

ARIZONA GAY RODEO ASSOCIATION, INC. (A.G.R.A.)

CONSTITUTION AND BYLAWS

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**CONSTITUTION AND BYLAWS
ARIZONA GAY RODEO ASSOCIATION, INC.**

ARTICLE I NAME OF THE CORPORATION

1.1. Name

The name of the Corporation shall be ARIZONA GAY RODEO ASSOCIATION, INC., hereinafter known as “the Corporation”.

1.2 Assumed Name

The Corporation shall have the right to conduct its’ business under an assumed name that shall be A.G.R.A., Inc., or such other assumed name that the Corporation may authorize.

ARTICLE II PURPOSES OF THE CORPORATION

2.1 Objective

The objective of the organization shall be to elevate the image of women and men in the sports field of rodeo.

2.2. Purposes

The purposes for which the Corporation is organized are:

- A) To promote and stage rodeos at locations situated in the State of Arizona
- B) To promote communication and fellowship among its’ members by encouraging the participation of its’ membership in western related events (e.g. rodeo performances)
- C) To engage in charitable activities, whether by volunteering the services of the Corporation and/or its’ members or by the raising of monies, with such activities and the proceeds derived therefrom being donated to those charitable organizations that the membership of the Corporation may choose
- D) To engage in any business and/or activities in which a non-profit Corporation may engage
- E) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its’ members, directors, 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 to the furtherance of the purposes set forth in Article II hereof. No substantial part of the activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on the behalf of any candidate for public office.

2.3 Prohibitions

The Corporation, however, shall not engage in any discrimination, whether related to sex, gender, physical handicap, race, religion, creed, sexual orientation, age, or national origin.

ARTICLE III A.G.R.A. ORGANIZATION

3.1 Governance

The Corporation shall be governed by the A.G.R.A. Board of Directors.

3.2 Number of Directors

The number of Directors shall not be less than four nor more than twenty-one.

3.3 Composition of the A.G.R.A. Board of Directors

The Board Directors shall be comprised of a President, Vice President, Secretary, Treasurer, Fund Raising Director, Public Relations Director, the International Gay Rodeo Association (hereafter known as I.G.R.A.) Trustee, and any other positions the board or membership deems necessary. No individual can hold more than one board position concurrently. Nominations for, and election to, all positions, except Treasurer, shall be as stated in ARTICLE V. The Treasurer shall be appointed by the Board of Directors in February of each year.

3.4 A.G.R.A. Executive Committee

The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, and the I.G.R.A. Trustee. No individual can hold more than one board position concurrently.

3.5 Duties and Responsibilities

A) Board of Directors: The Board of Directors shall:

- 1) Be responsible for the operations of the Corporation including the collection of adequate funding for the Board and the membership
- 2) Acquire a basic working knowledge of parliamentary laws and procedures, specifically based on Robert's Rules of Order
- 3) Acquire a thorough understanding of A.G.R.A. Bylaws
- 4) Appoint the Treasurer in February of each year accordance with Article II, Section 3.3
- 5) Appoint non-voting board members as deemed appropriate
- 6) In March of each year appoint the Standing Committees/Chairpersons as described in Article IV, Section 4.1.

- 7) Upon appointment of the Standing Committees/Chairpersons, determine the publication and frequency process for the official A.G.R.A. Newsletter (The Branding Iron)
- 8) Appoint ad-hoc committees and or committee chairpersons as requested or deemed appropriate
- 9) Make every effort to attend all Board of Directors and membership meetings
- 10) Notify the President prior to the respective meeting if unable to attend the meeting
- 11) Submit a verbal report at each Board and membership meeting
- 12) Not enter into any contractual agreement on behalf of A.G.R.A. unless specifically authorized by the Board of Directors or the membership
- 13) Delegate to the Executive Committee such authority as is necessary to govern the day-to-day operations of the Corporation

B) President: The President shall be the Chief Executive Officer of the Corporation and shall:

- 1) Preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee
- 2) Have membership and active management of the business and affairs of the Corporation, including the preparation of agendas for meetings of the Corporation, the Board of Directors, and the Executive Committee
- 3) See that all orders and resolutions of the Corporation, Board of Directors and Executive Committee are carried into effect
- 4) Ensure that all required documents are completed and submitted in a timely manner
- 5) Vote only in the event of a tie vote by the Board of Directors or by the A.G.R.A. membership, except he/she is entitled to vote in any and all elections
- 6) Perform such other duties and have such other authority and powers as the membership or Board of Directors may from time to time prescribe
- 7) Appoint all committees as determined feasible by the Board of Directors or membership, unless otherwise noted in these bylaws
- 8) Subject to the advice and consent of the Board of Directors, appoint the chairperson of all committees, unless otherwise noted in these bylaws
- 9) By virtue of office, be a Delegate to the I.G.R.A. Annual Convention
- 10) Make every effort to attend I.G.R.A. Annual Convention and I.G.R.A. Finals Rodeo

- C) Vice President: The Vice President shall:
- 1) In the absence, or disability of the President, or in the event of a vacancy in the office of President, perform the duties and have the authority and exercise the powers of the President for the remainder of the term
 - 2) Perform such other duties and have such other authority as prescribed by the President or Board of Directors
 - 3) Be the liaison to the Board of Directors and membership for the A.G.R.A. Royalty Committee
 - 4) Schedule the date(s) and location(s) for the royalty competition
 - 5) Have full responsibility and authority for all decisions in regards to the royalty competition
 - 6) Coordinate and supervise the royalty competition

