

# **CONSTITUTION AND BY-LAWS OF THE OKLAHOMA QUARTER HORSE ASSOCIATION**

**(Amended October 25, 2022)**

## **ARTICLE I**

### **NAME, OBJECTS, LOCATION, CORPORATE SEAL**

**Section 1.** This Association shall be known as the Oklahoma Quarter Horse Association, Incorporated, (OQHA) and shall be at all times operated and conducted as an incorporated non-profit Association in accordance with the laws of the State of Oklahoma providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

**Section 2.** The principal objects of the Association shall be to promote interest in the American Quarter Horse and to promote association of those persons interested in the American Quarter Horse within the State of Oklahoma. All of the purposes, policies and activities of this Association will be consistent with the purposes, policies and activities of the American Quarter Horse Association.

**Section 3.** The permanent offices of this Association shall be located at 3021 W Reno Avenue, in the city of Oklahoma City, Oklahoma County, State of Oklahoma. The Association may have other offices within the State of Oklahoma as the Board of Directors may designate or the business of the Association may require.

**Section 4.** The Association shall have a corporate seal which shall be in the form of a circle and which shall have inscribed thereon the name of the Association and the words "Corporate Seal".

**Section 5.** The fiscal year of the Association shall be the calendar year.

## **ARTICLE II**

### **MEMBERSHIP**

**Section 1.** Members of OQHA shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt.

**Section 2.** The Board of Directors may authorize the granting of various types of membership, with or without voting rights and with or without dues assessment and for such duration as the Board of Directors may determine and direct. The Association shall have no initial membership fee, but shall, except as herein above provided, assess annual membership dues for each calendar year in such amounts as the Board of Directors determines in advance.

**Section 3.** Any member of the Association may resign from membership by written resignation delivered to the OQHA office. Failure to pay annual dues, except as such annual dues may have been forgiven by the Board of Directors as above provided, by a date prescribed annually by the Board of Directors shall result in forfeiture of membership.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

**Section 1.** The Annual Meeting of the Members of the Association shall be held at such time and place as shall be determined by the Board of Directors. Prior notice to members of any Annual Membership Meeting or Special Meeting of members may be given by written notice to members sent at least ten (10) days prior to the meeting 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 or; (e) or by any other means allowed by law shall be construed and is accepted as legal notice of such meeting.

**Section 2.** The President, or a majority of the Executive Committee, may call a special meeting of the members of the Association, to be held at such hour and place as shall be designated in the notice of such meeting.

**Section 3.** At any meeting of the members held in accordance with the foregoing provisions as to notice, twenty-five (25) members attending such meeting shall constitute a quorum for all purposes. Membership shall have the right to elect OQHA Elected Directors and propose modifications and make recommendations to OQHA Board of Directors.

**Section 4.** At all meetings of the members of the Association, each member whose dues were paid at least ninety (90) days before the date of the meeting and who in all other respects is a member of the Association in good standing shall be entitled to one (1) vote. A membership in the name of a ranch, firm, corporation, company or partnership will be entitled to one (1) vote. The vote of a majority of those members present and entitled to vote shall decide any question brought before the meeting.

**Section 5.** To exercise voting privileges, a member must be physically present at a meeting, which privilege cannot be delegated by proxy or absentee ballot. The 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

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means in which voting and participation in meetings may be accomplished by means other than via physical presence.

**Section 6.** Whenever under the provisions of law or these By-Laws, the OQHA 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 stated thereon, shall be deemed equivalent to notice.

**ARTICLE IV  
ELECTIONS**

**Section 1.** At all elections provided for in these By-Laws, the ballots will be counted by three (3) members or non-members designated by the President, and their count and tally of such ballots will be final and uncontestable unless, within fifteen (15) days of the date of such election the President has been notified in writing by a member(s) of their desire and intent to contest the election.

**Section 2.** All ballots of any election will be delivered to the custody of the Executive Secretary to be retained in a place of safekeeping in the office of the Association, until properly disposed of as hereinafter provided.

