue Service Matters

Effective Date: <<<>>> Revision Date:

All legal and Internal Revenue Service matters and correspondence, verbal or written, shall be directed to the President of the Board immediately. Such matters shall then be reported to the Board in a timely manner.

SECTION 18 Indemnification Policy

Effective Date: <<<>>> Revision Date:

Indemnification Other Than in Action By or In Right of the Corporation:

To the fullest extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes or its successor or any other law which may hereafter be enacted granting to a corporation the powers of indemnification, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Indemnification in Action By or In Right of the Corporation:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation 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.

Further Indemnity:

To the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Indemnification Other Than in Action By or In Right of the Corporation or Indemnification in Action By or In Right of the Corporation above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Limitations on Indemnity:

Any indemnification under the provisions of Indemnification Other Than in Action By or In Right of the Corporation or Indemnification in Action By or In Right of the Corporation above, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Indemnification Other Than in Action By or In Right of the Corporation or Indemnification in Action By or In Right of the Corporation, as applicable. Such determination shall be made: (a) by the Board of Directors by a majority vote of Directors consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Other Entities:

For the purposes of this section, references to the "Corporation" shall include only Directors and Officers unless any insurance policy has included other individuals or entities.

Advance of Indemnification Expenses:

Expenses incurred by a Director or Officer in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by the provisions of this section. Such expenses incurred by other agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Other Indemnification:

The indemnification herein provided shall not limit the Corporation from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Insurance:

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under these provisions.

Limitation:

Notwithstanding the foregoing, to the extent that indemnification under this Indemnification Policy would result in an excess benefit transaction, such indemnification is prohibited.

SECTION 19 Volunteer Liability Waiver and Agreement

Effective Date: <<<>>> Revision Date:

The Corporation volunteers, including Directors and Officers, will be required to complete a Volunteer Liability Waiver and Agreement prior to participation in any programs.

Volunteer Liability Waiver and Agreement attached as Exhibit B.

SECTION 20 Policy Confirmation Statement

Effective Date: <<<>>> Revision Date:

Directors will be required to acknowledge they have received, read and understand the policies of the Corporation by completing the Board Service Agreement on a bi-annual basis.

A Board Service Agreement and Policy Confirmation Statement is attached as Exhibit C.

SECTION 21 Certification

Effective Date: <<<>>> Revision Date:

THESE GOVERNANCE POLICIES OF ELECTRIC POWER INFRASTRUCTURE CLUB OF OKLAHOMA are adopted by the Board of Directors this ___day of _____, 20_____.

#####, President

#####, Secretary

EXHIBIT A Confidentiality Statement

This Agreement is made this _____ day of _____, 20____ by and between the Electric Power Infrastructure Club of Oklahoma (hereinafter referred to as “the Corporation”) and

In consideration of the volunteering of _____ for the Corporation, it is hereby agreed as follows:

Confidential Information

During my period of volunteer work, the Corporation may disclose or cause to be disclosed to me, confidential information relating to personnel matters, such as information regarding medical treatment or diagnosis, terminations and disciplinary measures regarding individual directors, officers, members, contract employees, other volunteers, financial information regarding contractual arrangements, pricing, letters of agreement or understanding, intellectual property developed by the Corporation, identifiable confidential matters, or information regarding prospective business of the Corporation. I recognize such information to be the property of the Corporation, and I agree to hold such information in trust and solely for the Corporation’s benefit and not to disclose such information to those inside or outside of the Corporation, either during or after volunteering, without the written consent of the Board.

Upon leaving the Corporation, I agree not to take with me, without first obtaining the written consent of a director of the Corporation, any document or tangible evidence of confidential information or data belonging to, or under the control of, the Corporation, whether on disk, record or hard copy, whether an original or a reproduction.

By Electric Power Infrastructure Club of Oklahoma:

Signed: _____ Date: _____
Volunteer

Acknowledged: _____ Date: _____
Secretary of the Board

EXHIBIT B Volunteer Liability Waiver and Agreement

Electric Power Infrastructure Club of Oklahoma (hereinafter referred to as the “Corporation”) is a non-profit organization exempt under Section 501(c)(6) of the Internal Revenue Code.

The Corporation regularly engages volunteers in its activities. In consideration for my ability to participate in Corporation activities, by signing below, I, the Volunteer (or the Volunteer’s legal guardian, on the Volunteer’s behalf), acknowledge that I have read and understand the agreement below and I agree to comply with the conditions as set forth.

Policies and Safety Rules

For my safety and that of others, I will comply with the Corporation’s policies and its other directions for all volunteer activities.

Awareness and Assumption of Risk

I understand that my volunteer activities may have inherent risks that may arise from the Corporation’s activities themselves, operations, my own actions or inactions, or the actions or inactions of directors, officers, contract employees, other volunteers, and others present at Corporation events.

These risks may include, but are not limited to, working at event venues, lifting objects, and performing repetitive tasks. I assume full responsibility for any and all risks of bodily injury, death or property damage caused by or arising directly or indirectly from my presence or participation at Corporation events or participation in Corporation activities, regardless of the cause.

