

# **BYLAWS**

**OF**

# **OKLAHOMA COOPERATIVE CIRCUIT ENGINEERING DISTRICTS BOARD**

**July 18, 2007**

**OKLAHOMA COOPERATIVE CIRCUIT ENGINEERING DISTRICTS BOARD  
BYLAWS**

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## **ARTICLE I NAME AND LOCATION**

### **Section 1. Name**

The name of this organization shall be **Oklahoma Cooperative Circuit Engineering Districts Board**, a statewide circuit engineering district board, a Multi-District Agency created by the voluntary association of any Circuit Engineering Districts.

### **Section 2. Office**

The headquarter office of Oklahoma Cooperative Circuit Engineering Districts Board shall be located at 429 NE 50<sup>th</sup> Street, Oklahoma, Oklahoma and/or in such localities as may be determined by the board of directors.

## **ARTICLE II PURPOSE**

The purpose of Oklahoma Cooperative Circuit Engineering Districts Board shall be to allow Circuit Engineering Districts to make the most efficient use of their powers by enabling them to cooperate with each other and other entities on a basis of mutual advantage and thereby provide services and facilities in a manner and pursuant to forms of governmental organization that will accord best with geographic, economic, population and other factors influencing the needs and development of member counties. This purpose shall follow the provisions of Title 69 O. S. § 687.1 and § 687.2.

## **ARTICLE III AUTHORITY**

The authority of Oklahoma Cooperative Circuit Engineering Districts Board is to comply with and carry out the provisions of Title 69 O. S. § 687.1, 687.2 and Title 74, Chapter 31, Interlocal Cooperation Act of Oklahoma Statutes.

## **ARTICLE IV MEMBERSHIP**

### **Section 1. Qualifications for Regular Voting Membership**

Any Circuit Engineering District of Oklahoma may become a regular member of Oklahoma Cooperative Circuit Engineering Districts Board by:

- (a) Passage of a resolution which accepts the By-laws of Oklahoma Cooperative Circuit Engineering Districts Board.
- (b) Passage of a resolution of interlocal agreement with the Oklahoma Cooperative Circuit Engineering Districts Board.
- (c) Serving as President of a Circuit Engineering District. In President's absence then the alternate voting delegate order shall be Vice President, Secretary-Treasurer or an appointment by the President of said Circuit Engineering District.

### **Section 2. Qualifications for Non-Voting Membership**

The following membership classes shall have no vote and be ineligible to hold office in Oklahoma Cooperative Circuit Engineering Districts Board.

- (a) Affiliate Membership: Affiliate membership may be available to government officials, associations, and others who have a special interest in county government.
- (b) Associate membership: Associate membership may be available to any person representing a firm or corporation engaged in selling products or services to members of Oklahoma Cooperative Circuit Engineering Districts Board.
- (c) By-laws and policies governing the participation of Affiliate and Associate membership shall be approved by the Board of Directors.
- (d) Affiliate and Associate members may serve on committees, with Board of Directors approval, except the Budget and Finance committee.

### **Section 3. Admission of Members**

Admission of all regular membership shall be effective upon receipt of completed Resolutions and determination of qualifications. Admission of all affiliate or associate membership shall be by a majority vote of the Board of directors present and voting at any meeting of the Board.

### **Section 4. Membership Fees**

Membership fees and admission fees, if any, for all classes of membership shall be established by the Board of Directors and duly published.

### **Section 5. Delinquency and Cancellation**

Any member of Oklahoma Cooperative Circuit Engineering Districts Board who is delinquent in any Membership fee, admission fee, and services rendered fee for a period of 60 days, shall be notified of said delinquency and suspended from further service. If payment is not made within the next succeeding (30) thirty days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by the affirmative action of the Board of Directors.

### **Section 6. Resignation**

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligation to pay any cost or charges previously accrued and unpaid.

