



# **BYLAWS of MISS RODEO AMERICA, INC.**

## **Article I. Name**

### **Section 1. Name**

The name of the corporation shall be Miss Rodeo America, Inc.

### **Section 2. Trade Name**

The Corporation may use the fictitious and/or trade name of "The Miss Rodeo America Pageant". The Corporation holds Register Numbers 1195392 and 1195393 and Register No. 3,222,270 through the United States Patent and Trademark office for both the logo and name "Miss Rodeo America", and the words "Miss Rodeo".

## **Article II. Principal Office**

The registered office for the transactions of the business of this Corporation shall be located in the state of Colorado at 101 Pro Rodeo Drive, Colorado Springs, CO 80919. The Executive Board of Directors may, at any time, change the location of the registered office within Colorado. The Corporation may have other offices and places of business at such places within the State of Colorado as shall be determined by the Executive Board of Directors.

## **Article III. Purpose and Powers**

### **Section 1. Purpose**

This Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

This Corporation shall hold its primary purpose to be: promoting the western culture and way of life by educating the general public on topics including ranching and farming heritage, the agriculture industry, and the sport of rodeo.

## **Section 2. Powers**

This Corporation shall have the following powers:

- A. To receive and maintain a fund or funds of real or personal property or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article III, Section 1, above.
- B. To have one or more offices and to conduct and carry on any of its business at any place in the State of Colorado, or any other locations within the United States, as may be determined by the Executive Board of Directors.
- C. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of this Corporation.
- D. To borrow money and secure the repayment of monies borrowed for any purposes of this Corporation.
- E. To have and exercise any and all of those powers specified in the Colorado Nonprofit Corporation Act. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Article III, Section I above, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

## **Article IV. Members**

### **Section 1. Membership Defined**

Membership in the Corporation shall be as defined by the Articles of Incorporation with General Membership being advisory and non-voting. The Executive Board of Directors shall determine the terms and conditions of membership, the classes of membership and corresponding privileges and duties thereof.

### **Section 2. Term of Membership**

Membership shall be for the fiscal year, ending on December 31 of each calendar year. Each membership shall be non-transferable and non-assignable.

### **Section 3. Resignation and Termination**

Any member may resign by filing a written resignation with the Secretary or Miss Rodeo America, Inc. office staff. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the Executive Board of Directors. The Executive Board of Directors may develop a list of reasons or situations and may develop a process for voting on membership termination.

#### **Section 4. Annual Dues**

The Executive Board of Directors shall set the dues and assessments for membership in the Corporation. Dues shall be paid annually for the period commencing January 1 through December 31. Dues shall not be prorated for membership in the Corporation during less than an entire year. The Executive Board of Directors may decide that no dues are necessary, and subsequently may not require dues be paid.

### **Article V. Meetings of Members**

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

If so desired, the Executive Board of Directors may hold an Annual Meeting for Members. The Annual Meeting of this Corporation may be held at a time, date, and place to be determined by the Executive Board of Directors, if they so wish to have the meeting. The subject and substance of this meeting shall be decided by the Executive Board of Directors.

#### **Section 2. Special Meetings**

Special meetings shall be held at the call of the President, Executive Board of Directors, or by a call of at least seventy-five percent (75%) of the Members of this Corporation entitled to vote by a demand signed, dated, and delivered to this Corporation's Secretary. Such demand by the members shall describe the purpose of the meeting. Such request shall state the purpose or purposes of the proposed meeting.

#### **Section 3. Notice of Meetings**

Notice of meetings may be given either personally, personally by telephone, by sending a copy of the notice through the United States mail or by facsimile or other electronically transmitted messaging, to the address of each voting member appearing on the books of the Corporation.

- A. Notice of each annual meeting of the Members, setting forth the time and place of the meeting, not less than thirty (30) days prior to the time fixed for the meeting.
- B. Notice of each special meeting of the Members, setting forth the time and the place of the meeting, shall be given not less than ten (10) days prior to the time fixed for the meeting.

#### **Section 4. Voting and Quorum**

At all meetings, fifty percent (50%) of the voting members shall be present and necessary to constitute a quorum for the transaction of business. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present.

## **Article VI. Board of National Directors**

### **Section 1. General Powers**

The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by the Board of National Directors.

