

BYLAWS OF
KINGSTON HIGH SCHOOL ALUMNI ASSOCIATION

ARTICLE I

NAME AND PURPOSE

Section 1. The name of the Corporation shall be KINGSTON HIGH SCHOOL ALUMNI ASSOCIATION.

Section 2. Purpose of this Association is to promote the welfare of Kingston Public Schools, and its students by encouraging, and promoting, continued interest and concern for the Kingston Public School system by its alumni by continuing the traditional annual initiation and banquet and by providing scholarships to the system high school graduates.

Section 3. The registered office shall be in the City of Kingston, County of Marshall, State of Oklahoma. The principal office shall be located at Kingston, Marshall County, Oklahoma.

Section 4. The association may also have offices at such other places within the State of Oklahoma as the Board of Trustees may from time to time determine or that the business of the association may require.

Section 5. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustee, 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 for in Section 2 hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 6. 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

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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 assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

MEETING OF MEMBERS

Section 1. Meetings of members for any purpose may be held at such time and place, within the State of Oklahoma, as shall be stated in the notice of the meeting.

Section 2. Annual meetings of members, commencing with the year 1988, shall be held on May 14th, at seven o'clock p.m., at which time they shall elect by the plurality vote by ballot a board of trustees, and transact such other business as may be properly brought before the meeting.

Section 3. Notice of the annual meeting, stating the place, date and hour of such meeting, shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting unless otherwise required by law.

Section 4. Each member shall at every meeting be entitled to one vote in person or by proxy.

ARTICLE III

TRUSTEES

Section 1. The number of Trustees which shall constitute the whole Board shall be five (5). The Board shall be made up of five Trustees; Trustee I, Trustee II, Trustee III, Trustee IV, and Trustee V. The office of Trustee I shall initially be elected for a one year term, and after the completion of the initial term Trustee I shall thereafter be elected for a five year term. The office of Trustee II shall initially be elected for a two year term, and after the completion of said term, Trustee II shall thereafter be elected for a five year term. Trustee III shall initially be elected for a three year term and after the completion of said term, Trustee III shall from thereafter be elected for a term of five years. Trustee IV shall be initially elected for a four year term and after the completion of said term, Trustee IV shall thereafter be elected for a five year term. Trustee V shall be elected to a five year term, initially and after the completion of initial term. The trustees shall be elected at the annual meeting of the members. Each Trustee elected shall hold office until the term has elapsed and the new Trustee accepts, or until such Trustee's resignation or removal. Trustees must be members.

Section 2. Except as provided in Section 14 of this Article III, vacancies and newly created trusteeships resulting from any

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increase in the authorized numbers of trustees by the trustees may be filled by a majority of the trustees then in office, though less than a quorum, and any trustee so chosen shall hold office until the next annual election and until such trustee's successor is duly elected and shall quality, unless such trustee resigns or is remove.

Section 3. The business of the association shall be managed by its Board of Trustees which may exercise all such powers of the association and do all such lawful acts and things as are not by law or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the member.

Section 4. The Board of Trustees of the association may hold meetings, both regular and special, within the State of Oklahoma.

Section 5. Regular meetings of the Board of Trustees may be held at such time and at such place as shall from time to time be determined by the Board. Five (5) days' notice of all regular meetings shall be given and such notice shall state the place, date, hour and the business to be transacted and purpose of such meeting.

Section 6. Special meetings of the Board may be called by the President on three (3) days' notice to each trustee either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) trustees unless the association has at that time less than three (3) trustees, in which latter event the request of only one (1) trustee shall be required, Notice of any special meeting shall state the place, date, hour, and the business to be transacted at and the purpose of such meeting.

Section 7. At all meetings of the Board, a majority of the trustees shall constitute a quorum for the transaction of business; and the act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present there-at may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. The Board of Trustees may, by resolution passed by a majority of the whole Board, designate one or more committees, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the association and may authorize the seal of the association to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Trustees.

Section 9. Each committee shall keep regular minutes of

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its meeting and report the same to the Board of Trustees when required.

