



Revised AUGUST 2012

**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 Non-Profit Corporation Act.

**ARTICLE II**

**SECTION 1: PURPOSE, OBJECTS 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 Committee.
- d) To offer guidance, support and coordinate schedules while reserving the right to prioritize appearances for the current Miss

Rodeo Wyoming 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.

### **ARTICLE III**

#### **SECTION 1: 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) Active Membership requests require approval by a majority vote of the Active Membership. Applicants must submit an application prior to any regular meeting and attend at least one meeting or have a recommendation by an Active Member in good standing before he/she will be considered for approval. After approval for membership by the majority vote of the Active Membership, the new member must obtain status of a member in good standing prior to being eligible to vote at any regular meeting.
- d) Definition of new membership status: Member or individual who has paid dues and attended 3 (three) of 4 (four) consecutive meetings within a year. After which the member in good standing requirements will apply.
- e) The membership of the Association shall consist of the following, upon payment of their annual membership fee established by the membership, and be of 18 (eighteen) years of age;
  - a. Any association
  - b. Corporation
  - c. Group or individual of good character, interested in the advancement of Wyoming through the Miss Rodeo Wyoming Association
- f) Membership is non-transferable or non-assignable.
- g) Proxy voting will not be allowed

- h) There will be no voting by phone calls at any scheduled in person meetings. Voting by phone will be permitted at all scheduled conference call meetings.
- i) In the event a special meeting is called it will be determined by the Executive Committee if phone votes will be allowed based on the urgency of the issue/issues needing addressed. The Executive Committee 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) Dues shall be payable at the beginning of each calendar year and received by the treasurer no later than March 1.
- k) A member in good standing is one who has paid their dues prior to March 1<sup>st</sup> and has attended a minimum of three (3) meetings out of the last six (6) scheduled meetings.
- l) Only members in good standing prior to the start of any said meeting will be eligible to vote during any regular or special meeting.
- m) Only members in good standing may hold an Executive Committee position within the Association.
- n) Vacancies on the Executive Committee created by the resignation, death, inability of a member to fulfill their obligations, or otherwise shall be filled by election of a new member from the Active Membership by the Executive Committee; such person elected to fill the vacancy shall hold the position for the remaining unexpired term.
- o) 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 Committee without his/her physical presence. The Executive Committee can remove the member from the membership list by 2/3 majority vote of the Executive Committee.

## **ARTICLE IV**

### **SECTION 1: 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 over at the January meeting.

## ARTICLE V

### **SECTION 1: MEETINGS**

The annual meeting of the Miss Rodeo Wyoming Association shall be the third Saturday in October of each year, or shall coincide with coronation date if possible. Notice of the time and place of such annual meetings shall be mailed and/or e-mailed to the regular members at least 10 days in advance thereof. Special meetings may be called by the President as deemed necessary. Notification of special meetings may be given by e-mail in addition to regular mail. By whatever means notification shall be given not less than 5 days prior to the meeting date, unless said notice is waived in writing either before or after the meeting. Such notice shall state the objective of the meeting and the subjects to be considered.

Any person wishing to attend a scheduled in person meeting by phone may do so at their expense. The person attending the meeting by phone will not be allowed to vote on any business conducted during the meeting and their participation will not count toward their Active Member in good standing status.

### **SECTION 2: ADDITIONAL MEETINGS**

The Miss Rodeo Wyoming Association shall hold meetings throughout the year to conduct business and carry on the programs established to promote the objects of the corporation. The time and place for meetings shall be set by the officers and members notified.

## ARTICLE VI

### **SECTION 1: QUORUM**

If notice of the Annual meeting has been given as specified above in Article 5, and at least one non-Executive Committee Association member is present and the majority of the Executive committee members are present a quorum for the Annual Meeting shall be constituted. The simple majority of the Executive Committee shall constitute a quorum for all other meetings. A simple majority of the vote of those present shall bind the board.

