

# Constitution and By-laws of the Oklahoma Amateur Quarter Horse Association

Amended August 2, 2016

Proposal recommendation March 22, 2022

## Article I Name and Objectives

**Section 1.** This organization shall be a division of the Oklahoma Quarter Horse Association (OQHA). It shall operate within the scope of the by-laws, rules and regulation of the American Quarter Horse Association (AQHA) and the Oklahoma Quarter Horse Association, and shall be named the Oklahoma Amateur Quarter Horse Association.

**Section 2.** The objectives and purposes of the Oklahoma Amateur Quarter Horse Association, hereinafter referred to as the OAQHA, shall be as follows:

A) To Promote the American Quarter Horse by creating programs of interest to nonprofessional Quarter Horse owners and enthusiasts throughout the State of Oklahoma;

B) To develop the capabilities of nonprofessional Quarter Horse owners and enthusiasts by providing education programs, opportunities for competition, award programs, and social interaction; and

C) To raise public awareness of the value of Quarter Horses and the OQHA and OAQHA through public relations and community service programming.

## Article II: Place of Business

**Section 1.** The permanent offices of this Association shall be located at 3021 W Reno Ave, in the city of Oklahoma City Oklahoma County, State of Oklahoma. The Association may have other offices within the State of Oklahoma as the OQHA Board of Directors may designate or the business of the OQHA may require.

**Section 2.** The fiscal year of the Association shall be the calendar year.

## Article III Advisor

**Section 1.** The Advisor to the OAQHA shall be appointed by the OQHA Board of Directors. They will service as a liaison between the two associations.

## Article IV Membership

**Section 1.** Membership in the OAQHA shall consist of individuals nineteen (19) years and over, as of January first of each year, Oklahoma resident and whose annual dues are paid.

**Section 2.** Individuals must be a current member in good standing of the AQHA, OQHA, OAQHA and have obtained an Amateur membership in each association and its affiliates,

**Section 2.** Membership in this association shall allow an amateur all privileges of an individual member

**Section 3.** Membership in OAQHA is a privilege, not a right, application for which shall be made by procedures prescribed by OAQHA. Membership, or application therefore, may be terminated or rejected for violation of OAQHA, OQHA or AQHA rules or for cause detrimental to the interest of OAQHA, its programs, policies, objectives and harmonious relationship of its members. Unless otherwise specified in OAQHA, OQHA or AQHA rules, termination of a current membership under this subsection shall be conducted by OAQHA under OQHA's disciplinary procedures for notice, hearing and temporary suspension. Rejection of an application shall not be grounds for or entitle an applicant to hearing. The effect of termination or rejection may be denial of the privileges of OAQHA and/or OQHA.

**Section 4 2.** Annual membership dues shall be in such amount or amounts, as the Board of Directors shall determine in advance.

## Article V Board of Directors

**Section 1.** The Board of Directors of the OAQHA shall consist of:

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A) Elected Officers of the Association

B) Twelve (12) Directors who shall be residents of the State of Oklahoma and shall be elected annually from the membership. Terms begin at the close of the Annual Meeting at which they were elected and end when their successors are elected and qualified; provided that at the initial election of Directors, the members of the Association shall elect one-third (1/3) of the elected members to serve for one (1) year, one-third (1/3) to serve for two (2) years and one-third (1/3) to serve for three (3) years.

C) Past Presidents of the OAQHA who are members in good standing and who shall not be bound by attendance requirements nor counted towards a quorum.

**Section 2.** Directors may be re-elected to succeed themselves.

**Section 3.** The conduct of the affairs and business of the Association shall be vested in the Board of Directors, and the Board of Directors may exercise all such powers of the Association, and do all such lawful acts and things, as are not by statute or by the Articles of Incorporation of the Oklahoma Quarter Horse Association, or by these By-laws directed or required to be exercised or done by the members of the Association or the OQHA.

**Section 4.** A vacancy on the Board of Directors shall be declared to exist upon (a) the death of a member, (b) the written resignation of a member, (c) a member becoming a non-resident of the State of Oklahoma, (d) failure of a member to attend 50% meetings. The Board of Directors may be filled at any organizational, regular or special meeting at which a quorum is present by a majority vote of the Directors present at such a meeting.

