

## **BY LAWS**

### **OKLAHOMA TURFGRASS RESEARCH FOUNDATION, INC.**

#### **ARTICLE I – NAME**

This organization shall be known as Oklahoma Turfgrass Research Foundation, Inc., hereinafter referred to as the “Foundation”.

#### **ARTICLE II- CHARACTERIZATION AS NON-PROFIT**

This corporation shall not be operated for profit. There shall be no distribution of cash by way of interest, dividends, or otherwise, to the individual stockholders or members of this corporation, of whatsoever character or description. Should there be an accumulation of funds in excess of the actual necessary expense of operation during any operating period, such accumulation shall be held and applied to operation cost during subsequent operation periods.

#### **ARTICLE III – PURPOSE**

The purpose for which this corporation is formed is as follow:

- (A) To promote educational objectives by encouraging, fostering and conducting scientific research and investigations in agriculture, particularly as to pertaining to and in the development of better turf, for golf courses, parks, cemeteries, airports, public and private schools, colleges, universities, institutions, private business, and individuals in cooperation with or independently of the Oklahoma State University and all other agencies operating within the State of Oklahoma.
- (B) To cooperate with the United States Golf Association – Green Section, Federal, State, and other agencies interested in turf.
- (C) To receive by gift, devise, bequest or otherwise, any money or property, either absolutely or in trust, to be used, either the principal or mentioned purposes or any other purpose within its corporate powers.
- (D) To own, acquire, hold, and manage such real property or personal property as may be reasonably necessary for the business and object of such foundation.
- (E) To make grants or gifts of money or property to agricultural experiment and demonstration stations, or departments, to aid in paying the salaries of persons engaged in agricultural research or education, to give or grand such funds or property for the purpose of defraying expenses, or for any other purposes not inconsistent with the purpose herein contained.
- (F) In furtherance of the purpose and objects of the corporation and not in derogation of the general powers thereof, it may make such contracts and agreements with any agricultural agency, for the conduct of its business, the execution of its powers and the use of its property as the Directors of the corporation may deem expedient, and may permit its property to be used, operated and enjoyed by such agricultural agencies for a nominal charge or without charge, or upon such terms and conditions as its Directors shall deem most consistent with said purposes, and, in the discretion of its Directors, and upon such terms as such Directors shall deem proper, may at any time and from time to time convey, hypothecate, lease, or otherwise transfer its property or any part thereof to, of for the use and benefit of, such agricultural agency as it may decide. It is the purpose and intent of this corporation to cooperate with necessary agricultural agencies to the fullest extent, but all of the funds and property of this corporation shall be owned by this corporation, and the supervision thereof shall be under the exclusive control and direction of the Directors of this corporation.

#### **ARTICLE IV – MEMBERSHIP**

##### **Section 1. Members**

Any person, institution, association, or business interested in turf may become a member of the Oklahoma Turfgrass Research Foundation who subscribes to the objects and purposes of the Foundation, shall be duly elected a member thereof by the Boar of Directors, and upon payment of the annual dues as provided by the Board of Directors.

##### **Section 2. Honorary Members**

Honorary members are such persons upon whom the members of the Foundation shall, for whatever reason, feel inclined to bestow such membership. They shall have all the privileges of regular members except that of voting and that of holding active

office and servicing as a member of the Board of Directors, and they shall not be required to pay dues. Honorary members shall be selected by the Board of Directors.

## **ARTICLE V – DUES**

### **Section 1. Amount of Dues**

Amount of the annual dues for membership shall be decided by the Directors at their first regular meeting each year and will be subject to the approval of the membership of the Foundation at their first annual meeting.

### **Section 2. Remittance of Dues**

Forms shall be provided for listing all who pay dues. These dues shall be remitted to the Foundation office monthly or as decided by the Directors.

## **ARTICLE VI – OFFICERS AND DUTIES**

### **Section 1. – Officers**

The officers of the Foundation shall be:

President  
Vice-President  
Treasurer  
Secretary

The Treasurer and Secretary may be the same person. The President and Vice-President shall be elected by and from the Board of Directors, and must have served one year on the Board of Directors before being eligible to hold office. The Treasurer and Secretary shall be elected by the Board of Directors, and may or may not be a Director. Each officer shall be elected annually and shall be considered eligible for election to succeed himself.

### **Section 2. – President**

The President shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Directors and of the Membership. Except as otherwise noted in these by-laws or by resolution of the Board of Directors, the President shall sign all formal instruments including contracts, deeds, excluding checks, certificate awards, and membership cards. He shall be a member ex-officio of all standing and special committees. He shall also serve for one year following his term of office as a member ex-officio on the Board of Directors.

### **Section 3. – Vice-President**

The Vice-President shall, in the absence of or during the disability of the President, halve all the powers and perform all the duties of the President.

