

## **BYLAWS**

Adopted Apr. 18, 1975  
Amended Aug. 10, 1976  
Dec. 11, 1979  
Aug. 12, 1980  
Nov. 11, 1980  
Sept. 8, 1987  
Apr. 13, 1982  
Dec. 14, 1982  
Aug. 12, 1986  
Apr. 14, 1987  
Jul. 14, 1987  
Mar. 8, 1988  
Apr. 12, 1988  
Mar. 16, 2017  
Mar. 13, 2019

### **SECTION 1**

The name of the corporation shall be Gatewood Historic District, Inc. (the "**Corporation**").

### **SECTION 2**

The objects and purposes for which the Corporation is formed are set forth in the Certificate of Incorporation.

### **SECTION 3**

#### **Membership**

1. Any person owing property within the original boundaries of the Gatewood Urban Conservation District as provided in Section 10 of the Certificate of Incorporation shall automatically be a voting member of the Corporation. Dues-paying members of the Corporation shall be non-voting, without the right to vote on any matter, unless such persons also qualify individually as voting members as provided in Section 10 of the Certificate of Incorporation. Any person who wishes to do so (regardless of his/her place of residence or whether he/she owns property) may become a dues-paying member of the Corporation upon payment of an annual membership fee prescribed by the Board.
2. All dues-paying memberships in the Corporation are for a period of one year (12 months). In order to continue their membership each year, existing dues-paying members must pay the annual membership fee as set out in Section 3.1 above.
3. Each voting member shall have one vote on any measure as to which voting members have the right to vote. Proxy voting is not permitted. A dues-paying member shall not be entitled to vote for any purpose unless also qualified to be a voting member as provided in Section 3.1.

4. All measures, except those regulated by statute or specifically otherwise provided, shall be determined by a majority vote of the voting members present at a meeting.

#### **SECTION 4** **Meetings of Members**

1. An annual meeting of the voting members shall be held in March of each year for the transaction of any business that may come before the meeting. The terms of one-third of the Directors of the Board (three directors per year) shall expire at each annual meeting. Any mid-term vacancy in a Director position may also be filled at an annual meeting, if not already filled as provided in Section 5.15.
2. All meetings of members shall be held in Oklahoma City, Oklahoma, at such place as the Board, upon majority vote, shall find to be convenient.
3. Upon the request in writing of the President or the Board, or ten percent of the total voting members, it shall be the duty of the Secretary to call a special meeting of the voting members, scheduled within thirty days of the receipt of such written notice.
4. The method of giving notice of a meeting of voting members, and the quorum required, shall be as provided in Section 11 of the Certificate of Incorporation of the Corporation. If a quorum is not present at any meeting of voting members called on required notice as provided by the Certification of Incorporation, a majority of the voting members present may adjourn the meeting to reconvene at a later date without further notice, at which later date a quorum must be present to transact business.
5. The Board may from time to time call special informal meetings of the voting members by giving public notice. However, because this manner of notice does not comply with the Certificate of Incorporation or the corporate laws of the State of Oklahoma, no action or vote taken at any such informal meeting shall be legally binding for any purpose. Such informal meeting shall be for informational purposes only, although discussion of any matter may be held and a nonbinding straw vote of the voting members present may be taken to advise the Board of Directors on various issues.

#### **SECTION 5** **Board of Directors**

1. The affairs of the Corporation shall be managed by its board of directors (the "**Board**").
2. In order to be eligible to become a director of the Corporation (each a "**Director**"), an individual (i) must be a voting member based on property ownership, as provided in Section 10 of the Certificate of Incorporation, (ii) must have his/her primary residence within the boundaries of the original Gatewood Urban Conservation District as provided in Section 10 of the Certificate of Incorporation, and (iii) must be a dues-paying member of the Corporation for no less than ten (10) days prior to the date set for election or (in the case of vacancy) appointment to the Board of Directors.

