

Tulsa Lawyers for Children, Inc.
Notice and Proposed Agenda of
Annual and Regular Meetings of the Board of Directors
May 25, 2021
12:00 Noon – 1:30 p.m.
Tulsa, OK

NOTICE

The annual and regular meetings of the Board of Directors of Tulsa Lawyers for Children, Inc. will be held on Tuesday, May 25, 2021, from 12:00 p.m. This meeting will be conducted entirely via teleconferencing and videoconferencing:

<https://us02web.zoom.us/j/87099571725?pwd=a1k2V3Q0V1Zib1I5c3NWSGU5YldDdz09>

Meeting ID: 870 9957 1725

Passcode: 215727

One tap mobile

+12532158782,,87099571725#,,, *215727# US (Tacoma)

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Dial by your location

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+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 929 205 6099 US (New York)

Those Board Members present at remote locations will be:

Via Videoconference:

Allen Smallwood

Amber Howard Cornelius

Anne Sublett

Becki Murphy

Charles Greenough

Holly Hayes

John Henry Rule

Margo Shipley

R. Daniel Carter

Rachel Baker

Rachel Thompson

Stephanie Barberousse

Susan Walker

Thomas Landrum

Tim Carney

Tom Kirby

Tralynna Scott

Vani Singhal

Wendy Williams

Yvette Hart

Timothy Michaels-Johnson

Annual Meeting Agenda

Establish Quorum and Call to Order

Tom Kirby, President

Roll Call Order (for votes also):

Allen Smallwood	
Amber Howard Cornelius	
Anne Sublett	
Becki Murphy	
Charles Greenough	
Holly Hayes	
John Henry Rule	
Margo Shipley	
R. Daniel Carter	
Rachel Baker	
Rachel Thompson	
Stephanie Barberousse	
Susan Walker	
Thomas Landrum	
Tim Carney	
Tom Kirby	
Tralynna Scott	
Vani Singhal	
Wendy Williams	
Yvette Hart	

Approval of Agenda

Tom Kirby, President

Approval of Prior Annual Board Meeting Minutes

Tom Kirby, President

Review of Annual Report

Timothy Michaels-Johnson, ED

Report from Treasurer

Thomas Landrum, Treasurer

Election of Board Members

Rachel Thompson, Vice President

Governance Committee's nomination to finish the second term of Lorena Rivas, member of Class I (2020):

Rhiannon Baker

Governance Committee's nominations to succeed themselves for a second term as members of Class II (2021):

Amber Cornelius

R. Daniel Carter

Margo Shipley

Rachel Thompson

Governance Committee's nominations to join the Board of Directors as members of Class II (2021):

Rachel Baker
Marquess Dennis

Election of Board Officers

Rachel Thompson, Vice President

Governance Committee's nominations for Board Officers (2021):

Rachel Thompson, President
Amber Cornelius, Vice President
Margo Shipley, Secretary
Charles Greenough, Treasurer

Adjournment of Annual Meeting

President

Regular Meeting Agenda

Establish Quorum and Call to Order	President
Approval of Agenda	President
Approval of Prior Board Meeting Minutes	President
Review and Acceptance of Financial Report	Treasurer
Executive Director's Report	Timothy Michaels-Johnson, ED
Committee Reports	
a. Executive Committee	President
i. Approval of Executive Committee's actions	
b. Development Committee	John Rule, Chair
c. Finance Committee	Committee Chair
d. Governance Committee	Committee Chair
i. Approval of Individual Board Member Responsibilities revision due to approved revision to Bylaws (see attachments for redline and clean versions of the new bylaws as well as a redline of the proposed changes to the Individual Board Member Responsibilities document).	
ii. Board Orientation Update – to be led by the newly elected Vice President, Amber and to be held in person June 10 4-6 PM with guest speaker Mark Loeber of the Advancement Group.	
iii. TMJ Annual Review – also to be led by Amber and will incorporate some more formalities including goals, etc.	
New Business	President
Date for next meeting – August 24, 2021 at 12:00pm	President
Adjourn	President

Tulsa Lawyers for Children, Inc.
Annual Meeting of the Board of Directors
May 26th, 2020, noon
Virtual Meeting

ANNUAL MEETING MINUTES

Board Members Present: Allen Smallwood, Thomas Kirby, Margo Shipley, Thomas Landrum, Stephanie Barberousse, Arianna Cole, Amber Howard Cornelius, Charles Greenough, Evelyn Hutchison, Becki Murphy, Lorena Rivas, John Rule, Rachel Thompson.

Board Members Excused: R. Daniel Carter and Tralynna Scott.

Anne Sublett was not present.

Others Present: Timothy Michaels-Johnson; Executive Director, Sonya Pyles; Project Coordinator, Courtney Nelbach; Staff Attorney.

The Open Meetings Act requires roll call votes for virtual meetings. We took roll call for attendance.

A quorum was established and the meeting was called to order at 12:06 p.m. by President Allen Smallwood.

The Agenda was approved. Allen Smallwood moved it be accepted and the motion was seconded by Becki Murphy. All Board members present voted yes via roll call.

The prior Annual Board Meeting Minutes were approved. John Rule motioned for approval, Charles Greenough seconded, all Board Members present voted yes via roll call.

Annual Report

Allen Smallwood – The Chair recognized Timothy Michaels-Johnson to present the Annual Report.

The Annual Report was presented by Timothy Michaels-Johnson during this meeting and a copy of the report was provided to all Board of Directors prior to this meeting.

- TLC will be one of the first organizations to post volunteer opportunities on Oklahoma's first pro bono attorney portal, a project of the Oklahoma Access to Justice Foundation.
- TLC is exploring collaboration with Oklahoma Indian Legal Services to improve our online resources with ICWA-specific guidelines and procedures.
- TLC was permitted to submit a letter of Inquiry to the Sarkeys Foundation despite transition in leadership.
- TLC received a \$25,000 grant from Coretz Family Foundation, despite being cautioned to not expect a gift in light of their COVID-19 response efforts.

- Oklahoma Bar Foundation has offered assistance in advertising our training opportunities to a wider audience.

Timothy Michaels-Johnson informed the Board that he intends to position TLC to weather the potential impact of the current financial crisis on next year's funding and to thrive amidst possible changes to parent and child representation models in Oklahoma.

Financial Report

Allen Smallwood – The Chair recognized Thomas Landrum to present the Report of the Treasurer.

Thomas Landrum provided the Board with a financial report. He informed the Board that Tulsa Lawyers for Children is in a very good position. He recognized TLC's previous Executive Director and current Executive Director for their great work on creating a sustainable budget.

Thomas Landrum expressed that there are some concerns on the horizon for next year due to COVID-19.

Thomas Landrum was pleased to inform the Board that our current reporting system has now been in effect for an entire year.

Election of Board Members

Allen Smallwood – The Chair recognized Tom Kirby to present the Governance Committee's nominations for Board Members.

Thomas Kirby asked for a motion to waive the 60 day notice of Governance Committee nominations as required by Section 4.1 (b) of our bylaws. Allen Smallwood moved, Charles Greenough seconded. All Board Members present voted in favor via roll call.

Thomas Kirby informed the Board of the Governance Committee's nomination of Thomas Kirby, Charles Greenough, Thomas Landrum, and Lorena Rivas to succeed themselves to serve a second three-year term. Each have been met with and agreed to continue serving. Thomas Kirby moved for the acceptance, John Rule seconded. All Board Members present voted in favor via roll call.

Thomas Kirby informed the Board of the Governance Committee's nomination of Yvette Hart, Susan Walker, Vani Singhal, Tim Carney, and Wendy Williams to join the Board of Directors and that the Board received copies of their CVs. Thomas Kirby asked for a motion, Charles Greenough seconded.

Thomas Landrum asked if the nominees were on the call and expressed concern of a possible conflict with Yvette Hart. Allen Smallwood also voiced concern.

Timothy Michaels-Johnson and Becki Murphy provided their input and a brief discussion ensued.

All Board Members present voted in favor via roll call with the following exceptions:

Thomas Landrum – No, only as to Yvette Hart

Margo Shipley – No, only as to Yvette Hart

Lorena Rivas – No, only as to Yvette Hart

John Rule – No, only as to Yvette Hart

All five nominees were approved with the objections noted.

