

**BYLAWS
OF
OSU ANIMAL SCIENCE ALUMNI ASSOCIATION
April 10, 2021**

ARTICLE I

NAME AND PURPOSES

Section 1. Name. The name of this corporation is “OSU Animal Science Alumni Association” (the “Association”).

Section 2. Purposes. The Association is organized and operated exclusively for charitable, educational and scientific purposes as set forth in its certificate of incorporation. The activities of the Association shall include:

A. Cooperate with the Department of Animal and Food Sciences in serving the best interests of the Association, Department, Division and University.

B. Assist the Department by providing scholarship and judging team support, encouraging student enrollment in Animal Science and improving awareness of educational opportunities.

C. Organize events and activities for alumni of the Department of Animal and Food Sciences.

D. Establish and foster close professional and social relationships among alumni, students, faculty and friends.

E. Promote activities that help recognize the importance of the profession of Animal Science.

F. Coordinate with Animal Science faculty and staff in publishing the annual Association update.

Section 3. Restrictions. At no time, either on dissolution or prior to dissolution, shall any part of the funds or assets of the Association inure to the benefit of any private individual, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted by law and the Internal Revenue Code of 1986, as amended, (the “Code”) or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws). The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Charitable Activities. The Association shall carry on only those activities permitted to be carried on by a charitable organization as described in Section 501(c) (3) of the Code.

ARTICLE II

OFFICES

Section 1. Principal Offices. The principal office of the Association shall be located at 103 Animal Science Bldg., Oklahoma State University, Stillwater, Oklahoma 74078. The Board of Directors may establish such other offices as the business of the Association requires.

Section 2. Registered Office. The Association shall have and continuously maintain a registered office in Oklahoma and a registered agent whose office is the same as the registered office.

ARTICLE III

MEMBERSHIP

Section 1. All persons who have been students in the Department of Animal and Food Sciences at Oklahoma State University shall be eligible for membership in the Association. Animal Science faculty and staff, present and past, shall be eligible for membership. To be a member, the above individuals shall be current in annual or life membership dues. Members in good standing shall be entitled to vote at any regular or special meeting of the Association.

Section 2. A person not meeting the requirements for membership (Article III, Section 1) may become an associate member of the Association by payment of annual or life membership dues. Associate members shall have all the privileges of regular members except voting privilege and holding office.

Section 3. The Association annual and life membership fees shall be set by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The general control and administration of the Association shall be vested in a Board of Directors hereinafter called the Board. The Board shall have nine (9) voting directors elected by members of the Association at the annual meeting held during Animal Science Weekend. They include six (6) district directors comprised of three (3) from each of two (2) districts (East and West as divided by Interstate 35) and three (3) directors elected at large. District and at-large directors shall serve three-year terms with one-third of the terms expiring each year. District and at-large directors shall serve no more than two (2) consecutive terms. Additional voting directors shall include six (6) officers specified in Article IV, Section 3, and one or more additional director(s) appointed by the President for one-year term(s).

Section 2. The Head of the Department of Animal and Food Sciences shall be an ex officio non-voting member of the Board and shall be encouraged to attend all Board meetings, providing Departmental updates and making input as appropriate.

Section 3. Officers of the Association shall be President, Past President, Vice President, Secretary, Treasurer and Assistant Treasurer. Officers shall be elected annually by a majority vote of members at the meeting of the Association held during Animal Science Weekend. The President and Vice President shall serve one-year terms. The Vice President shall ascend to the office of the President.

Section 4. There shall be an Executive Committee consisting of the six (6) officers of the Board. The Committee shall advise and aid the entire Board in all matters concerning its interests and management of business, and such duties and exercise such powers as shall be directed or delegated by the Board. The Committee shall have full authority to exercise all the powers of the Board, if the need arises while the Board is not in session. In the event of a vacancy on the Executive Committee, the Board shall elect by majority vote a director to serve the unexpired term on the Committee and an Association member to fill that director's vacancy on the Board.

ARTICLE V

MEETINGS

Section 1. The annual meeting of the Association shall be held in Stillwater, Oklahoma, in the spring of each year during Animal Science Weekend, or at any other time decided by the Board. Special meetings of the Association to be held in Stillwater, Oklahoma, or any other place, may be called at any time, by the President, or upon written request of a majority of Board members, upon written request by twenty (20) members of the Association.

Section 2. The annual meeting of the Board shall be held in Stillwater, Oklahoma, in the spring of each year during Animal Science Weekend, or at any other time decided by the Board. Special meetings of the Board to be held in Stillwater, or any other place, may be called at any time by the President, or upon written request by a majority of Board members.

ARTICLE VI

ELECTION OF DIRECTORS AND OFFICERS

Section 1. The Nominating Committee shall consist of the Past President who shall serve as chairman and the three second-year of term directors from the two districts and at large. This Committee shall be responsible for recommending candidates for election to expiring directors' and officers' positions on the Board. Further, the Committee shall solicit suggestions from Board members on nominees for these positions.

