

**AMENDED AND RESTATED BYLAWS
OF
THE SOUTHWEST OKLAHOMA REGIONAL 911
ASSOCIATION**

An Oklahoma Not for Profit Corporation

August 18, 2011

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**AMENDED AND RESTATED BYLAWS
OF
THE SOUTHWEST OKLAHOMA REGIONAL 911
ASSOCIATION**

(An Oklahoma Not-for-Profit Corporation)

This corporation is organized to provide a multi-county regional enhanced emergency telephone system in southwestern Oklahoma

ARTICLE 1: Definitions

1.1 Definitions. Unless the context clearly requires otherwise, in these Bylaws:

1.1.1 "Board" means the board of directors of the Corporation.

1.1.2 "Bylaws" means these bylaws as adopted by the Board and includes amendments subsequently adopted by the Board.

1.1.3 "Certificate of Incorporation" means the Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently filed.

1.1.4 "Corporation" means THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION.

1.1.5 "Members" means the members of the Corporation determined pursuant to Article 3 of these Bylaws.

1.1.6 "Section" refers to sections of these Bylaws.

ARTICLE 2: Offices

The registered office of the Corporation required by law to be maintained in the State of Oklahoma may be, but need not be, identical with the principal office of the Corporation. The Board may change the address of the registered office from time to time.

ARTICLE 3: Qualification of Members

3.1 Members. The Members of the Corporation shall be the following counties located in the state of Oklahoma: Beckham, Custer, Roger Mills, Washita, Harmon and Kiowa. Each respective Member shall be represented by the County Commissioner or Board of County Commissioners, as the case may be, of said county.

ARTICLE 4: Board of Directors

4.1 General Powers. The Board shall manage the property, business and affairs of the Corporation.

4.2 Number. The number of directors who shall constitute the Board shall not be less than three (3) nor more than thirty (30), as the Members may determine from time to time.

4.3 Election of Directors and Term of Office. The Board shall be composed of thirty (30) directors. Each Member shall be entitled to appoint five (5) directors to the Board, by and through its respective County Commissioner or Board of County Commissioners, as the case may be. Each director shall serve until either removed or replaced by the Member who appointed such director.

4.4 Resignations. Any director of the Corporation may resign at any time by giving written notice to the Board or to the Secretary of the Corporation. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

4.5 Removal. The Member who appointed any director may remove such director at any time with or without cause.

4.6 Vacancies. A Member, may fill any vacancy in the Board with respect to its five (5) elected directors, whether because of death, resignation, disqualification, or any other cause. Each director so chosen shall hold office until his or her death, resignation, retirement, removal, or disqualification, or until his or her successor shall have been appointed and qualified.

4.7 Chairman of the Board. At the initial and annual meeting of the Board, the directors may elect from their number a Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board and shall perform such other duties as the Board may direct. The Board also may elect a Vice Chairman, Secretary/Treasurer and other officers of the Board, with such powers and duties as the Board may designate from time to time.

ARTICLE 5: Meetings of Directors

5.1 Regular Meetings. Regular meetings of the Board shall be held for the conduct of the Board's business. Meetings shall be held at the principal office of the Board or at such places, dates and times as the Board shall establish. If any day fixed for a meeting falls on a legal holiday, the Board shall hold the meeting at the same place and time on the next succeeding business day.

5.2 Notice of Meetings. Public notices and agendas of all meetings of the Board shall be prepared, posted, and filed by the Secretary of the Board in accordance with the Oklahoma Open Meeting Act, Title 25 O.S.A. § 301 et seq. A copy of the notice of the meeting and the agenda of the meeting shall be mailed by the Secretary of the Board to each director at the address last recorded in the records of the Board, not less than five (5) days before the date of the meeting; provided, however, that this requirement may be waived by resolution of the Board.

5.3 Meetings by Videoconference. The Board or any committee of the Board may hold meetings by means of videoconference telephone or similar telecommunications equipment that enable all persons participating in the meeting to see and hear each other. Such participation shall constitute presence in person at such meeting.

5.4 Special Meetings. The Chairman of the Board, or a two-third (2/3) majority of the directors may call a special meeting of the Board. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Oklahoma as the place for the meeting.

5.5 Waiver by Presence. Except when expressly for the purpose of objecting to the legality of a meeting, a director's presence at a meeting shall constitute a waiver of notice of such meeting.

5.6 Quorum. A majority of the directors then in office shall constitute a quorum for all purposes at any meeting of the Board. In the absence of a quorum, a majority of directors present at any meeting may adjourn the meeting to another place, date or time, provided that notice of such adjourned meeting is given as required by the Oklahoma Open Meeting Act, Title 25 O.S.A. § 301 *et seq.*

5.7 Conduct of Business. The Board shall transact business in such order and manner as the Board may determine. Except as the law requires otherwise, the Board shall determine all matters by the vote of a majority of the directors present. The directors shall act as a Board, and the individual directors shall have no power as such.

5.8 Compliance with Oklahoma Open Meetings Act. All meetings of the Board of Directors or Members shall comply with the provisions of 25 O.S. §301, *et. seq.*, the Open Meetings Act of the State of Oklahoma.

ARTICLE 6: Committees

The Board may designate committees of the Board, and appoint committee members. The committees and committee members shall serve at the pleasure of the Board and shall possess such lawfully delegable powers and duties as the Board may confer.

