

# OKLAHOMA RED ANGUS ASSOCIATION BY-LAWS

Updated October 28, 2016

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## ARTICLE I – NAME AND PURPOSE

**SECTION 1 - NAME** – The name of this non-profit organization is and shall be the Oklahoma Red Angus Association (“OKRAA”)

**SECTION 2 - PURPOSE** – The Association is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose for which said Association shall be is as follows:

- 1) To support and supplement activities, policies and programs of the Red Angus Association of America;
- 2) To enthusiastically stimulate interest in and promotion of Red Angus and Red Angus influenced cattle by emphasizing their value in purebred and crossbreeding programs;
- 3) To encourage among its members cooperation, fellowship and high ethical professional standards and practices;
- 4) To aid members in promoting, breeding and marketing high-quality Red Angus and Red Angus influenced cattle;
- 5) To assure representation of the Red Angus breed at local, state and national beef cattle functions which are of concern to the Oklahoma Red Angus breeders;
- 6) To encourage cooperation among Red Angus breeders;
- 7) To conduct educational opportunities for youth and individual breeders;
- 8) To encourage and assist Oklahoma junior red angus members in their endeavors.

**SECTION 3 - ANNUAL ACCOUNTING PERIOD** - The fiscal year of the Association shall be January 1 through December 31.

**SECTION 4 - NOT FOR PROFIT** – The Association is intended to be not for profit under the laws of the United States of America and the State of Oklahoma.

## ARTICLE II – OFFICERS

**SECTION 1 - PRINCIPAL PLACE OF BUSINESS** – The principal office of the Association shall be located at the address of the sitting President of the Association or the Secretary/Treasurer as deemed appropriate by the Board of Directors. The Board of Directors may change the principal place of business at any time as deemed wise and prudent to such an address within the State of Oklahoma may be necessary.

**SECTION 2 - OFFICERS** – Officers of the membership are also Officers of the Board of Directors. The Officers of the Association shall consist of a President, Vice President, and

Secretary/Treasurer. The Officers of the Association shall be elected at the annual meeting of the membership. The immediate Past President shall act as an Honorary Board Member without voting rights. A vacancy in any office may be filled by the Board of Directors and any special meeting called for that purpose. Said replacement shall serve until the next general election can fill the vacancy.

**SECTION 3 – TERMS** – The Officers of the Association shall be the President, Vice President, and Secretary/Treasurer. They shall be elected for a one-year term, by the members, at the annual meeting of the Association. The Officers shall not serve more than two (2) consecutive full terms in addition to any partial term assumed. In the event that no other person is interested in running for office, the members may vote to retain the current officer for an additional term.

**SECTION 4 – PRESIDENT** – The President shall, subject to the direction and supervision of the Board of Directors, be the Chief Executive Officer of the Association and shall have general supervision of its officers, agents, and employees, if any. The President shall have the authority to sign all contracts and other instruments on behalf of the Association, except as the authority may be restricted by resolutions of the Board of Directors adopted from time to time. The President shall also preside at all meetings of the member and the Board of Directors. The President shall carry on the business of the Association under the by-laws and the instruction of the Board of Directors.

**SECTION 5 – VICE PRESIDENT** – The Vice President shall have the duties that the Board of Directors or the President may delegate to him/her from time to time. In the absence of the President or inability to act, the duties and powers of the office shall be performed and exercised by the Vice President.

**SECTION 6 – SECRETARY/TREASURER** – As Secretary, the officer shall keep the minutes and act as Secretary of all meetings of the members and of the Board of Directors. The Secretary shall manage and administer the business affairs of the Association in accordance with the policy and directives of the Board of Directors, as communicated to said officer by the President of the Board of Directors. The Secretary shall be custodian of the Association records and membership list. The Secretary shall give notice of meetings of the general membership and perform all other duties usually indicative to the office of the Secretary. Those duties specified in these by-laws and other duties that may from time to time be assigned by the Board of Directors. As Treasurer, the officer shall have general supervision over the care and custody of the funds and securities of the Association and shall deposit the same or cause the same to be deposited in the name of the Association in the bank or institutions that the Board of Directors may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements and will be the signatory of Association funds and on an annual basis, or whenever required by the Board of Directors, shall render or cause to be rendered financial statements of the Association, said statements being prepared for all members of the Board of Directors. At the direction of the Board of Directors, an audit of the funds and properties of the Association may be performed by an outside accredited agent and presented to the Board of Directors for its

review. The offices of the Secretary/Treasurer may be held by two (2) different persons on resolution of the Board of Directors as needed.

**SECTION 7 – REMOVAL** – Except as otherwise provided in these bylaws, an Officer or Director may be removed at the sole discretion of the Board of Directors. Said removal to become effective immediately. The absence of an Officer or Director from two (2) consecutive meetings, without just cause, is grounds for automatic removal.

