

BYLAWS
Of
OKLAHOMA COMBINED TRAINING ASSOCIATION, INC.
(Formerly OKLAHOMA EVENTERS, INC.)

ARTICLE 1: TITLE AND OBJECTIVES

Section 1: Title

The organization shall be known as OKLAHOMA COMBINED TRAINING ASSOCIATION, INC. (hereafter called OCTA) which shall at all times be operated and conducted as a non-profit foundation, organized under the laws of the State of Oklahoma, Title 18, Oklahoma Statutes, #851-862.

Section 2: Objectives

The objectives of OCTA are to promote educational activities and to provide opportunities to support the sport of eventing within the state of Oklahoma.

Section 3: Corporate Year

The corporate year for all purposes shall begin January 1 and end December 31.

ARTICLE 2: MEMBERSHIPS

Section 1: Eligibility

Membership in OCTA shall be open to all persons interested in equestrian sports, with particular emphasis on eventing.

Section 2: Classes of Membership

A. Participating Members

1. Senior: Open to adults 18 years of age or older as of January 1 of the membership year. These members have voting privileges at general membership meetings. They are eligible to run for and serve in elected positions on the Board of Directors, to receive year-end awards, and all other rights and privileges provided by OCTA.
2. Junior: Open to persons under the age of 18 as of January 1 of the membership year. These members are eligible for year-end awards and all rights and privileges provided by OCTA. Junior members have voting privileges at general membership meetings. As outlined in the Policies and Procedures, Junior members may run for and serve as elected junior representatives to the Board of Directors. As junior representatives, they

may share their opinions and participate in discussions of the Board, but may not vote on Board proceedings.

3. Family: Persons eligible for this membership are adults and their spouse along with their minor or dependent children as defined by the IRS. Two votes per family are allowed. All family membership members are eligible to hold office or receive year end awards.

B. Non-participating sponsorships

1. Business Sponsorship: This category affords business sponsors the opportunity to include a standard size business card advertisement in the newsletter and website with a link to their business website as outlined in the Policies and Procedures. Sponsors do not have voting privileges and are not eligible to hold office or receive year end awards.

Section 3: Membership and Dues

Membership shall be recorded and become effective upon receipt of membership dues by the Treasurer. Dues are payable annually as established by the Policies and Procedures of OCTA. At no time may the dues become retroactive.

Section 4: Member in Good Standing

Members owing money to OCTA, including dues, are not in good standing. Checks returned for insufficient funds as well as any charges assessed by the bank account of OCTA due to the NSF check will be considered a past due amount. Members shall not be charged any fee for NSF checks in excess of the charges assessed by the bank.

ARTICLE 3: MEETINGS

Section 1: Annual Meeting

The annual meeting of the membership of OCTA may be held at any time during the year and is scheduled at such time and place as the Board may designate.

Section 2: Annual Meeting Notification

Members shall be notified of the meeting at least 30 days in advance. The date, time, and location of this meeting will be published in an official OCTA publication at least 30 days prior to the meeting.

Section 3: Special Meetings

- A. A special meeting of the membership of OCTA may be called by the President, the Board, or by, but not less than, 15 participating members. Such meeting shall be held at a time and place designated by the Board or by the president. If such meeting was called by the membership, then the request must be signed by, but not less than 15 participating members, delivered to any OCTA officer, and convened not more than 60 days from the signing of the request.
- B. Notice of the time, place, and purpose of any special meeting shall be sent to the each member at least do days in advance of said meeting.

- C. Special meetings of the Board shall be called by the Secretary when requested to do so by the President. These meetings may be called at any time during the year. Unless waived by all Board members, these meetings require 48 hours notice as well as purpose or agenda.

Section 4: Quorum at Meetings

A simple majority of the Board of Directors shall constitute a quorum for the transaction of any business, excepting that in the absence of a quorum, a lesser number shall have the right to adjourn a meeting to a fixed date thereafter. Decisions of the Board are based upon concurrence of a majority of the Directors present.

Section 5: General Meetings

The Board shall hold regular meetings during the year as established in the Policies and Procedures of OCTA, but in no event less than four (4) times during the membership year. All Board meetings are open to the general OCTA membership. The place of each such meeting shall be published in the newsletter prior to the meeting.

ARTICLE 4: OFFICERS AND BOARD OF DIRECTORS

Section 1: General Powers and Fiduciary Duties

- A. The Board of Directors shall act as the governing and policy making body of OCTA.
- B. The Board of Directors, in its discretion, shall have the power to develop and adopt Policies and Procedures for OCTA, consistent with these Bylaws, to support and accomplish the mission of the club. Current Bylaws and Policy and Procedures will be published on the OCTA website.
- C. Each Board member is responsible for acting in the membership' best interest, and for carrying out the following fiduciary duties: Confidentiality, Loyalty, Obedience, Disclosure, Reasonable Care, Diligence and Accountability.

Section 2: Officer Responsibilities

The officers of OCTA shall consist of a President, Vice President, a Secretary and a Treasurer. An individual may hold only one office at any time. The term of office of all Officers is two years.

