

Bylaws of
WICHITA MOUNTAINS CLIMBERS COALITION, INC.
(An Oklahoma Not for Profit Corporation)

Article One

Wichita Mountains Climbers Coalition, Inc.
3617 NW 66th St.
Oklahoma City, OK 73116

Section 1. The name of the organization shall be WICHITA MOUNTAINS CLIMBERS COALITION, INC. (the "WMCC").

Section 2. All WMCC meetings may be held at such places, whether a physical location or by telephone/video conference, as may be determined by the officers.

Article Two

Purposes and Structure

Section 1. Purposes. Wichita Mountains Climbers Coalition is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 the corresponding section of any future United States Internal Revenue law. More specifically, Wichita Mountains Climbers Coalition is dedicated to protecting the climbing resources and natural environment of the Wichita Mountains of Oklahoma through education, volunteer programs, advisory roles, and community involvement.

This Corporation shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit, and nonpartisan.

Section 2. Statement of Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 provision of these articles, the corporation 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 the 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 the corresponding section of any future federal tax code.

The Corporation is organized pursuant to the Oklahoma General Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

Article Three

Directors & Officers

Section 1. Qualification. Any person in good standing with the WMCC is eligible to serve on the Board of Directors.

Section 2. Powers. The Board shall be the governing body of the organization and shall manage, control, and direct the affairs and property of the organization.

Section 3. Compensation. No Director shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

Section 4. Directors/Officers. Officers are Directors. Directors/Officers shall have full voting rights. Directors shall be elected to open positions at the first business meeting of the Board after a two (2) week emailed notice has been given to all Directors. Any Director may nominate prior to the meeting and the floor will also be open for nominations. A way for members of the public to apply for open Director positions shall be added within one (year) of incorporation. The Directors will be elected by a simple majority of the Board. Any Director elected to an open or vacant position will take office immediately. Vacancies of offices of unexpired terms shall be filled by appointment by a majority vote of the remaining officers. A Director may serve more than one position only if needed. The Directors and their respective duties are as follows:

1) The President shall:

- a) Preside at all meetings of the organization;
- b) Regularly meet with the treasurer of the organization to review the organization's financial position;
- c) Schedule an annual audit of records or request an audit if the need should arise during the year;
- d) Perform any other specific duties as outlined in these bylaws.

2) The Vice President shall:

- a) Preside at meetings in the absence or inability of the president to serve;
- b) Perform administrative functions delegated by the president;
- c) Perform other specific duties as outlined in these bylaws.

3) The Secretary shall:

- a) Maintain the records of the minutes, approved bylaws and any standing committee rules, current membership and committee listing;
- b) Record all business transacted at each meeting of the corporation in a prescribed format;

- c) Maintain records of attendance of each board member;
 - d) Run and regularly maintain social media accounts on behalf of the WMCC
 - e) Other specific duties as outlined in these bylaws.
- 4) The Treasurer shall:
- a) Issue a receipt complying with the Internal Revenue Code and regulations issued thereunder for all monies received and deposit said amounts on at least a monthly basis;
 - b) Present a current financial report to the Board within thirty days of the previous month end;
 - c) Maintain an accurate and detailed account of all monies received and disbursed;
 - d) Reconcile all bank statements as received and resolve any discrepancies with the bank immediately;
 - a) File annual IRS form 990 and OTC form 512-E in a timely manner;
 - b) Submit records to audit committee or auditor appointed by the corporation upon request or at the end of the year;
 - c) Other specific duties as outlined in these bylaws
- 5) The Policy Advisor shall:
- a) Provide policy and legal advice for all decisions requiring a vote
 - b) Shall work directly with state park or federal staff for any important contractual matters
 - c) Shall keep the board current on any news or upcoming deadlines affecting climbing in the Wichita Mountains
- 6) The Conservation Director shall:
- a) Maintain climbing areas and trails to recognized crags
 - b) Host at minimum two (2) volunteer events each year, one at Quartz Mountain State Park & one at the Wichita Mountains Wildlife Refuge
 - c) Be responsible for creating and continuing a public Leave no Trace campaign
- 7) Bolting Committee (3) shall:
- a) Maintain a Quartz Bolting Committee
 - b) Maintain an Advisory Bolting Committee for the Wichita Mountains Wildlife Refuge and any other climbing areas managed by the WMCC
 - c) Provide an annual report of all associated costs, replacements, and future projects
- 8) At-Large Members shall:
- a) Serve an advisory role and have full voting rights

Section 5. Term. Each elected director shall serve a term of three (3) years at which time they may reapply for their position. Upon reapplication, the director shall provide a short summary to the board as to what they've accomplished and what they plan to do. After a total of 9 years (3 terms), a director must serve in a non-voting role for 1 year, after which they can apply to be on the board again.

Section 6. Meetings. The Board of Directors shall provide for by resolution the time and place for the holding of at least one annual meeting of the Board, and of the additional regular meetings of the Board, without other notice than such resolution.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by oral or written notice delivered personally or sent by email to each

Director at his or her business address. Any Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver or notice of such meeting.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Proxy. Voting by proxy will be allowed.

Section 10. The Board of Directors shall at no time be less than five (5) individuals or more than eleven (11).

