



**BY-LAWS  
OF  
MISS RODEO WYOMING ASSOCIATION**  
(without signatures)

**ARTICLE 1**

**SECTION 1: NAME**

The name of this corporate organization shall be the “Miss Rodeo Wyoming Association” and shall be organized and exist under the Wyoming Nonprofit Corporation Act.

**ARTICLE II**

**SECTION 1: PURPOSE, OBJECTIVES AND POWERS**

The purpose and function for which the Miss Rodeo Wyoming Association is established does not include pecuniary profit, gain, or private advantage for the incorporators, trustees, officers, members, or for the corporation. Notwithstanding that, this corporation shall be authorized to and shall have the following objects and purposes:

- a) To protect and advance the social, economic and educational interests of the various community needs within the State and to cooperate with the various agencies and groups conducting Rodeo Queen Contests in order that Miss Rodeo Wyoming Association resources may be made available to contests.
- b) To organize, develop, strengthen, and correlate the Miss Rodeo Wyoming Contest and Pageant based on the Miss Rodeo America Pageant guidelines and to participate in the Miss Rodeo America Pageant.
- c) To adopt and promote a definite program of education, scholarship funds, service and recreation based upon the needs of the communities as they pertain to the Miss Rodeo Wyoming Pageant and shall be directed by the Executive Board.
- d) To offer guidance and support and to prepare Miss Rodeo Wyoming to participate in the Miss Rodeo America Pageant.
- e) To have the powers to buy, lease, and/or sell property and goods, and to borrow money or loan money and such other powers normally held and exercised by such corporations.
- f) To further this end, the Miss Rodeo Wyoming Association may engage in any lawful activity to promote the purpose of this corporation.

**SECTION 2: DISSOLUTION CLAUSE**

Upon the dissolution of the corporation, the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation; 30% to the Miss Rodeo America Scholarship Foundation, 30% to the Wyoming High School Rodeo Association,

the remaining percentage to the University of Wyoming Rodeo Team; if then in existence and qualifying under the provisions of the Internal Revenue Code, to receive said assets, or if said Foundation is not in existence upon dissolution or do not qualify, then in such manner, or to such organization or organizations, (organized and operated exclusively for charitable , educational, religious, or scientific purposes) as shall at the time qualify as an exempt organization or organizations under Section 501© (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the corporation shall determine. Any of 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 the purpose for which the corporation is organized or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III** **MEMBERSHIP AND DUES**

- a) The Association will maintain a current membership levels form and associated dues for the levels.
- b) Changes to the membership levels and dues can be adjusted with a majority vote of the active membership.
- c) Membership in good standing is maintained as members:
  - a. Have paid dues before March 1<sup>st</sup> of the current year,
  - b. Attend a minimum of 3 of the last 6 consecutive meetings.
- d) Active Membership requests require approval by a majority vote of the Active Membership
- e) New Member Applicants shall be voted upon with written ballots.
- f) New Members become “members in good standing” once they have:
  - a. Paid their dues,
  - b. Attended three of four consecutive meetings as a new member. The first meeting counted towards Member In Good Standing (MIGS) will be the first full meeting attended after membership is obtained; and MIGS will be granted at the beginning of the subsequent meeting after 3 attended.
- g) Membership is non-transferable or non-assignable.
- h) Proxy voting will not be allowed
- i) In the event a special meeting is called it will be determined by the Executive Board if phone votes will be allowed based on the urgency of the issue/issues needing addressed. The Executive Board and/or Active Members will be notified of this voting change prior to the special meeting depending on which type of meeting (Executive and/or General) is being called.
- j) Only members in good standing prior to the start of any said meeting will be eligible to vote during any regular or special meeting.
- k) Only members in good standing, and members having participated in clinic or pageant for two years, may hold an Executive Board position within the Association.

- l) Vacancies on the Executive Board shall be filled by election of a member in good standing by the Executive Board; who shall hold the position for the remaining unexpired term. Election shall take place immediately following the minutes.
- m) In the event any member of the Association is deemed detrimental to the said purpose and function of the Miss Rodeo Wyoming Association, that membership can be reviewed by the Executive Board without his/her physical presence. The Executive Board can remove the member from the membership list by two thirds (2/3) majority vote of the Executive Board.