- D. Secretary: The Secretary shall:
- 1) Be responsible for the organization and maintenance of the Corporation Office
 - 2) Maintain custody of the Corporation Seal (if available)
 - 3) Ensure that all permanent records are filed and maintained in an efficient and organized manner
 - 4) Record and transcribe minutes of all meetings of the Corporation, Board of Directors, and Executive Committee
 - 5) Maintain a written record of all policies and procedures approved by the Corporation, Board of Directors, and Executive Committee
 - 6) Ensure that all minutes and correspondence are filed in a timely and efficient manner
 - 7) Ensure that the Corporation mailbox is checked regularly (at least twice a week) and all mail is disseminated to the appropriate person(s) in a timely and efficient manner
 - 8) Maintain membership lists and send to the I.G.R.A. Office in accordance with I.G.R.A. Bylaws
 - 9) Announce all new members at each membership meeting. New members present shall be acknowledged and welcomed into membership
 - 10) Perform such other duties as prescribed by the Board of Directors

- E) Treasurer: The Treasurer shall:
- 1) Each year, within thirty (30) days of appointment, obtain bank signature cards, obtain appropriate signatures, and return cards to the banks
 - 2) Ensure that authorized signatories are the Treasurer, President, Vice President, Secretary, and Trustee
 - 3) Maintain custody of funds of the Corporation
 - 4) Keep full and accurate accounts of receipts and disbursements
 - 5) Deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories deemed appropriate or specified by the Board of Directors
 - 6) Disburse funds of the Corporation, as required, or ordered by the Board of Directors, ensuring sufficient documentation is available to justify the disbursement
 - 7) Make all disbursements on a Corporate check
 - 8) Ensure that all checks have two (2) authorized signatures
 - 9) Present a monthly financial report at each Board and membership meeting
 - 10) Present a full account of all transactions and the financial position of the Corporation when requested by the President or Board of Directors
 - 11) Prepare and submit required annual tax forms in a timely manner
 - 12) Perform such other duties as prescribed by the Board of Directors
- F) Fund Raising Director: The Fund Raising Director shall:
- 1) Initiate and administer fund raising activities for the Corporation and disseminate the information to the Board of Directors and membership
 - 2) At each membership meeting, present a verbal report, including amount of money raised and expended, for fund-raising activities
 - 3) Provide the Public Relations Director with timely information about planned fund-raising activities, when appropriate, to include in local publications
 - 4) Work with rodeo contestants, if requested, to arrange fund-raising activities
 - 5) Make every effort to include A.G.R.A. Royalty Team Members and Royalty Contestants in fund-raising activities
 - 6) Perform such other duties as prescribed by the Board of Directors

- G) Public Relations Director: The Public Relations Director shall:
- 1) Prepare and submit news releases and other pertinent information to local publications
 - 2) Disseminate to in-state and out-of-state publications and organizations pertinent information about the Corporation activities
 - 3) Submit requested or required information to the I.G.R.A. Public Relations Spokesperson
 - 4) Work closely with the Rodeo Committee to assist in dissemination of rodeo information
 - 5) Maintain the A.G.R.A. display case
 - 6) Perform such other duties as prescribed by the Board of Directors
- H) I.G.R.A. Trustee: The Trustee shall:
- 1) Be A.G.R.A.'s representative to I.G.R.A.
 - 2) Make every effort to attend regularly scheduled and special I.G.R.A. board/trustee meetings
 - 3) If unable to attend a meeting and when possible, appoint an Alternate Trustee to attend the respective meeting
 - 4) Ensure that appropriate I.G.R.A. information is disseminated to the A.G.R.A. Board of Directors and membership
 - 5) Make every effort to attend all Division rodeos, I.G.R.A. Annual Convention, and I.G.R.A. Finals Rodeo
 - 6) By virtue of office, be a delegate to the I.G.R.A. Annual Convention
 - 7) Be A.G.R.A.'s spokesperson for the delegation at the I.G.R.A. Annual Convention
 - 8) In the event of any delegate or alternate delegate vacancy at the I.G.R.A. Annual Convention, appoint replacements from those members present

ARTICLE IV STANDING COMMITTEES

4.1 There shall be four (5) Standing Committees:

A) Rodeo Contestant Liaison Committee

- 1) The Board of Directors, in March of each year, shall appoint an A.G.R.A. member to serve as Rodeo Contestant Liaison
- 2) The appointee may select other members to serve as a committee. The appointee is encouraged to select committee members and notify the board of these selections.
- 3) The appointee shall serve as committee chairperson
- 4) The liaison/committee chairperson shall automatically be a member of the Rodeo Committee

- 5) The committee shall maintain control of A.G.R.A. rodeo equipment, and advise the Board of Directors when new or replacement equipment is needed
- 6) The committee shall ensure that all required/necessary equipment for the rodeo school and rodeo is in the A.G.R.A. inventory and stored in such manner and location to avoid damage
- 7) The committee shall ensure that all rodeo equipment is in proper condition and available for the rodeo school and rodeo
- 8) The committee shall and recruit new rodeo contestants
- 9) The liaison/committee chairperson shall periodically write rodeo-related articles (e.g., description of rodeo events) for inclusion in the A.G.R.A. newsletter
- 10) The committee shall work in coordination with the Rodeo Director/Committee to plan the Annual Rodeo School
- 11) The committee shall plan and coordinate other rodeo-related activities, e.g., gymkhanas, playdays, trail rides, country cook-outs, campouts

B) Membership Coordinator

- 1) The Board of Directors, in March of each year, shall appoint An A.G.R.A. member to serve as Membership Coordinator.
- 2) The appointee may select other members to serve as a committee. The appointee is encouraged to select committee members and notify the board of these selections.
- 3) The appointee shall serve as committee chairperson
- 4) The committee shall plan and conduct membership recruitment drives and shall notify the Board of Directors in advance of any recruitment drive
- 5) The Committee will provide representation at all AGRA Fundraisers to encourage New Members including Membership Applications and Association information.
- 6) The committee shall promote A.G.R.A. and explain membership benefits, verbally and through periodic submissions to the Public Relations Director for inclusion in local publications
- 7) The committee will work with the Association's Archivist to provide archived historical information for Fundraisers and Membership drives.

