

Bylaws

Of

Friends of the M.e.t., Inc.

ARTICLE I — NAME

SECTION 1. The name of the corporation shall be Friends of the M.e.t., Inc., hereinafter referred to as “the Organization.”

SECTION 2. The Organization shall be officially incorporated in and subject to the jurisdiction of the State of Oklahoma.

SECTION 3. The headquarters and principal offices of the Organization shall be located in such place as authorized by the Board of Directors.

ARTICLE II — DEFINITION

SECTION 1. The Organization shall be defined as a charitable and educational organization endeavoring to provide support for the promotion, education and operations of the Metropolitan Environmental Trust, its member communities and the state of Oklahoma.

SECTION 2. The Organization is not for profit, and as such does not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Organization

shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE III —MISSION, STRATEGY, AND CORE VALUES

SECTION 1. The Mission of the Organization is to lessen the burdens of government and educate the citizens of Oklahoma by supporting the Metropolitan Environmental Trust in its efforts to address the future of solid waste disposal in Northeastern Oklahoma and develop strategies to increase recycling and reduce the amount of trash entering landfills.

SECTION 2. The Strategy of the Organization is to achieve our Mission by accepting donations, sponsoring fundraising activities, developing educational, recognition and promotional programs, and engaging in other activities to garner financial support for the capital and operations of the Metropolitan Environmental Trust. All such donations and activities must be utilized and conducted in a manner not inconsistent with those permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE IV — GENERAL MEMBERSHIP

SECTION 1. The General Membership of the Organization shall consist of the Trustees and employees of the Metropolitan Environmental Trust and any other individual or entity that, regardless of current residence, provides financial, volunteer or other support to a level approved by the Board of Directors.

SECTION 2. The General Membership of the Organization shall hold an Annual Meeting at a time and place to be determined by the Board of Directors. At said meeting Directors shall be elected or re-appointed by a simple majority of the Members present, each member having one vote. There shall be no alternate voting members or voting by proxy. Reports and affairs of the Organization shall be considered and any other business may be transacted which is within the powers of the Directors to

transact and which may be properly brought before the meeting.

SECTION 3. Notice of the Annual Membership meeting shall be given at least two (2) weeks in advance to each Member either personally or by mail or other means of written or electronic communication, addressed to such Member at their address appearing on the books of the Organization or given by them to the Organization for the purpose of notice.

ARTICLE V — BOARD OF DIRECTORS

SECTION 1. The Organization's Board of Directors shall be responsible for conducting the Organization's business.

SECTION 2. The Organization's Board of Directors shall be composed of no fewer than four (4) and no more than twelve (12) individuals who are either Trustees or employees of the Metropolitan Environmental Trust. The Directors at any meeting may determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent meeting.

SECTION 3. Each Director shall have a term of office of one (1) year and shall serve until his or her successor has been duly elected or appointed.

SECTION 4. New Directors shall assume their duties immediately following their election.

SECTION 5. Vacancies on the Board of Directors during the year shall, if considered necessary, be filled by a majority vote of Directors present at a regular or special meeting of the Organization, so long as a quorum is present. Directors elected pursuant to this section shall serve only until the next Annual Membership Meeting.

SECTION 6. A member of the Board of Directors, appointed by the President, shall serve as the Registered Agent of the Organization

SECTION 7. All members of the Board of Directors and officers shall sign and abide by the Organization's conflict of interest policy and be provided with a copy of these bylaws.

ARTICLE VI —OFFICERS

SECTION 1. The Organization's Board of Directors shall annually elect from its membership a President and a Treasurer/Secretary, who are either Trustees or employees of the Metropolitan Environmental Trust. The President shall also serve as Chairmen of the Board. Election of officers shall take place during a regular or specially called meeting of the Organization's Board each year. Officers shall assume their offices immediately upon election and shall serve for a period of one (1) year.

