

**ARTICLE I
NAME, OBJECTS, LOCATION**

Section 1. *This Association shall be known as the Oklahoma Pinto Horse Association, Incorporated, (OPtHA) 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 Pinto Horse. All of the purposes, policies and activities of this Association will be consistent with the purposes, policies and activities of the Pinto Horse Association of America.

Section 3. PLACE OF BUSINESS. The Principal place of business shall be the address of the duly elected secretary, but business of the Association may be conducted at any location established by the Board of Directors.

Section 4. The fiscal year of the Association shall be the calendar year.

**ARTICLE II
MEMBERSHIP**

Section 1. Members whose annual dues are paid will have all privileges of a membership. However, an OPtHA member must be an Oklahoma resident to be elected to serve as an OPtHA officer or member of the Board of Directors. In all matters governed by the vote of the members, every member in good standing who has reached the age of at least 19 years shall be entitled to vote.

Section 2. Members of OPtHA 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 3. 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 assess annual membership dues for each calendar year in such amounts as the Board of Directors determines in advance.

Section 4. Any member of the Association may resign from membership by written resignation delivered to the OPtHA 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
Membership Dues**

Section 1. The annual dues of the Oklahoma Pinto Horse Association shall be: Open membership.....\$35.00 In addition to Open membership: Youth (Under 18 years of age).....\$35.00; Amateur.....\$35.00 THE ANNUAL DUES SHALL BE ON A CALENDAR YEAR BASIS.

Section 2. Annual dues shall become due and payable on January 1, of the year of membership. To be a voting Member of OPtHA, the annual dues must be paid before the business of the Annual State Convention begins. Youth Members shall not be voting members of the association.

Section 3. Any member who has been dropped from the active membership roll for any reason, in order to become reinstated, shall make a regular application for membership.

Section 4. All dues and membership application forms are to be submitted to the Treasurer.

Section 5. Dues paid after November 1 will carry over for the following year with voting privileges for the forthcoming year only.

CONSTITUTION & BY-LAWS OKLAHOMA PINTO HORSE ASSOCIATION, INC

Amended

ARTICLE IV MEETINGS

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) OPtHA 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, the members attending such meeting shall constitute a quorum for all purposes. Membership shall have the right to elect the OPtHA Board of Directors.

Section 4. At all meetings of the members of the Association, each member whose dues were paid at least thirty (30) 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 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 OPtHA 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 V OFFICERS

Section 1. The officers shall be members, or become members, of the Pinto Horse Association of America, Incorporated to hold an office in this Charter Association. An Officer is automatically a representative of the Pinto Horse Association of America, Incorporated. Officers must have a current Oklahoma Pinto Horse Association membership.

Section 2. All Officers shall be selected from the Board of Directors. The Officers shall consist of a President, Vice-President, Recording Secretary, and a Treasurer. They shall be the Executive committee and be responsible for the routine administration and management of the OPtHA. The duration of the office of an Executive Officer shall be for two (2) years, and until their successors have been elected and have qualified. The President may serve a third consecutive year with majority of the Board of Directors approval in the event of a situation deemed appropriate of such action by the Board of Directors.

Section 3. The Officers, after routine nomination by members of the Board of Directors, shall be elected at the final Board of Directors meeting each year. Officers will officially take office in January at the OPtHA State Membership Meeting. They may be re-elected by the Board as the Board determines--the term will be approved and directed by the Board. A Director, after nomination from a Board Member, shall be elected to Executive Office by a simple majority of the votes cast for that designated Position by the Board of Directors.

CONSTITUTION & BY-LAWS OKLAHOMA PINTO HORSE ASSOCIATION, INC
Amended

ARTICLE VI
BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of at least nine but not exceeding eleven members originally elected by the membership of OPtHA at the annual state convention.

Section 2. Both the Executive Committee and five (5) to seven (7) Directors shall serve a term of four (4) years each, except the President who shall serve a two (2) year term of office.

Section 3. Members will be elected each year to replace the member or members that have completed their four (4) year terms.

Section 4. In addition to the above Directors, the outgoing President shall serve a following one (1) year term as Director-At-Large unless he or she has been nominated for and elected to an office in the Executive Committee, or, as one (1) of the above-mentioned Directors.

Section 5. The Board of Directors shall meet at the call of the President and at least four times a year at a time and place set by the Board.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of both the Executive Committee and five - seven (5-7) Directors elected at large from the membership who shall serve a term of four (4) years each. Members will be elected each year to replace the member or members that have completed their four (4) year terms. In addition to the above Directors, the outgoing President shall serve a one (1) year term as Director-At-Large unless he has been nominated and elected to an office in the Executive Committee other than President. The aforementioned being the Board of Directors shall meet at the call of the President and at least four times a year at a time and place set by the Board.

Section 2. Any Board member found to owe OPtHA monies may be voted off the Board and or removed from Executive office by a majority vote of the Board of Directors.

Section 3. Any Executive or Director of the OPtHA Board failing to report knowledge of misappropriation of funds or misuse of funds to the President and to the Directors, collectively, may be immediately voted off the Board of Directors.