C) Rodeo Committee

- 1) In March of each year, the Board of Directors shall appoint a Rodeo Director
- 2) Committee shall be comprised of the Rodeo Director and an unlimited number of other volunteers
- 3) The Rodeo Director shall serve as chairperson

- 4) Committee shall select the Rodeo Grand Marshal and the individual for Rodeo Program Dedication from nominations received in the July and August A.G.R.A. membership meetings
- 5) Shall select all rodeo officials or delegate the selection to the Rodeo Director or a sub-committee
- 6) Shall plan a rodeo school immediately prior to the annual Rodeo
- 7) Rodeo Director shall:
 - a. Preside at all committee meetings
 - b. Prepare agenda for committee meetings
 - c. Appoint coordinators as deemed appropriate
 - d. Sign all rodeo-related contracts subject to Board approval
 - e. Present a report at all Board of Directors and Membership meetings
 - f. Delegate full authority to the Primary Assistant Rodeo Director to act on behalf of the Rodeo Director in the absence of disability of the Rodeo Director

C) Election Committee

- 1) Composition shall be three (3) members appointed by the Board of Directors in March of each year
- 2) The committee members shall select a chairperson
- 3) Shall prepare a written ballot listing all of the nominees for each office, by office
- 4) Supervise the conduct of the voting
- 5) Tabulate the votes and publish/announce the results
- 6) Certify the election of officers to the membership
- 7) Shall conduct run-off elections, as necessary, per these Bylaws
- 8) Shall prepare ballots for any other membership voting and conduct the voting as stated in this section
- 9) Committee shall remain a neutral body and not make recommendations
- 10) No member of the committee may be nominated for a Board position and continue to serve on the committee

D) Newsletter Committee

- 1) The name of the official A.G.R.A. Newsletter shall be known as "The Branding Iron"
- 2) The Board of Directors shall appoint an editor in March of each Year
- 3) The editor may select other members to serve on a newsletter Committee. If there are other committee members, the editor

- shall serve as committee chairperson.
- 4) The publication and frequency process shall be as determined by the Board of Directors in March of each year.
 - 5) Articles for inclusion on the newsletter may be sent directly to the editor
 - 6) The editor will send the Branding Iron to the A.G.R.A. President for review before publication.
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- 7) Each newsletter will include dates of board and membership Meetings for the next month, names, e-mail addresses, and phone numbers of all board members, names, e-mail addresses, and phone numbers of the current A.G.R.A. Royalty Team, and names, e-mail addresses, and phone numbers of any A.G.R.A. members who are on the current I.G.R.A. Royalty Team.
 - 8) The editor will e-mail a completed copy of each newsletter to the A.G.R.A. Secretary for distribution to members
 - 9) The A.G.R.A. Secretary will e-mail and/or mail the newsletter to all members

E. Term of Office

Standing committees/chairpersons shall serve from time of appointment in March through February of the following year

ARTICLE V A.G.R.A. MEMBERSHIP

5.1 The membership year shall be February 1 through January 31.

5.2 Classes of Membership

There shall be three (3) classes of membership.

- A) Regular Membership (MUST BE AT LEAST 21 YEARS OF AGE)
- B) Champion Membership-Individual (MUST BE AT LEAST 21 YEARS OF AGE)
- C) Champion Membership-Group, Business, Corporation

5.3 Attainment of Membership

- A) Regular Membership
 - 1) Submission of a completed and signed official A.G.R.A. Membership Application with the appropriate membership dues (EXHIBIT A)
 - 2) Upon receipt of the official membership application and dues, the individual shall be considered an active member of A.G.R.A., Inc.

- B) Champion Membership-Individual
 - 1) Submission of a completed and signed official A.G.R.A. Membership Application with the appropriate membership dues (EXHIBIT A)
 - 2) Upon receipt of the official membership application and dues, the individual shall be considered an active member of A.G.R.A., Inc.

- C) Champion Membership-Group, Business. Corporation
 - 1) Submission of a completed and signed official A.G.R.A. Membership Application with the appropriate membership dues (EXHIBIT A)
 - 2) Upon receipt of the official membership application and dues, the group, business or corporation shall considered an active member of A.G.R.A., Inc.

- D) The Secretary shall announce all new members at each membership meeting. New members present shall be acknowledged and welcomed into membership.

5.4 Initiation Fees and Membership Dues

- A) All membership dues shall be retained in the A.G.R.A. Treasury.

- B) Regular Membership
 - 1) Annual dues are thirty-five dollars (\$35.00) and are payable before February 1 of each year.
 - 2) Annual dues are twenty-five dollars (\$25.00) if membership is attained between August 1 and January 31.
 - 3) The annual dues shall be the same for new or renewing members.
 - 4) Membership expires January 31 regardless of the date membership is attained.
 - 5) The annual dues must be paid in full to be considered a member in good standing.
 - 6) Timely payment of annual dues for membership renewal is required to ensure the member's eligibility to retain and/or run for A.G.R.A. offices and/or Royalty and to participate in I.G.R.A. Rodeos.
 - 7) A new membership application is required annually.

- C) Champion Membership-Individual
 - 1) Annual dues are one-hundred fifty dollars (\$150.00) and are payable before February 1 of each year.
 - 2) Dues shall not be prorated if membership is attained after

February 1.

- 3) The annual dues shall be the same for new or renewing members.
- 4) Membership expires on January 31 regardless of the date membership is attained.
- 5) Timely payment of annual dues for membership renewal is required to ensure the member's eligibility to retain and/or run for A.G.R.A. Offices and/or Royalty and to participate in I.G.R.A. Rodeos.
- 6) A new membership application is required annually.