Waiver and Release of Claims

I waive and release any and all claims against the Corporation its Directors, Officers, contract employees, and volunteers or associates (together referred to as “Released Parties”), for any liability, loss, damages, claims, expenses and attorney’s fees resulting from death, or injury to my person or property, caused by or arising directly or indirectly from my presence at Corporation events, or participation in activities on behalf of the Corporation, regardless of the cause and even if caused by negligence, whether passive or active. I agree not to sue any of the Released Parties on the basis of these waived and released claims. I understand that the Corporation would only permit me to volunteer with my agreement to these waivers and releases.

Medical Care Consent and Waiver

I authorize the Corporation to provide to me, with medical personnel of its choice, medical assistance, transportation, and emergency medical services. This consent does not impose a duty upon the Corporation to provide such medical assistance, transportation, or emergency medical services.

Additionally, I waive and release any claims against the associates arising out of any treatment, or medical service, including the lack or timing of such, made in connection with my volunteer activities with the Corporation.

Indemnification

I will defend, indemnify, and hold all persons harmless from and against any and all loss, damages, claims, expenses, and attorney’s fees (or attorneys’ fees) that may be suffered by any person resulting directly or indirectly from my volunteer activities for the Corporation, except and only to the extent the

liability is caused by the gross negligence or willful misconduct of the relevant member.

Publicity and Photo Release

I consent to the unrestricted use of my image, voice, name and/or story in any format including video, print or electronic (materials) that any associate or others may create in connection with my participation in activities at or for the Corporation. The Corporation may make the materials available at its discretion to third parties, including photos, streamed or other videos, on the Corporation’s website and internal displays, in the Corporation’s publications, or through any other media, including social media websites. I waive any right to inspect or approve the finished product and acknowledge that I am not entitled to any compensation for creation or use of the finished product.

Confidentiality

As a volunteer, I may have access to sensitive or confidential information. This information includes, but is not limited to, identity, address, contact information, credit card numbers, and financial information of the Corporation’s volunteers, sponsors, Members, participants and associates. At all times during and after my participation, I agree to hold in confidence and not disclose or use any such confidential information except as required in my Corporation volunteer activities or as expressly authorized in writing by the Corporation’s Executive Committee.

Term

This Agreement shall remain in effect until termination of the volunteer relationship with the Corporation.

Volunteer, Not Employee

I understand that:

- I am not an employee of the Corporation.
- I will not be paid for my participation.
- I am not covered by or eligible for any insurance, health care, worker’s compensation, or other benefits.

I may choose at any time not to participate in an activity, or to stop my participation entirely, with the Corporation.

Volunteer Signature: _____

Volunteer Printed Name: _____

Date: _____

EXHIBIT C Board Service Agreement and Policy Confirmation Statement

As a board member of the Electric Power Infrastructure Club of Oklahoma (hereinafter referred to as the “Corporation”). I am fully committed and dedicated to the purpose of the Corporation and have pledged to carry out such purpose. I understand that my duties and responsibilities include the following:

1. I understand my legal responsibilities are to make good faith decisions (a duty of care); to be true to the purpose of the organization (a duty of obedience); and, to act in the best interest of the Corporation (a duty of loyalty).
2. I am responsible for the oversight and implementation of the Bylaws and policies of the Corporation.
3. I will take an active part in reviewing, approving, and monitoring the budget.
4. I will adhere to the attendance requirements of the Corporation.
5. I will make an annual personal financial contribution to the Corporation and/or financial support for a Corporation fundraising event.
6. I will attend board meetings and be available for phone consultations.
7. I will read all consent agenda documentation prior to meetings.
8. I will maintain the confidentiality of information received through my service at the Corporation and will sign the Confidentiality Statement per the Governance Policies.
9. I will adhere to the policies of the Corporation and I acknowledge that I have received, read, will follow such policies and will execute the Policy Confirmation Statement per the Governance Policies. I understand the policies and their necessity to the tax-exempt status of the Corporation.
10. I will volunteer to be a member of at least one Committee.
11. If I am unable to meet my obligations as a board member, I may be removed from the Board.

In signing this document, I understand that no rigid standard of measurement and achievement are being formed. I understand every Board Member is making a statement to act in the best of his or her abilities.

I have read and been informed about the content, requirements, and expectations of the policies for the Electric Power Infrastructure Club of Oklahoma. I have received a copy of the policies and agree to abide by the policy guidelines as a condition of volunteering as a Board Director and/or Officer for the Electric Power Infrastructure Club of Oklahoma, including the following:

1. Whistleblower Policy
2. Conflict of Interest Policy
3. Code of Ethics
4. Social Media Policy
5. Media Policy
6. Insurance Policy
7. Indemnification Policy
8. Sexual and other Harassment Policy
9. Record Retention Policy

I understand that if I have questions at any time regarding any policies for the Electric Power Infrastructure Club of Oklahoma, I will consult with the President of the Board.

