BYLAWS

 *OF*

THE OKLAHOMA ASSISTIVE TECHNOLOGY FOUNDATION

**ARTICLE ONE**

**GENERAL PROVISIONS**

**Introductory Definition of Bylaws**

* 1. These Bylaws constitute the code of rules adopted by the Oklahoma Assistive Technology Foundation.

# Name

* 1. The name of the Corporation is the Oklahoma Assistive Technology Foundation, herein referred to as OkAT.

# Mission Statement

* 1. To assist Oklahomans with disabilities of all ages and their family members, guardians, advocates, authorized representatives and other appropriate individuals or entities to increase understanding and access to assistive technology.

# Purposes and Powers

* 1. (a) OkAT will have the purposes and powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the State of Oklahoma.

(b) The primary purposes of OkAT are:

1. To encourage interagency, collaboration, and to advocate for systems change so that every person in Oklahoma who needs assistive technology will have it and be able to use it.
2. The values of
3. Consumer involvement
4. Collaboration; and
5. Consumer autonomy

will continue to drive the activities of the OkAT, as well as the belief that when the mission is accomplished, the OkAT will have become infused into consumer groups/organizations and the agencies who serve them.

(c) OkAT is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

(d) Notwithstanding any other provision of these articles, OkAT shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

# ARTICLE TWO

**OFFICES AND AGENT**

**Principal Office**

* 1. The principal office of OkAT in Oklahoma will be located at such place as the Board of Directors from time to time may designate by resolution.

# Location of Registered Office

* 1. The registered office of OkAT may be the same as its principal office. The address of the registered office will be identical with the office of the Registered Agent of OkAT. Such office will be continuously maintained within the State of Oklahoma for the duration of OkAT. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State’s office.

# Selection of Registered Agent

* 1. The Registered Agent of OkAT may be either an individual, resident in the State of Oklahoma, or a domestic or foreign corporation, authorized to act as such agent. Such an agent will be continuously maintained by OkAT in the State of Oklahoma. A new Registered Agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if OkAT through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State’s office. Such Registered Agent will be recognized as an agent of OkAT on whom any process, notice or demand required or permitted by law to be served on a corporation may be served.

# Resignation of Registered Agent

* 1. OkAT will not accept the resignation of its Registered Agent and will hold its agent responsible for any harm caused by such resignation unless it receives a copy of such agent’s resignation as sent to the Secretary of State, such copy to be sent to OkAT by registered or certified mail, addressed to the principal office of OkAT as it is known to such agent, and directed to the attention of the Secretary, and such copy to be sent within five days after the date of filing of the statement with the Secretary of State. Such statement of resignation will be acceptable only if it discloses the effective date of resignation to be not less than sixty-days, nor more than ninety-days after the date of such filing.

**ARTICLE THREE**

**BOARD OF DIRECTORS**

**Interim Board**

3.01 Revoked 10-27-2007

# Composition of the Board

3.02 The Board of Directors shall be comprised of no more than 10 members. Directors, a majority of whom shall be consumers (individuals with disabilities, parents and/or guardians of children with disabilities or dependent adults with disabilities) who are not employed in a managerial or administrative capacity with a public agency or private entity that serves as a major funding resource for assistive technology devices and/or services. The Board of Directors shall be ethnically and culturally diverse, represent both rural and urban areas of the state, and represent diversity with regard to disability and age.

# Terms of Office

3.03 The term for Directors, except the Secretary/Treasurer, who serves as the financial officer of the Board shall be three consecutive years. One-third of the Directors, except the Secretary/Treasurer, will rotate off the Board annually. No Directors, except the Secretary/Treasurer, shall serve more than two consecutive terms. However, they may be re-elected after a one-year absence from the Board. The Secretary/Treasurer may serve consecutive terms at the discretion of the Board.

# Election

3.04 The incumbent Board of Directors shall elect the succeeding Board of Directors by a majority vote.

# Vacancies

3.05 The President shall appoint any vacancies occurring on the Board of Directors during a term with approval by a majority of Directors. Appointee shall serve the remainder of the uncompleted three-year term, and shall then be eligible for two consecutive terms.

# Powers

3.06 (a) The Board of Directors shall manage the affairs of the corporation, shall exercise its powers and shall control its property. It shall determine compliance with the corporation’s stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws, the Articles of Incorporation, or Oklahoma Law.

(b) The Board of Directors shall have the power to establish policies and committees consistent with the mission and purpose of OkAT.

(c) The Board of Directors shall have the power to create job responsibilities, hire, supervise, and terminate an Executive Director if they deem the position necessary to conduct the business of the organization.

(d) The Board of Directors shall approve the annual budget.

(e) The Board of Directors shall develop resources necessary for the operation of OkAT.

