

**BYLAWS OF
OKLAHOMA FOUNDATION QUARTER HORSE REGISTRY, INC.**

ARTICLE 1 – NAME AND PURPOSE

Section 1: The name of the organization shall be the Oklahoma Foundation Quarter Horse Registry, Inc. (the “Organization”). It shall be a non profit organization incorporated under the laws of the State of Oklahoma. The organization is affiliated with the Foundation Quarter Horse Registry (FQHR) of Vicksburg, Michigan.

Section 2: The Oklahoma Foundation Quarter Horse Registry, Inc. is organized and operated exclusively for charitable, scientific and educational purposes as defined in Section 501(c)(4) of the Internal Revenue Code of 1986 as it may be amended from time to time (the “Code”). The purposes of this organization include, but are not limited to:

- (a) To preserve, protect and perpetuate the working cow horse bloodlines of the Foundation Quarter Horse:
- (b) To support and conduct educational or informational activities that increase Public awareness of the Foundation Quarter Horse and its historic bloodlines:
- (c) To promote and stimulate interest in Foundation Quarter Horse shows for Foundation Quarter Horses registered with the Foundation Quarter Horse Registry:
- (d) To prepare, acquire and disseminate educational and scientific information as it applies to the Foundation Quarter Horse:
- (e) To coordinate ongoing volunteer efforts on behalf of the Foundation Quarter Horse: and
- (f) To receive and administer funds for educational, scientific and charitable purposes.

Section 3: The Oklahoma Foundation Quarter Horse Registry, Inc. does not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings, gains or assets of the Organization shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall be empowered to make the elections authorized under Section 501(h) of the Code. The Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein the Organization shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(4) of such Code:
- (b) By an organization described in sections 509(a) (1), (2) or (3) of the Code (as the case may be): and/or
- (c) By an organization, contributions to which are deductible under Sections 170(c) (2), 2055(a) (2) or 2522(a) (2) of the Code.

References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions if any future United States revenue law.

ARTICLE II – MEMBERSHIP

Section 1: Any person who is interested in the Foundation Quarter Horse and in bettering the breed eligible to become a member. Membership is granted after completion and receipt of a membership application and membership fee.

Section 2: The Board of Directors shall set membership fees.

- (a) Membership fees shall be paid upon application for membership.
- (b) Individual and Family memberships are available. A Family Membership is defined as any family unit living in the same household.
- (c) Membership fees shall become due on January 1 of each year after becoming a member.

Section 3: All money received for membership fees will be used for breed advertisements, expenses of shows, breed promotional work and other work in connection with the purpose of the organization.

Section 4: Each member shall have the privilege of one vote at the annual meeting in election of officers and directors. Family memberships are entitled to two votes if the membership includes two members over the age of 18 and both are present. Members must be physically present at the meeting to vote: no proxy voting is allowed.

Section 5: Membership is good for the calendar year and must be renewed annually.

Section 6: Memberships are not transferable.

Section 7: Any member found to be detrimental to the organization, who by their words, actions or fraudulent practices is found to be damaging to the image and effectiveness of the organization shall have their membership revoked by the Board of Directors. Any member of the organization may be removed for cause by a majority vote 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 preferred against him at least ten (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. Causes for membership revocation may include but are not limited to: unsportsmanlike conduct, threatening a Director, Officer or show official, submitting fraudulent information, abuse of an animal, administering illegal drugs to an animal, showing an animal who has been surgically altered (other than gelding) and nonpayment of debts owed to the organization. Concerning any member who **has** exhibited at a show and is found guilty of any of the above, no points or awards will be awarded, reported or allowed. Any member found guilty will be reported to FQHR.

Section 8: Upon written request signed by the expelled member and filed with the Secretary, the Board of Directors may, by the affirmative majority vote of the directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 9: Any member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the member so resigning of any obligations, assessments or other charges for which the member became liable prior to resignation.

Section 10: All members shall be subject to the by laws of the Oklahoma Foundation Quarter Horse Registry, Inc. and all rules and regulations set aside by the Foundation Quarter Horse Registry.

ARTICLE III – MEETINGS OF MEMBERS

Section 1: The annual meeting of the members of this organization shall be at such time and place as designated by the Board of Directors.

Section 2: Special meetings of the members may be held at such time and place as may be designated in the notice by direction of the President or by a majority of the Board of Directors.

Section 3: Notice of the meeting shall be given in writing to the members not less than 14 days before the meeting. Announcement of the meeting in the official organization publication and on the official organization website will constitute due notice.

Section 4: At the annual meeting, the President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer), Directors and Show Committee members shall be elected: and other business transacted in the matters concerning the voice of the membership.

Section 5: Any member in good standing may nominate any other member in good standing. The candidate receiving the most votes for each vacancy shall be elected.

Section 6: The members present at any properly announced meeting shall constitute a quorum.

Section 7: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board of directors is responsible for the overall policy and direction of the organization and shall take whatever action is deemed necessary to carry out the purpose of the organization.

