

**CONSTITUTION OF THE
OHIO SHORTHORN BREEDERS' ASSOCIATION
Revised February 7, 2020**

ARTICLE I: NAME.

The official title of the group shall be the Ohio Shorthorn Breeders' Association (OSBA). The Ohio Shorthorn Breeders' Association hereinafter is referred to as the OSBA.

ARTICLE II: AFFILIATION

The OSBA shall maintain an affiliation with the American Shorthorn Association (ASA), Ohio Junior Shorthorn Association (OJSA), Ohio Shorthorn Lassie Association (OSLA), Eastern Ohio Shorthorn Association (EOSA) and any other district Shorthorn association that may be formed, Ohio Cattlemen's Association (OCA), and National Cattlemen's Beef Association (NCBA)

ARTICLE III: PURPOSE

The purpose of the OSBA is to further the development, growth, and progress of the Shorthorn and Shorthorn Plus breeds of cattle in order that the common interests of all Shorthorn breeders will be served.

- a. Encourage production measures for the improvement of the quality of Shorthorn cattle to promote wider acceptability of the quality of all Shorthorn breeds of cattle among purebred breeders and commercial cattlemen.
- b. Provide and/or sponsor educational programs for its members through meetings, field days, and tours that explore new techniques in management, production, and marketing based on reliable research and information.
- c. To arrange for public sales to which OSBA members may consign their salable stock.
- d. Provide for and support the exhibition of Shorthorn cattle in Ohio.
- e. Provide a communication link between the OSBA and the ASA.
- f. Assume responsibility to encourage OSBA members to become directors to the OSBA who will represent the interests of Ohio Shorthorn Breeders.
- g. Provide support to the Ohio Junior Shorthorn Association (OJSA).
- h. Provide support to the Ohio Shorthorn Lassie Association (OSLA).
1. Provide college scholarships to OJSA members.
- J. Support and assist 4-H and FFA members in the production and exhibition of Shorthorn cattle at the local, state, and national levels.
- k. Provide input into the needed research and educational programs from the Ohio State University (OSU) College of Agriculture, the OSU Extension Service, Ohio Agricultural Research and Development Center(s) and the office of the Director of Agriculture for the State of Ohio in matters pertaining to purebred livestock and commercial beef production.
1. Study and analyze all bills introduced into the legislature pertaining to the beef cattle industry.

ARTICLE IV: MEMBERSHIP

Section 1 - Active membership (may include a family) to the OSBA is open to anyone interested in the production of Shorthorn cattle, has paid the membership fee (dues) set by the Board of Directors, and is in good standing with the OSBA. Dues will be based on the number of registered Shorthorns and Shorthorn Plus females a member owns (0-10, 11-50, and 51 and over.)

Section 2 - Each active membership (including a family membership) will have one vote.

Section 3 - Any active member has the right to run for an office or a position on the Board of Directors.

Section 4 - Honorary membership may be granted to any person who has distinguished himself or herself in the field of animal husbandry and is interested in the improvement of Shorthorn cattle may, upon the affirmative vote of a majority of the Board of Directors, be made an Honorary Member of OSBA without voting rights.

Section 5 - Consignment to public sales and entry into shows sponsored by the OSBA shall be restricted to members in good standing with the OSBA. Out-of-State sale consignors shall be assessed Associate Membership fees as a condition for participating in such sales.

Section 6 - All members have the right and are encouraged to attend all meetings and events of the OSBA.

Section 7 - Any person seven years of age or younger than 22 years of age as of January 1 of each year and is a member of the Ohio Junior Shorthorn Association may participate in events sponsored by the OSBA (i.e., shows, sales, and the scholarship program.)

Section 8 - The Ohio Shorthorn Lassies Association, an auxiliary organization supporting the OSBA, is open to any person interested in the promotion of the Shorthorn industry and has paid dues as determined by the OSLA to that organization.

ARTICLE V: OFFICERS

Section 1 - The officers of the OSBA shall include a President, Vice President, Secretary, and Treasurer.

Section 2 - The officers will be elected to the Board of Directors for a one-year term by a majority vote of the OSBA membership present at the annual meeting.

Section 3 - Each elected officer and member to the Board of Directors must be an active member of the OSBA during the duration of his or her term. Failure to maintain an active membership shall result in dismissal.

ARTICLE VI: BOARD OF DIRECTORS

Section 1 - Nine (9) members of the OSBA shall be elected by a majority of the OSBA membership present at the OSBA annual meeting to serve on the Board of Directors.

