

BYLAWS

OF THE

**INTERNATIONAL COALITION OF ABOLITIONIST SOCIETIES,
INC.**

ARTICLE I

PURPOSES AND POWERS

Section 1.1 Purposes

- A. The purposes of the INTERNATIONAL COALITION OF ABOLITIONIST SOCIETIES, INC. (hereafter referred to as “the corporation”) are:
1. To foster unity and cooperation among the various abolitionist societies that are a part of the Abolish Human Abortion movement;
 2. To provide a platform for making statements and resolutions on behalf of the Abolish Human Abortion movement as a whole;
 3. To define and protect the meaning of the Abolish Human Abortion symbol, and the ideology it represents.
- B. None of the purposes defined in this section shall be construed so as to be in conflict with the purposes stated in the Certificate of Incorporation of the corporation.
- C. None of the purposes defined in this section shall be construed so as to constitute the corporation as a “political organization” pursuant to the provisions of 26 U.S.C. § 527(e).

Section 1.2 Powers

- A. The corporation may exercise all powers granted to nonprofit corporations by the State of Oklahoma, subject to the provisions of the Certificate of Incorporation of the corporation, and the other relevant provisions of these bylaws.
- B. The corporation shall not engage in any activity or combination of activities such as would make the corporation a “political organization” pursuant to the provisions of 26 U.S.C. § 527(e).

ARTICLE II
MEMBERSHIP IN THE COALITION

Section 2.1 Affiliated Organizations

The corporation shall maintain a list of affiliated organizations. The corporation shall have the power to add and remove the names of organizations from this list for any reason and on any occasion, subject to the other relevant provisions of these bylaws. An organization shall hereafter be called a “member of the Coalition” if and only if its name is present in the aforementioned list to be maintained by the corporation. Likewise, the term “membership in the Coalition” shall refer to the state or condition in which a given organization is a member of the Coalition.

Section 2.2 Authority

The corporation shall have no authority over any member of the Coalition, except the authority to grant or revoke membership in the Coalition, and to perform any actions related thereto. Per the provisions of Section 2.1, members of the Coalition are merely affiliates of the corporation, not chapter organizations or sub-organizations. As such, the corporation shall have no legal authority over, nor legal responsibility for, the independent actions and affairs of the members of the Coalition, which are fully autonomous in their own right.

Section 2.3 Necessary Conditions for Membership

- A. In order to be considered for membership in the Coalition, an organization must:
1. Submit an official application for membership;
 2. Adhere to the official positions of the corporation, subject to other relevant provisions of these bylaws;
 3. Be actively meeting and working in its local community;
 4. Have at least four members in good standing (such requirement for membership being determined by the organization applying for membership);
 5. Maintain an official mailing address.
- B. The aforementioned conditions for membership in the Coalition are necessary, but not sufficient. Organizations meeting these conditions will be admitted to membership in the Coalition at the sole discretion of the corporation, subject to the other relevant provisions of these bylaws.
- C. The corporation will, at its sole discretion, determine whether or not a given organization meets any of the aforementioned conditions, subject to the other relevant provisions of these bylaws.
- D. An organization meeting the qualifications stated in paragraph A of this section shall be admitted to membership in the Coalition upon either:
1. A majority vote of the General Committee; or
 2. A two-thirds of the Board of Directors, subject to the other provisions of this section.
- E. The General Committee shall have priority in assessing applications for membership in the Coalition.
- F. The Corresponding Secretary shall issue notice to all members of the corporation within seven days of receiving an application for membership in the Coalition.
1. Upon submission of an application for membership in the Coalition to the corporation, the General Committee shall have forty-five days to consider said application.

2. If the General Committee does not make a decision to either accept or reject the application within forty-five days of the submission of said application, the Board of Directors may consider the application and make a decision to either accept or reject the application.
 3. Any decision on an application made by the Board of Directors shall be final, with respect to that application.
 4. Any decision by the General Committee to reject an application may be reviewed by the Board of Directors and overturned within thirty days of said decision by a two-thirds vote of the membership of the Board of Directors.
- G. If the application of an organization for membership in the Coalition is rejected by the corporation, said organization may not apply again for membership in the Coalition for at least three months after the date of the rejection of the previous application. Any applications submitted in violation of this provision shall be deemed null and void by the corporation.

Section 2.4 Classes of Membership

- A. There are two classes of membership status in the Coalition: Active and Inactive. All organizations admitted to membership in the Coalition shall be admitted as Active members.
- B. The corporation shall assign the status of Inactive member to any member of the Coalition that has ceased to meet and work in its local community on an active and regular basis for a period of at least six months. The corporation shall give written notice to any organization assigned the status of Inactive member, at such time as said status is assigned.
- C. Determination of inactivity shall be made by a majority vote of the General Committee.
- D. The corporation shall provide written notice to any member of the Coalition that is assigned to Inactive status within fourteen days of determination of inactivity.
- E. Any organization that maintains the status of Inactive member for at least six months shall have its membership in the Coalition revoked by the corporation, at which time it will cease to be a member of the Coalition, losing all rights and privileges attendant thereto.
- F. The corporation shall give written notice to an Inactive member at least one month prior to revoking its membership in the Coalition.
- G. An Inactive member may petition the corporation in writing at any time for restoration of Active status. The corporation shall consider said petition and make a determination as to whether Active membership should be restored. If said petition is denied, the Inactive member must be notified in writing of the reasons for the rejection of said petition. If said petition has been received by the corporation, the Inactive member filing said petition may not be removed from membership in the Coalition until a determination is made on said petition by the corporation. An Inactive member may not file a petition if it has previously filed a petition that is currently being considered by the corporation. An Inactive member must wait two weeks after the rejection of a petition by the corporation before filing another petition. Any petitions filed by an Inactive member in violation of these provisions shall be rejected by the corporation as null and void.