Section 10. Members of the Board of trustees, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section 11. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with minutes of proceedings of the Board or committee.

Section 12. The trustees may be paid their expenses, if any, for attendance at such meeting of the Board of Trustees.

Section 13. The Board of Trustees at any time may, by affirmative vote of a majority of the members of the Board then in office, remove any officer elected or appointed by the Board of Trustees for cause.

Section 14. Any trustee may be removed, for cause or without cause, by a majority vote of the members entitled to vote for the election of such trustee at any annual meeting of the members. Upon such removal of a trustee, the members (and not the remaining trustees) shall elect a trustee to replace such removed trustee to replace such removed trustee at the same members' meeting at which such removal took place or at a subsequent members' meeting.

ARTICLE IV

NOTICES

Section 1. Notices to trustees shall be delivered personally or mailed to the trustees at their addresses appearing on the books of the association. Notice by mail shall be deemed to be given when the same is deposited in the United States mail, postage prepaid. Notice by telegram shall be deemed to be given when delivered to the sending telegraph office.

Section 2. Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 3. Notice of the annual meeting shall be given in any manner that the Board of Trustees deems proper.

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ARTICLE V

OFFICERS

Section 1. The officers of the association shall be chosen by the members at the annual meeting and shall, at a minimum, consist of a President and a Secretary, one or more Vice-Presidents who may be classified by their specific function, a Treasurer and one or more offices may be held by the same person, except the offices of President and Secretary.

The Board of Trustees may choose additional officers, including a Chairman or Vice-Chairman of the Board of Trustees, one or more Vice-Chairman of the Board of Trustees.

Section 2. The Board of Trustees at its first meeting and after each annual meeting of members shall affirm the President, Secretary, and other officers, and may choose such other officers and agents as it shall deem necessary.

Section 3. The salaries, if any, of all officers and agents of the association shall be fixed by the Board of Trustees.

Section 4. The officers of the association shall hold office until their successors are chosen and qualify or until their earlier resignation or removal. Any vacancy occurring in any office of the association shall be filled by the Board of Trustees.

Section 5. The Chairman, or, in the absence of the Chairman, a Vice-Chairman of the Board of Trustees, if chosen, shall preside at all meetings of the Board of Trustees, and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 6. The President shall be the chief executive officer of the association, shall preside at all meetings of the members and, unless a Chairman or Vice Chairman of the Board has been chosen, at all meetings of the Board of Trustees, and shall have general and active management of the business of the association and shall see that all orders and resolutions of the Board of Trustees, are carried into effect.

Section 7. The President shall execute contracts requiring a seal, under the seal of the association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the association. The President shall serve a term of one year, from one annual meeting to the next.

Section 8. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe. The Vice-President shall serve a term of one

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year, from one annual meeting to the next.

Section 9. The Secretary shall attend all meetings of the Board of Trustees and all meetings of the members and record all the proceedings of the meetings of the association and the Board of Trustees in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of regular and special meetings of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or President, under whose supervision the Secretary shall be. Additional, the Secretary shall have custody of the corporate seal of the association, and the Secretary or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Trustees may give general authority to any other officer to affix the seal of the association and to attest the affixing by the Secretary's signature. The term of the Secretary shall be for one year, from one annual meeting to the next.

Section 10. The Assistant Secretary shall in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Trustees from time to time prescribe.

Section 11. The Treasurer shall have the custody of the association funds and shall keep full and accurate accounts of receipts and disbursement in books belonging to the association and shall deposit all moneys and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Board of Trustees. The term of the Treasurer shall be for one year, from one annual meeting to the next.

Section 13. If required by the Board of Trustees, the Treasurer shall give the association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of the office of Treasurer and for the restoration to the association, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the association.

Section 14. The Assistant Treasurer shall, in the absence of disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers of the Treasurer and shall perform such other duties and have such other powers that the Board of Trustees may from time to time prescribe.

ARTICLE VI

GENERAL PROVISIONS

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Section 1. The Board of Trustees shall present at each annual meeting when called for by a vote of the members, a full and clear statement of the business and condition of the association.

