

**BY-LAWS
OF
OKLAHOMA TEAM, INC.**
An Oklahoma Not-for-Profit Corporation

**ARTICLE 1
DEFINITIONS**

1.1 Definitions

For purposes of these By-Laws, the following terms shall have the following meanings, unless the context clearly requires otherwise:

- (a) “Board” means the board of directors of the Corporation.
- (b) “By-Laws” means these by-laws as adopted by the Board and includes amendments subsequently adopted by the Board.
- (c) “Certificate of Incorporation” means the Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently adopted and filed.
- (d) “Corporation” means Oklahoma Team, Inc.
- (e) “Directors” means the members of the Board as elected or appointed pursuant to Article 5 of these By-Laws.

**ARTICLE 2
PLACE OF BUSINESS**

2.1 Principal Place of Business

The principal place of business of the Corporation for the transaction of business shall be at such location within or without the State of Oklahoma as the Board may from time to time determine.

2.2 Additional Offices

Additional business offices may be established at such other places as the Board may from time to time designate or as the business of the Corporation may require from time to time.

**ARTICLE 3
REGISTERED OFFICE AND REGISTERED AGENT**

3.1 Registered Office

The Corporation shall maintain a registered office in the State of Oklahoma which may, but need not be, the same as its present principal place of business. The Board may change the address of the registered office of the Corporation from time to time.

3.2 Registered Agent

The Corporation shall also have and continuously maintain in the State of Oklahoma a registered agent upon whom service of summons may be had and whose business address is identical to the registered office of this Corporation. The Board shall have the authority to appoint or change, from time to time, the registered agent of the Corporation in the State of Oklahoma.

**ARTICLE 4
MISSION AND PURPOSE**

4.1 Mission

The mission of the Corporation is youth character development

4.2 Purpose

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and shall be operated exclusively for the purpose of operating, promoting and supporting a Christian adventure, character, and leadership program for young men through a program centered on outdoor experiences that build a young man's skills and allow him to grow on a personal level and as a role model and leader for his peers. Living a life established on timeless values derived from the Bible. The Corporation's purpose shall consist of exercising all power and performing all acts permitted a not-for-profit corporation under Oklahoma law to the extent the exercise of such powers and the performance of such acts are in furtherance of the Corporation's exempt purpose as stated herein.

4.3 Statement of Faith

The Statement of Faith is designed to affirm the need for those in leadership to follow biblical standards. Leaders are held to a higher standard than those who are not in leadership and must agree to the tenets contained in the Statement. All adults in leadership roles, whether staff or volunteer, at any level, must agree to sign and adhere to the Statement of Faith.

Statement of Faith

We believe there is One Triune God - God the Father; Jesus Christ, His one and only Son; and the Holy Spirit - Creator of the universe and eternally existent. We believe the Holy Scriptures (Old and New Testaments) to be the inspired and authoritative Word of God. We believe each person is created in His image for the purpose of communing with and worshiping God. We believe in the ministry of the Holy Spirit, who enables us to live godly lives. We believe each of us is called to love the Lord our God with all our heart, mind, soul, and strength, and to love our neighbors as ourselves.

We believe God calls us to lives of purity, service, stewardship and integrity:

Purity - God calls us to lives of holiness, being pure of heart, mind, word and deed. We are to reserve sexual activity for the sanctity of marriage, a lifelong commitment before God between a man and a woman.

Service - God calls us to become responsible members of our community and the world through selfless acts that contribute to the welfare of others.

Stewardship - God calls us to use our God-given time, talents, and money wisely.

Integrity - God calls us to live moral lives that demonstrate an inward motivation to do what is biblically right regardless of the cost.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers and Duties

- (a) Subject to the limitations of the Certificate of Incorporation and of the pertinent restrictions on a not-for-profit corporation organized under the laws of the State of Oklahoma and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board in accordance with the provisions of these By-Laws.
- (b) A Director shall perform his/her duties as a Director of the Corporation, including duties as a member of any committee of the Board of Directors, in good faith, in a manner he/she reasonably believes to be in, or not opposed to, the best results of the Corporation, and with the care that an ordinarily prudent person would use under similar circumstances.