Section 4. Duties of OPtHA Board of Directors:

- 1.** The OPtHA Board of Directors shall be the policy making body of the organization and act upon all important issues brought before the Board by the Executive Committee whose decision is final unless vetoed by the two-thirds (2/3) vote of the Board present at a regular meeting or email or recorded phone messaging.
- 2.** The Board of Directors shall approve the Annual Budget submitted by the Vice President who is the Officer of Finance and assisted by the Treasurer.
- 3.** The Board of Directors must vote to confirm all expenditures being paid from OPtHA accounts. No monies shall be spent without a Board review and approval.
- 4.** The Board of Directors will review an accounting of the Financial Records and Assets of OPtHA made no more than two (2) months prior to the January meeting.

CONSTITUTION & BY-LAWS OKLAHOMA PINTO HORSE ASSOCIATION, INC
Amended

ARTICLE VIII
DUTIES OF OFFICERS:

Section 1. President: 1. The President shall preside at all meetings of the Executive Committee, Board of Directors and the Membership. 2. The President shall exercise general supervision and management over all affairs of the Organization and shall serve as an Ex-Officio member of all Committees, who may vote to break a tie except for the nominating committee. 3. The President shall notify each Board member of all regular meetings, special meetings, social activities, Executive Committee, and the Board of Director meetings.

Section 2. Vice President: 1. The Vice President shall preside in the absence of the President. 2. The Vice President shall be chairman of the Finance Committee and insure submission of the Annual Budget to the Board of Directors. 3. The Vice President shall present the approved budget to the January meeting for ratification.

Section 3. Recording Secretary: 1. The Recording Secretary shall keep and maintain the minutes of all meetings of the OPtHA, the Committees, the Executive Committee and Board of Directors. These minutes shall be an accurate and official record of all business transacted. 2. The Recording Secretary shall be the custodian of all OPtHA records including the monthly financial report submitted by the Treasurer. 3. The Recording Secretary shall keep and maintain a roster showing names, addresses, and the position held in OPtHA of each active member. Copies of this roster will be furnished to the National Association each year in November. 4. The Recording Secretary shall prepare all correspondence, reports, and business records of and for OPtHA.

Section 4. Treasurer: 1. The Treasurer shall receive all OPtHA funds and keep them in a bank or depository approved by the Executive Committee and Board of Directors. 2. The Treasurer shall keep faithful records of all receipts and expenditures and disperse OPtHA funds ONLY after a Board of Directors vote on specified expenditures. 3. The Treasurer shall disperse funds as directed when and by the Board of Directors by bank account checks or by an authorized debit system. 4. The Treasurer must exhibit and file receipts for all disbursements; and at the final Board of Directors meeting of the year, give an annual report. 5. The Treasurer shall be a member of the Finance Committee and submit an annual Financial Statement to the Membership at the OPtHA state convention. 6. If there is cash involved at a fundraiser, event, or at the show office, two members must count all the cash together and sign an agreement of the dollar amount and submit that accounting to the Treasurer who shall be present.

ARTICLE IV
STANDING COMMITTEES:

Committees other than Standing Committees shall be appointed and charged with responsibilities by the President. There shall be Standing Committees, the Chairman of which will be appointed by the President at regular meetings. The Committees are as follows: Events Committee, High Point Awards Committee, Membership Committee and Finance Committee (board preparing for Annual budget and plans for upcoming shows).

ARTICLE X
QUORUM:

The members present at any membership meeting constitute a quorum for the transaction of business.

CONSTITUTION & BY-LAWS OKLAHOMA PINTO HORSE ASSOCIATION, INC

Amended

ARTICLE XI 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 must be submitted to the Board of Directors sixty (60) days before the date of the meeting.

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 or newsletter; **(c)** electronically communicating; **(d)** OPtHA 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.

Section 3. It shall become a part of the Constitution, only if passed by two-thirds (2/3) vote of the eligible voting members present and voting at said meeting.

ARTICLE XII DISCIPLINARY PROCEDURES

Section 1. Any OPtHA 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 PtHA or OPtHA 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 PtHA or OPtHA; **(c)** conduct that is detrimental to the interests of the PtHA or OPtHA, its programs, policies, objectives and harmonious relationship of its members.

ARTICLE XIII INDEMNIFICATION

Section 1. OPtHA 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 OPtHA 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 OPtHA of any threatened or pending action, suit or proceeding, if it is determined that such failure was prejudicial to the rights of the OPtHA, shall enable the OPtHA to deny indemnification to such person. Additionally, no person shall be indemnified with respect to any action filed by or undertaken by the OPtHA against the person to whom indemnification would otherwise be available.

CONSTITUTION & BY-LAWS OKLAHOMA PINTO HORSE ASSOCIATION, INC

Amended

ARTICLE XIV

Dissolution

Section 1. DISSOLUTION: Upon the dissolution of the Oklahoma Pinto Horse Association, Incorporated, (OPtHA), the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the OPtHC in such manner to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C (5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. The Pinto Horse Association of America, is to be given first consideration.