Section 2. At least one candidate shall be nominated by the Committee for each director's and officer's position. Additional nominations can be made by any Association

member prior to or during the annual Association meeting. The nominating process shall begin no later than November 1, with a slate to be recommended to the Board at its midwinter meeting. The slate approved by the Board shall be communicated to Association members prior to the annual membership meeting at Animal Science Weekend, when directors and officers shall be elected.

Section 3. Directors and officers shall attend Board meetings and Animal Science Weekend. Board members shall notify the President if they are unable to attend Board meetings or Animal Science Weekend. A Board member may be terminated with cause by a $\frac{3}{4}$ majority vote of other Board members. Directors and officers shall be elected by majority vote of the members at the annual meeting and shall assume their positions at conclusion of the meeting. The President and the Vice President shall not serve consecutive terms. Directors appointed by the President may serve consecutive terms. There shall be no term limits for Secretary, Treasurer and Assistant Treasurer. A director or officer who leaves the Board during term will be replaced by majority vote of the Board.

ARTICLE VII

DUTIES AND POWERS OF DIRECTORS

Section 1. The Board shall have general control of the property and business of the Association. The Board shall exercise, in addition to the powers and authorities expressly conferred upon them by these Bylaws, all such powers of the Association as shall become necessary to carry on the business and carry into effect the purposes of the Association.

Section 2. It shall be the duty of district directors to represent their respective districts at regular and special meetings of the Board.

ARTICLE VIII

DUTIES OF OFFICERS

Section 1. The President shall preside over all meetings of the Board of Directors. He/she shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried out. The President is encouraged to maintain ongoing dialog, as appropriate, with the Past President and Vice President to aid in continuity of Association affairs.

Section 2. The Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall at all times perform such other duties as the President and Board shall prescribe.

Section 3. The Executive Director shall have charge of all records of the Association and shall act in conjunction with the Board, Executive Committee and personnel in the Department of Animal and Food Sciences regarding Association programs and activities. The Executive Director, in addition to the duties herein specified, shall be responsible for any other duties that may be determined by the Board.

Section 4. The Secretary shall notify all directors of Board meetings, attend all such meetings and keep full minutes thereof. In his/her absence, the Secretary shall designate an officer or senior director to record minutes. The Secretary, in addition to the duties herein specified, shall have such other duties as may be determined by the Board.

Section 5. The Treasurer shall disburse the funds of the Association as may be ordered by the Board. The Treasurer shall render to the Directors at the meetings of the Board, or whenever they may require it, the status of accounts of the Association at the OSU Foundation and details of financial transactions of the Association, including disbursements and receipts. The Treasurer, in addition to the duties herein specified, shall be responsible for other duties that may be determined by the Board.

Section 6. The Assistant Treasurer shall act in conjunction with the Treasurer and Executive Director in accomplishing the duties of this office, including but not limited to preparing donation receipts and review of bank statements. The Assistant Treasurer, in addition to the duties herein specified, shall be responsible for other duties that may be determined by the Board.

ARTICLE IX

QUORUM

Section 1. Members attending any meeting of the Association shall constitute a quorum, and the vote of a majority present at any regular or duly called special meeting shall constitute a binding act of the Association.

Section 2. More than 50% of Board membership attending any meeting of the Board shall constitute a quorum, and the vote of the majority present at any regular or duly called special meeting shall constitute a binding act of the Board.

ARTICLE X

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Association, 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 and on behalf of the Association, and such authority may be generally confined to specific instances.

Section 2. Borrowing. No loan shall be contracted on behalf of the Association 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, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, employee or employees, agent or

agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

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

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fine and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Procedure. Expenses incurred while defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 3. Prepayment. Expenses incurred while defending a civil or criminal action, suite or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. Nonexclusive. The indemnification provided by this Article shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the membership, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a Director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII

MISCELLANEOUS

Section 1. Amendments. These Bylaws may be altered, repealed, or amended by the affirmative vote of two-thirds (2/3) of the Members present and voting at any regular or special meeting of the Association, provided that notice of such meeting has been mailed, emailed or published not less than fourteen (14) days in advance of the meeting.

Section 2. Governing Law. These Bylaws shall be governed by and interpreted in accordance with the laws of the State of Oklahoma.

Section 3. Benefit. These Bylaws have been adopted for the internal governance of the Association and are not intended to confer any rights or benefits upon any third parties except as expressly and specifically provided herein.

Section 4. Fiscal Year. The fiscal year of the Association shall commence July 1 and end June 30.

ARTICLE XIII

APPROVAL AND ADOPTION

Section 1. Approval and Adoption. These Bylaws shall be effective immediately on affirmative vote of two-thirds (2/3) of the Association Members present and voting.