

AMENDED BY-LAWS

FIRES Innovation Science and Technology Accelerator (FISTA) Development Trust Authority

Article 1. Authority to Adopt By-Laws

Pursuant to Article VI of the Trust Indenture dated August 25, 2020, the FIRES Innovation Science and Technology Accelerator (FISTA) Development Trust Authority, a public trust authority of the City of Lawton, is authorized to adopt by-laws and amend the same from time to time.

Article 2. Purpose

The FISTA-Development Trust Authority is dedicated to developing and growing facilities that will include operation and management of offices in support of industrial development, defense related industrial space for research and development, science and technology laboratory space, as well as prototyping integration facilities for system integration and development, all with the goal of becoming the anchor for an Innovation Park in the City of Lawton.

Article 3. Membership

- A) The membership of the Trust Authority shall consist of the Board of Trustees as defined in the Trust Indenture; and they shall continue to be members of the governing body as long as they are Trustees.
- B) There shall be nine (9) Trustees.

- 1) Qualifications:

Trustees shall be appointed in the following manner: one (1) shall be a sitting Council Member nominated by the Mayor of the governing body of the Beneficiary of the Trust; one (1) shall be nominated by Cameron University; one (1) shall be nominated by Great Plains Technology Center; one (1) shall be nominated by the Lawton Economic Development Corporation; one (1) shall be nominated by the Lawton Economic Development Authority; one (1) shall be nominated by the Lawton Enhancement Trust Authority; and three (3) “at-large” positions shall be nominated by the Mayor of the governing body of the Beneficiary. All individuals nominated to serve as Trustee shall require confirmation by way of appointment by the governing body of the Beneficiary. In order to be nominated to serve as a Trustee, the individual must reside in the City of Lawton at the time of their nomination. Individuals serving as a Trustee must, as a condition of maintaining eligibility, continue to reside within the City of Lawton throughout their terms.

- 2) Terms of Office:

- A. Following the initial terms of each Trustee, all appointments shall be for a three-year term.
 - B. The term of the office for those members appointed to fill an unexpired term shall run concurrently with the vacancy they are filling.
- 3) Compensation:
- Trustees shall serve without compensation but may be allowed their reasonable actual expenses incurred while on the business of the Trust, provided authorization therefore has been obtained from the Board of Trustees.

Article 4. Ex-Officio Members

The Board of Trustees may appoint by affirmative vote three (3) Ex-Officio members of the Trust as follows: one nominated by the Young Professionals of Lawton, one nominated by Lawton Business Women, and one nominated by the Chair from the federal legislative delegation in Oklahoma. **A fourth (4th) Ex-Officio member position of the Trust will be filled by the incumbent Deputy City Manager (Public Works and Public Utilities) of the City of Lawton subject to the approval of the Lawton City Manager.** Ex-Officio appointees shall be non-voting members and are not members of the governing body who may attend executive sessions held by the governing body. Ex-Officio members are encouraged to participate in discussions and share viewpoints during open sessions of Board of Trustees meetings. The terms of Ex-Officio members will be determined by the nominating authority as confirmed or modified by affirmative vote of the Board of Trustees appointing each member.

Article 5. Officers

- A) Officers shall serve for a term of one (1) year and may be re-elected for additional terms. Officers of the Trust shall be:
- Chair
 - Vice-Chair
 - Secretary
 - Treasurer
- B) Chair. The Chair shall preside at all meetings of the Trust. The Chair, when authorized to do so by the Board of Trustees, shall execute all instruments on behalf of the Trust. The Chair shall perform such other duties prescribed by the Board of Trustees and as usually pertain to the office of the Chair.
- C) Vice Chair. The Vice Chair shall perform the duties of the Chair in the event of the absence or incapacity of the Chair, and in the case of the resignation or removal of the Chair, the Vice Chair shall perform such duties as imposed on the Chair until such time as a new Chair shall have been elected. The Vice Chair shall also perform any other duties designated by the Chair.
- D) Secretary. The Secretary shall keep or supervise the keeping of the records of the Trust including complete and accurate records of all Trust transactions, shall act as Secretary of the meeting of the Board of Trustees and keep or supervise the keeping of the

minutes of all meetings of the Trustees, shall cause to be recorded all votes and shall see that a record is kept of the proceedings of the Trust and shall perform all duties incident to such office.