## **ARTICLE V RIGHTS AND LIABILITIES OF MEMBERS**

### **Section 1. Property Interest of Members**

Ownership of all property and assets of Oklahoma Cooperative Circuit Engineering Districts Board will be distributed among the regular members by an equity percentage established by the Board of Directors.

### **Section 2. Dissolution**

Upon dissolution, after all debts and liabilities of Oklahoma Cooperative Circuit Engineering Districts Board shall have been paid, the remaining property and assets of Oklahoma Cooperative Circuit Engineering Districts Board shall be distributed among the members as determined by the Board of Directors.

### **Section 3. Non-Liability for Debts of Oklahoma Cooperative Circuit Engineering Districts Board**

The property of members shall be exempt from the execution or other liability for debts of Oklahoma Cooperative Circuit Engineering Districts Board and no member shall be individually liable or responsible for any debts or liabilities of Oklahoma Cooperative Circuit Engineering Districts Board.

# **ARTICLE VI**

## **MEETINGS**

### **Section 1. Regular Meetings**

Regular meetings of Oklahoma Cooperative Circuit Engineering Districts Board, represented by regular member voting delegates (Board of Directors) shall be held no less than six (6) times a year at such place and such dates as may be determined by the Board of Directors.

### **Section 2. Special Meetings**

Special meetings of Oklahoma Cooperative Circuit Engineering Districts Board may be called at any time by the President or a majority of the Board of Directors.

### **Section 3. Notice of Meetings**

Written notice of all meetings of Oklahoma Cooperative Circuit Engineering Districts Board shall be delivered no less than five (5) days previous thereto, either personally, or electronic conveyance to the each member's official business address as it appears on the records of Oklahoma Cooperative Circuit Engineering Districts Board. Also if mailed, the notice of the meetings of the Oklahoma Cooperative Circuit Engineering Districts Board shall be deemed delivered when deposited in the United States mail addressed to the member at the above described address, with postage thereon prepaid no less than ten (10) days prior to said meeting.

### **Section 4. Rules of Order**

All meetings shall be held in accordance with Oklahoma's "Open Meeting Law" (Title 25, O.S. §301-413). The meetings and proceedings of Oklahoma Cooperative Circuit Engineering Districts Board shall be regulated and controlled according to Roberts Rules of Order(Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

### **Section 5. Quorum**

At all meetings of Oklahoma Cooperative Circuit Engineering Districts Board, a quorum shall consist of fifty percent, or their duly assigned alternate, of the Board of Directors.

### **Section 6. Voting**

Each member shall be entitled to only one vote. All questions shall be decided by vote of majority of the members or their alternates voting thereon in person. Voting by proxy shall not be permitted.

### **Section 7. Cancellation of Meeting**

The Board of Directors may cancel any meeting for cause.

# **ARTICLE VII**

## **BOARD OF DIRECTORS**

### **Section 1. General Powers**

The business and affairs of Oklahoma Cooperative Circuit Engineering Districts Board shall be managed by a board composed of the voting delegates of the regular voting members as set forth in Article IV of these bylaws. This board shall exercise all of the powers of Oklahoma Cooperative Circuit Engineering Districts Board as prescribed by law, or these bylaws.

### **Section 2. Qualifications**

The persons named as directors shall not become, or remain a director or hold any position of trust in Oklahoma Cooperative Circuit Engineering Districts Board who:

- (a) is not an sitting County Commissioner of his/her member county of a Circuit Engineering District; or
- (b) is in any way employed by or financially interested in a business selling goods or services to Oklahoma Cooperative Circuit Engineering Districts Board or any Circuit Engineering District. These prescriptions shall not apply if and where the degree of the prohibited activity is so minor and incidental as to pose no reasonable prospect of conflict of interest as the Board of Directors, in its sole discretion, so determines; or
- (c) is related to any employee or director of Oklahoma Cooperative Circuit Engineering Districts Board or any Circuit Engineering District by blood or marriage within the third degree; or
- (d) has been determined mentally incompetent by a court of competent jurisdiction and has not had such competency restored.

