

**AMENDED AND RESTATED BY-LAWS  
OF THE  
OKLAHOMA HEREFORD ASSOCIATION**

**Mission Statement**

To serve, grow, and promote the viability of the Hereford breed within Oklahoma.

**ARTICLE I**

**Purposes**

**The purposes of the Association shall be those as stated in the Articles of Incorporation of the Oklahoma Hereford Association, as amended.**

**ARTICLE II**

**Membership, Dues, and Assessments**

The annual membership dues and such other assessments as deemed necessary shall be established by the Board of Directors. **Membership categories and types offered by the Oklahoma Hereford Association shall be determined via majority vote by the Board of Directors. Additionally, the Board of Directors shall determine via majority vote membership categories and types respective voting rights within Oklahoma Hereford Association voting measures. The Executive Secretary shall be responsible for offering membership in accordance with the Board of Directors' passed motion related to membership categories and types offered for membership within the Oklahoma Hereford Association.**

**Membership privileges may be denied by the Board of Directors. Any person denied membership privileges based on a finding of unethical conduct or good cause may request an opportunity to address the Board of Directors at a regularly scheduled Board meeting. At that time, said person may appeal the denial or suspension of membership privileges. The resulting Board of Directors decision regarding the suspension and / or appeal will be final.**

**ARTICLE III**

## Meetings

### Section 1

Association Meeting-An annual meeting of the members shall be held at such time and at such place as shall be designated by the Board of Directors. The annual meeting of the members may be held virtually by any web-based platform designated by the Board of Directors. Written, to include Email, notice of such meeting shall be mailed or emailed to each member of the Association not less than ten (10) days prior to the date of the meeting. If annual meeting is held virtually, instructions for attendance of the virtual meeting will be included with the notice of the virtual meeting.

The President or a majority of the Board of Directors shall have authority to call a special meeting of the Association at any time upon three (3) business days email notice to the membership stating the purpose of the meeting. The special meeting of the members may be held virtually by any web-based platform designated by the Board of Directors. Written, to include Email, notice of such meeting shall be mailed or emailed to each member of the Association not less than three (3) business days prior to the date of the meeting. If special meeting is held virtually, instructions for attendance of the virtual meeting will be included with the notice of the virtual meeting.

Only members in good standing with the Association shall be eligible to vote in any election for Directors, Amendments to By-Laws, or any other issue requiring approval of the membership of the Association. Each member is entitled to one (1) vote. A voting proxy can be conveyed by mail or email to the Board of Directors. ~~Associate Memberships or any other type of Limited Membership will not hold any voting privileges.~~

### Section 2

Board of Directors' Meetings -The Board of Directors shall have one regular annual meeting, to be held immediately following or as soon after the annual membership meeting as possible. Special meetings of the Board may be called at any time by the President or upon written notice to include email request of not less than three (3) members of the Board. Notice of such meeting shall be mailed or emailed to each board member of the Association not less than three (3) days prior to the date of the special meeting.

The Board of Directors has the authority to meet in person or virtually for its annual Meeting or any special meetings held by the board. The virtual meeting may be held by telephone, web-based platform, or any other virtual means. The Board of Directors shall have the authority to vote virtually on matters of the board. The voting can be accomplished by telephone, virtual web-based and/or by email.

## ARTICLE IV

### Directors

#### Section 1

The Board shall consist of ~~fifteen (15)~~ ten (10) members in good standing. ~~Twelve (12)~~ Eight (8) shall be elected from a majority vote of the members from their respective District voting at the annual meeting. Additionally, ~~three (3)~~ two (2) at large directors will be elected from the General Membership present. The Immediate Past President and the Executive Secretary will make a total of ~~seventeen (17)~~ twelve (12) members of the Board, but only the ~~fifteen (15)~~ ten (10) elected directors shall have voting privileges.

#### Section 2

The State shall hereafter be divided into four (4) Districts which shall be numbered 1,2,3,4 for the purpose of electing Directors.

#### Section 3

**DISTRICT 1, NORTHEAST** – Counties included: Adair, Craig, Cherokee, Creek, Delaware, Lincoln, Mayes, McIntosh, Muskogee, Nowata, Okfuskee, Okmulgee, Osage, Ottawa, Pawnee, Payne, Rogers, Sequoyah, Tulsa, Wagoner, Washington.

**DISTRICT 2, SOUTHEAST** – Counties included: Atoka, Bryan, Carter, Choctaw, Coal, Garvin, Haskell, Hughes, Johnston, Latimer, LeFlore, Love, Marshall, Murray, McCurtin, Pittsburg, Pontotoc, Pottawatomie, Pushmataha, Seminole.

**DISTRICT 3, SOUTHWEST** – Counties included: Beckham, Caddo, Canadian, Cleveland, Comanche, Cotton, Custer, Grady, Greer, Harman, Jackson, Jefferson, Kiowa, McClain, Oklahoma, Roger Mills, Stephens, Tillman, Washita.