### **Section 2. Qualifications**

The National Director shall be a natural person of age twenty-one (21) or older, and a member of the Corporation. National Directors must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

### **Section 3. Nomination and Election**

Each such National Director shall assume his/her directorship on the first day of the applicable calendar year and shall serve for a term of one (1) year ending on December 31st of the same year in which he/she is appointed/elected by such state. It shall be the duty of each National Director to inform the Miss Rodeo America, Inc. Office of his/her current mailing address, email address and phone number. The term of a National Director appointed/elected to the Board of National Directors shall be independent of his/her term as a member of the Executive Board of Directors. One National Director shall be appointed/elected to the Board of National Directors by each entity executing and performing a Participation Agreement to provide a participant in the Miss Rodeo America Pageant. The Executive Board of Directors shall have full and final say as to the appointment of each National Director and may develop a series of factors on which to judge each applicant. The Executive Board of Directors shall conduct a vote as to confirmation of each applicant, and so long as the applicant receives a majority of the vote, the applicant shall be confirmed. All voting procedures may be developed and amended by the Executive Board of Directors.

### **Section 4. Annual and Regular Meetings**

The annual meeting of the Board of National Directors shall be held at such time, date and place as the Executive Board of Directors shall designate with notice of such annual meeting being forwarded to each National Director not less than thirty (30) days preceding the meeting date. Regular meetings of the National Board of Directors shall be held at such times, places and on such dates as shall be determined by the Executive Board of Directors with not less than ten (10) prior days' notice of any such regular meeting.

### **Section 5. Special Meetings**

Special meetings of the National Board of Directors may be held at such date, time and place, as sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the National Board of Directors may from time to time decide; or as called by the Executive Board of Directors; and/or as called by the

President, each with not less than ten (10) prior days' notice of any such meeting. National Directors may, in writing, either before or after the meeting, waive notice of any meeting; and, without notice, each National Director by his/her attendance at and participation in any action taken at any meeting, shall be deemed to have waived such notice. Each notice shall state the date, time and place of the meeting, and shall contain an agenda for the meeting.

#### **Section 6. Vacancies and Removal**

If the office of any National Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the entity holding the Participation Agreement for said state will immediately choose a successor to fill the remaining term. The entity holding the Participation Agreement will notify Miss Rodeo America, Inc. of newly appointed/elected National Director within ten (10) days of selection. The Executive Board of Directors will have final say as to any appointment and confirmation of a replacement National Director, and shall conduct a vote on confirmation. If the replacement applicant receives a majority of the Executive Board of Directors vote, the applicant shall be confirmed as a National Director.

When the notice indicates that the purpose of a meeting is to consider the removal of a National Director, at a meeting of the National Board of Directors of the Corporation, any Director may be removed from office without assignment of cause by the vote of at least sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the entire National Board of Directors.

#### **Section 7. Salary and Expenses**

The National Directors, as such, shall not receive any stated salary for their services, but by resolution of the Executive Board of Directors, as fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the National Board of Directors; provided, that nothing herein contained shall be construed to preclude any National Director from serving the Corporation in any other capacity and receiving compensation therefrom.

#### **Section 8. Voting and Quorums**

Each National Director shall have one (1) vote for each question presented for his/her vote. National Directors entitled to vote shall be determined by the members existing on the books of the Corporation fifteen (15) days preceding the date of the vote. At each meeting where voting may take place, five (5) votes shall be allowed to be cast by representatives of the National Advisory Council, MRAI Gold and Past Presidents. The process of selecting the five (5) voting members shall be determined and approved by the Board of National Directors from time to time with advice and consent of the National Advisory Council, MRAI Gold and Past Presidents. All issues being the subject of a vote shall be determined by a majority of the voting members present and/or represented by proxy at the meeting.

At all meetings of the Board of National Directors, fifty percent (50%) of the voting members of the Board of National Directors Members shall be present and necessary to

constitute a quorum for the transaction of business and the act of a majority of the eligible voters National Board of Directors members present at any meeting at which there is a quorum shall be the act of the National Board of Directors unless otherwise required by the Articles of Incorporation, by these Bylaws, and/or statute.

## **Article VII. Executive Board of Directors**

### **Section 1. General Powers**

The Executive Board of Directors shall have the full power and authority to perform any and all acts required of the Board of National Directors, less and except such acts, duties and/or functions as shall be specifically reserved by and to or required to be performed by the Board of National Directors, by the Articles of Incorporation, By-Laws and/or the laws of the State of Colorado. The act of the Executive Board of Directors shall be that act of the Board of National Directors subject to the above and foregoing qualification.

