



AMENDED AND RESTATED

Bylaws

Revised July 27, 2020

LAWTON FORT SILL CHAMBER OF COMMERCE, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE 1 - NAME

- 1.01 This organization is incorporated under the laws of the State of Oklahoma and shall be known as the **Lawton Fort Sill Chamber of Commerce, Inc.** (Chamber). The offices of the Chamber shall be located in the City of Lawton, Comanche County, State of Oklahoma.

ARTICLE 2 - PLACE OF BUSINESS

- 2.01 The principal place of business of the Chamber is 302 West Gore Boulevard, Lawton, Comanche County, Oklahoma 73501, or such other places of business as shall be designated by the Board of Directors.

ARTICLE 3 - TERM

- 3.01 The term for which this corporation is to exist is perpetual.

ARTICLE 4 - PURPOSE

- 4.01 The corporation is a not-for-profit organization organized for charitable and civic purposes, including the following:
- A. To aggressively seek out and contact prospective new industries, service providers and manufacturers, promote and assist in the expansion of existing industries and in general to act as the catalyst for industrial and economic development in the area;
 - B. To promote and advance the business, commercial, economic, financial, professional, cultural, educational, and civic welfare of the Lawton-Fort Sill community, its trade territory, its civil neighbors and environs;
 - C. To foster, maintain, and preserve a friendly personal and business relationship with the Fort Sill community and exert all possible efforts to sustain the growth, expansion, and interest of the military installation; and
 - D. To, in general, promote economic programs to strengthen and expand the income potential of all businesses within the trade area; promote programs of a civil, social, and cultural nature which will increase the functional and aesthetic values of the community and to discover means to enhance business expansion and community growth.

ARTICLE 5 - MEMBERSHIP

- 5.01 Eligibility for Membership. All persons, firms and corporations interested in the welfare of the Lawton-Fort Sill community shall be eligible for membership in the Chamber, subject to all of the terms and conditions of these bylaws. The Chamber does not and shall not discriminate against any person, firm, or corporation on the basis of race, creed, religion, gender, gender preference, national origin, or on any other basis.
- 5.02 Dues Investments. Members shall be required to maintain a current dues investment in the Chamber at such minimum rate or rates, schedules or formulas, and payable at such times, as may be from time to time prescribed by the Board of Directors. The Board shall the dues investment schedule.
- 5.03 Member Representatives. Membership privileges shall be exercised by Primary Representatives and Secondary Representatives. Each member will have one Primary Representative and may have Secondary Representatives subject to the conditions set forth below.
- A. *Primary Representatives.*
1. *Individual and Student Members.* Each individual and student member of the Chamber shall represent himself or herself as Primary Representative, and shall be entitled to exercise all privileges of membership.
 2. *Organizational Members.* Each organizational member shall designate in writing a Primary Representative of the organization who shall be entitled to exercise the privileges of membership on behalf of the firm or corporate member. Any change of a Primary Representative shall be submitted in writing to the Chamber.
- B. *Secondary Representatives.*
1. Organizational members may designate Secondary Representatives. The Board may establish a limit to the number of Secondary Representatives in Standing Rules and Procedures developed by the Board from time to time. Secondary Representatives are not entitled to vote.
- 5.04 Voting. Each member shall be entitled to cast one vote.
- 5.05 How Membership Terminates. Membership in the Chamber shall be terminated by death, expulsion by the Board of Directors, resignation, dissolution, or failure to satisfy financial obligations in a timely manner.
- A. *Resignations.* Any resignation of a member shall be effective upon receipt by the Chamber of written notice of resignation.
- B. *Expulsion.* Any member may be expelled by a majority vote of the Board of Directors for conduct unbecoming a member or prejudicial to the mission or

reputation of the Chamber after the member is given notice of the proposed expulsion and an opportunity for hearing.

- C. *Termination of Membership for Failure to Satisfy Financial Obligations.* Any member who fails to satisfy the member's financial obligations to in the Chamber within ninety (90) days of the due date may be terminated in accordance with procedures adopted by the Board of Directors from time to time.
- D. *Reinstatement.* Any member that has been dropped from the membership rolls may request reinstatement to membership by submitting a formal application as a new member. The application will be considered by the Board of Directors in accordance with Standing Rules and Procedures developed by the Board from time to time. The Board may require payment of all previously owed financial obligations prior to considering reinstatement.