Please read all policies carefully to ensure that you understand them before signing this document.

Signed: _____ Date: _____
Board Member

Acknowledged: _____ Date: _____
President of the Board

EXHIBIT D Conflict of Interest Disclosure Questionnaire

This Questionnaire is to be completed by Officers, Directors, and members of Board committees.

The Conflict of Interest and Code of Ethics Policy adopted by the Board of Directors of the Corporation requires disclosure of certain interests. It is not uncommon to have these interests, but it is very important to make them known to the Corporation.

Use this questionnaire to disclose where you or your Family Members have certain affiliations, interests or relationships, and/or have taken part in transactions that, in light of your relationship to the Corporation, might possibly give rise to an actual, apparent, or potential conflict of interest.

NAME: _____

In accordance with the purposes and intent of the Conflict of Interest and Code of Ethics Policy adopted by the Board of Directors of the Corporation, a copy of which has been furnished to me, I hereby disclose that I or my Family Members have the following affiliations, interests or relationships, and/or have taken part in the following transactions:

1. BACKGROUND.

Your role with the Corporation.

I hold the following positions(s) and/or have the following relationship(s) with the Corporation:

2. OUTSIDE INTERESTS.

Do you or any Family Member hold, directly or indirectly:

An ownership or investment interest in a company that does or may do business with, or that competes with, the Corporation?

No Yes – Explain below

A compensation arrangement with any Company that does or may do business with, or that competes with, the Corporation? Examples: compensation for employment or independent contractor services, consulting fees, board stipends or fees, advisory committee fees, honoraria, etc.

No Yes – Explain below

A Director, Officer or board committee position with any other Company that does or may do business with, or that competes with the Corporation (including competition for grants or donations)?

No Yes – Explain below

Any personal loans, advances or other indebtedness to or from anyone who also does or may do business with any the Corporation? (Note: You may exclude charge cards and personal or mortgage loans at market rates from financial institutions)

No Yes – Explain below

Do you or any Family Member compete, directly or indirectly, with the Corporation in the purchase or sale of property rights, interests or services?

No Yes – Explain below

Do you or any Family Member provide managerial, consultative or other services to or on behalf of any other Company that does or may do business with, or that competes with, the services of the Corporation?

No Yes – Explain below

Do you or any Family Member employ or otherwise retain any Corporation personnel for work on non-Corporation business done outside of the Corporation?

No Yes – Explain below

Have you or any Family Member used Corporation property to conduct business that is not Corporate business, without prior approval of an executive of the Corporation?

No Yes – Explain below

Do you or any Family Member hold an elected or appointed office or other position of public responsibility that serves residents in the Corporation's service area?

No Yes – Explain below

Have you or any Family Member been a party to any action, suit or proceeding during the past five years that might be deemed relevant to evaluating your ability, your integrity or your interests with respect to the Corporation?

No Yes – Explain below

Do you or any Family Member know of any recent or pending actions, suit or proceeding in which you have an interest adverse to the interests of, or are a party adverse to the Corporation?

No Yes – Explain below

3. INSIDE ACTIVITIES

In your area of direct responsibility within the Corporation, do you employ or supervise anyone with whom you have a business or personal relationship?

No Yes – Explain below

4. GRATUITIES AND ENTERTAINMENT

Have you or any Family Member accepted gifts, or other favors from any person or company under circumstances from which someone might think that such action was intended to influence you in the performance of your duties on behalf of the Corporation?

Note: This does not prohibit the acceptance of reasonable items of nominal value that are clearly tokens of respect or friendship and not related to any particular transaction or activity when the value of such entertainment or items does not exceed One Hundred Dollars (\$100.00).

No Yes – Explain below

Have you or any Family Member accepted any gifts, favors or benefits valued in excess of One Hundred Dollars (\$100.00) from customers, suppliers or agents of the Corporation?

No Yes – Explain below

5. OTHER

In the space below, please disclose any other interest, activities, investments or involvement that you think might be relevant for full disclosure of all actual, apparent or possible conflicts of interest (e.g. Scholarships). If none, indicate “none.” [Use additional pages as necessary.]

AFFIRMATION

I acknowledge that:

1. I have received a copy of the Board’s Conflict of Interest and Code of Ethics Policy;
2. I have read and I understand the Policy;
3. I agree to comply with the Policy;
4. I understand that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes;
5. I agree to report to the appropriate person(s) any change in the responses to each of the foregoing questions that may result from changes in circumstances or (b) any further financial interest, situation, activity, interest or conduct that may develop before completion of my next bi-annual Questionnaire, and
6. The information contained in this Questionnaire is true and accurate to the best of my knowledge and belief as of the date below.

Signed: _____ Date: _____
Director/Board Member/Committee Member

ACCEPTANCE OF NOTICE BY EMAIL

I agree to accept meeting notices and other Board materials via email at the email address listed below. I agree to meet electronically should the meeting notice include the electronic contact information.

Email Address: _____ Date: _____