Section 11. Removal. Any Director may be removed for cause by unanimous vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such vote is taken. The Board shall give 30 days prior written notice to the WMCC officer or ABC member to be removed, setting out the reason for and date of termination from office. WMCC members shall have the power to remove and replace any WMCC Board member by submitting to the WMCC President a "Removal and Appointment Petition" specifying the Board member to be removed and the WMCC member to be appointed to the position. Such petition requires the signatures of two-thirds of the WMCC members for approval and becomes effective 30 days after such approval.

Section 12. Resignation. Any Director may resign at any time by delivering a resignation in writing or email to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 13. Committee. The Board, by resolution adopted by a majority vote of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of one or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Article Four

General Provisions

Section 1. Fiscal Year. The fiscal year of this organization shall be January 1 through December 31 of the same calendar year.

Section 2. Operating Funds. Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all meetings.

Section 3. Fiscal Responsibility. All directors having fiscal responsibility shall be bonded.

Section 4. Annual Statement. The directors shall present at each annual meeting, a full and clear statement of the condition of the organization.

Section 5. Exemption. This nonprofit organization will qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist.

Section 6. Membership is open to the public for free, unless changed by a two-thirds vote of the Directors. An online sign-up will be made available on the WMCC website. Members will receive a semi-annual Newsletter via email. A list of members' names and emails will be kept.

Article Five

Conflict of Interest Policy

The purpose of this policy is to protect the interests of the Wichita Mountains Climbers Coalition by preventing the personal interest of the Board, Employees, Volunteers and Contractors from interfering with their duties to the organization, and to avoid any unethical financial professional or political gain on the part of the individuals. This policy is to supplement, not replace any applicable federal, state, or local laws.

Section 1. Persons concerned. This statement applies to Board Members or any Interested Person who can influence the governance and actions of the Wichita Mountains Climbers Coalition, including anyone who makes financial decisions or has proprietary information.

Section 2. Procedures.

I. Duty to Disclose. Each Board Member or Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.

II. Investigating Conflicts. When a potential conflict is disclosed, the Board will provide the individual an opportunity to disclose all material facts. The Board will collect all information and question involved parties. If this results in no conflict, the inquiry will be documented but no further action will be taken.

III. Addressing a Conflict of Interest. If the Board determines that a Conflict of Interest exists, they will take the appropriate actions to address the conflict. This may include, but not limited to: Prohibiting any Interested Parties from voting on any matter related to the Conflict of Interest, or if necessary, terminating the position of Interested Parties. If the Conflict of Interest in question involved a Member of the Board, that individual will be excused from deliberations.

If the Board members reasonably believe the Individual failed to disclose an existing or potential Conflict of Interest, the Individual will have the opportunity to provide explanation for the lack of disclosure. After hearing and investigation, the Board may take appropriate action, including removal from their position within the organization if a unanimous decision is reached.

IV. Action. All Conflicts of Interest will be reviewed on a case-by-case basis. The Board has full discretion to deem what action is appropriate and necessary for disclosed or undisclosed Conflicts of Interest. Affected Parties will be notified of action taken.

Article Six

Standing Committees

Section 1. Bolting Committees. Advisory Bolting Committees for Quartz Mountain State Park, the Wichita Mountains Wildlife Refuge, and any other climbing area overseen by the WMCC shall be created and maintained for developing responsible and sustainable bolting practices with the appropriate governing body. The committee will be managed by a minimum of three appointed Directors, with representation of at least one currently residing in Oklahoma and one currently residing in Texas.

Section 2. Media Committee. Responsible for organizing and maintaining the wichitamountains.org website and other web presence through social media etc. The Secretary shall chair the committee.

Section 3. Fundraising Committee. Responsible for developing and managing fundraising projects. The Vice President will chair the committee.

Article Seven

Amendments

Section 1. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Directors, provided that such alterations, amendments, or proposed substitute Bylaws have been read or distributed to all Directors present at the previous regular meeting or such action may be made at a special meeting held at least ten days after the regular meeting at which the reading or distribution was made.

Section 2. Amendments to the Articles of Incorporation. The Directors may adopt a resolution setting forth any proposed amendment of the Articles of Incorporation, which, if approved by two-thirds of the Directors at the next Board meeting shall become effective immediately.

Article Eight

Dissolution

Section 1. Statement of 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 the 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 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article Nine

Indemnity and Limitation of Liability

Section 1. Indemnification of Directors and Officers. The WMCC 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 he or she is or was a director or officer of the WMCC, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter an "indemnitee"), against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by any indemnitee in connection with such action, suit or proceeding to the fullest extent permitted by the Act, upon such determination having been made as to such indemnitee's good faith and conduct as may be required by the Act. Expenses incurred by an indemnitee in defending a civil or criminal action, suit or proceeding shall be paid by the WMCC in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Members in accordance with the provisions of the Act, upon receipt of an undertaking by or on behalf of such indemnitee to repay such amount unless it shall ultimately be determined that such indemnitee is entitled to be indemnified by the WMCC.

Section 2. Personal Liability. No (member) officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Wichita Mountains Climbers Coalition, and these Bylaws constitute the corporation's Bylaws. The Bylaws were duly adopted at a meeting of the board of directors held on

Dated: March 25, 2022



Secretary of the Corporation