Section 2.5 Revocation of Membership

- A. In addition to the provisions regarding Inactive members elsewhere in these bylaws, the corporation may revoke the membership of any member of the Coalition upon determination that said member has diverged far enough from the official positions of the corporation, in ideology, practice, or some combination thereof, to the degree that said organization is no longer a proper representative of the Abolish Human Abortion movement.
- B. The membership in the Coalition of any organization may be revoked, pursuant to the provisions of paragraph A of this section, by either:

1. A two-thirds vote of the membership of the Board of Directors; or
2. A two-thirds vote of the membership of the General Assembly; or
3. A two-thirds vote of the membership of the General Committee.

C. In the event that an organization is removed from membership in the Coalition according to the other provisions of this section, the board, committee, or assembly of the corporation voting to remove said organization shall issue a statement to all members of the corporation within ten days of said removal explaining the reasons for said removal.

Section 2.6 Usage of the Abolish Human Abortion Symbol

A. As trademark owner of the Abolish Human Abortion (hereafter “AHA”) symbol, the corporation shall be responsible for policing the use of the trademark and ensuring that the trademark is not abused by individuals and organizations who may be working at odds with the Abolish Human Abortion ideology.

B. The corporation shall grant a nonexclusive license to all individuals and organizations to use the AHA symbol for the purposes of promoting awareness of, and efforts to abolish, the practice of human abortion, in accordance with the official positions of the corporation. As such, the corporation shall grant each member of the Coalition a nonexclusive license to use and display the AHA symbol in various ways as are appropriate for promoting awareness of, and opposition to, the practice of human abortion.

C. Any organization that is not a member of the Coalition, including but not limited to organizations whose membership has been revoked, may be subject to legal action by the corporation, if the corporation determines that use of the AHA symbol by said organization constitutes trademark infringement.

Section 2.7 Initial Determination of Membership

Prior to the formation of the General Committee, decisions regarding the granting or revocation of membership in the Coalition shall be made by the Board of Directors of the corporation.

ARTICLE III

MEMBERSHIP IN THE CORPORATION

Section 3.1 General Provisions

A. The membership of the corporation shall consist only of natural persons. No organization, whether incorporated or unincorporated, shall be a member of the corporation.

B. No person shall be a member of the corporation who is not both at least eighteen years of age and legally capable of entering into contracts in his state of residence.

C. The membership of the corporation shall consist of:

1. Representatives of the members of the Coalition, appointed in accordance with the provisions of Section 3.2;
2. Members at large, in accordance with the provisions of Section 3.3.

D. Members may serve on any board or committee of the corporation, and may serve as Officers of the corporation.

E. No member or group of members of the corporation shall have the power to bind the corporation to any third party with respect to any matter, except as provided for in these bylaws.

F. Unless otherwise provide by law or expressly assumed, no member of the corporation shall be liable for the acts, debts or liabilities of the corporation to third parties.

Section 3.2 Representatives

A. Each member of the Coalition shall appoint one representative to participate and vote in the General Assembly. These representatives shall be members of the corporation by virtue of their appointment.

B. The corporation shall maintain a list of currently-appointed representatives from each member of the Coalition.

C. A member of the Coalition may, at any time, and for any reason, appoint a different individual to serve as its representative. Such an appointment must be delivered to the corporation in writing, and signed by such individual(s) within the member organization as are authorized by the member organization to make such appointments on behalf of the organization as a whole.

D. Each organization shall appoint a representative as part of its application for membership in the Coalition.

E. No member of the Coalition may have more than one representative at a time. No member of the Coalition may make more than three representative appointments within a calendar year. No member of the Coalition may make more than one representative appointment within a thirty-day period. No member of the Coalition may appoint an individual who is not a member in good standing of that organization to be the representative of that organization. Any appointments made by a member of the Coalition in violation of the provisions of this paragraph shall be considered null and void by the corporation.

F. No representative of an Inactive member of the Coalition may vote in the General Assembly, or in any committee of the corporation.

G. A representative of an organization whose membership in the Coalition is revoked shall cease to be a member of the corporation, unless said individual is currently serving on a board, committee, Office, or other official position of responsibility within the corporation. If said individual is currently serving in said capacity, he shall remain a member at large of the corporation, in accordance with the provisions of Section 3.3, unless the organization of which he was a representative was removed from membership in the Corporation for some reason other than inactivity, in which case he shall cease to be a member of the corporation, in accordance with the provisions of Section 3.3.

