

By-Laws of the Kiamichi Wilderness Landowners Association, Inc.

Adopted June 12, 2021

PO Box 100 - Moyers OK 74557

kiamichiwilderness.net

An Oklahoma Non-Profit Corporation



ARTICLE 1

PURPOSE and SERVICES

- 1:01 The Kiamichi Wilderness Landowners Association, Inc. (also known as "KWLA" or "corporation" or "association" elsewhere in this document) is a voluntary member-supported, community service organization with an emphasis on wilderness preservation.
- 1:02 Services provided by KWLA include road maintenance, security and any other lawful services which may be authorized by the corporation's Board of Directors.
- 1:03 No services shall be provided for-profit, dividend, revenue sharing or other inurement to any KWLA member.
- 1:04 Although any provided service may benefit the Kiamichi Wilderness Community as a whole, prioritization of services shall favor the common needs of the greatest number of KWLA members.

ARTICLE 2

MEMBERSHIP, DUES and AGREEMENT

- 2:01 Any person who is an owner by recorded deed, a buyer on a contract-for-deed or lessee of a tract of land within or contiguous to the original Kiamichi Wilderness Inc. property, as described in a warranty deed to Si Rickman, dated March 17, 1977, is eligible to be a member of KWLA. Upon acceptance of the *Terms and Conditions of Membership* (Appendix A) and the subsequent payment of annual dues, any eligible person shall be a KWLA member with full voting rights, benefits, and association participation.
- 2:02 Membership is limited to one membership per person and one vote per member.
- 2:03 Membership in the Kiamichi Wilderness Landowners Association, Inc. is not transferable or assignable unless the tract of land is sold, leased, or otherwise transferred to another person. The new owner or lessee will become the member for the remainder of the dues-payment term upon acceptance of the *Terms and Conditions of Membership*.

- 2:04 Payment of membership dues is required for membership and payment for renewal of membership is due by the annual anniversary of the initial payment. Payment of renewal dues will constitute an extension of the member's acceptance of the *Terms and Conditions of Membership*.
- 2:05 Acceptance of the *Terms and Conditions of Membership* is required for membership. Acceptance may be signified electronically or by hard copy. The *Terms and Conditions of Membership* document is incorporated into these by-laws and appended hereto as "Appendix A". Any amendment to "Appendix A" shall constitute an amendment of these by-laws and is subject to the provisions of by-laws 11:01 and 11:02.

ARTICLE 3

MEETINGS, NOTICE of MEETINGS, QUORUM and VOTING

- 3:01 The chair of any KWLA sanctioned meeting shall maintain order by consensus; offering agenda items for discussion, continuing discussion or terminating discussion, tabling items or voting on items; when two or more members express a call for such actions, or when the chair determines that consensus, otherwise, calls for such actions. No actions, taken by consensus, may be challenged solely on the grounds of the informality of procedures.
- 3:02 A Board of Directors Meeting, open to all members, shall be held the second Saturday in December, March, June and September at 2:00 p.m. at the Kiamichi Wilderness Volunteer Fire Department. Additional meetings of the directors may be called by the president or by any two directors, be conducted in person, by phone or other electronic means and need not be open to the members, except that any actions taken in any closed meeting shall be disclosed to the members and entered into the minutes at the next, regularly scheduled board meeting.
- 3:03 An Annual Meeting of the Members shall be held on the second Saturday of December at the Kiamichi Wilderness Volunteer Fire Department at 1:00 p.m. to be followed by the December Board of Directors meeting. During the Annual Meeting of Members, directors shall be elected; the president shall announce the proposed cost of dues for the new fiscal year and submit same for approval by members; reports of the affairs of the corporation shall be considered; and any other business may be transacted which is within the authority of the members.
- 3:04 Special Meetings of the Members, for any lawful purpose, may be called by the president, or by petition of not less than one third (1/3) of the members. Petition may be submitted by hard copy or electronically to the president or to two other directors. Business transacted at any special meeting shall be limited to the subjects stated in the Notice of Meeting as prescribed in by-law 3:05.
- 3:05 By-laws 3:02 and 3:03 constitute legal notice of regularly scheduled meetings. If for any reason the date, time or location of any previously scheduled meeting is to be changed, or if any special meeting is open to, or is to be held by the members, a written Notice of Meeting must be provided to the members no sooner than 30 days and no later than 10 days before the meeting. If the Notice of Meeting is for a meeting of members, the purpose(s) of the meeting must be

stated in the notice. Written notice may be provided by postal mail or by electronic means to the last known postal or electronic address provided by each member, to KWLA.