Upon establishment of the fact that a director is holding position in violation of any of the foregoing provisions, it shall immediately become incumbent upon the board of directors to remove such director from position.

A director who has been absent from more than two (2) consecutive regular meetings of Oklahoma Cooperative Circuit Districts during a single administrative year shall automatically be deemed to have vacated the seat on the board of directors. The vacancy will be filled in accordance with these bylaws, unless a majority of the remainder of the Board of Directors determines that such absences should be excused for justifiable cause.

### **Section 3. Removal of Director.**

Removal of a Director can only be accomplished by the affirmative action of an individual Circuit Engineering District's Board of said director's member district.

**Section 4. Committees**

The Board of Directors shall appoint such committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment. Committee members will be chosen by nomination and affirmative action of the Board of Directors.

**Section 4. Vacancies.**

Vacancies on the Board of Directors can only be filled by action of a member Circuit Engineering District where such vacancy has occurred. This vacancy will be filled according to the provisions in these bylaws.

**Section 5. Compensation.**

Directors shall not receive any compensation for their services.

**ARTICLE VIII  
OFFICERS**

**Section 1. Number.**

The officers of Oklahoma Cooperative Circuit Engineering Districts Board shall be a President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. In addition, a General Manager and/or a Circuit Engineer shall be appointed or hired by the Board of Directors. The positions of General Manager and Circuit Engineer may be held by the same person.

**Section 2. Election and Term of Office.**

The officers shall be elected by nomination and ballot annually by and from the board of directors during the last scheduled regular meeting prior to January 1 of each year. If the election of officers shall not be held at such time such election shall be held as soon thereafter as conveniently may be. Each member shall be entitled to only one vote. Election of officers shall be decided by the majority of the board or their alternate voting thereon in person. Voting by proxy shall not be permitted.

Each officer shall hold office until January 1 of each year, or until his/her successor shall have been elected and shall have qualified.

**Section 3. Removal**

Any officer or agent elected or appointed by the Board of directors may be removed by the Board of Directors whenever in its judgment the best interests of Oklahoma Cooperative Circuit Engineering Districts Board will be served.

#### **Section 4. President**

The president shall:

- (a) serve as the chairman of the board of directors and, unless otherwise determined by the members of the board of directors, shall preside at all meetings of the members and board of directors;
- (b) serve as a member, ex-officio, with the right to vote in all committees; except a nominating committee, if such nominating committee is appointed.
- (c) In general, perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

#### **Section 5. Vice-President**

In absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as from time to time may be assigned to him/her by the board of directors.

#### **Section 6. Secretary**

The Secretary shall be responsible for:

- (a) the proper recording of proceedings and meetings of the Oklahoma Cooperative Circuit Engineering Districts Board, board of directors, and all committees and carry into execution all orders, votes, and resolutions not otherwise committed;
- (b) insuring that all notices are duly given in accordance with these bylaws or as prescribed by law;
- (c) the safekeeping of Oklahoma Cooperative Circuit Engineering Districts Board' records;
- (d) keeping on file, at all times, a complete copy of the bylaws of Oklahoma Cooperative Circuit Engineering Districts Board containing all the amendments thereto, and;
- (e) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the board of directors.

#### **Section 7. Treasurer**

The Treasurer shall be responsible for:

- (a) custody of all funds and securities of Oklahoma Cooperative Circuit Engineering Districts Board;
- (b) the receipt of and issuance of receipts for all monies due and payable to Oklahoma Cooperative Circuit Engineering Districts Board and for the deposit of all such monies in the name of Oklahoma Cooperative Circuit Engineering Districts Board in such bank or banks as shall be selected by the board of directors, and;
- (c) the general performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the board of directors.

### **Section 8. General Manager and/or Circuit Engineer**

The board of directors may appoint or hire a General Manager and/or Circuit Engineer. The General Manager and/or Circuit Engineer shall perform such duties and exercise such authority as the board of directors may from time to time vest in him/her. The General Manager and/or Circuit Engineer shall not be a regular member of Oklahoma Cooperative Circuit Engineering Districts Board or an elected official. The compensation of the General Manager and/or Circuit Engineer shall be fixed by the board of directors through affirmative action.

