

CONSTITUTION AND BY-LAWS

OKLAHOMA PUBLIC FLEET MANAGEMENT ASSOCIATION
April 23, 2014

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ARTICLE I – NAME, AUTHORITY, AND LOCATION:

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

Section Two: The OPFMA shall be established in accordance with the applicable laws of the State of Oklahoma. OPFMA shall have no capital stock and shall operate without financial gain to any officer or member.

Section Three: The records and offices of OPFMA (if any) shall be located at such place as designated by the Association Board of Directors, hereinafter called the "Board."

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 discussion of industry issues for the purpose of exchanging information, ideas and methodologies.
- (B) Providing leadership and information exchange in the field of fleet management to ensure that fleet professionals have the resources to improve, develop, and maintain cutting edge management strategies.
- (C) Developing and promoting education programs and other tools to ensure the growth and development of fleet professionals.
- (D) Encouraging fleet professionals and the fleet industry to sponsor and conduct appropriate research on new products and methodologies, and publish the results in publications such as the OPFMA website, OPFMA newsletter and other trade publications as appropriate.
- (E) Providing a clearinghouse of resources and information relevant to fleet management. Establish and foster liaisons with organizations that have the ability to promote the objectives of the association and fleet industry.

Section Two: The OPFMA is a non-profit, educational corporation, and may receive special tax exemption benefits under 501(C) (6) of the Internal Revenue Code.

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. An Associate Member may attend all association meetings, but may not vote or hold office.

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 Board and a two-thirds vote of the Regular Members present at any meeting. An Honorary Member may attend all association meetings, but may not vote or hold office. It is noted that Honorary Members are exempt from association dues.

Section Four: A member is considered to be in good standing when the following conditions are met:

- (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.

- (A) The Association Treasurer shall act on each membership application and determine the proper membership classification.
- (B) The Board shall establish such policies and procedures as necessary to determine membership eligibility and classification and such methods as needed to act expediently on membership applications inconsistent with Article III.
- (C) OPFMA membership shall not be transferable.
- (D) OPFMA membership shall be in the name of the individual, and shall not be attached to a position.

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.

Failure of a member to maintain good standing as specified in Article III, Section Four, will also result in termination of his or her membership.

Section Nine: The Association may, at any scheduled meeting, by a two-thirds vote of the attending Regular Members, suspend or terminate the membership of any member who, in its judgment, has violated the Constitution/By-laws, or whose conduct is deemed detrimental to the best interests of the Association. The member will be granted the opportunity to defend themselves prior to the action of termination or suspension before an officer or a committee representative designated by the President.

Section Ten: A quorum of the transaction of business at any meeting shall consist of one-third of the whole Board, that whole being the number of members in good standing at the given time.

ARTICLE IV— ASSESSMENT OF DUES:

Section One: The dues shall be set by the Board for each fiscal year, and will be assessed to each person that desires membership in the Association. There is no limit to the number of persons in an organization that can become members, as long as they meet the requirements of Article III, Section One and Section Two.

Section Two: The fiscal year follows that of a calendar year beginning on January 1, and ending December 31 of each year.

Section Three: 100% of dues are allocated to the Association.

Section Four: Any member whose dues are in arrears for a period of one year shall be suspended from membership and notified in writing of his/her suspension.

Section Five: Only new members joining the association after April 1 will be assessed a portion of the current year's dues in accordance with the following formula:

January through March – Full Dues
April through June – $\frac{3}{4}$ Dues
July through September – $\frac{1}{2}$ Dues
October through December – $\frac{1}{4}$ Dues

Section Six: The Association Treasurer will, by February 1 each year, send an invoice to each person in good standing on the membership list. Payment will be due within 60 days of receipt of the invoice. It is required that members shall pay their annual dues to the Association Treasurer.

Section Seven: See "Attachment A" for the current year's dues.

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.