D) Champion Membership-Group, Business, Corporation

- 1) Annual dues are one-hundred fifty dollars (\$150.00) and are payable before February 1 of each year.
- 2) Dues shall not be prorated if membership is attained after February 1.
- 3) The annual dues shall be the same for new or renewing members.
- 4) Membership expires on January 31 regardless of the date membership is attained.
- 5) Timely payment of annual dues for membership renewal is required to ensure the member's eligibility to retain and/or run for A.G.R.A. Offices and/or Royalty and to participate in I.G.R.A. Rodeos.
- 6) A new membership application is required annually.

5.5 Benefits of Membership

A) Regular Membership

- 1) Shall be entitled to participation in all organizational matters
- 2) Shall receive the organizational newsletter
- 3) Eligibility to run for A.G.R.A. offices/Royalty and to participate in I.G.R.A. Rodeos
- 4) Shall have access to the A.G.R.A. Bylaws via the A.G.R.A. website on the internet or may request a copy from the Secretary, name badge and an A.G.R.A. pin
- 5) Shall receive an invitation to the annual A.G.R.A. banquet

B) Champion Membership-Individual

- 1) Shall be entitled to participation in all organizational matters
- 2) Shall receive the organizational newsletter
- 3) Shall be entitled to two (2) free passes to all A.G.R.A., Inc rodeos and listing in the Rodeo Program as a Champion Member
- 4) Eligibility to run for A.G.R.A. offices/Royalty and to participate in I.G.R.A. Rodeos
- 5) Shall have access to the A.G.R.A. Bylaws via the A.G.R.A. website on the internet or may request a copy from the Secretary, name badge and an A.G.R.A. pin

6) Shall receive two (2) invitations to the annual A.G.R.A. banquet

C) Champion Membership-Group, Business, Corporation

- 1) Shall be entitled to participation in all organizational matters
- 2) Shall receive the organizational newsletter
- 3) Shall be entitled to two (2) free passes to all A.G.R.A., Inc. rodeos and listing in the Rodeo Program as a Champion Member
- 4) Shall have access to the A.G.R.A. Bylaws via the A.G.R.A. website on the internet or may request a copy from the Secretary, name badge and an A.G.R.A. pin
- 5) Shall receive two (2) invitations to the annual A.G.R.A. banquet

5.6 Miscellaneous

A) Founder

An individual who attained initial membership prior to March 1, 1985 shall be known as a Founding Member of A.G.R.A., Inc., but is not entitled to other benefits than those designated in Section 4.5 hereof.

5.7 Consideration of Removal from Membership

Any individual member or champion member may be removed from Corporate membership for good cause, including, but not limited, to the following:

- A) Failure to timely pay dues and other fees as prescribed by the A.G.R.A. Board of Directors
- B) Inappropriate behavior which causes embarrassment to A.G.R.A., Inc.
- C) Any active member may present to the Board of Directors, in writing, reasons why he/she feels an individual should be removed from membership.
- D) Any member may be removed from Corporate membership by a simple majority of the votes returned from a mailed out ballot to the entire membership.

5.8 Right of Appeal

The decision of the membership to remove an individual may be appealed to the Board of Directors at the next regularly scheduled board meeting. The decision of the Board shall be sustained unless two-thirds (2/3) of the members present and voting vote to reverse the decision of the membership.

ARTICLE VI A.G.R.A. VOTING AND ELECTIONS

6.1 Member Voting Rights

Each individual member and each champion member shall be entitled to one (1) vote on each matter submitted for membership vote.

6.2 Proxy Voting

Proxy voting is prohibited.

6.3 Absentee Voting

Absentee voting is prohibited.

6.4 Nominations

- A) Nominations for the Board of Directors, except the Trustee, shall be received at each membership meeting in October and November of each year.
- B) Nominations for the I.G.R.A. Trustee shall be received at each membership meeting in September and October of the year in which the current Trustee's term of office expires.
- C) Nominations for I.G.R.A. Convention Delegates and Alternate Delegates shall be received at each membership meeting in May and June of each year.
- D) Names of all nominees shall be submitted to the Election Committee no later than thirty (30) days prior to the beginning of the scheduled election.

6.5 Qualifications for the A.G.R.A. Board of Directors

- A) President: Must have been an individual member or individual champion member at least twelve (12) months when nominated
- B) All other board positions: Must have been an individual member or individual champion member at least six (6) months when nominated

6.6 Election of the Board of Directors

Election shall be held for all board positions, except the Trustee, in December of each year. Voting shall be by members present at the December membership meeting.

Election of the Trustee shall be held in November of the year prior to the Trustee's term of office expiration. Voting shall be by members present at the November membership meeting.

6.7 Term of Office

Each Director, except the Trustee, shall be elected for a one-year term. Each term shall begin on February 1 of the year following elections.

The Trustee's term of office shall be for three years, beginning January 1 in the year following election and ending December 31 three years later.

6.8 Election Committee

The Board of Directors in March of each year shall appoint an Election Committee which shall consist of three (3) members. The Election Committee shall:

- A) Select an Election Committee Chairperson
- B) Prepare a written ballot listing all of the nominees for each office, by office
- C) Supervise the conduct of the voting
- D) Tabulate the votes and publish the results
- E) Certify the election of officers to the membership
- F) Committee shall remain a neutral body and not make recommendations
- G) No member of the committee may be nominated for a Board position and continue to serve on the Election Committee

6.9 Elections

Elections for the Board of Directors and all other voting shall be conducted by the Election Committee appointed by the Board of Directors in March of each year. (Refer to Article IV, Section 4.1.C for specific duties.)