5.2 **Number**

The number of Directors which shall constitute the whole Board shall be not less than three (3) as the Directors may determine by resolution from time to time.

5.3 **Election and Term**

- (a) Each Director shall hold office for a period of three (3) years or until the death, resignation, retirement, removal or disqualification of such Director, whichever occurs first. Upon the expiration of the term of a Director, such Director shall continue in office until a successor is duly elected and qualified in accordance with these By-Laws. If re-elected to such office, a Director may serve an unlimited number of terms as Director of the Corporation. All elections of Directors shall be duly recorded in the minutes of the proceedings of the Board.
- (b) The Board shall elect individuals to serve as Directors at the annual meeting of the Board by a majority vote of the Directors present at the meeting.

5.4 **Quorum and Voting Requirements**

A majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business and every act done or decision made by a majority vote of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board, except as otherwise specifically provided in these By-Laws; PROVIDED, HOWEVER, that a majority of the Directors in the absence of a quorum may adjourn any meeting of the Board from day to day, but may not transact any business except the filling of vacancies on the Board as provided for in these By-Laws.

5.5 **Compensation**

All Directors shall serve without compensation. PROVIDED, HOWEVER, reasonable expenses incurred by a Director on behalf of the Corporation may be reimbursed by the Corporation upon the unanimous approval of the Directors other than the individual Director requesting reimbursement.

5.6 **Resignation**

Any Director may resign at any time by giving written notice to the Board. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

5.7 **Removal**

Any individual Director may be removed from office, with or without cause, by the unanimous vote of the other Directors at any meeting of the Board and the removal shall be effective immediately upon such approval.

5.8 Vacancies

Any vacancy or vacancies on the Board may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum, or by a sole remaining Director. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased in accordance with the provisions of these By-Laws, or if the Board fails at any annual meeting of the Board to elect the full authorized number of Directors to be voted for at the meeting. Each Director appointed to fill a vacancy on the Board shall hold office until his or her death, resignation or removal or until the term for such position is completed and such Director's successor is elected and qualified in accordance with these By-Laws, whichever occurs first.

ARTICLE 6 MEETINGS OF BOARD OF DIRECTORS

6.1 Place of Meetings

Any regular, annual, special or adjourned meeting of the Board may be held at any place within or without the State of Oklahoma which has been designated for that purpose by the Board.

6.2 Annual Meetings

The annual meeting of the Board, of which no notice need be given, shall be held during the first quarter of each calendar year at such date, time and place as may be designated by the President of the Corporation, or by any Vice-President if the President is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of the Board in any year during the months herein provided therefor, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the months herein provided.

6.3 Regular Meetings

In the sole discretion of the Board, regular meetings of the Board may be held with or without notice at such regularly occurring date, time and place as may be designated by the Board.

6.4 Special Meetings

Special meetings of the Board for any purpose or purposes shall be held whenever called by order of the President or at least a majority of the total number of Directors in office, at such time and place as determined by the person or persons calling such special meeting. Actions undertaken at a special meeting of the Board shall be limited to the purposes stated in the notice of such special meeting.

6.5 Organization

The President of the Corporation, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

6.6 Notice of Meeting

With the exception of the annual meeting of the Board as set forth in Section 6.2 above, and the regular meetings of the Board as set forth in Section 6.3 above, notice of any meeting of the Board shall be given in writing to each Director at least three (3) days prior to the date of such meeting by personal delivery, mail or electronic mail. All Directors shall register their regular mail and electronic mail addresses with the Corporation and notice of meetings shall be sent or given by mail or electronic mail to such addresses and shall be valid notice of such meeting upon deposit in the United States mail or when sent.

6.7 Waiver and Consent

The transaction of business at any meeting of the Board, however called or noticed, shall be valid as though occurred at a meeting duly held after a regular call and waiver of notice, under any of the following circumstances:

- (a) A quorum of the Board, as defined in Section 5.4 of these By-Laws, is present at such meeting; or
- (b) If, either before or after the meeting, each of the Directors not present executes: (i) a written waiver of notice or consent to holding of such meeting or (ii) an approval of the minutes thereof.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.8 Business Undertaken at an Adjourned Meeting

Any business which might be done at a regular, annual or special meeting of the Board may be done at an adjourned meeting if the time and place of the adjourned meeting is fixed at such regular, annual or special meeting.