# Meetings of the Board

3.07 The Board may convene three types of meetings a regular meeting, emergency meeting or a special meeting. All types of meetings may be held via conference call if necessary.

(a) Regular meeting is a regularly scheduled meeting to conduct the general business of the Board. Regular meetings, of the Board of Directors, shall be called at least quarterly by the President. Notice of the regular Board Meetings must be given at least fourteen (14) calendar days prior to the date of that meeting. An agenda shall be prepared and distributed with the required notice for all regular meetings

(b) Emergency meeting is called for the purpose of addressing time sensitive business which cannot wait until the next quarterly meeting. Emergency meetings of the Board of Directors may be called by the President or upon request of any three Directors with five (5) calendar days advance verbal or written notice. An agenda shall be prepared and distributed with the required notice for all meetings.

(c) Special meeting is called for the purpose of considering loan applications in a timely manner as required in OkAT Loan Policy. All necessary materials to make proper considerations for applicants will be provided prior to the meeting.

# Dismissal from the Board

3.08 (a) A Director may be removed from the Board as follows:

1. Any Director who fails to attend any two (2) unexcused consecutive regular meetings of the Board of Directors within the year.
2. Any Director who fails to perform the duties of the Board.

(b) Removal of a Director from the Board requires a majority vote of the Board of Directors. The Secretary will notify the Board Member of the action of the Board of Directors.

# Quorum

3.09 A quorum of the Board of Directors shall consist of at least the majority of the Board of Directors.

# Manner of Acting

3.10 The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors pursuant to existing law and these Bylaws.

# Compensation of Directors

3.11 No Director shall receive compensation for services as Director, but may be reimbursed for expenses incurred as a result of attending a meeting in accordance with budget limitations as determined by the Board on an annual basis. No part of the net earnings of OkAT shall insure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that OkAT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

# Conflict of Interest

3.12 Directors may belong to, or have material interest in, another corporation, company, partnership, or other entity which receives contracts, grants, or otherwise does business with OkAT as long as:

1. The Director’s interest or relationship is known or disclosed to the Board of Directors, OkAT Staff or other individuals involved in making the decision to award the contract, grant, or other compensation;

(b) The Director at issue does not vote on the ratification of the transaction, although said Director may be counted in determining whether a quorum is present;

(c) The transaction is fair to OkAT at the time the contract, grant or other compensation is authorized.

**ARTICLE FOUR**

# OFFICERS

**Officers**

4.01 The officers of the Corporation shall be a President, Vice President(s), a Secretary/Treasurer, a Past President and such other officers as may be elected to offices created by the Board of Directors.

# Election and Term of Office

4.02 The officers of the Corporation shall be elected bi-annually by the Board of Directors at the first meeting of the bi-annual calendar year of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon therefore as convenient. Vacancies may be filled or new offices created and filled by majority vote at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

# Removal

4.03 Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors:

1. Whenever, in its judgment, the best interests of the Corporation would be served thereby,
2. if the officer fails to attend two (2) unexcused consecutive meetings of the Board of Directors within the year.

# President

* 1. The President shall be the principal spokesperson of the Corporation. Subject to the direction and control of the Board of Directors, the President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the Corporation is entitled to vote except as to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

**Vice President**

4.05 The Vice President shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the Vice President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

# Secretary/Treasurer

4.06 The Secretary/Treasurer shall: record the minutes of the meetings of the members, of the Board of Directors, and of the Executive Committee in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; keep a register of the post office address of each member which shall be furnished to the Secretary/Treasurer by such member; and perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.07 The Secretary/Treasurer shall be the principal accounting and financial officer of the Corporation. The Secretary/Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof, and (c) perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of those duties in such sum and with such surety or sureties as the Board of Directors shall determine.

# Past President

4.08 The Past President shall have the following duties: render advisory services to the President and Board of Directors; and other duties as assigned by the President and the Board of Directors.

# ARTICLE FIVE

**COMMITTEES**

**Definition of Committees**

5.01 OkAT shall and may have certain Committees, which will have and exercise some prescribed authority of the Board of Directors in the management of OkAT. However, no such Committee will have the authority of the Board of Directors in reference to affecting any of the following:

1. Articles of Incorporation;
2. Bylaws;
3. Resolutions of the Board of Directors which by their terms provide against such action by a Committee;
4. Issuance of policy statements or positions of OkAT unless otherwise directed or ratified by the Board of Directors.

# Creation of Committees

5.02 The Board of Directors, by resolution duly adopted by a majority of Directors, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of OkAT. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

# Duties of Committees

5.03 (a) Each committee shall work on specific activities relative to their charge and make recommendations to the Board of Directors.

(b) Each Committee shall provide the Board of Directors with the following:

1. Adequate advance notice of their meetings and plans in accordance with policy established by the Directors;
2. Minutes of their meetings or work product;
3. Reports of other activities;
4. List of membership.

