

Oklahoma College Public Relations Association, Inc.
Articles of Incorporation and Bylaws

Articles of Incorporation
Article I

NAME

The name of this organization shall be the Oklahoma College Public Relations Association, Inc. (OCPRA).

Article II
OBJECTIVES AND PURPOSES

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The express purpose for which the Corporation is formed is to promote and foster the educational and cultural functions and interests of every kind and description of all those institutions of higher education in the State of Oklahoma that qualify as members of the Corporation, to create a fund to be used for the common and general benefit of those institutions of higher education so qualified, and to fund, support and maintain public relations projects and programs the Corporation may from time to time deem advisable as being beneficial to the needs and goals of the member institutions.

Membership shall be made available to all colleges, universities or other accredited higher education institutions within the State of Oklahoma that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and to non-profit public relations organizations affiliated with such institutions of higher education that also qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

The Directors may, with the majority approval of all members of the Corporation, create associate memberships which shall be of an honorary, non-voting category, if such non-voting, honorary memberships are consistent with the heretofore stated purposes of the Corporation.

The corporation shall use and apply the assets of the corporation, including all income there from, exclusively within the United States or any of its possessions and exclusively for the purposes for which the corporation is organized.

The corporation is not for profit, and as such the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members, other than distributions to members qualified under sections 115 or 501(c)(3) of the Internal Revenue Code.

The corporation has no authority to issue capital stock and is organized on a nonstock, not for profit basis with members in lieu of shareholders which shall be qualified, approved and

inducted to membership in accordance with the bylaws of the Corporation. No member, in such capacity, shall have any vested rights in the assets of the corporation.

No part of the net earnings of the corporation shall inure incidentally or otherwise to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Article III MEMBERSHIP

Section 1.

- a.) Membership shall be made available to all colleges, universities or other accredited higher education institutions within the State of Oklahoma that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and to non-profit public relations organizations affiliated with such institutions of higher education that also qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.
- b.) Member Institutions may have one voting member and an unlimited number of non-voting members as designated by each respective institution. Member institutions may designate as OCPRA members individuals who are responsible for activities which advance understanding of and support for Oklahoma higher education. Membership, therefore, may include, but is not limited to, professionals in public information, public relations, media relations, alumni relations, development or sports information.

Section 2.

- a.) The Directors may, with the majority approval of all members of the Corporation, create associate memberships which shall be of an honorary, non-voting category, if such non-voting, honorary memberships are consistent with the heretofore stated purposes of the Corporation.
- b.) Associate members may not vote or hold office.

Article IV VOTING

Control of the association shall be vested in the voting members, with each member institution having one vote to be cast by the voting member designated by the member institution.

Article V MANAGEMENT

The management and operation of the business and affairs of the Corporation shall be vested in the Board of Directors selected as prescribed in the bylaws of the Corporation. Election of directors need not be by written ballot unless the bylaws so provide. The members of the Board of Directors may be referred to as "Directors".

Article VI DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII
AMENDMENT

Subject to the limitations set forth in these Articles of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

Article VIII
EFFECTIVE DATE

These articles of Incorporation shall become effective on August 1, 1969, if adopted by two-thirds of the present members of the OCPRA voting in the manner provided under the Articles VII of the Bylaws of the Association.

Bylaws

Article I
MEMBER REPRESENTATIVES

Section 1. Members shall include any institution or organization that meets the specifications in Article III of the Articles of Incorporation.

Section 2. Member institutions or organizations may designate as OCPRA members individuals who are responsible for activities which advance understanding of and support for Oklahoma higher education. Membership, therefore, may include, but it not limited to, professionals in public information, public relations, media relations, alumni relations, development, sports information, communications or marketing.

Section 3. Each member institution shall designate a voting representative. A list of voting representatives will be available to the membership annually.

Section 4. In the event an institution's voting representative is unable to attend a general meeting of the OCPRA, the voting representative may designate another member of the institution to vote upon behalf of the institution. The institution's voting representative should communicate the name of the designee to the Board President in writing prior to a formal vote being taken.

Article II
MEETINGS

Section 1. There shall be at least one annual meeting of members to be held at a time and place designated by the Executive Committee.

Section 2. The president of the OCPRA shall issue, in writing, an official call for the annual meeting at least 30 days in advance of the meeting.

Section 3. A quorum shall consist of the voting members at a properly called meeting of members.

Section 4. A majority vote of the voting members present shall be required for action unless otherwise provided in these Bylaws.

Section 5. Additional meetings of members shall be called by the president of the OCPRA upon approval of two-thirds of the serving members of the Board of Directors or upon petition signed by not fewer than 10 voting members and directed to the secretary of the OCPRA.

Section 6. Each voting member shall have one vote in proceedings calling for action by the members.

Article III OFFICERS

Section 1. The officers of OCPRA shall be president, president-elect, vice president, secretary, treasurer, and past president; these officers shall serve as the Executive Committee of the OCPRA and shall also serve on the Board of Directors.

