

NOTICE OF 2020 ANNUAL MEETING

In accordance with the provisions of the bylaws of Oklahoma Agribusiness Retailers Association, Inc., an Oklahoma corporation (OARA), you are hereby notified that the annual meeting of the membership of OARA delayed by the COVID pandemic will be held at 1:30 p.m., Thursday, July 8, 2021, via Zoom. Go to www.oklahomaag.com to register for the annual meeting. The purpose of the meeting will be to transact the following business:

1. To hear the report of business for the past year.
2. Discussion and possible vote on the following proposed by-law amendments:
 - a) Article IV, Section 2 (B): ~~“Whenever a vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the remaining directors shall elect a member to fill the vacancy until the next regular meeting of the membership, at which time the membership shall elect a director to serve any unexpired term.”~~

Article IV, Section 10: “Vacancy. Any vacancy occurring in the Board of Directors for any reason, may be filled by the appointment of a new Director by act of the Board of Directors for the balance of the term of office.”

These two sections are in contradiction. The Board of Directors propose to delete Article IV, Section 2(B) above and retain the process currently in the by-laws in Article IV, Section 10 as stated above. If the membership does not approve deleting Section 2(B), a vote will be taken to delete Section 10 to eliminate the contradiction currently in the bylaws.

- b) Article IV, Section 6: “Board Quorum. At all regular or special meetings of the Board of Directors ~~seven (7)~~ *nine (9)* Board members shall constitute a quorum for the transaction of business, but a smaller number may adjourn the meeting to another day or hour.”

The Board of Directors propose to increase the quorum from seven to nine (majority) directors for the transaction of business.

- c) Article IV, Section 9 reads: “The Board of Directors shall annually employ a competent accountant to make an ~~audit~~ *review* of the books of the corporation as often as the Board of Directors deems necessary, at least one in each year.”

Upon advice of OARA’s outside accounting firm, the Board of Directors propose to change the word “audit” to a more cost effective “review” each year.

2. To elect the Board of Directors:

Fertilizer Dealer seat, term to expire in 2023. (Currently held by Adam Wood)
2 Retail Dealer seats, terms to expire in 2023 (1 currently held by Rick Howard & 1 vacant)
Chemical Dealer seat, term to expire in 2023 (Currently held by Greg Justice)

If Article IV, Section 2(B) is retained by the membership, an election will be held to fill the following two board vacancies:

Equipment Dealer seat, replacing Terry Wyer who resigned. Term to expire in November (2021).
Retail Dealer seat, replacing John Swart who retired. Term to expire in 2022

3. To transact any other business that may legally come before the meeting.



Jeffrey W. Hickman
President