- 3:06 A reminder of regularly scheduled meetings shall be posted at the KWLA guardhouse entrance and electronically to the members no later than 10 days before the meeting.
- 3:07 A quorum must be declared by the chair of any meeting at the beginning of the meeting and prior to any proceedings. A majority of directors or committee members must be present for a meeting of the Board of Directors or a KWLA Committee, respectively. A quorum at a meeting of the members may be declared if, 1) 10% of the membership is present, or 2) 2/3 of the members present, vote by show of hands, to declare a quorum.
- 3:08 Unless otherwise provided for in these by-laws or the Articles of Incorporation, all matters voted upon by the Board of Directors, a Committee, or a Meeting of the Members shall require a simple majority to affirm. Voting for the election of directors shall be by secret ballot except for the ratification of an appointee, as stated in by-law 4:10. Unless otherwise stated in these by-laws, for all other matters requiring a vote the chair of the meeting shall declare whether a vote is to be open or secret.
- 3:09 Consistent with appropriate technology and related mitigating factors, the Board of Directors shall utilize secure electronic methods for members to observe meetings, participate, vote on resolutions and elect directors. Actions taken by electronic means shall be equal to actions taken in person but use of electronic means shall not exclude or replace physical meetings as mandated in by-laws 3:02, 3:03 and 3:04. The number of participants, electronically, shall not be counted to declare a quorum unless such electronic means permits immediate interaction between electronic and in-person participants.
- 3:10 Mail-in ballots and votes by proxy are specifically prohibited.

ARTICLE 4 BOARD OF DIRECTORS

- 4:01 The business affairs of the corporation shall be managed by its Board of Directors who may exercise all the powers of an Oklahoma non-profit corporation except 1) those which are required to be exercised by KWLA members, or 2) those that infringe on the lawful authority of any landowner, unless delegated in writing to the corporation by the affected landowner, and 3) those prohibited by the corporation's Articles of Incorporation or by these by-laws.
- 4:02 Directors must have been KWLA members, as defined in by-law 2:01, for the twenty-four (24) months preceding the announcement of their candidacy for the seat.
- 4:03 Candidates for election to the Board of Directors must announce their candidacy no later than thirty (30) days before the election. The announcement shall be provided to the secretary who shall verify eligibility and provide a list of candidates to the members no later than 21 days before the election. Provision of the list of candidates may be by electronic means. Board of Director positions, with no timely-announced candidate, shall remain vacant for 30 days

following the Annual Membership Meeting, and then may be filled by the Board of Directors in accordance with by-law 4:10.

- 4:04 The number of directors shall be seven (7). Directors shall hold their seat for two (2) years. The election of director positions will alternate. Election of President, Secretary, and Board Member 1 shall be in odd-numbered calendar years. Election of Vice President, Treasurer, Board Member 2, and Board Member 3 shall be in even-numbered calendar years.
- 4:05 The December meeting of the Board of Directors shall be held immediately after the Annual Membership Meeting at which time, newly elected directors will claim their seats.
- 4:09 No member of the Board of Directors shall receive pay for any services to KWLA except for compensation to the treasurer for bookkeeping services, in lieu of contracted or staff-provided bookkeeping. Actual reasonable expenses of a director, but unrelated to meeting attendance, may be reimbursed when submitted to and approved by the Board of Directors.
- 4:10 A vacancy on the Board of Directors shall be filled by appointment of a qualified member, by the Board of Directors, except during the period 30 days before and 30 days following the Annual Membership Meeting. The appointed director shall be presented (without notice) to the members, present at the next Board meeting, to be ratified ("yes" or "no") by a show-of-hands. If ratified, the appointee shall serve as a director for the remainder of the term, of the seat to which appointed. If not ratified, the appointee shall surrender the seat which shall remain vacant for 30 days, at which time the Board of Directors shall appoint another, qualified member to the seat.