### **Section 9. Bonds**

Trust or Surety bonds or like instruments shall be furnished for the President, Vice-President, Secretary, Treasurer, and such other officers or employees of Oklahoma Cooperative Circuit Engineering Districts Board as the board of directors shall determine.

### **Section 10. Compensation**

Officers of Oklahoma Cooperative Circuit Engineering Districts Board shall not receive any compensation for their services.

## **ARTICLE IX FINANCIAL TRANSACTIONS**

### **Section 1. Fiscal Period**

The fiscal period of Oklahoma Cooperative Circuit Engineering Districts Board shall be the same as the fiscal period of the counties of Oklahoma

### **Section 2. Budget**

The Board of Directors will adopt in advance of the next fiscal period an annual budget for Oklahoma Cooperative Circuit Engineering Districts Board.

### **Section 3. Audit**

The State Auditor and Inspector shall conduct a yearly audit with all costs borne by Oklahoma Cooperative Circuit Engineering Districts Board.

### **Section 4. Contracts**

Except as otherwise provided by law or in these bylaws, the board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf

of Oklahoma Cooperative Circuit Engineering Districts Board. Such authority shall be confined to specific instances.

**Section 5. Checks, Drafts, Etc.**

Except as otherwise provided by law or in these bylaws, all checks, drafts, or other orders for the payment of money, and all notes, or other evidences of indebtedness issued in the name of Oklahoma Cooperative Circuit Engineering Districts Board shall be signed by such officer, officers, agent, or agents of Oklahoma Cooperative Circuit Engineering Districts Board in such a manner as shall from time to time be determined by resolution of the board of directors.

**Section 6. Deposits**

All funds of the cooperative shall be deposited from time to time to the credit of Oklahoma Cooperative Circuit Engineering Districts Board in such bank, banks, or other federally regulated and insured institutions as the board of directors may select.

**ARTICLE X  
TRUSTS**

Oklahoma Cooperative Circuit Engineering Districts Board may, from time to time as the board of directors deems necessary, cause to be formed legal trusts which shall be formed to promote and develop specific projects. These trusts shall be formed with the authority and as provided for in Title 69 O.S. § 687.1.

**ARTICLE XI  
MISCELLANEOUS**

**Section 1. Membership in Other Organizations**

Oklahoma Cooperative Circuit Engineering Districts Board by a majority vote of its board of directors may become a member of other organizations as the board of directors may determine beneficial to Oklahoma Cooperative Circuit Engineering Districts Board.

**Section 2. Policies, Rules, Regulations**

The board of directors shall have the power to make and adopt policies, rules, and regulations, not inconsistent with law, or these bylaws, as it may deem advisable for the management, administration, and regulation of the

business and affairs of Oklahoma Cooperative Circuit Engineering Districts Board as provided for in Title 69 O.S. § 687.2.

### **Section 3. Gender Clarification**

In all places within these bylaws where masculine gender is used, it shall include feminine gender as though specifically stated therein.

## **ARTICLE XII ADMENDMENTS**

These bylaws may be amended by a majority vote of the regular members present at any regular or special meeting called for that purpose, notice of such proposed changes having been sent in writing or electronic conveyance to the membership thirty (30) days prior to such meeting. Amendments may be proposed by any regular member on their own initiative.

## **ARTICLE XIII SAVINGS CLAUSE**

In the event any clause or provision of these bylaws shall be adjudged to be invalid or void, or determined to be in conflict with any laws, rules and regulations of the Unites States of America, State of Oklahoma, or any governing body having jurisdiction over Oklahoma Cooperative Circuit Engineering Districts Board, then in that event, such laws, rules, or regulations shall take precedence over the particular bylaw and the fact that any such clause or provision may be invalid or void shall not serve to invalidate the remaining bylaws, clauses or provisions contained herein.