H. No representatives shall receive remuneration for services rendered to the corporation.

Section 3.3 Members At Large

A. All individuals who are members of the corporation, though not representatives appointed by members of the Coalition, shall be considered members at large.

B. Members at large may serve on any board or committee of the corporation, and may vote on any motion considered therein. Members at large may serve as Officers of the Corporation, and shall have all of the rights and responsibilities of any other member, with the exception of the following:

1. Members at large, with the exception of the Officers of the corporation, may not vote in the General Assembly, and shall not be considered members of the General Assembly. However, Officers of the corporation shall be considered full voting members of the General Assembly, even if they are members at large.

C. Any individual who is not an appointed representative of a member of the Coalition and is appointed to serve on any board or committee of the corporation, or as an Officer of the corporation, shall be a member at large by virtue of his appointment. At such time as any such individual either resigns from and/or is removed from all of his appointed duties, positions, and/or offices, said individual shall no longer be a member at large of the corporation.

- D. No individual may be a member at large except by virtue of appointment to some board, committee, or Office of the corporation.
- E. The corporation shall maintain a list of current members at large.
- F. No individual who is not a member in good standing of a member of the Coalition may be appointed to a position that would render said individual a member at large of the corporation. This restriction may be suspended on a case-by-case basis by a two-thirds vote of the Board of Directors, or by a two-thirds vote of the General Committee, or by a two-thirds vote of the General Assembly.
- G. Any member at large who is a member of an organization whose membership in the Coalition is revoked for any reason other than inactivity shall be removed from all of his appointed positions and duties, and shall no longer be a member at large of the corporation. This provision may be suspended on a case-by-case basis by a majority vote of the Board of Directors, or by a majority vote of the General Committee, or by a majority vote of the General Assembly.
- H. The members of the Board of Directors at the time of the adoption of these bylaws shall be considered members at large, subject to the other relevant provisions of these bylaws.
- I. No members at large shall receive remuneration for services rendered to the corporation.

Section 3.4 Removal of Members

Any member of the corporation may be removed for any reason by an affirmative vote of two-thirds of the membership of the Board of Directors. In the event of such a removal:

1. The Board of Directors shall issue a written statement to all members of the corporation explaining the reasons for the removal, within ten days of said removal;
2. If the removed member was a representative of an organization that is presently a member of the Coalition:
 - (a) Said organization shall appoint a different individual as a representative. If such appointment is not made within forty days of said removal, said organization shall be classified as Inactive;
 - (b) Said member may be reinstated by a two-thirds vote of the General Assembly within thirty days of said removal.
3. If the removed member was a member at large:
 - (a) If the removed member was an Officer of the Corporation, the Board of Directors shall appoint an individual to hold said Office on a temporary basis, until a proper election or appointment to said Office is made according to the other relevant provisions of these bylaws.
 - (b) If the removed member was an Officer of the General Assembly, but not of the corporation, the General Committee shall appoint an individual to hold said Office on a temporary basis, until a proper election or appointment to said Office is made according to the other relevant provisions of these bylaws.
 - (c) If the removed member was a member of a committee or board, that committee or board shall appoint an individual to replace the removed member, if such an appointment is mandated by these bylaws or the laws of the State of Oklahoma. If such an appointment is not mandated by these bylaws or the laws of the State of Oklahoma, said committee or board may, at its discretion, appoint an individual to replace the removed member in accordance with the other relevant provisions of these bylaws.
 - (d) Said member may be reinstated, within thirty days of said removal, by a signed statement of two-thirds of the members at large of the corporation, members of the Board of Directors excluded.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 General Provisions

The Board of Directors shall exercise oversight over the affairs of the corporation, and ensure that no decisions made by any Officer, board, committee, sub-committee, or assembly of the corporation shall expose the corporation to liability or other risks opposed to the purposes and functions of the corporation.

Section 4.2 Membership

A. The Board of Directors shall contain no more than thirteen members, *ex officio* members not included. The Board of Directors shall contain no fewer than five members, *ex officio* members included.

B. New members of the Board of Directors shall be appointed by existing members of the Board of Directors, pursuant to the acceptance of said appointment by the individual so appointed.

C. Members of the Board of Directors who are not members *ex officio* shall serve until such time as said individuals either resign or are removed from the Board. *Ex officio* members shall remain members only so long as they maintain the office by virtue of which they are *ex officio* members of the Board of Directors.

D. Members of the Board of Directors may be removed, at any time, and for any reason, by a two-thirds vote of the Board of Directors.

E. In the event that the number of the members of the Board of Directors who are not members *ex officio* should fall below five, the Board of Directors shall appoint new members to bring the total number of members who are not members *ex officio* to at least five.

Section 4.3 Officers

A. The Board of Directors shall elect, from within its own membership, a Chairman and a Vice Chairman. These officers shall serve until such time as they resign, or until their terms expire, or until any other such time as the committee or subcommittee shall decide to elect new officers.

B. Each officer shall serve for a term of one year. There shall be no limitation upon the number of consecutive terms an officer may serve.

