

BYLAWS
OF THE
MID-CONTINENT GEOLOGICAL LIBRARY, INC.

ARTICLE I LIBRARY DEFINED:

- 1.1 Name. The name of the not for profit corporation is Mid-Continent Geological Library, Inc., (hereinafter referred to as "the Library").
- 1.2 Purpose. The purpose of the Library is to collect, organize, preserve and provide historical and contemporary geological, geophysical and petroleum engineering data and other reference materials and technological resources and, to make such information available to the public.
- 1.3 Tax Exempt Status. The Library is tax exempt under Section 501(c)(3) of the Internal Revenue Code as described in section 509(a)(2). The Library shall operate exclusively for literary, charitable and educational purposes described under Section 501(c)(3) of the Internal Revenue Code, and may do all things and perform all acts permitted a not for profit Corporation under the laws of Oklahoma.

ARTICLE II LOCATION:

- 2.1 Principal Office. The Library shall locate its Principal Office within Oklahoma County. The Library may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 2.2 Registered Office. The registered office of the Library will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

ARTICLE III BOARD OF DIRECTORS:

- 3.1 Number. The Board of Directors will consist of not less than five (5) and not more than fifteen (15) voting Directors. The Directors may increase or decrease the number of Directors, in accordance with range specified above, and are entitled to vote thereon at any meeting of the Board.
- 3.2 Duties. The Board of Directors shall have all powers and authority which may be granted to a Board of Directors of a Corporation under the laws of Oklahoma. The duties of the Directors include the following:

- a) Exercise a duty of obedience to the Library's central purpose in guiding all decisions;
- b) Exercise due care and act in good faith in all dealings and interests with the Library;
- c) Exercise a duty of loyalty to the Library by avoiding and/or managing conflicts of interest;
- d) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
- e) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
- f) Ensure the Library is adequately funded;
- g) Approve the annual budget and oversee the financial administration of the Library;
- h) Review Form 990 with attached schedules prior to submission to the IRS or authorize the finance committee to perform such duty.
- i) Review and approve all contractual agreements or authorize a Director(s) to execute such agreements in accordance with the financial policies and conflict of interest policy;
- j) Make a personal annual contribution to the Library to meet grant application requirements.
- k) Sit on a minimum of one committee unless excused from such duty by a vote of the Board; and,
- l) Perform such other duties as prescribed by the Board.

3.3 Board Composition. The Library shall strive to have Directors with areas of expertise relevant to the needs of the Library. Unless such requirement is waived by the Oklahoma City Geological Society, a minimum of one (1) Director must also be a Director of the Oklahoma City Geological Society subject to all duties and rights under these Bylaws. However, a majority of the Directors of the Library may not also be Directors of the Oklahoma City Geological Society.

An employee of the Library may not serve as a voting or non-voting Director. Only one individual of any one family related by blood or marriage or only one individual residing within a household may be a Director at any given point in time.

3.4 Nominations. The Board Governance Committee shall prepare a slate of potential candidates for Directors in accordance with Articles 3.1, 3.3 and 5.3. The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. In addition, Directors

may make nominations from the floor during the meeting in which the election is to take place with the unanimous consent of the Directors present.

3.5 Elections. Elections shall be determined by a majority of a quorum of the Board. Elections for Directors and Officer shall be conducted in the Fourth Quarter of the Calendar Year to allow the newly elected Directors and Officers to begin on the first day of the First Quarter of the following Calendar Year. If the slate is not approved, a majority of a quorum of the Board may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director. Additional elections may take place at any regularly or specially called meeting of the Board to allow for the replacement or addition of Directors and Officers.

3.6 Term of Office and Term Limits. A Director shall serve for a term of two (2) years. Any Director may serve three (3) consecutive terms. Any individual who has served three (3) consecutive terms, resigned or has been removed may be eligible for re-election as a Director after a period of one (1) year. A Director shall serve no more than a total of six (6) terms. Such term limits shall be waived up to one year to allow the Past President to complete his/her term of office as provided for in Article 6.2.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.

3.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of the total number of Directors may remove any Director at any time with or without cause.

Any Director may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if the Library would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

3.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Board candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority vote of the ballots cast may elect Directors for such vacancies or newly created directorships at any time.

