

Oklahoma Appaloosa Racing



BYLAWS, Revised by the Board of Directors 3/23/2019

ARTICLE I NAME

The name of the non-profit organization shall be the **OKLAHOMA APPALOOSA RACING LLC (henceforth known as the O.A.R.)** chartered under the laws of the State of Oklahoma.

The principal office of this organization shall be located with the TREASURER, at his choice. The fiscal year shall begin July 1 of each year and end on June 30 of the following year.

ARTICLE II PURPOSE

The purpose and objectives of this organization are as follows:

- A. To cooperate with and aid, the programs and functions and abide by the ApHC Rules and Regulations. ApHC who is responsible for racing records and national points.
- B. To gain proper publicity through the mediums of magazines, newspapers, computers, flyers, brochures, internet, etc.
- C. To promote Appaloosa horses registered with the ApHC Inc. and the rules and regulations of the state of Oklahoma Horse Racing Commission.
- D. To cooperate with any purpose or with an organization in any undertaking designed to further the purposes of the corporation.
- E. To foster good fellowship among the members and keep them informed.

ARTICLE III MEMBERSHIP

Membership in the O.A.R. shall be open to all persons interested in Appaloosa horses and the promotion of racing. Membership will be accepted at any time during the fiscal year. Membership will be accepted in the following forms:

A.) **Classification-** Adult members shall be defined as 19 years of age and over. Couples shall be defined as those married or otherwise residing in the same household. All paid members are eligible to earn YEAR-END AWARDS if any presented by the O.A.R.

B.) **Due Process-** Those members abusing or misusing their privileges of membership shall have their membership revoked by the Board of Directors. Any member of the organization may be removed for cause by a vote of not less than $\frac{3}{4}$ of the members of the Board of Directors at any regular or special meeting called for that purpose. The member shall be informed in writing of the charges proposed against him at least 10 days before such meeting, whether regular or special, and at the meeting shall have an opportunity to present witnesses and be heard in person. Members may, upon application, be reinstated at the discretion of the Board of Directors.

- A. Cause is generally regarded as disorderly conduct in the O.A.R. or violation of such rules and regulations as adopted by the Board of Directors.
- B. Any member may resign by filing a written resignation with the Secretary.

ARTICLE IV AFFILIATION

- A. **Membership Meeting-** the O.A.R. will meet annually as determined by the Board of Directors at a designated time and place in the month of January. At that time, additional meetings may be scheduled.
- B. **Fees-** membership fees shall be set by the Board of Directors.
 - a.) A membership fee shall be paid on application for Membership. Individual \$50 or Couple \$90
 - b.) All money received from membership fees may be used for advertisement, stamps, office supplies, promotional work and other work in connection with the purpose of the O.A.R.
 - c.) Membership is good for one year and will be renewed each year with application.
 - d.) Membership is non-transferable.

C. **Right to Vote-** all paid members in good standing with the O.A.R. has the privilege of one vote at the annual meeting in the election of officers and directors. The President, Vice-President, Secretary, and Treasurer shall be elected at the annual meeting. Members voting in the annual election must have dues paid prior to voting in any election. There shall be no proxy voting.

- a) **List of Members-** a complete list of members entitled to vote at the meeting, arranged in alphabetical order, and showing the address, phone and email address (if available) shall be prepared by the officer in charge of the membership list. A membership list shall be provided for each O.A.R. member.
- b) **Order-of Business-** the President of the meeting shall determine the order of business and the procedure at the meeting, including regulation of the manner of voting and the conduct of discussion.

ARTICLE V DIRECTORS

Annual membership voting by mail in ballot will be held for the purpose of electing officers and directors. The President, Vice-President, Secretary, Treasurer and Directors shall be elected from the general membership. Eligibility will be restricted to paid adult members of the O.A.R. Election of officers and directors shall be nondiscriminatory in regard to age, sex, creed, and color.

- A. The Board of Directors shall consist of a minimum of seven (7) and no more than (15) members. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and three (3) Directors elected from the general membership.
- B. Initial elections to the Board shall be for staggered terms of a three (3) year experience, a two (2) year, and a one (1) year Director. Subsequent appointments shall all be three year terms. Therefore, each year, only one new Director shall be

elected. The Director in the 3rd year will be recognized as the "Executive Director."

- C. **Board Vacancies.** Vacancies occurring due to death, resignation, removal, disqualification, or otherwise...may be filled by the affirmative vote of the majority of the remaining Directors. The Appointee shall complete the unexpired term.
- D. Directors may serve three consecutive terms (plus any portion of an unexpired term if appointed). And when the Director has served his three years and is nominated for another three year term, (and elected by the membership) he may do so by starting out as a first year Director and work his way back up.
- E. **Meetings-** the officers and directors shall meet at least three(3)times each year with the membership. Notice of the meetings shall be given by the President and meetings shall be held at a location agreed upon by the officers and directors.
 - a.) Special meetings of the Board may be called by the President or by a majority of the Directors. Notice of special meetings shall be given to each Director at least two (2) days before the meeting.
 - b.) **Quorum-** A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If at any meeting a quorum is not present, a majority of the Directors present may adjourn the meeting.
 - c.) **Fees and Compensation-** Directors shall not receive any stated salary for their services, but, by resolution of the Board, adopted in advance of, or after the meeting for which payment is to be made, a reasonable fee may be permitted for gas, food, lodging for attendance at any meeting outside the

regular O.A.R. meetings that the Board votes and agrees absolutely necessary.

