

## **ARTICLE I NAME AND PURPOSE**

**Section 1.** The name of this organization shall be "Panhandle State Association."

This association is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by an association contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

## **ARTICLE II DISTRIBUTION OF ASSETS**

**Section 1.** Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE III MEMBERSHIP**

**Section 1.** Any graduate; former student; faculty member (past or present), friend of Oklahoma Panhandle State University, Panhandle State College, Panhandle Agriculture and Mechanical College, or Panhandle Agricultural Institute interested in the aims of the Panhandle State Association shall be eligible for membership.

**Section 2.** Membership shall be attained by payment of annual or lifetime dues.

**Section 3.** A classification of membership known as a non-voting "corporate membership" shall be available to those businesses actively supporting OPSU and the association. The dues for the non-voting corporate membership shall be the same as dues for the life membership for a couple.

## **ARTICLE IV OFFICERS**

**Section 1.** The officers of the association shall be as follows: president, vice president, executive director, immediate past president, and board of directors.

**Section 2.** Election of officers shall be by majority vote of the members present at the annual spring meeting. All officers not otherwise designated shall be elected for a term of one year. In the event no meeting is held, they shall retain office until an election is held. An election may not be held unless a majority of the officers and directors are present.

Part 1. The board of directors shall consist of 19 members, including the officers. The remaining 15 board members to be selected based on the geographic locations of their residence. The geographic split and number of members will be as follows:

4	members	Oklahoma panhandle
2	members	Texas panhandle
1	member	southwest Kansas
1	member	southeast Colorado
1	member	northeast new Mexico.
6	members	at large.

Part 2. There shall be an executive committee consisting of the president, vice president, past president, executive director, and three (3) members selected by the board; The executive committee shall conduct the business of the board between meeting of the full board.

Part 3. Members elected to the board of directors shall hold office for three years, with five members retiring each year. Ex-officio members serving in an advisory capacity shall consist of the OPSU president, and the director of the Panhandle State Foundation.

Part 4. If no nominee can be found to fill the position for a specific geographic area, then that position will either be appointed by the board or remain vacant at the discretion of the board.

**Section 3.** Duties of officers.

Part 1. The president shall preside over all meetings of the association and board of directors, appoint all committees and officers not otherwise provided for, call special meetings of the association or board of directors thereof when he/she deems it necessary for the best interests of the association. He/she shall also perform such duties as are incident to an executive at all times.

Part 2. The vice president shall fulfill the duties of the president, in the absence of the president, and assist the president at all times.

- Part 3. It shall be the duty of the executive director to prepare and preserve a full and accurate record of the proceedings of the association, to collect all dues and moneys for the association and to keep a correct accounting of same. These records shall be open to inspection by the board of directors at such times as they may request. The executive director shall also have the authority to conduct the general business of the association as approved by the president without the approval of the board of directors and to make decisions of minor importance concerning same.
- Section 4.** The President shall be limited to five consecutive terms in office. However, nothing shall preclude the election of a previous president who has been term limited once an intervening term has passed.

## **ARTICLE V MEETINGS**

- Section 1.** One meeting shall be held each year in the spring to honor the graduating seniors. A fall social meeting may be held at homecoming and business may be transacted if the president and board of directors deem it advisable. At the spring meeting, the election of officers and the transaction of association business shall take place.
- Section 2.** No business may be transacted at association meetings unless five voting directors/officers are present. Five voting officers/directors shall constitute quorum for meetings of the association board of directors. (amended 4/16/2005)
- Section 3.** We do strongly encourage physical attendance at all board meetings. Electronic participation including voting will be permitted in meetings of the board of directors provided the board of directors present at the meeting location are able to both hear and talk to the electronic participant. Should a written ballot be called for, the electronic participant must still cast his/her vote audibly or abstain from voting.
- Section 4.** The officer chairing any meeting of the board of directors must be physically present at the meeting location.

## **ARTICLE VI DUES**

- Section 1.** On a calendar year basis dues shall be levied by majority vote of those members present at the annual spring meeting and shall become due and payable in the fall for the following calendar year. In the event no motion is made concerning dues, they shall automatically remain the same as those in force for the preceding year.
- Section 2.** Lifetime memberships may be purchased at anytime. Both single and couples memberships are available.

**ARTICLE VII  
AMENDMENTS AND BY-LAWS**

**Section 1.** This constitution may be amended by a two-thirds (2/3) vote of the members present at the spring meeting.

**Section 2.** A vote of two-thirds (2/3) of the members present at the spring meeting shall be necessary for adoption of a by-law.

**Section 3.** All points of parliamentary procedure not specifically covered in this constitution shall be governed by Robert's Rules of Order--Revised.

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