Section 2: The Board of Directors shall consist of five (5) members. All adult members in good standing are eligible to serve as a Director. The term of the Board of Directors is designated as two (2) calendar-years, with *Seats One, Two and Three* having term of service beginning in even-numbered years and *Seats Four and Five* having term of service beginning in odd-numbered years. There are no term limits. Directors receive no compensation.

Section 3: Each Director shall have one (1) vote on all motions.

Section 4: There shall be four (4) Officers, consisting of President, Vice-President, Secretary and Treasurer. All adult members in good standing are eligible to serve as an Officer. All Officers shall serve a two-year term, and are eligible for re-election. The President and Secretary will be elected for terms beginning in odd years, and the Vice President and Treasurer will be elected for terms beginning in even numbered years. The Vice President and Treasurer will be elected for a one-year term for 2011 to effect the change to staggered two-year terms. There are no term limits. Officers receive no compensation.

Section 5: The duties of the Offices are as follows:

The *President* shall direct and administer the affairs of the organization as its executive head and shall supervise its functions, subject to the instructions of the Board. The President shall be the official spokesperson of the organization. The President does not vote on motions except in case of a tie vote by the Board of Directors, the President's vote will determine majority. The Board of Directors may assign other duties to the President.

The *Vice-President* shall assist the President in carrying out his or her duties. The Vice-President shall, in the absence of the President, have the power and perform the duties of the President as prescribed. The Vice-President does not vote on motions, unless acting in the capacity of the President in tiebreaker situations. The Board of Directors may assign other duties to the Vice-President.

The *Secretary* shall be present at all meetings of the organization, shall keep an accurate record of all proceedings and have such records available for review by the Directors and Officers. The Secretary is responsible for distributing copies of meeting agendas to each

Director and Officer. The Secretary maintains the membership list, collects membership applications and fees and turns the fees over to the Treasurer. The Secretary is responsible for safekeeping all documents and records that pertain to all facets of the organization. The Secretary does not vote on motions. The Board of Directors may assign other duties to the Secretary.

The *Treasurer* is responsible for safeguarding of the funds of the organization. The Treasurer shall keep detailed and accurate records of all revenue and expenditures. The Treasurer shall receive and disburse all monies of the organization as the Board directs and shall make a report at each Board meeting. The Treasurer is responsible for overseeing the accounting of cash funds at all shows. Two (2) Officers or Directors (other than the Treasurer) should verify the amount of cash at the conclusion of the show (minimum). A cash record form should be completed, signed and given to the President. These forms shall be retained for audit purposes. The Treasurer does not vote on motions. The Board of Directors may assign other duties to the Treasurer.

Section 6: At any time the Board of Directors can, by majority vote, combine the duties of Secretary and Treasurer, if they feel the workload so dictates and change the number of officers to three (3). At this time the office of Secretary/Treasurer will assume the duties of both the Secretary and the Treasurer. If the office has been combined, at any time the Board of Directors can, by majority vote, separate the duties of Secretary and Treasurer, if they feel the workload so dictates and expand the number of officers to four (4).

Section 7: Directors, by majority vote, shall appoint one of their own to serve as the official representative to FQHR. This Affiliate Representative will be responsible for attending any affiliate meetings conducted by FQHR and communicating with FQHR on matters deemed necessary by the Board of Directors.

Section 8: Directors shall have the power to fill all vacancies on the Board of Directors or Officers from eligible members, for the remainder of any unexpired term.

Section 9: A regular meeting of the Board of Directors shall be held monthly, unless waived by a majority vote of the Board. Additional meetings may be held as necessary. The time and place shall be designated by the Board. A special meeting may be called by the President or a majority of the members of the Board. An official Board meeting requires that each Director and Officer have written notice at least a week in advance.

Section 10: A quorum must be attended by at least three (3) Directors for business transactions to take place and motions to pass.

Section 11: The Board of Directors may vote on motions not at regular or special meetings if the cause arises, if these procedures are followed:

- (a) The President or a majority of the members of the Board determines that an issue needs to be addressed before the next meeting.

- (b) The President must word the issue in the form of a motion that can be answered by a yes or no vote.
- (c) The President presents the motion to each Director either by phone or email.
- (d) If presented by phone, the President records the Director's name and vote.
- (e) If presented by email, the President prints a copy of the Director's response. The Director's name must appear on the response.
- (f) If a Director does not respond within 48 hours, their non-response must be noted.
- (g) A quorum must be attained.
- (h) When all responses are collected, the President tallies the vote and notifies the Directors of the outcome.
- (i) All records pertaining to this action must be turned over to the Secretary for inclusion in the official records. This action shall be noted in an addendum to the minutes of the previous meeting. The date, motion, name of Director, their response and outcome must be recorded.

Section 12: Any member in good standing of the organization who is not a Director or Officer may be present at a regular meeting of the Board of Directors as a visitor, but may not participate in discussion of the meeting. If a member in good standing would like to address the Board of Directors, they must contact the Secretary to be added to the agenda not less than 30 days before the next meeting. When that member is recognized by the President to speak, they will have three (3) minutes to address the Board.