**Section 3.** The ballots from any uncontested election shall be destroyed on the sixteenth (16th) day following such election.

**Section 4.** The ballots from any contested election shall be retained by the Executive Secretary until the Board of Directors has, by special meeting, declared the results of the contested election final or invalid. Should the contested election be declared invalid, a new election will be held, as soon as is practical, in the same manner as any other election, with proper notice to those entitled to vote. Upon completion of the new election, ballots from the original election will be destroyed, and the procedures governing elections and any contest thereof will be applicable to the new election.

**Section 5.** Should any individual nominated or elected to any position prove to be ineligible, or decline to accept the nomination or serve in the elected capacity, the individual who received the next highest number of votes will automatically assume the nomination or the elected position. In the event of a tie, a re-vote will be taken by the same members who participated in the original voting. No additional nominees will be accepted.

**ARTICLE V  
ELECTION OF OFFICERS & DIRECTORS**

**Section 1.** The OQHA Officers and OQHA Elected Directors of the Association shall be elected by the members of the Association at the Annual Meeting. The President shall appoint a Nominating Committee, chaired by the Immediate Past President and consisting of all OQHA Past Presidents, at least thirty (30) days prior to the annual meeting, and that Committee will present the nominees for the Officer and Directorships to be filled by the membership at the annual meeting.

**Section 2.** Any member eligible to vote at the annual meeting may make nominations from the floor for any Officer or Directorship being filled.

**Section 3.** Any person nominated for an OQHA Officer position must have served on the OQHA Board of Directors during the immediately preceding year. Any person nominated for an OQHA Elected Directorship must have a membership or a joint membership in their name and been a member in good standing for a minimum of one (1) year immediately preceding his or her nomination. A written ballot listing the nominees will be prepared and available at the annual meeting. Nominations from the floor may be added.

**Section 4.** At all meetings of the members of the Association, voting for the Officers and the Board of Directors shall be by written ballot, except when the election to any position is uncontested. If requested by any member present at the meeting, the vote on that question may be by written ballot.

**Section 5.** Each member eligible to vote will have the same number of votes as there are vacancies to be filled, and will cast that exact number of votes by placing a "x" or a check mark opposite the names of his or her choices. Proxy and cumulative voting is not permitted. Any ballot which does not have the prescribed number of votes will be invalidated and not included in the tabulation. In the event that there is only one candidate for a position, they may be elected by acclamation.

**ARTICLE VI  
BOARD OF DIRECTORS**

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**Section 1.** The Board of Directors of the Oklahoma Quarter Horse Association shall consist of the previously described Elected Officers, Elected Directors, Directors Emeriti, OQHA Past President, Directors at Large and Honorary Vice President as hereinafter described.

**Section 2.** The OQHA Elected Directors shall consist of twelve (12) members in good standing who are residents of the State of Oklahoma. Elected Directors may succeed themselves. In the event of a vacancy, due to death, resignation or lack of required attendance, OQHA Elected Directors will be elected at each annual meeting of the membership. The OQHA Elected Director will be elected for a three (3) year term.

**Section 3.** The Directors at Large shall consist of any and all Past Presidents of the American Quarter Horse Association or the Oklahoma Quarter Horse Association and all Honorary Vice-Presidents of either Association who are members in good standing of the Oklahoma Quarter Horse Association and are domiciled residents of the State of Oklahoma. Directors who meet these qualifications are granted lifetime tenure with full voting privileges.

**Section 4. Directors Emeritus.** The Board of Directors shall contain a category of Director Emeritus, in recognition of the individual who has, in the past, served OQHA faithfully as a currently OQHA Elected Director, which category shall be designated with lifetime tenure, on the following basis: The individual who has reached the age of 65 years and having served ten (10) consecutive years as an Elected Director. Upon reaching his/her 65th birthday, he/she will continue as an Elected Director, until the next OQHA Annual Membership Meeting, whereupon he/she will automatically be elevated to Director Emeritus, thereby creating a vacancy to be filled by election of an Elected Director.

