

CITIZENS FOR THE PROTECTION OF THE ARBUCKLE SIMPSON AQUIFER

BYLAWS

Current Bylaws Approved by Membership
October 2006

ARTICLE 1: NAME

The name of this organization shall be CITIZENS FOR THE PROTECTION OF THE ARBUCKLE SIMPSON AQUIFER, hereinafter referred to as CPASA.

ARTICLE 2: PURPOSES

The purposes of this organization are as follows:

- To preserve and protect the springs and waterways of the Arbuckle Simpson Aquifer;
- To promote understanding of these important water sources through education and community action;
- To cooperate with citizens and groups in other counties promoting similar missions; and
- To prevent threats of these water sources by waste, pollution or transfer to other areas through formal protests, testimony and other efforts.

ARTICLE 3: OBJECTIVES

Section 1: Membership – To maintain a citizens advocacy group of individuals, families, businesses, groups, associations and corporations who are committed to the support of the purposes of CPASA.

Section 2: Local Networking – To encourage the establishment and continuance of educational and preservation projects; to provide support in terms of personnel, finances, materials and information to individuals and groups interested in protecting springs and waterways.

Section 3: Global Networking – To work, communicate and coordinate with similar groups to promote the protection of springs and waterways.

ARTICLE 4: MEMBERSHIP

Section 1: Eligibility – Any individual or family, or any business, organization, association or corporation committed to the purposes and objectives of CPASA is eligible for membership.

Section 2: Membership Dues – Any eligible individual, family or organization may become a member by paying annual dues of membership as detailed below.

The amount of dues shall be reviewed annually, and are subject to change by a vote of the Board of Directors. Membership dues shall be used for general operating expenses.

Individual	\$10
Family	\$25
Bronze	\$50
Silver	\$100
Platinum	\$200

Section 3: Fiscal Year / Membership Year – The fiscal year is established as October 1 to September 30 of the following calendar year. The membership year coincides with the fiscal year. For purposes of budgeting, membership dues paid on or before August 30 apply to the previous fiscal/membership year; dues paid on or after September 1 apply to the upcoming fiscal/membership year.

Section 4: Meetings – CPASA shall conduct an annual meeting of the membership in October. Special meetings may be called as needed by the President or any two (2) members of the Board of Directors; reasonable notice of special meetings should be provided to members at least five (5) days prior to the meeting

and shall include the purpose(s) for which the special meeting is called. Notice is considered reasonable if emailed or published in newspapers in the counties represented on the Board or sent by posted mail.

Section 5: Quorum – A quorum shall consist of all members present at the annual meeting or any specially called meeting, provided proper notice of the meeting has been given.

Section 6: Voting – Each individual, business, corporate or organizational member shall have one (1) vote. No proxy votes shall be allowed. All matters brought to a vote during any annual meeting or special meeting of the membership shall require a simple majority vote of the members present.

Section 7: Elections – The election of Directors shall take place at the annual meeting. Ballots may be mailed/emailed prior to the annual meeting. Votes received by email/mail shall be held for the vote at the annual meeting and counted along with those in attendance, except that no member will be permitted to vote twice.

The Nominations and Leadership Committee established in these bylaws, shall present nominees for the Board of Directors to be elected by the membership.

ARTICLE 5: GOVERNANCE

Section 1: Executive Committee – The Executive Committee shall consist of the elected Officers.

Section 2: Executive Committee Authority – The Executive Committee shall have the responsibility of the general direction and oversight of the affairs of CPASA, and shall be responsible for carrying out its policies and objectives as established by the Board and its membership. Executive Committee decisions made on substantive matters shall be ratified by vote of the full Board at (1) its next regularly scheduled meeting, or (2) a special meeting, or (3) by email/phone/fax correspondence.

Section 3: Quorum – A quorum for meetings of the Executive Committee shall consist of four (4) members.

ARTICLE 6: OFFICERS

Section 1: Offices and Terms – The officers shall consist of a President, Vice President, Secretary and Treasurer. These officers shall serve a term of one (1) year, or until their successors shall have been elected.