Section 13: Resignation by a Director or Officer must be in writing and received by the Board. A Director or Officer shall be terminated from office if they have two (2) unexcused absences from board meetings in a year. All absences whether they are excused or unexcused shall be noted in the minutes.

Section 14: All fundraising and sponsorship events shall be scheduled and organized by the Board of Directors as deemed necessary and shall not be in violation with any law or ordinance.

Section 15: The Board is responsible for setting sponsorship levels and benefits. This information should be made public to the membership at the beginning of each year.

Section 16: The Board of Directors may accept on behalf of the organization a contribution or gift for any special purpose or for general purposes of the organization.

Section 17: Auditing the books and records shall be done by the President, Vice President, and Board of Directors at the end of each calendar year. No outside entity shall be called to audit books without express written permission of the Board of Directors. The organization shall hold

and retain ownership of all records, results, books, and all documents pertaining to the business of the organization regardless of changes in Directors and Officers. All records should be retained for a minimum of five (5) years. Liability and tax records should be kept indefinitely. Outgoing Officers and Directors must submit all copies of all documentation in their possession upon the change of office. The Board of Directors may request the President to take possession of documentation in the event of any vacancy in office. Records are not public record and may not be released without express written permission of the President and Board of Directors.

ARTICLE V – COMMITTEES

Section 1: The Board may create committees as needed. The President appoints all committee chairs that will report to the Board, either in person or by sending a written report, at each regularly scheduled meeting. No committee shall take any action without prior approval of the Board.

Section 2: The Show Committee is responsible for assisting the Board of Directors and Officers in organizing shows and assisting the Show Manager and Show Secretary at the shows. Show Committee members shall be voted into a term of one (1) calendar year by the general membership at the annual meeting. The Show Committee consists of six (6) members, but a majority vote of the Board can change that number at any time. The Board has the authority to assign duties to various Show Committee members. Protests will be handled by the Show Committee as according to the current FQHR rulebook.

ARTICLE VI – SHOW RULES AND REGULATIONS

Section 1: Foundation Quarter Horse Registry rules and regulations shall prevail at all Oklahoma Foundation Quarter Horse Registry approved shows. The Board of Directors shall have the ability to override the rulebook as designated in these bylaws.

Section 2: All owners and exhibitors at Oklahoma Foundation Quarter Horse Registry approved shows must be members in good standing with the Oklahoma Foundation Quarter Horse Registry. In the case of dual ownership (as registered) of a horse, all owners must be members in good standing. The membership fee must be paid prior to showing.

Section 3: Any person found abusing an animal or threatening or deliberately injuring any owner, exhibitor, show official, Director or Officer will be removed immediately from the show grounds.

Section 4: The Board of Directors is responsible for setting the show dates and location and hiring the judges, show manager, show secretary, ring steward, announcer and any other position that the Board determines is needed.

Section 5: The Board of Directors will decide which divisions (Open, Amateur, Novice Amateur and Youth) and sanctioned classes will be offered at the shows. The Board of Directors can add non-sanctioned classes at their discretion. The Board is also responsible for determining class order.

Section 6: The Board of Directors is responsible for determining what year-end awards will be offered each year. This information should be publicized to the membership before the beginning of the show season. The Board is also responsible for deciding on what prizes will be awarded for year-end awards.

Section 7: Same horse/rider (or Handler in conformation classes) combination must exhibit at three of the four approved shows to be eligible for year-end awards.

Section 8: All local award point calculation methods will be determined by the Board of Directors. Methods may be changed at the discretion of the Board of Directors. These methods must be posted on the website for public access. Methods and Notifications of any method changes must be publicized on the website at least 30 days prior to the first qualifying event of the award cycle.

Section 9: Year-end award points are accumulated throughout the show season. The horse/rider or handler combination with the most points is awarded the year-end award. The Board may award lower placings in each year-end award class at their discretion.

Section 10: All class placings and year-end award points shall be verified by the President and another Director or Officer after each show. Class placings shall be published on the organization's website following each show. Year-end award points and standings shall be published on the organization's website before the last show.

ARTICLE VII – AMENDMENTS

Section 1: These bylaws may be amended when necessary by a majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be added to the agenda of next Board meeting.

ARTICLE VIII – DISSOLUTION

Section 1: In the event of dissolution of this organization, the Board of Directors shall, after making provision for the payment of all lawful debts and liabilities of this organization, distribute all the assets of this organization to one or more of the following recipients:

- (a) A nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as a organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c) (4) of such Code: and or
- (b) A nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt

from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c) (4) of such Code.

CERTIFICATION

These bylaws were approved at a meeting of the Oklahoma Foundation Quarter Horse Registry Board of Directors by a majority vote on June 9, 2006. (Amended on September 14, 2007) (Amended on October 16, 2009.) (Amended August 7, 2010) (Amended on February 16, 2013)

Marilyn Duncan
Marilyn Duncan
President

2-16-13
Date