Section Two: The Association Officers of the OPFMA will be as follows:

- (A) President
- (B) Vice President
- (C) Associate Vice President
- (D) Secretary
- (E) Treasurer

Section Three: Newly elected officers shall be announced at the annual meeting, and the term of each officer shall be for a period of one year to correspond with the calendar year. Said term shall commence January 1 and shall expire December 31.

Section Four: The ultimate accountability to the Association members is vested in the Board who subsequently grant operating responsibility and authority to the Officers. The President, in turn, is accountable to the Board and initiates action within the boundaries of authority granted by the Board.

Section Five: In the event of vacancy in any office, the vacancy shall be filled by an otherwise qualified OPFMA member as follows, and the person filling the vacancy shall serve in that capacity for the remainder of the unexpired term.

- a. The President by the Vice President;
- b. The Vice President by the Associate Vice President;
- c. The Associate Vice President by appointment of the Board;
- d. The Treasurer by appointment of the Board;
- e. The Secretary by appointment of the Board;
- f. The Associate Member by appointment of the Board.

In the event of multiple vacancies rendering the above order of succession inoperative, the remaining members of the Board shall call a special meeting of the OPFMA membership for the purpose of electing qualified OPFMA members to fill said vacancies. To the extent possible, the procedure for election and nomination outlined in Article V hereof shall be followed by the Board.

Section Six: The responsibilities of the officers include the following:

1. **President.** The President shall conduct all regular and special meetings of the Association, serve as chairperson of the Board and administrator of the Association. The President may, from time to time, appoint such "ad hoc" committees from among the membership as may be necessary for the good of the Association.
2. **Vice President.** The Vice President shall act for the President in his or her absence, and shall assist when required, in the management of the association's programming and meeting arrangements.
3. **Associate Vice President.** The Associate Vice-President shall assist the Vice-President and President in his/her duties and perform the duties of President in the absence of the President and Vice-President.
4. **Treasurer.** The Treasurer is responsible for the financial management of the Association, all financial transactions and recording all such performances. The Treasurer is authorized to pay all such bills necessary for the Association's operation, such as mail, stationary, awards, meeting rooms, and refreshments. In the event any single expenditure is anticipated to be

greater than \$200, board approval is required prior to making any commitment. The Treasurer shall publish a roster by May each year, with only the names of members whose dues are paid in full. The Treasurer is also responsible for transmitting to the Secretary, all paid member information for the annual roster.

5. **Secretary.** The Secretary shall keep a record of the minutes of all regular and special meetings of the Board and perform such other duties as may be assigned by the Board. The Secretary shall maintain an accurate record of the Association Membership. The Secretary shall also be responsible for keeping on file, a copy of OPFMA's by-laws and amendments, thereto, with a current list of officers, addresses, and telephone numbers.
6. **Past President.** The Past President shall assist the Board in an advisory capacity as a voting member of the Board.
7. **Regular Members at Large.** The Regular Member at Large shall represent the interest of the Association generally as a voting member of the Board.
8. **Associate Members (also referred to as Vendor Representatives).** The Vendor Representatives shall serve as liaison between the various vendors and the Association and Board. The Vendor Representatives shall participate in the discussions of the Board particularly in the development of the annual meeting program but shall not have voting privileges on the Board.

Section Seven: Each outgoing officer is responsible for turning over position descriptions, all records, and relevant information to the incoming officers. The outgoing Association Treasurer will obtain all documents necessary to transfer responsibility of the association funds and financial transactions to the incoming officers.

ARTICLE VI – ASSOCIATION MEETINGS:

Section One: The Association shall hold an annual general conference at such time each year as determined by the Board and such other regular and special meetings as may be called by the Board. The annual business meeting shall be in conjunction with the annual general conference each year.

Section Two: At the annual meeting, the newly-elected Officers of the Association will be announced.

Section Three: All meetings shall be held in such locations as determined by the Board; provided however, that to the extent possible and feasible, the site for the annual general conference shall be rotated among organizations represented by the membership. The order of rotation for the annual conference shall be established by the Board, with an emphasis on alternating between large and small organizations and between regions of the state.

