

CORPORATE BYLAWS FOR:  
THE OKLAHOMA SHORTHORN ASSOCIATION,  
AN OKLAHOMA NON-PROFIT CORPORATION.

## ARTICLE 1: NAME

The name of the Corporation will be The Oklahoma Shorthorn Association, an Oklahoma Non-profit Corporation. The registered Trade name is, the Oklahoma Shorthorn Association or (OSA). Herein after in this document referred to as the OSA.

## ARTICLE: DOMICILE

The OSA shall be domiciled in the State of Oklahoma. The OSA has no principal place of business.

## ARTICLE 3: REGISTERED AGENT

The OSA will maintain a registered service agent in Oklahoma pursuant to current Oklahoma Law. The Executive Secretary will be the registered service agent.

## ARTICLE 4: PURPOSE

The purpose of the OSA is the charitable support and promotion of all areas of the Shorthorn cattle industry within the State of Oklahoma and the world. The mission of the OSA is to contribute to the profitability and add to the quality of life of its members and the public by providing marketing, educational, and charitable events. The OSA shall do all things reasonable and necessary to accomplish its objectives. The OSA shall be open to all persons who qualify for membership as specified in the Bylaws and Rules and Regulations.

## ARTICLE 5: CAPITAL STOCK

The OSA does not have Capital Stock of any kind. No member shall be referred to as a stockholder.

## ARTICLE 6: LIFE OF THE CORPORATION

The OSA shall be a perpetual non-profit corporation.

## ARTICLE 7: GENERAL POWERS OF THE CORPORATION

The OSA shall have the power to conduct any and all actions which are authorized under the laws of the State of Oklahoma and The United States. The OSA is strictly prohibited from engaging in any activity which would cause it to lose the status of a non-profit corporation. All actions of the corporation are presumed to be in compliance with the non-profit status.

## ARTICLE 8: MEMBERSHIP

Section 1: Membership in the Oklahoma Shorthorn Association shall be open to all persons of good character, who are careful and reliable breeders of Shorthorn cattle, or who are in a business closely allied with the Shorthorn cattle industry, or who are in any way interested in Shorthorn cattle. Membership is available for both in-state and out-of-state individuals and entities. Fee schedules for membership shall be determined by the Board of Directors and will be adjusted by the Board as needed. Out-of-state membership will have no voting rights.

Section 2. The following classifications of membership shall exist:

Active Members: Senior Membership. Any person over the age of 22, a corporation, an organization or partnership which is engaged in the production, promotion, marketing, exhibiting or any element of the shorthorn cattle industry, and are not over 60 days delinquent for any fees owed to the OSA; is eligible to apply for membership in the OSA. Any application of membership must be in writing and be accompanied with the proper membership fee. Digital formats will be acceptable. All applications are subject to rejection by the

board of directors of the OSA for cause. The OSA is an equal opportunity non-profit Corporation. The OSA does not discriminate on the basis of race, color, sex, creed, national origin, sexual orientation or disability.

Inactive Members. Inactive members are defined as individuals 22 years of age or older who are 61 or more days delinquent for any fees owed to the OSA.

Junior Membership. Any person under 21 22 years of age as of January 1 of the current year, is eligible to be a member of the Junior section of the OSA otherwise referred to as the Oklahoma Junior Shorthorn Association (OJSA). The same membership criteria apply to the junior membership division as the senior membership section except for age. Junior Members of the OSA/OJSA shall have no voting rights in any business transacted by the OSA.

Section 3. Powers of Members. The in-state, active, paid members of the corporation shall have equal powers to vote on all issues submitted to the membership for a vote by the board of directors or matters submitted by a member for the vote of the general membership. The membership cannot amend the by-laws of the corporation. The members may remove a board member at any time by a two-thirds majority vote. The majority vote of the corporation membership cannot spend or designate for spending more than 10% of the corporate assets within one year without the consent of the board of directors.

## ARTICLE 9: BOARD OF DIRECTORS

Section 1. All board members must be an active and paid member of the OSA at the time of election and maintain that membership and good standing with the association through their term/terms. All board members must reside in Oklahoma. Number of board members. The OSA shall have nine board members.

Section 2. Election of board members: Board candidacy must be submitted in writing to the Executive Secretary no later than 7 days prior to the Annual Meeting. No nominations will be accepted from the floor. All individuals must be nominated by a current paid member of the OSA. The candidate must be a current and paid member of OSA that resides in Oklahoma. The board members shall be elected at the end of the annual meeting. Each board member shall be

elected, by majority vote of the active, in-state, paid members present at the annual meeting. Each board member shall be elected for a period of three years. A term in office begins at the close of the annual meeting in which the person was elected and ends at the close of business of the annual meeting three years later, if not reelected. A board member may serve only two consecutive three year terms. There is no limit to the number of total years a person may serve on the board of directors. This corporation adopts the prior corporations sitting Board of Directors at the time of incorporation as the first set of Board members.