Section 2. The OCPRA shall elect, at its annual summer meeting, officers to serve one-year terms of president, president-elect, vice president, and secretary. The treasurer shall be elected to a three-year term. Terms will begin with the adjournment of the summer conference.

- a.) The president shall call meetings of the members in accordance with Article II of these Bylaws, shall call meeting of the Board of Directors, shall ensure that all matters of business are conducted in accordance with state and federal laws and these Bylaws.
- b.) The president-elect shall assist the president on general matters, chair the OCPRA site committee and serve as chair of the nominating committee. The president-elect will preside at meetings in the absence of the president. The president-elect is the automatic nominee for president the following year.
- c.) The vice president shall assist the president on general matters and serve as program chair of OCPRA workshops and annual conference. The vice president shall preside at meetings in absence of the president and president-elect. The vice president is the automatic nominee for president-elect the following year.
- d.) The secretary shall maintain a true record of the meetings, deliberations, and actions of the members, the board of directors, and the executive committee. The secretary will also keep record of directors' terms to assist with the nominating process.
- e.) The treasurer shall be responsible for all financial records for the organization including bank accounts, ledgers, paying bills, issuing invoices in a timely manner, and receipt of dues. The treasurer will present a written financial report at every board meeting and at the annual meeting. Additionally, the treasurer shall prepare and distribute to the members a yearly membership roster.

Section 3. Should a vacancy occur in the office of president, the president-elect shall succeed immediately to that office, and shall serve the remainder of the term as president. Should a vacancy occur in any other elected office, the Board of Directors is empowered to appoint a successor.

Article IV
EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the president, president-elect, vice president, secretary, treasurer, and past president.

Article V
BOARD OF DIRECTORS

Section 1. The Board of Directors shall be constituted as follows:

- a.) The Board of Directors shall consist of eight (8) directors, who will each serve a two-year term. Four (4) directors shall be elected each year.
- b.) The president, president-elect, vice president, secretary, treasurer, and past president shall also serve as voting members of the Board of Directors.
- c.) The communications director for the Oklahoma State Regents for Higher Education or his/her designee shall serve as an ex-officio board member.

Section 2. Terms of directors shall begin at the closing session of the annual OCPRA summer conference and continue for two years.

Section 3. If a vacancy is created by death, resignation or other cause, the Board of Directors shall elect a successor to serve for the remainder of the term.

Section 4. The Board of Directors shall meet at the same time of the regular meeting and/or at other meetings called by the president.

Section 5. A quorum shall consist of a majority of the directors and officers present.

Section 6. The Board of Directors may act on a motion by mail, fax or telephone conference, web conference or email provided the motion is submitted with the approval of the president or at the request of a majority of the serving directors. Approval shall require affirmative vote of the majority of the serving directors voting within five working days of the posting of ballots.

Section 7. The president shall appoint a member of the Board of Directors to serve as chair of committees as needed.

Section 8: Board members are expected to attend 75% of board meetings. In-person attendance is preferred, but teleconference attendance is acceptable, as needed.

Section 9: Board members should make active contributions to the Corporation by serving as the chair and/or member of a committee, participating in the Corporation's annual conference and fall workshop, and other service opportunities, as needed.

Section 10: Board members may be removed for failure to uphold board responsibilities with a 2/3 vote of the Board of Directors. Any board member can refer any other board member for review to the President. The President, in consultation with the Executive Committee, will determine if the board member should be referred to the full Board of Directors for potential removal. The board member referred for removal shall be contacted by the President prior to the vote, and will have the opportunity to submit in writing or in-person a statement or to resign. Should the Board of Directors vote to remove a board member, the action is effective immediately.

Article VI DUES AND FISCAL MATTERS

Section 1. The Board of Directors shall establish dues.

Section 2. The Executive Committee shall propose a budget in December of each year to the Board of Directors. The Board of Directors may modify the budget, but in no case may it incur deficits on behalf of the OCPRA.

Section 3. No financial obligation shall be incurred by any member representative or office, for or on behalf of the OCPRA except as authorized by the budget or with prior approval from the Board of Directors. No member representative or officer shall engage in activity to secure any form of financial support for the OCPRA, except as authorized by the Board of Directors.

Section 4. The fiscal year of the OCPRA shall begin July 1. Annual dues should be paid by October 1.

Article VII AWARDS

Section 1. The Board of Directors may adopt procedures for conferring awards on behalf of the OCPRA upon such individuals or organizations as merit recognition by the OCPRA.

Article VIII AMENDMENTS

Section 1. Any proposal to amend the Articles of Incorporation and Bylaws shall be submitted to the members only after an affirmative vote of a majority of the Board of Directors. Such a proposal shall be submitted to the members at a regular meeting upon notice in the call for meeting or by mail referendum. An affirmative vote by two-thirds of the members whose ballots are received within 30 days of the posting of the ballots to the membership, shall be required for adoption.

Article IX EFFECTIVE DATE

Section 1. These BYLAWS shall become effective on August 11, 2012.
Revised BYLAWS effective on Dec. 6, 2019.