SECTION 2. Vacancies in office during the year shall be filled by a majority vote of the Board of Directors present at a regular or special meeting of The Board of Directors, so long as a quorum is present.

SECTION 3. The President shall officiate at all meetings of the Organization, with the Secretary/Treasurer assuming all the duties of the President during the President's absence.

SECTION 4. The Secretary/Treasurer shall keep or cause to be kept full and complete notes of all meetings of the Organization including roll, votes and results of such votes, and business transacted at meetings. Such records shall be filed with the Secretary/Treasurer of the Organization and held by said Secretary/Treasurer in perpetuity or until transfer to any future Secretary/Treasurer. All records shall be available for inspection to any Officer or Director upon request or as otherwise required by law. In the event the Secretary/Treasurer is not present, an appointee of the President shall assume the Secretary/Treasurer's duties.

SECTION 5. The Secretary/Treasurer shall keep or cause to be kept full and complete records of all funds administered by the Organization. All expenditures of funds shall be pre-approved by the Organization's Board of Directors. The withdrawal of any funds from the Organization's bank account shall require the signature of the Secretary/Treasurer and President. Additional governance of the Organizations financial matters are dictated below in Article IX.

SECTION 6. Each of the officers named above shall be entitled to participate in discussion and vote on any question before the Organization except where the possibility or the appearance of a conflict of interest exists.

SECTION 7. The President shall, subject to the control of the Board of Directors, have general supervision, control and direction of the Organization in its day-to-day operations.

ARTICLE VII — BOARD OF DIRECTORS' MEETINGS

SECTION 1. The Organization's Board of Directors shall meet at least annually for the purpose of transacting the Organization's business. Such meeting shall be held immediately following the Annual Member Meeting, or at such other time previously approved by the Board of Directors. Written notice of meetings by paper or electronic means shall be sent by the President or Secretary/Treasurer at least two (2) weeks prior to any such meeting. Notice may be waived by any Director provided it is in writing signed by the Director.

SECTION 2. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

SECTION 3. Special Meetings of the Board of Directors may be held at the President's request or at the request of at least fifty percent (50%) of the Directors. Notice given in such a manner as to allow the greatest number of Directors to attend and be timely enough to address the matter at hand shall be deemed acceptable. Any Director physically present at a duly called special meeting shall be required to provide written waiver of notice.

SECTION 4. Fifty percent (50%) plus one (1) member of the Organization's Board of Directors shall constitute a quorum for the transaction of business at any regular meeting. Sixty percent (60%) of the Organization's Board of Directors shall constitute a quorum for the transaction of business at any Special Meeting called pursuant to Article VII, Section 3.

SECTION 5. Issues before the Organization's Board of Directors shall be decided by a simple majority of votes by those Directors present, so long as a quorum is present.

SECTION 6. The Organization's Directors shall be entitled to participate in discussions and vote on any question before the Organization except where the possibility or appearance of a conflict of interest exists.

SECTION 7. The current edition of *Robert's Rules of Order* shall govern all the Organization's proceedings to which they are applicable and where they do not conflict with adopted rules herein. The order of business in said proceedings shall generally follow the format below:

- A) Call to Order
- B) Roll Call
- C) Read of Minutes from Prior Meeting
- D) Reports
 - a. Business since prior meeting
 - b. Committee reports, including Finance, as required
 - c. Other reports requested by or presented to the Board
- E) Continuation of Business from Prior Meeting
- F) New Scheduled Items
- G) Items Not Scheduled Raised by Directors
- H) Adjournment

ARTICLE VIII — COMMITTEES, TASK FORCES AND STUDY GROUPS

SECTION 1. The Organization may establish committees, task forces and study groups as it deems necessary and helpful to the exercise of its mission. As soon after the Annual Membership Meeting as may be practical, members of the Organization may be appointed by the President to committees, task forces, or study groups to serve during the ensuing year. The President of the Organization shall also appoint from the Organization's Board of Directors a Chairman for each Committee. Each Committee Chairman shall provide a status report of Committee activities to the Organization at its Director and Member meetings.

