

Bylaws

Broken Arrow Police Foundation Inc. A Non-Profit Corporation

Article One Offices

Section 1.01 Principal Office

The non-profit corporation's principal office in the State of Oklahoma is 2035 West Houston Street, Suite A, Broken Arrow, Oklahoma 74012. The Board of Directors may change the principal office in the State of Oklahoma from time to time.

Section 1.02 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at those places where the non-profit corporation is qualified to conduct its activities.

Article Two Members

The non-profit corporation will not have members. Approval by the Board of Directors is sufficient for any action that would otherwise require approval by a majority or all members. All rights that would otherwise vest in the members will instead vest in the Directors.

Article Three Board of Directors

Section 3.01 General Power

The Board of Directors will appoint an Executive Director to manage the non-profit corporation's property and business affairs. The Board of Directors must act consistently with federal and state law, the Certificate of Incorporation and the Bylaws.

Section 3.02 Number

The non-profit corporation's authorized number of Directors is at least 5 but not more than 11 Directors until changed by an amendment to these Bylaws by the Board of Directors.

The Board of Directors will fix the number of directors and the number so fixed will comprise the entire Board of Directors.

Section 3.03 Selection and Term of Office

The Board of Directors will elect its Directors at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date. The term of a Director will be two (2) years.

Section 3.04 Filling of Vacancies

Subject to the provisions of Section 3.03, if any vacancy is caused by death, resignation or removal of a Director, the remaining Directors, by majority vote, will elect a successor to hold office for the unexpired term of the Director whose place is vacant. The successor will serve as a Director until the next regular election of Directors.

In the event the number of Directors is increased as provided in the Bylaws, the current Directors, by majority vote, will elect the appropriate number of additional Directors to hold office until the next regular election of Directors.

No reduction in the authorized number of Directors will have the effect of removing any Director prior to the expiration of his or her term.

Section 3.05 Resignation

Subject to the provisions of Oklahoma law, any Director may resign by giving written notice to the Secretary of the Board of Directors. The resignation will be effective when notice is received by the Secretary unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date but he or she will not take office until the resignation becomes effective.

Section 3.06 Removal

A Director may be removed for cause by two-thirds (2/3) vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least ten (10) days prior to the meeting.

Section 3.07 Compensation of Directors

No stated salaries will be paid to the Directors for their services, but each Director is entitled to receive reimbursement from the non-profit corporation for any expenses incurred by him or her in attending any annual, regular, or special meeting of the Board of Directors.

A fixed sum, established by resolution of the Board of Directors, may be allowed for attendance at each annual, regular, or special meeting of the Board of Directors and the non-profit corporation will pay this fixed sum whether or not a meeting is adjourned because the meeting lacks a quorum. Nothing in this Section will be construed to preclude any Director from serving the non-profit corporation in any other capacity and receiving compensation for his or her service in that capacity.

Article Four Meetings

Section 4.01 Place of Meeting

The Board of Directors will hold its meetings at the non-profit corporation's principal office or at any place the Board of Directors may from time to time select by a majority vote or written consent of all the Directors.

Section 4.02 Annual Meeting

The Board of Directors will hold its annual meeting during the month of March commencing in 2024 or at another date designated by the Board of Directors for the purpose of electing Directors for the ensuing year and to transact other business that may properly be brought before the Board of Directors.

Section 4.03 Regular Meetings

The Board of Directors may hold regular meetings as determined by majority resolution of the Board of Directors. The resolution may authorize the President to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in the Bylaws. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice unless specifically required by Oklahoma law or the Bylaws.

Section 4.04 Special Meetings

Special meetings of the Board of Directors may be called by the President or called by the President at the direction of not less than two Directors, or as otherwise provided by law. The Board of Directors may only transact the specific corporate business announced in the notice for the special meeting.

Section 4.05 Notice of Meetings

Except as may be otherwise specifically provided in the Bylaws, the Secretary must give at least ten (10) days written notice of each regular or special meeting to all Directors at their post office address as shown by the non-profit corporation's records. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of a Director at any meeting will constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 4.06 Quorum

The presence of a majority of the Directors then in office shall constitute a quorum to transact business at all meetings of the Board of Directors. If, however, at any meeting less than a quorum is present, a majority of those present may adjourn the meeting to a different place and/or time.

