

**CORRECTED RESOLUTION NO. 2898**

**A RESOLUTION ADOPTING THE AMENDED BY-LAWS OF THE  
MUSKOGEE TOURISM AUTHORITY**

**BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE  
MUSKOGEE TOURISM AUTHORITY THAT:**

**ARTICLE I-THE AGENCY**

**Section 1. Name.** The name of the Trust shall be the “Muskogee Tourism Authority.”

**Section 2. Office of the Authority.** The office of the Trust shall be located at 220 West Okmulgee Street in Muskogee, Oklahoma.

**ARTICLE II-BOARD OF TRUSTEES**

**Section 1. Appointment**

There shall be nine (9) Trustees of this Trust, with eight (8) of the nine (9) Trustees being citizens and residents of the Beneficiary. All Trustees shall be selected by a majority of the City Council pursuant to nomination and confirmation methods effective at the time of the appointment. The City Manager for the City of Muskogee and his successor, ex officio, who shall be a nonvoting member but shall otherwise be fully vested to participate as a Trustee. At the time of adoption of these amended Bylaws, the Trustees of the Muskogee Tourism Authority are:

Daniel Chepkauskas, Chair  
Evelyn Hibbs, Vice Chair  
Sharon Champlin  
Aanje Wilkerson  
Traci McGee  
Tracy Cole  
Mike Gragg  
Shiron Thomas Ray  
Jaime Stout

Each successor Trustee in office so appointed and confirmed, upon vacancy by the original trustee, shall without any further act, deed or conveyance become a Trustee of this Trust and become fully vested with all of the estate, properties, rights, powers, duties, and obligations of his or her predecessor with like effects as if originally named Trustee herein.

**Section 2. Terms of Office**

- a. All terms of office shall expire as of July 31<sup>st</sup> and new terms shall commence on August 1 of the calendar year.
- b. The terms of office of all successor Trustees shall be five years, except that:
  - (1) regardless of the calendar date when each Trustee is appointed, their terms shall expire on the July 31<sup>st</sup> closest to the five-year term to which appointed; and
  - (2) each Trustee shall hold office until their successor has been appointed and qualified.

### **Section 3. Officers**

The officers of the Board of Trustees shall be a Chairman, a Vice-Chairman, and a Secretary/Treasurer.

### **Section 4. Chairman and Vice-Chairman**

The Trustees shall elect from the duly appointed Trust Authority members, a Chairman and a Vice-Chairman who shall serve terms of one year by a simple majority vote of its members. No Trustee may serve more than three (3) terms as Chairman. Trustee Jaime Stout shall serve as the initial Chairman of the Trust.

It shall be the duty of the Chairman to call and preside over the meetings of the Board of Trustees, to direct the recording of minutes of deliberations, and to appoint committees and assign their respective activities. The Chair shall sign all resolutions, contracts, deeds and other legal instruments made by the Trust. The Chair shall be authorized to sign or countersign orders and checks for the disbursement of money.

The Vice-Chairman shall perform the duties of the Chairman in her or his absence or incapacity; provided, however, the Vice-Chair shall not sign or countersign orders or checks for the disbursement of money. In case of the resignation or death of the Chairman, the Vice-Chairman shall perform all duties as prescribed for the Chairman until such time as a new Chairman shall have been duly designated.

### **Section 5. Treasurer**

The Trustees shall elect a Treasurer from its membership by a simple majority vote of its members. The Treasurer shall serve terms of one year. Should the office of Secretary become vacant, the Trust shall elect a successor from among its members at the next meeting, and such election shall be for the unexpired term of said office.

The Treasurer shall attest to all resolutions, contracts, deeds and other legal instruments made by the Authority, and shall sign Certificates of the Recording Officer as required. The Secretary shall be authorized to sign or countersign orders and checks for the disbursement of money.

**Section 6. Compensation**

A Trustee shall receive no compensation for services, but shall be entitled to necessary expenses, including traveling expenses incurred in the discharge of office.

**ARTICLE III – COMMITTEES**

There is hereby established an Executive Committee comprised of the Chair, Vice-Chair, and Treasurer. The Executive Committee shall be responsible for managing any volunteers which may be brought on to assist the Muskogee Tourism Authority in accordance with Article V. In the absence of a general manager of the Trust Estate, the Executive Committee shall also be charged with authorizing any vacation or sick leave of any employees of the Muskogee Tourism Authority. Beyond the limitations established herein, the Executive Committee shall have no further authority over any employees of the Muskogee Tourism Authority, nor the day-to-day running of the business.

The Trustees shall have the authority to establish any other standing or special committees that in their discretion are, or may become, necessary to the efficient operations of the Muskogee Tourism Authority. Any committees so established shall be created by Resolution, approved by a majority of the Trustees. The Resolution shall establish: how members are appointed to the respective committee; the term of service of each member appointed; whether members are required to also be Trustees; the duties, responsibilities and obligations to be carried out by the respective committee; as well as, any other information which may be necessary to ensure transparency.

**ARTICLE IV-EMPLOYEES**

The Trustees may appoint a general manager for the Trust Estate and may, at their discretion, employ such other clerical, professional, legal, and technical assistance as may be deemed necessary in the discretion of the Trustees to properly operate the business of the Trust Estate, and may upon majority vote, fix their duties, terms of employment and compensation. All Trustees shall serve without compensation but may, upon majority approval from the Trustees, be reimbursed for reasonable expenses incurred in the performance of their duties hereunder.