ARTICLE 5 OFFICERS

- 5:01 The officers of the corporation shall consist of a president, a vice-president, a secretary, and a treasurer.
- 5:02 The president shall be the principal executive officer of the corporation and shall, in general, supervise the business affairs of the corporation as directed by the board. The president will sign, with the treasurer or other proper officer, so authorized by the Board of Directors, any instruments which the Board of Directors have authorized to be executed or are otherwise authorized by these by-laws. The president shall perform all duties incidental to the office of the president and such other duties as may be prescribed by the Board of Directors.
- 5:03 In the absence of the president or in the event of the president's inability 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 perform such other duties as assigned by the Board of Directors.
- 5:04 The secretary shall record in writing, the minutes of the Meeting of the Members and of the Board of Directors in one or more books provided for that purpose and shall electronically

publish same to the members no later than 10 days following the meeting; or in lieu of written publication, shall video-record the meeting and electronically publish said video. The secretary shall provide all notices, in accordance with the provisions of these by-laws or as required by law. The secretary shall receive, verify eligibility, and publish to the members, all the announcements of candidates for election to the Board of Directors. The secretary will perform all duties incidental to the office of secretary and such other duties as may be assigned by the president or by the Board of Directors.

- 5:05 The treasurer shall have custody of and be responsible for all funds and securities of the corporation; receive monies due and payable to the corporation from any source and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories to be selected in accordance with the provisions of by-law 6:02. The treasurer shall provide a quarterly financial report at each Board meeting and electronically publish same to the members within 10 days after the meeting. The treasurer shall be the custodian of all books, records, contracts and rosters of the corporation and perform all the duties incidental to the office of treasurer and such other duties that may be assigned by the president or by the Board of Directors.

ARTICLE 6

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 6:01 All checks, drafts, or purchase orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the president and treasurer or other such officer authorized by the Board of Directors.
- 6:02 All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 6:03 The corporation may accept any contribution, gift, bequest, or device for earmarked purposes, but dues monies may only be designated for general fund purposes.
- 6:04 All routine and prior approved expenses shall be paid when due. Emergency or other unforeseen expenses must have the approval of a majority of the Board of Directors. Any director unable to vote, due to absence, must be informed of the expense and action thereon within 7 days of the action.

ARTICLE 7

BOOKS and RECORDS

- 7:01 The corporation shall maintain complete and accurate records of accounts, minutes of proceedings, contracts, membership agreements and legal filings in one or more secure locations, approved by the Board of Directors, and accessible at will by two or more directors.
- 7:02 All books and records of the corporation may be inspected by any member, authorized agent, or attorney for any proper purpose at any reasonable time, or as otherwise required by law.

**ARTICLE 8
FISCAL YEAR and AUDIT**

- 8:01 The fiscal year of the corporation shall begin on the first day of November and end on the last day of October of each year.
- 8:02 An annual internal audit shall be conducted between November 1 and the second Saturday of December of each year, by an Audit Committee composed of two (2) from the Board of Directors (apart from the treasurer), two (2) KWLA Members, the bookkeeper and the treasurer if different than the bookkeeper. The Board of Directors will appoint all members of the Audit Committee.

**ARTICLE 9
ANNUAL BUDGET and DUES**

- 9:01 The Board of Directors shall project an annual operating budget prior to the second Saturday of December of each year. The projected budget shall be used by the Board of Directors to establish a proposed cost of dues, to be paid by KWLA members in the new fiscal year. The projected budget shall not require member approval.
- 9:02 The Board of Directors shall present the projected budget and proposed dues cost at the Annual Meeting of Members. Whether the proposed dues cost changes or does not change from the prior fiscal year, approval of the proposed dues cost by a majority of members present and voting shall be required.