C. The Chairman shall chair all meetings of the Board of Directors. In the absence or incapacity of the Chairman, Vice Chairman shall chair the meeting of the Board of Directors. In the event the absence or incapacity of both the Chairman and Vice Chairman, the Board of Directors shall elect one of its members to serve in the capacity of Chairman for that meeting only.

Section 4.4 Meetings

A. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any business, either in deliberative assembly or electronic proceedings.

B. The Board of Directors shall have the authority to transact business through electronic proceedings, pursuant to the relevant provisions of the Special Rules of Order of the corporation.

C. The Board of Directors shall meet annually in deliberative assembly, unless financial burden or other hardship prevent such a meeting from being held. In such case, the Board of Directors shall meet through electronic proceedings in lieu of meeting in deliberative assembly.

D. The Board of Directors shall meet quarterly through any approved means.

E. A meeting of the Board of Directors may be called at any time, for any reason, by the executive order of either the Chairman or Vice Chairman. Such meetings may only be held through electronic proceedings, or through electronic deliberative assembly, except by the consent of two-thirds of the members of the Board of Directors. Any such order must be given at least one week prior to the date of said meeting.

F. A meeting of the Board of Directors may be called at any time, for any reason, by a petition of a majority of the members of the Board. Such meetings may only be held through electronic proceedings, or through electronic deliberative assembly, except by the consent of two-thirds of the members of the Board of Directors. Notice of such meeting shall be given to all members of the Board of Directors at least one week prior to the date of said meeting.

G. A meeting of the Board of Directors may be called at any time, in exigent circumstances only, by either the executive order of either the Chairman or Vice Chairman, or a petition of a majority of the members of the Board. Such meetings may only be held through electronic proceedings, except by the consent of two-thirds of the members of the Board of Directors. Electronic proceedings in this case may be initiated immediately.

Section 4.5 Actions Requiring Approval of the Board of Directors

A. The corporation shall take no action involving any of the following, without a majority vote of the Board of Directors:

1. Any expense in excess of \$3000;
2. Approval of the incurrence of any indebtedness or obligations;
3. Approval or dissolution of any contract or agreement with a third party;

B. The corporation shall take no action involving any of the following, without an affirmative two-thirds vote of the Board of Directors:

1. Any merger, consolidation or other business combination;
2. Sale or other disposition of substantially all the assets of the corporation;
3. Dissolution of the corporation;
4. Commencement by the corporation of a proceeding seeking reorganization, liquidation, or other similar relief for the corporation under any federal or state law relating to bankruptcy or insolvency;

C. No provision in this section shall be construed so as to limit the authority of the General Assembly to approve motions containing details enumerated in paragraphs A and B of this section. Rather, the provisions of this section shall be construed so as to prevent such motions from taking effect apart from the requisite approval of the Board of Directors.

Section 4.6 Petitions from Authorized Bodies of the Corporation

A. An authorized committee, board, or assembly of the corporation may, by a two-thirds vote, petition the Board of Directors to consider a specified motion at its next scheduled meeting. Such a motion shall hereafter be called a "motion by petition."

B. Both the General Assembly and the General Committee shall be authorized to make motions by petition. No other committee, board, or assembly of the corporation shall be authorized to make motions by petition except by the Board of Directors.

C. The Board of Directors, by a majority vote, may authorize any other committee, board, or assembly of the corporation to make motions by petition. The Board of Directors, by a majority vote, may revoke the authority of any committee, board, or assembly of the corporation to make motions by petition, except for those committees, boards, or assemblies specifically authorized by these bylaws to make motions by petition.

D. A motion by petition shall be deemed null and void if it is not filed with the Secretary of the corporation at least fourteen days prior to the next scheduled meeting of the Board of Directors.

E. A motion by petition shall be deemed null and void if it is not made by a committee, board, or assembly of the corporation authorized to make motions by petition.

F. The Secretary of the corporation shall add the motion by petition to the agenda of the next scheduled meeting of the Board of Directors at least seven days prior to said meeting, in accordance with the relevant provisions of the Special Rules of Order of the corporation.

G. Any motion by petition shall be handled by the Board of Directors in accordance with the relevant provisions of the Special Rules of Order of the corporation.

Section 4.7 Liability of Directors

No director shall be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation or to its members for monetary damages for the following: (a) any breach of the directors duty of loyalty to the corporation or to its members, or (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. Any repeal or modification of this Section shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE V

OFFICERS

Section 5.1 General Provisions

A. The Officers of the corporation shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Accountant, and Public Relations Officer.

B. An Officer of the corporation may resign at any time, for any reason.

C. Upon the event of vacation of an office, by resignation, removal, or any other circumstance, the corporation shall elect a successor to serve the remainder of the term in question, subject to the other relevant provisions in these bylaws.

Section 5.2 Election of Officers

A. Candidates for office shall be nominated as follows:

1. The Board of Directors shall nominate one candidate; and
2. The General Committee shall nominate one candidate.

- B. The General Assembly shall elect one of the nominated candidates to office by a plurality vote.
- C. In the event that an office of the corporation is vacated, the corporation shall elect a successor to serve the remainder of the current term, subject to the other relevant provisions of these bylaws.
- D. Prior to the formation of the General Committee, officers shall be nominated and elected by the Board of Directors.

