

OKLAHOMA CATTLEMEN'S ASSOCIATION, INC.

BY-LAWS

ARTICLE 1 – OFFICERS

SECTION A.

The officers of the Association shall consists of a President; a President-Elect; one Vice-President elected by the members of this Association from each State District as hereafter defined; an Executive Vice President-Treasurer; three Directors elected by the members of this Association from each State District as hereafter defined; a maximum of six Directors-at-Large; and a maximum of twelve Advisory Directors.

SECTION B.

The President, President-Elect, one Vice-President from each State District, and one Director from each State District shall be elected at the annual convention by a majority vote of the membership present. Each member in good standing shall be entitled to one vote. In addition to the elected Directors, there shall be a maximum of six Directors-at-Large and a maximum of twelve Advisory Directors appointed by the Executive Committee.

SECTION C.

All officers and directors shall be members in good standing and the President shall be a resident of Oklahoma.

SECTION D.

All elected Directors who have served a full three-year term shall not be eligible for re-election as a Director for a period of one year following expiration of their term of office. The President and President –Elect shall not be eligible to be elected for more than two consecutive one-year terms. Vice-President shall not be eligible to be elected for more than four consecutive one-year terms subsequent to the 1990 annual convention. Directors-at-Large and Advisory Directors shall not be appointed for more than six consecutive one-year terms subsequent to the 1990 annual convention. At the annual convention held in the year 1972, three Directors from each State District shall be elected, one for a one-year term, one for a two-year term, and one for a full three-year term. The persons nominated for each of the staggered terms shall be decided by the nominating committee. At the annual convention held in 1973, and all subsequent years, only the Director from each State District whose term has expired will be replaced by election of the membership.

SECTION E.

The Executive Vice-President-Treasurer shall be employed by the Executive Committee.

SECTION F.

In order to obtain, as nearly as possible, equal and equitable area representation on the Board of Directors, the State shall be divided into six Districts designated as follows: Northwest District, Southwest District, North Central District, South Central District, Northwest District and Southeast District. Each District will be comprised of the counties as designated by the attached Apportionment listing of the Oklahoma Cattlemen's Association and map designation attached to the By-Laws and made a part hereof.

OKLAHOMA CATTLEMEN'S ASSOCIATION, INC. – BY-LAWS

SECTION G.

The Nominating Committee shall consist of the immediate Past-President, who shall be its Chairman, a member of the Past-President's Council elected by the Past President's Council, and six members, one from each district of the State, as described under Section F above. Prior to each annual convention, the membership of each district, under the leadership of that district's Vice-President, shall elect one person from among its membership to serve as that district's member of the Nominating Committee for the forthcoming convention.

ARTICLE 11 – BOARD OF DIRECTORS, EXECUTIVE COMMITTEE
AND PAST PRESIDENTS' COUNCIL

SECTION A.

The Board of Directors shall consist of the President; President-Elect; the six Vice-Presidents, being one from each State District; the immediate Past-President; the eighteen elected Directors, being three from each State District; the Directors-at-Large; and the Advisory Directors.

SECTION B.

The Executive Committee shall be composed of the President; the President-Elect; the six Vice-Presidents; and the immediate Past President; and two members of the Past Presidents' Council, other than the current President or the immediate Past-President, elected as hereinafter provided. The Executive Vice President-Treasurer shall be an ex-officio member of the Executive Committee.

SECTION C.

The Past Presidents' Council shall consist of the current President and all Past-Presidents.

ARTICLE III – DUTIES

SECTION A.

The President shall preside at all meetings of the Board of Directors, of the Executive Committee, of Past-Presidents' Council, and at the annual convention.

SECTION B.

It shall be the President's duty to call at least one meeting of the Board of Directors each quarter of the calendar year and at least one meeting of the Past Presidents' Council annually, provided, however, either the Board or the Council can convene itself on written call signed by a majority of its members with due notice to the entire Board or Council.

SECTION C.

The President-Elect shall exercise any and all powers of the President in the event of inability of the President to serve by reason of absence or other good and sufficient reason

OKLAHOMA CATTLEMEN'S ASSOCIATION, INC. – BY-LAWS

SECTION D.