**DISTRICT 14 NORTHWEST** – Counties included: Alfalfa, Beaver, Blaine, Cimarron, Dewey, Ellis, Garfield, Grant, Harper, Kay, Kingfisher, Logan, Major, Noble, Texas, Woods, Woodward.

#### Section 4

~~Three (3)~~ Two (2) Directors shall be elected from each of the four (4) districts. Additionally ~~three (3)~~ two (2) At Large Directors will be elected from the total membership.

District Members must reside in the district for which they are being elected to represent. At Large Directors can reside in any district and are not bound by district lines. Should no member from a district enter their name into candidacy for an open Director position for that district,

exceptions can be submitted to the Executive Secretary prior to the annual meeting, or at the annual meeting by the District involved. A current Director from that district who has served two (2) full terms may be elected to that position to serve a one (1) year term by a vote of the entire membership present, or if no member from that district enters into candidacy for that Director position, any member from any district can be elected by the entire membership at the annual meeting to serve a one (1) year term.

Once a member from the district is elected to complete the 1<sup>st</sup> three (3) year term for the remaining years of that term, be it on the 2<sup>nd</sup> or 3<sup>rd</sup> year of that term, that director can be eligible to be elected to one (1) more three (3) year term. **However, the Board of Directors reserves the right to allow an eligible member from the district to serve additional term(s) in the instance that no eligible candidate has applied or been nominated for the respective director district or at-large position. Such exception will be made via majority vote by the current Board of Directors providing for the additional term and term length.**

Individuals desiring to be a candidate for District Director will submit in writing via Email to the OHA Executive Secretary at least 30 days prior to the annual meeting, a formal request to have their name placed on the ballot for their respective district. Individuals running for the At Large Position shall also submit their name in writing via email to the Executive Secretary at least 30 days prior to the annual meeting, indicating their candidacy for the At Large Director position, Candidates for the Director positions must be a **current** member in good standing with the Oklahoma Hereford Association at the time of their candidacy. **Candidates must have an active membership to the Oklahoma Hereford Association at the time of their application, election to, and duration of service on the Board of Directors, if elected.**

Nominations from the floor can also be made in addition to the candidate on the ballot for the respective district and the At Large position, or in the event that no nominations are received prior to the annual meeting, the presiding officer will accept nominations from the floor. All candidates require a formal nomination and second from the perspective district prior to voting, and members running for the At Large Position require a nomination and second from any member prior to voting.

~~Members holding Associate Memberships, or any type of a Limited Membership shall not be eligible to serve as a District Director, At Large Director or as an officer of the Association, and hold no voting rights. These members can serve in an advisory role for the Board of Directors upon approval of the entire membership or a majority vote of the Board of Directors, for a one (1) year term, and for no more than three (3), One (1) year consecutive terms.~~

## Section 5

The term of office of the Directors shall be for three (3) years, but the terms of the offices of each of the three (3) Directors shall be staggered, making a total of five (5) Directors whose terms expire each year (one per District) plus one (1) At-Large.

## Section 6

A Director shall be eligible for re-election once and may serve a second three-year term as a member of the Board of Directors. After two continuous terms as a Director, there must be a period of one year extending from one annual meeting until the next before the Director shall again be eligible for election to the Board. **However, the Board of Directors reserves the right to allow an eligible member from the district to serve additional term(s) in the instance that no eligible candidate has applied or been nominated for the respective director district or at-large position. Such exception will be made via majority vote by the current Board of Directors providing for the additional term and term length.**

## Section 7

A Director may be dismissed upon a majority ~~(8/15)~~ (6/10) vote of the Board of Directors for failing to attend two (2) consecutive board meetings. **A Director may be removed from his/her position for good cause via majority vote of the Board of Directors. Good cause for removal shall be determined by the Board of Directors. Any Director removed from his/her position based on a finding of good cause may request an opportunity to address the Board of Directors at the next regularly scheduled Board meeting. At that time, said person may appeal his/her removal from office. The resulting Board of Directors decision regarding the removal and / or appeal will be final.**

## ARTICLE V

### Duties of the Directors

The Board of Directors shall have general supervision of all business affairs of the Association and shall have full authority in connection with all matters pertaining to shows or sales conducted by the Association. A majority of the board shall constitute a quorum ~~(8/15 members)~~ of six (6) of the ten (10) elected board members to transact business.

The Board of Directors will annually elect **an Executive Committee consisting of the** President, Vice-President and Second Vice-President for one year terms. **The**is election will be conducted each year at the regular ~~annual~~ **February** meeting of the Board of Directors, that will be held immediately following (or as soon after) the annual membership meeting as possible.

The Board of Directors, or its authorized appointee for the purpose, shall annually audit the books and records of the Financial Secretary.

