

BYLAWS
of the
OKLAHOMA CATTLEMEN'S ASSOCIATION, INC.

ARTICLE I
NAME

The name of this association shall be the Oklahoma Cattlemen's Association, Inc. ("OCA").

ARTICLE II
PURPOSE

The purpose of this association shall not be for profit but shall be to promote the welfare of the cattle industry throughout the state of Oklahoma. To promote educational and scientific programs affecting the cattle industry of the state; provide for the dissemination of useful information; prevent cattle theft; promote breeding and pasture improvements; to aid in the control of cattle disease; to purchase, own, lease and acquire such real estate and personal property as may be needed and necessary to the successful operation of the association; to borrow money and pledge the property of the association to secure the repayment thereof; to sell property belonging to the association; to promote or accomplish the objects for which the association is set up, and in all ways, in order to serve the mutual interest and common aims of the cattlemen of Oklahoma, to do any and all things necessary or incident to the transaction of the business of the association as provided for under authority granted by the Constitution and By-Laws of this association.

ARTICLE III
MEMBERS

Any person engaged in the cattle business or directly interested in the cattle industry in the state of Oklahoma is eligible for membership in the association, except that any person convicted of cattle theft can never become a member of this association. Provided further, that the Board of Directors of this association can, for due cause and in the interest of the welfare of the association, deny any person the privilege of becoming or remaining a member. Associate members shall be accepted into the organization but shall not be eligible to hold office therein nor shall such associate members have voting power or voice in matters of policy of the organization.

Section 1. Classification. There shall be the following classes of members:

- A. Primary. Primary members are OCA members in good standing.
- B. Affiliate. Affiliate members of the OCA are individuals or firms not engaged in the production of beef cattle, but who are interested in the welfare of the cattle industry by reason

of their affiliation with an allied industry and have paid the annual affiliate membership as assessed by the Executive Vice-President. Affiliate members shall receive all the benefits and privileges of primary membership but shall not be entitled to vote.

C. Lifetime. Lifetime members of the OCA are primary members who have paid the one-time lifetime dues assessment and been accepted as life members by the Executive Committee.

D. Junior. Junior members of the OCA are members under the age of 25 who are primarily engaged in the pursuit of education and have paid annual junior membership dues as assessed by the Executive Vice-President.

Section 2. Dues.

A. Annual dues for membership in the Association shall be assessed in an amount which may be established and changed from time to time by the Board of Directors.

B. Dues Payment. Except for Lifetime Members, all OCA members shall pay dues directly to OCA Headquarters.

C. Members who are delinquent in the payment of their annual dues as assessed by the Executive Vice-President shall not be entitled to participate in OCA events, or vote on matters of the Association,

Section 3. Budget. A proposed budget shall be submitted by the Executive Vice-President/Treasurer for consideration by the Executive Committee and approved by the membership on an annual basis.

Section 4. Fiscal Year. The fiscal year shall be January 1 through December 31.

**ARTICLE IV
OFFICERS**

Section 1. Officers. This Association shall be governed by officers and directors, whose number, titles and method of selection shall be stated in the by-laws, provided however, the Executive Vice-President-Treasurer shall be employed by the Executive Committee of this Association.

Section 2. President. The President shall be the chief executive officer of the Association, shall preside at all meeting of the membership and the Board of Directors, shall make appointments to committees and groups necessary and authorized, shall see that the Articles and By-Laws are faithfully complied with, and shall perform such other duties as may be required of him in the conduct of his office. The President shall be an *ex-officio* member of all Association committees. The President shall be responsible to the Board of Directors for his conduct and actions in the

performance of said duties. The term of the office of the President shall be for two (2) years, and the President shall not be eligible to be elected to consecutive terms.

Section 3. Executive Vice-President. The Executive Vice-President ("EVP") shall be the chief operating officer of the Association and, with the direction of the President shall be responsible for carrying out the policies and objectives of the Association. The EVP shall be fully responsible for the supervision of all personnel employed by the Association. The EVP shall employ such personnel as required to conduct the affairs of the Association according to guidelines developed by the Executive Committee. The EVP shall provide staff assistance to councils and committees as required. The EVP shall maintain all records of the Association. The EVP shall be custodian of all funds and other assets of the Association. The EVP shall transact such business for the Association as required by these By-laws or the Board of Directors. The EVP shall cause a full report of the financial affairs of the Association to be made at each regular meeting of the Board of Directors of the membership. The EVP shall maintain communications as necessary with members and general public. The EVP shall maintain a personal demeanor and reputation of the highest standard. The EVP shall serve at the Pleasure of the Executive Committee, and they shall determine his/her compensation. All reasonable expenses incurred in the official conduct of Association business by the EVP shall be paid by the Association. The EVP shall serve as the Secretary and the Treasurer of the Association. As Secretary, the EVP shall have the responsibility of taking and preserving the minutes of all official meetings of the Board of Directors and the members. The EVP shall maintain the membership rolls of the Association. The EVP shall see that all notices are fully given as required by the By-laws. The EVP shall be custodian of the corporate seal of the Association. The EVP shall perform these and such other duties as may be assigned by the Board of Directors.