**Section 5.** *It is a privilege, to serve on the OAQHA Board of Directors and not a right. Throughout his/her tenure, an Elected Director, OAQHA Immediate Past President, must (a) remain a member of the OAQHA in good standing; (b) adhere to OQHA rules and regulations pertaining to membership conduct and; (c) in addition, must conduct themselves in an exemplary manner so as to reflect favorably on the OAQHA Board of Directors and the OQHA; (d) refrain from conduct that is detrimental to the interests of the OAQHA, its programs, policies, objectives and harmonious relationship of its members. A Director's conduct is subject to continual review and a Director's service may be terminated or rejected by the OAQHA Board of Directors with or without notice and formal hearing.*

## ARTICLE VI

### Board of Directors Meetings

#### Section 1. Board Meeting

**A) Organizational Meeting:** The Organizational Meeting of the Board of Directors shall be held within 30 (thirty) days of the Annual Meeting. At such meeting, the Board of Directors may transact any business that may properly be brought before the meeting.

**B) Regular Meeting:** Regular meetings of the Board of Directors shall be at such times and places as may be determined by the Board of Directors. At any regular meeting, the Board of Directors may transact any business that may properly be brought before the meeting.

**C) Special Meetings:** Special meetings of the Board of Directors may be held on the call of the President, on the call of the OQHA Advisor, on the call of a minimum of four (4) members of the Board of Directors, and may be held at such time and place as may be designated in the call thereof. At any Special Meeting, the Board of Directors may transact only the business specified in the notice.

**D) Annual Meeting:** The Annual Meeting of the Board of Directors shall be on the same date and the same place as the annual meeting of the members of the Association. No notice to the Board of Directors of the Annual Meeting shall be required. At the Annual Meeting of the Board of Directors, the Directors shall transact any business that may be properly brought before the meeting.

**Section 2.** Notice of the time, place, and purpose of any meeting of the Board of Directors (other than the Annual Meeting) shall be given by not less than three (3) days notice to each Director by (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication, newsletter or social media; (c) electronically communicating; (d) OQHA website; (e) telephone or (f) by any other means allowed by law shall be construed and is accepted as legal notice of such meeting Any Director may waive notice of any meeting.

**Section 3.** At any meeting of the Board of Directors, a majority of the members comprising the Board of Directors shall constitute a quorum.

**Section 4.** At all meetings of the Board of Directors at which a quorum is present, the vote of a majority of those Directors present at such meeting shall decide any question before the meeting.

**Section 5. Waiver of Notice.** *Whenever under the provisions of these By-Laws, or the law, the Directors are authorized to hold any meeting after notice, a written waiver of notice, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.*

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**Section 6.** *To exercise voting privileges, a Director must be physically present at a meeting, which privilege cannot be delegated by proxy. The OAQHA Executive Committee, by majority vote, to waive the "physically present" requirement set forth in both bylaws should force majeure circumstances make it illegal, impossible, inadvisable, or commercially impracticable to require "physical presence" at a meeting in question. Should such circumstances result in the aforementioned waiver of "physical presence", the Executive Committee may designate means in which voting and participation in meetings may be accomplished by means other than via physical presence.*

## Article VII Officers

**Section 1.** The Officers of the Association shall consist of a President, First Vice-President, Second Vice-President, and Secretary/Treasurer; all of whom shall be elected by the members of the Association provided that the President, First Vice-President, Second Vice-President, and the Secretary/Treasurer of the Association must be elected from the elected members of the Board of Directors. Each officer shall hold office for a term of two (2) r or until a successor is elected or they are re-elected.

### Section 2. Powers and duties of the officers:

**A) President:** The President shall be the Chief Executive Officer of the Association, and shall have general supervision and charge of the conduct and operation of the Association, subject to the authority of the Board of Directors. The President shall appoint all committees of the Association; shall appoint a reporter who shall report all Association activities, including business meetings, by electronic communication, social media or inclusion on the OQHA website or OQHA newsletter to the OAQHA membership Shall have power to execute all documents of every nature in it's behalf; shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall preside at all meetings of the membership and the Board of Directors. The president shall see that the bylaws, rules and regulations of OAQHA are enforced. The president will serve as a member of the OQHA Amateur Committee.