6.9 Action Without Meeting

Any action which might be taken at a meeting of the Board, may be taken without a meeting if all of the Directors consent to such action in writing. Such writing shall have the same force and effect as the unanimous vote of the Directors.

6.10 Telephonic or Internet Participation

Any one or more Directors may participate in any regular or special meeting of the Board The Board or any committee of the Board by means of conference telephone, internet conferencing systems, or similar communication equipment by means of which all persons participating may simultaneously hear each other during the meeting or otherwise monitor the comments of the other participating Directors. A Director utilizing this method to participant in the meeting shall be deemed to be present in person at such meeting.

6.11 Director Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract of transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction

ARTICLE 7 COMMITTEES

7.1 Committees of the Board

The Board may designate, by a vote of a majority of the Directors, committees of the Board. The committees shall serve at the pleasure of the Board and shall possess such lawfully delegable powers and duties as the Board may confer. The term of existence of such committee shall be stated at the time of the committee's designation and may be extended from time to time by a vote of a majority of the Directors.

7.2 Selection of Committee Members

The Board shall elect, by a vote of a majority of the Directors, one (1) or more Directors to serve as the members of a committee designated by the Board. Each member of the committee so chosen shall serve on such committee until his or her death, resignation, or removal as a member of the committee and/or as a Director or until the committee is dissolved in accordance with these By-Laws, whichever comes first. Any vacancy or vacancies on any committee may be filled by the affirmative vote of a majority of the Directors. A vacancy or vacancies on a committee shall be deemed to exist in case of the death, resignation, or removal of any member of such committee, or if the authorized number of members of such committee be increased by the Board.

7.3 Conduct of Business

The procedural rules for meeting and conducting business by any committee shall be determined by the Board and each committee shall act in accordance therewith, except as law or these By-Laws may require otherwise.

7.4 Authority

Each committee shall have and may exercise all the powers and authority with respect to the management of the business and affairs of the Corporation as may be delegated by the Board. PROVIDED, HOWEVER, no committee shall have the power or authority with regard to amending the Certificate of Incorporation or the By-Laws of the Corporation or approving the revocation or dissolution of the Corporation. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or any individual Director by law.

7.5 Minutes

Each committee shall keep regular minutes of its proceedings and report the same to the Board as may be required by the Board.

ARTICLE 8 OFFICERS

8.1 Designation of Officers

The officers of this Corporation shall consist of a President, a Secretary, and a Treasurer or a Secretary-Treasurer. The President of the Corporation shall be the Chairman of the Board. The Board may, in its sole discretion, elect at any time, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers with such powers as the Board shall from time to time prescribe. The same person may hold any two (2) offices of the Corporation at the same time, except for the offices of President and Secretary. The Board may require any officer or agent to give bond or other security for the faithful performance of the duties of the office.

8.2 Election

Except as otherwise provided in this Article, the Board shall designate the offices of the Corporation and elect the officers at the annual meeting of the Board by at least a majority vote of the Directors present at such meeting. Each officer shall hold office for a period of one (1) year or until such officer's death, resignation, or removal, whichever occurs first. Upon the expiration of an officer's term of office, such officer shall continue to hold such office until a successor is duly elected and qualified in accordance with these By-Laws. Any officer may also serve multiple terms of the same office. For all elections of the officers of the Corporation, there must be present in person at least a majority of the Directors.

8.3 **President**

The President of the Corporation shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation, subject to the control of the Board. The President shall be the official representative of the Corporation in professional, social and other public affairs. The President shall have the power and duty to: (a) preside at all meetings of the Board; (b) call special meetings of the Board; (c) affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates, contracts, other papers and instruments of the Corporation; be an ex-officio member of all committees of the Board; and (e) perform, in general, all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

8.4 **Vice President**

If elected by the Board, the Vice President shall perform the duties of the President in the absence or disability of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have such other powers and perform such other duties as may be prescribed for such office from time to time by the Board.

