

**AMENDED AND RESTATED
BYLAWS**

OF

Oklahoma Mobility Institute

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SECTION 1

The Institute Defined

- 1.1 Name
The name of the not-for-profit corporation is Oklahoma Mobility Institute (hereinafter referred to as the “Institute”).
- 1.2 Purpose
The purpose of the Institute is to provide educational and training programs on matters related to public transit and mobility and to create opportunities to advance public transit and mobility.
- 1.3 Tax-Exempt Status
The Institute shall operate only for charitable and educational purposes as an entity described in the §501(c)(3) of the Internal Revenue Code, (the “Code”).
- 1.4 Corporate Authority
The Institute may do all things and perform all acts permitted a not-for-profit corporation under the laws of Oklahoma within the purpose set forth in Section 1.2.
- 1.5 Tax Year
The Tax Year of the Institute shall be a Calendar Year of January 1 through December 31.
- 1.6 Definitions
1. “Board” means the Board of Directors of the Institute in their capacity as the governing body of the Institute and which is comprised of those Directors elected in accordance with Section 2.7.
 2. “Director” means an individual who has been elected to the Institute’s Board of Directors in accordance with Section 2.7 and who is currently serving on such Board of Directors.
 3. “Officer” means an individual who has been elected to the Institute’s Board of Directors in accordance with Section 2.7 and subsequently elected to an Officer position listed in Section 4.1 pursuant to Section 4.3.
 4. “Vote of the Board” means a vote of the Directors present and voting at any meeting of the Board where a quorum is present and certified, whether such meeting is held in person or electronically. Routine business and elections shall be transacted by a vote of the Board unless indicated otherwise in these Bylaws.
 5. “Quorum” unless stated otherwise, a Quorum shall mean a majority of the Directors.
 6. “Governance Committee” means the Governance Committee set forth in the *Governance Manual* of the Institute.

SECTION 2

Board of Directors

- 2.1 Board Authority
The Board of Directors (the “Board”) shall have all powers and authority which may be granted to a Board of a corporation under the laws of Oklahoma within the purpose set forth in Section 1.2.

2.2 Number

The Board shall consist of not less than five (5) and not more than ten (10) Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any meeting of the Board.

2.3 Duties

The duties of the Directors include the following:

1. Exercise a duty of obedience to the Institute's central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Institute;
3. Exercise a duty of loyalty to the Institute by avoiding and/or managing conflicts of interest;
4. Ensure Each Director executed and completes an annual Board Agreement Letter and Conflicts Questionnaire;
5. Approve and periodically review manuals or policies, or authorize an appropriate committee, including but not limited to fiscal, governance, gift acceptance, personnel, and program policies;
6. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
7. Approve the annual budget and oversee the financial administration of the Institute;
8. Review Form 990 prior to submission to the IRS or authorize an appropriate committee to perform such duty;
9. Review and approve all contractual agreements or, authorize an Officer or Executive Director to approve and execute such agreements in accordance with the financial policies;
10. Fill the position of the Executive Director as needed, perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to such position;
11. Ensure the date and terms of compensation arrangements of the Executive Director, if any, are recorded in writing and maintained with the information on which the board based its decision; and,
12. Perform such other duties as prescribed by the Board.

2.4 Composition

A Director must be at least twenty-one (21) years of age. Only one (1) member of any one (1) family related by blood or marriage, only one (1) member residing within a household, or only one (1) employee, owner, or investor of any one (1) company may be a Director at any given point in time. However, current relationships between Directors at the adoption of these Bylaws will be grandfathered in to allow for continuity but will not impact the requirements in Section 2.5 and 2.8. Furthermore, an employee, if any, of the Institute may not serve as an Officer or Director

2.5 Term of Office, and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any Director, who has served the consecutive terms allowed or has resigned, may be eligible for re-election as a Director after a period of one (1) year. However, no Director may serve more than six (6) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining terms limits.

2.6 Nominations

The Board of Directors prepare a slate of candidates with their prior consent who represent the best interest of the mobility community in Oklahoma. One board member shall be an officer on the Oklahoma Transit Association.

2.7 Elections

Elections shall be determined by a vote of the Board. In addition, elections shall be conducted, at a minimum, annually in the Fourth Quarter of the Calendar Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Calendar Year. If the slate is not approved, the Board may call for a vote on each slated candidate by a vote of the Board. Each slated candidate receiving a majority of the votes cast shall become a Director. The Board may appoint additional directors should a Director position(s) remain open.. Additional elections may take place at any regularly or specially called meeting of the Board.