Section 5.3 Terms of Office

- A. The term of office for each Officer shall be two years.
- B. There shall be no limit on the number of consecutive terms an individual may serve in any office.

Section 5.4 Removal from Office

An Officer of the corporation may be removed from office at any time, for any reason, by a two-thirds vote of the membership of the General Assembly.

Section 5.5 President

- A. The President of the corporation shall chair all meetings of the General Assembly, and shall preside over all electronic proceedings of the General Assembly.
- B. The President, if not a member of the Board of Directors at the time of his election to office, shall serve as a member of the Board of Directors *ex officio* for the duration of his time in office.

Section 5.6 Vice President

- A. The Vice President shall, in the absence or incapacity of the President, chair the meeting of the General Assembly or preside over electronic proceedings of the General Assembly.
- B. The Vice President, if not a member of the Board of Directors at the time of his election to office, shall serve as a member of the Board of Directors *ex officio* for the duration of his time in office.
- C. In the event that the office of President is vacated prior to the expiration of the current term, the Vice President shall assume the office of President for the remainder of the term in question.

Section 5.7 Recording Secretary

- A. The Recording Secretary shall:
 1. Maintain an official record of all acts, minutes, and proceedings of the corporation;
 2. Maintain a list of current members at large of the corporation;
 3. Record minutes of the meetings of the General Assembly;
 4. Record the electronic proceedings of the General Assembly;
 5. Record the minutes of the meetings of the Board of Directors;

6. Record the electronic proceedings of the Board of Directors.

B. The Recording Secretary may appoint and delegate some portion of these duties to a Recording Undersecretary, who shall be considered a member at large of the corporation if said individual is not currently a member of the corporation by virtue of some other Office or appointment. The Recording Secretary may remove the Recording Undersecretary at any time, for any reason.

Section 5.8 Corresponding Secretary

A. The Corresponding Secretary shall:

1. Maintain a list of current members of the Coalition, both Active and Inactive;
2. Be responsible for correspondence between the corporation and other organizations, including:
 - (a) Receiving and processing applications for membership in the Coalition, and replying with the official decision of the corporation;
 - (b) Receiving and processing petitions for restoration of Active status, and replying with the official decision of the corporation;
3. Receiving the minutes and proceedings of all committees and subcommittees of the corporation, and filing them in the official record of acts, minutes, and proceedings of the corporation;
4. Ensure that all minutes and proceedings received from committees and subcommittees of the corporation have been properly recorded, in accordance with the provisions of the parliamentary authority and Special Rules of Order of the corporation.

B. The Corresponding Secretary may appoint and delegate some portion of these duties to a Corresponding Undersecretary, who shall be considered a member at large of the corporation if said individual is not currently a member of the corporation by virtue of some other Office or appointment. The Corresponding Secretary may remove the Corresponding Undersecretary at any time, for any reason.

Section 5.9 Treasurer

A. The Treasurer shall be the custodian of all revenues received by the corporation, shall deposit the funds in a bank approved by the Board of Directors, shall pay all bills incurred by the corporation, and shall collaborate with the Accountant of the corporation to make sure that accurate financial records are kept.

B. No individual shall be nominated for the office of Treasurer who does not maintain a primary residence within thirty miles of an office the bank in which the corporation deposits its funds.

C. The Treasurer shall examine and present the financial report of the Accountant of the corporation to all members of the corporation after the close of the fiscal year.

Section 5.10 Accountant

A. The Accountant shall bear primary responsibility for keeping the financial records of the corporation.

B. The Accountant shall prepare a financial report for the Treasurer after the close of each fiscal year.

C. The financial records maintained by the Accountant shall be reviewed by the Board of Directors after the close of each fiscal year.

Section 5.11 Public Relations Officer

- A. The Public Relations Officer shall be responsible for issuing press releases, responding to inquiries by journalists and other members of the media, and for maintaining the public image of the corporation in any other meaningful capacity.
- B. The Public Relations Officer may appoint and delegate some portion of these duties to no more than five Assistant Public Relations Officers, who shall be considered members at large of the corporation if said individuals are not currently a member of the corporation by virtue of some other Office or appointment. The Public Relations Officer may remove an Assistant Public Relations Officer at any time, for any reason.
- C. The Public Relations Officer shall serve as an *ex officio* member of the Positions Committee. The *ex officio* seat of the Public Relations Officer on the Positions Committee shall count as one of the seats reserved to the General Assembly for the purposes of nomination.

ARTICLE VI

THE GENERAL ASSEMBLY

Section 6.1 General Provisions

- A. The General Assembly shall consist of the appointed representatives of the members of the Coalition, and the Officers of the corporation.
- B. The President shall chair all meetings of the General Assembly, and preside over all business transacted through electronic means.
- C. The Vice President shall, in the absence or incapacity of the President, chair the meeting of the General Assembly or preside over specific business transacted through electronic means.

Section 6.2 Functions and Powers

- A. The General Assembly shall be the primary voting assembly of the regular voting members of the corporation.
- B. The General Assembly shall have the authority to transact business on all matters pertaining to the corporation that are not specifically reserved to any other board or committee of the corporation, or otherwise restricted by these bylaws.