**Section 5.** The responsibility for the conduct of the affairs and business of the Association is vested in the Board of Directors, who are empowered to do all lawful acts on behalf of the Association, except those things which by statute, Articles of Incorporation or these By-Laws are required to be done or exercised by the members of the Association.

**Section 6.** It is a privilege, to serve on the OQHA Board of Directors and not a right. Throughout his/her tenure, an Elected Director, OQHA Past President, Director-At-Large, Emeriti Director must (a) remain a member of the OQHA in good standing; (b) adhere to AQHA and 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 Board of Directors and the OQHA. (d) refrain from conduct that is detrimental to the interests of the OQHA, 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 Board of Directors with or without notice and formal hearing.

## ARTICLE VII BOARD OF DIRECTORS MEETINGS

**Section 1.** The Organizational Meeting of the OQHA Board of Directors shall be held immediately following the adjournment of the Annual OQHA Membership Meeting, and the Board may transact any business properly brought before the meeting. Of primary importance is the ratification of the actions of the Officers, Board of Directors and Executive Committee during the preceding year.

**Section 2.** Regular meetings of the Board of Directors shall be held at the date, time and place determined by the Board of Directors, at which time the Board may transact any business properly brought before the meeting.

**Section 3.** The 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. Conference calls and/or other electronic meeting options are acceptable means of conducting a meeting ~~on matters that are urgent or have time constraints.~~

**Section 4.** Special meetings of the Board of Directors may be called by the President, a majority of the Executive Committee or a minimum of ten (10) members of the Board of Directors. The date, time, place and purpose of the meeting shall be designated in the notice, and only the business so designated shall be conducted at that meeting.

**Section 5.** The Annual Directors Meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Members of the Association, and any business properly brought before the meeting may be transacted.

**Section 6.** Prior notice to directors of any Annual Directors Meeting or Special Meeting of Directors may be given by written notice to directors sent at least three (3) days prior to the scheduled meeting by: (a) separate written

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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 7.** At any meeting of the Board of Directors, two thirds (2/3) of those members comprising the Elected Board of Directors will constitute a quorum.

**Section 8.** At all meetings of the Board of Directors at which a quorum is present, a majority vote shall decide any question before the meeting. At the discretion of the presiding Officer, a vote may be taken by voice or hand, except that a vote by written ballot will be taken if requested by any Director

**Section 9.** In the case of a vacancy in the Elected Members of the OQHA Board of Directors by death, written resignation, disqualification, elevation to Director Emeritus, a member moving out of the State of Oklahoma, or the failure of a member to attend 50% of the OQHA meetings during one calendar year or other cause, vacancy may be filled at any meeting of the Board of Directors, and the Director so elected shall fill the unexpired term of the Director being replaced, or until a successor is elected.

**ARTICLE VIII  
EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee of the Board of Directors shall have eight (8) members consisting of the Elected Officers, the immediate Past President and three (3) OQHA members to be elected from and by the Board of Directors at the Organizational Meeting.

**Section 2.** Their term of office shall be for one (1) year or until their successors are elected.

**Section 2.** The Executive Committee will meet at such times as the business of the Association may require, on notification by the President of the Association or on the call of three (3) members of the Executive Committee.

**Section 3.** The 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. Conference calls and/or other electronic meeting options are acceptable means of conducting a meeting

**Section 4.** The Executive Committee shall supervise the affairs of the Association and shall act for and carry out the established policies of the Association as defined by the Board of Directors.

**Section 5.** Acting within the scope of the authority vested in it by the Board of Directors, the Executive Committee shall be empowered to hire and fire employees; open and close bank accounts, purchase real estate and execute mortgages thereon as required. Any such financial obligations must be executed by the President and one other member of the Executive Committee, and attested by the Corporate Secretary.

**Section 6.** At any meeting of the Executive Committee whoever is chairing the meeting is not authorized to cast a vote on any issue before the Committee, except in the event of a tie vote between the other members of the committee or it is a written ballot.

**Section 7.** The Executive Secretary or his or her designee shall submit minutes of Executive Committee meetings to the next meeting of the Board of Directors for approval and ratification.