8.5 **Secretary**

The Secretary of the Corporation shall have the power and duty to:

- (a) Keep full and complete minutes of the meetings of the Board;
- (b) Make service and publication of all notices in accordance with provisions of these By-Laws or required by law; PROVIDED, HOWEVER, in the case of the absence, inability, refusal or neglect of the Secretary to make service or publication of any notice, then such notice may be served and published by the President or by any person authorized by the President, or by the Board;
- (c) Be custodian of the Corporation's records and to supervise and control the keeping of the accounts and books of the Corporation; and
- (d) Perform in general all of the duties incident to the office of Secretary and such other duties which the Board may assign from time to time.

8.6 **Treasurer**

The Treasurer shall have the power and duty to:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) Receive all monies belonging to or paid unto the Corporation and to provide receipts therefor; to deposit such monies as the Treasurer shall be directed by the

Board with one or more solvent and reputable banks or bankers to be designated by the Board; and to maintain full and complete records of the funds received and disbursements thereof;

- (c) Render to the Board at any meeting, or from time to time, whenever the Board may require, an accounting of all transactions as Treasurer and of the financial condition of the Corporation;
- (d) Exhibit or cause to be exhibited for inspection upon request, the relevant books and accounts of the Corporation to the Board, or to any committee appointed by the Board, or any individual Director;
- (e) Perform in general all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board.

8.7 Secretary-Treasurer

The Board shall have, in its sole discretion, the right and authority to combine the separate office of Secretary and the separate office of Treasurer into one office, such office to be designated as the Secretary-Treasurer. The powers and duties of the Secretary-Treasurer shall be identical to those set forth in Sections 8.5 and 8.6 of these By-Laws.

8.8 Resignation

Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

8.9 Removal

All of the officers or any individual officer of the Corporation may be removed from office, with or without cause, by the unanimous vote of the Directors at any meeting of the Board and such removal shall be effective immediately.

ARTICLE 9 INDEMNIFICATION

9.1 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 by reason of the fact that such person is or was a Director or officer of the Corporation against all reasonable costs and expenses incurred by or imposed upon such Director or officer of the Corporation in connection with or arising out of any action, suit or proceeding in which such Director or officer of the Corporation may be involved by reason

of such person being or having been a Director or officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder. PROVIDED, HOWEVER, the right of indemnification granted hereunder shall not arise with respect to matters as to which such Director, officer, employee or authorized agent shall be finally judged in any action, suit or proceeding to have been derelict in performing such person's duty to the Corporation, nor with respect to any matter as to which such Director, officer, employee or authorized agent shall have been adjudicated in any proceeding as not to have acted in good faith in the reasonable belief that the action of such person was in the best interest of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which the Director, officer, employee or authorized agent may be entitled to as a matter of law.

ARTICLE 10 EXECUTION OF INSTRUMENTS

10.1 Checks and Drafts

All checks, notes, drafts or other orders for the payment of money shall be executed by the officer or officers of the Corporation as designated by the Board from time to time to execute same. PROVIDED, HOWEVER, no officer of the Corporation shall contract for a loan on behalf of the Corporation or issue any evidence of indebtedness in the Corporation's name without the prior written authorization of the Board.

10.2 Bank Accounts

The Board may authorize the opening and maintenance of bank accounts with such banks, trust companies or other depositories as the Board may select or any officer of the Corporation to whom the Board has delegated such power may select. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with these By-Laws as it may deem in the best interest of the Corporation.

ARTICLE 11 MISCELLANEOUS PROVISIONS

11.1 Amendments

Subject to the provisions of the Oklahoma General Corporation Act and the Certificate of Incorporation, these By-Laws may be amended or repealed by the Board upon the affirmative vote of at least a majority of the Directors.

11.2 Fiscal Year

The fiscal year of the Corporation shall end on the last day of December, unless the Board shall, by proper resolution, provide for a fiscal year having a different beginning and termination.

ADOPTED this 27th day of July, 2023.

DIRECTORS




Mike Flowers



Travis McCoy



Richard Sitton



Dana Parker



Bill LaPach



Kelly Parker