In the event a general manager is appointed by the Trustees, the said general manager shall administer the business of the Trust Estates as directed from time to time by the Trustees. The general manager shall assume responsibility for the employment of any subordinate employees of the Trust as necessitated by the needs of the Trust. The Trustees themselves shall not deal directly with the subordinates of the general manager, but shall do so only through the general manager.

The Trustees may appoint other employees as necessary.

## ARTICLE V – VOLUNTEER MANAGEMENT

The Trustees shall have the authority to utilize non-paid, volunteers to assist with the work of the Muskogee Tourism Authority. All volunteers shall be selected and managed by the Executive Committee, or their designee. The Trustees shall develop a program to solicit, develop, and manage all volunteers.

## ARTICLE VI-MEETINGS

### **Section 1. Meetings**

All meetings of the Muskogee Tourism Authority shall be open unless an executive session is authorized. The requirements of the Oklahoma Open Meetings Act shall be adhered to. All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

### **Section 2. Regular Meetings**

The Trustees of the Muskogee Tourism Authority shall hold regular meetings at least once each quarter at the Roxy Theater, 220 West Okmulgee, Muskogee, Oklahoma. However, the Trustees may, by a simple majority vote, cancel or change the date or location of the next regular meeting, subject to the requirements of the Oklahoma Open Meetings Act

### **Section 3. Special Meetings**

The Chairman may, when deemed necessary, or shall upon the written request of two Trustees, call a special meeting of the Trustees for the purpose of transacting any business designated in the call. The written notice and agenda of a special meeting shall be delivered to the City Clerk of the City of Muskogee and each Trustee. Notices shall be posted as required by the Oklahoma Open Meetings Act.

### **Section 4. Annual Meeting**

There shall be an Annual Meeting held each calendar year in May. The Trustees shall elect officers at the Annual Meeting for the coming year as prescribed by Article II, of these By-Laws.

### **Section 5. Quorum**

A majority of the Trustees shall constitute a quorum for the purpose of conducting business and exercising the powers of the Authority and for all other purposes:-

### **Section 6. Manner of Voting**

The voting on all questions coming before the Trustees shall be by roll call; and the Aye's, Nay's, and abstention votes shall be entered on the Minutes of the meeting.

**Section 7. Attendance**

Each member of the Board of Trustees should make every effort to attend all meetings described in this Article of these By-Laws. In the event a member is unable to attend a Regular or Special meeting they should obtain an excused absence by notifying the Chairman prior to the meeting time. Three (3) unexcused absences within a one (1) year rolling period shall automatically serve as a forfeiture of the office of Trustee without further act or deed.

**Section 8. Agenda Items**

The Chair shall be responsible for the agenda of regular, special call, and annual meetings, as well as, emergency meetings, should one be required. The Chair may, at his or her discretion, add agenda items. Trustees may request agenda items be added to regular, special call, and annual meetings so long as trustees notify the Chair and Executive Director in writing of said request; this request must be made in accordance with time requirements as stated in the Oklahoma Open Meetings Act. Each agenda item shall include the name of trustee(s) who has requested said item.

Recognizing the importance of public participation, citizens shall be permitted five (5) minutes to speak on any agenda item. Should additional time be necessary for a full and complete understanding of any public comments, the Trustees, by majority vote, retain the authority to extend the time limitation.

**ARTICLE VII-ANNUAL REPORT**

**Section 1.**

The Trustees shall prepare annually a report of the Authority's activities during the preceding fiscal year ending 30 June to include a complete financial statement setting forth its assets, liabilities, income and operating expenses as of the end of such fiscal year. This report shall be submitted to the City of Muskogee before 31 July of each calendar year.

The Trustees shall submit to the City of Muskogee an interim report in April of each year in conjunction with a proposed budget and allocation request.

**ARTICLE VIII-AMENDMENTS**

**Section 1. Amendments to By-Laws**

The Bylaws of the Trust may be amended with the approval of at least two-thirds of the Trustees of the Authority in attendance at a regular or a special meeting. Except by unanimous consent of all the Trustees, no proposed amendment to the Bylaws shall be voted upon until the same shall have been reduced to writing, filed with the Secretary, and read at the regular meeting immediately preceding the meeting at which the same is voted upon.

**IX - RECORDS AND RECORDS RETENTION**

Insofar as practical, the Muskogee Tourism Authority shall retain its records in accordance with the time frames set forth in City Council Policy 1-6. At least once per year, an agenda item shall appear on a Regular meeting calling for the destruction of any records for which the time frame for retention has expired. The agenda item shall set forth the category of the proposed records to be destroyed with the beginning and end dates identified. Upon approval, the records shall be destroyed in the most efficient means possible.


Unless the Trustees shall direct otherwise, the Secretary/Treasurer of the Muskogee Tourism Authority shall serve as the custodian of records for purposes of compliance with the Oklahoma Open Records Act ("Act"). The fee for mechanical reproduction of records shall be the same as the maximum established by the Act.

**NOW THEREFORE, BE IT RESOLVED BY THE MUSKOGEE TOURISM AUTHORITY:**

**ADOPTED** this 9<sup>th</sup> day of May, 2022.

  
\_\_\_\_\_  
CHAIRMAN

Attest:

  
\_\_\_\_\_  
SECRETARY


RATIFIED AND ACCEPTED THIS 9<sup>th</sup> DAY OF May, 202~~2~~3

  
\_\_\_\_\_  
MARLON COLEMAN, MAYOR

  
ATTEST:  
  
\_\_\_\_\_  
NANCY TRACY, CITY CLERK

APPROVED AS TO FORM AND LEGALITY THIS 5 DAY OF Jan,

~~2022.~~  
2023



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ROY D. TUCKER, CITY ATTORNEY