**ARTICLE IV**  
**FINANCIAL**

**SECTION 1: STOCKHOLDERS**

There shall be no capital stock in this corporation, but membership shall be limited as is provided in Article III hereof.

**SECTION 2: FISCAL YEAR**

- a) The fiscal year of the Miss Rodeo Wyoming Association shall be from January 1<sup>st</sup> to December 31<sup>st</sup> inclusive.
- b) Elected officers shall take office at the January meeting.
- c) The appointed CPA firm will be reviewed each year by the Executive Board.

**SECTION 3: BUDGET**

- a) The Treasurer shall present a budget for the calendar year to be voted upon and adopted by the Executive Board members at the January meeting.
- b) Miss Rodeo Wyoming's budget shall require a percentage of her raised monies to be allocated into each budget line item as determined by the Executive Board.

**SECTION 4: AUDIT**

All books and accounts of officers to be made available at the end of each calendar year by a CPA. Treasurer will report findings to the Executive Board.

**ARTICLE V**  
**MEETINGS**

**SECTION 1: MEETINGS**

Miss Rodeo Wyoming Association will hold meetings quarterly.

**SECTION 2: QUORUM**

If notice of the Annual meeting has been given, as specified above in Article 3, and at least one non-Executive Board Association member is present, and the majority of the Executive Board members are present a quorum for the Annual Meeting shall be constituted. The simple majority of the Executive Board shall constitute a quorum for all other meetings. A simple majority of the vote of those present shall bind the board.

### **SECTION 3: PARLIAMENTARY PROCEDURE**

In all matters not covered by its Constitution and Bylaws, this organization shall be governed by generally accepted parliamentary procedure.

## **ARTICLE VI** **EXECUTIVE BOARD**

### **SECTION 1: OFFICERS OF CORPORATION**

- a) The officers of the corporation shall consist of a Wyoming State Fair Representative, MRWA President (no voting rights), MRWA Vice President, MRWA Secretary, MRWA Treasurer, and MRWA WY National Director. The officers shall be elected by ballot by the regular members in good standing of the corporation at the annual meeting. A majority of the votes cast shall elect. The initial number of the Board of Directors shall be those numbers listed in the Articles of Incorporation.

### **SECTION 2: EXECUTIVE BOARD MEMBER QUALIFICATIONS**

- a) Members in good standing must have attended a minimum of 3 of the last 6 consecutive meetings to be considered for an Executive Board office.
- b) Executive Board members shall be elected by the members in good standing at the Fall Quarterly meeting and serve staggered terms (with the exception of the National Director) of:
  - a. A two (2) year term and may be re-elected to one (1) additional two (2) year term.
  - b. No Executive Board Member shall serve more than two (2) consecutive terms in the same office.

### **SECTION 3: EXECUTIVE BOARD**

The Executive Board shall oversee the financial working, disciplinary action and sensitive business of the organization. It shall consider the recommendations of the members and shall promote objectives and purposes adopted. The Executive Board shall be required to keep a full and complete record of all its proceedings, which shall be open for inspection by the members at any time. If the Executive Board cannot resolve business, the Board of Directors shall be the final determining factor.

### **SECTION 4: EXECUTIVE BOARD MEMBERS**

The Executive Board shall consist of not less than five (5) natural persons, and no more than thirteen (13), who are members in good standing:

- One member shall be the Wyoming State Fair Director who shall serve as ex officio;
- One, a past "Miss Rodeo Wyoming" (offered to immediate past MRW)
- One, the immediate past President of the Miss Rodeo Wyoming Association, (who will only serve one term of two years, and mentor of President elect)
- One, the Wyoming National Director of the Miss Rodeo America Pageant;

One, the immediate President;  
One, the immediate Vice President;  
One, the immediate Secretary;  
One, the immediate Treasurer;  
Up to five members at large.

