

BYLAWS OF  
Oklahoma Farmers and Ranchers Association  
Amended on 2/24/2018 to conform to 501(c)(3) standards.  
Amended on 4/27/2018 to add one edit from OFRA BOD Retreat to Article VII,  
new Section 4

The Oklahoma Farmers and Ranchers Association (OFRA) is a not for profit corporation established under the provisions of title 18, section 1001 of the state of Oklahoma with the mission to provide sustainable agriculture education and training for all interested including underserved and disadvantaged people. This nonprofit, membership organization may engage in education, scientific research, communication, and advocacy as it relates to matters that inform, promote, or affect sustainable agriculture.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article I Nonprofit, Non-stock Corporation**

Section 1. The operation of said corporation is without stock and without profit. No pecuniary profit is to be paid to any member thereof.

Section 2. The assets of the corporation may be real estate, ownership of interest in livestock and genetic materials, and other property essential to the maintenance of general operations.

Section 3. In the event of dissolution of this corporation, the Board of Directors shall distribute its assets to one or more organizations described in Section 501(c)(3) of the IRS code.

Section 4. In the event of dissolution of this corporation its records shall be deposited by the Board of Directors with one or more appropriate organizations.

Section 5. The fiscal year of the organization will be the calendar year

Section 6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

## **Article II Acceptance and Expulsion of Members**

Section 1. Any person may become a member of the corporation who shall apply for membership and pay the stated fee. OFRA welcomes as members all who believe in the purposes and goals of conserving the values, and enhancing the sustainability of socially disadvantaged, limited resource farms and ranches and their communities, regardless of race, nationality, creed, political belief, gender or sexual orientation.

Section 2. Membership fees shall be paid annually. Non-payment of membership fees shall offer sufficient grounds for the expulsion of a member.

Section 3. Membership fees shall be set at the discretion of the Board.

Section 4. Members shall strive to conduct their work and themselves with objectivity and integrity by observing the spirit, as well as the letter of the law, regulations and ethical standards with regard to the welfare of humans and animals. Members may be expelled for cause after a hearing and action by the Board of Directors at a regular or special meeting or by a committee, which may be duly constituted by authority of the corporation.

## **Article III Board of Directors**

Section 1. The Directors of the corporation shall consist of no fewer than five or more than twelve members; said member, in good standing with OFRA, being elected to the Board of Directors by the members at large of the corporation at the annual meeting, by a mailed ballot, or by electronic voting.

Section 2. The Directors shall serve for three years in office, except for the initial term which shall run as follows: one-third of Directors for one year; one-third of Directors for two years; and one-third of Directors for three years. Members of the Board are limited to two full consecutive terms (six years) and must rotate off the Board for one year before being re-elected.

Section 3. In the event of a vacancy, the Board of Directors may appoint a person to fill the vacancy until the next election. A vacancy will be declared by a quorum of the Board if (a) a Board member resigns, or is unable to finish his/her term for any reason; (b) a Board member has unexcused absences for more than fifty per cent of the meetings of the Board in one year.

Section 4. The Board of Directors shall be responsible for: (a) establishing policy for the corporation; (b) approving an annual budget; (c) developing projects to carry out the Board's policy and evaluating said projects; (d) establishing committees of the Board and/or members at large; (e) hiring or terminating an Executive Director; (f) directing fund-raising; (g) promoting membership; (h) participating at Directors' meetings; (i) authorizing an audit of financial records whenever it is necessary; (j) resolving conflicts of interest.

Section 5. The board of directors shall serve without pay.

Section 6. The board of directors may appoint an Executive Director who will serve as an ex-officio of the board without privilege of vote and at the pleasure of the board.

#### **Article IV Officers**

Section 1. The officers of the corporation, who shall make up the Executive Committee, shall consist of a Chairperson, a Vice-Chairperson a Recording Secretary, and a Treasurer.

Section 2. Said officers shall be selected annually by and from the Board of Directors.

Section 3. No person may hold more than one office.

Section 4. The duties of the officers shall consist of the following: (a) The Chairperson shall call and run meetings of the Board and regular or annual Membership Meetings and shall be responsible for setting the agenda of said meetings; (b) The Vice-Chairperson shall assist the Chairperson and in the event of his/her absence shall run the meetings; (c) The Recording Secretary shall record and distribute the minutes of all Board and regular membership meetings; (d) The Treasurer shall be responsible for overseeing the financial records and status of the organization.

