

Bylaws

The Xenia Institute

Article I-Name

The name of this organization is The Xenia Institute.

Article II-Mission and Vision

The mission statement of this organization is: The Xenia Institute provides a safe place for engagement which encourages meaningful dialogue and promotes thoughtful action on issues concerning social justice.

The vision statement for this organization is: We envision transformation through dialogue.

Article III-Board of Trustees

1. Purpose. Governance and management of The Xenia Institute shall be conducted by a Board of Trustees (Trustees). The Board of Trustees shall be responsible for all fiscal management, approval of programs and policies, and the selection and supervision of the Executive Director.

2. Expectations. Members of the Board of Trustees shall support the mission and vision of The Xenia Institute and shall subscribe to and actively participate in The Xenia Institute's Board of Trustees Philosophy of Engagement. Trustees shall attend all regularly scheduled board meetings. Trustees shall disclose all conflicts of interest in the annual conflict of interest disclosure form provided by The Xenia Institute. Trustees shall follow all proscriptions in the articles of incorporation.

3. Number. The number of Trustees shall be no fewer than 13.

4. Election and Term of Trustees. Trustees shall be elected by a majority vote the Board. The term of office for Trustees shall be three years. Two consecutive terms may be served, equaling six years, after which Trustees are only eligible for reelection to the Board of Trustees after being off the Board for one year. Trustees shall begin their terms on July 1st. Vacancies shall be filled as they arise.

5. Resignation and Removal. A Trustee may resign at any time by giving written notice of resignation to the President of the Board. Any Trustee may be removed from the Board of Trustees, without demonstration of cause, by a two-thirds majority of the Board.

6. Accounts and Records. The Board of Trustees shall oversee the keeping of accounts for The Xenia Institute and shall keep a record of minutes from all Board and standing committee meetings. All accounts and minutes may be inspected by any Trustee or his or her agent or attorney, for any proper purpose at any time deemed reasonable by the President of the Board

and the Executive Director. Heretofore mentioned records shall be housed in the principal offices of The Xenia Institute.

7. Contracts and Services. Members of the Board of Trustees may make contracts, enter transactions, or act on behalf of The Xenia Institute as authorized by a quorum of the Board (a quorum shall be specified as one-half of the Board plus one member).

8. Compensation and Expenses. No Trustee shall receive compensation, direct or indirect, for service as a Trustee or for service under any contract to which The Xenia Institute is a party. Expenses may be reimbursed in accordance with The Xenia Institute's Trustee Reimbursement Policy.

9. Meetings. Meetings of The Xenia Institute's Board of Trustees shall be held at a time and place agreed upon by the Board. Special meetings of the Board may be held at any time at the request of any Trustee with a simple majority agreement of the Executive Committee and with due notice to all Trustees. The President of the Board may call a special meeting at any time without approval or consent of the Trustees, provided due notice has been given to all Trustees.

10. Voting. Each Trustee shall have one vote.

11. Advisory Groups. Advisory groups and/or focus groups may be organized to facilitate various volunteer projects or to receive community feedback on The Xenia Institute's various programs and services. These groups shall be organized and facilitated at the discretion of the President of the Board and the Executive Director.

Article IV-Officers of the Board

1. Number and Composition. The Officers of the Board shall include the President, Vice President, Secretary, and Treasurer.

2. Election and Term of Office. Officers will be elected from the Trustees by a majority vote at the April meeting of the Board. Terms of office will be two years, with the President and Secretary elected in one year and the Vice President and Treasurer elected in the other.