ARTICLE 7: Officers

7.1 Officers of the Corporation. The officers of the Corporation shall consist of a Chairman, a Vice Chairman, a Secretary/Treasurer and other officers as the Board may designate and elect from time to time. The same person may hold at the same time any two offices, except the offices of Chairman and Secretary.

7.2 Election and Term. The Board shall elect the officers of the Corporation. Each officer shall hold office until such officer's death, resignation, retirement, removal or disqualification, or until his successor shall have been elected and qualified.

7.3 Chairman. The Chairman of the Board of Directors shall supervise and control all of the business and affairs of the Corporation, and shall have the authority to execute any and all agreements, contracts, checks, deposits, and all other documentation necessary to conduct the normal affairs of the Corporation.

7.4 Vice Chairman. In the absence of the Chairman or in the event of the Chairman's death, inability or refusal to act, the Vice Chairman, unless the Board determines otherwise, shall perform the duties of the Chairman. When acting as Chairman, a Vice Chairman shall have all the powers and restriction of the Chairmanship. A Vice Chairman shall perform such other duties as the Chairman or the Board may assign from time to time.

7.5 Secretary. The Secretary shall (a) keep the minutes of the meetings, (b) give all notices which these Bylaws or the law requires, (c) serve as custodian of the records of the Corporation, and (d) perform all duties which the Chairman or the Board may assign from time to time.

7.6 Treasurer. The Treasurer shall (a) have responsibility for all funds and securities of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, (c) deposit all moneys in the name of the Corporation in depositories which the Board selects, and (d) perform all of the duties which the Chairman or the Board may assign from time to time.

7.7 Delegation of Authority. Notwithstanding any provision of these Bylaws to the contrary, the Board may delegate the powers or duties of any officer to any other director or agent.

7.8 Removal of Officers and Agents. The Board may remove any officer or agent it has elected or appointed at any time, with or without cause.

7.9 Resignation of Officers and Agents. Any officer or agent the Board has elected or appointed may resign at any time by giving written notice to the Board, the Chairman of the Board, or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified. Unless otherwise specified in the notice, the Board need not accept the resignation to make it effective.

7.10 Vacancies. The Board may fill any vacancy in any office because of death, resignation, removal, disqualification or any other cause in the manner which these Bylaws prescribe for the regular appointment to such office.

ARTICLE 8: Accounts, Deposits, and Contracts

8.1 General and Special Bank Accounts. The Board may authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select or as any officer, assistant, agent or attorney of the Corporation to whom the Board has delegated such power may select.

8.2 Deposits. The Treasurer shall deposit all funds of the Corporation not otherwise expended in such banks, trust companies, or other depositories as the Board may select or as any officer, assistant, agent or attorney of the Corporation to whom the Board has delegated such power may select. For the purpose of deposit and collection for the account of the Corporation, the Chairman or the Treasurer (or any other officer, assistant, agent or attorney of the Corporation whom the Board has authorized) may endorse, assign and deliver checks, drafts and other orders for the payment of money payable to the order of the Corporation.

8.3 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. The Board may make such authorization general or special.

ARTICLE 9: Indemnification

9.1 Indemnification. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

9.2 Other Rights and Remedies. The indemnification provided by this Article shall not be deemed exclusive and is declared expressly to be nonexclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office. In addition, the indemnification, provided by this Article shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 10: Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibitive transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 11: Prohibition Against Sharing in Corporate Earnings

No director, officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings, or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts having been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board may determine or as may be delivered by a court of competent jurisdiction upon application of the Board, exclusively to charitable, literary, scientific, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 12: Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE 13: Notices

13.1 General. Whenever these Bylaws require notice to any director, officer or agent, such notice does not mean personal notice. A person may give effective notice under these Bylaws in every case by depositing a writing in the United States mail, postage prepaid, or by facsimile or electronic mail, addressed to such director, officer or agent at his or her address on the books of the Corporation. Unless these Bylaws expressly provide to the contrary, the time when the person sends notice shall constitute the time of the giving of notice.

13.2 Waiver of Notice. Whenever the law or these Bylaws require notice, the person entitled to said notice may waive such notice in writing, either before or after the time stated therein.

ARTICLE 14: Miscellaneous

14.1 Facsimile Signatures. In addition to the use of facsimile signatures which these Bylaws specifically authorize, the Corporation may use such facsimile signatures of any officer

or officers, agents or agent, of the Corporation as the Board or a committee of the Board may authorize.

14.2 Fiscal Year. The Board shall have the authority to fix and change the fiscal year of the Corporation.

ARTICLE 15: Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of a quorum of the Board at a regular meeting or at a special meeting, if at least ten (10) days' written notice is given to all directors of the Board of the intention to alter, amend or repeal or to adopt new bylaws at such meeting, together with the text of any proposed alteration or amendment

SECRETARY'S CERTIFICATE

The undersigned Secretary of THE SOUTHWESTERN OKLAHOMA REGIONAL 911 ASSOCIATION, hereby certifies that the foregoing constitutes a true and correct copy of the Amended and Restated Bylaws of the Corporation as adopted by the Board on August 18, 2011.

Executed as of August 18, 2011.



Alex Damon, Secretary