Section 2: President – The President shall preside at all meetings of CPASA, the Board of Directors, and the Executive Committee and supervise the activities of CPASA. The President shall have the authority to establish and appoint members for standing and ad hoc committees in order to better plan, administer and accomplish the goals and objectives of CPASA. The President shall not vote in any regular or special meeting of CPASA or its Board of Directors, except in the case of a tie; the President may vote in Executive Committee meetings. The President shall have the authority to call meetings of the Executive Committee.

Section 3: Vice President – The Vice President shall assume any and all responsibilities of the President in the event the President is unable to attend meetings or otherwise uphold his/her obligations. In the event of a vacancy in the office of President, the Vice President shall fill that office until a successor may be elected as provided in these bylaws. The Vice-President shall chair the Nominations & Leadership Committee.

Section 4: Secretary – The Secretary shall keep an accurate record of all CPASA, Board and Executive Committee meetings; have custody of the official minutes and records; keep records of CPASA activities; and provide minutes of meetings to the members and Board for their approval. A copy of the minutes of the organization shall be placed in the public library in Tishomingo, the city of corporate record.

Section 5: Treasurer – The Treasurer shall supervise the funds of CPASA and keep proper records of all receipts and expenditures; account for monies received from funding sources; file necessary information and reports with the Internal Revenue Service and Oklahoma Tax Commission; collect all contributions, dues, fees and monies for materials and membership; provide a report at the board meetings; and issue checks; assist with preparation of an annual budget; and be responsible for scheduling an annual audit. The Treasurer, President and one other Director selected by the Board shall be signatories on the bank account(s). Invoices for expenses itemized in the approved budget and which represent normal operating expenses require no additional board approval before payment can be made. However, all other expenditures require approval of the Executive

Committee or the Board before payment is made. The Treasurer shall reconcile the bank account(s) monthly and provide monthly budget reports to the Executive Committee and the other members of the Board.

Section 6: Election of Officers - The Officers of CPASA shall be elected by the Board of Directors at the first board meeting following the annual election of Directors.

ARTICLE 7: BOARD OF DIRECTORS

Section 1:

(A) Membership – The Board of Directors shall consist of 15 individuals elected by the general membership. One (1) Director shall be elected to represent each of 7 county designations, as follows: Atoka/Coal, Bryan, Carter, Johnston, Love/Marshall, Murray and Pontotoc. Eight (8) Directors shall be elected to fill regional (“at large”) positions.

(B) Terms – County positions shall be 1-year terms. Regional positions will be 2-year terms.

(note: the election in October 2006 needs special consideration, as follows)

County positions (1-7): elected to 1-year terms, ending in 2007

Regional positions 1, 2, 3, 4: elected to 1-year terms, ending in 2007; one time only.

Regional positions 5, 6, 7, 8: elected to 2-year terms, ending in 2008

(C) Re-election – There shall be no term limits.

Section 2: Nomination –The Nominations & Leadership Committee shall present candidates for election to the members at the annual meeting or by mailed/mailed ballot prior to the annual meeting. To create a ballot, the Nominations & Leadership Committee shall solicit recommendations from members, using reasonable means, including, but not limited to email, phone, personal contact and/or posted mail.

Section 3: Election – An annual election shall be held. Members of the Board of Directors shall be elected by a simple majority vote of those persons present at the annual meeting or those persons returning an official ballot. New Directors will take office upon adjournment of the annual meeting.

Section 4: Quorum – A quorum for any meeting of the Board of Directors shall consist of eight (8) directors.

Section 5: Voting – Each Director shall have one (1) vote. No proxy votes shall be allowed.

Section 6: Meetings – The Board of Directors shall meet immediately after adjournment of the annual meeting for the purpose of electing officers. Thereafter, the Board shall meet quarterly. Special meetings may be called by the President or any two (2) members of the Executive Committee or any three (3) members of the Board. Notice of special meetings shall be made in sufficient time to be received two (2) or more days prior to the meeting, and shall include the purpose(s) for which the special meeting is called. Notice of special meetings shall be made by email, phone, personal contact or posted mail.