2.8 Attendance, Removal, or Resignation

Due to quorum requirements, any Director who misses five (5) consecutive meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the fifth absence. The Director may request in writing to be reinstated by a vote of the Board at the meeting following the resignation. A Director may be removed at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving 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. No Director may resign if the Institute would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

2.9 Vacancies

If due to such vacancies, the number of Directors is fewer than five (5) as stated in Section 2.2, the Board may elect Directors to fill such vacancies by a vote of the Board. Those elected by the Board shall assume their positions for the duration of the unexpired term.

2.10 Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 3

Meetings of the Board

3.1 Meetings

There shall be a minimum of four (4) meetings of the Board and, the Board will strive to have at least one (1) meeting in each quarter of the Calendar Year. Board meetings may be held at such time and place as shall be determined by the President, or as determined by the Board.

Special meetings of the Board for any purpose(s) may be called at any time by the President 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 at such time and place as shall be determined by the President, or as determined by the Board.

3.2 Notice

Any regular meeting of the Board will require no notice if the date, time, 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 at 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 three (3) days but not more than thirty (30) days, prior to the holding of the meeting. For any electronic meeting, notice shall be sent to the Directors with the resolution and shall not be less than twenty-four (24) hours prior to the voting deadline.

Directors shall provide an electronic address 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, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

3.3 Quorum

At all meetings of the Board, a quorum shall consist of a majority of the total number of Directors. A Director must be present to be counted for purposes of a quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. In the absence of a quorum, a majority of the Directors in attendance 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 Section 3.2. Any Director with a conflict of interest shall be counted for purposes of determining a quorum but must follow the Conflict of Interest Policy as discussed in Section 3.5.

3.4 Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the President. Conflicts in procedures shall be resolved 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.

3.5 Voting

Each Director shall have one (1) vote. A majority vote of the Directors present at a meeting where a quorum is established shall be deemed the action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail. The Conflict of Interest Policy, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest even if such interest is only a perceived interest, as determined by the Board.

3.6 Electronic Meetings

Meetings may take place via any form of electronic medium, including video conferencing or teleconferencing. The Board may vote by voice, email, or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote other than a vote by voice. For electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must have access to the resolution and the ability to vote electronically;
2. The resolution(s) shall set forth the proposed action(s) and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote;
4. Notice shall be given with the resolution at minimum of twenty-four (24) hours prior to the closing of any voting;
5. The written votes must be received within the voting period established with the resolution which shall not be less than twenty-four (24) hours;
6. Receipt of a written vote shall be acknowledged by an Officer or designee;
7. A vote(s) must be submitted by a Director and signed, electronically or otherwise, by such Director;
8. Reasonable measures must be taken to verify that each vote cast was from a Director;
9. All votes shall be made public to the Board following the vote; and,
10. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

3.7 Action Taken Without Notice of a Meeting

Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting if the total number of Directors of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

SECTION 4

Officers of the Board

4.1 Officers

Officers of the Board must be previously elected to the Board of Directors of the Institute. Officer positions shall be a President, Vice-President, a Secretary, a Treasurer, and a Governance Chair. An Officer shall be subject to all the duties and rights of any other Director.

4.2 Term of Office

Officers shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms. Upon

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

4.3 Nominations and Election

Elections shall be conducted, at a minimum of annually, in the Fourth Quarter of the Calendar Year in accordance with Sections 2.5 and 2.6.

4.4 President

The President, or designee, shall have the following duties:

1. Act as the Principal Officer of the Institute, subject to the control of the Board;
2. Have general supervision and direction of the duties of the Board as set forth in Section 2.3;
3. Set the meeting agendas or aid the Executive Director in setting meeting agendas and with correspondence and ballots with the Board;
4. Preside at all meetings of the Board unless determined otherwise by the Board;
5. Report or cause to be reported, of the operations of the Institute's affairs at Board meetings;
6. Report or cause to be reported to the Board all such matters coming to his/her attention and relating to the interest of the Board; and,
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.5 Vice-President

The Vice-President shall have the following duties:

1. 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,
2. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.6 Secretary

The Secretary, or designee, shall have the following duties

1. Give notice of all meetings of the Board as required by these Bylaws or by law;
2. Keep a book of minutes of all meetings of the Board with the time and place of holding, whether annual, 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;
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
4. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the proceedings of the Board;
5. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
6. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.7 Treasurer