ARTICLE 6 - BOARD OF DIRECTORS

6.01 Duties and Authority.

- A. The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, direct its affairs and adopt written or verbal operational policies.
- B. The Board shall have the power in the name of the Chamber to exercise all the powers listed in the Amended and Restated Certificate of Incorporation (as amended and restated from time to time). The exercise of any such powers shall be accomplished by the acts of one or more Chamber members, officers, agents, or employees who shall have been duly authorized by the Board to act on its behalf for the specified purpose or purposes.
- C. The Board may exercise all such powers of the Chamber and perform all such lawful acts and things as are not by statute, by the Amended and Restated Certificate of Incorporation (as amended and restated from time to time), or by these bylaws reserved to the members.
- D. The Board shall have power to remove any officer, agent, or employee, including the President & CEO, at any time.
- E. The Board shall have the authority to enact and amend Standing Rules and Procedures to govern routine operations of the Board and the Chamber office, and special rules, temporary rules or other rules authorized to be promulgated pursuant to Oklahoma law or these Bylaws.

- 6.02 Elected Directors. The Board of Directors shall be composed of not less than eighteen (18) elected, active members in good standing. The actual number of elected members may be increased from time to time by resolution of the Board of

Directors. Directors shall be elected as follows:

- A. At least four (4) Directors shall be elected annually, by the membership, for terms of three (3) years each, or until their successors are elected and have qualified.
- B. At least two (2) Directors shall be appointed annually by the Chair of the Board of Directors, after consulting with the Board of Directors, for terms of three (3) years each, or until their successors are appointed and have qualified.
- C. A Director may not be re-elected after having served a full elective term until one fiscal year has elapsed since expiration of his or her prior term. This provision does not apply to Non-Elected Directors or to elected Directors serving the remainder of a vacated term.

6.03 Non-Elected Directors.

- A. *Standing Directors.* Individuals in the following categories shall be Standing Directors:
 - 1. Executive Committee members specifically designated in these Bylaws, but not additional appointments made by the Board pursuant to section 9.01.
 - 2. Members with a Chamber Investment of \$10,000 or more for the fiscal year.
 - 3. A representative from the Hotel, Tourism and Hospitality Industry (appointed by the Chair of the Board of Directors). The representative of the Hotel, Tourism and Hospitality Industry shall serve as the Vice Chair for Tourism Development.
 - 4. Mayor of the City of Lawton.
- B. *Ex-Officio Board Members.* Individuals in the following categories, or their duly authorized designees, shall serve as non-voting, ex-Officio members of the Board of Directors:
 - 1. Fort Sill Commanding General
 - 2. Chair, Comanche County Commissioners
 - 3. President, Cameron University
 - 4. Superintendent, Great Plains Technology Center
 - 5. Superintendent, Lawton Public Schools

- C. The Board may designate any additional number of ex-Officio Directors it deems appropriate and in the best interests of the community and the Chamber.

**Note: See appendix A to these Bylaws for the most current listing of all positions that have been designated as ex-Officio Directors. This is not a part of the Bylaws, but is provided for continuity.*

6.04 Election of Directors.

- A. *Nominations.* At the regular meeting of the Board of Directors in April of each year, the Nominating Committee (see section 9.03) shall present to the Board a slate of candidates for Directors to serve terms open for election. Each nominee shall be contacted to determine whether he or she will be willing to serve if elected. Only those nominees who have been contacted and who have agreed to serve may be listed on the ballot submitted to the membership for a vote.
- B. *Notification to Members.* The Chamber Secretary/Treasurer, or his/her designee, shall, by May 5, notify all members in writing at their last recorded address of the date of the annual election, the names of the candidates for Directors, and of the method for making further nominations. Names of nominated members shall also be posted on the Chamber website by May 5.
- C. *Nominations by Petition.* Other nominations may be made by petition bearing the genuine signatures of ten (10) voting members of the Chamber in good standing. Petitions must be filed with the President & CEO by May 20. The determination of the Nominating Committee as to the validity of any petition shall be final.
- D. *Determination.* If no petitions are received within the designated period, the nominations will be closed, and the nominated slate of candidates will be declared elected.
- E. *Ballots.* If petitions are submitted within the designated period, the Secretary/Treasurer or his/her designee will mail ballots to all voting members of the Chamber by May 31 of the election year. Ballots must be received by the Chamber office by 5:00 p.m. on June 15 of the election year.

