

**BY-LAWS**  
**OF**  
**COMANCHE COUNTY SADDLE AND SIRLOIN CLUB, INC.**

**Article I. Name and Purpose**

**Section 1. Name.** The name of the corporation is: Comanche County Saddle and Sirloin Club, Inc., and it is hereinafter referred to as the “Corporation.”

**Section 2. Purpose.** The Corporation is organized under the laws of the State of Oklahoma to operate exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, set forth in the Articles of Incorporation.

**Article II. Membership**

Membership to the Comanche County Saddle and Sirloin Club is open to those individuals, businesses and corporations who have special interest in the promotion of the Comanche County Livestock Show and a keen awareness of the value of encouragement to Oklahoma’s youth.

**Article III. Board of Directors**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors (hereinafter referred to as “directors”, the “Board of Directors”, or the “board”) and it shall exercise all powers not otherwise delegated by law, the Articles of Incorporation or these By-Laws.

**Section 2. Composition of Board.** The Board of Directors shall consist of thirteen (13) directors as prescribed below. (Both “officers” and “directors” are considered as “directors.”)

- Five (5) officers as follows with terms as noted:
  - Chairman
  - Vice Chairman
  - Secretary
  - Treasurer
  - Past Chairman
- Six (6) regular board members to serve two-year terms once elected. Three directors shall be elected each year. (For example, if directors A,B,C are elected in year 1 for two year terms, and directors D,E,F are elected in year two for two year terms, then in year three(or end of year two) directors A,B,C will have terms ending and must be re-elected if they are to continue service on the board.) Each year effort should be made to elect board members, one from each region of the county, as described below. If no willing and/or qualified individual is available from each region, a member from any region may be elected to fill the position regardless of region.
- Regions shall consist of the following:
  - Region 1 – Elgin, Sterling, Fletcher
  - Region 2 – Lawton, Geronimo
  - Region 3 – Cache, Chattanooga, Indianahoma
- Two (2) agricultural education teachers to serve two-year terms once elected. One ag teacher shall be elected each year to serve on the board. To be eligible to serve on the board as an agricultural education teacher director, elected individuals must be currently employed as an agricultural education teacher at one of the following schools: Cache, Chattanooga, Elgin, Fletcher, Geronimo, Indianahoma, Lawton,

Sterling. Elected directors in this category will be full voting members of the board and will serve as a liaison to fellow teachers in the county on Saddle and Sirloin Club matters.

**Section 3. Election.** The membership shall elect board members for open positions annually with the exception of the agricultural education teacher director positions which will be elected by a popular vote by the currently employed agricultural education teachers in county eligible schools each year. The chairman of the board shall appoint a Nomination and Election Committee from members of the Board of Directors each year. The Nomination and Election Committee shall be responsible for collecting nominations for open board positions from the current membership, developing a ballot for voting, coordinating the voting process, collecting and counting votes, and communicating the outcome of the vote to the full membership each year. The election process shall be determined a popular vote based on the votes from paid members who submit an official ballot by the stated deadline as determined by the Nomination and Election Committee.

**Section 4. Vacancy.** In the event of a vacancy in a position between formal elections, the Board of Directors may vote to fill the position with another individual for the remainder of the term or until the next election or may leave the position vacant until the next election.

**Section 5. Resignation and Removal.** Any director may resign by giving written notice to the Board of Directors. The Board of Directors may, by a majority vote, remove any director without cause at any time.

**Section 6. Meetings of the Board of Directors.** The Board of Directors shall meet at such time and place as may be fixed by the Chairman or by resolution of the Board. A meeting of the Board may be conducted by any means of communications, provided that a quorum participated.

**Section 7. Quorum and Manner of Acting.** A majority of directors shall constitute a quorum. All matters shall be decided at any such meeting, a quorum being present, except in cases where the presence or the vote of a greater number is required by law, the Article of Incorporation, or by these By-Laws.

**Section 8. Voting and Action by Written Consent.** Each director shall, at every meeting, be entitled to one vote. Directors may not vote by proxy. The directors may take any action without a meeting which could be taken at a meeting thereof by written unanimous consent, executed in the manner described by law.

**Section 9. Compensation.** Directors as such shall not receive any compensation for their services.

**Section 10. Meeting Procedure.** The chairman of the board of directors, or in his or her absence, the vice chairman, shall preside at meetings of the board of directors. The board of directors may adopt its own rules of procedure which shall be consistent with these bylaws.

**Section 11.** The Board of Directors shall take no action that will jeopardize the 501(c)(3) status of the corporation or contrary to the Articles of Incorporation's intended purpose.

#### **Article IV. Officers**

**Section 1. Designation.** The officers of the corporation shall be a chairman, vice chairman, secretary, treasurer and past chairman. Election or appointment of an officer, employee or agent shall not itself create contract rights between any appointee and the Corporation. Nothing in these by-laws may be construed to create any contract rights, written or implied, for the term of office, compensation or benefits for any officer, employee or agent.

**Section 2. Removal.** The Board of Directors may, by majority vote, remove any officer from office, without cause.

**Section 3. Resignations.** Any officer may resign at any time by giving written notice of such resignation to the Board of Directors.

**Section 4. Vacancies.** In the event of a vacancy in a position between formal elections, the Board of Directors may vote to fill the position with another individual for the remainder of the term or until the next election or may leave the position vacant until the next election.