SECTION 2. Committee recommendations to the Organization shall be decided by a simple majority of votes by those Committee members present. All other rules of committee procedure including meeting times and places shall be determined by the Committee Chairman. Committee Chairmen are encouraged to broaden community participation in committee activities by inviting participation from individuals who are not members of the Organization.

SECTION 3. Actions or decisions by any Committee of the Organization are subject to review and displacement by the full Board of Directors. At no time is control of the Organization surrendered to a Committee or any other entity. Such control shall be retained by the Board of Directors.

ARTICLE IX — FINANCIAL MATTERS

SECTION 1. The Organization shall adhere to Generally Accepted Accounting Principles and take necessary steps to maintain appropriate methods and practices in compliance with the best practices of a 501(c)(3) non-profit corporation.

SECTION 2. The fiscal year of the Organization shall run from July 1st through June 30th.

SECTION 3. Neither the Treasurer/Secretary, nor any party with a financial interest in the Organization shall be a signatory on any audit, review, or other document attesting to be an independent report, review or other document of financial matters of the Organization

SECTION 4. The Treasurer/Secretary shall be an authorized agent or “third party designee” for discussing matters with the Internal Revenue Service, the Oklahoma Tax Commission or other governmental agencies relating to financial or tax status matters. All such contacts shall be reported to the President immediately and to the Board of Directors at the next regularly scheduled meeting unless there is a need to address the issue by special meeting as outlined above.

SECTION 5. The Organization, its Directors, Officers, or anyone claiming to act as an agent thereof are prohibited from obtaining credit, making loans, or undertaking investment activities outside of holding an interest bearing savings or checking account and holding certificates of deposit.

SECTION 6. The Organization is an organization based on volunteers. As such, the Organization shall not retain any employees. In addition, no Director, Officer or Committee Member shall receive monetary compensation from the Organization for serving in such a position, though they shall be entitled to reimbursement for any expenses personally incurred on behalf of the Organization.

SECTION 7. The finances of the Organization shall be made available to any Officer or Director upon request. This shall include any income or donations as well as expenditures and shall include the associated documentation underlying said transactions.

SECTION 8. In the event the Board of Directors approves any grant, donation or transfer of funds to the Metropolitan Environmental Trust pursuant to Article VI Section 5, the Organization shall require a prior written statement from the Metropolitan Environmental Trust which outlines, in sufficient detail, how said funds will be used in order to ensure that the transfer will not jeopardize the Organization's tax exempt status.

SECTION 9. Each donation to the Organization shall be met with a letter recognizing the contribution signed by the President of the Organization and advising of the possible tax exemption of any such donation in accordance with the current tax status of the Organization

SECTION 10. No Director, Officer, Committee Member, or other Member of the Organization shall be removed from office, admonished, or otherwise punished for "whistle blowing" on illegal activity or questioning possible misconduct, financial or otherwise, of this organization.

ARTICLE X — AMENDMENTS

SECTION 1. These Bylaws may be amended, rescinded, or supplemented by a sixty percent (60%) majority vote of the Organization's Board of Directors, provided a quorum is present and such amendments are presented in writing to the Organization's Board of Directors a minimum of twenty (20) calendar days prior to taking action thereon at a regular or special meeting called for this particular purpose.

ARTICLE XI — DISSOLUTION

SECTION 1. Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, distribute all of the assets of the Organization to an organization which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, organized and operated exclusively for public and charitable purposes at such time, or to a governmental entity exclusively for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Organization is then located, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These BYLAWS governing procedures of the Organization are adopted this _____ day of _____, 2010 by a unanimous vote of the Board of Directors.

President, Friends of the M.e.t., Inc.

Secretary/Treasurer, Friends of the M.e.t., Inc.