If, due to such vacancies, the number of Directors is less than five (5) as stated in Article 3.1, a majority vote of the remaining Directors may elect Directors to fill such vacancies at any meeting of the Board. Those elected by the Board shall assume their positions for the duration of the unexpired term.

- 3.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Board at the next meeting of the Board.
- 3.10 Directors as Members. The Library shall not be a membership organization; therefore, where required by law, the voting members of the Board shall be considered the only members of the Corporation. Members of the Advisory Council, paying members of the library, donors, or any form of general membership, if any, shall not be considered members of the Corporation for the purposes of these Bylaws or receive any voting rights or other benefits established by the Bylaws or by the Certificate of Incorporation.

ARTICLE IV MEETINGS OF THE BOARD:

- 4.1 Meetings. There shall be a minimum of four (4) meetings of the Board per year. Meetings of the Board may be held at such times as shall be determined by the President. Meetings of the Board shall be held at any place within the state of Oklahoma which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Library.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated within the state of Oklahoma or at the Principal Office.

- 4.2 Notice. Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall, in writing, provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice

of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 4.3 Quorum. A majority of the total number of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Article 4.2.
- 4.4 Procedures. Conflicts in procedures shall be resolved by the Councilor in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 4.5 Voting. Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the President shall cast a second vote to break the tie.
- 4.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Library shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director.
- 4.7 Electronic Meetings. In the case of an emergency or unusual circumstance, meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any three (3) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:
- a) All Directors must have access to a ballot;
 - b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
 - c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
 - d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
 - e) Receipt of a ballot shall be acknowledged by an Officer, or designee;
 - f) A ballot must be submitted by a Director;
 - g) All ballots shall be made public to the Board for one (1) year following the vote; and,

h) All ballots results shall be maintained with the corporate records.

The Library shall implement reasonable measures to verify that each ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

- 4.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a two-thirds (2/3) majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE V COMMITTEES OF THE BOARD:

- 5.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary in addition to the Governance Committee established in Article 5.3.

The Board shall elect Committee Chairs or give the President the power to appoint a Chair of any committee. Each committee shall have a minimum of two (2) members. Individuals who are not Directors may serve as committee members at the approval of the Committee Chair and Board President. Committee Chairs shall be Directors but need not be Officers of the Library.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

- 5.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Article 4.2.
- 5.3 Governance Committee. The Governance Committee shall be a standing committee of the Library. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Directors who are seeking re-election or election shall not

serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:

- a) Structure the originating board to serve one or two year terms to allow for approximately one-half of the board to be slated for election each year;
- b) Research candidates for Directors and Officers prior to placement on a slate for submission to the Board for a vote;
- c) Accept nominations during meetings in which an election is to take place if the slate is not complete and acceptance of the nomination(s) is unanimous amongst the Directors present;
- d) Review and recommend changes to the Board concerning amendments to the Certificate of Incorporation or these Bylaws;
- e) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
- f) Propose, as appropriate, changes in board structure and operation;
- g) Provide ongoing counsel to the Board President and other Officers on enhancing board effectiveness;
- h) Take steps to recruit and prepare future Directors; and
- i) Have such other duties as determined by the Board.

- 5.4 Advisory Council. The Board may provide for an Advisory Council consisting of individual councilmen/women with extended service and/or expertise to aid the Library. Such councilmen/women shall not have voting rights, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. A majority of a quorum of the Directors may remove an Advisory Council Member at any time with or without cause. The Advisory Council shall keep contemporaneous minutes and provide such minutes to the President. The Advisory Council shall also report to the Board as requested by the Board.

ARTICLE VI OFFICERS OF THE BOARD:

- 6.1 Officers. Only Directors may hold Officer Positions. Officers shall be a President, a Vice-President, a Secretary, a Treasurer, and an Immediate Past President, when available.
- 6.2 Term of Office. An Officer shall serve for a two (2) year term or until the next succeeding election of Officers. Officers may hold the same office for no more than two (2) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote, request an Officer serve more than two (2) consecutive terms and may extend such term limitations for one (1) additional two (2) year term. Upon

resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.