Section 4.07 Meetings of Directors

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.08 Virtual Meetings

Any annual, regular or special meeting may be held virtually through telephones or other virtual conferencing software or similar communication tools, as long as all Directors participating in the meeting can hear one another. All participating Directors will be considered present in person at the meeting for all purposes.

Section 4.09 Action without Meeting by Written Consents

If all of the Directors severally or collectively consent in writing to any action taken by the non-profit corporation, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 4.10 Required Vote

Except as may be provided otherwise in the Bylaws or the Certificate of Incorporation, the action of a majority of the Directors at a meeting at which a quorum is present shall be the action of the Board of Directors.

Article Five Officers

Section 5.01 Election, Tenure and Compensation

The officers of the non-profit corporation are the President, Vice President, Secretary, and Treasurer. The Board may elect at any time one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, or such other Officers with such titles as may be determined by the Board with such powers as the Board of Directors may consider necessary.

The Board of Directors will elect the officers at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date. Each officer will serve until his or her successor has been elected or until his or her death, resignation, or removal.

The President must be a Director and the other officers may, but need not be, Directors. Any two or more of the offices, except those of President and Secretary, may be held by the same person. No officer, however, may execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by the Bylaws to be executed, acknowledged or verified by any two or more officers. The Board of Directors will fix the compensation or salary paid, if any, to all corporate officers by majority resolution.

In the event that any office (other than an office required by law) is not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then the office and all references to the office in these Bylaws will be treated as inoperative until the office is filled as provided in these Bylaws.

All corporate officers and agents are subject to removal at any time by the majority vote of the Board of Directors, except employees whose term is defined by written contract between the employee and the Board of Directors, in which case the removal shall be governed by the employment contract.

Section 5.02 Powers and Duties of the President

The President is the non-profit corporation's principal executive officer and has general charge and control over all of the non-profit corporation's business affairs and properties. He shall preside at all meetings of the Board of Directors.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the non-profit corporation. Unless otherwise specifically limited by the Certificate of Incorporation and the Bylaws, the President has all powers and authority otherwise permitted the president of a non-profit corporation under Oklahoma law. The President is an ex-officio member of all the standing committees and will perform any other duties assigned to him from time to time by the Board of Directors.

In the event the office of Treasurer is vacant and no successor is designated, the President shall also have the duties and powers of the Treasurer as provided in Section 5.05.

Section 5.03 Powers and Duties of the Vice President

The Board of Directors may elect one or more Vice Presidents.

Any Vice President (unless otherwise provided by majority resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the non-profit corporation. Unless otherwise specifically limited by the Certificate of Incorporation and the Bylaws, each Vice President has all powers and authority otherwise permitted the Vice President of a non-profit corporation under Oklahoma law. Each Vice President will perform any other duties assigned to him from time to time by the Board of Directors or by the President.

In case of the absence or disability of the President, the Vice Presidents, in the order designated by the Board of Directors at the time of their election, will perform the President's duties and be subject to all restrictions and powers of the President.

Section 5.04 Powers and Duties of the Secretary

The Secretary shall:

Give notice of all meetings of Board of Directors and all other notices required by law, the Certificate of Incorporation or by the Bylaws.

Keep minutes of the meetings of the Board of Directors in books provided for that purpose

Perform all other duties that may be assigned to him or her from time to time by the Directors or the President.

Unless otherwise specifically limited by the Certificate of Incorporation and the Bylaws, the Secretary has all powers and authority otherwise permitted the secretary of a non-profit corporation under Oklahoma law.

Section 5.05 Powers and Duties of the Treasurer

The Treasurer shall:

Have custody of all the funds and securities of the non-profit corporation.

Keep full and accurate account of receipts and disbursements in books belonging to the non-profit corporation.

Deposit all moneys and other valuables in the non-profit corporation's name and credit in those depositories as the Board of Directors may designate from time to time.