**B) Vice-Presidents:** In the absence or the inability to act of the President, the Vice-Presidents, in the order of their designation, shall perform the duties of the President. he Vice-President shall perform such other duties as may, from time to time be assigned to them by the Board of Directors.

**C) Secretary/Treasurer:** The Secretary/Treasurer will be present at all meetings and shall take roll call; read the minutes of previous meetings; record, transcribe, and furnish minutes of all meetings. The Secretary/Treasurer shall obtain keep an up-to-date roster of the Association members from OQHA. The Secretary/Treasurer shall obtain a financial statement from OQHA's CPA to be presented at meetings as called upon.

**Section 3.** Except for the immediate past president of the OAQHA, no person may serve as an Officer or Director who is not a member in good standing for the calendar year for which that person has been elected to serve.

**D) Executive Committee:** The Executive Committee shall consist of the President, Vice-Presidents, Treasurer, the immediate Past President, and a Director at Large elected by the Board of Directors. The Executive Committee will review the agenda before Board Meetings and make appropriate additions and revisions: will review Board of Directors attendance records and determine who shall be retained on the Board: will propose the budget; will have the power to authorize emergency expenditures not to exceed \$500.00 when the Board of Directors cannot meet, provided funds can be found with the approved budget; and will recommend to the Nominating Committee members to serve as Officers in the coming year.

**Section 4. Election of Officers and Directors:** The Directors of the Board of directors and the Officers of the Association shall be elected by written ballot by the members of the Association at the Annual Meeting. The OAQHA President shall appoint a nomination committee at least thirty (30) days prior to the Annual meeting and this committee shall present to the membership at such meeting a list of nominees for the directorship and offices to be filled at such Annual Meeting; provided that nominees must have been members of the OAQHA for at least one (1) year before they are eligible to be on the Board of Directors. For a nominee to be eligible for election the current year's dues must be paid by March 15 of the year prior to election. Any member present at the Annual Meeting who is eligible to vote may make additional nominations for such directorships and officers from the floor.

**Section 5.** All elections results shall be considered final and incontestable unless written protest is filed with the President of the OAQHA within seven (7) days of the date of election. The ballots from any uncontested election shall be destroyed on the sixteenth (16th) day following such election.

**Section 6.** In the case of a vacancy in the Officers shall be declared to exist upon (a) the written resignation of a member (b) the death of a member, (c) a member becoming a non-resident of the State of Oklahoma, (d) failure of a

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*member to attend 50% meetings. The vacancy may be filled at any organizational, regular or special meeting at which a quorum is present by a majority vote of the Directors present at such a meeting. The officer so elected shall fill the unexpired term of the Officer being replaced, or until a successor is elected.*

## Article VIII Membership Meeting

**Section 1.** There shall be a general membership meeting each year, which shall be held at the annual convention to coincide with Annual Meeting of the Oklahoma Quarter Horse Association.

**Section 2.** The President, or in his absence, the OQHA Advisor, may call a special meeting of the Association to be held at such time and place as shall be designated in the notice of such meeting.

**Section 3.** Prior notice of any Annual Meeting may be given by written notice sent at least ten (10) days prior to the scheduled meeting by: (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter; (c) electronically communicating; (d) OQHA website; (e) telephone or (f) by any other means allowed by law shall be construed and is accepted as legal notice of such meeting

**Section 4.** Prior notice of any Special Meeting be given by written notice sent at least five (5) days prior to the scheduled meeting by: (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication, newsletter *or social media*; (c) electronically communicating; (d) OQHA website; (e) telephone or (f) by any other means allowed by law shall be construed and is accepted as legal notice of such meeting and the purpose for which the meeting is called.

**Section 5.** At any meeting of the members of the Association, called in accordance with provisions of this article, the presence of ten (10) members of the Association entitled to vote shall constitute a quorum.