### **Section 4. – Treasurer**

The Treasurer shall have custody of all monies and securities of the Foundation and shall keep regular books of account of its funds and property. He shall be amply bonded to cover all Foundation funds in his possession. He shall perform such other duties as may be assigned to him by the Board of Directors.

### **Section 5. – Secretary**

Under the direction of the Board of Directors, the Secretary shall have charge of the seal and corporation books and records of the Foundation, shall issue, or cause to be issued, notices of meetings to the members of the Board of Directors and the membership, and shall execute and sign such instruments as require his signature or attestation and shall make such reports and perform such other duties as are incident to his office, or which may be required of him by the Board of Directors. The Secretary may be compensated as the Directors may specify.

## **ARTICLE VII – MEETINGS**

### **Section 1.- Annual Meeting**

The annual meeting of the Members of the Foundation shall be at such time in each year as designated by the Board of Directors. The time and place of such meeting shall be established by the Board of Directors, and the Secretary shall be required to give fifteen (15) days notice by publication to the membership of such meeting.

## **Section 2. – Special Meetings**

Special meetings of the Members of the Foundation may be called by the President, on ten (10) days notice, and shall be called by him upon request of a majority of the Board of Directors, or upon written request of a majority of the members of record on the date the meeting request is made.

## **Section 3. – Quorum**

A quorum of the Members of the Foundation shall consist of a majority of the members of record on the date of the meeting.

# **ARTICLE VIII – BOARD OF DIRECTORS**

## **Section 1. – Number of Directors**

The Board of Directors shall consist of nine (9) members, divided into groups of three (3) directors each. Directors shall be elected for a term of three (3) years, so divided that the term of office of the three (3) directors shall expire each year.

## **Section 2. – Duties of Board of Directors**

The Board of Directors shall constitute the policy-making body of the Foundation and be the Trustees of its assets. The Board shall have the following duties:

- (a) The election of officers of the Foundation, except as may be otherwise provided.
- (b) To direct and supervise the activities of the Foundation and the work of the Executive Officers and employees of the Foundation.
- (c) To pass upon the annual budgets as prepared and submitted by the officers.
- (d) To perform such other duties as may be required by laws.
- (e) To present a report of the annual meeting of Member of the Foundation.

## **Section 3. – Meetings**

The Board of Directors shall meet at least annually. The time and place of such meeting shall be established by the President, and the Directors shall be given at least ten (10) days notice by mail of such meeting

## **Section 4. – Special Meetings**

Special Meetings of the Board of Directors may be called by the President on five (5) days notice, and shall be called upon the written request of any four (4) members of the Board of Directors.

## **Section 5. – Quorum**

A quorum of the Board of Directors shall be six (6) members actually present.

## **Section 6. – Compensation for Directors**

Directors shall be paid ten dollars (\$10.00) per diem plus eight cents (\$0.08) per mile traveled and other actual necessary expenses for days of required service, if requested in writing and approved by the Board of Directors.

## **Section 7. – Additional Personnel**

The Board of Directors shall have the authority to hire such personnel as they deem necessary for the purpose of carrying out the work of the organization and shall have the authority to fix their compensation.

# **ARTICLE IX – COMMITTEES**

The President, subject to the approval of the Board of Directors, shall have the right to appoint such standing or special committees as in its discretion it may deem advisable, and to delegate to such committees duties and powers not inconsistent with the by-laws of the Foundation.

## **ARTICLE X – FISCAL**

### **Section 1. – Fiscal Year**

The fiscal year of the Foundation shall be the twelve month period ending December 31 of each year.

### **Section 2. – Use of Funds**

All funds collected shall be sent to the Treasurer, and by him deposited in a Bank selected by the Board of Directors.

### **Section 3. – Audit**

The books of the Foundation shall be subject to audit at any time. An audit shall be made at the request of the President, or upon written request of a majority of the Board of Directors, or upon written request of a majority of the members of record on the date that the request for audit is made. Such audit shall be accomplished by a committee of at least three (3) members appointed for the purpose by the President, and copies of the audit shall be sent to each member. The Treasurer shall prepare, or cause to be prepared, a financial statement of each fiscal year's transactions to be presented to the membership at each annual business meeting.

## **ARTICLE XI – CORPORATE SEAL**

The seal of this corporation shall consist of a circular die with the name of the corporation around the outer edge and the word "seal" in the center thereof.

## **ARTICLE XII – ORDER OF BUSINESS**

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

1. Roll Call
2. Reading of Minutes
3. Reports of Officers
4. Reports of Standing Committees
5. Reports of Special Committees
6. Reports of other Representatives of the Foundation
7. Unfinished Business
8. New Business

## **ARTICLE XIII – DISSOLUTION**

The decision to dissolve the corporation shall rest with the Board of Directors. In the event of the dissolution of the corporation, all of its property, whether real, personal or mixed and wherever situated, shall vest in such agricultural educational, or scientific organization, body, institution or corporation as the last Board of Directors of this corporation shall designate, and none of the property shall inure to the benefit of any officer, director, or member of the corporation.