Section 2 - Each director shall serve a term of three (3) years on the Board of Directors. Three (3) directors shall be elected each year over a three-year period to equal nine (9) members on the OSBA Board of Directors.

Section 3 - The duty of the directors shall set policy and transact business to carry out the purposes the OSBA.

Section 4 - The Ohio Junior Shorthorn Association will elect or appoint one member of their association to be a voting member of the Ohio Shorthorn Breeders' Association.

ARTICLE VII: MEETINGS

Section 1 - The annual meeting of the OSBA shall be held at such time and place as shall be designated at the previous annual meeting or by the Board of Directors.

Section 2 - Regular and special meetings of the membership may be held at such periodic intervals between annual meetings and at such time as the President or a majority of

directors may specify for business that needs to come before the membership. **Section 3** - The place and location of meetings may be designated by the President and Directors (i.e. Ohio Beef Expo, State Shorthorn Show, summer picnic and the fall sale.)

Section 4 - Special meetings of the membership may call to order when a member(s) has contacted the President and the President deems that the matter should be brought before the membership. Notice shall be given at least two (2) weeks in advance to the

membership if such a meeting is to be held. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. The President may decide that the matter should be handled by the Board of Directors at a special meeting of the Board as prescribed by the By-Laws of the OSBA.

Section 5 - The Board of Directors shall meet in regular meetings throughout the year as decided on by the Board of Directors with attendance open to the membership.

ARTICLE VIII: AMENDMENTS TO THE CONSTITUTION

Section 1 - Any member of the OSBA may propose an amendment to the OSBA Constitution which shall be made known to the entire membership at least two (2) weeks prior to the meeting at which the proposed amendment will be voted upon.

Section 2 - This Constitution shall be amended by two-thirds (2/3) vote of the members present at any membership meeting.

ARTICLE XI: RATIFICATION

Ratification of the Constitution shall take place at the annual meeting of the OSBA by two thirds (2/3) vote of the membership at the meeting. Notice of the vote shall be given to the membership at least two (2) weeks prior to the annual meeting.

BY-LAWS OF THE OHIO SHORTHORN BREEDERS' ASSOCIATION

February 7, 2020

The name of the organization is the Ohio Shorthorn Breeders' Association. The organization has not been formed for the making of any personal profit or financial gain. The assets and income of the organization shall not be distributable to, or benefit the Directors, officers, of other individuals. The assets and income shall only be used to promote the association's purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) of the Internal Revenue Code.

ARTICLE I: MEETINGS

Section 1 - Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors or the membership.

Section 2 - Special Meetings. Special meetings may be requested by the President, Vice President, Secretary or any two (2) Directors.

Section 3 - Notice. Notice of meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be given at least two (2) weeks prior to the meeting. Such notice shall be deemed effective when notification has been sent to *the* members of the board.

Section 4 - Place for Meetings. Meetings shall be held at the organization's principle place of business unless otherwise stated in the notice.

Section 5 - Quorum. A majority of the Directors present at a meeting shall constitute a quorum. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

Section 6 - Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent form, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE II: DIRECTORS

Section 1- Number of Directors. The organization shall be managed by a Board of Directors consisting of nine (9) members.

Section 2 - Election and Term of Office. The Directors shall be elected at the annual meeting. Each Director shall serve a term of three (3) years, or until a successor has been elected and qualified.

Section 3 - Adverse Interest. In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

Section 4 - Regular Meeting. The Board of Directors shall meet immediately after the election of the purpose of transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meeting without notice other than the notice provided by the resolution.

Section 5 - Special Meeting. Special meetings may be requested by the President, Vice President, Secretary, or any two (2) Directors by providing two (2) weeks written notice by U.S. mail, or by e-mail, effective when sent. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 6 - Procedures. The vote of a majority of the Directors present as a properly called meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these By-Laws for a particular resolution . A Director of the organization who is present at a meeting of the Board of Directors of which action on any association matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7 - Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken, is signed by all of the Directors or by all of the members of the committee of Directors, as the case may be.

Section 8 – Removal or Vacancies. A Director shall be subjected to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by appointment by the President and approved by the Board of Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 9 - Committees. To the extent permitted by law, the President may appoint from the board members or from the general membership a committee(s), temporary or permanent, and designate the duties, powers, and authorities of such committee(s).

ARTICLE III: OFFICERS

Section 1 - Number of Officers. The officers of the organization shall consist of a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by one (1) person.