6.05 Outline of Deadlines.

March Board Meeting

Chair appoints Nominating Committee members (per 9.03)

April Board Meeting

Nominating Committee presents slate of directors

May 5

Secretary/Treasurer notifies membership in writing of date of election, slate of nominees for Board of Directors, and method for making further nominations, and

posts names on website

May 20

Petitions nominating additional candidates for Board of Directors must be filed with President & CEO

May 31

Ballots and instructions must be mailed to members if petition(s) filed

June 15 – Election Date

Ballots due at the Chamber by 5:00 p.m.

- 6.06 Weekend Extension. If any of the above dates occurs on a weekend or holiday, the date shall be extended to the Monday immediately following the stated date. In the event any of these time periods occurs during a time in which a state or national emergency has been declared, or for other good cause, the times may be extended for a reasonable period as determined by the Board of Directors at any regular or special duly qualified meeting at which a quorum is present.
- 6.07 Inspectors of Election. The Chair of the Board shall appoint five (5) members to act as inspectors of election, who shall count all ballots received by the Chamber office by 5:00 p.m. on the date of election. Nominees shall be declared elected in the order of their total votes descending to the number of positions available. In the event of a tie vote, the election shall be determined by lot under the direction of the inspectors of election.
- 6.08 Vacancies. In the case of any vacancy in the Board of Directors, except regular expiration of a term, the remaining Directors shall elect a successor to hold office for the unexpired portion of the term and until the election of a successor.
- 6.09 Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.
- 6.10 Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine by resolution. At all meetings of the Board of Directors, the Chair, or in his or her absence, the Chair Elect, shall preside. The President & CEO, or his/her designee, will act as recorder at all meetings of the Board.
- 6.11 Attendance of Directors. A record of attendance of Directors shall be kept or caused to be kept by the President & CEO and submitted to the Board of Directors. Any Director absent for more than five (5) meetings of the Board in any fiscal year shall automatically be removed from membership on the Board of Directors. As a general rule, by accepting directorship, each board member shall be deemed to agree to attend as many Chamber functions as practicable.

6.12 Proxy Voting. Directors shall not have the right to vote by proxy on any matter.

ARTICLE 7 - OFFICERS

7.01 Officers. The officers of the Chamber shall consist of the President & CEO, the Board Chair, the Chair-Elect, the immediate past Chair, the Vice Chair for Chamber Affairs, the Vice Chair for Industrial Development, the Vice Chair for Military and Government Affairs, the Vice Chair for Tourism Development, the Secretary/Treasurer, and such other officers, including temporary officers, as the Board shall deem appropriate from time to time, as provided by standing rule or Board resolution.

7.02 Selection of Officers. The President & CEO shall be a permanent employee, not subject to election proceedings, and terminable in accordance with applicable laws or contracts. The Board of Directors shall elect the other Chamber officers at the first regular or any special called meeting to be held following each annual election of Directors, but not later than ten (10) days prior to the beginning of the ensuing fiscal year. The election may be conducted in such manner as is determined appropriate by resolution of the Board, and may be upon recommendation of the Nominating Committee, or by nomination from the floor at the Board meeting, or according to any other method the Board shall direct. Each officer will serve in his or her position for one year beginning on the first day of the fiscal year following his or her election, or until his or her successor has been elected and installed. As a general rule, the Chair Elect shall normally succeed to the position of Board Chair at the end of his or her term as Chair Elect.

7.03 Vacancies. In the case of any vacancy in any office, except regular expiration of a term, the Board of Directors shall elect a successor to hold office for the unexpired portion of the term and until the election of a successor.

