

February 2019

## **BYLAWS OF OKLAHOMA RODEO PAGEANTS COUNCIL, INC.**

### **ARTICLE I – NAME**

The name of the organization shall be Oklahoma Rodeo Pageants Council, Inc.

### **ARTICLE II – BUSINESS ADDRESS**

Section 1: The principal business address shall be determined by the Board of Directors, and shall be changed from time to time as deemed necessary by the Board of Directors.

Section 2: The registered office and the registered agent shall be as designated from time to time by the Board of Directors.

### **ARTICLE III – PURPOSE**

Section 1: The Oklahoma Rodeo Pageants Council, Inc. is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as now in effect or as may hereafter be amended, more specifically to:

- A. Create, foster and develop principles and skills of horsemanship, public speaking and overall good citizenship via the sponsorship and/or management of rodeo pageants throughout the State of Oklahoma;
- B. Take an active interest in the civic, cultural, social and moral welfare of the community;
- C. Create and facilitate the expansion of various charitable and educational needs within the community;
- D. Engage in any lawful purpose, act or activity for which corporations may be organized under the Oklahoma General Corporation Act and the laws of the State of Oklahoma;
- E. And to support, guide and direct the reigning titleholder and help prepare her to participate in the Miss Rodeo America Pageant.

Section 2: This Corporation is a non-profit, non-political and non-sectarian organization. No part of any revenue shall be used to the benefit of any member or individual, except for reasonable compensation for services rendered to carry out one or more of its purposes; and no voting member of the Board of Directors of the corporation or of the general membership shall receive any compensation for his or her services as a member.

#### **ARTICLE IV – MEMBERSHIP**

Section 1: Individual Membership: Any and all individuals of at least eighteen (18) years of age and of good character interested in the advancement of Oklahoma Rodeo Pageants Council, Inc. may become members of this corporation. However, any and all such individuals must tender an annual membership fee to the corporation in order to qualify as a member with all of the rights and obligations set forth herein and within the Oklahoma General Corporation Act.

Section 2: Group Membership: Any association, corporation, or organization of good character interested in the advancement of Oklahoma Rodeo Pageants Council, Inc. may become members of this corporation. However, any and all such groups must tender an annual membership fee to the corporation in order to qualify as a member with all of the rights and obligations set forth herein and within the Oklahoma General Corporation Act.

Section 3: Each Individual Member with voting power shall be entitled to one (1) vote in his or her name. Each Group Membership with voting power shall be entitled to one (1) vote in its name.

Section 4: Membership is non-transferable.

Section 5: Member status and voting privileges:

- A. A member shall be considered in good standing if said member has paid his or her current annual dues.
- B. A non-delinquent, renewed member in good standing shall receive immediate general voting privileges. All other members in good standing shall receive general voting privileges sixty (60) days after having paid their dues.
- C. Only those who have been members for at least six (6) months shall have the privilege of voting on Bylaws changes, Officers and Board of Directors positions.

Section 6: Any member, officer or director whose actions are prejudicial to the interests of the corporation may be expelled from the organization as follows:

- A. A member may bring a complaint against another member, officer or director in writing submitted to both the accused and to the President.
- B. The accused may respond in writing to the complaint within five (5) days following receipt of same. The President shall notify the accused and set a date for a hearing before the Board of Directors within thirty (30) days, at which time the accused shall be given an opportunity to be heard.
- C. A decision shall then be rendered which reflects a two-thirds (2/3rd) vote of the Board of Directors. The accused shall have the right to appeal the decision to the general membership.
- D. Upon receipt of an appeal, the President shall call a special meeting of the general membership within thirty (30) days, at which time the general membership may overrule the decision of the Board of Directors by a two-thirds (2/3) vote of the members present, provided a quorum is present.

## **ARTICLE V – MEMBERSHIP MEETINGS**

Section 1: The meetings of the membership shall be held within the State of Oklahoma.

Section 2: Quorum.

- A. A quorum of at least a majority of the members who are entitled to vote must be represented either in person or by written proxy before business can be transacted or motions made or passed.
- B. If a quorum is present, any question brought before the members shall be decided by a majority vote unless the question is one upon which, by express provision of the Certificate of Incorporation, a different vote is required.

Section 3: The date of the Annual Meeting shall be set by the Board of Directors, who shall also set the time and place with notice of said meeting being announced not less than twenty (20) days preceding said date. Notification may be accomplished through mail, electronic mail and/or by phone.

Section 4: Special meetings of the membership may be called at any time by any duly elected officer, director or by ten (10) or more members.

Section 5: Members shall be given notice of special meetings at least ten (10) days, but not more than sixty (60) days, prior to the date of said meeting. Notification may be accomplished through mail, electronic mail and/or by phone and shall state time, place and

purpose of said meeting. Business transacted at any special meeting shall not be limited to the purpose as stated in the notice.

## **ARTICLE VI – BOARD OF DIRECTORS**

### Section 1: Board Role and Size.

- A. The Board of Directors is responsible for overall policy and direction of the organization.
- B. In addition to the powers and authorities expressly conferred upon them by these bylaws, the Board of Directors may exercise all other powers of the corporation and do all other lawful acts except such things as the statutes, the certificate of incorporation, or these bylaws direct or require to be exercised or done by the membership.
- C. The Board of Directors shall consist of two (2) elected members, the Officers and the National Director. The immediate Past-President and immediate Past Miss Rodeo Oklahoma shall serve on the Board of Directors in a non-voting advisory capacity for one (1) year.
- D. Any action of the Board of Directors shall be subject to review by the membership upon written request of any three (3) members at a regular meeting or at a special meeting called for that purpose.
- E. An action of the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote of the members present, provided that a quorum is present and provided no rights of third parties are affected.
- F. All board members will be required to sign a Non-Disclosure Agreement at beginning of each year.

