

# OKLAHOMA CROP IMPROVEMENT ASSOCIATION

## ARTICLES OF INCORPORATION

We, the undersigned all of whom are residents and citizens of the State of Oklahoma, do hereby voluntarily associate ourselves together for the purpose of forming a corporation, without capital stock under the laws of the state of Oklahoma.

### I

The name of this corporation shall be the Oklahoma Crop Improvement Association.

### II

The purpose for which the Oklahoma Crop Improvement Association is formed are:

1. To promote, foster, and encourage the more general use of better crop seeds by farmers.
2. To promote, foster, and encourage the careful testing of new varieties and strains, and also, the introduction of improved varieties and strains.
3. To promote, foster, and encourage the development by careful methods of plant breeding of new and improved varieties and strains.
4. To cooperate with, aid, and support all agencies engaged in a state, sectional, or national crop improvement program.
5. To control and regulate the distribution of foundation seed.
6. To maintain a system of crop registration which shall record the origin, history, and description, and other known information of all varieties and strains grown by members.
7. To promulgate and adopt definite standards, requirements, and regulations which shall govern in the certification of seed crops of members.
8. To maintain an inspection service for the inspection of seed crops of members.
9. To provide for, and require the use of, a uniform and distinguishing mark, seal, tag, or emblem for use on all certified seed.
10. To purchase supplies in a cooperative way for the use of members.
11. To rent, buy, build, own, sell, and control such real and personal property as may be needed in the conduct of the operations of the association.
12. To publish and distribute seed lists.
13. To hold meetings, publish reports, conduct demonstrations and exhibits, collect and distribute information, advertise, and by other means furnish information of interest and benefit to the members; and by these means increase the interest in the use of improved seeds.
14. To establish, acquire, own and develop any patents, trademarks or copy-rights.
15. To aid members of the association and to promote the agricultural interests of the state by any or all means not inconsistent with the Act providing for cooperative agricultural association.

III

The principal place of business of the Oklahoma Crop Improvement Association shall be at Stillwater, Payne County, State of Oklahoma.

IV

The term for which the Oklahoma Crop Improvement Association is to exist is perpetual.

V

The Oklahoma Crop Improvement Association shall be managed by a board of directors. The names and residences of those who are selected as such directors, and who shall hold their office until the next election are as follows:

C.N Nunn, Porter, Wagoner County  
Glenn Briggs, McAlester, Pittsburg County  
L.F. Carroll, Newkirk, Kay County  
C.R. Donart, Jones, Oklahoma County  
W.H. Taylor, Verden, Grady County  
Chas. Hartwig, Alva, Woods County  
J.W. Loewen, Watonga, Blaine County  
Chas. C. Miller, Elk City, Beckham County  
Carl Muller, Texhoma, Texas County  
W.S. Taylor, Mannford, Creek County

VI

The Oklahoma Crop Improvement Association shall not have any capital stock.

The voting power of the members of this association shall be equal, and each member shall have one vote only.

The property rights of each member shall be equal; and each member shall have one unit of property rights only.

In witness whereof, we have hereunto subscribed our names, this fifteenth day of July, 1930.

John W. Loewen  
C.R. Donart  
C.N. Nunn  
C.C. Miller

W.H. Taylor  
L.F. Carroll  
W.S. Taylor

## By-Laws

We, the undersigned, as members, directors and incorporators of the Oklahoma Crop Improvement Association a corporation without capital stock and not conducted for profit, do hereby adopt the following code of by-laws, as and for the by-laws of the said association:

### ARTICLE I

#### Name and Purpose

Section 1. The name of this association shall be the Oklahoma Crop Improvement Association, and may be hereafter referred to as the association.

Section 2. The purpose for which this association is organized are set forth in Articles of Incorporation of the association.

### ARTICLE II

#### Membership

Section 1. Any person, company, or corporation actively engaged in the production of improved seeds in the State of Oklahoma may apply for membership in this association.

Section 2. Applicants for membership may be admitted either by vote of the association or by approval of the board of directors.

Section 3. Agricultural workers employed by the state or federal government may become associate members, without payment of dues by approval of the board or directors.

Section 4. All members agree to abide by the regulations and seed standards of the association with reference to the production, handling, and marketing of association seed produced by them, or for them under contract, as provided in the by-laws, or by action of the board of directors of the association made in conformity therewith; and, furthermore, all members agree to cooperate with state and federal agencies in the development, multiplication, distribution, and certification of approved crop seed.

Section 5. A member found guilty of violating any of the provisions of the by-laws, regulations, or seed standards of the association is subject to censure, or may be called upon to make adjustments, or may be suspended, or may be punished by having his certification rejected and by being permanently denied the privileges of the inspection service, by action of the board of directors; and in the event of serious intentional, or repeated violations a member may be expelled from the association by a two-thirds vote of members present at any regular meeting, provided such action is recommended to the association by the board of directors.