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

1. Keep and maintain adequate and correct accounts of the properties and business transactions of the Institute;

2. Provide financial information upon request by any Director during normal business hours;
3. Provide a report of the Institute's financial affairs at meetings of the Board and/or when requested by a Director;
4. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.8 Oklahoma Transit Association Board Liaison

The OTA Board Liaison, or designee, shall have the following duties:

1. Act as the official representative of the Oklahoma Transit Association
2. Ensure the Oklahoma Mobility Institute acts in the collaborative interest of the OTA and OMI.
3. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.9 Removal and Resignation

An Officer may be removed from office at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving 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.

4.10 Vacancies

A vacancy in the office of the President shall be filled by the Vice-President unless determined otherwise by the Board. 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 until an election can take place. A vacancy in any 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.

4.11 Delegation of Duties

In case of the absence or disability of any Officer of the Institute 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, Director, or Member with such power of delegation valid for the remainder of the term or until the next election.

SECTION 5

Committees of the Board:

5.1 Creation:

The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Committee Charters may be found in the *Governance Manual* of the Institute. Standing Committees shall include, but are not limited to, the Governance Committee and the Finance Committee.

5.2 Composition:

A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Each Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Therefore, non-Board members may serve as Committee Members at the approval of the Board.

Furthermore, the President may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board. However, the President may not be counted for purposes of determining a quorum of any such Committee, with the exception of the Executive Committee, if any.

5.3 Reporting of Committee Actions and Authority:

All Committees shall report to the Board as the Board may require. 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. Should the Board delegate any of its powers to a committee:

1. Only the Directors who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

5.4 Notice of Committee Meetings:

Committees shall provide a minimum of twenty-four (24) hours' notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. 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 Section 3.2 of these Bylaws.

5.5 Advisory Committee:

The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the Institute or who work within areas or fields deemed appropriate to further the mission of the Institute. Advisory Committee Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the Institute, 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. The Board may provide additional polices to establish duties and/or benefits of one or more levels of Advisory Committees.

SECTION 6

Executive Director

6.1 Employment

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 Executive

Director are recorded in writing and maintained with the information on which the Board based its decision. The Board may allow the position of the Executive Director to remain unfilled for a period of time as determined by the needs of the Institute.

6.2 Duties

The Executive Director shall manage the day-to-day operations and business of the Institute. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 2.3.

6.3 Separation of Duties

The Executive Director may not be an Officer or Director of the Institute.

SECTION 7

Location

7.1 Principal Office

The Institute shall locate its Principal Office in Oklahoma in conjunction with the office of the Oklahoma Transit Association. The Institute may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.

7.2 Registered Office

The Registered Office of the Institute shall 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.

7.3 Other Offices

The Institute may have other offices as determined by the Board of Directors (hereinafter referred to as "the Board").

SECTION 8

Members:

8.1 Membership:

The Board of Directors are the voting members of the organization. All Oklahoma Transit Association Agency current members in good standing will have a non-voting membership in the OMI. Any other membership categories will require an amendment to Section 8 of the bylaws.

8.2 Supporting Partners:

The Board may establish criteria for supporting partners of the organization to allow individuals and entities to support the Institute in a variety of ways. Supporting partners shall not have voting rights or other benefits or privileges granted to the Directors acting in their capacity as Members of the Institute in these Bylaws or the Certificate of Incorporation.

SECTION 9

Amendments and Construction

9.1 Amendments to Bylaws

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Board where a quorum is present 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 amendment, alteration, change, or repeal may be further amended as determined by the Board.

9.2 Construction and Terms

1. These Bylaws replace all prior bylaws. 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 Code shall be to such sections of the Code as be amended from time to time, or to corresponding provisions of any future federal tax code.
2. 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, Members, and/or committee members.
3. Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Institute, the provision of the Certificate of Incorporation shall govern

- 9.3 The Oklahoma Mobility Institute will work in conjunction of the Oklahoma Transit Association. At no time will the Institute directors make decisions that are not in the best interest of both organizations. If the organization is found to not be in compliance with this provision, the Oklahoma Transit Association reserves the right to recall the Oklahoma Mobility Institute board of directors by a majority board vote and reappoint its members.

SECTION 10

CERTIFICATION

THESE BYLAWS OF OKLAHOMA MOBILITY INSTITUTE ARE ADOPTED this 18 day of March 2023.