Section 4. President-Elect. The President-Elect shall assist the President in carrying out the duties of his/her office and shall be responsible for all duties of the President in his/her absence. In the event the President resigns or is unable to serve, the President-Elect shall succeed to the office of President. The President-Elect shall be elected by the membership at its annual meeting. The President-Elect shall serve for one two-year term, prior to succeeding to the office of President.

Section 5. Vice-Presidents. One Vice-President shall be elected by the membership of the Association to represent each of the six (6) regions of the Association. The term of the office of a Vice-President shall be for four (4) years, and a Vice-President shall not be eligible for re-election to consecutive terms. Vice-Presidents shall participate in at least a majority of OCA events on an annual basis. Each Vice-President shall serve on at least one committee as assigned by the President.

Section 6. Directors. Three (3) Directors shall be elected by the membership of the Association to represent each of the six (6) regions of the Association. Directors shall hold office for a term of three years. Elected Directors shall not be eligible for re-election to consecutive terms. Directors shall be responsible for the recruitment of new members in their district, and the

retention of existing members. Directors shall participate in at least a majority of OCA events on an annual basis, and shall serve as a liaison between members in their districts, and the Board of Directors. Each Director shall serve on at least one committee as assigned by the President.

Section 7. Vacancy in Office. A vacancy in any office shall be filled by the Board of Directors.

Section 8. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

Section 9. Elections.

A. The officers shall be elected at the Annual Meeting.

B. Nominations may be made from the floor, provided consent has been obtained from the nominee.

C. Elections shall be by ballot except when there is only one nominee for an office, election may be by voice vote.

ARTICLE V MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the OCA shall be held annually at a time and place determined by the Executive Committee.

Section 2. Notices shall be mailed at least thirty (30) days before the Annual Meeting. The Annual Meeting shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special. Special meetings may be called by the President or a majority of the Executive Committee. The purpose of the meeting shall be stated in the call to the meeting and at least thirty (30) days written notice shall be given.

Section 4. Quorum. The members present at a meeting of the association shall constitute a quorum.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of the Directors, District Vice-Presidents, Two (2) representatives of the Past Presidents Council selected by that committee, and Officers of the OCA.

Section 2. Duties. The Board of Directors shall be subject to the orders of the association and none of its acts shall conflict with action taken by the association. The board of directors shall:

- A. Meet at least quarterly to supervise the affairs of the association;
- B. fix the date, hour, and place of meetings;
- C. make recommendations to the association;
- D. adopt rules as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association; and
- E. perform such other duties as are specified in these bylaws or ordered by the association.

Section 3. Meetings.

- A. Regular meetings of the board of directors shall be held at least quarterly.
- B. Special meetings may be called by the president or a majority of the Executive Committee. The purpose of the meeting shall be stated and at least thirty (30) days written notice shall be given.
- C. A majority of the members of the board of directors shall constitute a quorum.

ARTICLE VII COMMITTEES

Section 1. Standing Committees. The standing committees shall be: (a) Executive Committee, (b) Nominating Committee, (c) Membership Committee (d) Beef Business Committee, (e) Beef Production Committee, and (f) Past Presidents Council. The President shall appoint the Chairman and members of all committees not otherwise provided for herein.

Section 2. Composition and Responsibilities of Standing Committees.

- A. The Executive Committee shall be made up of the President, President-Elect, District Vice-Presidents, two representatives from the Past Presidents Counsel, and the immediate past President of the Association.
- B. The Nominating Committee shall consist of eight 8 members, as follows:
 - i. One member from each of the six (6) districts shall be selected at the district meeting prior to convention, together with the immediate Past-President of the Association,

and a member of the Past-Presidents' Council selected by that committee. The chairman shall be the immediate past-president to the Association.

ii. At the Annual Meeting, present a slate of at least one individual for each office, provided consent has been obtained from each nominee.

C. The Membership Committee shall include, at a minimum, at least one Director from each Region, and such other members as the President may from time to time direct.

D. The Beef Business Committee shall be made up of Primary and Lifetime members of the Association in good standing who are present at the meetings of the Committee. Said committee shall be responsible for drafting and recommending policies related to beef business to the membership of the association, and for facilitating meetings of the OCA membership at least annually to consider and adopt association policies related to beef business.