The secretary shall maintain a complete record of any and all complaints against members, which involve in any way alleged violations of the by-laws or standards of the association, and shall obtain so far as possible full information concerning the facts thereof. All information obtained shall be placed with a complaint investigations committee for consideration.

The complaint investigations committee shall prefer charges against any member if the committee has determined that there are reasonable grounds for believing that the member has violated any of the provisions of these by-laws or of his agreement with the association, or that he has been guilty of conduct detrimental to the association.

After service upon him by registered mail of a copy of the charges, and permitting an opportunity to be heard, the board of directors may take such action (section 5, first paragraph) against the member as the gravity of the violation seems to warrant; and, may recommend to the association that member be expelled from the association.

Section 6. Any member who has not received, through the association, inspection service on seed crops for two preceding years will become automatically an inactive member and he will be deprived of voting privileges until he may again become an active member by making application for the inspection service of the association.

Section 7. Each member who applies for certification shall pay such service fees at such time, in such form, calculated in such manner as shall be determined by the board of directors. These fees shall be designated to cover the costs of maintaining the association and carrying on its objects.

Section 8. Any member having a grievance or complaint against the association may appeal to the board of directors of the association at any regular or special meeting.

### ARTICLE III

#### Officers

Section 1. The officers of this association shall consist of a president, a first vice-president, a second vice-president, an executive director, and six directors. The president shall be elected by the board of directors. The first and second vice-presidents shall be elected by and from the directors. The executive director shall be the Director of Pedigreed Seed at Oklahoma State University.

Section 2. The regular election of directors shall occur at the Annual Meeting of the Association in February. Directors shall be chosen from those active members of the Association who have produced Certified Seed for at least two years next previous to their election. The number of directors to the Board of Directors shall be determined as follows: One resident from the South Central District; one resident from the Northwest District; one resident from the Southwest District; one resident from the Central District;

and one resident from the East District. In addition four directors-at-large shall be elected from the state-at-large without regard as to districts.

The President shall appoint a nominating committee who shall provide to the executive director a list of nominees by such time as to permit its being published immediately prior to the next Annual Meeting. Further nominations may be made from the floor by any active member at the Annual meeting of the Association. When nominations for office of director shall be made at any special meeting of the Association to fill an unexpired term, they shall be made from the floor.

Except as hereinafter specially provided, three directors shall be elected annually, each of whom shall serve a term of three years. Upon his having served two consecutive terms of office as director, no person shall be eligible during a period of one year thereafter to hold the office of Director. If any vacancy shall occur in the Board of Directors for reason other than by normal expiration of term of office, the remaining members of the Board shall thereupon elect a successor from the district represented by his predecessor, and such successor shall hold office until the next regular or special meeting of the members of the Association; but if such special tenure served by that successor by less than one year it shall not be considered a term of office. The election at a Special Meeting of a director to fill an unexpired term, except for nomination procedure, shall follow the same method and rules governing a regular election.

Section 3. The state shall be divided into the following five districts for the selection of directors:

- Northwest: Cimarron, Texas, Beaver, Harper, Woods, Alfalfa, Grant, Ellis, Woodward, Major, Garfield, Dewey, Blaine, Kingfisher, and Canadian.
- Southwest: Roger Mills, Custer, Beckham, Washita, Harman, Greer, Kiowa, Jackson, and Tillman.
- South Central: Caddo, Grady, Comanche, Stephens, Cotton, and Jefferson.
- Central: Kay, Osage, Noble, Pawnee, Logan, Payne, Lincoln, Oklahoma, Cleveland, Pottawatomie, Seminole, Garvin, McClain, Pontotoc, Murray, Carter, Johnston, Love, and Marshall.
- East: Washington, Nowata, Craig, Ottawa, Tulsa, Rogers, Mayes, Delaware, Creek, Wagoner, Cherokee, Adair, Okfuskee, Okmulgee, Muskogee, Sequoyah, McIntosh, Hughes, Pittsburgh, Latimer, Haskell, LeFlore, Coal, Atoka, Pushmataha, Bryan, Choctaw, McCurtain.

Section 4. The officers together with the elected directors of the association shall form the board of directors.

Section 5. Five directors shall constitute a quorum of the board of directors at all meetings. When only this number is present it will be necessary to have a unanimous vote in all matters handled.

Section 6. The executive committee shall consist of the president, the 1<sup>st</sup> vice-president, the 2<sup>nd</sup> vice-president and one "Member of the Executive Committee" elected by the board of directors.