6.10 Election Majority

Fifty percent plus one (50% plus 1) of eligible votes cast, excluding abstentions, shall be required for election to any board position and to be declared a winner on all other ballots cast.

6.11 Run-Off Elections

In the event there are three or more persons nominated for an office and no

individual receives 50% plus one votes of the eligible votes cast, a run-off election shall be held between the two persons receiving the highest number of votes.

The Election Committee shall announce a run-off election is required, and the run-off election shall be held in the same meeting. The Election Committee shall distribute new ballots to members who voted in the original election, and thoroughly explain the voting process. Only those members who voted in the original election will be allowed to cast a run-off ballot.

6.12 Election of I.G.R.A. Convention Delegates

Delegates and Alternate Delegates shall be elected by ballot vote of the members present at the July membership meeting. The President and Trustee are automatically delegates. (Refer to Article III, Sections B & I) Voting shall be for four (4) additional delegates and five (5) alternate delegates. The four (4) individuals receiving the highest number of votes shall be delegates. The next five (5) individuals receiving the highest number of votes shall be alternate delegates. In the event the President is unable to attend convention, the Vice President automatically becomes a delegate. (Refer to Article III, Section 3.5.B) If a delegate or alternate delegate declares their inability to attend convention, all other individuals shall be moved up in order of number of votes received.

6.13 Election Records

Following the completion of the election of the Board of Directors and Trustees and any other voting by ballot, the Election Committee shall immediately forward all records and ballots to the Secretary. The Secretary shall retain the ballots in the Corporation files for one (1) year or until a new vote occurs for the same purpose.

ARTICLE VII RESIGNATION, DEATH, OR REMOVAL OF AN A.G.R.A.
BOARD OF DIRECTORS MEMBER

7.1 Resignation

If a member of the Board of Directors resigns:

- A) A written notice of resignation shall be tendered to the Board of Directors.
- B) The Board of Directors shall then issue a written decision in response to the tendered notice along with supporting reasons.
- C) Nothing contained in Article 6.1(a) or 6.1(b) shall in any way waive or otherwise restrict the Board of Directors' authority to investigate and

pursue any action it deems necessary.

- D) In the event of the resignation of a member of the Board of Directors, with the exception of the President or Treasurer, the Board of Directors shall:
- 1) Appoint an interim replacement if the resignation has occurred within four (4) months prior to the expiration of the term of office
 - 2) Cause to be held a special election for the purpose of filling the vacancy if the resignation has occurred more than four (4) months prior to the expiration of the term of office
 - 3) In the event of the resignation of a Board member, the Board shall cause to be held a special election for the purpose of filling the vacancy for the remainder of the term.
 - 4) The nominations shall be received at the next regularly scheduled membership meeting, with the election to be held at that same meeting.
 - 5) To be elected to office an individual must receive a simple majority of the votes of the membership present at that membership meeting.

7.2 Death

In the event of the death of a member of the Board of Directors, with the exception of the President or Treasurer, the Board of Directors shall:

- A) Appoint an interim replacement if the death has occurred with four (4) months prior to the expiration of the term of office
- B) Cause to be held a special election for the purpose of filling the vacancy if the death has occurred more than four (4) months prior to the expiration of the term of office
- C) In the event of the death of a Board member, the Board shall cause to be held a special election for the purpose of filling the vacancy for the remainder of the term.
- D) The nominations shall be received at the next regularly scheduled membership meeting, with the election to be held at that same meeting.
- E) To be elected to office, an individual must receive a simple majority of the votes of the membership present at that membership meeting.

7.3 Removal

A member of the Board of Directors may be removed from office for just cause, including but not limited, to the following:

- A) Abandonment of office or the failure to satisfactorily perform the duties of the office
- B) Final conviction of a crime involving moral turpitude
- C) Any course of conduct that is detrimental or is contrary to the purposes of the Corporation

D) Procedure for removal:

- 1) A written grievance citing specific instance(s) shall be submitted to the Board of Directors.
- 2) Upon receipt of a grievance, the Board of Directors shall investigate the allegation(s).
- 3) Upon finding that removal is warranted, the Board of Directors shall call for a removal vote by the membership.
- 4) The removal vote shall be held at the next regularly scheduled membership meeting immediately following the call for a removal vote by the Board of Directors.
- 5) Each individual member and champion member shall have one vote.
- 6) The Board of Directors shall compile and publish the results of the vote.

E) In the event of the removal of a Board of Directors member, with the exception of the President or Treasurer, the Board of Directors shall:

- 1) Appoint an interim replacement if the removal has occurred within four (4) months prior to the expiration of the term of office
- 2) Cause to be held a special election for the purpose of filling the vacancy if the removal has occurred more than four (4) months prior to the expiration of the term of office
- 3) In the event of the removal of a Board member, the Board shall cause to be held a special election for the purpose of filling the vacancy for the remainder of the term.

- 4) The nominations shall be received at the next regularly scheduled membership meeting with the election to be held at that same meeting.
- 5) To be elected to office, an individual must receive a simple majority of the votes of the membership present at that membership meeting.

ARTICLE VIII A.G.R.A. BOARD MEETINGS

8.1 Board of Directors Meetings

- A) Notice of meetings shall be given to the membership via the newsletter prior to the date of the meeting.
- B) Meetings shall be held at least once each month during the calendar year at a location and time determined by the Board of Directors.
- C) The meeting schedule shall be determined by the Board of Directors at their January meeting each year
- D) A majority of the Board of Directors, to either include the President or Vice President, shall constitute a quorum for the transaction of any business that may properly come before a meeting of the Board of Directors.

8.2 Annual Meeting of the Corporation

- A) The annual meeting of the Corporation shall be held the last Saturday in the month of January of each year at such time and place as the Board of Directors shall designate.
- B) Written notice of the meeting shall be given to the membership not less than fifteen (15) days prior to the date of the meeting.
- C) At least one-fifth (1/5) of the members must be physically present to constitute a quorum for the transaction of any business.