# Committee Chairs and Members

* 1. Revoked 10-24-2007

# Term of Office

5.05 Revoked 10-24-2007

# Vacancies

5.06 Revoked 10-24-2007

# Quorum

5.07 Revoked 10-24-2007

# Executive Committee

5.08 The Executive Committee shall be composed of the President, Vice President(s), Secretary/Treasurer, Past President, Chairs of all standing committees as well as any other member deemed appropriate by the Board of Directors. The Executive Committee shall represent the Board of Directors in all matters of business affecting OkAT when and as directed by the Board of Directors, and shall act for the Board of Directors between board meetings when it is in the best interest of OkAT to do so. The Board of Directors must ratify such actions at its next regular meeting.

# Standing Committees

5.09 (a) There shall be other standing committees established from time to time by the Board of Directors, which may include but not be limited to:

1. Program

2. Operations

1. Resource Development
2. Systems Change/Advocacy
3. Outreach

(b) Each standing committee shall be chaired by a Board member, shall include at least one (1) Board member, and may include non-Board members.

# Ad Hoc Committees

5.10 In addition, the Board of Directors, by resolution, may designate and appoint certain Ad Hoc Committees such as Bylaws and Board Development designed to transact certain ministerial business of the OkAT or to advise the Board of Directors. Such Ad Hoc Committees will be chaired by a Director, who as Chairperson, shall proceed to select the remaining persons of the Committee up to the number set by the Board of Directors, or terminate such memberships or appoint successors at such Chair’s discretion. The Board of Directors may terminate any such Ad Hoc Committee by resolution.

# ARTICLE SIX

# ADVISORS TO THE BOARD

* 1. The Board of Directors may appoint advisors to the Corporation, of individuals who have indicated a strong commitment or interest in OkAT, and a willingness to support the corporation’s efforts. Such advisors shall meet from time to time as needed and shall engage in those activities that the Board of Directors deem to be in furtherance of OkAT’s objectives.
	2. OkAT may designate the ABLE Tech staff to administer the daily operation and meet the policies and procedures as established by the organization’s programs including but not limited to:
1. Alternative Financing Program
2. Access to Telework Fund
3. AgrAbility Program

The administration of the organization’s programs may include:

* 1. Coordinate meetings
		1. Create and disseminate agendas, budget, reports and other materials necessary to make decisions on behalf of the OkAT
		2. Give notice to OkAT Board of dates, times and locations of meetings
	2. Facilitate communication between OkAT, ABLE Tech, BancFirst and loan applicants
		1. Provide Oklahoma citizens with information and materials on various programs offered by OkAT and its contracted partners
		2. Organize and disseminate client information to OkAT Board members necessary for them to determine client services and/or fiscal liabilities associated with guaranty loans
	3. When appropriate OkAT will establish a fee-for-service arrangement to provide client evaluations, recommendations, and/or therapy. Under policy and procedures OkAT may purchase needed assistive technology for individuals that meet financial eligibility.
	4. Manage fiscal obligations of OkAT’s contracts
		1. Authorize transactions for client’s late payment or default of a guaranty loan
		2. Authorize transactions of funds to pay BancFirst for any contractual buy-down arrangement
		3. Serve as designee for signator on any checks
		4. Prepare invoices for services rendered
	5. Create and maintain the following documents and reports including, but not limited to:
		1. All mandatory state and federal reports
		2. Required for the annual audit
		3. Required for contracts and/or formal agreements
		4. Policy and procedures of OkAT’s programs.

**ARTICLE SEVEN**

**INFORMAL ACTION**

**Waiver**

7.01 Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

# Action by Consent

7.02 Any action required by these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent. Such consent will have the same force and effect as a unanimous vote.

**ARTICLE EIGHT**

**OPERATIONS**

**Finance**

8.01 OkAT shall seek financial support from both public and private sources.

# Gifts and Grants

8.02 The Board of Directors, acting for OkAT, may accept gifts and/or grants and may make contractual agreements in connection with its operation.

# Fiscal Year

8.03 The twelve-month period for which specific budget and set of bookkeeping records are established shall be termed the fiscal year. The fiscal year for OkAT shall begin July 1 and end June 30.

# Execution of Documents

8.04 For documents and instruments or as otherwise provided by law or by resolution, checks, drafts, credit card purchases, authorized electronic transactions, promissory notes, orders for the payment of money, and other evidence of indebtedness of OkAT which has been authorized during the Board’s annual budget review or at any Board meeting will be signed by a Board of Director of OkAT that may include the President, Secretary/Treasurer or designee. Any indebtedness over $500.00 that has not been previously approved by the Board, will be signed by two Board of Directors that may include the President, Secretary/Treasurer, or designee. Except as otherwise provided by law or by resolution, contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by a Board of Directors of OkAT that may include the President, or Secretary/Treasurer, or designee. The Secretary/Treasurer will maintain copies of related resolutions of the Board of Directors on file, as appropriate.