- a. President. The President shall be the chief executive officer and shall preside at all meeting of the Board of Directors and its Executive Board, if such a committee is created by the Board.
- b. Vice President. The Vice President shall assist the President. In the absence or disability of the President the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors or by these by-Laws.
- c. Secretary. The Secretary shall give notice of all meeting of the Board of Directors and Executive committee, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- d. Treasurer. The Treasurer shall have general charge and supervision of the financial records of the association. Perform such other duties as may be prescribed by the Board of Directors or these By-Laws. Upon the election of a successor the treasurer will turn over all records and other property belonging to the association that is in his or her possession. Upon the selection of a successor the Board of Directors shall audit the financial records for accuracy and completeness.

Section 2 - Election and Term of Office. The officers to the Board of Directors shall be elected at the annual meeting of the OSBA membership. Each officer shall serve a one-year term or until a successor has been elected and qualified.

Section 3 - Executive Board. The Executive Board shall consist of the officer of the Board of Directors. The Executive Board shall have the authority to make decisions for the organization in an emergency situation or when an immediate decision is needed.

Section 4 - Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs, whether by death, resignation, removal, or any other cause, may be appointed by the President and approved by the Board of Directors. By a two-thirds vote of the members of the OSBA board of directors and officers.

ARTICLE IV: FINANCES

Section 1 - Expenditures. Expenditures of the OSBA shall be paid by the Treasurer. The board may authorize another signatory(s) for times when the Treasurer may be unavailable.

Section 2 - Income. All proceeds collected by the OSBA shall be used to further the purpose of the association within the laws of the State of Ohio and the limits set by 501(c)(5) and related sections of the Internal Revenue Code.

Section 3 - Fiscal Year. The OSBA fiscal year shall be January 1 through December 31.

Section 4 - Bond. The Treasurer and other signatories may be bonded at the expense of the OSBA in such amounts and with such surety or sureties as may be determined by the Board for the faithful performance of their duties and the proper administration of all funds and property received by them.

Section 5 - Review. A Certified Public Account (CPA) shall be hired to do a review of financial records of the Ohio Shorthorn Breeders' Association, as deemed necessary by the President of the Board of Directors. A committee of the Board of Directors and/or active members of the OSBA shall review the financial report as presented by the CPA upon completion of such a review. A committee of the Board of Directors and/or active members of the OSBA shall review financial records of the OSBA at any time, as deemed necessary by the President or Board of Directors.

Section 6 - Budget. The Executive Committee shall develop a budget at the beginning of each fiscal year approved by the Board of Directors.

Section 7 - Bank. The Directors shall designate a federally insured bank(s) as the depository for the funds of the OSBA.

ARTICLE V: COMPENSATION

Directors and officers may be reimbursed for expenses incurred in their duties to the OSBA if approved by a majority Board of Directors present at a board meeting.

ARTICLE VI: PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of "Robert's Rules of Order" shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE VII: AMENDING THE BY-LAWS

These By-Laws may be amended, altered, or repealed by the Board of Directors by no less than two thirds (2/3) vote of a quorum of members at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least two (2) weeks before the meeting.

ARTICLE VIII: PROCEDURE

Any Director or officer having known duality of interest or possible conflict of interest on any matter shall make a disclosure of such conflict to the other Directors. Such Director shall not vote or use his or her personal influence on the matter, but such Director may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect the making of the disclosure, the abstention from voting, and the quorum situation. Any officer having known duality of interest or possible conflict of

interest on any matter before such officer for administrative action shall report the conflict to the President or, in the case of the President, to the Vice President. Such officer shall abstain from taking any administrative action on the matter. The requirements in this Procedure shall not be construed as preventing any Director or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of the board or other officers.

ARTICLE IX: INDEMNIFICATION

Any Director or officer who is involved in litigation by reason of his or her position as Director or officer of this organization shall be indemnified and held harmless by the organization, of the fullest extent authorized by law as it now exists or may subsequently be amended, but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.

ARTICLE X: DISSOLUTION

Section 1 - Dissolution. The organization may be dissolved only with authorization of the Board of Directors given at a special meeting called by the President for the purpose of dissolution of the Ohio Shorthorn Breeders' Association and with the approval by no less than two-thirds (2/3) vote of the membership at that special meeting. (Refer to the Constitution Article VII, Sections 2, 3, & 4.)

Section 2 - Distribution of Assets. Upon dissolution of the OSBA, any assets remaining after payment or providing for payment of all liabilities shall be distributed as decided by the Board of Directors to an exempt organization having similar or the same purpose as the OSBA.

Jeff Winkle, President

Duane Miller, Vice-President

Beth Carper, Treasurer