Section Four: Special meetings of the Association may be called by a majority of the Board or by any five (5) Regular Members of the Association. Current members of the Association shall be advised of the time and place of all meetings of the Association.

Section Five: A quorum of the transaction of business at any meeting shall consist of one-third of the whole Board, that whole being the number of members in good standing at the given time.

ARTICLE VII – ELECTIONS:

Section One: A nominating committee shall be appointed by the President, at least six weeks prior to the annual meeting.

Section Two: The President will chair the nominating committee, whose responsibilities include the solicitation of nominees from among the membership. The nominating committee will compile a slate of nominees, which is comprised of representation from the various members of the Association.

Section Three: The nominating committee will present a slate of nominees for the upcoming vacant positions, to the Secretary. The Secretary shall prepare a ballot with the given names and spaces, and provide for the write-in candidates. The Secretary shall mail these 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.

Section Four: Any candidate receiving a majority of votes cast by regular OPFMA members for any office shall be declared elected. 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. The results of the voting will be announced to the general membership at the annual meeting.

ARTICLE VIII – COMMITTEES:

Section One: General

- (1) In addition to the Nominating Committee provided for in these Bylaws, the Board may create one or more committees of the Association. The President shall appoint the chair of each committee.
- (2) Each committee chair shall be a member of the Association and may not serve for more than three consecutive years as chairman. The Board shall have the authority to make special appointments to committees for individuals that bring expertise to the purpose of a committee yet are not in a position to benefit from any type of OPFMA membership.
- (3) The committee chairs of their respective committees, in consultation with the President, shall appoint the members of each committee.
- (4) The President of the association may assign persons and committees to tasks in order to ensure that all responsibilities listed in the constitution/by-laws are fulfilled.
- (5) The President shall approve any special committees necessary to further the Association's growth and development.
- (6) The names of each committee chair and members shall be published after their appointment.
- (7) Committees appointed by the President shall be composed of two or more members in good standing and shall have such powers of the Board as may be expressly delegated to them by resolution of the Board.

ARTICLE IX– AMENDMENTS:

Section One: Any proposed amendment to the Association's constitution and by-laws must be written and sent to the Association Secretary at least forty-five days prior to the annual meeting. This said proposal shall include an explanation for the need for such revision. 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 constitution/by-laws may then be amended or repealed at the annual meeting by a two-thirds (2/3) vote of those Regular Members present at the annual business meeting, together with the absentee ballots received.

Section Three: If, for some unknown reason, the President decides that an amendment to the constitution/by-laws 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 by-laws 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 Oklahoma Public Fleet Management Association to dissolve the organization because of lack of membership and participation, or because of merger with another organization with the same purpose, the funds remaining in the 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:

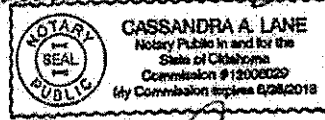
Section One: These Constitution/Bylaws shall be in full force and effect from and after its approval by a majority of those Regular Members present and voting at the meeting at which these Constitution/Bylaws are approved.

ARTICLE XIII – REPEALER:

Section One: These Constitution/Bylaws supersede and repeal all previous OPFMA Constitution/Bylaws 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:

Sherman Wilson
Secretary

Brian Lumbkin
President

**ATTACHMENT A
OKLAHOMA PUBLIC FLEET MANAGEMENT ASSOCIATION
2014 ASSESSMENT OF DUES**

Section One: Regular Members

The annual dues for a Regular Member shall be as follows:

- (A) Dues for the first membership of a fleet organization shall be \$60 per year
- (B) Dues for additional memberships of a fleet organization shall be \$30 per year

Section Two: Associate Members

The annual dues of Associate Members shall be \$100 per year.

Section Three: Honorary Members

Honorary members shall be exempt from dues.

Section Four: Proration of Dues

Only new members joining the association after April 1 will be assessed a portion of the current year's dues in accordance with the following formula:

- January through March – Full Dues
- April through June – $\frac{3}{4}$ Dues
- July through September – $\frac{1}{2}$ Dues
- October through December – $\frac{1}{4}$ Dues