8.3 Membership Meetings

- A) Shall be held monthly

- B) Date and location of meetings shall be determined by vote of the members present at the January membership meeting
- C) One-fifth (1/5) of the members shall constitute a quorum for the transaction of any business

8.4 Special Meetings

A) Board of Directors

- 1) May be called by the President or any two (2) Board members
- 2) The individual(s) calling the meeting shall designate the date, time, and location for the meeting.
- 3) The only agenda items will be those stated when the meeting is scheduled.
- 4) Notice to the membership is not required.
- 5) Quorum shall be as stated in Article VIII, Section 8.1.D.

B) Membership

- 1) May be called by a majority vote of members present at any regularly scheduled membership meeting, by the President, or the Board of Directors
- 2) If called by a membership vote, the date, time, location, and purpose of the meeting shall be announced at the membership meeting when the special meeting is announced.
- 3) If called by the President or Board of Directors, the date, time, location, and purpose of the meeting shall be designated by the President or Board of Directors
- 4) Date of the special meeting must be at least fifteen (15) days from the date the meeting is initially called.
- 5) The Secretary must provide written notice of the meeting to all members at least ten (10) days before the meeting.
- 6) The notice must state the date, time, location, and purpose of the meeting.
- 7) The only agenda items will be those listed in the meeting notice.
- 8) Quorum shall be as stated in Article VIII, Section 8.3.C.

ARTICLE IX A.G.R.A. ROYALTY

9.1 A.G.R.A. Royalty Team/Committee

- A) Shall be Mr, Ms, Miss, MsTer A.G.R.A. and all Runners-Up
- B) Reign will begin from selection until the next year's competition has concluded.
- C) The chairperson of the Royalty Team/Committee shall be the A.G.R.A. Vice President

9.2 Eligibility for Competition

- A) Must be an A.G.R.A. member in good standing for a minimum of thirty (30) days before announcing his/her candidacy
- B) Must submit to the Vice President or A.G.R.A. Office a completed "A.G.R.A. Royalty Application" (EXHIBIT B), fifty dollars (\$50.00) non-refundable entry fee, and 501c Certificate of Eligibility for the selected organizations
- C) Each individual must state on the application if it is for the title of Mr, Ms, Miss, MsTer A.G.R.A.
- D) All candidates must reside in the state of Arizona and continue to be a resident throughout competition.
- E) A candidate may not simultaneously compete for a Royalty title in another association.
- F) At least one 501c non-profit organization must be chosen and listed on the application when it is submitted.
- G) A candidate may choose more than one 501c non-profit organization, but 501c documentation must be submitted before any money can be raised for the organization.
- H) All required documents must have been submitted to the Vice President before candidacy can be announced
- I) An individual may not announce his/her candidacy before the July membership meeting

- J) Application and required items must be submitted no later than ninety (90) days prior to the scheduled date of competition
- K) The Vice President will verify membership, remit the entry fee to the Treasurer, and notify the candidate in writing of his/her eligibility within ten (10) days after receipt of application and entry fee
- L) When notifying the candidate of eligibility, the Vice President will also provide the candidate with a current copy of A.G.R.A. Bylaws and current I.G.R.A. Bylaws/Standing Rules/Rodeo Rules.
- M) The Vice President will ensure that the original application and all supporting documents are placed in the A.G.R.A. official files.
- N) The Vice President shall contact each candidate and arrange a meeting within fifteen (15) days after notifying the candidate of eligibility. The purpose of the meeting will be ensure the candidate's understanding of all requirements.
- O) After announcing his/her candidacy, all candidates are expected to attend all A.G.R.A. membership meetings.
- P) All candidates shall make every effort to attend and participate in A.G.R.A. fundraisers.
- Q) An individual must make a formal announcement of his/her candidacy at the Association's monthly membership meeting.
- R) An individual may not begin fundraising until a formal announcement of his/her candidacy has been made at the Association's monthly membership meeting.
- S) Any funds raised at an AGRA fundraising event in which an individual participates will be considered toward that individual's required initial one-hundred dollars (\$100.00).

9.3 Entry Fee

- A) Shall be deposited into the A.G.R.A. Treasury
- B) Shall be used to purchase sashes for contestants and winners

- C) Contestants shall receive their sash within sixty (60) days after eligibility is determined.

9.4 Requirements for Competition

- A) Raise a minimum of five hundred dollars (\$500.00) for at least one 501c non-profit organization listed on the application.
- B) Raise a minimum of one hundred dollars (\$100.00) for A.G.R.A. operating expenses
- C) Submit a horsemanship tape to the Vice President
- D) Submit a written plan of action consisting of goals for the A.G.R.A. Royalty Team. They must be in a sealed envelope with the contestant's name on the front of the envelope. The envelope must be given to the Vice President with the horsemanship tape. Individual plans will be used to build a Royalty Team Plan for the following year.
- E) All requirements must be met at least thirty (30) days before the beginning of competition.
- F) Any candidate who has not met all requirements and submitted all items by stated deadlines shall not be eligible to compete for any title.

9.5 Competition

- A) Competition shall be held annually.
- B) Date(s) and location(s) of competition shall be scheduled by the Vice President at least ninety (90) days prior to the date of the contest.
- C) The Vice President shall obtain concurrence from the A.G.R.A. Board of directors for dates and locations of contest.
- D) Date(s) and location(s) of competition shall be announced in A.G.R.A. membership meetings and in The Branding Iron.
- E) The Vice President shall coordinate and supervise the competition.
- F) Judges for the competition shall be selected by the Vice President and current Royalty Team/Committee and approved by the A.G.R.A. Board of Directors.
- G) Competition shall be generally as described in the I.G.R.A. Bylaws and

Standing Rules.