Section 5. Should any officer be unable, for any reason, to serve out his/her term of office, that person shall be replaced in the following methods: Chairperson – shall be succeeded by the Vice-Chairperson, should he/she accept the position, as interim Chairperson until the next meeting of the full Board of Directors, when nominations will be accepted and voted upon per Section 2 of this Article. Vice-Chairperson, Recording Secretary, Treasurer – shall be named as interim officers, asked of their willingness to serve, and elected from the full Board of Directors by the remaining officers, until the next Board of Directors meeting at which any member of the Board may be nominated and elected by the full board.

#### **Article V Meetings**

Section 1. An annual Membership Meeting of the corporation shall be held each year for the purposes of elections of members to the Board of Directors and reporting to the general membership. The specific time and location of the meeting shall be decided by the Board of Directors and notice of the date and place of the meeting shall be published by the corporation not less than one month in advance of the said meeting.

(Editorial note: If you follow Open meetings/open records act 48 hours is the required notification. This would also require you to publicize meetings 48 hours in advance. If you set your regular meetings in November and give them to the City Clerk by the Dec. 15<sup>th</sup> deadline you would have met both of your requirements.)

Section 2. Special meetings of the corporation may be called by the Chairperson or by any fifty-one percent of the Directors, upon notice of the date, hour and place of such meeting and the purpose or purposes thereof, and such notices shall be mailed or emailed not less than ten days before the date fixed for the holding of said meeting,

Section 3. The Board of Directors shall meet not less than two times per year. A quorum, consisting of fifty-one percent of the Directors, shall be necessary to conduct the business of the corporation.

Section 4. Special meetings of the Board of Directors may be held upon notice specifying the date, hour and place of the holding thereof and the purposes of such meeting, mailed or emailed to each Director not less than five days before the date fixed for such meeting, or (in the event of emergency) communicated by telephone or through personal contact, and such meetings may be called by the Chairperson or by any other Director of the corporation. Such meetings may be validly held by telephone conference call.

## **Article VI Committees**

Section 1. The Board of Directors shall establish committees as needed for the purpose of furthering the mission of the Oklahoma Farmers and Ranchers Association. These committees may be permanent and/or ad hoc. A Board Member, not necessarily an Executive Committee Member, shall be the chairperson of each committee established. Other Committee Members may be from the Board or from the General Membership.

### **Section 2. Permanent Committees**

- A. Nominating Committee
- B. Membership Committee
- C. Fundraising committee

## **VII Amendments**

Section 1. These by-laws may be amended by any meeting of the corporation, regular or special, by two-thirds vote of the members present at such meeting.

Section 2. Proposed amendments to the bylaws shall be published by the corporation not less than one month in advance of said meeting.

Section 3. These By-Laws may be amended by electronic voting or by mail in ballot, or a combination there of, if a two thirds majority of the returned votes and ballots are in favor. Each paid primary membership shall receive one vote. Ballots should be delivered by the members preferred method of communication or their default method if only one form of contact is available. Ballots shall be counted three weeks after the date the last ballot was placed in the mail and/or delivered electronically, or whichever date is later if the two dates are not congruent.

## **Article VIII Conflict of Interest**

Section 1. The members of the Board of Directors, and all employees of the Oklahoma Farmers and Ranchers Association shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety in the use of funds.

Section 2. Said individuals shall not participate in the solicitation, negotiations, formation, award, arbitration, modification, or settlement of contract or grant or of any dispute arising under such contract or grant when the participant stands to benefit directly or indirectly, apart from compensation in the normal course of service to the Oklahoma Farmers and Ranchers Association.

Section 3. Any member of the Board of Directors having directly or indirectly a personal interest in any matter under consideration by the Board shall make a prompt, full, and frank disclosure of the interest.

Section 4. Conflict of interest is defined as, the direct or indirect personal interest of a family member, or of any third party with whom the member, directly or indirectly, has a pecuniary relationship, shall be deemed to be in the personal interest of the member.

Section 5. If a breach of this policy is determined to have occurred, the Board of Directors may take any action deemed appropriate in light of all the relevant facts and circumstances. Such action may include a formal reprimand, a suspension with or without pay, termination of employment, or the recommendation of the removal of a member of the Board of Directors.

Approved \_\_\_\_\_  
(Chairperson) Date

Approved \_\_\_\_\_  
(Vice-Chairperson) Date

Approved \_\_\_\_\_  
(Recording Secretary) Date