**ARTICLE 10
COMMITTEES**

- 10:01 There shall be five (5) Permanent Committees, for the purpose of advising and supporting the Board of Directors: 1) Community Outreach Committee, 2) Security Committee, 3) Road Maintenance Committee, 4) Technology Committee and 5) Preservation Committee.
- 10:02 The Board of Directors will appoint a KWLA member to chair each of the Permanent Committees and to perform the responsibilities delegated to it by the Board. The enlistment of any such committee and the delegation of authority to it, shall not relieve the Board of Directors of any responsibility imposed on it by law. Members of Permanent Committees shall be KWLA member volunteers, recruited and organized by the respective chairs.
- 10:03 Ad hoc committees may be organized and authorized by the Board of Directors to perform specific functions for the benefit of the corporation. Ad hoc committees may also be organized

by KWLA members but must be authorized by the Board of Directors to act on behalf of the corporation or to receive logistical or financial support from the corporation.

- 10:04 Each permanent or ad hoc committee shall adopt rules for its operation, provided such rules do not conflict with these by-laws, or with statutes governing non-profit corporations, or with landowner rights, per by-law 4:01.

ARTICLE 11

AMENDMENTS, APPENDICES and RECORDING of BY-LAWS

- 11:01 These by-laws may be altered, amended, or repealed and new or revised by-laws may be adopted by a two-thirds (2/3) majority of the membership present and voting, if at least ten (10) to thirty (30) days written notice to the members, announcing the intention to alter, amend, repeal, or revise these by-laws or to adopt new by-laws at such meeting, has been provided.
- 11:02 A copy of these by-laws, future revisions and appendices shall be recorded in Pushmataha County Records.

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APPENDIX A

Terms and Conditions of Membership in the Kiamichi Wilderness Landowners Association, Inc.

- 1) I affirm I am either a) a named owner, on a deed of record, b) the buyer on a contract-for-deed or similar instrument, or c) the lessee of property within or contiguous to the recorded property description of Kiamichi Wilderness, Inc. whether it is a numbered lot or is property commonly known as out-property. I agree to provide proof of same, upon request by the Kiamichi Wilderness Landowners Association, Inc. (KWLA), including the name of the seller or lessor if applicable.
- 2) I agree to provide to KWLA, and to maintain it as needed, current pertinent contact information including my mailing address, phone number and any preferred email or social media address.

- 3) I agree to pay annual dues, the amount for which will be set by KWLA at each annual membership meeting, and I further agree that payment of subsequent annual dues will constitute my continued acceptance of these terms and conditions. I understand that non-payment of dues will terminate my membership and my continued acceptance of these terms and conditions.
- 4) I understand that dues monies will be earmarked for general fund use, for administrative costs and for such services that serve the broad common needs of the membership, as determined by the Board of Directors. I agree that service provision under these conditions may or may not fully meet needs specific to my property. I understand that such specific property needs may be fulfilled by me, by contracting with KWLA for a negotiated, additional fee or through a third-party contractor.
- 5) For "common need services" and for separate contracted services that KWLA may provide, which require access to my property, I grant to KWLA the right-of-access thereto, whether posted or not posted.
- 6) I understand that KWLA is a non-profit corporation supported by members' dues, by contract fees and by contributions from members and non-members. I further understand that contract-fees and contributions may be earmarked, apart from general funds, to pay for specific projects that arise from time to time.
- 7) I understand that KWLA is a community service organization devoted to preserving the wilderness state, within its ability and resources, but is not legally authorized to enforce any law, covenant or restriction that may affect land use or preservation of the wilderness state. I understand that I may only seek relief of legal, covenant or restriction violations through legal channels, apart from KWLA.

Name

Date

AFFIRMATION OF ADOPTION

of the by-laws of the

Kiamichi Wilderness Landowners Association, Inc.

I, the undersigned, being a duly elected officer and director of the Kiamichi Wilderness Landowners Association, Inc., an Oklahoma Nonprofit Corporation, do affirm that the foregoing by-laws of the Kiamichi Wilderness Landowners Association, Inc., were adopted by a 2/3 majority, or greater, of the members present and voting on June 12, 2021.

The foregoing by-laws supersede and negate all prior by-laws publicly filed by the Kiamichi Wilderness Landowners Association, Inc. prior to June 12, 2021.



Signature

Warren Anthony General

Printed Name

President

Title

7-6-2021

Date

Signed before me Barry P. Savage Notary Public
personally appeared Warren General on 7-6-21
Comm # 0400726
Comm Exp. 1-26-24