### **ARTICLE III – MEMBERS**

**SECTION 1 – QUALIFICATION** – Membership shall not be exclusive to Oklahoma residents.

**SECTION 2 – MEMBERSHIP CLASSIFICATIONS** – Membership shall not be limited to just regular membership if additional classifications are needed as directed by the Board of Directors. Regular membership shall be considered as a minimum to require the following: 1) Must own at least one (1) animal which is inventoried in THR of RAAA and be in good standing with RAAA and OKRAA; (2) Have current dues paid in full; 3) Be at least 21 years of age. Associate membership shall be persons, firms, associations, or corporations interested in the advancement of the objectives and aims of the Association and who wish to assist in the work and objectives of the Association. Associate membership may vote, but not hold elective office in the Association.

**SECTION 3 – DUES** – Annual dues shall be Fifty Dollars (\$50.00) for a single vote membership per calendar year. A family membership, allowing two votes shall be Seventy-Five Dollars (\$75.00) per calendar year. A junior membership shall be Fifteen Dollars (\$15.00) per calendar year. Said dues may be adjusted as necessary by a formal vote of the Board of Directors. Said dues shall be due and payable in full by January 1<sup>st</sup> of each year and will be delinquent if not paid in full within forty-five (45) days. In the event the membership dues become delinquent, the member will be removed from the active membership and it's Association.

**SECTION 4 – PRIVILEGES** – All regular members shall have the privilege of: 1) Holding office, if an Oklahoma resident, and so elected; 2) Attending all meetings and activities; 3) Voting (as defined under Article IV); 4) Receiving newsletters and Oklahoma Red Angus Association communications.

**SECTION 5 – CENSURE OR EXPULSION** – Censure or expulsion of any member must be agreed upon and initiated by the Board of Directors. The member in question will be given at least ten (10) days advance written notice with a full written statement of the charges against them. The member in question will be given a full opportunity to be heard at a meeting before the vote as to their censure or expulsion.

**SECTION 6 – COMMITTEES** – Committees will be appointed by the President it being further recommended that 1) Director be included on any such committees, non-members to be included as approved by the Board of Directors; 2) The President and Vice President of the Association shall be ex-official members of all committees.

**SECTION 7 – COMPENSATION** – Association members and officers shall receive no compensation for their services to the Association but expenses incurred by committee members in carrying out the functions of the Association may be submitted with documentation to the Board of Directors for reimbursement.

#### **ARTICLE IV – MEETING OF MEMBERS**

**SECTION 1 – ANNUAL MEETING** – The annual meeting of the members of the Association shall be held each year on such date as may be fixed by the President with the Board of Directors' approval. The annual meeting shall be held for the election of Officers and Directors and the transaction of such business as may properly come before the meeting. At each annual meeting, the Secretary/Treasurer shall submit to the membership, a report of the Association's financial position and the Board of Directors will provide an update of current and past activities for the past year.

All meetings shall be governed by the Oklahoma Red Angus Association By-Laws. If the Oklahoma Red Angus Association By-Laws do not cover the specific situation, then the Red Angus Association of America By-Laws will rule. Roberts Rules of Order will govern if Red Angus Association of America By-Laws do not apply.

**SECTION 2 – REGULAR MEETINGS OF THE BOARD** – The Board of Directors shall conduct a minimum of two (2) physical meetings and two (2) conference call meetings annually. One of the physical meetings shall take place at, or in conjunction with, the Association's Annual Meeting. Written notice of any such meeting, and the business reasonably expected to be transacted thereat, shall be given to all members of the Board at least ten (10) days prior thereto.

**SECTION 3 – SPECIAL MEETING** – Special meetings of the members may be called by or at the direction of the President with approval of a majority of the Directors or by a written and signed request of one-third (1/3) of the active membership.

**SECTION 4 – NOTICE OF MEETING** – Notice of any meeting, annual or special, shall specify the time, place, and purpose of the meeting and shall be delivered either personally, by mail, or electronically to all members in good standing. Notice of meetings shall be sent not less than thirty (30) days prior to the date of the meeting. Notification of special meetings shall be sent not less than ten (10) days prior to the date of the meeting.

**SECTION 5 – ORDER OF MEETING** – The order of the meetings shall be as follows:

- 1) Call to order
- 2) Roll call
- 3) Reading of the previous meeting minutes
- 4) Treasurer Report
- 5) Board of Directors Report
- 6) Committee Reports (if any)

- 7) Unfinished business
- 8) New business
- 9) Elections (if any)
- 10) Adjournment of regular meeting
- 11) Board meeting to introduce newly elected board members to current and immediate past members

**SECTION 6 – VOTING** – A quorum shall consist of the active members in attendance. A member entitled to vote may vote in person only. Proxies shall be on an “as approved” basis by the Board of Directors. All members in good standing shall have a voting privilege of one vote per membership. All acts and resolutions of the members shall be deemed adopted upon a simple majority vote of the votes cast by qualified voters.

