

ARTICLES OF INCORPORATION

OKLAHOMA PUBLIC FLEET MANAGEMENT ASSOCIATION

April 23, 2014

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ARTICLE I – NAME:

Section One: The name of this organization shall be the Oklahoma Public Fleet Management Association, hereinafter termed OPFMA.

ARTICLE II – PURPOSE:

Section One: The purpose of this association is to achieve a better utilization of human ability and potential of fleet management in government, by:

- (A) Promoting open discussions of mutual problems and exchanging information on experience, ideas and methods.
- (B) Providing leadership in the field of vehicle and equipment maintenance in order to help fleet professionals develop and maintain competent techniques in the field of their responsibility.
- (C) Insuring that appropriate programs are available to fleet professionals for their educational growth and development.
- (D) Encouraging fleet professionals to sponsor and conduct appropriate research on new products and insuring the publication of results.
- (E) Providing a clearinghouse of information relevant to fleet management, and conducting liaisons with those organizations potentially capable of promoting the objectives of the association.

Section Two: The OPFMA is a non-profit, educational corporation, and may receive special tax exemption benefits.

ARTICLE III – MEMBERSHIP:

Section One: A Regular Member shall be a person whose organization is actively engaged in, or closely allied to, the maintenance, supervision and/or management of a fleet of vehicles and equipment. Persons pursuing a career in fleet management but not currently affiliated with a fleet organization may hold Regular Membership.

Section Two: An Associate Member shall be a person whose organization is actively engaged in providing services and/or products used in the maintenance, supervision, or management of the fleet.

Section Three: An Honorary Member shall be chosen because of distinguished service to fleet management. They shall be elected only upon a unanimous recommendation of the Association Board of Directors, hereinafter called the "Board," and a majority vote of the members present at any meeting.

Section Four: A member in good standing is:

- (A) One who meets the requirements of membership as specified in Article III, Sections One, Two, and Three, and
- (B) One whose Association dues for the current year are fully paid, and
- (C) One whose actions are not detrimental to the Association's goals and objectives, or whose actions will not hinder or pressure any fellow members.

Section Five: Each Regular member, in good standing, shall have full membership rights, including the right to vote and hold office. Although an organization may have many members in the Association, only one vote per organization or individual holding membership will be allowed, in order to give each organization or individual holding membership an equal voice. Associate and Honorary members shall not be eligible to hold office nor to vote.

Section Six: Members in all classifications shall be afforded the privileges of attending and joining the discussions at official OPFMA meetings and conferences and to wear or display any OPFMA emblems or insignias.

Section Seven: Any organization or individual desiring membership shall fill out the prescribed application forms, and submit them as instructed by the Association Treasurer. Such application shall be subject to approval by the Association Officers in accordance with Article III, Sections One, Two, and Three.

Section Eight: A member who wishes to resign from the Association may do so by writing a letter of resignation to the Association Secretary. Dues will not be reimbursed.

Section Nine: The Board may, by a two-thirds vote of the attending members, suspend or terminate the membership of any member who, in its judgment, has violated the Association Articles of Incorporation, or whose conduct is deemed detrimental to the best interests of the Association. The member will be allowed the opportunity to be heard prior to action of termination or suspension by the Board.

ARTICLE IV – ASSESSMENT OF DUES:

Section One: The dues shall be set by the Board as governed in the Constitution/By-Laws, and will be assessed to each person who desires to become a member in the Association. There is no limit to the number of persons in an organization that can become members.

ARTICLE V – ASSOCIATION OFFICERS:

Section One: The Board shall consist of a combination of past Presidents, not to exceed five (with a minimum of one), Association Officers, three Regular Members at large, and two ex-officio positions to be filled by Associate Members. The two Associate Members may attend all Board meetings and participate in discussion but not vote. The Board shall be responsible for the overall management of the OPFMA. Each year's outgoing President will automatically become a member of the Board, this vacancy being provided by the outgoing most senior Board member. In the event there are not enough active past Presidents to meet the minimum number required, an interim Board member may be appointed by the existing Board members, and will serve for a specified period.