Disburse the funds of the non-profit corporation as ordered by the Board of Directors after taking proper vouchers for such disbursements.

Furnish to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the non-profit corporation's financial condition.

Furnish to the Board of Directors and to the donors of the non-profit corporation within 60 days from the date that the non-profit corporation's 990-PF is filed a written report of the non-profit corporation's activities, receipts and disbursements during the tax year for which the 990-PF was filed.

Unless otherwise specifically limited by the Certificate of Incorporation and these Bylaws, the Treasurer has all powers and authority otherwise permitted the treasurer of a non-profit corporation under Oklahoma law.

Section 5.06 Powers and Duties of the Assistant Secretary

The Board of Directors may appoint one or more Assistant Secretaries. Except as otherwise provided by resolution of the Board of Directors, each Assistant Secretary has the power to perform all duties of the Secretary in the absence or disability of the Secretary and will perform all other duties assigned to him or her by the Board of Directors or the President.

In case of the absence or disability of the Secretary, the Assistant Secretaries, in the order designated by the Board of Directors at the time of their appointment, will perform the Secretary's duties and be subject to all restrictions and powers of the Secretary.

Section 5.07 Powers and Duties of the Assistant Treasurer.

The Board of Directors may appoint one or more Assistant Treasurers. Except as otherwise provided by resolution of the Board of Directors, each Assistant Treasurers has the power to perform all duties of the Treasurer in the absence or disability of the Treasurer and will perform all other duties assigned to him or her by the Board of Directors or the President.

In case of the absence or disability of the Secretary, the Assistant Treasurers, in the order designated by the Board of Directors at the time of their appointment, will perform the Treasurer's duties and be subject to all restrictions and powers of the Treasurer.

Section 5.08 Executive Director

The Board of Directors may elect an Executive Director. The Executive Director is responsible for conducting the day-to-day administration and business of the non-profit corporation and, subject to the control of the Board of Directors, shall in general supervise and control the non-profit corporation's employees.

The Executive Director may sign and execute, with the President, the Secretary, or an Assistant Secretary, all authorized bonds, contracts, or other obligations in the name of the Corporation that the Board of Directors has authorized him or her to execute. The President is an ex-officio member of all the standing committees.

The Executive Director will perform any other duties assigned to him or her from time to time by the Board of Directors.

Section 5.09 Agents

The Board of Directors may designate agents of the non-profit corporation as it considers necessary or advisable to receive, deposit and otherwise handle contributions to the non-profit corporation.

Article Six Committees

Section 6.01 Committees of Board of Directors

The Board of Directors may, by majority vote, designate one or more committees. Each committee must consist of at least two Directors and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors or any individual members by law.

Section 6.02 Term of Office

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 6.03 Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

Section 6.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 6.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members shall constitute a quorum to transact business at all meetings of a committee.

Section 6.06 Rules

Each committee may adopt rules for its own governance not inconsistent with the Certificate of Incorporation and the Bylaws.

Article Seven Liability and Indemnification

No Director or officer of the non-profit corporation will be personally liable for the payment of the non-profit corporation's debts and liabilities except as any Director or officer may be liable by reason of his or her own conduct or acts. Relief from liability for the non-profit corporation's debts will not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Subject to the previous paragraph, the non-profit corporation shall indemnify every Director or officer, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a Director or officer of the non-profit corporation.

This indemnification is being given since the Directors will be requested to act by the non-profit corporation for the non-profit corporation's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

Article Eight Corporate Seal

The non-profit corporation will not have a seal. If a seal is required for any corporate transactions, the word “Corporate Seal” followed by the signature of one or more officers on behalf of the non-profit corporation shall constitute a proper affixing of the seal.

Article Nine Financial Matters

Section 9.01 Delegation by Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or execute and deliver any instruments in the name of the non-profit corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 9.02 Authority Over Certain Funds

If at any time the non-profit corporation is a beneficiary of a charitable lead trust, a charitable remainder trust or other similar trust (“charitable trust”), and the charitable trust was established by a Director, an officer, or a substantial contributor to the non-profit corporation, the Director, officer, or substantial contributor who established the charitable trust is prohibited from acting on matters concerning funds coming to non-profit corporation from the charitable trust.