- a) The initial number of the Board of Directors shall be those numbers listed in the Articles of Incorporation.
- b) Elected members shall serve staggered terms:
  - a. Term 1:
    - i. President
    - ii. Secretary
    - iii. Member at Large 1
    - iv. Member at Large 3
    - v. Member at Large 5
  - b. Term 2:
    - i. Vice President
    - ii. Treasurer
    - iii. Member at Large 2
    - iv. Member at Large 4
- c) National Director will serve a three (3) year term and must meet Miss Rodeo America Qualifications.
- d) In the year of a newly elected national director the immediate past national director will act as a mentor for a minimum of one year. With both attending the Miss Rodeo America pageant before the newly elected national director begins their term.

#### **SECTION 5: MEETINGS OF THE EXECUTIVE BOARD**

- a) The Executive Board shall meet at least quarterly.
- b) The failure of any Executive Board Member to attend 75% of Executive Board meetings in one (1) calendar year (including conference calls) shall, without excuse acceptable to a majority of the remaining Board members, and in the discretion of the Executive Board, operate as a resignation from the Executive Board. The Executive Board will make the final decision regarding the member eligibility to continue functioning on the Executive Board.

#### **SECTION 6: MONETARY REMUNERATION**

No director, officer, or member of this corporation shall be paid for or receive directly, or indirectly, any profit or pecuniary advantage.

### **ARTICLE VII** **DUTIES OF OFFICERS**

## **SECTION 1: PRESIDENT**

The President shall preside at all meetings of the Miss Rodeo Wyoming Association and the Executive Board. The President shall annually appoint, subject to the approval of the Executive Board, such standing and special committees as they deem necessary and shall perform such duties as are usual for such officers.

## **SECTION 2: VICE PRESIDENT**

The Vice President shall perform the duties of President in case of their absence or disability, and such other duties as shall be presented by the President and serve as an ex-officio member. The Vice President works closely with the President in meeting agendas, to help prepare the Vice President to become President. The Vice President shall be in direct communication with the Sponsor Chairperson, offering guidance and support.

## **SECTION 3: SECRETARY**

The Secretary shall keep the minutes of the meetings, and of the meetings of the Executive Board, shall record all actions of the Association and the Executive Board, recording all actions. The Secretary shall keep a record of members and members in good standing with voting privileges; meeting attendance records and shall attend to the giving of all notices. The Secretary shall be responsible for the distribution of the minutes to the membership. The Secretary shall keep all minutes and attendance in a historical book of books.

## **SECTION 4: TREASURER**

The treasurer shall keep a full and accurate account of receipts and disbursements using a cash basis system, deposit all money, checks, and other obligations, disperse the funds of the Association, render monthly statements of accounts; keeps all MRWA and MRW receipts for three years; and shall be responsible for maintaining income and receipts for all income producing events, (clinic, pageant, coronation). The Treasurer shall prepare and present the previous years' expenditures and income to the Executive Board, as well as prepare the upcoming year's budget to present at the annual budget meeting. The Treasurer shall prepare and maintain a current MRW budget including, but not limited to keeping track of 1099 income vs budget reimbursements, prepare yearly reports for CPA's to file annual income taxes, and signs annual IRS forms. The Treasurer shall update and pay annual insurance premium, SOS fees, MRA Participation, Agreement and Entry fees and all credit cards/debit cards issued to MRWA; and shall generally perform all the duties incident to the position of the Treasurer subject to the control of the Executive Board.

## **SECTION 5: WYOMING NATIONAL DIRECTOR OF THE MISS RODEO AMERICA PAGEANT**

The National Director shall act as the liaison between the Miss Rodeo Wyoming Association and Miss Rodeo America Inc. The National Director shall execute the Participation Agreement and any other necessary documentation to provide a participant in the Miss Rodeo America Pageant, and shall attend the Miss Rodeo America Pageant. The National Director shall provide guidance to the current Miss Rodeo Wyoming through her reign as well as in her preparation for the Miss Rodeo America Pageant. The

National Director will be responsible for passing on information to the association of changes involving the Miss Rodeo America Pageant.