## ARTICLE VII

### **EXECUTIVE COMMITTEE**

### **SECTION 1: NUMBER**

**The Executive Committee shall consist of not less than five (5) natural persons, not to be more than thirteen (13), including elected officers**

**who have demonstrated an interest in the Miss Rodeo Wyoming Association and who are members in good standing.**

- One member shall be the Wyoming State Fair Director;
- One, a past “Miss Rodeo Wyoming” (offered to immediate past MRW first and upon refusal the Executive Committee shall select a former MRW to serve a one year term);
- One, the immediate past President of the Miss Rodeo Wyoming Association;
- One, Pageant Coordinator;
- 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;
- One, the immediate MRW Scheduling Coordinator
- Up to three members at large.

Committee members shall be elected by the members in good standing at the Annual meeting and serve one three (3) year term and may be re-elected to one (1) additional three year term. No Executive Committee Member other than the automatic positions shall serve more than two (2) consecutive terms in the same office. If the immediate or immediate past position cannot be filled as designated, then the next descending member may fill the position.

- a) The initial number of the Board of Directors shall be those numbers listed in the Articles of Incorporation.

**SECTION 2: MEETINGS OF THE COMMITTEE**

- a) The Executive Committee shall regularly meet not less than three (3) times each year, one of which shall be immediately following the annual meeting and election of new members.
- b) Special meetings may be held as may be deemed necessary and proper and in the best interests of the organization and such meetings may be called by the President, or, upon petition of any three (3) committee members, provided, however, that Notice of such special meeting and the purpose thereof shall be given to the members not less than five (5) days prior to said meeting, unless said notice is waived in writing either before or after the meeting.

- c) Regularly scheduled meetings:  
January---Budget Meeting  
March/April---Clinic/Pageant Planning Meeting  
May/June---General Session Meeting  
August---State Fair/Pageant Meeting  
October/November---Coronation Meeting/Annual Election

#### **SECTION 4: VACANCY**

Vacancies on the Executive Committee created by the resignation, death, inability to fulfill duties, or otherwise of a member shall be filled by election of a new member from the general membership by the Executive Committee; such person elected to fill the vacancy shall hold the position for the remaining unexpired term.

#### **SECTION 5: MONETARY RENUMERATION**

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

### **ARTICLE VIII** **DUTIES OF OFFICERS**

#### **SECTION 1: OFFICERS AND ELECTIONS**

The officers of the corporation shall consist of a president, one or more vice Presidents, a Secretary, a Treasurer, and 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.

#### **SECTION 2: PRESIDENT**

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

#### **SECTION 3: 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 ex-officio member and general chair person of all committees.

#### **SECTION 4: SECRETARY**

The Secretary shall keep minutes of the meetings, of members, of the meetings of the Executive Committee, shall record all actions of the Association and the Executive Committee in a book of books to be kept for that purpose, and shall attend to the giving of all notices required to be given. The Secretary shall be responsible for the distribution of the minutes to the membership. A meeting role sheet shall be kept to track members in good standing.

#### **SECTION 5: TREASURER**

The treasurer shall keep a full and accurate amount of receipts and disbursements and deposit all money, checks, and other obligations to the credit of the Association in which depository of depositories as may be designated by the Executive Committee; shall disperse the funds of the Association ordered by the Executive Committee, taking proper vouchers for disbursements; shall render statements of accounts of any transactions whenever required by the Executive Committee, and shall make a complete and financial statement before each annual meeting of the Association, which shall be subject to the annual audit; and generally, shall perform all the duties incident to the position of the Treasurer subject to the control of the Executive Committee.

The Treasurer may be required by the Executive Committee to furnish bond for the faithful performance of their duties in such sum and with such surety or sureties as may be fixed and required by the Executive Committee. The Association shall pay the premium for such bond.

#### **SECTION 6: 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. He/she shall execute the Participation Agreement and any other necessary documentation to provide a participant in the Miss Rodeo America Pageant. He/she shall attend the Miss Rodeo America Pageant.

#### **SECTION 7: EXECUTIVE COMMITTEE**

The Executive Committee shall transact the ordinary business of the organization. It shall annually consider the recommendations of the members and shall promote objects and purposes adopted. The Executive

Committee 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 Committee cannot resolve business, the Board of Directors shall be the final determining factor.