The Executive Vice-President-Treasurer shall be custodian of the offices and property of the Association; shall prepare and keep all records of the Association; shall receive all funds and make disbursements of same when and as directed by the Executive Committee; shall furnish the Executive Committee with a complete audit of the Association's records and accounts prepared by Certified Public Accountants whenever same may be requested and shall furnish bond satisfactory to the Executive Committee. The Executive Vice-President-Treasurer, with the consent of the Executive Committee, shall employ any necessary employees, purchase any necessary supplies, arrange for necessary officers and exercise any other prerogative essential to carrying out his duties. He shall act as secretary of the Executive Committee, but as such, shall have no vote. The Executive Vice-President-Treasurer shall direct and coordinate all Association programs and generally serve as the managing officer of the Association, under the subject to policies prescribed by the Executive Committee and the Board of Directors.

SECTION E.

The Board of Directors shall at all times be the supreme control body of this Association. It shall define the general policies of the Association and report its findings and recommendations to the Executive Committee for action and direction. The Board shall: (1) designate the times and places of meetings in the annual convention; (2) have the power, by two-thirds majority vote, to suspend or expel any member for good and sufficient reason. In case of expulsion the member shall have the right to appeal to the next annual convention; (3) have power to accept contributions for announced and specific purposes; (4) have power to set dues for regular and associate members of the Association; (5) have power to offer fixed rewards to prevent theft of cattle, and to prescribe the method of obtaining and disbursing such funds; (6) have power to publish or cause to be published and official publication of or for the Association and enter into any necessary contracts or agreements on behalf of the Association; (7) be authorized to cooperate with any other recognized organizations in the cattle industry in the nation in matters of mutual interest and welfare; (8) act as trustee for the Association's policies, plans and all its undertakings.

SECTION F.

The Executive Committee shall: (1) take official action on behalf of the Board of Directors while the Board is not in session; (2) employ the Executive Vice-President-Treasurer of the Association; (3) advise the Executive Vice-President-Treasurer on matters concerning the duties and compensation of the professional staff; (4) appoint Directors-at-Large and Advisory Directors of the Association; (5) give preliminary study to and recommendations of budget and other financial matters for the Board of Directors; (6) interpret and carry out all policies of the Board and all other duties and responsibilities assigned by the Board, and (7) carry out such other duties and responsibilities which may be assigned by the Board of Directors from time to time not in conflict with any specific power conferred upon or reserved unto the Board.

SECTION G.

The Past Presidents' Council shall elect annually from its own membership, two members, other than the current President or the immediate Past-President to serve a one-year term on the Executive Committee and who shall not be eligible to succeed themselves. The Council shall advise the Association on any subject pertinent to the Association's purpose that is of concern to the Council's membership.

OKLAHOMA CATTLEMEN'S ASSOCIATION, INC. – BY-LAWS

SECTION H.

The Nominating Committee selected for each annual convention shall name one person for each office of the Association to be elected at said convention; such committee shall present the names of the persons so named to the convention at the time the President opens the convention for nominations and election at which time any qualified person may be nominated from the floor, provided such nominee receives the support of two seconds. After the nominations have been duly closed, balloting for each officer nominated shall be held separately.

ARTICLE IV - QUORUM

SECTION A.

The members of the Board of Directors present at any regular or special meeting of the Board of Directors shall constitute a Quorum, provided a ten-day prior notice of such meeting has been given by the Executive Vice President-Treasurer.

SECTION B.

A majority of the Executive Committee shall be required to constitute a Quorum.

SECTION C.

The members of the Past Presidents' Council present at any meeting shall constitute a Quorum the district's Vice-President.

SECTION D.

The members of the Association present at the Annual Convention or other duly called meeting of the membership shall constitute a Quorum.

SECTION E.

At any district meeting or caucus, the members of the Association residing in said district and present at such meeting or caucus shall constitute a quorum, provided a ten-day prior notice of such meeting or caucus has been given by the District's Vice-President.

ARTICLE V – AMENDMENTS

These By-Laws may be amended by: (1) the Board of Directors by a two-thirds vote of the entire Board, as defined in Article II, Section A above, except for Article I, Sections A and B and Article II, Section A; provided notice of any proposed amendment is furnished each member of the Board in advance of the meeting at which said amendment is voted upon. Article I, Sections A and B and Article II. Section A shall be amended only by the membership, or (2) a two-thirds vote of all members present at an annual convention, or at any duly called meeting of the membership; provided all members have been duly notified in advance of the amendment(s) to be considered.