9.6 Selection of A.G.R.A. Royalty:

- A) Royalty shall be Mr, Ms, Miss, MsTer A.G.R.A., 1st and 2nd Runners-Up.
- B) Judging shall follow the requirements specified in the I.G.R.A. Bylaws/Standing Rules.
- C) The highest and lowest scores in each segment will be removed.
- D) In the event two contestants receive the same total scores, the tie will be broken by:
 - 1) Highest and lowest scores will be added
 - 2) If a tie still exists, the highest interview score will be used to break the tie.
- E) All judges' sheets shall be retrieved by the A.G.R.A. Vice President and shall be kept in the A.G.R.A. official files.
- F) The individual receiving the second highest total score will be 1st Runner-Up, and the individual receiving the third highest total score will be 2nd Runner-Up.
- G) Mr, Ms, Miss, MsTer A.G.R.A. shall receive a sash and belt buckle denoting their respective title.
- H) Miss A.G.R.A. shall also receive a crown.
- I) 1st and 2nd Runners-Up shall receive a sash denoting their respective title.
- J) Announcement of winners shall be made by the Vice President on the day or evening following the final competition and after an audit of scores is completed.
- K) Sashes, buckles, and crown shall be presented when winners are announced.
- L) All winners (Mr, Ms, Miss, MsTer and Runners-Up) shall become members of the A.G.R.A. Royalty Team/Committee.
- M) The Vice President will schedule a meeting with all winners within thirty (30) days following the contest. The Vice President will open the envelopes containing individual plans of action, and the Royalty Team/Committee will build a plan of action for their reigning year.

- N) A contestant may request copies of individual results and judges' sheets by submitting a written request to the Vice President within thirty (30) days following competition. These records will be given to the individual requestor within ten (10) days after the written request.

9.7 Royalty Team/Committee

- A) The Royalty Team/Committee shall be comprised of the current Royalty and Runners-Up. The Vice President shall chair the committee and act as liaison to the A.G.R.A. Board of Directors and Membership.
- B) The Vice President shall schedule meetings at least quarterly, or as determined by the committee.
- C) Purpose of the meetings shall be, but not limited to, review of royalty activities, discussion and resolution of any issues and committee planning.

9.8 Retention of A.G.R.A. Royalty Title

- A) All title holders and runners-up must demonstrate a good-faith effort within ninety (90) days after winning the title towards the accomplishment of their requirements by having at least one (1) fundraiser for A.G.R.A., I.G.R.A., or his/her selected 501c non-profit organization.
- B) Mr, Ms, Miss, MsTer A.G.R.A., 1st and 2nd Runners-Up are required to attend a minimum of six (6) membership meetings within the first nine (9) months of their reign.
- C) To retain the title of Mr, Ms, Miss, MsTer A.G.R.A. or Runner-Up, the individual
 - 1) Must reside in the State of Arizona throughout his/her reign
 - 3) If an individual who has the title of Mr, Ms, Miss, MsTer A.G.R.A. moves out of the State of Arizona, resigns the title for any reason, or has the title removed for any reason, the individual with the 1st Runner-Up title assumes the respective title.
 - 3) Succession of the 2nd Runner-Up likewise applies.
- D) Each title holder (Mr, Ms, Miss, MsTer and all Runners-Up) are required to raise a minimum of two-hundred fifty dollars (\$250.00) for A.G.R.A. operating expenses. This money must be raised at least fifteen (15) days before the next competition
- E) Mr, Ms, Miss, MsTer A.G.R.A. must attend at least two (2) out-of-state I.G.R.A. Sanctioned Events during the first nine (9) months of their reign and participate in any manner, e.g., rodeo contestant, entertainer, rodeo volunteer, student at I.G.R.A. University

- F) A.G.R.A. runners-up shall make every effort to attend at least one (1) out of state I.G.R.A. sanctioned function or event during the first nine (9) months of their reign and participate in any manner, e.g., rodeo contestant, entertainer, rodeo volunteer, student at I.G.R.A. University
- G) The Mr, Ms, Miss, MsTer A.G.R.A. shall be expected to attend and compete in the I.G.R.A. competition for the respective I.G.R.A. title.
- H) A.G.R.A. shall pay entry fees for Mr, Ms, Miss, MsTer A.G.R.A. to compete in the I.G.R.A. competition.
- I) Royalty team members must attend all fund raising functions marked For AGRA for the first 9 months to retain their respective royalty title. This may include, but is not limited to, any on-going monthly AGRA fundraisers.
 - 1. Personal work schedules or personal matters may be an exception.
- J) Any funds raised at an AGRA fundraising event in which an individual participates will be considered toward that individual's required two-hundred fifty dollars (\$250.00).

9.9 Record Keeping

- A) An individual file shall be maintained by the Secretary in the A.G.R.A. office for each candidate and title holder.
 - 1) Each file shall include the original of the Royalty Application, 501c Certificate(s) of Eligibility, the original of the Letter of Intent, and copies of all fundraising receipts.
- B) The Vice President shall also maintain a file for each candidate and title holder.
- C) Each candidate and title holder shall ensure that he/she receives a receipt from the business where a fundraiser is held or from any personal donor.
 - 1) The receipt shall be forwarded to the Vice President within five (5) days after any money is raised.
 - 2) The Vice President shall forward a copy of each receipt to the Secretary within five (5) days after receipt.

9.10 Discipline

- A) Any individual may submit in writing to the Vice President why he/she believes discipline is justified.