Election of Board Officers

Allen Smallwood – The Chair recognized Tom Kirby to present the Governance Committee's nominations for Board Officers.

Thomas Kirby informed the Board that a University of Tulsa College of Law student has not been identified to fill the Law Student Director position and the Governance Committee does not have any nominations for the position at this time.

Thomas Kirby informed the Board of the Governance Committee's nomination of the following slate of Officers: Thomas Kirby – President; Rachel Thompson- Vice President; Margo Shipley- Secretary; and Thomas Landrum- Treasurer.

Thomas Kirby moved for the acceptance of this slate of officers of the Board of Directors, John Rule seconded. The motion was approved. All Board Members present voted yes via roll call.

Allen Smallwood passed the gavel to Tom Kirby who promptly adjourned the Annual Meeting at 12:41 p.m.


Margo Shipley, Secretary

Tulsa Lawyers for Children
Balance Sheet
As of March 31, 2021

	<u>Mar 31, 21</u>
ASSETS	
Current Assets	
Checking/Savings	
100000 · Bank of Oklahoma	231,758.15
Total Checking/Savings	<u>231,758.15</u>
Accounts Receivable	
110000 · Grants Receivable	50,000.00
Total Accounts Receivable	<u>50,000.00</u>
Other Current Assets	
150000 · Tulsa Community Foundation	36,738.71
155000 · Prepaid Expenses	4,071.36
Total Other Current Assets	<u>40,810.07</u>
Total Current Assets	<u>322,568.22</u>
TOTAL ASSETS	<u><u>322,568.22</u></u>
LIABILITIES & EQUITY	
Equity	
320000 · Temp. Restricted Net Assets	90,318.00
330000 · Unrestricted Net Assets	190,997.71
Net Income	41,252.51
Total Equity	<u>322,568.22</u>
TOTAL LIABILITIES & EQUITY	<u><u>322,568.22</u></u>

Tulsa Lawyers for Children
Profit & Loss Budget vs. Actual
January through March 2021

												TOTAL			
				Jan 21	Budget	Feb 21	Budget	Mar 21	Budget	Jan - Mar 21	Budget				
Income															
400000 · Income															
410000 · Contributions															
			410100 · Foundations	500.00	0.00	0.00	3,000.00	40,000.00	25,000.00	40,500.00	28,000.00				
			410200 · Law Firms	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00				
			410300 · Corporations	250.00	0.00	0.00	0.00	485.15	0.00	735.15	0.00				
			410400 · Individuals	0.00	500.00	0.00	500.00	0.00	500.00	0.00	1,500.00				
			410500 · Board Members	125.00	0.00	0.00	0.00	0.00	0.00	125.00	0.00				
			410000 · Contributions - Other	0.00		235.26		0.00		235.26					
Total 410000 · Contributions				875.00	500.00	235.26	3,500.00	40,485.15	25,500.00	41,595.41	29,500.00				
420000 · Special Event Income				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00				
430000 · Government Grants				7,544.67	8,000.00	7,282.90	8,000.00	7,616.66	8,000.00	22,444.23	24,000.00				
400000 · Income - Other				0.00	0.00	0.00	0.00	192.89	0.00	192.89	0.00				
Total 400000 · Income				8,419.67	8,500.00	7,518.16	11,500.00	48,294.70	33,500.00	64,232.53	53,500.00				
440000 · Paycheck Protection Program				42,870.00		0.00		0.00		42,870.00					
Total Income				51,289.67	8,500.00	7,518.16	11,500.00	48,294.70	33,500.00	107,102.53	53,500.00				
Expense															
500000 · Salaries															
			510000 · Executive Director Salary	6,666.66	6,666.66	6,666.66	6,666.66	6,666.66	6,666.66	19,999.98	19,999.98				
			510100 · Exec Director Payroll Taxes	510.00	510.00	510.01	510.00	509.99	510.00	1,530.00	1,530.00				
			510200 · Exec Director Retirement	-133.32	200.00	-133.32	200.00	-133.32	200.00	-399.96	600.00				
			520000 · Program Coordinator Salary	3,333.32	3,333.33	3,333.32	3,333.33	3,333.32	3,333.33	9,999.96	9,999.99				
			520100 · Program Coordinator Payroll Tax	255.00	255.00	254.99	255.00	255.01	255.00	765.00	765.00				
			520200 · Program Coordinator Retirement	-66.66	100.00	-66.66	100.00	-66.66	100.00	-199.98	300.00				
			540000 · Staff Attorney Salary	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	4,000.00	12,000.00	12,000.00				
			540100 · Staff Attorney Payroll Taxes	306.00	306.00	306.00	306.00	306.00	306.00	918.00	918.00				
			540200 · Staff Attorney Retirement	-80.00	120.00	-80.00	120.00	-80.00	120.00	-240.00	360.00				
			550000 · Health	1,906.67	1,906.67	1,906.67	1,906.67	1,906.67	1,906.67	5,720.01	5,720.01				
			550100 · Vision	47.96	47.96	47.96	47.96	47.96	47.96	143.88	143.88				

Tulsa Lawyers for Children
Profit & Loss Budget vs. Actual
January through March 2021

												TOTAL	
				Jan 21	Budget	Feb 21	Budget	Mar 21	Budget	Jan - Mar 21	Budget		
550200 · Dental				273.00	273.00	273.00	273.00	273.00	273.00	819.00	819.00		
550300 · Retirement				559.96		559.96		559.96		1,679.88			
Total 500000 · Salaries				17,578.59	17,718.62	17,578.59	17,718.62	17,578.59	17,718.62	52,735.77	53,155.86		
600000 · Expenses													
610000 · Insurance													
610100 · Board of Directors				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
610200 · Malpractice				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
610300 · Workers Compensation				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
610400 · Business Owners				0.00	0.00	0.00	0.00	0.00	700.00	0.00	700.00		
610500 · Umbrella				0.00	0.00	0.00	0.00	0.00	425.00	0.00	425.00		
Total 610000 · Insurance				0.00	0.00	0.00	0.00	0.00	1,125.00	0.00	1,125.00		
620000 · Information Technology													
620100 · Website Hosting				0.00	0.00	108.00	110.00	0.00	0.00	108.00	110.00		
620200 · Technology Services				594.50	570.00	50.00	20.00	0.00	20.00	644.50	610.00		
620300 · Graphics & Printing				0.00	0.00	0.00	0.00	0.00	75.00	0.00	75.00		
Total 620000 · Information Technology				594.50	570.00	158.00	130.00	0.00	95.00	752.50	795.00		
630000 · Case Expenses													
630100 · Mileage				330.05	2,000.00	95.76	2,000.00	403.95	2,000.00	829.76	6,000.00		
630000 · Case Expenses - Other				20.00	500.00	0.00	500.00	0.00	500.00	20.00	1,500.00		
Total 630000 · Case Expenses				350.05	2,500.00	95.76	2,500.00	403.95	2,500.00	849.76	7,500.00		
640000 · Office Expenses													
640100 · Postage				122.35	25.00	0.00	25.00	0.00	25.00	122.35	75.00		
640200 · Office Supplies				131.98	100.00	69.61	100.00	0.00	100.00	201.59	300.00		
640300 · Meetings & Events				0.00	0.00	0.00	200.00	0.00	0.00	0.00	200.00		
640400 · Equipment				0.00	3,000.00	0.00	0.00	0.00	0.00	0.00	3,000.00		
640450 · Equipment Maintenance				0.00	0.00	0.00	200.00	0.00	0.00	0.00	200.00		
640500 · Telecommunications				646.10	200.00	347.03	200.00	150.00	200.00	1,143.13	600.00		
640600 · Rent				1,499.63	1,500.00	1,499.63	1,500.00	1,499.63	1,500.00	4,498.89	4,500.00		

Tulsa Lawyers for Children
Profit & Loss Budget vs. Actual
January through March 2021