## ARTICLE VI

### Executive Committee

The Executive Committee, which is composed of the President, First Vice-President, Second Vice-President and at least two members of the Board of Directors appointed by the President, shall have authorization to operate on behalf of the Board of Directors and in the absence of a formal meeting of the Board of Directors. The Executive Committee shall have authority to agree on expenditures of up to \$1000.00. Any expenditures over \$ 1000.00 will have to have a majority vote ~~(8/15)~~ (6/10) of the entire Board of Directors for approval of the expense.

## ARTICLE VII

### OFFICERS

The Officers of the Association shall consist of: President, First Vice-President, Second Vice-President.

All Officers will be elected annually for one (1) year terms by the Association's Directors at the regular annual meeting of the Board of Directors.

No member may be elected to the office of President, First Vice-President, and Second Vice-President for more than two (2) consecutive full terms. **The Board of Directors reserves the right to allow an officer to serve additional terms at the discretion of the Board of Directors. Such exception will be made via majority vote by the current Board of Directors providing for the additional term and term length.**

## ARTICLE VIII

### Duties of the Officers

**President-** It shall be the duty of the President to preside at all regular and special meetings of the Association and the Board of Directors, and to appoint all committees, unless otherwise provided for, as well as maintain an overview of the affairs of the Association. The President may call a special meeting of the Board of Directors at his/her discretion.

**First Vice-President-** It shall be the duty of the First Vice-President to work with the other officers to coordinate activities of the Association.

**Second Vice-President** –It shall be the duties of the Second Vice-President to work with the other officers to coordinate activities of the Association.

## **ARTICLE IX**

### **Duties of Secretaries & Financial Secretary**

#### **Section 1**

##### **Executive Secretary**

It shall be the duty of the Executive Secretary to keep a correct record of the proceedings of the Association and the Board of Directors' meeting in digital records that is accessible for any Director. The Executive Secretary shall attend to the correspondence of the Association and shall assist the President in conducting the general business of the Association, including the arrangements of all details in connection with shows or sales authorized by the appropriate resolution of the Board of Directors. The Executive Secretary shall at all times be accountable to the President and the Board of Directors.

Other specific duties and the salary for the Executive Secretary shall be as set forth by the Board of Directors. These duties shall be attached to the By-Laws for information, but will not be a official part of the By-Laws-

#### **Section II**

##### **Financial Secretary**

It shall be the duty of the Financial Secretary to deposit all monies received. The Financial Secretary shall keep an accurate and separate ledger account for all monies received and paid out, and make a full and detailed report to the Board of Directors, and an annual financial report to the Board of Directors, and an annual financial report to the membership. The Financial Secretary shall not be required to furnish bond, unless specifically so required by action of the Board of Directors. The Financial Secretary shall at all times be accountable to the President and the Board of Directors.

Other specific duties and the salary for the Financial Secretary shall be attached to the By-Laws for information, but will not be an official part of the By-Laws. The Financial Secretary shall maintain a separate account for each Fiscal project. Examples: Membership, Directory, all Sales, Shows, Trophies and Awards, Assessments, etc. and shall report each account separately.

## **ARTICLE X**

### **Expulsion**

When the Board of Directors, after a reasonable hearing, pronounces any member guilty of any fraudulent, questionable, or disreputable practice, such member shall be barred from competition for premiums offered, ~~and also~~ from entering animals in any sale or show managed by this Association, and any other Oklahoma Hereford Association event or member privilege as determined by the Board of Directors. ~~The Said member shall have the right to appeal the decision of the Board to the Association at its next regular meeting, or to a special meeting duly called for the purpose of this appeal.~~ The expulsion shall be for a duration as determined to be appropriate by the Board of Directors. Any member subject to an expulsion may request an opportunity to address the Board of Directors at the next regularly scheduled Board meeting. At that time, said person may appeal his/her expulsion. The resulting Board of Directors decision regarding the expulsion will be final.

## **ARTICLE XI**

### **Vacancies**

Any office, either elective or appointive, that may become vacant shall be filled by the Board of Directors, but such appointee shall hold the aforesaid office only until the next annual meeting for the election of officers and/or selection of an appointee.

## **ARTICLE XII**

### **Shows and Sales**

The rules and regulations governing qualifications for entry in all Shows and Sales under the sponsorship and/or management of the Oklahoma Hereford Association shall be determined by the Board of Directors.

Only members in good financial standing with the Association shall be eligible to consign animals to such Shows and Sales.

## **ARTICLE XIII**

### **JUNIOR HEREFORD ASSOCIATION OF OKLAHOMA**



The Oklahoma Hereford Association shall be the parent organization and have full authority to govern the Junior Hereford Association of Oklahoma (JHAO). The Oklahoma Hereford Association's authority over the JHAO shall include, but not be limited to, JHAO's finances, financial accounts, membership, membership disputes, all show matters and disputes, all sale matters and disputes, business, and any other matters pertaining to the operation of the JHAO. The Oklahoma Hereford Association Board of Directors reserves the right to be the final authority for any matters and/or disputes related to the JHAO.