Absent expressed resolution of the Board of National Directors retaining power and/or authority unto itself and/or otherwise precluding the exercise of any power and/or prohibiting any act by the Executive Board of Directors, the Executive Board of Directors shall have the control of the property and business of this corporation and shall generally act in lieu of the National Directors of the Corporation.

### **Section 2. Qualifications**

Executive Directors shall be a natural person of age twenty-one (21) or older, and a member of the Corporation. Executive Directors must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities. No person shall serve in excess of two (2) consecutive terms as a member of the Executive Board of Directors.

### **Section 3. Nomination and Election**

The Executive Board of Directors shall consist of not less than nine (9) and not more than ten (10) voting members: four (4) voting members elected by the Board of National Directors, four (4) voting members elected by the Executive Board of Directors, and one (1) voting member elected by the National Advisory Council. The President of Miss Rodeo America shall also serve as an official member of the Executive Board of Directors and may be elected from duly elected Executive Board members or may be elected from the general membership. The immediate past President of Miss Rodeo America from the immediately preceding year may serve in an advisory capacity for one (1) year. The term for all voting Executive Board of Directors shall be for three (3) years.

#### **Section 4. Annual, Regular, and Special Meetings**

Meetings of the Executive Board of Directors shall be held at such time, date and place as shall be set and noticed by the President or by not less than fifty percent (50%) of the Executive Board of Directors. Notice shall be given to each Executive Board Member of the date, time and place of each meeting of the Board.

#### **Section 5. Vacancies and Removal**

If the office of any Executive Board Member shall become vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the original electing body shall choose a successor or successors at the next scheduled meeting, who shall hold office for the unexpired term in respect to which such vacancy occurred.

An Executive Board Member may be removed from office for cause, at any meeting of the Executive Board of Directors by seventy-five percent (75%) of the Executive Board Members.

When the notice indicates that the purpose of a meeting is to consider the removal of an Executive Board Member at a meeting of the Executive Board of Directors of the Corporation, any Executive Board Member may be removed from office without assignment of cause by the vote of seventy-five percent (75%) of the Executive Board Members.

#### **Section 6. Salary and Expenses**

The Executive Board Members, as such, shall not receive any stated salary for their services, but by resolution of the Executive Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Executive Board of Directors; provided, that nothing herein contained shall be construed to preclude any Executive Board Member from serving the Corporation in any other capacity and receiving compensation therefrom.

#### **Section 7. Voting and Quorums**

Each Executive Director shall have one (1) vote on each matter submitted to a vote of the Executive Board of Directors or such committee.

At all meetings of the Executive Board of Directors, fifty percent (50%) of the voting members of the Executive Board Members shall be present and necessary to constitute a quorum for the transaction of business and the act of a majority of the Executive Board Member present at any meeting at which there is a quorum shall be the act of the Executive Board of Directors unless otherwise required by the Articles of Incorporation, by these Bylaws, and/or statute.

## **Article VIII. Officers**

### **Section 1. General**

The officers of the Executive Board of Directors shall be the President, Vice President, Secretary, and Treasurer. All officers must have the status of active members of the Executive Board of Directors.

### **Section 2. Election and Terms**

The Executive Board of Directors, at the first meeting after each annual meeting of the Board of National Directors, shall, elect a President (when required to do so based on term of office), a Vice President, a Secretary, and a Treasurer.

The term of office for President shall be for two (2) years. All other positions shall be for one (1) year. No officer shall serve in excess of two (2) consecutive terms in the same office. Any officer elected or appointed by the Executive Board of Directors may be removed at any time by the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the Executive Board of Directors.

### **Section 3. Salary and Expenses:**

The salaries of all officers and agents, if any, and the salary of all Directors of the Corporations shall be fixed by the Executive Board of Directors.

### **Section 4. President**

The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Members, the Board of National Directors, and the Executive Board of Directors.

The President shall have the following duties:

- a. He/She shall be ex-officio member of all standing committees.
- b. He/She shall have general and active management of the business of the Corporation.
- c. He/She shall see that all orders and resolutions of the Board of National Directors and/or Executive Board of Directors are carried into effect.
- d. He/She shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of National Directors and/or Executive Board of Directors to some other officer or agent of the Corporation.