## ARTICLE IV

### Duties of Officers

Section 1. It shall be the duty of the president to:

- a) Preside over all meetings of members and directors. In his absence the first vice-president or the second vice-president shall act; or, if these are unable to act the board of directors shall appoint a director to do so.
- b) Call the directors together whenever necessary.
- c) Appoint all standing and special committees, with the approval of the board of directors.
- d) Enforce the observance of the regulations and the seed standards of the association, and perform such other duties as may be required by these by-laws or by the board of directors.

Section 2. It shall be the duty of the vice-president to aid and assist the president. In the absence of the president his duties shall devolve on the first vice-president.

Section 3. It shall be the duty of the executive director to:

- a) Attend and keep correct minutes of all meetings of the association of the board of directors, and of the executive committee.
- b) Issue notices of meetings to members.
- c) Issue all publications after they have been approved by the board of directors.
- d) Obtain and preserve all necessary records concerning seeds produced for certification by members.
- e) Direct the inspection service, and issue certificates of registration in accordance with the regulation and seed standards of the association.
- f) Maintain complete records of all complaints against members engaged in the production or sale of certified seeds, and to aid in obtaining facts which concern alleged violations, for the use of the complaint investigations committee.
- g) To perform such other duties as may be required by the board of directors.
- h) Sign as treasurer all checks
- i) Receive and disburse all funds, and be the custodian of all securities of the association.
- j) Keep a full and accurate account of the financial transactions of the association in books belonging to the association, and deliver such books to his successor in

- office when qualified. He shall make a full report of all matters and business pertaining to this office to the members at the annual meeting, and to the directors whenever required.
- k) Deposit all moneys of the association in the name and to the credit of the association, in such depositories as may be designated from time to time by the board of directors.
  - l) Perform such other duties as may be required of him by the association, or by the board of directors.

## ARTICLE V

### Board of Directors

Section 1. It shall be the duty of the board of directors to:

- a) Direct all operations of the association
- b) Define the scope of the association's activities.
- c) Investigate complaints, recommend adjustments, and punish members for violations as outlined in Article II, Section 5 of the by-laws.
- d) Consider recommendations that may be any person in respect to any of the affairs of this association.
- e) Define the course to be followed in the issuing of certificates to members.
- f) Define the course to be followed in keeping of records of the plant breeding operations of members.
- g) To define the course to be followed in issuing catalogs of seed of approved varieties produced by members.
- h) Audit the books and arrange for the bond of the treasurer.

Section 2. The board of directors shall have the power to:

- a) Arrange contracts and cooperative agreements with proper officials of the Oklahoma State University, the Oklahoma Department of Agriculture, Food & Forestry, and the different county associations, which shall be of mutual benefit to members of the association and to the agriculture of the State of Oklahoma.
- b) Establish reserves and to invest the funds thereof in bonds or in such other property as may seem expedient.
- c) Borrow money and pledge the property of the association as security.
- d) Take such action as may at any time seem to them advisable in the carrying on of the work of the association and in the encouraging of the production and use of improved seeds.

Section 3. It shall be the duty of the executive committee to transact the business of the association between meetings of the board of directors.

## ARTICLE VI

### Standing Committees

Section 1. Standing committees of at least five persons each shall be appointed by the president of the association as follows:

- a) Committee on small grains.
- b) Committee on alfalfa
- c) Committee on special crops
- d) Committee on turf
- e) Committee on soybeans
- f) Committee on peanuts
- g) Committee on pasture and range

Section 4. It shall be the duty of each crop committee to study and recommend any changes in the technical regulations and seed standards of the association to the board of directors, to outline score cards for their respective crops, and otherwise to cooperate with the board of directors of the association to secure greater efficiency in the standardization of varieties and in the improvement of seed stocks.

Section 5. A complaint investigations committee consisting of not less than three nor more than five members shall be appointed when occasion arises by the president and approved by a board of directors. The committee shall obtain and investigate all information concerning alleged violations of the by-laws and regulations of the association and shall prefer charges whenever justification seems to warrant.

## ARTICLE VII

### Fiscal Year and Meetings

Section 1. The fiscal year of the association shall commence January 1 and end on the 31<sup>st</sup> of the following December.

Section 2. The annual meeting of the association for the election of officers and transaction of other association business shall be held in January or February, the time and place of which meeting shall be determined by the executive committee.

Section 3. Special meetings may be called at any time by the president.

Section 4. Notice of the time and place of the annual meeting of the association shall be given by the secretary by mailing, at least two weeks previous to such meeting, postage prepaid, a copy of such notice, addressed to each member at his residence or place of business as same shall appear on the books of the association. Notice of special meetings, stating the time and place, and object thereof shall be sent to members in the manner outlined above.