7.04 Duties and Authority of Officers.

A. *President & CEO.* The President & CEO shall be a paid position with the Chamber. The President & CEO, with the advice and counsel of the Chair of the Board and the Board of Directors, shall be in charge of the operation of the Chamber. He/she shall have such general powers and duties of supervision, management and routine daily operations as are usually vested in the office of President & CEO of a corporation of this nature, except to the extent these bylaws otherwise provide. The President & CEO shall have authority to employ, discharge, direct and supervise employees, and be responsible for and have the power to carry out details of the operations of the Chamber along the lines and purposes set forth in these bylaws and according to the regulations and policies specified or indicated by the Board of Directors. He/She, or his/her designate, shall sign all deeds and contracts executed by the Chamber requiring a seal; he/she shall keep or cause to be kept under the supervision of the Treasurer proper records of

dues and accounts of the Chamber and shall render reports of the finances of the Chamber to the Directors monthly or at such times as requested by the Directors or the Chair of the Board. He/she shall annually have made an audit of the books of the Chamber and such books shall be open for inspection by the officers, Directors and membership at any time. The President & CEO shall follow no other business or vocation and shall devote his/her interest and time to this the Chamber, its purpose and program for the development of Lawton, Oklahoma, under the direction of the Board of Directors. He/she shall have such other duties and exercise such other power as may be directed or delegated by the Directors from time to time. The President & CEO is an ex-Officio member of all committees.

- B. *Board Chair.* The Board Chair shall preside at all meetings of the members, Board of Directors and Executive Committee; he/she shall appoint the Chair and members of all committees. In the event the President & CEO is absent, unable to act, or under a conflict of interest with respect to a matter before the Board or the Chamber, the Chair may sign deeds and other contracts executed by the Chamber and perform the duties of the President & CEO. The Chair is an ex-Officio member of every committee.
- C. *Chair-Elect.* The Chair-Elect shall generally inform himself or herself regarding the operation of the Chamber and the duties to be performed by him/her as Chair during the next year, and he/she shall perform any duties as may be required by the bylaws. At the request of the Chair, the Chair-Elect may represent the Chamber at ceremonial occasions. He/She shall preside at all meetings of the members, Board of Directors and Executive Committee in the absence of the Chair. If a vacancy occurs in the office of the Chair, the Chair-Elect shall act as the Chair until a new Chair is elected by the Board of Directors. In the event the Chair is absent, unable to act, or under a conflict of interest with respect to a matter before the Board or the Chamber, the Chair-Elect may perform the duties of the Chair.
- D. *Vice Chair for Industrial Development.* The Vice Chair for Industrial Development will assist the President & CEO in coordinating industrial development affairs.
- E. *Vice Chair for Chamber Affairs.* The Vice Chair for Chamber Affairs will assist the Chair of the Board in coordinating Chamber affairs.
- F. *Vice Chair for Military and Government Affairs.* The Vice Chair for Military and Government Affairs will assist the President & CEO in coordinating military and government affairs. To enhance Chamber efforts in each of these two areas, the Chair may recommend to the Board, and the Board may approve that two Vice Chairs be elected in any given year rather than one, with one serving as Vice Chair for Military Affairs, and one serving as a Vice Chair for Government Affairs.
- G. *Vice Chair for Tourism Development.* The Vice Chair for Tourism Development also serves as the Hotel-Motel Tax representative to the Chamber Board and

Executive Committee. This individual is a voting member of the Board and Executive Committee, and is appointed by the Chair, as provided in section 6.03.A.3. of these Bylaws. The Vice Chair for Tourism Development will work with the Chamber staff to enhance and promote tourism in the community, and to develop new ideas and opportunities for tourism activities.

H. *Secretary/Treasurer*. The Secretary/Treasurer shall:

1. serve as Chair of the Finance Committee;
 2. be responsible for acting as or directing a member of the professional staff to act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committee of members if so, required by resolution at any annual or special meeting of members;
 3. cause to be given notice of all meetings of members or of the Board of Directors when notice is required by these Bylaws, and, if required by resolution at any annual or special meetings of members, shall give notice of meetings of committees of members or of the Board of Directors;
 4. see that of the original copy of the Bylaws and all amendments thereof are maintained on file in LFSCC's office;
 5. represent the Board of Directors in overseeing the custody and accounting for all funds and securities of LFSCC, including, with the assistance of the Finance Committee members, monitoring the process of accounting for receipts and disbursements belonging to LFSCC; monitoring the process for deposits of all monies and other valuable effects in the name and to the credit of LFSCC in such depositories as may be designated by the Board of Directors; monitoring the process and actual disbursement of funds of LFSCC as may be ordered by the Board of Directors; and reviewing procedures to ensure proper vouchers are obtained for such disbursements;
 6. render to the Board of Directors at the regular meetings of the Board, or whenever the Board may require it, an account of all transactions and of the financial condition of LFSCC; and
 7. be entitled to use LFSCC's staff in the accomplishment of these responsibilities.
- I. *Other Officer(s)*. Any other officer elected by the Board shall have such responsibilities as may be specifically allocated to him or her by the Board.