												TOTAL			
				Jan 21	Budget	Feb 21	Budget	Mar 21	Budget	Jan - Mar 21	Budget				
			640000 · Office Expenses - Other	0.00	500.00	40.00	0.00	0.00	0.00	40.00	500.00				
			Total 640000 · Office Expenses	2,400.06	5,325.00	1,956.27	2,225.00	1,649.63	1,825.00	6,005.96	9,375.00				
			650000 · Professional Development												
			650200 · Training / Conferences	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00				
			650300 · Memberships	1,380.00	600.00	0.00	0.00	152.50	0.00	1,532.50	600.00				
			Total 650000 · Professional Development	1,380.00	600.00	0.00	0.00	152.50	0.00	1,532.50	600.00				
			660000 · Training												
			660100 · CLE Fees	0.00	0.00	0.00	50.00	0.00	0.00	0.00	50.00				
			660200 · CLE Lunches	0.00	0.00	0.00	200.00	0.00	0.00	0.00	200.00				
			660300 · Volunteer Recruitment	0.00	100.00	0.00	50.00	65.32	50.00	65.32	200.00				
			660000 · Training - Other	0.00	100.00	0.00	0.00	0.00	0.00	0.00	100.00				
			Total 660000 · Training	0.00	200.00	0.00	300.00	65.32	50.00	65.32	550.00				
			670000 · Fees for Services												
			670100 · Accounting / Auditing	2,349.00	0.00	0.00	0.00	0.00	0.00	2,349.00	0.00				
			670200 · Payroll Services	294.56	150.00	162.86	150.00	122.86	150.00	580.28	450.00				
			670300 · Consulting	975.00	2,137.50	0.00	2,137.50	0.00	2,312.50	975.00	6,587.50				
			670400 · Banking / Credit Card Charges	3.93	25.00	0.00	25.00	0.00	25.00	3.93	75.00				
			670500 · The Advancement Group	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	1,500.00				
			Total 670000 · Fees for Services	3,622.49	3,812.50	162.86	2,312.50	122.86	2,487.50	3,908.21	8,612.50				
			Total 600000 · Expenses	8,347.10	13,007.50	2,372.89	7,467.50	2,394.26	8,082.50	13,114.25	28,557.50				
			700000 · Special Events	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00				
			800000 · Uncategorized Expenses	0.00		0.00		0.00		0.00					
			Total Expense	25,925.69	30,726.12	19,951.48	25,186.12	19,972.85	25,801.12	65,850.02	81,713.36				
			Net Income	25,363.98	-22,226.12	-12,433.32	-13,686.12	28,321.85	7,698.88	41,252.51	-28,213.36				

Tulsa Lawyers for Children

Profit & Loss

January through March 2021

	<u>Jan - Mar 21</u>
Income	
400000 · Income	
410000 · Contributions	
410100 · Foundations	40,500.00
410300 · Corporations	735.15
410500 · Board Members	125.00
410000 · Contributions - Other	235.26
Total 410000 · Contributions	<u>41,595.41</u>
430000 · Government Grants	22,444.23
400000 · Income - Other	192.89
Total 400000 · Income	<u>64,232.53</u>
440000 · Paycheck Protection Program	42,870.00
Total Income	<u>107,102.53</u>

Expense	
500000 · Salaries	
510000 · Executive Director Salary	19,999.98
510100 · Exec Director Payroll Taxes	1,530.00
510200 · Exec Director Retirement	-399.96
520000 · Program Coordinator Salary	9,999.96
520100 · Program Coordinator Payroll Tax	765.00
520200 · Program Coordinator Retirement	-199.98
540000 · Staff Attorney Salary	12,000.00
540100 · Staff Attorney Payroll Taxes	918.00
540200 · Staff Attorney Retirement	-240.00
550000 · Health	5,720.01
550100 · Vision	143.88
550200 · Dental	819.00
550300 · Retirement	1,679.88
Total 500000 · Salaries	<u>52,735.77</u>

600000 · Expenses	
620000 · Information Technology	
620100 · Website Hosting	108.00
620200 · Technology Services	644.50
Total 620000 · Information Technology	<u>752.50</u>
630000 · Case Expenses	
630100 · Mileage	829.76
630000 · Case Expenses - Other	20.00
Total 630000 · Case Expenses	<u>849.76</u>

Tulsa Lawyers for Children
Profit & Loss
January through March 2021

	<u>Jan - Mar 21</u>
640000 · Office Expenses	
640100 · Postage	122.35
640200 · Office Supplies	201.59
640500 · Telecommunications	1,143.13
640600 · Rent	4,498.89
640000 · Office Expenses - Other	40.00
Total 640000 · Office Expenses	<u>6,005.96</u>
 650000 · Professional Development	
650300 · Memberships	1,532.50
Total 650000 · Professional Development	<u>1,532.50</u>
 660000 · Training	
660300 · Volunteer Recruitment	65.32
Total 660000 · Training	<u>65.32</u>
 670000 · Fees for Services	
670100 · Accounting / Auditing	2,349.00
670200 · Payroll Services	580.28
670300 · Consulting	975.00
670400 · Banking / Credit Card Charges	3.93
Total 670000 · Fees for Services	<u>3,908.21</u>
 Total 600000 · Expenses	13,114.25
 800000 · Uncategorized Expenses	<u>0.00</u>
Total Expense	<u>65,850.02</u>
 Net Income	<u><u>41,252.51</u></u>



MARQUESS DENNIS

THE FOUNDER/EXECUTIVE DIRECTOR B.R.L.L.

Marquess Dennis is the Father of 3 & Founder/Executive Director of Birthright Living Legacy; he is also a current member of the Tulsa World Community Advisory Board. Marquess was an active member of Leadership Tulsa's New Voice class 11 and served "Palmer Continuum Care" as an intern. Rotary club member, also volunteering to co-lead the "Service" sub crew for TYPROS as well as 2020 PCAT Fellowship. Professionally, Marquess is currently a marketing rep/Office Mgr for Aspen Dental and held GM's position for such organizations as Fox Cleaners, Tulsa Event Center. As an Entrepreneur, he became the first Partner/Owner DJ Connection Dallas and created their franchise model. I have also requested to speak as a Public Speaker for such organizations as OK2Grow, Victory Christian Center, The Tulsa Dream Center & Birthright Living Legacy. He was the founding member of such projects as 918 Night Train, Juliet Films, and Epic Photography, and founding. As for politics, I served as Office Mgr. for Clay Clark's 2009 Mayoral Campaign. Graduate of such programs as, D.L.I. Dry Cleaning Tec, Leadership Tulsa New Voice, and Tulsa Welding School. He is involved with Victory Church as a Section Usher and Men's Discipleship Leader at his church Victory

If you would like to contact me for any thing coming up,
918-691-9140 - MTD232@gmail.com



PERSONAL PROFILE

Solution-focused, versatile management professional, effective, joyful and impactful communicator who loves to develop leaders and empower organizations. Creative by nature and loves to add value to a team or as a single representative. ENTJ - Myers & Briggs I enjoy being a proactive team player with a proven ability to meet challenging opportunities and deadlines in an efficient manner.

CONTACT

📍 6703 E. 28th Pl
Tulsa Ok, 74129

✉ MTD232@gmail.com

☎ 918-691-9140

in /marquessdennis

EDUCATION

East Central - Diploma
D.L.I .Institute - Masters Degree
Tulsa Welding School - Masters

SKILLS

- Exceptional communication and networking skills
- Successful working in a team environment, as well as independently
- The ability to work under pressure and multi-task
- Strong Leadership and Develop Skills
- MS Word, Powerpoint, Excel, Outlook

WORK EXPERIENCE

Fox Cleaners: Operations Manager

2013 - 2020

This position allowed me to be independently in charge of sales, marketing, training, staffing, scheduling, and operations for five locations and 50 employees. During my tenure I was able to reduce cost by fifty percent and increase revenue by thirty percent.

Tulsa Event Center: General Manager

2012 - 2013

This position allowed me to coordinate events for individuals and corporations. I supervised sales and marketing. Implemented processes to book events for the center using various marketing channels. During my tenure here I launched and overseen two grand openings for two different corporations.