- E) Treasurer. The Treasurer shall be responsible for the financial affairs of the Trust and shall keep or supervise the keeping of an accurate record of all receipts and expenditures.
- F) Additional Officers. The Trust may elect such other officers as may from time to time be deemed necessary whose duties shall be prescribed by the Trustees.

Article 6. Meetings

- A) Regular meetings. The Trust shall designate the time and place of all regular meetings as provided by the Trust Indenture and in full compliance with the Open Meeting Law of the State of Oklahoma.
- B) Special meetings. Special meetings shall be at the call of the Chair or by any five (5) members of the Trust. Notice of all special meetings shall be given and the conduct of special meetings shall be in compliance with the Open Meeting Law of the State of Oklahoma.
- C) Emergency meetings. Emergency meetings may be called for the purpose of dealing with an emergency defined in the Open Meeting Law as a situation involving injury to persons or injury and damage to public or personal property or immediate financial loss when the time requirements for public notice of a special meeting would make such procedure impractical and increase the likelihood of injury or damage or immediate financial loss. Should an emergency meeting be necessary, the person or persons calling the meeting shall give as much advance public notice as is reasonable and possible under the circumstances existing, in person or by telephonic or electronic means.
- D) Quorum and official action. All meetings of the Board of Trustees shall be held and conducted in full compliance with the Open Meeting Law and to the extent applicable, other statutes of the State of Oklahoma. A quorum for the conduct of business requires attendance of at least five (5) Trustees at a properly convened meeting of the Trust Authority. All action by the Trust as required by the provisions of the Trust Indenture shall be approved by an affirmative vote of at least a majority of the nine (9) Trustees, unless a greater percentage is required by provisions of Title 60 of the Oklahoma Statutes or other applicable law.
- E) Unexcused absences. Trustees are expected to attend Trust meetings regularly in order to carry out the business of the Trust effectively. If a Trustee misses three (3) consecutive regular meetings without being excused by the Chair, his/her position shall be deemed vacant and the unexpired term filled with a replacement as set forth in Article 3 above.

Article 7. Committees

- A) Standing Committees. Standing committees of the Trust to include a Construction Oversight Committee and Nominating Committee, together with their prescribed duties, shall be established by the Board of Trustees, which may be amended from time to time. At the regular meeting of the Board of Trustees following the annual election of officers, the Chair shall appoint from the Board of Trustees the members of the various standing committees. Membership on standing committees shall be for the period of one (1) year.
- B) Special Advisory Committees. The Trust may create and appoint members of other temporary committees as necessary from time to time to evaluate and make recommendations on particular issues of importance to the Trust.
- C) Executive Committee. The Executive Committee shall be composed of the Chair, Vice Chair, Secretary and Treasurer, and it shall perform duties as the Trust shall, from time to time, direct.

Article 8. Additional Rules

The Board of Trustees shall have the authority to adopt such additional resolutions, motions, policies, rules and regulations for its own organization, operation and procedures as the Trustees shall deem necessary; provided, however, they are not in conflict with these bylaws or the provisions of the Trust Indenture.

Article 9. Rules of Order

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws.

Article 10. Fiscal Year and Audit

- A) Fiscal year. The fiscal year of the Trust and the budgetary operations thereof shall commence on July 1 of each calendar year and shall end on June 30 of the following year.
- B) Annual audit. The trust shall make provisions for an annual audit of its financial statements as set forth in the Trust Indenture.

Article 11. Amendments

These by-laws may be amended by a 2/3 affirmative vote of the Trustees in a regular or special open meeting of the Trust.

Approved by the Board of Trustees on the 7th day of December, 2021.



Barry Ezerski, Secretary



Clarence Fortney, Chair