**Section 8.** Prior notice to Executive Committee of any Meeting or Special Meeting may be given by written notice to Executive Committee sent prior to the meeting 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.

**ARTICLE IX  
OFFICERS**

**Section 1.** The Officers of the Association shall consist of the President, President-Elect and two (2) Vice-Presidents, all of whom shall be elected at the Annual Meeting of the Membership as previously provided. Each elected Officer of the Association shall hold office from the time of his or her election, for a term of one (1) year or until a successor is elected or they are re-elected.

**Section 2.** The OQHA Membership may vote to elect the OQHA President for up to two consecutive one (1) year terms in office.

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**Section 3.** The President shall be the Chief Executive Officer of the Association, and shall exercise general direction of the operation of the Association, subject to the authority of the Board of Directors. The President is empowered to execute all authorized documents on behalf of the Association, and shall see that all directives and decisions of the Board of Directors are successfully implemented. The President shall preside at all meetings of the membership, the Board of Directors, and Executive Committee.

**Section 4.** The President-Elect and the Vice-Presidents, in the order of their designation shall, in the absence of the President or his or her inability to function, perform such duties of the office of President as may be required.

**Section 5.** In the case of a vacancy in the Officers of the Association by death, written resignation, disqualification, a member moving out of the State of Oklahoma, or the failure of a member to attend 50% of the OQHA meetings during one calendar year, or other cause, vacancy may be filled at any meeting of the Board of Directors, and the officer so elected shall fill the unexpired term of the Officer being replaced, or until a successor is elected.

**Section 6.** At the conclusion of the OQHA President's term(s) they will be given a complimentary OQHA Life Membership

## ARTICLE X

### AQHA DIRECTORSHIPS ALLOCATIONS

**Section 1.** Effective October 4, 2017, when an even number of AQHA Elected Directors are allocated to the state of Oklahoma, the Oklahoma Quarter Horse Association and the Oklahoma Quarter Horse Racing Association (OQHRA) will be allocated equal number of AQHA Elected Directors.

**Section 2.** When an odd number of AQHA Elected Directors are allocated to the state of Oklahoma, the final position will rotate between the two Associations as vacancies become available. For instance, if there are 9 AQHA Elected Directors allocated to Oklahoma with OQHA holding five (5) positions and OQHRA holding four (4). Upon the next vacancy OQHRA will fill the 9th position.

**Section 3.** At no time will either Association have greater than one (1) AQHA Elected Director more than the other.

**Section 4.** Should the number of AQHA Elected Directors allocated decrease, the last Elected Director elected will be the first to relinquish their position. This person will be the first eligible to fill the next vacancy as long as the above terms are met.

**Section 5.** Should multiple vacancies occur which leads to an imbalance of the allocation of Elected Directors, the Director allotment will be corrected at the earliest possible opportunity.

## ARTICLE XI

### AQHA DIRECTORSHIPS

**Section 1.** Each AQHA Elected Director shall be domiciled in Oklahoma by actual residence therein, having the intent to make it his/her permanent home. To be eligible for election as an AQHA Elected Director from the OQHA, he/she must be a current member of the OQHA Board of Directors and must have been a member of the AQHA for three consecutive and uninterrupted calendar years immediately previous to the nomination. The nominees shall be elected at the OQHA Board of Directors Organizational Meeting.

**Section 2.** If a member of this Association serves on the Executive Committee of the AQHA, such member will automatically fill one AQHA Elected Directorship allocated to the Oklahoma Quarter Horse Association.

**Section 3.** An AQHA Elected Director is expected to assist in the provision of beneficial services for AQHA and OQHA members. These services should enhance and encourage American Quarter Horse ownership and participation through Director availability and visibility to their affiliate association by attendance at the OQHA BOD meetings. To establish and improve communications between AQHA and its members, AQHA Elected Directors, shall, during the term of his/her directorship, be a member in good standing of their affiliate association(s), failure of which shall be reviewed by OQHA Board of Directors.