RACHELBAKER

10001 E. 100th Pl. N.

Owasso, OK 74055

Cell Phone: (918) 630-3409

E-mail: rachelbaker728@yahoo.com

WORK EXPERIENCE

The University of Tulsa College of Law, Tulsa, OK, January 2017-Present

Associate Dean and Director of Professional Development, July 2019 - Present

- Provide law students and alumni with placement assistance including counseling on job market conditions, personal strategies, document review, and opportunities available locally and nationwide.
- Administer on- and off-campus career development events, career and internship fairs, networking opportunities
- Oversee all aspects of office budget and social media presence
- Develop and deliver a full range of career and professional development programming
- Plan curriculum and jointly instruct the Dean's Seminar on the Legal Profession which explores legal career paths with first year law students and resources available to support them
- Engage with the TU Law Alumni Board, the Dean's Advisory Board, the Sustainable Energy and Resources Advisory Board, the Oklahoma Bar Association, the Tulsa County Bar Association, and other organizations to recruit and retain employers and mentors, and involve alumni in the creation and execution of career and professional development programming
- Present regularly to law students, potential law students, pre-law advisors, employers, alumni, and advisory boards on topics relevant to the applicable audience
- Provide individualized and small group career guidance to students, including career path options, internships, resources available, and professional coaching
- Collect, maintain, analyze, and report detailed graduate employment data to the American Bar Association, The Association for Legal Career Professionals, and U.S. News & World Report

Associate Director of Professional Development, January 2017 - July 2019

- Counseled JD candidates and alumni on career path, job search strategy and market conditions; coach students regarding personal strategies and placement opportunities locally and nationwide.
- Researched current and prospective legal market trends to identify promising geography and practice areas for job growth; market graduates and students to employers and target prospective employers.
- Facilitated the Oklahoma Licensed Legal Intern Program and counsel out-of-state students on geographical equivalent; coached students via mock interview programming.
- Administered on campus interview program; compilation of ABA and NALP graduate employment data; provided resume and cover letter review and support.

Doerner Saunders Daniel & Anderson, LLP, Tulsa, OK, February 2016 – January 2017

Associate Attorney

- Managed individual case load, as well as assisted various partners with different aspects of their domestic litigation cases, including high profile divorce cases with substantial business and personal property disputes, as well as alimony and custody issues.
- Conducted client meetings, mediation, and various court proceedings, from temporary orders to trials. Reviewed and managed discovery responses and deficiencies.
- Oversaw and/or participated in various administrative and community based projects both inside and outside the firm.

Rachel L. Baker, PLLC, Tulsa, OK, Attorney/Owner April 2013 – February 2016

Attorney/Owner

- Sole attorney for family law practice; served multiple counties including Creek, Rogers, Tulsa, Okmulgee, Osage, and Wagoner Counties.
- Oversaw all aspects cases, from client meetings to trials, as well as managed all office administrative needs including accounting, billing, and marketing.

Feamster & Carroll, PLLC, Tulsa, OK, October 2011 – April 2013

Associate Attorney, September 2012 – April 2013

- Provided litigation support including conducting legal research on various family law related issues, drafting memorandums/petitions/orders, and requested and reviewed discovery.

- Conducted depositions, hearings and trials
- Managed independent case load related to all aspects of divorce, paternity, adoption, and guardianship issues.

Licensed Legal Intern, October 2011 – September 2012

- Assisted Partners in all aspects of cases.
- Participated in hearings, and other courtroom activity under the direct supervision of a licensed attorney.

Tulsa County District Court, Tulsa, OK, June 2011 – August 2011

Intern for the Honorable Judge Mark Barcus

- Assisted in reviewing and managing reports as to the status of high conflict cases referred to High Conflict Docket.
- Performed legal research and briefed areas of law as requested by the Court.

Tulsa Lawyers for Children, Tulsa, OK, June 2010 – August 2010

Intern

- Met with children picked up by the Oklahoma Department of Human Services and reported findings to the Juvenile Court during a Show Cause hearing.

Domestic Violence Intervention Services, Tulsa, OK, June 2010 – August 2010

Intern

- Researched case law and drafted pleadings, performed initial client intake interviews and gathered discovery.
- Assisted clients with Protective Order applications.

Rogers County Abstract, Claremore, OK, August 2008 – August 2009

Abstract Coordinator

- Coordinated abstract orders and tracked progress of final searches and abstracting.

Anchor Title & Closing, LLC, Claremore, OK, October 2007 – July 2008

Escrow Officer/Closer

- Prepared all closings, including drafting deeds and affidavits; created and balanced settlement statements, disbursed closing proceeds, provided services for courtesy closings, and completed files for issuance of title policy.

Snyder Abstract & Title Company, Inc., Snyder, TX, March 2003-October 2007

Licensed Escrow Officer

- Opened all new guaranty files for examination.
- Prepared title commitments, title policies, and resolved title issues needed to close transactions.
- Coordinated title evidence for multi-million dollar wind power transactions with underwriting title companies.

EDUCATION

The University of Tulsa College of Law - *Juris Doctor with Honor*, May 2012

- Tulsa Law Review - Articles Research Editor
- OBA Outstanding Family Law Student Award Recipient - Spring 2011
- Completed Basic Mediation and Family & Divorce Mediation Training Practicum Requirements through Early Settlement of Oklahoma

Midwestern State University - *Bachelor of Arts and Applied Science*, August 2003

- Graduated Magna Cum Laude
- Named to the Presidents and Vice President's List

MEMBERSHIPS & PROFESSIONAL INVOLVEMENT

- Oklahoma Bar Association - Member (2012-Present)
- Tulsa County Bar Association - Member (2012-Present)
- Tulsa Title & Probate Lawyers Association - Member (2016-Present)
- National Association for Law Placement - Member (2017-Present)
- Licensed Legal Internship Committee (2017-Present)
- Tulsa Lawyers For Children - Volunteer Attorney (2017-Present)
- Supreme Court Reviewing Panel - Supreme Court Appointed Member (2018-Present)
- Southeastern Minority Job Fair Registration Coordinator (2019)

RHIANNON K. BAKER

4302 E 79th St. • Tulsa, OK 74136 • (918) 381-4350 • rktb4788@gmail.com

LEGAL EXPERIENCE

- Attorney** **Secrest, Hill, Butler & Secrest** **Tulsa, OK** **2021-present**
- Practice areas include, but are not limited to, professional liability and other insurance defense matters
- Senior Associate** **Fredrikson & Byron** **Des Moines, IA** **2019-2020**
- Practice focused on general business litigation, including construction and employment law matters
- Attorney** **Holden Litigation** **Tulsa, OK** **2018-2019**
- Lead attorney for civil litigation practice included construction litigation, professional liability, property damage, personal injury, and other insurance defense litigation matters
- Attorney** **McDaniel Acord** **Tulsa, OK** **2016-2018**
- Practice focused on civil litigation and included professional liability defense, construction, environmental, and commercial litigation, as well as personal injury matters and insurance defense
- Law Clerk** **U.S. Magistrate Judge Paul J. Cleary, N. District of Oklahoma** **2012-2016**
- Conducted and compiled extensive legal research necessary for legal determinations before the court
 - Prepared draft orders & legal memoranda, including appropriate suggestions or recommendations to the judge
 - Administrative management of docket and supervision of judicial externs
- Attorney** **Atkinson, Haskins, et al.** **Tulsa, OK** **2009-2012**
- Full range of motion and appellate practice in state and federal courts; emphasis on legal research and writing
 - Areas of Practice: primarily insurance defense, medical malpractice defense, tort litigation, and product liability; other areas included Indian law, commercial litigation, construction law

EDUCATION

- University of Tulsa College of Law** **Juris Doctor, With Highest Honor, May 2009, Rank: 4/164 , GPA: 3.649**
- Order of the Curale Chair • Executive Editor, Tulsa Law Review
 - CALI Awards: Torts; Legal Reasoning, Analysis & Writing II; Criminal Procedure; Comparative Bioethics
 - Certificate in Health Law; AMA/BN Award for Excellence in Health Law
 - Robert C. Butler, Jr. Award for Excellence in Legal Scholarship and Writing
- University of Oklahoma** **University of Tulsa**
- Master of Human Relations, 2003, GPA 4.0/4.0 Bachelor of Arts, cum laude, Psychology, 2000