**Section 6.** At all meetings of the members of the Association, each member whose dues are paid sixty (60) days before the meeting in which voting is to take place and who is in all other respects a member of the Association in good standing shall be entitled to one (1) vote. The vote of the majority of those members present and entitled to vote shall decide any question brought before the meeting, provided, however, that if the question is one upon which a different vote is required by express provision of law, of the Articles of Incorporation, or these By-laws, the express provision shall govern and control the decision of the question. Voting on any question before the membership shall be by written ballot, if requested by any member present.

**Section 7.** *To exercise voting privileges, a member must be physically present at a meeting, which privilege cannot be delegated by proxy. The OQHA Executive Committee, by majority vote, to waive the "physically present" requirement set forth in both bylaws should force majeure circumstances make it illegal, impossible, inadvisable, or commercially impracticable to require "physical presence" at a meeting in question. Should such circumstances result in the aforementioned waiver of "physical presence", the Executive Committee may designate means in which voting and participation in meetings may be accomplished by means other than via physical presence.*

## Article IX Amendments

**Section 1.** *The Board of Directors shall have the power to make, amend and repeal the bylaws of OQHA by vote of the majority of the Directors at any regular or special meeting of the Board, subject to the right of the members to propose revisions or amendments and make recommendations to the Board of Directors regarding any such bylaws*

**Section 2.** *To be eligible for consideration, a proposed amendment to OQHA's bylaws shall be filed in writing, at least sixty (60) days prior to a meeting, at which time the proposed amendment is to be considered.*

**Section 3.** *Notice of proposed Bylaw change shall be distributed by (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter or social media; (c) electronically communicating; (d) OQHA website; (e) telephone or (f) by any other means allowed by law shall be construed and is accepted as legal notice of such meeting.*

**Section 4.** *The requirement contained in this section may be suspended by the Board of Directors at any regular or special meeting upon a two-thirds vote of eligible voters present.*

**Section 5.** *Should the OQHA Board of Directors approve the change, notice of such change must be given to each member by (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter or social media; (c) electronically communicating; (d) OQHA website; (e) by any other means allowed by law shall be construed and is accepted as legal notice* at least twenty (20) days prior to the effective date of the change.

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**Section 1. Amendments:** These By-laws may be amended or altered, in whole or in part, by a majority vote of the number of Directors comprising the Board of Directors at any regular or special meeting of the Board of Directors, or by the vote of a majority of the members of the Association entitled to vote at any annual or special meeting of the members, provided that any amendment of the By-laws changing the number of Directors comprising the Board of Directors or the item or the place of the election of Directors, must be at least sixty (60) days before the date on which any election of Directors is held, and notice of such change must be given to each member at least twenty (20) days before the election is held, in person or by letter mailed to his address as shown in the records of the Association.

## Article X Year End Awards

**Section 1.** The OAQHA may award horse of the year awards at its annual convention.

**Section 2.** Year End awards will be made in accordance with the rules approved by the Board of Directors and the OQHA Advisor. Such rules shall be published and disseminated to the membership annually. Rules governing such awards may be modified as circumstances necessitate and as approved by the Board of Directors and OQHA Advisor.

**Section 3.** *Such rules shall be disseminated to the membership by (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter or social media; (c) electronically communicating; (d) OQHA website; (e) telephone or (f) by any other means allowed by law*

## Article IX Miscellaneous

**Section 1.** ~~The Board of Directors and OQHA Advisor shall exercise absolute authority in disciplinary matters. In all such cases, the Board of Directors and OQHA Advisor shall have the power, after due hearing, to suspend or revoke the membership of the offending person or persons.~~

**Section 2.** ~~Except for the immediate past president of the OAQHA, no person may serve as an Officer or Director who is not a member in good standing for the calendar year for which that person has been elected to serve.~~

**Section 3.** ~~The fiscal year of the Association shall be the calendar year.~~

**Section 4. Waiver of Notice:** ~~Whenever under the provisions of these By-laws, or the law, the Directors or any committee are authorized to hold any meeting after notice, a written waiver of notice, signed by the person or persons entitled to notice, whether before or after the time started therein, shall be deemed equivalent to notice.~~