3. Description of Officer Duties and Responsibilities

a. President. The President shall be the principal officer and representative of the Board of Trustees. The President is authorized to sign contracts that are approved by the Board. The President shall plan, supervise, and manage the actions of the Board. These duties are subject to direction by the Board as a whole. The President is solely responsible for naming committee chairs to committees whose chairmanships are not stipulated in this document.

b. Vice President. The Vice President shall preside over meetings of the Board in the absence of the President. Additional tasks may be assigned by the President.

c. Treasurer. The Treasurer shall be responsible for the tracking of all funds and other assets of The Xenia Institute. Further, the Treasurer shall provide information to the Board of Trustees concerning all aspects of the institute's financial position, including financial transactions, statements of account, and current balances. The Treasurer shall also chair the Budget and Finance Committee.

d. Secretary. The Secretary shall record minutes of all meetings of the Board of Trustees and the Executive Committee. The Secretary shall also maintain the official records of the Board. In addition, the Secretary will countersign all documents requiring corporate acknowledgement.

4. Removal and Resignation of Officers. An officer may resign at any time by submitting written notice to the President of the Board, or in the case of the President, by a written notice to the Vice President of the Board. Any officer may be removed without demonstration of cause by a two-thirds majority of the Board.

Article V-Committees

1. Composition. Committee chairs will assume their duties following the July Board meeting. Committee chairs that are not designated in this document are to be selected by the President. The standing committee structure will consist of an Executive Committee, Budget and Finance Committee, Personnel Committee, and a Board Leadership Committee. Other committees may be formed as needed. Committee chairs shall select members of their respective committees and shall provide respective lists for Board approval at the August meeting. If there is no August meeting of the Board, the proposed committee lists may be presented to the Executive Committee for approval. Membership on committees may include persons who are not Trustees of The Xenia Institute. Committee minutes shall be kept, and all committees shall report to the Board.

2. Executive Committee. The Executive Committee shall be comprised of the officers of the Board and one at-large member of the Board. The Executive Director of The Xenia Institute shall serve in a non-voting, advisory capacity. The Executive Committee shall have the authority to conduct the business of the Board of Trustees between regular meetings of the Board. Minutes of the Executive Committee will be kept by the Secretary and will be distributed to the Board as part of the public record, except in the case of personnel matters. Additionally, the committee shall supervise and evaluate the Executive Director. The committee will conduct annual performance evaluations and make salary and fringe benefit recommendations to the Board of Trustees. Supervision and management of all other paid staff members of The Xenia Institute will be the responsibility of the Executive Director.

3. Development and Finance Committee. The Budget and Finance Committee shall be comprised of the President of the Board, the Treasurer of the Board, and the Executive Director of The Xenia Institute. The committee may have additional members. The primary responsibility of the committee shall be to submit an annual budget to the Board of Trustees that fulfills the mission, vision, and goals of The Xenia Institute. Additionally, this committee will

work with the Executive Director to develop and implement the institute's major fundraising strategy.

4. Board Leadership Committee. The Board Leadership Committee shall be made up of at least three members. It is the responsibility of this committee, along with the President of the Board and the Executive Director, to develop strategies to fully engage the Board as spokespersons and fundraisers for The Xenia Institute. Additionally, the Board Leadership Committee shall actively manage the institute's continual initiative to seek out and cultivate potential board members and other volunteers.

Article VI-Personnel

Executive Director. The Board of Trustees shall employ an Executive Director as head of staff of The Xenia Institute. The Executive Director shall be supervised by the Board of Trustees (through the Personnel Committee) and shall manage day to day operations of the Institute. Additionally, the Executive Director shall hire and supervise all other personnel of The Xenia Institute.

Article VII-Fiscal Year

The fiscal year of The Xenia Institute shall begin on the first day of January in each calendar year and shall end on the last day of December (January 1st-December 31st).

Article VIII-Amendment of Bylaws

These bylaws may be amended by a two-thirds vote of the Board of Trustees. Proposed amendments must be submitted in writing at a meeting of the full Board and cannot be approved until the next meeting of the full Board. A record of the vote shall be kept on file with the amended bylaws.

Article IX-Dissolution

In the event that the Board of Trustees votes to dissolve The Xenia Institute, the process of dissolution shall comply with the laws of the State of Oklahoma.