- B) Discipline of candidates and title holders shall be for, but not limited to:
- 1) Unbecoming behavior or unethical conduct as determined by the Executive Board
 - 2) Fighting
 - 3) Intentionally subjecting A.G.R.A. or I.G.R.A. to bad publicity, verbal or written
 - 4) Excessive abusive language, gestures or intimidation of any kind
 - 5) Disorderly conduct at any A.G.R.A. or I.G.R.A. function
- C) The process for discipline shall be:
- 1) The Vice President shall issue a verbal warning for a first offense.
 - 2) The Vice President shall document in writing the verbal warning and send a copy of the documentation to the A.G.R.A. Secretary for inclusion in the respective file. Said documentation must be submitted within five (5) days after the verbal warning occurs.
 - 3) The Vice President shall issue an "Official Letter of Reprimand" to the affected individual or individuals for a second offense of the same nature, or a new action that justifies the discipline. The "Official Letter of Reprimand" shall be sent to the affected individual or individuals via certified postal mail with a copy sent to the Secretary for inclusion in the respective file. Said "Official Letter of Reprimand" must be submitted with five (5) days after the action occurred.
 - 4) The Vice President shall request a Special Board Meeting for review of subsequent actions after a second offense.
 - 5) If a Special Board Meeting is convened, the following shall occur:
 - a) The affected candidate or title holder shall be notified of the meeting at least ten (10) days in advance.
 - b) The affected individual(s) shall be permitted to bring any witnesses to the meeting.
 - c) The Vice President may request any other individuals to attend the meeting.
 - d) A minimum of seventy-five (75) percent of the Board Members must be in attendance before any discussion or action is permitted.
 - e) The Board shall review all documentation, hear all witnesses' testimony, other relevant information and then convene a Special Closed Session to determine the appropriate action to be taken.
 - f) Action may be suspended for a period of time determined by the Board, removal of candidacy eligibility or removal of any title. If removal of title occurs, the affected individual(s) must immediately cease any fundraising activities or any other activities associated with the title.
 - g) All actions taken by the Board shall be final and cannot be

appealed to membership.

9.11 Miscellaneous

- A) Mr, Ms, Miss, MsTer A.G.R.A., all Runners-Up and all candidates are considered "Good Will Ambassadors" of A.G.R.A. and shall:
- 1) Attend as many A.G.R.A. functions and other activities as possible
 - 2) Behave at all times in accordance with A.G.R.A. Bylaws
 - 3) Have disputes regarding eligibility for candidacy, competition, or any other reason reviewed and resolved by the Executive Board

ARTICLE X A.G.R.A. CONDUCT OF BUSINESS

- 10.1 All business of the Corporation shall be conducted according to Robert's Rules of Order if not otherwise specified in these Bylaws or Guidelines.

ARTICLE XI A.G.R.A. QUESTIONS ON BYLAWS AND GUIDELINES

- 11.1 If a question arises concerning the Bylaws or Guidelines which cannot be immediately answered by any Article or Guideline herein, the question will be referred in writing to the Secretary.
- 11.2 The Secretary shall research the matter using these Bylaws and Guidelines, the minutes of previous meetings, Robert's Rules of Order, and any other documents or written precedents.
- 11.3 The Secretary shall publish a report of his/her findings and recommendations to the Board of Directors.

ARTICLE XII A.G.R.A. AMENDMENTS TO THE BYLAWS

- 12.1 Any member(s) wishing to amend an Article, section, or subsection of these Bylaws shall forward the proposed amendment in writing to the Secretary.
- 12.2 The Secretary shall review the proposed amendment for legal content and forward the proposed amendment, along with the Secretary's recommendation, to the Board of Directors.
- 12.3 If the amendment is rejected, the Secretary shall notify the member(s) requesting the amendment and advise them in writing of the reason(s) for rejection.
- 12.4 If the amendment is qualified, the Secretary shall notify the Board of Directors in

writing that said amendment has been qualified for a vote of the total membership.

- 12.5 The Secretary shall notify each of the membership that a special membership vote needs to occur on the qualified amendment at their next regularly scheduled membership meeting.
- 12.6 At least thirty (30) days notice of the special membership vote is required.
- 12.7 A vote of two-thirds (2/3) of the membership present and voting at the membership meeting shall be required for the amendment to be accepted.
- 12.8 The Secretary shall report to the Board of Directors the tally of votes cast and the number of members present at the meeting.
- 12.9 The Secretary shall inform the membership in writing of the results of the proposed amendment vote listing the total number of members voting and the number of votes for and against.

ARTICLE XIII A.G.R.A. AMENDMENTS TO THE GUIDELINES

- 13.1 Any individual member(s) or champion member(s) wishing to amend an article, section or subsection of these Guidelines shall forward the proposed amendment to the Secretary.
- 13.2 The Secretary shall review the proposed amendment for legal content and forward the proposed amendment, along with his/her recommendation to the Board of Directors.
- 13.3 The Board of Directors shall issue a written opinion either qualifying or rejecting the amendment along with supporting reasons.
- 13.4 If the amendment is rejected, the Secretary shall notify the member(s) requesting the amendment and advise them in writing of the reason(s) for rejection.
- 13.5 If the amendment is qualified, the Secretary shall notify the Board of Directors in writing that said amendment has been qualified for a vote of the total membership.
- 13.6 The Secretary shall notify the membership that a special membership vote needs to occur on the qualified amendment at their next regularly scheduled membership meeting.
- 13.7 A simple majority vote of the members present and voting at their meeting shall be required for the amendment to be accepted.

**AMENDED SEPTEMBER 15, 1996, DECEMBER 8, 1996, MAY 18, 1997,
AUGUST 23, 1998, NOVEMBER 15, 1998, NOVEMBER 21, 1999, DECEMBER
12, 1999, SEPTEMBER 8, 2002, OCTOBER 12, 2003, OCTOBER 9, 2005,
OCTOBER 15, 2006, DECEMBER 9, 2007, JULY 19, 2009.**