Section 6.3 Meetings

- A. One third of the representatives of Active members of the Coalition shall constitute a quorum for any business to be transacted by the General Assembly, in deliberative assembly.
- B. A meeting of the General Assembly shall not be construed as a convention, but instead as a meeting of the regular voting members of the corporation.
- C. No business may be transacted in deliberative assembly unless the meeting is called to order by the President of the corporation, or the Vice President of the corporation in case of the absence or incapacity of the President.
- D. The General Assembly shall meet annually in deliberative assembly, unless financial burden or other hardship prevent such a meeting from being held. In such case, the General Assembly shall meet through electronic proceedings in lieu of meeting in deliberative assembly.

Section 6.4 Electronic Proceedings

- A. The General Assembly shall have the authority to transact business through electronic proceedings, subject to the relevant provisions of the Special Rules of Order of the corporation.
- B. A majority of the representatives of Active members of the Coalition shall constitute a quorum for any business to be transacted through electronic proceedings.
- C. No business may be transacted through electronic proceedings unless presided over by the President of the corporation, or the Vice President of the corporation in case of the absence or incapacity of the President.
- D. An electronic proceeding of the General Assembly for the consideration of one or more motions may be initiated at any time by any of the following:
 - 1. A two-thirds vote of the Board of Directors;
 - 2. A majority vote of the General Committee;
 - 3. A petition of one third of the representatives of Active members of the Coalition;
 - 4. An executive order of the President of the corporation.

ARTICLE VII COMMITTEES

Section 7.1 Scope of Application

- A. The provisions of this article shall apply to all committees of the corporation, whether standing or otherwise, unless stated otherwise in the bylaws.
- B. Each provision of this section regarding committees shall also apply to subcommittees, unless specific provisions are given that apply to subcommittees and would otherwise conflict with said provision regarding committees.
- C. The Board of Directors shall not be deemed a committee of the corporation.

Section 7.2 Membership

- A. No less than one-third of the members of any committee of the corporation shall be representatives of members of the Coalition.
- B. A committee shall not meet or transact business if more than one third of its members are representatives of Inactive members of the Coalition.
- C. No committee shall have fewer than three members.
- D. No committee shall have more than fifteen members.

Section 7.3 Officers

- A. Each committee or subcommittee of the corporation shall elect, from within its own membership, a Chairman and a Secretary. These officers shall serve until such time as they resign, or until such time as the committee or subcommittee, by majority vote, shall decide remove the current officer(s) and/or elect new officer(s).

- B. Each officer shall serve for a term of one year. There shall be no limitation upon the number of consecutive terms an officer may serve.
- C. The Chairman shall chair all meetings of the committee. In the absence or incapacity of the Chairman, the committee shall elect one of its members to serve in the capacity of Chairman for that meeting only.
- D. The Chairman shall give reports to the General Assembly, as required by the General Assembly.
- E. The Secretary shall take minutes of all meetings and electronic proceedings of the committee or subcommittee, and shall submit said minutes to the Corresponding Secretary of the corporation within seven days of any meeting, or within seven days of the conclusion of any electronic proceeding.

Section 7.4 Meetings

- A. A majority of the members of the committee who are either members at large, or representatives of Active members of the Coalition, shall constitute a quorum for any committee or subcommittee of the corporation, whether in deliberative assembly or electronic proceedings.
- B. Any business transacted by any committee or subcommittee of the corporation at any meeting shall be deemed null and void by the corporation if the minutes of said meeting are not submitted to the Corresponding Secretary of the corporation within seven days of said meeting.

Section 7.5 Electronic Proceedings

- A. The committee or subcommittee shall have the authority to transact business through electronic proceedings, subject to the relevant provisions of the Special Rules of Order of the corporation.
- B. Any business transacted by any committee or subcommittee of the corporation through electronic proceedings shall be deemed null and void by the corporation if the minutes of said proceeding are not submitted to the Corresponding Secretary of the corporation within seven days of the conclusion of said proceeding.

Section 7.6 Creation and Dissolution of Committees

- A. The Board of Directors shall have the authority to create new committees and delegate some portion of its powers thereto. The members of any such committee shall be appointed by the Board of Directors. The Board of Directors shall have the authority to dissolve committees that have been created by the Board of Directors.
- B. The General Assembly shall have the authority to create new committees and delegate some portion of its powers thereto, pursuant to a clearly defined and reasonable purpose. The members of any such committee shall be appointed by the General Assembly. The General Assembly shall have the authority to dissolve committees that have been created by the General Assembly.
- C. The creation of any committee by the General Assembly may be annulled within 30 days of the creation of said committee by a two-thirds vote of the Board of Directors. The Board of Directors shall not make any such annulment apart from also ruling that the subcommittee in question (a) was not formed pursuant to a clearly defined and reasonable purpose, or (b) does not serve the interests of the corporation in any beneficial capacity. In the event of such an annulment:
 - 1. The Board of Directors shall issue a written statement to all members of the corporation explaining the reasons for the annulment within ten days of said annulment;
 - 2. Any business heretofore transacted by the committee shall be deemed null and void.