3. The number of Directors of the Corporation shall be nine. The terms of the Directors shall be staggered in three annual classes (three Directors per year), with each Director elected to serve for three years (except for directors elected to fill the balance of an unexpired term). Directors may succeed themselves if elected.
4. A regular annual meeting of the Board for the purpose of election of Officers and the transaction of any other business coming before such meeting shall be held within thirty (30) days after the annual meeting of voting members, with notice of such Board meeting required to be given to Directors if held other than at the Board's regularly scheduled monthly meeting place and time. Thereafter, regular meetings of the Board may be held at such time and place as designed by the Directors. Separate notice of regularly scheduled meetings shall not be required.
5. Special meetings of the Board may be called by or at the written request of the President or any two (2) Directors. The person authorized by the Board to give notice of special meetings of the Board may designate any place, either within or without the State, for the holding of any special meeting.
6. Notice of special meetings of the Board, or of any regular meeting required to be held on notice, may be given by any method of public notice. Any required notice to a Director may be waived in a writing signed by the Director. The business to be transacted at a meeting of Directors need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Certificate of Incorporation or these Bylaws.
7. A majority of the Board shall constitute a quorum for the transaction of business at any meeting, but less than a quorum may adjourn the meeting. Unless otherwise required by charter or statute, the act of a majority of the Directors present at any properly convened meeting at which there is a quorum shall be deemed the act of the Board.
8. The Board may appoint standing or temporary committees made up of either Directors or members. The Board may invest such committees with such powers as the Directors see fit. All committees shall report verbally or in writing of their transactions to the Board at their regular meeting or upon request.
9. The Board shall elect an executive committee composed of the Officers of the Corporation, the immediate Past President, and up to two Directors who are not officers (the "**Executive Committee**"). The Executive Committee shall have all of the powers of the Directors in the interim between meetings of the Board, except the power to amend or repeal the Bylaws.
10. The Board shall make all rules governing the conduct and management of the Corporation which it deems advisable and which are not in conflict with the purpose of the Corporation or its Bylaws.
11. Directors shall receive no stated salary for their services as such. Nothing herein contained shall be construed to prevent any Director from receiving compensation for services to the Corporation rendered in a capacity other than Director.
12. A Board member may be removed for just cause by a majority vote of the Board.

13. When a vacancy on the Board is created either by resignation or expulsion of a Board member, the vacancy will be held open for one month and will be advertised via public notice, so that candidates for the position can be recommended by the general membership.
14. After a vacant position on the Board has been advertised via public notice, the remaining Directors may fill the vacancy, by majority vote, at any regular or special meeting at which a quorum is present. The Director thus elected shall hold office for the term of the class of Directors to which he/she was elected.
15. A vacancy on the Board will be created at the fourth absence of a Director within a fiscal year. If a Director's position is declared vacant because of excessive absences, that person shall not be eligible to serve again as Director until the later of (a) one year after the Director's position was declared vacant, or (b) the end of the term for which the Director was most recently elected or appointed.

## **SECTION 6**

### **Officers**

1. The officers of the Corporation shall be a President, Vice-President, a Secretary, a Treasurer, and such other officers as may be elected by the Board (collectively the "***Officers***"). No officer may hold more than one office at one time, and shall hold office for one year and until his/her successor is elected and qualifies. Each Officer must be duly elected or appointed Director of the Board for the duration of their term in office.
2. Vacancies in any office may be filled by the Directors at any regular or special meeting.
3. Any officer may be elected or removed with just cause by the affirmative vote of a majority of the Board.
4. The President shall preside at all meetings of the members and of the Board and shall have general supervision and management of the affairs of the Corporation subject, however, to the control, when exercised, of the Board. The President shall make reports to the Directors and members and perform all such other duties as are incident to this office or are properly required of him/her by the Board.
5. The Vice-President shall perform all such duties as may be properly required by the Board or the President, and in the absence or inability of the President, shall exercise and perform the functions and exercise all powers of the President.
6. The Secretary shall keep the minutes of the meetings of the Directors and members, shall have charge of the Corporate books, and shall make such reports and perform such other duties as are incident to his/her office, or are properly required of him/her by the Board or the President.
7. The Treasurer shall have custody of all monies and securities of the Corporation; shall keep regular books of accounts; shall disburse the funds of the Corporation as may be ordered by the Board or the President; shall render an account of all transactions as Treasurer and of the financial condition of the Corporation; and shall perform all duties incident to this office or that

are properly required by the Board or the President. He/she shall give a bond for the faithful discharge of his/her duties, in such sums and with such securities as the Board shall from time to time determine.

## **SECTION 7**

### **Execution of Instruments**

1. The Board may authorize any Officer or Officers to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract or other instrument.
2. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the Corporation shall be signed by such Officer or Officers of the Corporation and in such manner as shall be determined by the resolution of the Board.
3. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, savings and loans or other depositories as the Board may designate or as may be designated by an officer of the Corporation to whom such power of designation may be delegated by the Board. Unless otherwise provided by resolution of the Board, endorsements for deposits to the credit of the Corporation may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

## **SECTION 8**

### **Management of Corporate Funds**

1. No funds received by donation, bequest or any other means shall be diverted for the use to which they may be assigned by the donor, testator or testatrix, unless such use is contrary to or in conflict with the purpose of the Corporation.