PROFESSIONAL ASSOCIATIONS AND MEMBERSHIP

- 2018 Super Lawyers Rising Star, Civil Litigation
- Leadership Tulsa, Class 58
- American Inns of Court, Council Oak / Johnson-Sontag Inn
- 2015-2017 Board Member, University of Tulsa Law Alumni Association
- 2016-2018 Volunteer Attorney, Tulsa Lawyers for Children
- 2018-2019 Board Member, Oklahoma Bar Association Young Lawyer Division
- 2019-2020 Board Member, Iowa Coalition Against Sexual Assault

PUBLICATIONS/PRESENTATIONS

- Sex Offender Residency Restrictions Are Not “OK”: Why Oklahoma Needs to Amend the Sex Offenders Registration Act, 44 Tul. L. Rev. 617 (2009)
- Presenter, 2019 Mental Health Issues in the Workplace CLE

Tulsa Lawyers for Children, Inc.
Meeting of the Board of Directors
March 23, 2021, noon
Special Meeting

MINUTES

Board Meeting Held virtually via Zoom:

<https://us02web.zoom.us/j/82240569908?pwd=VzNLWjVQUTAwOHdnV3gzV1pzTW4yUT09>

Meeting was called to order at 12:00 p.m. by Thomas Kirby.

Quorum was achieved by Roll Call.

Allen Small Wood	present
Amber Cornelius	present
Anne Sublett	present
Becki Murphy	excused
Charles Greenough	present
Holly Hayes	absent
John Rule	present
Lorena Rivas	present
Margo Shipley	present
Daniel Carter	excused
Rachel Baker	present
Rachel Thompson	present
Sephanie Barberousse	excused
Susan Walker	present
Thomas Landrum	present
Tim Carney	present
Tom Kirby	present
Tralynna Scott	present
Vani Singhal	present
Wendy Williams	present
Yvette Hart	present

Others Present: Timothy Michaels-Johnson, Executive Director; Sonya Pyles, Program Coordinator; Paige Lovoi, Extern; Mark Loeber, The Advancement Group

Approval of Agenda

Allen Smallwood moved for the approval of the Meeting Agenda, Tim Carney seconded. A Roll Call vote was taken:

Allen Small Wood	yes
Amber Cornelius	yes
Anne Sublett	yes
Becki Murphy	absent
Charles Greenough	yes
Holly Hayes	absent
John Rule	yes
Lorena Rivas	yes
Margo Shipley	yes
Daniel Carter	absent
Rachel Baker	yes
Rachel Thompson	yes
Stephanie Barberousse	absent
Susan Walker	yes
Thomas Landrum	yes
Tim Carney	yes
Tom Kirby	yes
Tralynna Scott	yes
Vani Singhal	yes
Wendy Williams	yes
Yvette Hart	yes

Motion passed.

Ratification of Board Decisions at the Special Meeting of 12/9/2020

Yvette Hart moved to ratify the Board Decisions of the December 9, 2020 Special Meeting, Allen Smallwood second. A Roll Call Vote was taken:

Allen Small Wood	yes
Amber Cornelius	yes
Anne Sublett	yes
Becki Murphy	absent
Charles Greenough	yes
Holly Hayes	absent
John Rule	yes
Lorena Rivas	yes
Margo Shipley	yes
Daniel Carter	absent
Rachel Baker	yes
Rachel Thompson	yes
Stephanie Barberousse	absent
Susan Walker	yes
Thomas Landrum	yes
Tim Carney	yes
Tom Kirby	yes
Tralynna Scott	abstained
Vani Singhal	yes
Wendy Williams	yes
Yvette Hart	yes

Motion passed

Approval of Prior Board Meeting Minutes

Allen Smallwood moved to Board Meeting Minutes of December 9, 2020, John Rule second. A Roll Call Vote was taken:

Allen Small Wood	yes
Amber Cornelius	yes
Anne Sublett	yes
Becki Murphy	absent
Charles Greenough	yes
Holly Hayes	absent
John Rule	yes
Lorena Rivas	yes
Margo Shipley	yes
Daniel Carter	absent
Rachel Baker	yes
Rachel Thompson	yes
Stephanie Barberousse	absent
Susan Walker	yes
Thomas Landrum	yes
Tim Carney	yes
Tom Kirby	yes
Tralynna Scott	yes
Vani Singhal	yes
Wendy Williams	yes
Yvette Hart	yes

Motion Passed

Financial Report

Thomas Kirby – The Chair recognized Thomas Landrum to present the Financial Report.

All Board Members were provided a copy of the Financial Report Prior to the Board Meeting for review.

Thomas Landrum informed the Board that we are ahead in income. The Finance Committee authorized the second PPP Loan and we received the money. He has no concerns that we are compliant in spending the funds and expects the loan to be forgiven. TLC was expecting a net loss, but actually has a surplus. He reports that all things look good.

Executive Director's Report

Thomas Kirby – The Chair recognized Timothy Michaels-Johnson to present the Executive Director's Report.

All Board Members were provided a copy of the Executive Director's Report prior to the Board Meeting for review.

Timothy Michaels-Johnson updated the Board on the receipt of the second round of PPP loans and that after communicating with the Finance Committee took action to hire a second staff attorney. Hope Shepard-Mahaffey will begin May 1, 2021.

Timothy Michaels-Johnson updated the Board on the use of law student volunteers and work with Externs, including the interviewing of three possible externs for the summer.

Timothy Michaels-Johnson updated the Board on the number of clients represented by staff and volunteers and emphasized the need to increase volunteer recruitment.

Timothy Michaels-Johnson updated the Board on the fingerprinting requirements VOCA will be instituting and that TLC is working with CASA to determine how to accomplish this task and emphasized the need to refocus on individual giving to replace VOCA funding in the future.

Timothy Michaels-Johnson updated the Board on the 2021 Grant Requests.

Timothy Michaels-Johnson updated the Board on future trainings and opportunities to work with the TCBA on advertising our trainings.

Timothy Michaels-Johnson informed the Board of our upcoming training on 4/15/2021, to be taught by Board Member, Wendy Williams.

Timothy Michaels-Johnson update the Board on the Development Committee's desire to host an in-person Volunteer Appreciation Event.

Timothy Michaels-Johnson informed the Board of Charles Greenough's assistance with the grant request to The Sharna and Irvin Frank Foundation.

Timothy Michaels-Johnson informed the Board of TLC receiving a \$10,000 check from Commonwealth which was mailed in December, but we received it in March. We also received \$25,000 from Schusterman.

Governance Committee

Thomas Kirby – The Chair recognized Rachel Thompson to present the Governance Committee's Report.

Rachel Thompson informed the Board of the committee meeting a couple times since our last Board of Director's Meeting. The committee is looking for nominations for a new president due to Thomas Kirby stepping down. She asked Board Members to nominate at least one person. We will also need to consider a new Board Member due to Allen Smallwood stepping down as well. Rachel asked the Board to submit nomination and suggestions prior to the next scheduled meeting on 4/6/2021.

Rachel Thompson informed the Board of a proposal for changes to the By Laws. Changes are made on Page 15. Anne Sublett and Vani Singhal commented, and a brief discussion ensued.

Thomas Landrum informed the Board that he had discussion, but will hold until a motion.

Thomas Landrum commented that he is not going to vote in favor of this provision because he feels like we can do better.

Rachel Thompson moved to modify the bylaws as presented to the Board, modifying term limits, Anne Sublett second. A Roll Call vote was taken:

Allen Small Wood	yes
Amber Cornelius	yes
Anne Sublett	yes
Becki Murphy	absent
Charles Greenough	yes
Holly Hayes	absent
John Rule	no
Lorena Rivas	no
Margo Shipley	Left 12:45
Daniel Carter	absent
Rachel Baker	abstained
Rachel Thompson	yes
Stephanie Barberousse	absent
Susan Walker	yes
Thomas Landrum	no
Tim Carney	yes
Tom Kirby	yes
Tralynna Scott	yes
Vani Singhal	yes
Wendy Williams	yes
Yvette Hart	yes

Motion Passed

Rachel Thompson updated the Board on the Annual Review for Timothy Michaels-Johnson being held in July and the Board Orientation will be held over the summer months.