**Section 5. Chairman.** The chairman shall preside over meetings of the Board of Directors and the membership. In addition, he or she shall conduct the general and active management and direction of its business affairs. The chairman may sign, execute and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts and other instruments, as approved by the Board of Directors, by these by-laws or by law. The Chairman is a one-year term and the Chairman will automatically become the Past Chairman of the Board of Directors the year following his or her service as Chairman.

**Section 6. Vice Chairman.** The Vice Chairman shall assist the chairman on general matters and perform such duties and exercise such powers as from time to time may be assigned to him or her by these by-laws, the Board of Directors or the chairman. In the event of the temporary absence or disability of the chairman, the vice chairman shall perform the duties of the chairman. To be elected as Vice Chairman, individuals must have served in good standing as a board member of the organization previously. The Vice Chairman position is a one-year term and will automatically become the Chairman of the Board of Directors the year following his or her service as Vice Chairman.

**Section 7. Secretary.** The secretary shall maintain a true record of the meetings, deliberations and actions of the members and the Board of Directors. The Secretary shall keep copies of these by-laws available for inspection. In general, he or she shall perform all duties as may from time to time be assigned to him or her by these by-laws or the Board of Directors. The secretary will be a three-year term. To be elected as Secretary, individuals must have served in good standing as a board member of the organization previously

**Section 8. Treasurer.** The treasurer shall be authorized to collect all monies payable to the Corporation, shall be charged with the care and custody of its funds and from such funds shall make such disbursements as are necessary. He or she shall keep in detail all receipts and disbursements and shall report at the request of the board. The treasurer shall maintain a membership roster for the organization. The Treasurer will be a three-year term. To be elected as Treasurer, individuals must have served in good standing as a board member of the organization previously.

All financial accounts of the corporation shall be open to inspection by any director. In general, the treasurer shall perform all the duties incident to the office of the treasurer and shall have other duties as may from time to time be assigned to him or her by these by-laws, the Board of Directors or the chairman.

At the discretion of the Board of Directors, the Treasurer duties may be filled by an individual or individuals providing professional services to the corporation, who are not part of the Board of Directors.

**Section 10. Past Chairman.** The Past Chairman shall serve in an advisor to the Chairman on general matters related to the active management of the organization. The Past Chairman shall perform all duties as from time to time may be assigned to him or her by these bylaws or the Board of Directors. To serve as Past Chairman, individuals must have served in good standing as a chairman of the organization the previous year.

**Section 1. Compensation.** There shall be no compensation to the officers or directors of the organization.

## **Article V. Committees and Advisory Board**

**Section 1. Executive Committee.** The five officers of the Board of Directors shall comprise the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation in-between meetings of the Board of Directors.

**Section 2. Advisory Board.** The Board of Directors may appoint any advisory board to provide advice to the Board of Directors on all matters pertaining to the business and affairs of the Corporation or other relevant matters. Any such Board shall be advisory only and actions, recommendations or opinions of individuals, either individually or collectively, while serving on any such advisory board shall not bind the Corporation, by agency or otherwise, unless ratified in writing by the Board of Directors.

## **Article VI. Contracts, Loans, Checks, Deposits and Gifts**

**Section 1. Contracts.** The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Borrowing.** No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for payment of money shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Depositing of Funds.** All funds of the Corporation shall be deposited from time to time to its credit in such banks or other depositories as the Board of Directors may select.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation.

**Section 6. Voluntary Contributions and Member Dues.** The activities and programs of the Corporation shall be supported by member dues, donations, voluntary contributions and grants. Annual dues for membership and membership types and/or levels shall be determined by the Board of Directors. Any such contributions and grants shall be solicited and received in the name of the Corporation.

**Section 7. Bonding of Persons Handling Funds.** All persons handling funds of the Corporation shall be covered by bonds in such amounts as may be designated by the Board of Directors. In the handling of the funds of the Corporation, generally recognized accounting practices shall be followed, and a full report of receipts and expenditures shall be available whenever the Board of Directors may require.

## **Article VII. Compliance with Tax Laws**

**Section 1.** No member, director, trustee, or officer of the Corporation or any private individual shall be entitled to share in the net earnings of the Corporation or in the distribution of any of the corporate assets on dissolution.

**Section 2.** At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes of the Corporation), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall at no time participate in or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of any candidate for public office. The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

**Section 3.** The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **Article VIII. General**

**Section 1. Fiscal Year.** The fiscal year shall be July 1 – June 30

**Section 2. Audit.** To the extent resources are available, the financial books and records of the Corporation shall be audited at least once annually by an independent auditor or accountant appointed by the Board of Directors.

**Section 3. Financial Statement.** The Corporation shall issue an annual statement of its finances as of the close of the fiscal year to the Board of Directors and to such other persons the Board of Directors, in its discretion, prescribe.

**Section 4. Notice.** With respect to any regular or special meeting of the members of the Board of Directors, there shall be provided reasonable notice specifying the time, date, place and purpose of any such meeting. Notice of a meeting may be waived by the consent of a director or by appearance at the regular or special meeting.

**Section 5. Amendments.** These by-laws may be amended, altered, restated, changed, added to, or repealed by a two-thirds (2/3) vote of the Board of Directors at any meeting thereof.

**Section 6. Benefit.** These bylaws have been adopted for the governance of the Corporation and are not intended to confer any rights or benefits upon any third parties except as expressly and specifically provided herein.

AMMENDED August 2018