- A. President: The OCTA President shall preside at all meetings of the Board and of the membership. The President shall enforce the rules and bylaws of OCTA and all OCTA committees.
- B. Vice President: The Vice President shall fulfill the duties of the President in her/his absence and shall perform other duties as the President of the Board designates.
- C. Secretary: The Secretary shall assure that correct minutes are kept of all membership meetings and Board meetings, have custody of all books, records and documents of OCTA except those in the custody of the Treasurer, handle communications pertaining to OCTA as directed by the President, and perform other duties as the President or the Board prescribe.
- D. Treasurer: The Treasurer shall maintain the financial records of OCTA. The Treasurer is responsible for receiving and depositing all money in the OCTA bank account. The Treasurer

shall disburse all moneys as approved by OCTA officers and shall prepare a financial report at the OCTA annual meeting.

Section 3: Board of Director Responsibilities

- A. The Board of Directors shall consist of all OCTA officers and additional at large (non-officer) Senior members. The Board shall not have more than 9 nor less than 7 Directors including all OCTA officers. The Board of Directors may establish committees for terms as deemed necessary and following the Policies and Procedures of OCTA. In addition to that number there may be at least one but not more than two elected junior representatives.
- B. Junior Representatives to the Board of Directors: In addition to the 7 to 9 Officers and Board of Directors, there may be at least one but not more than two elected Junior Representatives to the Board of Directors. These Representatives will attend Board meetings to provide insight from the Junior OCTA membership in the decision making process of the Board and to act as liaisons between junior members and the Board, but they shall not have a vote in Board decisions or be able to contractually bind OCTA in any financial or legal dealings because of their minor status under the law.
- C. Non-Officers on the Board of Directors will be responsible for acting as heads of all OCTA committees. Each non-officer on the board of directors will volunteer or shall be assigned to chair/lead at least one committee each year of his/her term.
- D. Members of the Board of Directors shall not receive a salary for their services as a board member but may be reimbursed for actual expenses incurred at the discretion of the Board of Directors. No Board member shall receive any monetary compensation or benefits for their position on the Board.

Section 4: Election of Officers and Board of Directors at Large

- A. For all Officer and Board of Directors positions a slate of nominees shall be prepared by the Nominating Committee. That list along with a short biography written by the nominee shall be sent to the members along with notice of the Annual Meeting. At the Annual Meeting nominations from the floor will also be taken. Each nominee must indicate willingness to serve either in person or in writing prior to the election.
- B. OCTA Officers and Board Members at large shall be elected by majority vote of the general membership. The officers of OCTA shall consist of a President, Vice President, a Secretary and a Treasurer. The officers and board members at large shall be elected at the Annual Meeting and serve a term of two years, or until an election of officers is held, whichever occurs later.
- C. For a person to nominate or vote at an Annual Meeting, the person must have been a member in good standing in the current year.

Section 5: Removal of Officers, Directors, or Members

- A. Any OCTA officer or member may be removed from office or membership for cause by the affirmative vote of a majority of the voting OCTA members present or by proxy, at any annual or special meeting called for that purpose. Cause is considered to be conduct detrimental to the interests of OCTA.

- B. Any member of the Board may be removed for cause by a two-thirds vote of the Board. Such action shall not be taken less than 30 days following written notice to all members of the Board. Such notice shall specifically state the proposed action and the reason therefore. Any member of the Board affected hereby shall have the opportunity to address the Board prior to the vote.

Section 6: Replacement of Vacancies

For any elected position, a vacancy created by death, resignation, or any reason whatsoever should be replaced at the next Board meeting. The remaining Board of Directors may elect a replacement from the general membership to serve for the remainder of the term of the vacated office.

ARTICLE 5: ORDER OF BUSINESS

At all regular meetings of the membership and the Board of Directors, the regular order of business shall be:

- A. Reading and approval of the minutes
- B. Reading and approval of the Treasurer's report
- C. Standing Committee reports
- D. Other reports by officers of ad hoc committees
- E. Unfinished or Old business
- F. New business
- G. Motion for Adjournment

ARTICLE 6: VOTING BY THE MEMBERSHIP

Section 1: Voting Eligibility

Only members in good standing may vote.

Section 2: Balloting Methods

If a nomination is unopposed, election may be conducted by acclamation. All other votes shall be conducted by secret ballot.

Section 3: Quorum

Those members of the general membership present shall constitute a quorum.

Section 4: Absentee Ballots

Voting by mail shall be allowed, as well as electronic voting, eg. Communication by fax, email, texting, or phone to the designated member of the Nominating Committee.

Section 5: Election Results

Unless otherwise provided herein or in the ARTICLES OF INCORPORATION, the results shall be determined by a majority vote of the members present at the meeting and members voting by mail or electronically as noted above in Article 6, Section 4.

ARTICLE 7: AMENDMENT OF ARTICALES OF INCORPORATING

Section 1:

The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either an annual or special meeting.

Section 2:

Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be posted in an official OCTA publication at least 30 days prior to ballot.

Section 3:

The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which embers are entitled to cast as set forth in ARTICLE 6.

ARTICLE 8: AMENDMENT OF BYLAWS

Amendment of the Bylaws shall be affected in accordance with the procedures set forth in ARTICLE 7.

Dated 2013