Section 7: Duties And Responsibilities – The Board of Directors shall be responsible for the election of the officers; shall establish and carry out the policies and objectives of CPASA; shall receive reports and recommendations from the Executive Committee, including the approval of payments and ratification of substantive decisions made by the Executive Committee since the last Board meeting; and shall secure adequate funding for CPASA operations.

Section 8: Vacancies - A Director who misses four (4) consecutive regularly scheduled or special meetings of the Board is considered to have vacated the position and may be replaced by appointment of the Board. A position filled in such a manner will be considered an “at large” appointment for the remainder of the vacated term.

ARTICLE 8: COMMITTEES

Section 1: General – CPASA members are eligible to chair and serve on committees, except that the Vice President shall chair the Nominations & Leadership Committee. There shall be standing committees as specified in Article 8. Section 2, and ad hoc committees, as needed. All committee members must be current members

of CPASA. Except for the Chairman of the Nominations & Leadership Committee, committee appointments shall be made by the President. Committees shall meet, conduct business and make reports to the Board as necessary to perform their responsibilities.

Section 2: Standing Committees.

- **Communications Committee:** Purposes of this committee are to:
 - Communicate CPASA's mission and goals to various constituents.
 - Approve and distribute press releases.
 - Create or update promotional brochures, newsletters and advertising materials as needed.
 - Maintain an effective website.
 - Maintain a data base for managing communications, including but not limited to mass emailing, telephone banks and posted mailings.
 - Maintain an events calendar and manage organizational participation in community events, including but not limited to a speakers bureau.
 - Recommend changes or additions to CPASA's telephone communications strategy, including but not limited to the purchase of mobile phone(s), toll-free numbers and voice broadcasting.
- **Fund Raising Committee:** Purposes of this committee are to:
 - Secure adequate funding for carrying out the goals of the organization, including but not limited to the securing of grants
 - Plan and conduct fund-raising events
 - Assist the Membership Committee in securing annual dues.
- **Legal Affairs Committee:** Purposes of this committee are to:
 - Become aware of threats to water resources and advise Directors on appropriate courses of action to accomplish CPASA goals.
 - Plan for and implement tactics for mounting legal protests to thwart negative impacts on water resources of the aquifer.
- **Membership Committee:** Purposes of this committee are to:
 - Increase membership levels
 - Promote payment of annual dues through communication to members and potential members.
 - Provide analysis and advice on changes to annual dues.
 - Maintain membership records for establishing voting rights and for assisting the Communications Committee in contacting members.
 - Tally votes during elections.
 - Plan and execute the annual membership meeting.
- **Nominations & Leadership Committee:** Purposes of this committee are to:
 - Provide nominations for filling vacancies on the Board.
 - Foster and strengthen internal leadership through an advisory board. The committee will recommend appointments to the advisory board. Appointments will be made by the President and approved by the Board.
 - Make recommendations on exemplary service awards.
 - Provide new Director orientation.
 - Foster and manage affiliations with other organizations with common interests.
 - Educate members, supporters, legislators and the general public on topics important to CPASA goals.
 - Plan and implement tours, conferences and other meetings involving members and supporters.
- **Technical Affairs Committee:** Purposes of this committee are to:
 - Provide and enhance understanding of technical issues among Directors and members.
 - Provide liaison between the Board and other organizations by seeking to serve and serving as representatives of CPASA on community or governmental agency committees which deal with technical issues, including but not limited to hydrology, geology, and information technology.

ARTICLE 9: PARLIAMENTARY AUTHORITY

Section 1: Rules Of Order and Parliamentary Procedures – The current edition of “Roberts’ Rules Of Order” shall govern all meetings of CPASA and its Board of Directors in all cases in which they are not inconsistent with these bylaws.

Section 2: The Board may convene executive sessions for the purpose of discussing and planning legal actions.

ARTICLE 10: AMENDMENTS

These bylaws may be amended at any meeting of the membership by a majority vote of the members present, provided notice of the proposed changes has been given to the members at least 30 days in advance of the meeting.

Approved by Membership at General Meeting: ___10/02/2006

Signature of Presiding Officer: ___Floy Parkhill_____