# Books and Records

8.05 OkAT will keep correct and complete books and records of account and will also keep minutes of the proceedings of its meetings of Board of Directors. OkAT Board of Directors will receive notices, completed materials, and products created by Committees and Ad Hoc Committees.

# Inspection of Books and Records

8.06 All books and records of OkAT may be inspected by any funding source, any Director or authorized designee, for any proper purpose at any reasonable time.

# Not for Profit Operations

8.07 OkAT will not have or issue shares of stock: no dividend will be paid: and no part of the income of OkAT will be distributed to its Directors, Advisory Committee members, staff, or committee members. OkAT shall maintain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In order to maintain that status, no lobbying of elected or appointed public officials is allowed. No substantial part of the activities of OkAT shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and OkAT shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf, or in opposition to, any candidate for public office.

# Equal Opportunity Employer

8.08 OkAT recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, national origin, disability, gender, age, military status, sexual orientation, drug or alcohol abuse, or alcoholism.

The Board of Directors may from time to time issue policy statements regarding: (1) the values and beliefs on which its governance of the Corporation is based (2) the governance process that it uses and the commitment that it expects from Directors, (3) the Ends that it expects the Corporation to achieve, (4) its delegation of authority to the Executive Director of the Corporation and (5) limitations of authority imposed on the Executive Director. These policy statements shall be compiled into a document entitled Principles of Governance and shall be made available to the public for inspection and review. The Principles of Governance shall be adopted by an affirmative vote of a majority of Directors and may be amended and revised by an affirmative vote of a majority of Directors upon thirty days written notice of proposed changes.

**ARTICLE NINE**

**AMENDMENT PROCEDURES**

9.01 The power to adopt, alter, amend or repeal these Bylaws, or to adopt new Bylaws is vested in the Board of Directors by the affirmative vote of a majority of the Board of Directors, provided that the proposed amendment shall have been submitted in writing to all Directors at least thirty (30) days before action on the proposed amendment is to be taken.

**ARTICLE TEN**

**MISCELLANEOUS PROVISIONS**

**Accessibility of Meetings**

10.01 All meetings of OkAT shall be conducted in an accessible environment, including necessary provisions for all disabilities.

# Dissolution

10.02 OkAT may be dissolved by the affirmative vote of four-fifths (4/5) of the full Board of Directors at any regular or annual meeting. Upon dissolution of OkAT, 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.

# Parliamentary Rules

10.03 The rules of parliamentary procedure and Robert’s Rules of Order may govern the proceedings of OkAT subject to any special rules, which have or may be adopted.

**CERTIFICATION OF CURRENT BYLAWS**

I, Linda Jaco, Secretary of the Board of Directors of Oklahoma Assistive Technology Foundation hereby certify that the above Bylaws were adopted by the members of the Board of Directors in a duly constituted meeting on May 10, 2001, and the Bylaws are currently in effect as stated as of this date. Amended October 24, 2007.

## Within Every Person Is The Potential For Greatness

Sometimes, all that is needed to turn potential into reality is the right tool, assistive technology. The Oklahoma Assistive Technology Foundation (OkAT) can help guide you through the process of finding. acquiring and learning to use the Assistive Technology items which can make a difference in your life.

*What Is Assistive Technology?*

Assistive technology is any item, which can help a person in work, school or everyday living. It can be something as simple as a jar opener or modified toothbrush to an item as complex as a voice activated computer.

For individuals with disabilities. assistive technology and related services can mean increased independence. productivity, self-worth and inclusion.

*Who Can Use Assistive Technology?*

Anyone can benefit from assistive technology. It can be used by people of all ages and with any disability, at work or play, at school and in everyday situations. The examples are endless.

For individuals with no use or limited use of their hands, a voice activated computer can allow them to function efficiently in the work place. For persons with hearing disabilities, text telephones are a big help. Sound-amplifier systems are available for televisions, radio and phones. Also, special doorbells and alarm clocks are available.

Poor vision? No problem. Many printed materials are available in a large-print or braille version. Arthritis? Try easy-grip pens, silverware and doorknobs. Jar openers can also be helpful.

Something for you? There is likely some type of assistive technology that is just right for your needs. Call OkAT and we’ll help you find it.

*How Can OkAT Help You?*

We can help you find the items you need and provide the training and support needed to make them work for you. We can also help you identify resources, which may be able to assist you in paying for assistive technology devices.

The role of OkAT is to serve as a clearinghouse for information related to Assistive Technology. If you have questions or need information, call us. We want to help you turn your great possibilities into great achievements.