**ARTICLE VIII**  
**COMMITTEES**

**SECTION 1: COMMITTEES**

The President may create such other committees as deemed necessary or proper and as are required for the adequate functioning of the organization, its purposes and objectives. Such committees shall function and perform their duties as a committee for a term not exceeding one year unless reappointed and re-established as herein provided.

**ARTICLE IX**  
**MISS RODEO WYOMING FOUNDATION**

**SECTION 1: DEVELOPMENT**

The Miss Rodeo Wyoming Foundation (MRWF) is an equal entity to the Miss Rodeo Wyoming Association; and is developed for the sole purpose of raising money for Scholarships for the Miss Rodeo Wyoming Pageant Contestants. Should the Miss Rodeo Wyoming Foundation cease to serve a purpose, all monies raised and/or monies within that foundation will follow the lines of the disillusionment clause. The MRWF is a separate but equal entity from MRWA, and as such has their own governing board and Bylaws.

**SECTION 2: EXECUTIVE BOARDS**

- a) Executive Board Members of the Miss Rodeo Wyoming Association cannot sit on the Executive Board of the Miss Rodeo Wyoming Foundation.
- b) The Treasurer of the Miss Rodeo Wyoming Association must sit on the MRWSF Board as ex-officio.
- c) Executive Board Members of the Miss Rodeo Wyoming Foundation cannot sit on the Executive Board of the Miss Rodeo Wyoming Association.

**ARTICLE X**  
**AMENDMENTS**

**SECTION 1: AMENDMENT PROCESS OF BY-LAWS**

These By-Laws may be amended by the unanimous vote of the Executive Board present at any annual or special meeting or by a majority counted vote of the members in good standing of the Miss Rodeo Wyoming Association at any annual or special meeting, provided that the proposed amendment or amendments have been mailed and/or e-mailed to each Executive Board member, and member of the Association, at least ten (10) days prior to the date set for the action to be taken.

**SECTION 2: AMENDMENT PROCESS OF ARTICLES OF INCORPORATION**

The articles of incorporation of the Miss Rodeo Wyoming Association may be amended as follows:

By three fourths (3/4) vote of the members in good standing present at any regular or special meeting called for that purpose, provided that a copy of the proposed amendment shall have been mailed and/or e-mailed to all Association Members at least ten (10) days prior to the date of the meeting.

**ARTICLE XI**  
**POWERS, RIGHTS, DUTIES, AND OBLIGATIONS**

**SECTION 1:**

This corporation and its Executive Board shall have all of the powers, rights, duties, and obligations contained in the Wyoming Nonprofit Corporation Act as it now exists or is hereafter amended and shall at all times conduct the affairs of the corporation within the limits of said Act and the Federal Tax Laws pertaining to Non-Profit Corporations.



Wyoming State Fair Director \_\_\_\_\_

Wyoming National Director to MRA \_\_\_\_\_

Miss Rodeo Wyoming President \_\_\_\_\_

Miss Rodeo Wyoming Vice-President \_\_\_\_\_

Miss Rodeo Wyoming Secretary \_\_\_\_\_

Miss Rodeo Wyoming Treasurer \_\_\_\_\_

The Structure of the “Miss Rodeo Wyoming Association” as the Articles of Incorporation state.

**BOARD OF DIRECTORS: (6-at least 5)**

Wyoming State Fair Director  
Immediate President (holds no voting privileges)  
Wyoming National Director of the Miss Rodeo America Pageant  
Immediate Vice-President  
Immediate Secretary  
Immediate Treasurer

**EXECUTIVE BOARD: (not less than 5 and not more than 13)**

Wyoming State Fair Director  
A Past Miss Rodeo Wyoming (offered to the immediate past MRW)  
Immediate Past President of the Miss Rodeo Wyoming Association  
Wyoming National Director of the Miss Rodeo America Pageant  
Immediate Vice-President  
Immediate Secretary  
Immediate Treasurer  
Up to five (5) members at large