**Section 4.** In the case of a vacancy in the Elected Director of the AQHA Board of Directors created by death, written resignation, elevation, disqualification, termination and/or removal by the AQHA Board of Directors, a member moving out of the State of Oklahoma, the failure of an OQHA member to attend 50% of the OQHA meetings during one calendar year or other cause a written application with credentials must be received by the OQHA on or before December 1 of the year that such credentials are to be reviewed by the Nomination Committee. To be eligible for nomination for Elected Director from the floor at the Organizational Meeting, an individual's membership credentials must have previously been presented to the Nomination Committee as set forth above.

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**Section 5.** Each AQHA Elected Director present will have the same number of votes as the number of remaining AQHA Elected Directorships to be filled. Proxy and Cumulative voting will not be permitted, and those ballots not reflecting the proper number of votes will be invalidated.

**Section 6.** Those persons receiving the largest number of votes are elected to be the nominees for the AQHA Elected Directorships. From the same balloting the two persons receiving the largest number of votes after all allocated AQHA Elected Directorships have been filled shall be designated Alternate #1 and Alternate #2 respectively. Alternates so elected shall be called upon to serve if one or more of the previously AQHA Elected Directors are unable to serve, for any reason whatever.

**Section 7.** Oklahoma Elected Directors to the American Quarter Horse Association will serve at the pleasure of the American Quarter Horse Association, and in accordance with the By-Laws of that organization.

**Section 8.** In the event the AQHA Elected Director allocation is reduced for the state of Oklahoma, the OQHA Board of Directors will recommend elevation of an AQHA Elected Director to AQHA Honorary Vice President.

**Section 9.** It is a privilege, not a right to serve on the AQHA Board of Directors. Throughout his/her tenure, a Director must **(a)** remain an AQHA and OQHA member in good standing; **(b)** adhere to AQHA and OQHA rules and regulations pertaining to membership conduct; **(c)** conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors, AQHA, and OQHA and **(d)** refrain from conduct that is detrimental to the interest of AQHA and OQHA, its programs, policies, objectives and harmonious relationship of its members. A Director's conduct is subject to continual review, and a Director's service on the AQHA Board of Directors may be terminated or rejected by the OQHA Board of Directors with or without notice and formal hearing.

**Section 10.** If an AQHA Director's service on the AQHA Board of Directors is terminated by the AQHA Board of Directors, or if a resignation in lieu of such termination is accepted, such Director shall be ineligible to be nominated to serve as a Director for a minimum of seven (7) years from the date of their termination or resignation.

## ARTICLE XII STANDING COMMITTEES

**Section 1.** Standing Committee. Each standing committee and standing committee chair shall consist of at least three OQHA members, appointed by the President.

Amateur  
Business Development and Finance  
Constitution & By-Laws  
Convention  
Cross Discipline Outreach  
Extension & University  
Hall of Fame  
Marketing  
Show & Competition  
State Championship  
Youth

**Section 2.** To be eligible for a standing committee assignment, an individual must be a current OQHA member in good standing. To the extent that it is practical, committee Chairs should be members of the Board of Directors.

**Section 3.** Specific areas of responsibility are assigned as follows: The Second Vice-President shall Chair the Marketing Committee. The First Vice-President shall chair the State Championship Committee. The President-Elect shall Chair the Business Development and Finance Committee.

## ARTICLE XIII AMENDMENTS

**Section 1.** These By-Laws may be amended, repealed or altered, in whole or in part, at any meeting of the Board of Directors, or at any meeting of the membership; provided that any proposed amendment changing the number of Directors, or the time or place of the election of Directors must be submitted to the Board of Directors sixty (60) days before the date on which any election of Directors is held.

**Section 2.** Should the 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

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or newsletter; (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.

**ARTICLE XIV  
EXECUTIVE SECRETARY**

**Section 1.** The Executive Secretary, a salaried employee hired with the advice and consent of the Board of Directors, shall be the Corporate Secretary, the custodian of the corporate seal and authorized to attest all legal documents as may be required; shall keep minutes of all meetings of members, Board of Directors and Executive Committee, and shall be responsible for the safekeeping of all documents and records of the Association. The Executive Secretary shall collect all monies due the Association, deposit all such monies in financial institutions designated and approved by the Board of Directors, and disburse the same only on receipt of properly documented authority in accordance with procedures approved by the Board of Directors.