Only active, in-state, paid members in attendance at the Annual Meeting are eligible to vote. There will be no proxy votes accepted. Members will vote by secret ballot. Each ballot will list the names of the candidates.

Section 2. Compensation: No Board member of the OSA shall receive compensation for any services.

Section 3. Meetings. All meetings of the OSA shall be governed by the provisions of Robert's Rules of Order Newly Revised. The President of the Association shall preside over and conduct all meetings of the members. The board of directors shall meet at least once a year immediately after the close of the annual meeting. A special meeting of the Board of Directors of the Association may be held at any time. This includes Conference Calls, and/or any Digital Meetings as deemed necessary. A majority of the elected board members shall constitute a quorum. The board may have as many meetings in a year as necessary.

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board.

Section 4. Replacement of a board member. In the event that a board member cannot continue their term or resigns during term, then the Board of Directors will appoint a replacement to serve out the term. The replacement member is not subject to the replaced members term limits. A Board member may be replaced by the Board of Directors if they do not attend 50% of the regular Board meetings in a fiscal year.

Section 5. Election of corporate officers. The officers of the Association (president, vice-president, and executive secretary/treasurer) shall be chosen annually by the Board of Directors for the next year, at the last board meeting before the Annual Meeting. In the event and newly elected officer is not re-elected to the Board of Directors at the annual meeting a new election of officers for that office will be held immediately after the close of the annual meeting and shall be the first order of business. Officers will serve only year terms, but may hold a position more than once in their term. The three officers shall serve for a one-year term. It is possible by majority vote, to elect or hire an executive secretary/treasurer who is not a member of the board of directors. If the executive secretary/ treasurer is not a member of the board of directors, then that person does not have a vote in the board meeting.

Section 6. Powers and obligations of the board of directors. The members of the board of directors shall have the following powers:

1. Establish membership dues and provide for the annual collection of these dues.
2. To provide for the necessary banking and accounting functions of the corporation. And to designate signatories for accounts.
3. To hire any persons or service to carry on the business of the corporation.
4. To enter in to contracts, to buy and sell real and personnel property necessary for the corporation to conduct any business which is in line with the corporate purpose.
5. To provide for cattle marketing opportunities for its members.
6. To provide for junior and senior members to exhibit cattle in competitive shows.
7. To provide for educational activities for all members.
8. To provide for scholarships and funds for educational activities for junior members.
9. To engage in any shorthorn cattle business, which generates income for the corporation.
10. To ensure that the corporation remains a nonprofit corporation as prescribed in laws of the State of Oklahoma.
11. To ensure that the corporation remains a non-profit corporation under the codes of the Internal Revenue Service of the United States.

12. To amend the bylaws as necessary to fulfill the purpose of the corporation. Amendments to the bylaws can only be made by the board of directors and can only be done by a 2/3 majority vote or the board of directors.
13. To provide an annual meeting for the membership with and an agenda.
14. To provide an annual accounting to the membership.
15. To provide the terms and conditions for the operation of a junior member program, to include providing for officers and the financial standards for it to follow.
16. To not commit waste of corporate assets.

Section 7. Limitation of liability. The members of the board of directors shall have all the protection against personnel liability that the law of Oklahoma provides.

## ARTICLE 10: DOCUMENTS

The following documents will be made available to the public through OSA's website or the OSA Executive Secretary within 30 days of written request. All members of the OSA and OJSA Board of Directors are to direct members to follow this policy to obtain this information. OSA and OJSA Board Members cannot otherwise release information.

- A. Articles of Incorporation
- B. By-Laws and all amendments
- C. OSA Rules and Regulations
- D. Financial Statements
- E. Approved budgets for events which have been approved by the Board of Directors
- F. Meeting Agendas

## ARTICLE 11: EMERGENCY PROVISIONS

When events such as a national emergency, natural disaster, national health crisis, to include but not limited to a national pandemic, or act of terrorism or war prevents an in person annual meeting of the OSA, the Board of Directors may postpone the Annual Meeting to the first available date. All expiring terms will be extended until

the Annual Meeting occurs.

## ARTICLE 12. ADOPTION AND RATIFICATION OF PRIOR RULES AND STANDARDS.

As the new corporation is a successor in interest of the OSA Corporation established in 1960 certain adoptions and ratifications are necessary. The adoption of the bylaws of this corporation adopts and ratifies each and every corporate policy and provision which existed without the need to specifically adopt each. This excludes any change to the bylaws not specifically recorded herein.

Adopted by the membership of the OSA on the 4<sup>th</sup> day of February, 2024.

Certified by the OSA Board of Directors of 2023-2024.