ARTICLE 8 - MEETINGS

8.01 Annual Meeting. The Annual Meeting of the Chamber may be held at a date, time and place as fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before the annual meeting.

8.02 Other Meetings.

A. Additional general membership meetings of the Chamber may be called by the Chair of the Board at any time or with a signed petition in writing by ten (10) percent of the members in good standing. Notice of additional meetings must be mailed to each member at least five (5) days before the additional meeting.

B. The Board of Directors will meet monthly, at the call of the President & CEO or upon written request by nine (9) Board members. Board members will be notified of all meetings at least one day prior to the Board meeting.

C. Committee meetings are called by the President & CEO, or by the committee chair.

8.03 Quorums.

A. At any duly called general membership meeting of the Chamber, ten (10) percent of the members shall constitute a quorum.

B. A majority of the committee members shall constitute a quorum for any committee meeting, unless a committee consists of more than nine (9) members, in which case five (5) members shall constitute a quorum for that committee.

8.04 Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the bylaws of the Chamber.

ARTICLE 9 - COMMITTEES

9.01 Executive Committee. The Executive Committee consists of the officers of the Chamber listed in Article 7, Section 7.01, plus a nonvoting appointment by the Chair of the Board. The President & CEO is an ex-Officio, non-voting member of the Executive Committee. Additional nonvoting members may be added or removed from time to time by a majority vote of the Board, but in no event shall the number of voting members exceed nine (9). The Executive Committee shall have the authority of the Board between Board meetings. However, no action by any member, committee, employee, Director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

- 9.02 All Other Committees (Nominating, Election, Standing, Special). The committees shall be those identified and described in these Bylaws or by resolution or Standing Rules of the Board of Directors. The Chair of the Board shall appoint the chairs of all committees.
- 9.03 Nominating Committee. There shall be a Nominating Committee composed of the three (3) most immediate past chairmen available to serve, the current Chair of the Board, the current Chair Elect, and two other Chamber members, who shall be designated by the current Chair of the Board of Directors not later than the March Board of Directors meeting. The Chair-Elect shall be chair of the Nominating Committee.
- 9.04 Duration. Committee appointments shall be at the will of the Chair Board Chair; however, the terms will not exceed the term of the Board Chair.

ARTICLE 10 - FINANCE

- 10.01 Fiscal Year. The fiscal year shall end June 30 of each year.
- 10.02 Funds. All money from dues, subscriptions, donations or other sources of funds shall be paid into the general fund of the Chamber or other specially designated funds that may be created by the Board of Directors. All funds shall be in the general charge of the Treasurer. The Board of Directors shall designate the depository(s) for the funds.
- 10.03 Disbursement. Rules regarding disbursement of funds shall be described in the Finance Policies and Standing Rules of the Chamber. The income or principal of the Chamber shall in no way inure to the benefit of any member, Director or officer of the Chamber, except that payment of reasonable compensation for services rendered shall not be deemed to be such a distribution of income or principal.
- 10.04 Budget. In May of each year, the President & CEO, with the assistance of the executive Committee, shall compile a budget of estimated expenses and income for the coming year and submit it to the Board of Directors for approval.
- 10.05 Annual Audit. The accounts of the Chamber shall be audited annually at the close of business at the end of the fiscal year by a certified public accountant. The audit shall be available at all times to members of the organization within the offices of the Chamber.
- 10.06 Bonding. The Board of Directors may require a good and sufficient bond on any officer, agent or employee.
- 10.07 Finance Policies. Other rules and policies pertaining to the financial management

and operation of the Chamber shall be as described in the Finance Policies and Standing Rules, which may be adopted and amended from time to time by a majority vote of the Board of Directors.