E. The Beef Production Committee shall be made up of Primary and Lifetime members of the Association in good standing who are present at the meetings of the Committee. Said committee shall be responsible for drafting and recommending policies related to beef production to the membership of the association, and for facilitating meetings of the OCA membership at least annually to consider and adopt association policies related to beef production.

F. The Past Presidents Council shall be made up of all Past Presidents of the OCA. The Past Presidents Council shall serve to advise the Executive Committee and Board of Directors. The Past Presidents Council shall meet at Annual Meeting to select one member of said committee to serve a two-year term on the Board of Directors and Executive Committee. The Past President's Council shall select one representative to serve on the Nominating Committee each year.

Section 3. Duties.

A. The Executive Committee shall:

1. have general supervision of the affairs of the association between meetings;
2. fix the date, hour, and place of meetings;
3. make recommendations to the Board of Directors;
4. declare an office vacant in the event of death, resignation or removal of any officer;
5. adopt rules as needed to carry on the business of the executive committee, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association; and
6. perform such other duties as are specified in these bylaws or ordered by the association.

7. employ and supervise the Executive Vice-President/Treasurer of the Association as described in herein.

Section 4. Other Committees. Other committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chairmen and members of such committees shall be appointed by the president, except that in the absence of the president, the Executive Committee may appoint the chairman and members of a special committee, who shall be treated as though appointed by the president.

Section 5. Ex-officio Membership. The president shall be an ex-officio member of all committees.

ARTICLE VIII LIABILITY AND INDEMNIFICATION

Section 1. The officers and directors of this Association shall not be personally liable for the debts or actions of the Association.

Section 2. The Association shall indemnify any officer, director, committee chairman or vice chairman, employee or agent, or any former officer, director, committee chairman or vice chairman, employee or agent of the Association (hereinafter referred to in Article XIII as indemnified person"), against expenses actually and reasonably incurred by such indemnified person, including but not limited to judgments, costs, and counsel, in connection with the defense of any action, suit or proceeding, civil or criminal, in which such indemnified person is made a party by reason of being, or having been, an indemnified person of the Association.

Section 3. No indemnified person of the Association shall have any right to reimbursement in relation to matters as to which such indemnified person shall be adjudged in such action, suit, or proceeding to be liable for wanton and willful acts or omissions in the performance of duty to the Association.

Section 4. The right to indemnify for expenses shall also apply to expenses of suits which are comprised or settled if the courts having jurisdiction of the action shall approve such settlement. This right of indemnity shall be in addition to, and not inclusive of, all other rights to which indemnified persons of the Association may be entitled.

**ARTICLE IX
MISCELLANEOUS**

MISCELLANEOUS

Section 1. **Contracts and Agreements.** Except as the board directs otherwise, all contracts and agreements of the Association shall be signed by the President, or the Executive Vice-President/Treasurer.

Section 2. **Donations.** The Association may, at the discretion of the Board of Directors, accept donations, grants, contributions and gifts from any public or private source.

Section 3. **Financial and Banking Authority.** The Executive Vice President/Treasurer shall be the custodian of Association assets and has authority to:

- a) Open and maintain banking and investment accounts of the Association.
- b) Designate employees with authority to sign checks and make funds transfers to carry out Association business.

The Executive Committee and/or Board of Directors shall have authority to authorize the purchase, sale and mortgage of Association property.

Section 4. **Compensation/Reimbursement.** No director, committee member or appointed/elected officer shall receive any compensation for services in their capacity as a director committee member or appointed/elected officer. The Association may, at the sole discretion of the Executive Committee, reimburse normal expenses of directors, committee members and appointed/elected officers reasonable incurred in attending meetings and performing special assignments for the Association.

Section 5. **Annual Audit and Review of Internal Controls.** The board of directors shall cause an independent certified public accountant, selected by it from time to time, to make an annual examination of its financial accounts (which shall include a report of all funds remitted to the Association during the period of the audit) and shall submit the report of examination to its members. The Executive Committee will annually review and approve the Internal Control Procedures that are currently in place. The Executive Committee shall have the authority to contract with a third-party independent accounting firm selected by it to conduct a review of the internal control procedures if approved by a majority vote.

**ARTICLE X
DISSOLUTION**

In the event of the dissolution of the association, the assets shall be liquidated and distributed to the Oklahoma Cattlemen's Foundation in accordance with the laws of the state of Oklahoma. No funds shall inure to the benefit of individual members.

**ARTICLE XI
PARLIMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order shall govern the proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

**ARTICLE XII
AMENDMENTS**

These bylaws may be amended at any annual meeting of this association by a two-thirds vote, provided that the amendment has been submitted in writing at least sixty (60) days prior to the annual meeting and is approved in advance by the Executive Committee.