

Bylaws

Swivel Response Inc.

(An Oklahoma Not-for-Profit Corporation)

Article I – Name, Purpose, and Offices

Section 1. Name.

The name of the corporation shall be *Swivel Response Inc.* (the “Corporation”).

Section 2. Purpose.

The Corporation is organized exclusively for charitable, educational, and community benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

- Supporting and coordinating disaster response and recovery efforts;
- Providing training, education, and resources for emergency preparedness;
- Assisting communities in resilience, relief, and recovery efforts.

Section 3. Principal Office.

The principal office of the Corporation shall be located in Oklahoma. The Corporation may also maintain additional offices as determined by the Board of Directors.

Article II – Membership

Section 1. Membership.

The Corporation shall have no members. All rights and responsibilities of governance are vested in the Board of Directors.

Article III – Board of Directors

Section 1. Authority.

The affairs of the Corporation shall be managed by the Board of Directors (the “Board”).

Section 2. Number and Qualification.

The Board shall consist of not fewer than three (3) and not more than fifteen (15) Directors. Directors must be at least eighteen (18) years of age.

Section 3. Election and Term.

Directors shall be elected by a majority of the Board and serve for three (3) year terms, renewable. Terms shall be staggered to ensure continuity.

Section 4. Removal and Vacancies.

Any Director may be removed by a two-thirds (2/3) vote of the Board. Vacancies shall be filled by Board vote for the remainder of the unexpired term.

Section 5. Meetings.

The Board shall meet at least quarterly. Special meetings may be called by the President or by a majority of Directors.

Section 6. Notice.

Notice of meetings shall be given at least five (5) days in advance, unless waived by all Directors.

Section 7. Quorum and Voting.

A majority of the Directors then in office shall constitute a quorum. Actions require a majority vote of those present unless otherwise specified.

Section 8. Compensation.

Directors shall serve without compensation, but may be reimbursed for reasonable expenses.

Article IV – Officers**Section 1. Officers.**

The officers of the Corporation shall be:

- President
- Vice President
- Secretary/Treasurer

Other officers may be created as determined by the Board.

Section 2. Election and Term.

Officers shall be elected annually by the Board and serve one-year renewable terms.

Section 3. Duties.

- **President:** Chief executive officer; presides at meetings; ensures execution of Board policies.

- **Vice President:** Assists President; acts in President's absence.
- **Secretary/Treasurer:** Keeps minutes; maintains records; ensures compliance with notices and filings. Oversees finances; maintains financial records; provides financial reports to the Board.

Section 4. Removal.

Any officer may be removed by a majority vote of the Board.

Article V – Committees

Section 1. Committees of the Board.

The Board may establish standing or ad hoc committees to carry out the Corporation's work.

Section 2. Authority.

Committees shall have only the authority granted by the Board and shall not exercise powers reserved for the full Board.

Article VI – Fiscal Matters

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be January 1 – December 31.

Section 2. Funds and Deposits.

All funds shall be deposited in the Corporation's name in financial institutions selected by the Board.

Section 3. Contracts.

The Board may authorize any officer or agent to enter into contracts on behalf of the Corporation.

Section 4. Checks and Expenditures.

Checks and disbursements shall require signatures as determined by Board policy.

Article VII – Indemnification and Insurance

The Corporation shall indemnify Directors and Officers to the fullest extent permitted under Oklahoma law, provided they acted in good faith and in the best interests of the

Corporation. The Corporation may purchase liability insurance to protect its Directors, Officers, and employees.

Article VIII – Conflicts of Interest

Directors and Officers must disclose any potential conflicts of interest. The Board shall adopt and enforce a conflict of interest policy consistent with federal and state law.

Article IX – Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board, provided written notice of the proposed amendment has been given at least ten (10) days prior to the meeting.

Article X – Dissolution

Upon dissolution of the Corporation, assets shall be distributed exclusively for charitable and educational purposes to one or more organizations qualified under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board.