Section 7.7 Creation of Subcommittees

A. Any committee of the corporation may, by majority vote, create a subcommittee, pursuant to a clearly defined and reasonable purpose.

B. The creation of any subcommittee by a committee of the corporation may be annulled within 30 days of the creation of said subcommittee by a majority vote of the Board of Directors. The Board of Directors shall not make any such annulment apart from also ruling that the subcommittee in question (a) was not formed pursuant to a clearly defined and reasonable purpose, or (b) does not serve the interests of the corporation in any beneficial capacity. In the event of such an annulment:

1. The Board of Directors shall issue a written statement to all members of the corporation explaining the reasons for the annulment within ten days of said annulment;
2. Any business heretofore transacted by the subcommittee shall be deemed null and void.

Section 7.8 Membership of Subcommittees

A. The members of a subcommittee shall be appointed by the parent committee.

B. A majority of the members of a subcommittee shall be members of the parent committee.

C. Membership in a subcommittee shall be deemed membership in a committee, for the purposes of assessing membership in the corporation, in accordance with the provisions of Article III.

Section 7.9 Delegation of Powers

Any committee of the corporation may delegate some portion of its powers and responsibilities to any subcommittee that it is authorized to create. Any such delegation must be made pursuant to a clearly defined and reasonable purpose, and must constitute less than a majority of the powers and responsibilities of the committee.

ARTICLE VIII

THE GENERAL COMMITTEE

Section 8.1 General Provisions

A. The General Committee shall be a permanent standing committee of the corporation.

B. The General Committee shall have fifteen members, who shall serve either until their resignation, or their removal by the board or assembly of the corporation that appointed them.

Section 8.2 Function and Powers

A. The General Committee shall be responsible for handling administrative affairs of the corporation not otherwise reserved to the Board of Directors or officers of the corporation.

B. Any action of the General Committee may be countermanded within thirty days be either:

1. A two-thirds vote of the Board of Directors; or

2. A two-thirds vote of the General Assembly.

Section 8.3 Selection of Members

- A. The Board of Directors shall appoint one third of the members of the General Committee.
- B. The General Assembly shall elect two thirds of the members of the General Committee.

Section 8.4 Removal of Members

- A. The Board of Directors may remove any member of the General Committee that has been appointed by the Board of Directors, for any reason, by a two-thirds vote. In such an event, the Board of Directors shall issue notice to all members of the General Committee informing them of the reason for said removal, within seven days of said removal.
- B. The General Assembly may remove any member of the General Committee that has been appointed by the General Assembly, for any reason, by a two-thirds vote. In such an event, the Recording Secretary of the corporation shall issue notice to all members of the General Committee informing them of the reason for said removal, within seven days of said removal.
- C. Upon removal or resignation of a member of the General Committee that has been appointed by the Board of Directors, a successor shall be appointed by the Board of Directors.
- D. Upon removal or resignation of a member of the General Committee that has been elected by the General Assembly, a successor shall be elected by the General Assembly.

ARTICLE IX

THE POSITIONS COMMITTEE

Section 9.1 General Provisions

- A. The Positions Committee shall be a permanent standing committee of the corporation.
- B. The Positions Committee shall have fifteen members, who shall serve either until their resignation, or their removal by the board or assembly of the corporation that appointed them.

Section 9.2 Function and Powers

- A. The Positions Committee shall be responsible for making official position statements on behalf of the corporation.
- B. The provisions of this section shall not be construed as limiting the power of the General Assembly to make official position statements on behalf of the corporation.
- C. Any action of the Positions Committee may be countermanded within thirty days by either:
 1. A two-thirds vote of the Board of Directors; or
 2. A two-thirds vote of the General Assembly.
- D. Notice of any position approved by the Positions Committee must be provided to all members of the corporation within seven days of the approval of said position.

Section 9.3 Selection of Members

- A. The Board of Directors shall appoint one third of the members of the Positions Committee.
- B. The General Assembly shall elect two thirds of the members of the Positions Committee.

Section 9.4 Removal of Members

- A. The Board of Directors may remove any member of the Positions Committee that has been appointed by the Board of Directors, for any reason, by a two-thirds vote. In such an event, the Board of Directors shall issue notice to all members of the General Committee informing them of the reason for said removal, within seven days of said removal.
- B. The General Assembly may remove any member of the Positions Committee that has been appointed by the General Assembly, for any reason, by a two-thirds vote. In such an event, the Recording Secretary of the corporation shall issue notice to all members of the General Committee informing them of the reason for said removal, within seven days of said removal.
- C. Upon removal or resignation of a member of the Positions Committee that has been appointed by the Board of Directors, a successor shall be appointed by the Board of Directors.
- D. Upon removal or resignation of a member of the Positions Committee that has been elected by the General Assembly, a successor shall be elected by the General Assembly.

ARTICLE X

PARLIAMENTARY AUTHORITY

Section 10.1 General Parliamentary Authority

The parliamentary authority of the corporation shall be the eleventh edition of *Robert's Rules of Order Newly Revised*, except in such cases as relevant provisions of the parliamentary authority are inconsistent with these bylaws and the Special Rules of Order of the corporation.