The Director who establishes a charitable trust for the benefit of the non-profit corporation may not be counted when establishing a quorum to vote on matters relating to those funds. The Director will be prohibited from voting on any matters relating to the funds received or anticipated to be received from the charitable trust, including voting on any disbursements or grants of such funds.

Any funds received from a charitable trust are to be segregated into a separate account in the non-profit corporation’s books as provided in Section 9.07.

For all purposes concerning any funds received from a charitable trust described above, the term “substantial contributor” has the same meaning as provided in Section 507(d)(2)(A) of the Internal Revenue Code.

Section 9.03 Deposits

All non-profit corporation funds will be deposited to the credit of the non-profit corporation at those banks, trust companies or other depositories selected by the Board of Directors. The Board

of Directors may, however, authorize any officer, employee, or agent to select the banks, trust companies or other depositories into which the funds of the non-profit corporation will be deposited.

Section 9.04 Checks and Drafts

All checks, drafts and other orders for payments of money, notes or other evidences of indebtedness by the non-profit corporation must be signed by those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors

Section 9.05 Loans

The non-profit corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The non-profit corporation will not make any loans to its Directors or officers.

Section 9.06 Investments

The non-profit corporation's funds may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or investment manager (as the case may be) should give due regard to balancing the need to preserve principal, produce income and capital gains, and achieve long-term growth of the non-profit corporation's assets.

Section 9.07 Separate Account

The non-profit corporation must segregate any funds received from a charitable lead trust, a charitable remainder trust or other similar trust ("charitable trust") established by a Director, an officer, or a substantial contributor to non-profit corporation into a separate account in the non-profit corporation's books. The non-profit corporation shall administer the separate account in such a manner as to allow tracing of the funds into and out of that account. The separate account will be administered and distributed by a separate fund committee, and the Director, the officer, or the substantial contributor who established the charitable trust from which the Foundation received the funds may not possess any power over this account or this separate fund committee.

Section 9.08 Expenses

The Board of Directors will pay all expenses of the non-profit corporation including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the non-profit corporation.

Article Ten

Miscellaneous Provisions

Section 10.01 Fiscal Year

The fiscal year of the non-profit corporation shall end on the last day of June.

Section 10.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word “or” when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 10.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within the Bylaws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this agreement.

Section 10.04 Notices

Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice is effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

Section 10.05 Waiver of Notices

Whenever any notice is required to be given under federal or state law or under the Certificate of Incorporation and the Bylaws, a waiver of the notice in writing signed by the person or person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

Section 10.06 Reference to Laws

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any

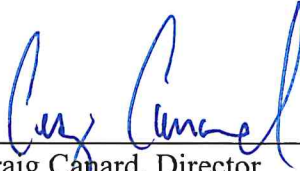
future United States revenue law. Similarly, any general or specific references to the laws of the State of Oklahoma are to the laws of the State of Oklahoma as now in force or hereafter amended.

**Article Eleven
Amendments**


The Board of Directors may amend, alter or repeal the Bylaws or any specific provision of the Bylaws, and may from time to time make additional Bylaws.

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WITNESS our signatures this May 8, 2023:




Craig Canard, Director



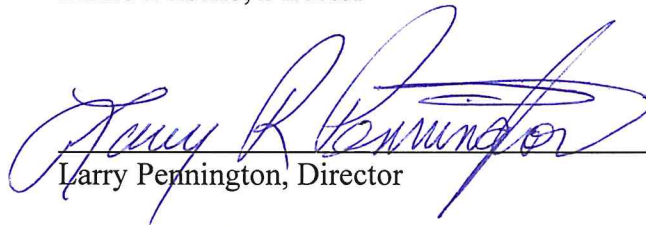
Farrah Fulps, Director



Lincoln Leedy, Director



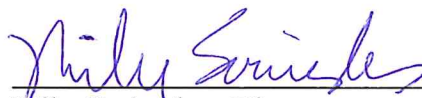
Mario Briseno, Director



Larry Pennington, Director



Nick Jackson, Director



Mike Scrimsher, Director