- 6.3 Nominations. The Board Governance Committee shall prepare a slate of potential candidates for Officers in accordance with Articles 6.1, 6.2 and 5.3.
- 6.4 Elections. Officers shall be elected by the newly elected Directors. Procedures for elections shall be determined by the Board. The election(s) shall take place in the fourth quarter to allow newly elected Officers to begin their respective terms at the beginning of the following Calendar Year. Each candidate receiving a majority of the votes of a quorum of the Board shall become an Officer. In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a second vote of the President.
- 6.5 President. The President, or designee, shall have the following duties:
- a) Act as the principal Officer of the Library, subject to the control of the Board;
 - b) Have general supervision and direction of the business and Officers of the Library;
 - c) Work with the Chief Executive Officer (hereinafter referred to as the "CEO") to set the Board meeting agendas unless determined otherwise by the Board;
 - d) Preside at all meetings of the Board unless determined otherwise by the Board;
 - e) Sign the minutes of the meetings over which he/she presided;
 - f) Report to the Board all such matters coming to his/her attention and relating to the interest of the Board; and,
 - g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 6.6 Vice-President. The Vice-President shall have the following duties:
- a) In the absence or disability of the President, perform all 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; and,
 - b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 6.7 Secretary. The Secretary, or designee, shall have the following duties:
- a) Give notice of all meetings of the Board as required by these Bylaws or by law;

- b) Keep a book of minutes of all meetings of the Board with the time and place of holding, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
- c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
- d) Exhibit at all reasonable times, upon the request of a Director, these Bylaws, Board Book, and the minutes of the proceedings of the Board;
- e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- f) Keep, or cause to be kept, a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
- g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.8 Treasurer. The Treasurer, or designee, shall have the following duties:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Library;
- b) Ensure the books of account are open to inspection by any Director at all reasonable times;
- c) Provide a report of the Library's financial affairs at meetings of the Board and/or when requested by a Director;
- d) Ensure appropriate oversight and implementation of the financial policies and procedures; and,
- e) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.9 Councilor. The Board may or may not fill the Officer Position of Councilor. Should a Councilor be elected, the Councilor must have served on the Board prior to being elected to this Office or must have parliamentary experience. The Councilor shall have the following duties:

- a) Act as parliamentarian and attend all meetings of the Board unless excused by the Board;
- b) Ensure meetings are held in accordance with the provisions of *Robert's Rules of Order*, and shall be responsible for advising the Board concerning parliamentary procedure;
- c) Act as the historian of the Library; and,

d) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.10 Immediate Past President. The Immediate Past President shall serve a two year term but shall act as an advisor to the President for only one year immediately following his/her term as President. Such service shall not count toward term limitations provided in Article 3.6. The Immediate Past President shall assume the duties of the President in the absence of the President and Vice-President.

6.11 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any regular or special meeting.

Any Officer may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

6.12 Vacancies. A vacancy in the office of the President shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in an office other than that of the President shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

6.13 Delegation of Duties. In case of the absence or disability of any Officer of the Library or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer or Director with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE VII CHIEF EXECUTIVE OFFICE (CEO):

7.1 Employment. The Board may or may not fill the position of the CEO. The Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition the Board will ensure the date and terms of compensation arrangements of the CEO are recorded in writing and maintained with the information on which the Board based its decision.

7.2 Duties. The CEO shall manage the day-to-day operations and business of the Corporation. He/she shall perform all duties incident to the function of a chief executive officer, including but not limited to the hiring/firing of staff and

performance evaluations of staff. The Board may increase or decrease the responsibility of the CEO as may be prescribed in a job description.

- 7.3 Separation of Duties. The CEO shall not be an Officer or Director of the Corporation.

ARTICLE VIII AMENDMENTS AND CONSTRUCTION:

- 8.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of Directors at any regular or special meeting of the Directors if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of Directors.
- 8.2 Construction and Terms.
- a) These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1976 as amended from time to time, or to corresponding provisions of any future federal tax code.
 - b) Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, and committee members.
 - c) Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Library, the provision of the Certificate of Incorporation shall govern.

THESE AMENDED AND RESTATED BYLAWS OF MID-CONTINENT GEOLOGICAL LIBRARY, INC. ARE ADOPTED this 22nd day of February, 2016.



Michael W. Smith, President



Suzanne M. Rogers, Secretary