

BYLAWS OF THE OKLAHOMA CITY ZOOLOGICAL TRUST

ARTICLE I. THE TRUST

Section 1: Members of the Trust

There shall be nine (9) Trustees of the Oklahoma City Zoological Trust. Membership on the Trust shall consist of the Mayor, a City Councilman, and the City Manager. The remaining six (6) members shall be selected by the Mayor from a list of at least two (2) candidates for each vacancy submitted by the Oklahoma Zoological Society. All appointments, successor or otherwise, must be confirmed by the City Council.

Section 2: Terms of Office

Trustees may be appointed annually who shall serve a full term of four (4) years. Members may succeed themselves, but may not serve more than a maximum of eight (8) years, or two (2) terms or portions of terms consecutively. They may be reappointed after an absence from the Trust of a minimum of two (2) years. All appointments to the Trust are on a fiscal year basis with terms of service commencing on the first day of the appointed fiscal year.

Section 3: Vacancies

Vacancies occurring other than through the natural expiration of term shall be filled for the unexpired term in the same manner as that provided for the appointment as a successor to that position.

Section 4: Officers of the Trust, their duties and terms of office

The Trustees shall elect a Chairman from their members who shall preside at all meetings and perform other duties designated by the Trustees. The Trustees shall elect a Vice-Chairman from their members who shall act as Chairman during the temporary absence or disability of the Chairman. The Trustees shall also elect a Secretary from their members who shall be responsible for signing all necessary legal documents of the Trust. In the temporary absence or disability of both the Chairman and Vice-Chairman, the Secretary shall preside.

Terms of office shall be on a fiscal year basis with one (1) full term consisting of one (1) consecutive fiscal year. Trustees may serve in the capacity of either Chairman, Vice-Chairman, Secretary, or Vice-Secretary for no more than two (2) consecutive full terms. Elections for successors to the offices of Chairman, Vice-Chairman, or Secretary shall take place during the first regular meeting of the fiscal year in which a natural vacancy occurs. If a vacancy should occur before the end of the term in the office of Chairman, Vice-Chairman, or Secretary, the Trustees shall elect a successor from its members to fill the remainder of that term. This successor shall be eligible to succeed himself. This election shall take place during the next regular meeting of the Trustees following that vacancy.

ARTICLE II: MEETINGS

Section 1: Conduction of Meetings

Meetings of the Trust and its standing committees shall occur on a regular monthly basis or more often as requested by the Chairman of the Trust or the Chairman of the respective standing committee. A quorum shall be required in all instances for the conduction of official business and shall be subject to the Oklahoma Open Meeting Act. The Trustees shall designate the dates, times, and locations of all regular and special meetings. Trustees may adopt such rules and regulations for the conduction of business as they deem advisable, within

the limits of the Bylaws and the Oklahoma Open Meeting Act.

Approval of Trust and standing committee issues shall be decided by a majority vote of all Trustees or standing Committee members, either verbally or through a show of hands. Exceptions to this rule shall be the election of the Chairman, Vice-Chairman, or Secretary of the Trust, and the expulsion of a member from a standing committee. These instances shall be decided by ballot.

Section 2: Quorum

A quorum shall consist of a simple majority or fifty-one percent (51%) of those members appointed to either the Trust or its standing committees.

Section 3: Parliamentary Procedure

All meetings of the Trust and its standing committees shall be conducted subject to normal parliamentary procedures and to such other rules as may be set forth by the Trust. The Trust shall also be the final authority in interpretations of the Bylaws.

Section 4: Resolutions

Resolutions affecting the Trust shall be approved by a majority vote of all Trust members. These resolutions shall be binding until such time as they are revoked or replaced.

ARTICLE III: COMMITTEES AND ADVISORS

Section 1: Committees

The Trust shall establish standing and other committees as deemed appropriate to assist it in its functions and responsibilities. All committees, standing and otherwise, shall function in accordance with the rules and regulations set forth by the Trust. They shall report directly to the Trust at its regularly scheduled monthly meetings and their work shall be subject to approval of the Trust.

Two (2) Trustees shall serve on each standing committee with one serving as Chairman and the other serving as Vice-Chairman. The Chairman of the Trust shall make these selections with the approval of the remaining Trustees. Other committee members shall be nominated by the Oklahoma Zoological Society and confirmed by the Trust. Appointments to committees shall be on a fiscal year basis with terms commencing on the first day of the appointed fiscal year. Members of the Trust who have not been officially appointed to one of the Trust's Committees, standing or otherwise, may serve those Committee's in an ex-officio, non-voting capacity.

Section 2: Special Advisors and Other Committees

The Chairman of the Trust, or in his absence the Vice-Chairman, may appoint special advisors or other committees as may be required to carry out the objectives of the Trust. Advisors shall be selected for their expertise and shall not represent any potential conflicts of interest. Special committees shall be of such size, composition, and duration as needed to accomplish the tasks specified by the Trust. Meetings of these special committees are not subject to the Oklahoma Open Meeting Act and shall therefore not consist of a quorum of Trustees.

Section 3: Absences

It is the responsibility of each standing Committee Member to actively participate in Committee affairs. Any appointed standing Committee Member absent for more than thirty percent (30%)

of the regularly scheduled meetings may be considered in violation of the spirit of that appointment. The Trust may, upon a majority vote of all members, consider the absences inexcusable and declare that position on the Committee as vacant and subject to reappointment.

Adopted May, 1990

Amended May, 1992

Second Amendment April, 1994

Third Amendment, July, 1994

Fourth Amendment, September, 1995

Fifth Amendment, April 1999