ARTICLE VI DUTIES OF OFFICERS

There shall be four (4) officers of the Board of Directors: President, Vice-President, Secretary, and Treasurer.

- A. **President-** the President shall serve as chief operating Officer and be subject to the control of the Board of Directors. He shall have such powers and perform such duties as general supervision over the Board and its officers, and any committees, shall oversee all meetings and ensure the objectives of the O.A.R.
- B. **Vice-President-** Shall preside at meetings in the absence of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He shall attend all meetings deemed necessary by the Board. In the event the President is unable to serve, shall become the acting President until the vacancy is filled.
- C. **Secretary-** the Secretary shall be the keeper of the records at meetings, and shall give notice of, attend, and record minutes of meetings of members and Directors. The officer shall, in general, perform all duties of the office of secretary and such other duties as may be assigned to him by the Board or President. Assistant Secretaries, if any appointed, shall have such duties as delegated to them by the secretary or President.
- D. **Treasurer-** the Treasurer shall be responsible for the following:
 - a.) The custody and safekeeping of all the funds and Securities of the O.A.R.
 - b.) The receipt and deposit of all moneys paid to the O.A.R.

- c.) Where necessary or appropriate, the endorsement for collection on behalf of the O.A.R. of all checks, drafts, notes and other obligations payable to the corporation.
- d.) The disbursement of funds of the O.A.R. under such rules as the Board may from time to time adopt.
- e.) Maintaining the general books of the corporation and the performance of such further duties as are incident to the office of Treasurer or as may be assigned to him by the Board or by the President.
- f.) At each meeting of the O.A.R., the Treasurer shall submit a current statement of the O.A.R. account or financial report.

ARTICLE VII ELECTIONS

The purpose of annual elections shall be held during July to coincide with the fiscal year end tax filing. Elections for the President, Vice-President, Secretary, Treasurer and Board of Directors shall be elected from the general membership. Eligibility will be restricted to paid adult members.

- A. Before electing the annual officials, the Secretary will contact each member or send out a Nomination Form. The member shall nominate any qualified member for the four offices and one new, first year Director.
- B. The Secretary will tabulate the nominees and verify with the nominees that they agree to the responsibility of the listed duties of the office.
- C. The Secretary will then compile a ballot to be mailed out to the membership for voting. Returned in sealed envelope and presented to a special committee for counting.

D. Ballots sent out will contain the following information below

- a) Order of voting: President, Vice-President, Secretary, Treasurer, and Director.
- b) An officer who has no opponent nominated shall be automatically re-elected.

ARTICLE VIII INDEMNIFICATION

The O.A.R. will defend, hold harmless, and indemnify any member of the Oklahoma Appaloosa Racing LLC during and following employment of tenure in office from any and all demands, claims, suits, actions and legal proceedings brought against said member in her/his individual capacity or in her/his official capacity as a member of the O.A.R.

- A. The incident(s) promoting said legal action must have arisen while the member was acting within the scope of his/her duty and in an official capacity for and on behalf of the O.A.R.
- B. This indemnification provision does not apply when the liability arises from criminal conduct on the part of the member.
- C. In the event of any conflict between this policy and applicable Oklahoma statutes, the later shall control.

ARTICLE IX AUDITS

The fiscal year of the O.A.R. shall run from July 1st to June 30th. The accounts of the O.A.R. shall be audited annually by a Certified Public Accountant or Financial Advisor that is not affiliated with the organization. The audit shall be presented to the BOARD after its first regular meeting after July 1st and will be reviewed for approval by the Board of Directors.

ARTICLE X AMENDMENTS

These BY-LAWS may be altered, amended, repealed, or added to any regular Board meeting or any Special meeting called for that purpose.

An affirmative vote of two-thirds (2/3) of the membership is required.

Members will be notified at least 15 days prior to the annual meeting by mail, text, and email for a vote on any such amendments. These BY-LAWS may be adopted in accordance with the corporation's CERTIFICATE OF INCORPORATION and the OKLAHOMA GENERAL CORPORATION ACT.

Issues and areas of concern for officers, Board members, and regular members not covered by these BYLAWS shall be administered in accordance with current policies and procedures to the extent appropriate.

THESE BYLAWS WERE APPROVED BY THE OKLAHOMA APPALOOSA RACING LLC, BOARD OF DIRECTORS AND MEMBERSHIP AS PRESENTED ON THE 23 DAY OF March 2019.