ARTICLE 11 - MISCELLANEOUS

11.01 **Limitation of Methods.** The Chamber is organized exclusively as a Chamber of Commerce within the meaning of that term as used in Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and Treasury Regulations (the "Regulations") applicable thereto, as they now exist or as they may hereafter be amended, including, for such purposes, the making of distributions for such purposes as qualify under Code Section 501(c)(6) and the Regulations applicable thereto; and the Chamber shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activities that would prevent it from qualifying (and continuing to qualify) as a Corporation described in Section 501(c)(6) of the Code and applicable Regulations. The Chamber shall also observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Code. The Chamber shall not be partisan or sectarian, and shall not take any part in or lend its influence or facilities, either directly or indirectly to the nomination, election or appointment of any candidate for office in city, county, state or nation, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber, except as otherwise specifically provided below in this section.

If there is a current political issue, proposed legislation or a state question to be voted upon which directly affects or concerns the goals or purposes for which the Chamber was created and exists, then the Board of Directors of the Chamber may by two-thirds (2/3) vote of a quorum establish the position, legislation or question of the Chamber. After the Board has adopted such a position on any issue, legislation or question, the Chamber shall be authorized to take all necessary and appropriate steps to and indicate its support or opposition to such pending issue, legislation or questions, to include, without limitation, financial support and advertisement of its position on the issue, legislation or question.

11.02 **Seal of the Chamber.** The Corporate Seal shall have inscribed thereon the name of the organization and the words, "CORPORATE SEAL OKLAHOMA" and such other words and matters as may from time to time be provided by law.

11.03 **Referenda.** Upon the request in writing of ten (10) percent of the members of the Chamber in good standing, the Board of Directors shall, or upon its own initiative may, submit a question to the members for a referendum vote, the ballot for such vote to be accompanied by briefs stating the two opposing sides of the question. When so provided in a majority of the ballots, the action so taken by the membership shall be final.

ARTICLE 12 - INDEMNIFICATION

12.01 To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Chamber, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including reasonable attorneys' fees, judgments, fees and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Chamber and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE 13 - DISSOLUTION

13.01 Upon the dissolution of the Chamber, after paying or making provisions for the payment of all of the liabilities of the Chamber, all of the assets of the Chamber, both real and personal, and wherever located, shall be distributed to the City of Lawton, a Municipal Corporation. Any of such assets which cannot be so distributed, shall be distributed by the District Court of Comanche County, exclusively for such purposes as those for which the Chamber was dedicated during its existence. No part of the net earnings or assets of the Chamber shall inure, in any manner, to the benefits of or be distributable to its members, trustees, officers, or other private persons, except that the Chamber shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE 14 - AMENDMENTS TO BYLAWS

14.01 Revisions. These bylaws may be amended or altered by a two-thirds (2/3) vote of those Board members present at any annual, regular or special meeting of the Board of Directors at which a quorum is in attendance, providing the notice for the meeting includes the proposed amendments. The notice of the Board meeting at which the amendment will be addressed, along with a copy of the proposed amendments, must be sent to the general membership at least twenty (20) days in advance of the Board of Directors meeting.

These amended and restated Bylaws were adopted by the Board on the 27th day of July,

2020.

Abstract of Amendments and Restatements:

Amended January 28, 2013

Appendix A – Current list of ex-Officio Officers and Directors as of July 1, 2020

This document is not a part of the Bylaws, but is a summary of ex-Officio Directors serving as of the date stated above, for purposes of continuity and documentation.

Below is a listing of all ex-Officio Directors appointed by the Board, as authorized by the Bylaws and approved in Board meetings over prior years. The list includes those ex-Officio members specified in the Bylaws, as well as those approved at meetings of the Board of Directors.

As specified by bylaws:

- Fort Sill Commanding General
- Chair Comanche County Commissioners
- President, Cameron University
- Superintendent, Great Plains Technology Center
- Superintendent, Lawton Public Schools

As designated by the Board of Directors:

- Lawton City Manager (Both as a member of Board and Executive Committee)
 - Fort Sill Representatives - Deputy to the Commanding General or Garrison Commander
 - President, Lawton Fort Sill Economic Development Corporation
 - Representative from Congressman Tom Cole's Office
 - Representative from Senator James Lankford's Office
 - Representative from Senator James Inhofe's Office
 - CEO, Comanche County Memorial Hospital
 - CEO, Southwestern Medical Center
 - Representative from Apartment Managers Coalition
 - Representative from Lawton Board of Realtors
 - Representative from City Council, appointed by Mayor
-