Section 2. All checks or demands for money and notes of the association shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time designate.

Section 3. The fiscal year of the association shall be fixed by the Board of Trustees.

Section 4. The Board of Trustees may provide a suitable seal, containing the name of the association, which seal shall be in charge of the Secretary. If and when so directed by the Board of Trustees or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by the Assistant Secretary or Assistant Treasurer. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

Section 5. The books of account and other record of the association may be kept (subject to any provisions of Oklahoma law) at the principal office of the association or the registered office of the association.

ARTICLE VII

INDEMNIFICATION

Section 1. To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the association 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, other than an action by or in the right of the association, by reason of the fact that such person is or was a trustee, officer, employee or agent of the association, or is or was serving at the request of the association as a trustee, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement.

ARTICLE VIII

AMENDMENTS

Section 1. The Bylaws may be amended or repealed, or new bylaws may be adopted, by the members or by the Board of Trustees at any regular meeting of the members or of the Board of Trustees.

ARTICLE IX

TRUST FUND

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Section 1. Members of the Kingston High School Alumni Association being desirous of commemorating classmates, honoring certain individuals, and encouraging advanced learning by graduates of Kingston High School do herewith express an intent to establish a permanent trust fund, the earnings of which will be used to fund scholarships which will be awarded to graduates of Kingston High School who join the Alumni Association.

Section 2. The name of this fund shall be THE KINGSTON HIGH SCHOOL ALUMNI ASSOCIATION MEMORIAL SCHOLARSHIP FUND, hereinafter referred to as "the fund".

Section 3. The fund will be administered by the Kingston High School Alumni Association and will be directed in its activities by a governing board comprised of nine Kingston High School Alumni Association members. Three of whom shall be ex-officio officers of the association, the president, the vice-president and the secretary-treasurer. Six members of the board shall be elected from association membership at large and shall serve for a term of three years, provided that upon first election two elected members will serve for one year, two elected members will serve for two years, and two elected members will serve for three years. Thereafter elected members will serve for three years.

Section 4. Five members of the governing board shall constitute a quorum. Actions of the governing board shall be by a majority vote of those present.

Section 5. The governing board shall organize by electing a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. Organizing will be done each year within thirty days after the annual Alumni Banquet. The governing board may create positions and committees as necessary.

Section 6. All governing board members shall serve without compensation

Section 7. The governing board shall establish two accounts in an FDIC insured bank, or an FSLIC insured Savings and Loan institution. One account shall be denominated The Permanent Memorial Trust Account into which will be deposited all monies received and which are designated as permanent memorial funds. The second account shall be denominated The Memorial Trust Operating Expense Account.

Section 8. Monies deposited in The Permanent Memorial Trust Account shall be used for no other purpose than earning income which will be used to fund scholarships and defray the costs associated with memorializing individuals designated by donors to the fund.

Section 9. All disbursements must be approved by the governing board and each check or draft must bear two (2) signatures.

Section 10. The governing board shall work with the School

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Board and School Administration of Kingston Public Schools and will request that a suitable location be designated where appropriate plaques and name plates of memorialized individuals can be displayed. In addition, a bound book will be provided in which the names of all memorialized individuals shall be recorded.

Section 11. Memorial gifts will be denominated as follows:

Bronze Memorial: \$ 50.00 to \$ 99.00
Silver Memorial: \$100.00 to \$499.00
Gold Memorial: \$500.00 to \$999.00
Platinum Memorial: \$1,000.00 and Over

The governing board will prepare written guidelines for the awarding of scholarships, accepting memorial contributions and display of memorial plaques and name plates. These written guidelines will be submitted for approval during the business session of the annual Alumni Banquet. Subsequent changes, as deemed necessary by the governing board, will be submitted in a like manner.

APPROVED AND RATIFIED AS OF THIS _____ day of _____, 19____, by the undersigned, constituting all of the trustees (whether one or more) of the association.

TRUSTEE

TRUSTEE

TRUSTEE

David N French

TRUSTEE

Helma N. Moore

TRUSTEE

Edna Wheeler

TRUSTEE