**SECTION 7 – PARTICIPATION OF NON-MEMBERS** – Participation of any non-member of the Oklahoma Red Angus Association shall be at the discretion of the President or Chairperson of the meeting.

## **ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1 – DIRECTORS** – The Association shall have a Board of Directors consisting of at least four (4) members, one of each from the four (4) quadrants of the State as defined by the intersection of Interstate 35 and Interstate 40 through Oklahoma City, Oklahoma. This number may be increased or decreased from time to time by a vote of the membership. Directors must be current, qualified members of the Association and reside in Oklahoma. No Director may serve more than six (6) consecutive terms. Directors will serve a one (1) year term. Only one person representing any one marketing entity shall be on the Board of Directors or Officer positions at any one time. In the event a quadrant does not have a nominee for the Director position, a member at large may be nominated to serve as the Representative for that quadrant until the next election. Vacancies may be filled by a majority vote of the members present at any annual or special meeting for the remaining term of the Predecessor. In all cases, election shall be by secret ballot with a simple majority rule.

**SECTION 2 – POWER AND DUTIES OF THE DIRECTORS** – The Board shall first and foremost have control and general management of the affairs, property, and business of the Association and subject to these By-Laws, may adopt such rules and regulations for that purpose and for the conduct of its affairs. The Board may bring proposed changes to these By-Laws to the general membership for a vote in addition to removal of the Officers of the Association as specified or implied in these By-Laws. It is understood that the responsibility of each Director/Officer is to avoid any possible conflict of interest on his/her part as would be ethical and under the laws of this State and Nation, and to further abstain from voting where such matters might arise or be implied and to keep the best interest of their members at the fore.

**SECTION 3 – SPECIAL MEETINGS** - Special meetings may be called within ten (10) days’ notice of time and location or be conducted by electronic means where all members being so advised may

participate. The privilege of executive session may be used when during the course of an open meeting the need may arise; however, no action may be voted on outside of an open meeting forum. A simple majority will be necessary to have a quorum for the transaction of business.

## **ARTICLE VI – AMENDMENTS**

**SECTION 1 – BY LAWS** – Any amendment to these By-Laws must go before the Board of Directors for discussion and approval whereupon it may be submitted to the members of the Association, fifteen (15) days (mailed or emailed) prior to the meeting. In order to pass the amendment, two-thirds (2/3) of the members present at the meeting must approve the change. Vote by proxy will not be allowed.

## **ARTICLE VII – LIABILITY**

**SECTION 1 – NO PERSONAL LIABILITY** – The Association shall not have any power to bind any director, officer, employee or agent of the Association personally to the payment or performance of any obligation of the Association. Any individual, corporation, company, association, partnership or trust, or any other person extending credit to, contracting with, or having any claim against the Association shall look only to the funds and property of the Association for payment of any debt, damage, judgment or decree, or of any money that may otherwise become due or payable thereto from the Association, so that no director, officer, employee, or agent, present or future, of the Association shall be personally liable therefore.

**SECTION 2 – INDEMNIFICATION** – As follows:

- A) **GENERAL.** The Association shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses, attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably Believed to be in or not opposed to the best interests of the Association, and he/she had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- B) **NON-EXCLUSIVE** – The indemnification provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled

under any statute, by-law, agreement, vote of disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

- C) **DIRECTOR APPROVAL** –When required, any indemnification of Agents or Employees of the Association other than Directors and Officers shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Agent or Employee is proper in the circumstances because he/she has met applicable standards of conduct. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**SECTION 3 – INSURANCE** – The Association shall have the power to purchase and maintain insurance on behalf of a person who is or was a Director, Officer, Employee, or Agent of the Association or was serving at the request of the Association as a Director, Officer, Employee, or Agent of another corporation, partnership, trust or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of such person’s status as such, whether or not the Association would have the power to indemnify such individual or other such person against such liability under the provisions hereof.

## **ARTICLE VIII – LIQUIDATION/DISSOLUTION**

**SECTION 1 – BOARD OF DIRECTORS AND MEMBER APPROVAL** – The proposed liquidation shall be presented to, and approved by, the Board of Directors. Any approved liquidation would then need to be voted upon by the members present and approved by a two-thirds (2/3) majority. A written notice of at least thirty (30) days must be given to all members in good standing before any such proceedings could come about. IRS code would apply to liquidation of assets thereafter.

**SECTION 2 – SUSPENSION OR CANCELLATION** – Liquidation may be suspended or cancelled at any time by a majority vote of either the Board of Directors or the membership in general.

**SECTION 3 – DISSOLUTION** – Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

## **ARTICLE IX – NON DISCRIMINATORY POLICY**

**SECTION 1 – POLICY STATEMENT** – The Association shall admit members of any race, color, national and ethnic origin, gender, and handicap to all the rights, privileges, programs, and activities generally accorded or made available to members participating in programs offered

by the Association. The Association does not discriminate on the basis of race, color, national and ethnic origin, gender, or handicap in its membership administration or admissions policies.