#### Junior Board of Directors & Officers

JHAO shall have a Junior Board of Directors & Officers (Junior Board). The Junior Board is subject to the governance and authority of OHA's Board of Directors. All members of the Junior Board are required to review and sign the Junior Board of Directors & Officers contract. Junior Board members will be held to the standard and expectations set out by the Junior Board of Directors & Officers contract.

#### Junior Advisors

JHAO shall have Junior Advisors. The quantity of Junior Advisors shall be determined by the Board of Directors. Junior Advisors shall be nominated by and determined via majority vote by the Board of Directors. Junior Advisors shall have a term for a period of two (2) years from the time of their selection by the Board of Directors. Junior Advisors must have an active membership to the Oklahoma Hereford Association at the time of their nomination, election to, and duration of service as a Junior Advisor.

Junior Advisors will be subject to the governance of the Board of Directors. Junior Advisors shall work closely with and report to the Executive Secretary. The Executive Secretary shall act as a supervisor, under the authority of the Board of Directors, of the Junior Advisors. The Executive Secretary shall be responsible for providing direction and day-to-day supervision of the Junior Advisors under the purview of the Board of Directors.

Junior Advisors shall be expected to coordinate with and assist the Executive Secretary with completion of the following: Tulsa State Fair prizes; Oklahoma Youth Expo prizes; fundraising; Junior activities; Red Dirt Rendezvous prizes, sponsorships, meals, activities, and Junior contests; Junior Board of Directors & Officers; and, Junior National Hereford Expo (JNHE) barn & tie-out stalling chart, State junior voting delegates, Junior meals, State t-shirt design and assist with t-shirt order coordination, selection of State group of five, assist with membership votes for voting matters at JNHE. Junior Advisors shall also be responsible for assisting the Executive Secretary with any other duties, matters, and/or activities as determined by the Executive Secretary, under the supervision of the Board of Directors.

#### Removal of Junior members, Junior Board members, and Junior Advisors

Junior members, Junior Advisors, and Junior Board of Directors & Officers are expected to maintain good behavior and conduct in a manner consistent with the current OHA, American Hereford Association, and National Junior Hereford Association bylaws and rules.

The Board of Directors reserves the right to discipline and/or remove a junior member in general, Junior Board director or officer, and Junior Advisor for any failure of duties and / or conduct found by the Board of Directors to be conduct unbecoming of a Junior member, Junior Board of Directors and Officers member, or Junior Advisor. Junior Advisors may make a recommendation to the Board of Directors regarding Junior / Junior Board membership removal and/or discipline. The Board of Directors shall retain all authority regarding all Junior membership, Junior Board, and Junior Advisors issues, disputes, discipline, and / or removal. Removal may be as a result of the Junior Board member or Junior Advisor's failure to achieve required duties. Such discipline and/or removal from office may result in disqualification from running for and holding a Junior Board of Directors and Officers or Junior Advisor position in future years.

Any Junior or Junior Advisor subject to removal and/or discipline by the Board of Directors may request an opportunity to address the Board of Directors at the next regularly scheduled Board meeting. At that time, said person may appeal the removal and/or discipline. The resulting Board of Directors decision regarding the suspension, discipline, and / or appeal will be final.

## **ARTICLE XIV**

### **FISCAL YEAR**

The fiscal year of this Association shall be the same as the calendar year. Annual dues shall be due and payable to the Association January 1<sup>st</sup> and shall be deemed delinquent if not paid by that date.

## **ARTICLE XV**

### **Dissolution of Association**

Upon dissolution of the Oklahoma Hereford Association any remaining funds in the account would be gifted to the Hereford Youth Foundation of America, 11500 N. Ambassador Drive, Suite 410, Kansas City, Missouri, 64153. Remaining funds would assist with the foundation's mission of scholarship, leadership and education for Hereford youth. Funds would be invested according to the current investment policy of the Hereford Youth Foundation of America and at the time of dissolution, the current board of directors of the Oklahoma Hereford Association would work with the board of directors of the Hereford Youth Foundation of America to designate how the funds would be dispersed over time.

## **ARTICLE XVI**

### **Amendments**

The By-Laws may be changed and/or amended by a majority vote of our members present at any Annual Membership Meeting, or at any Special Membership Meeting which has been called for that purpose. Amendments to the By-Laws must be presented to the membership in writing at least 30 days prior to the Annual Meeting or by such Special Membership Meeting so called for that purpose.

Amended Effective 12/8/95

Amended Effective 11/19/05

Amended Effective 11/21/20

Amended Effective 11/30/24