Rachel Thompson informed the Board that the Governance Committee had discussion on background checks and they plan to work on it.

Development Committee

Thomas Kirby – The Chair recognized John Rule to present the Development Committee's Report.

Thomas Kirby informed the Board of the committee meeting a couple times since our last Board of Directors Meeting.

Thomas Kirby proposed to discuss the concept of the committee's plan to amend their job description. They plan to work on the language after the Board approves the rewrite of it. The proposed change will expand on volunteer recruitment. A brief discussion ensued.

Timothy Michaels-Johnson gave an explanation to the Board on how the Development Committee would be involved in volunteer recruiting.

John Rule suggested that a different/additional committee be formed to focus on volunteer recruitment.

John Rule informed the Board of the Development committee planning to meet on 4/8/2021 for fund raising planning.

Timothy Michaels-Johnson informed the Board of a friendly competition with Oklahoma County.

John Rule updated the Board on how we are waiting to see how things go regarding Covid before planning an in-person Volunteer Appreciation Event.

Executive Committee

Thomas Kirby presented the Executive Committee Report.

Thomas Kirby explained the two decision made by the Executive Committee and sought Board approval.

Thomas Landrum moved to approve the Executive Committee decision to apply for the second round of PPP Loans, Rachel Thompson seconded. A Roll Call vote was taken:

Allen Small Wood	Left 12:48
Amber Cornelius	yes
Anne Sublett	yes
Becki Murphy	absent
Charles Greenough	yes
Holly Hayes	absent
John Rule	yes
Lorena Rivas	yes
Margo Shipley	Left 12:45
Daniel Carter	absent
Rachel Baker	yes
Rachel Thompson	yes
Stephanie Barberousse	absent
Susan Walker	yes
Thomas Landrum	yes
Tim Carney	yes
Tom Kirby	yes
Tralynna Scott	yes
Vani Singhal	yes
Wendy Williams	yes
Yvette Hart	yes

Motion Passed.

Anne Sublett moved to approve the Executive Committee decision to cancel the February General Meeting of the Board, Tralynna Scott second. A Roll Call vote was taken:

Allen Small Wood	Left 12:48
Amber Cornelius	yes
Anne Sublett	yes
Becki Murphy	absent
Charles Greenough	yes
Holly Hayes	absent
John Rule	yes
Lorena Rivas	Left 1:00
Margo Shipley	Left 12:45
Daniel Carter	absent
Rachel Baker	yes
Rachel Thompson	yes
Stephanie Barberousse	absent
Susan Walker	yes
Thomas Landrum	yes
Tim Carney	yes
Tom Kirby	yes
Tralynna Scott	yes
Vani Singhal	yes
Wendy Williams	yes
Yvette Hart	yes

Motion Passed

Finance Committee

Thomas Kirby – The Chair recognized Thomas Landrum to present the Finance Committee's Report.

Thomas Landrum informed the Board of the Committee meeting on 2/3/2021 to review financials. He recognized and gave a special thanks to Timothy Michaels-Johnson and Angela Moore for their great work.

Thomas Landrum reminded the Board of the importance of giving their annual gifts.

Thomas Landrum informed the Board that of our \$42,000 substantial deviation from our approved budget. He informed the Board of one committee member specifically suggesting a provision and the committee decided to bring it in front of the Board on how we spent the additional funds. Thomas recognized Timothy Michaels-Johnson for his wise decision-making in how the additional money is being used. Thomas expressed being impressed by Timothy's well-developed plan in regard to hiring a new Staff Attorney. A brief discussion ensued after Anne Sublett raised a question regarding spending extra income that is not budgeted.

Old Business

Thomas Kirby – The Chair recognized Mark Loeber of The Advancement Group to provide information on the work their group will be assisting TLC with.

Given the limited time available for his presentation, Mark Loeber suggested his presentation be provided at a future meeting. Discussion was held and Mark Loeber was invited to the Board Orientation in July 2021 to make his presentation.

New Business

Thomas Kirby – The Chair opened the floor for new business. There was none.

Date for Next Meeting (General and Annual): May 25, 2021 at 12:00pm.

Meeting Adjourned at 1:19 p.m.

s/Margo E. Shipley
Margo E. Shipley
Secretary

Tulsa Lawyers for Children
Executive Committee Minutes
March 30, 2021, 12:00pm

Present via ZOOM: Tom Kirby, Chair

Rachel Thompson, Thomas Landrum, Margo Shipley, Timothy Michaels-Johnson (TMJ)

Tom Kirby explained the request of TMJ for Executive Committee approval to apply for the National Association of Counsel for Children's State Coordinator Position. Tom Kirby and TMJ clarified that this position will be in addition to and substantially separate from his TLC duties. However, TMJ did note there would likely be some crossover, especially in the realm of training preparation and presentation.

All members of the Executive Committee voiced support of TMJ applying for the position.

Meeting Adjourned.

**SECOND AMENDED AND RESTATED BYLAWS
OF
TULSA LAWYERS FOR CHILDREN, INC.**
(An Oklahoma Not-For-Profit Corporation)
(Third Amendment and Restatement – March 23, 2021)

ARTICLE I

NAME AND OFFICES

1.1. Name. The name of the organization is Tulsa Lawyers for Children, Inc. (the “Corporation”).

1.2. Offices. The principal office of the Corporation shall be located in the County of Tulsa, State of Oklahoma. The Corporation may also have other offices within the State of Oklahoma as the Corporation’s Board of Directors (the “Board”) may from time to time determine or the business of the Corporation may require.

ARTICLE II

PURPOSES

The primary purpose of the Corporation is to provide legal services to abused and neglected children, together with such other ancillary and related matters as may be necessary or useful to perform such services. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

MEMBERS

The membership of the Corporation shall consist of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.1. Number and Term of Office.

(a) The number of directors who shall constitute the whole Board shall be such number as may be fixed from time to time by the Board, except that the number of directors constituting the Board shall at no time be less than nine (9) nor more than twenty-one (21). Each member of the Board shall have one (1) vote for all purposes, except that the Executive Director of the Corporation, who shall serve as an *ex officio* member of the Board and shall not count towards the number of directors, shall have no voting rights.

(i) Except for the Executive Director and except for the “Law Student Director” (defined below), who shall be elected annually as set forth below, the directors shall be and are divided into three (3) classes (Class I, Class II and Class III), which shall serve staggered three (3) year terms. The number of directors in each class shall be as nearly equal as the then-authorized number of directors constituting the Board permits. The Governance Committee shall make nominations for membership to the Board of Directors by sixty (60) days prior to the applicable annual meeting.

(ii) The goal of this and the following three subsections shall be to ensure a continuing balance of the (A) introduction of new members into the Board with (B) the ability of the Board to have the continuing input and guidance of directors who have a significant history with and knowledge of the Corporation and/or other relevant matters. Accordingly, each director shall serve for a term of three (3) years ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided that, notwithstanding the term expiration provisions set forth above as well as that set forth below for the Law Student Director, each director shall serve until his or her successor is duly elected and qualified or until such director’s death or resignation, whichever is earlier.

(iii) All Directors may succeed themselves after one term if so nominated by the Governance Committee, but, except as provided in subsections (iv) and (v) below, may not serve more than two terms consecutively.

(iv) The immediate past president of the Corporation who would otherwise be barred from succeeding him/herself for an additional consecutive term may be re-elected to serve a one-year term with voting privileges.

(v) Upon expiration of the second or any further consecutive term of a director, the Governance Committee shall determine whether to nominate the respective director for an additional term in order to achieve the balance described in subsection (ii) above.

(b) “Law Student Director” shall refer to a law student enrolled at the time of his or her election to the Board as a law student at The University of Tulsa College of Law. The Law Student Director shall be elected for a one (1) year term at each annual meeting and shall have voting privileges.