If the President is a duly elected member of the Executive Board prior to being elected as President, he/she shall retain full voting privileges. If the President is selected from outside the sitting Executive Board then the President shall be a non-voting member less and except in

instances of tie votes, at which time the President shall vote to break the tie. In the event of a tie vote with the President being a duly elected voting member, the President's voting position will decide the issue.

#### **Section 5. Vice President**

The Vice President, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of National Directors and/or Executive Board of Directors shall prescribe.

#### **Section 6. Secretary**

The Secretary shall preside at all meetings of the Members, the Board of National Directors, and the Executive Board of Directors.

The Secretary shall have the following duties:

- a. He/She shall record all votes and the minutes of all proceedings in a book to be kept for the purpose.
- b. He/She shall perform like duties for the standing committees when required.
- c. He/She shall perform such other duties as may be prescribed by the Board of National Directors, the Executive Board of Directors and/or the President, under whose supervision he/she shall be.

#### **Section 7. Treasurer**

The Treasurer shall have the following duties:

- a. He/She may assure disbursement of the funds of the Corporation as may be ordered by the Board of National Directors and/or Executive Board of Directors.
- b. He/She may make property vouchers for such disbursements at the regular meeting of the Board of National Directors, whenever they may require it.
- c. He/She may make an account of all the transactions as Treasurer and of the financial condition of the Corporation, whenever the Board of National Directors may require it.
- d. He/She may give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of National Directors or the Executive Board of Directors for the faithful performance of the duties of his/her office and for the restoration of the Corporation.
- e. He/She shall perform such other duties as may be prescribed by the National Board of Directors, the Executive Board of Directors and/or the President, under whose supervision he/she shall be.

## **Article IX. Committees**

### **Section 1. Committee Formation**

The Executive Board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Executive Board President appoints all committee chairs.

### **Section 2. National Advisory Council & MRAI Gold**

The National Advisory Council shall be formed to assist in the functioning of the Committees at the Miss Rodeo America Pageant. The National Advisory Council's primary interest shall be the National Pageant as opposed to state affairs. Those individuals designated as members of the National Advisory Council will not have authority to act for or on the behalf of the Corporation and/or to otherwise bind the Corporation.

The criteria for members to be appointed to the National Advisory Council shall be established by the Executive Board of Directors. The members of the National Advisory Council and MRAI Gold shall be appointed annually by the Executive Board of Directors.

MRAI Gold members are those who have been involved in the MRA Pageant for more than 15 years. They will serve as part of the National Advisory Council. Past Presidents are invited to be part of the National Advisory Council. They shall all be dues paying members in good standing.

## **Article X. Indemnification**

The Corporation shall indemnify any director, officer, or former director or former officer of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not encompass the performance of duties which shall be a breach of fiduciary duty to said Corporation or in violation of the laws of the State of Colorado, the United States of America or the Articles of Incorporation or Bylaws.

## **Article XI. Conflict of Interest**

The Corporation shall never be organized or operated for the benefit of private interests, and no part of the Corporations net earnings may inure to the benefit of any private shareholder or individual. Per IRS regulations, if the Corporation engages in an excess benefit transaction with a person having substantial influence over the organization, an excise tax may be imposed on the person and any organization managers agreeing to the transaction, and the tax exemption status may be put at risk. Thus, the Corporation must perform a conflict of interest

investigation into any financial agreement they enter into to avoid any accidental inurement of funds to a private shareholder of individual.

## **Section 1. Definitions**

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article IV, Section 4, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 2. Procedures**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest are as follows:

- 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- 3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **Section 3. Violations of the Conflicts of Interest**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article XII. 501(c)(3) Tax Exemption Provisions**

Under section 501(c)(3) of the Internal Revenue Code, this Corporation is organized exclusively for charitable, religious, educational, and scientific purpose, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this Corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**Section 3. Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article XIII. Amendments**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed by the affirmative vote of sixty-six and two thirds percent (66<sup>2/3</sup> %) of the National Directors at any meeting and/or special meeting of the Board of National Directors, or by mail or electronic vote with the notice of proposed alteration or repeal.

By signing below, I certify and acknowledge that the foregoing Bylaws of Miss Rodeo America, Inc. were adopted by the Board of National Directors and are certified as of the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Executive Board Member

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Executive Board Member

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