Section 5. The organization meeting of the directors shall be called immediately after the annual meeting to elect officers and transact such other business as may properly come before it.

Section 6. Special meetings of the board of directors shall be held at the call of the president, or at the written request of three or more directors.

Section 7. Special meetings of the executive committee shall be held at the call of the president.

## ARTICLE VIII

### Order of Business

Section 1. The usual order of business for the annual meeting of the association shall be as follows:

1. Call to order.
2. Reading and disposal of minutes of the last meeting.
3. Reading and disposal of communications.
4. Report of the board of directors.
5. Report of the secretary.
6. Report of the treasurer.
7. President's address.
8. Report of standing committees.
  - a) Committee on small grains
  - b) Committee on alfalfa
  - c) Committee on special crops
  - d) Committee on turf
  - e) Committee on soybeans
  - f) Committee on peanuts
  - g) Committee on pasture and range
9. Report of new committees.
10. Unfinished business.
11. Election of officers.
12. New business.

Section 2. The usual order of business for meetings of the board of directors shall be as follows:

1. Call to order.
2. Roll call for quorum.
3. Reading and disposing of the minutes of the last meeting.
4. Report of directors.
5. Report of ex-officios

6. Report of executive director.
7. Unfinished business.
8. New business.

## ARTICLE IX

### Quorum

Section 1. Fifteen members in good standing in attendance at any regularly announced annual meeting shall constitute a quorum.

Section 2. At any special meeting, regularly announced, ten per cent of the members in good standing shall constitute a quorum.

## ARTICLE X

### Inspection and Certification

Section 1. In order to safeguard the interests of the grower member as well as the buyer of certified seed, this association provided an adequate field and seed inspection service. All fields eligible for inspection and certification shall be subjected to such inspections as provided for in the regulations and seed standards made or adopted by the board of directors.

Section 2. Any class of certified seed, to be sold a such, shall conform to the standards of the association; and, if shipped or sold to dealers for resale as certified seeds, must be tagged with certification tags of the association.

Section 3. All brands, labels, and trade-marks established by the association shall be registered and become its property.

## ARTICLE XI

### Contracts and Agreements

Section 1. Each member of this association at the time of filing his application for inspection and certification of seed crops produced by him, or for him under contract, shall enter into a contract or agreement with the association in the form required by the board of directors, subject to the following provisions:

- a) That each member shall agree to abide by the by-laws of the association, as they stand or as they may be amended at future meetings as provided herein, and the regulation and seed standards made or adopted by the board of directors.

- b) That each member shall agree to make fair adjustments of damages in the case of any violation of his contract, the same to be decided by the board of directors after fair hearing.
- c) That a separate contract shall be signed with the application for inspection of each separate crop, variety or strain, the same to remain in force until the seed crop after receiving certification, is disposed of on the market.

## ARTICLE XII

### Seal

Section 1. The seal of the association shall be in the form of a circle and shall bear the name of the association and the year of its incorporation.

## ARTICLE XIII

### Amendments

Section 1. These by-laws may be amended at any annual meeting by a two-thirds vote of the members, in good standing, present or, may be amended at any special meeting provided that notice of such proposed amendment is included in the call of said meeting.

Adopted and approved at the reorganization meeting held August 1, 1930, at Stillwater, Oklahoma.

Members present and voting:

|                   |                  |
|-------------------|------------------|
| Joe Sickel        | Jos. G. Love     |
| V.L. Hughes       | Jos. F. Roy      |
| John L. McFarland | Sam McGeehe      |
| Albert Streich    | C.V. Stuart      |
| L.J. Bollinger    | R.D. Rumsey      |
| J.W. Loewen       | Chas. W. Hartwig |
| Glenn E. Dill     | J.F. Hickey      |
| L.F. Carroll      | C.R. Donart      |
| J.W. Lorenzen     | W.S. Taylor      |
| L.E. Lyon         | O.E. Polson      |
| C.H. Hyde         | Fred S. Hathaway |
| Glenn Briggs      | Fred H. Kimball  |
| Fred Moehle       | J.D. Hays        |
| Jackson McLane    | T.N. Lyon        |

### Special Regulation No. 1

An association member in making application for the certification of a certain designated variety of a crop shall offer for certification the acreage in its entirety of that variety

grown by or for him for seed purposes. This rule will not apply in the case of a member who is beginning with new foundation or registered seed of a variety, and who applies for and obtains certification on the seed crops produced therefrom.

The actual disposal of the seed crop produced from rejected acreages shall depend upon the character or kind of crop, and upon any economic emergencies which may be found to exist, and which after careful investigation may seem to warrant that such seed shall be sold for planting purposes. Decisions thereto shall be determined by the board of directors of the association.