(c) Whenever the authorized number of directors is increased between annual meetings of the members, a majority of the directors then in office shall have the power to elect such new directors for the balance of a term and until their successors are elected and qualified. Any decrease in the authorized number of directors shall not become effective until the expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the Board which are being eliminated by the decrease.

4.2. Vacancies. If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the directors remaining in office, even if less than a quorum, may appoint a successor for the unexpired term and until his or her successor is elected and qualified. The unexpired term of a director so appointed shall not be counted as part of the term of any director elected pursuant to Section 4.1 above.

4.3. Regular Meetings. Regular meetings of the Board shall be held at least quarterly at such place or places, on such date or dates, and at such time or times as shall have been established by the Board and publicized among all directors for the transaction of such business as may come before the Board. An annual meeting of the Board (which shall also constitute a regular meeting) for the election of directors and for the transaction of such other business as may come before the Board, including the delivery of annual financial statements, shall be held each year in the month of May at the place, date, and time as may be fixed by the Board or, if not so fixed, as may be determined by the President.

4.4. Special Meetings. Special meetings of the Board may be called by not less than one-third of the voting directors then in office or by the President and shall be held at such place, on such date, and at such time as person(s) who called the meeting shall fix. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

4.5. Notices of Special Meetings. Notice of the place, date, and time of each such special meeting shall be given to each director entitled to vote at such meeting by first class mail with postage prepaid, courier service, personal delivery, or email, directed to each director at his or her address or contact information as it appears in the records of the Corporation, not less than three (3) nor more than thirty (30) days before the meeting. Notice of any special meeting shall indicate the person(s) who called the meeting and to the extent possible the purpose(s) for which it is called. Notice shall be deemed to have been given when sent. Notice of a special meeting need not be given to a director who submits a signed waiver of notice before or before or at the meeting's commencement, or who attends the meeting without protesting (not later than commencement of the meeting) the lack of notice to him or her.

4.6. Quorum. At any meeting of the Board, a majority of the total number of the voting members of the whole Board, but not less than five (5) directors, shall constitute a quorum for all purposes, except for taking the following actions, for which at least two-thirds (2/3) of the voting members of the whole Board shall constitute a quorum: (i) shut down and or dissolve the Corporation; (ii) approve a merger; (iii) amend the Certificate of Incorporation of the Corporation (the "Certificate") or these Bylaws; (iv) hire or fire the Executive Director; or (v) remove a director or officer. If a quorum shall fail to attend any meeting, a majority of the directors present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof, except that notice of such adjournment and other meeting shall be given to any directors who were not present at the time of the adjournment.

4.7. Meetings. All meetings shall be held in person.

4.8. Voting. Except as otherwise provided by law, the Certificate or these Bylaws, the vote of a majority of the voting members of the Board present at the time of a vote, if a quorum is present at such time, shall be the act of the Board. Notwithstanding the foregoing, the following

actions shall require a vote of at least two-thirds (2/3) of the voting members of the whole Board: (i) shut down and or dissolve the Corporation; (ii) approve a merger; (iii) amend the Certificate or these Bylaws; (iv) hire or fire the Executive Director; or (v) remove a director or officer.

4.9. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting and without notice if all of the voting members of the Board consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board.

4.10. Powers. The affairs and property of the Corporation shall be managed by or under the direction of the Board. The Board may, except as otherwise required by law or by the Certificate, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

4.11. Compensation of Directors. Directors, as such, shall serve without compensation, except that directors may be reimbursed for reasonable expenses incurred in their duties to the Corporation. A director also may receive reasonable compensation for services rendered to the Corporation in any capacity separate from his or her responsibilities as a director when so authorized by the Board and in accordance with Section 10.01 of these Bylaws.

4.12. Removal. Any director may be removed at any time with or without cause at a regular or special meeting called for that purpose by a vote of two-thirds (2/3) of the voting members of the whole Board.

4.13. Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

ARTICLE V

COMMITTEES

5.1. Executive Committee and Other Committees of the Board. The Board may designate from among the directors an Executive Committee consisting of three (3) or more directors with powers established by the Board consistent with these Bylaws. The President of the Corporation shall serve as chair of the Executive Committee. The Board shall have the following standing committees with powers established by the Board consistent with these Bylaws: Governance Committee, Finance Committee and Development Committee. The Board shall have the authority to establish such other committees as deemed necessary. The Executive Committee shall have all the authority of the Board, except that no committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee;

(b) The amendment or repeal of the Certificate or these Bylaws or any of them, or the adoption of new Bylaws;

(c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

(d) Elect or remove officers or directors; and

(e) Shutting down or dissolving, or approving any merger of, the Corporation.

With the exception of the Executive Committee and the standing committees, all other committees established by the Board may be formed or disbanded as needed to support the work of the Board.

5.2. Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall at all times be subject to the direction of the Board. Each committee shall elect a chairperson and a secretary to keep minutes of its proceedings and to provide copies of such minutes the Secretary of the Corporation.

5.3. Alternate Committee Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VI

OFFICERS, EMPLOYEES, AGENTS

6.1. Generally. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary, and such other senior or subordinate officers as may from time to time be elected by the Board. Officers shall be elected by a majority vote of the Board, which shall consider that subject at its annual meeting in each calendar year. Each officer shall hold his or her office until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. Any number of offices may be held by the same person, except that the same person may not hold the offices of President, Secretary and/or Treasurer. Except for the Executive Director, all officers must also be directors.

6.2. Removal. Any officer elected by the Board may be removed at any time, with or without cause, by a vote of two-thirds of the voting members of the whole Board.

6.3. Resignations. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

6.4. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

6.5. President. The President, or in their absence, the Vice President, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to President by the Board. The President shall be the senior officer of the Corporation and shall be responsible for the Corporation's overall planning and policy. The President shall have power to sign all contracts and other instruments of the Corporation which are generally or specifically authorized by the Board, unless the Board shall specifically require an additional signature.

6.6. Vice President. The Vice President shall perform such duties as the Board shall prescribe. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

6.7. Secretary. The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Board. The Secretary shall have charge of the corporate records (including minutes of the proceedings of any committees). He or she shall affix the corporate seal to and sign and attest such instruments as require the seal and his or her signature and shall perform all duties that usually pertain to his or her office or as are properly required of him or her by the Board.

6.8. Treasurer. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation and shall keep full and accurate books of account of all amounts received or paid by him or her on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any directors of the Corporation upon request at the office of the Corporation. He or she shall render to the Board from time to time a detailed statement of all such transactions and of the financial condition of the Corporation at regular meetings of the Board and shall perform all duties that usually pertain to his or her office or as are properly required of him or her by the Board.

6.9. Executive Director. The Executive Director shall be the chief executive officer of the Corporation. Subject to the provisions of these Bylaws and to the direction of the Board, the Executive Director shall have the responsibility for the general management and control of the affairs and business of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to the Executive Director by the Board. The Executive Director shall have power to sign all contracts and other instruments of the Corporation which are generally or specifically authorized by the Board, unless the Board shall specifically require an additional signature, subject to any authority limits set by the Board. The Executive Director shall have general supervision and direction of all of the other employees and agents of the Corporation.

6.10. Employees and Other Agents; Delegation of Authority. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate the powers or duties of any officer

to any other officers, employees, or agents and may prescribe their respective title, terms of office, authorities, and duties.

6.11. Action with Respect to Securities of Other Corporations. Unless otherwise directed by the Board, the President shall have power to vote and otherwise act on behalf of the Corporation, in person or by proxy, at any meeting of the shareholders of, or with respect to any action of shareholders of, any other corporation in which this Corporation may hold securities and otherwise to exercise any and all rights and powers which this Corporation may possess by reason of its ownership of securities in such other corporation.

ARTICLE VII

EXECUTION OF INSTRUMENTS

7.1. Contracts and Instruments. The Board, subject to the provisions of this Section 7.1 and any Conflict of Interest Policy of the Corporation in effect from time to time, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

7.2. Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

8.1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. Notwithstanding the foregoing, no indemnification may be made to or on behalf of any such person if:

(a) His or her acts were committed in bad faith or were the result of his or her active or deliberate dishonesty and were material to such action or proceeding; or

(b) He or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

8.2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.1 above or the Certificate.