### **SECTION 7: AUDIT**

The Executive Committee shall cause an audit of all books and accounts of officers to be made at the end of each calendar year by a committee appointed by the President, who shall certify their findings and report these findings to the Executive Committee.

## **ARTICLE IX** **COMMITTEES**

### **SECTION 1: STANDING COMMITTEES**

There shall be the following Standing Committees:

Nominating

Education and Scholarship

Miss Rodeo Wyoming Contest and Pageant

Clinic Committee

It shall be the duty of these committees to perform duties prescribed or requested by the President or Executive Committee. The President shall fill the Committees by appointment and/or voluntarily. Members of these committees shall serve for a term of one year unless reappointed and may include associate members.

### **SECTION 2: OTHER COMMITTEES**

The President may create such other committees as either 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.

### **SECTION 3: EX-OFFICIO**

The Vice President may serve as Ex-Officio member of all committees, except the nominating committee.

## **ARTICLE X**



## **AMENDMENTS**

### **SECTION 1: AMENDMENT PROCESS**

These By-Laws may be amended by the unanimous vote of the Executive Committee present at any annual or special meeting or by a majority 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 board member, officer, and member of the corporation, at least ten (10) days prior to the date set for the action to be taken.

### **SECTION 2: AMENDMENT PROCEDURE**

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

By a two thirds (2/3) 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 such members at least ten (10) days prior to the date of the meeting.

## **ARTICLE XI**

### **STOCKHOLDERS**

#### **SECTION 1:**

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

## **ARTICLE XII**

### **PARLIAMENTARY PROCEDURE**

#### **SECTION 1:**

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

## **ARTICLE XIII**

### **BUDGET**

#### **SECTION 1:**

The treasurer shall draw up and present a budget for the calendar year to be voted upon and adopted by the Executive Committee members at the January meeting.

**SECTION 2:**

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 Committee.

**ARTICLE XIV**  
**FAILURE TO ATTEND MEETINGS**

**SECTION 1:**

The failure of any Executive Committee Member to attend 50% or at least three (3) meetings in one (1) calendar year (including conference calls) shall, without excuse acceptable to a majority of the remaining Committee members, and in the discretion of the Executive Committee, operate as a resignation from the Executive Committee. The Executive Committee will make the final decision regarding the member eligibility to continue functioning on the Executive Committee.

**SECTION 2:**

Miss Rodeo Wyoming shall be required to attend at least 3 meetings from the time of coronation, to end of reign. In failure to attend, an acceptable reason must be obtained and approved by the Executive Committee.

**ARTICLE XV**  
**ORDER OF BUSINESS**

**SECTION 1:**

The meetings of the Executive Committee and the members shall be transacted in such order as follows:

1. Roll Call/attendance sheet and recognition of audience.
2. Approval of the minutes.
3. Report of Treasurer.
4. Reports of Officers and committees as necessary.
5. Old Business
6. New Business
7. Future meeting date
8. Adjournment

In case there is an election to be held at the meeting, said election shall immediately follow the reading of the minutes.

## **ARTICLE XVI**

### **SECTION 1:**

This corporation and its Executive Committee shall have all of the powers, rights, duties, and obligations contained in the Wyoming Non-Profit 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 \_\_\_\_\_

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  
The Immediate Vice-President  
The Immediate Treasurer  
The Immediate MRW Scheduling Coordinator

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

Wyoming State Fair Director  
A Past Miss Rodeo Wyoming (offered to immediate past  
MRW first and upon refusal the Executive Committee shall  
select a former MRW to serve a one year term)  
Immediate Past President of the Miss Rodeo Wyoming Association  
Pageant Coordinator  
Wyoming National Director of the Miss Rodeo America Pageant  
The Immediate President  
The Immediate Vice President  
The Immediate Secretary  
The Immediate Treasurer  
The Immediate MRW Scheduling Coordinator  
Up to Three (3) members at large