**Section 2.** In conjunction with the CPA contracted by the Association, the Executive Secretary shall see that financial statements are submitted at all meetings of the Board of Directors, and that a full disclosure of all receipts and disbursements is made to the annual meeting of the Membership.

**Section 3.** The Executive Secretary shall conform in all respects with the job description contained in the Policies and Procedures Manual of the Oklahoma Quarter Horse Association.

**ARTICLE XV  
OKLAHOMA QUARTER HORSE HALL OF FAME**

**Section 1.** The Oklahoma Quarter Horse Hall of Fame is created to honor those individuals, ranch/business, and horses who are, or were over a period of years, significant in the growth of the Oklahoma Quarter Horse industry, or who are, or were outstanding in their area of activity involving the American Quarter Horse in Oklahoma.

**Section 2.** Oklahoma Quarter Horse Hall of Fame Induction Ceremonies are hereby made a part of the Annual Convention of the Oklahoma Quarter Horse Association, and regardless of the venue resulting in their selection, all inductees will be permanently enshrined and honored by appropriate display in designated areas of this Association's permanent offices and website.

**ARTICLE XVI  
HONORARY VICE-PRESIDENT**

**Section 1.** The Office of Honorary Vice-President is created to be able to honor those who have distinguished themselves by service to the Oklahoma Quarter Horse Association or by their actions have contributed materially to the enhancement and promotion of the American Quarter Horse in the State of Oklahoma.

**ARTICLE XVII  
DISCIPLINARY PROCEDURES**

**Section 1.** Any OQHA member may be disciplined, suspended, fined or expelled for sufficient cause by the Board of Directors, upon full hearing and determination of charges made against such member by any other member of the Association. The determination of the Board of Directors as to the sufficiency of the cause therefore shall be final.

**Section 2.** The term sufficient cause includes, but is not limited to, (a) not adhering to AQHA or OQHA rules and regulations pertaining to membership conduct and; (b) not conducting themselves in an exemplary manner so as to reflect favorably on the Board of Directors and the AQHA or OQHA; (c) conduct that is detrimental to the interests of the AQHA or OQHA, its programs, policies, objectives and harmonious relationship of its members.

**ARTICLE XVIII  
DISCLAIMER**

**Section 1.** No full time employee of the Association may have an immediate family member who is an Officer or Director of the Association. Immediate family is defined as brother, sister, mother, father, aunt, uncle, spouse or child.

**Section 2.** OQHA does not assume any responsibility for the safety of participants in any of the shows or other events it approves or conducts.

**ARTICLE XVIII  
INDEMNIFICATION**

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**Section 1.** OQHA shall indemnify any person made or threatened to be made a defendant or respondent to any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person was or is an officer, director, employee or committee member. This indemnification is available only if, with respect to the matter made the basis of the underlying action such indemnitee (a) acted in good faith (b) acted in a manner he or she reasonably believed to be in the best interest of the OQHA and (c) had no reasonable cause to believe his or her conduct was illegal or unlawful.

**Section 2.** The termination of any action by judgment, order, settlement or conviction, or on a plea of nolo contendere shall not of itself create an irrefutable presumption that the indemnitee did not meet these requirements.

**Section 3.** This indemnity shall include all usual and customary expenses incurred in defense of or response to the action, including attorney fees, costs, judgments fines and amounts paid in settlement that are reasonably incurred by such person in connection with such action.

**Section 4.** Failure of the indemnitee to promptly notify OQHA of any threatened or pending action, suit or proceeding, if it is determined that such failure was prejudicial to the rights of the OQHA, shall enable the OQHA to deny indemnification to such person. Additionally, no person shall be indemnified with respect to any action filed by or undertaken by the OQHA against the person to whom indemnification would otherwise be available.