ARTICLE IX

GENERAL PROVISIONS

9.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

9.2. Seal. The Board shall provide a suitable seal, containing the name of the Corporation and the words “Oklahoma” and “Not-for-Profit,” which seal shall be placed in the custody of the Secretary. If and when so directed by the Board or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

9.3. Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof. Each director and each member of any committee designated by the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, including reports made to the Corporation by any of its officers, by an independent certified public accountant, by an appraiser selected with reasonable care, by the Board, or by any committee of the Board.

9.4. Records Retention and Destruction Policy. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Record Retention and Destruction Policy adopted by the Board and as amended from time to time.

9.5. Whistleblower Policy. In any instance where the Corporation faces issues related to serious violations of law or adopted policies of the Corporation, it shall follow the procedures and rules set out in the Whistleblower Policy adopted by the Board and as amended from time to time.

9.6. Annual Returns. The Board shall review the Corporation’s annual filing with the Internal Revenue Service prior to it being filed.

9.7. Electronic and Facsimile Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature. Electronic and facsimile signatures of any officer or officers of the Corporation may be used whenever authorized by the Board or a committee thereof.

9.8. Time Periods. In applying any provision of these Bylaws which require that an act be done or not done a specified number of days prior to an event, or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded and the day of the event shall be included.

9.9. Oklahoma Open Meeting Act. To the extent required by applicable law, the Corporation shall comply with the Oklahoma Open Meeting Act, 25 O.S. §§ 301-14, as amended

from time to time (the “OOMA”), and each provision of these Bylaws shall be interpreted to comply with such law. If any provision of these Bylaws cannot be reasonably so interpreted, such provision shall be deemed to be amended to the extent required to comply with the OOMA.

ARTICLE X

INTERESTED PARTY TRANSACTIONS

10.1. Interested Parties. For purposes of these Bylaws, an “interested party transaction” is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five (5) years preceding the transaction (“past director”), (b) any family member of a present or past director described in clause (a), and (c) any corporation, partnership, trust, or other entity in which a present or past director described in clause (a) is a director, officer, or holder of a material financial interest.

10.2. Process. In any instance where the Corporation proposes to enter into an interested party transaction, it shall follow the procedures and rules set forth in the Corporation’s Conflict of Interest Policy adopted by the Board and as amended from time to time.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, restated or repealed in whole or in part by the affirmative vote of two-thirds of the voting members of the Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XII

NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall unlawfully discriminate against any individual or group based on real or perceived race, religion, color, national origin, sex, sexual orientation, gender expression, gender identity, pregnancy, disability, genetic information, veteran status, marital status, age or any other classification protected by applicable laws.

ARTICLE XIII

REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate shall include all amendments thereto or restatements thereof unless specially exempted by these Bylaws. In the event of a conflict between the Certificate and these Bylaws, the Certificate shall govern.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Tulsa Lawyers for Children, Inc., an Oklahoma not-for-profit corporation;
2. That the foregoing Second Amended and Restated Bylaws comprising eleven (11) pages constitute the Bylaws of said corporation, as duly adopted by the corporation's Board of Directors on _____, 2021.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this ____ day of _____, 2021.

Margo Shipley, Secretary

TULSA LAWYERS FOR CHILDREN BOARD MANUAL

Individual Tulsa Lawyers for Children (TLC) Board Member Responsibilities

Mission: To ensure the effective and zealous legal representation of abused and neglected children in Tulsa County by recruiting, training and assisting volunteer attorneys.

Position: Board Member

Qualifications: Board members have personal qualities of integrity, credibility, and a passion for improving the lives of TLC's beneficiaries.

Compensation: Board members shall not be compensated nor be paid a salary for attendance of meetings or serving as a board member. However, they may be reimbursed for out-of-pocket expenses incurred while conducting business on behalf of TLC.

Length of Term: *Board members serve three- year terms. A board member may serve two consecutive terms. Directors may succeed themselves after one term, but may not serve more than two terms consecutively, except where the Governance Committee otherwise nominates a director for a(n) additional term(s); and except that the immediate past president of the Board who would otherwise be barred from succeeding him/herself for an additional consecutive term may be re-elected to serve a one-year term with voting privileges. Bylaws: Article IV, Section 4.01(a).*

General Expectations:

1. Acting as ambassadors for TLC, board members help communicate and promote TLC's mission and programs to the community.
2. Board members actively participate in the board's annual evaluation and planning efforts.
3. Board members approve policies for the effective, efficient, and cost-effective operation of the organization.
4. Board members are informed about TLC's mission and vision, strategic and operating plans, policies, and programs. They work with the rest of the board to review, approve and oversee TLC's mission, and review performance in achieving it.
5. Board members are loyal to TLC, always exercising board powers in the interest of TLC, and not for the interest of the individual director or others.
6. Board members attend activities and events sponsored by TLC whenever possible.
7. Board members ensure legal and ethical integrity, and maintain accountability and transparency to members, funders, donors, other constituents and the general public.
8. Board members ensure programs are consistent with the mission.
9. Board members get to know other board members and build collegial working relationships that contribute to consensus.

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10. Board members keep up to date on developments in and affecting the nonprofit sector consistent with the mission.
 11. Board members maintain the confidentiality of the Board's executive session actions.
 12. Board members prepare for, attend, and participate actively in board and committee meetings, and special events. They serve on committees and undertake special assignments willingly and enthusiastically when asked. They provide candid and constructive advice, comments and criticism. They ask timely and substantive questions at board and committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the board.
 13. Board members review statistics created by TLC's Executive Director for evaluating its impact, and regularly measure its performance and effectiveness using those statistics.
 14. Board members volunteer for and willingly accept assignments and complete them thoroughly and on time.

Meeting Attendance:

1. Board members are expected to regularly attend board meetings. The board meets quarterly (except December) at TLC's main office. The typical length of board meetings is 90 minutes.
2. The Board may consider the removal and replacement of any member who has more than two consecutive absences without excuse.

Meeting Participation:

1. Board members prepare for and participate in quarterly Board meetings and scheduled committee meetings.
2. Board members stay informed about committee matters, prepare themselves well for meetings, and review and comment on minutes and reports.
3. Members ask timely and substantive questions at meetings consistent with personal conscience, convictions, and ethics, while supporting the majority decision on issues decided by the Board.
4. Members suggest agenda items for meetings to ensure that significant policy-related matters are addressed.

Committee Participation:

1. Board members serve on at least one standing committee of the board, and serve on ad-hoc committees as necessary. Committee meetings are held as needed to conduct business.
2. Board members commit to participate actively in committee work.

Avoid Conflicts:

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1. Board members will serve TLC as a whole rather than any special interest group or constituency.
 2. Members will be familiar with and follow conflict-of-interest policies, and sign an annual Conflict of Interest statement. Per the Conflict of Interest Policy:
 - a. Members will avoid even the appearance of a conflict of interest that might compromise the Board of TLC, and disclose any possible conflicts to the board in a timely fashion.
 - b. Members will never accept or offer any favors or gifts from or to anyone who does business with TLC.

Fiduciary Responsibility:

1. Become familiar with TLC's finances, budget, and financial/resource needs.
2. Approve TLC's annual budget and assess financial performance in relation to the budget at each board meeting.
3. Board members exercise prudent and sound fiscal practices.

Fundraising:

1. Board members participate in fundraising for TLC by assisting with development of and implementation of fund development strategies.
2. Board members make a personal, tax-deductible annual financial contribution to TLC at a level reasonable to the individual.

Board/Executive Director Partnership:

1. Board members serve as trusted advisors to the Executive Director as she/he develops and implements TLC's strategic plan.
2. Board members contribute to an annual performance evaluation of the Executive Director.
3. Members partner with the Executive Director and each other to ensure that board resolutions are carried out.

Board Recruitment:

1. Board members ensure TLC's commitment to a diverse board and staff that reflects the communities it serves.
2. Board members suggest potential nominees for election to the Board, who can make significant contributions to the work of the Board and the organization.

Revised 05/06/2021 to Edit Length of Term Section and Bylaws Reference

Approved by the Governance Committee on _____

Approved by the Board of Directors on _____