Section 10.2 Special Rules of Order

- A. The corporation shall maintain a written list of rules referred to in these bylaws as “the Special Rules of Order of the corporation.” The corporation shall be governed by these rules, except in such case as these rules are inconsistent with these bylaws or the laws of the State of Oklahoma.
- B. The Special Rules of Order of the corporation shall supersede the parliamentary authority of the corporation.
- C. The Board of Directors may amend any portion of the Special Rules of Order of the corporation by a majority vote.
- D. Provisions of the Special Rules of Order of the corporation pertaining specifically to the General Assembly may be modified by a majority vote of the General Assembly.
- E. Provisions of the Special Rules of Order of the corporation pertaining specifically to committees may be modified by a majority vote of the General Committee.

Section 10.3 Miscellaneous Provisions

A. Pursuant to the provisions of Section 10.1, all boards, committees, and sub-committees of the corporation, regardless of size, shall be subject to provisions of the parliamentary authority of the corporation concerning small boards and committees. This provision may be suspended for a particular board, committee, or sub-committee, by a majority vote of that board, committee, or sub-committee.

**ARTICLE XI
AMENDMENTS**

Section 11.1 Origination

Amendments to these bylaws may be proposed by either a two-thirds vote of the Board of Directors, or a two-thirds vote of the General Assembly.

Section 11.2 Approval

- A. Written notice of any amendment proposed pursuant to the provisions of Section 11.1 shall be provided to all members of the corporation. Notice provided by electronic means shall be sufficient to fulfill this requirement.
- B. Amendments proposed pursuant to the provisions of Section 11.1 shall take effect thirty days after written notice of said amendment is provided to all members of the corporation, subject to the other relevant provisions of these bylaws.
- C. Any proposed amendment that has not yet taken effect may be vetoed by either a two-thirds vote of the Board of Directors, or a two-thirds vote of the General Assembly.
- D. Any amendment proposed by the Board of Directors may be approved and take effect immediately upon an affirmative two-thirds vote of the General Assembly.
- E. Any amendment proposed by the General Assembly may be approved and take effect immediately upon an affirmative two-thirds vote of the Board of Directors.

**ARTICLE XII
MISCELLANEOUS**

Section 12.1 Severability

If it shall be determined by a court or other competent body that any provision or wording of these bylaws shall be invalid or unenforceable under state or other applicable law, such invalidity or unenforceability shall not invalidate the entire bylaws.

Section 12.2 Standard for Interpretation

Whenever two or more interpretations of the provisions or wording of these bylaws shall be possible, the interpretation or construction which leads to the enforcement and validity of any provision of these bylaws shall be favored and deemed to be the intended interpretation of the parties to these bylaws.

Section 12.3 Governing Law

These bylaws shall be governed by and construed in accordance with the laws of the State of Oklahoma.

Section 12.4 Language Pertaining to Voting

A. All unqualified uses of the term “majority vote” in these bylaws shall be construed as a majority (51%) of the members present or participating, qualified to vote, and voting, of the board, committee, assembly, or meeting of the corporation in question. No such use shall be construed as a majority vote of the membership of said board, committee, assembly, or meeting, unless the explicit language “majority vote of the membership of” is used.

B. All unqualified uses of the term “two-thirds vote” in these bylaws shall be construed as two-thirds (67%) of the members present or participating, qualified to vote, and voting, of the board, committee, assembly, or meeting of the corporation in question. No such use shall be construed as a two-thirds vote of the membership of said board, committee, assembly, or meeting, unless the explicit language “two-thirds vote of the membership of” is used.

C. All uses of the terms “majority vote” and “two-thirds vote” shall be construed as referring to a vote in a meeting or deliberative assembly only if explicit language is present to indicate that a meeting or deliberative assembly is required. Absent such explicit language, the terms “majority vote” and “two-thirds vote” shall be construed as applying to both votes taken in the context of a deliberative assembly, as well as to votes taken through other written or electronic means in the context of electronic proceedings.

Section 12.5 Rounding

All percentage calculations required or implied by the provisions of these bylaws, such as, but not limited to, those pertaining to voting and quorum, shall be performed by rounding up to the nearest whole number, if the initial result of said calculation is not a whole number.

Section 12.6 Unenumerated Powers

Any and all powers not enumerated in these bylaws, which are not prohibited to the Board of Directors by these bylaws, shall be reserved to the Board of Directors, subject to the other relevant provisions of these bylaws. The Board of Directors may, at its sole discretion, delegate any such power or powers to any board, committee, assembly, or Office of the corporation. Any such delegation may be revoked at any time and for any reason by a two-thirds vote of the Board of Directors.

Section 12.7 Restrictions on Unenumerated Powers

A. Any motion or course of action approved under the sole authority of Section 12.6 shall take effect thirty days after the approval of said motion or course of action.

B. Any motion or course of action approved under the sole authority of Section 12.6 may be rendered null and void by a two-thirds vote of the General Assembly, or a two-thirds vote of the Board of Directors, within thirty days of the approval of said motion or course of action.