- (C) The Association Secretary shall mail ballots to the membership at least four weeks prior to the annual meeting to ensure sufficient time for their return before the said annual meeting.
- (D) Any candidate receiving a majority of votes cast by Regular Members of the OPFMA shall be declared elected.
- (E) If a candidate does not receive a majority of the total votes cast for a particular office on the first ballot, the President shall conduct a second ballot on the two candidates receiving the largest number of votes on the first ballot.
- (F) The results of the voting will be announced to the general membership at the annual meeting.

ARTICLE VIII – COMMITTEES:

Section One: The President may appoint persons and committees to tasks, in order to insure that all responsibilities listed in these Articles of Incorporation are fulfilled. The names of each committee chairperson, and its members, shall be published after their appointment.

ARTICLE IX – AMENDMENTS:

Section One: Any Regular Member may propose changes to the Articles of Incorporation as they deem necessary. The proposed revision must be in writing and sent to the Association Secretary, with an explanation of the need for such an amendment. The Association Secretary will compile all proposals received and present them to the Board for their review and approval.

Section Two: If the Board decides the proposed amendment is of major issue, the Board will have the Secretary prepare said proposal together with an attached ballot, and mail them to the membership at least four weeks prior to the annual meeting. The Articles of Incorporation may then be amended or repealed by a two-thirds (2/3) vote of those ballots received from Regular Members by a specified date.

Section Three: If, for some unknown reason, the President decides that an amendment to the Articles of Incorporation is required prior to the annual meeting, the Association Secretary will prepare the said proposal as mentioned in Section One of this Article, and mail it to the membership. The Articles of Incorporation may then be amended or repealed by a two-thirds (2/3) majority vote of those ballots received by Regular Members by a specified date.

ARTICLE X – DISSOLUTION:

Section One: In the event it becomes necessary for the OPFMA to abolish the corporation because of lack of membership and participation, or because of merger with another organization with the same purpose, the funds remaining in the Association Treasury will be handled as follows:

- (A) When abandonment becomes necessary because of the lack of membership or participation, all outstanding bills will be paid, and the remainder of the Association Treasury will be donated to a charitable organization, determined by a majority vote of the remaining members of the Association.
- (B) When abandonment becomes necessary because of the need to merge with another organization with the same purpose, all bills will be paid and the remaining funds in the Association Treasury will be transferred to the new organization.

ARTICLE XI – PROCEEDINGS

Section One: Proceedings of OPFMA shall be conducted as directed in the Articles of Incorporation and the Constitution/By-Laws. Any question as to the meaning or construction of the Articles of Incorporation or Constitution/By-Laws shall be decided by a majority vote of the Board and the decision of the Board shall control and be binding, until and unless rescinded by a vote of two-thirds (2/3) of the Regular Members present and voting at a regular or special meeting, or when the same shall have been rescinded by action of a court of competent jurisdiction. In the event of a conflict between the Articles of Incorporation with any provision of the Constitution/By-laws, the provisions of the Articles of Incorporation shall prevail.

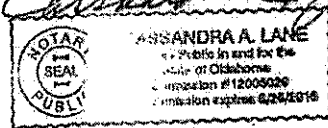
ARTICLE XII – ADOPTION

Section One: This Articles of Incorporation shall be in full force and effect from and after its approval by a majority of those Regular Members present and voting at the meeting at which this Articles of Incorporation is approved.

ARTICLE XIII – REPEALER

Section One: This Articles of Incorporation supersedes and repeals all previous OPFMA Articles of Incorporation and amendments thereto.

PASSED, APPROVED AND ADOPTED by the Regular Members of the Oklahoma Public Fleet Management Association on this 13th day of April 2014

Cassandra A. Lane


ATTEST: *Sherron Wilson*
Secretary

Brian Traylor
President