## **SECTION 9**

### **Amendments**

1. The Board shall have the power to make, amend and repeal the Bylaws of the Corporation by an affirmative vote of a majority of the Directors present at any regular or special meeting of the Board.
2. The voting members shall have the power to make, amend and repeal the Bylaws by a majority vote of the voting members who are present at any regular or special meeting of the voting members that has been duly called in accordance with the requirements of Section 11 of the Certificate of Incorporation, stating the purpose thereof.

## **SECTION 10**

### **Waiver of Notice**

1. The voting members of the Corporation entitled to vote at any annual, regular or special meeting of members shall be all those persons who own real property within the original boundaries of

the Gatewood Urban Conservation District as defined in 1987 by Ordinance No. 18,700 of the City Council of Oklahoma City, ignoring any subsequent changes to said district's boundaries. The corporation shall have such classes of nonvoting members as the Bylaws may provide.

## **SECTION 11**

### **Notice**

Written notice of any meeting of the voting members shall be mailed, postage prepaid, not less than ten (10) nor more than sixty (60) days in advance of said meeting, to all voting members at their respective mailing addresses as indicated in the records of the Oklahoma County Assessor. At any meeting of which notice has been given in compliance with the preceding sentence, the number of voting members actually present (but not less than twenty (20) voting members) shall be sufficient to constitute a quorum and the vote of a majority of those members with voting rights present shall be sufficient to transact any business, unless the vote of a greater number is required by the provisions of the Oklahoma General Corporation Act. The use of proxies shall not be permitted.

## **SECTION 12**

### **Fiscal Year**

1. The fiscal year of the Corporation shall end on March 31 of each year.

## **SECTION 13**

### **Urban Conservation District Steering Committee**

1. At each regular annual meeting of the Board, the Directors shall elect six members to serve for a one year term on the Steering Committee established by the Gatewood Urban Conservation District ordinance. Each of the six members must be duly elected or appointed Director of the Corporation for the duration of his/her term on the Steering Committee and must have his/her primary residence in the Gatewood Neighborhood. Three additional members of the Steering Committee shall be elected for one-year terms by owners of office or commercial property located in the Gatewood Neighborhood, as follows: 1) One member shall be the owner or tenant of office or commercial property fronting on N.W. 16<sup>th</sup> Street in the Gatewood Neighborhood, and shall be elected by the 16<sup>th</sup> and Indiana Merchant's Association or a successor organization; 2) one member shall be the owner or a tenant of office or commercial property adjoining Classen Boulevard in the Gatewood Neighborhood, and shall be elected by owners of office or commercial properties adjoining Classen Boulevard; and 3) one member shall be the owner or a tenant of office or commercial property fronting on N.W. 23<sup>rd</sup> Street in the Gatewood Neighborhood, and shall be elected by owners of office and commercial properties fronting on N.W. 23<sup>rd</sup> Street.
2. If any of the six members elected by the Board cease to be Directors of the Corporation, they shall also cease to be members of the Steering Committee, and the Board may elect a replacement member of the Steering Committee at any regular board meeting to fill the remaining term of the member being replaced.
3. If from time to time the owners of office or commercial property fail to elect any of their allotted members to the Steering Committee, or to fill a vacant position, the Board shall appoint office or

commercial property owners or tenants to fill those positions temporarily until an election is held by the appropriate property owners.

4. Duties and Functions. The Steering Committee shall serve as an advisory body on government matters affecting the Gatewood District as described below. No function or duty of the Steering Committee shall invalidate any action of the City Council, Planning Commission or any other City Commission or committee. In general, the Steering Committee shall; (a) Initiate, review and recommend criteria and programs for the preservation, development, and enhancement of the Gatewood Urban Conservation District, including but not limited to parks recreation areas, sidewalks, streets, and traffic by means of: (1) Participating in the development and update of the Oklahoma City Capital Improvements Program, including proposing new sites and changes relating to the Gatewood Urban Conservation District. It shall be the obligation of the Steering Committee to provide the Office of Management and Budget with the name of the contact person for notification of all citizen's Capital Improvements Program Committee meetings. (2) Receiving and reviewing for comment any proposed revisions to the Oklahoma City Comprehensive Plan which would affect the Gatewood Urban Conservation District.