### Section 2: Meetings.

- A. The Board of Directors shall meet at least three (3) times per year, at an agreed upon time and place.
- B. All members of the organization may attend Board meetings and shall have the right to speak, but not to vote.

### Section 3: Board Elections.

- A. Election of new members of the Board of Directors or election of current Directors to a second term shall occur as the first item of business at the Annual Meeting of the organization.
- B. Directors shall be elected by the general membership.
- C. Nominations shall be permitted from the floor. All nominees whether nominated by the Nomination Committee or from the floor shall be members of the organization in good standing and must have been a member for at least one (1) year. Names of all nominees shall be placed on a single ballot; members will be instructed to vote for as many candidates as there are positions available.

Section 4: Terms. All elected members of the Board of Directors shall serve two (2) year terms and are eligible for re-election.

Section 5: Vacancies. A member of the general membership selected by the Board of Directors shall fill vacancies on the Board caused by resignation, death or inability to serve, for the remainder of the term.

Section 6: Resignation. Resignation from the Board of Directors must be in writing and received by the Secretary.

Section 7: A current Board Member or Officer must resign from their position by January 1<sup>st</sup> of any given year, if a member of their family is a pageant contestant or titleholder during that year. Sweetheart contestants excluded. Family members include, but are not limited to, daughters, granddaughters, nieces, step-relationships or any female living in the household.

Section 8: Special Meetings. Special meetings may be held as deemed necessary and proper and in the best interest of the organization.

Section 9: Notice. An official Board of Directors meeting requires that each Board member be notified at least seven (7) days prior to said meeting.

Section 10: The funds of the corporation shall be disbursed on the signature of such officers or agents as may be authorized by the Board of Directors.

Section 11: Quorum. A quorum of at least a majority of the members of the Board of Directors must be present before business can be transacted or motions made or passed. If a quorum is present, any question brought before the members shall be decided by a majority vote unless the question is one upon which, by express provision of the Certificate of Incorporation, a different vote is required.

## ARTICLE VII – OFFICERS

### Section 1: Election of Officers.

- A. The Officers of this organization shall be elected from and by the general membership at the Annual Meeting and shall consist of President, Vice-President, Secretary and Treasurer. The same person may hold the offices of Secretary and Treasurer.
- B. Only those who have been members in good standing for at least one (1) year may serve in any elected office.
- C. The Board of Directors shall decide the order of elections.
- D. Members need not be present to be nominated or elected to a position, but if unable to be present he or she must provide a signed letter accepting the nomination or have voiced acceptance to at least two (2) members of the Board of Directors.
- E. The President shall conduct the elections; in his or her absence the Vice-President shall conduct the elections. If neither is present, another member of the Board of Directors shall conduct the elections.

Section 2: Terms: Officers shall serve a term of two (2) years beginning in odd numbered years and are eligible for re-election. General board members shall serve a term of two (2) years beginning in even numbered years and are eligible for re-election.

### Section 3: President:

- A. The President shall preside or arrange for other members of the Board of Directors to preside at each meeting of the membership and the Board of Directors in the following order: Vice-President, Secretary and Treasurer.
- B. The President shall have general and active management of the business of the organization and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 4: Vice-President. The Vice-President shall act for the President in his or her absence and perform such other acts as the President may direct. The Vice-President will chair committees on special subjects as designated by the Board of Directors.

Section 5: Secretary. The Secretary shall be responsible for keeping records of actions of the Board of Directors and of the organization, including overseeing the taking of minutes

at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate records are maintained.

Section 6: Treasurer.

- A. The Treasurer shall receive, have custody of and be accountable for all funds belonging to the organization; deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; keep full and accurate account receipts and disbursements in books belonging to the organization; and make a report at each meeting.
- B. The Treasurer shall make financial information available to members and the public.

### **ARTICLE VIII – POLICIES AND PROCEDURES MANUAL**

The Policies and Procedures Manual may be amended and/or revised by a majority vote of the members at a regular or special meeting as needed.

### **ARTICLE IX – FISCAL YEAR**

For accounting purposes, the fiscal year for the corporation shall be such period as fixed by the Board of Directors.

### **ARTICLE X – COMMITTEES**

Section 1: The Board of Directors may create standing committees as needed.

Section 2: Nominating Committee. A Nominating Committee shall be appointed by the President to select names of candidates for members of the Board of Directors and officers. The Nominating Committee shall consist of five members, three of whom shall come from the Board of Directors and two from the general membership. The Nominating Committee shall prepare a written slate of candidates for election and shall secure the consent of the nominees to serve if elected.

### **ARTICLE XI – NATIONAL DIRECTOR**

Section 1: The National Director shall act as a liaison for the organization's reigning titleholder to Miss Rodeo America, Inc. and prepare her for the Miss Rodeo America Pageant. The National Director shall guide the organization in conducting the contest currently known as the Miss Rodeo Oklahoma Scholarship Pageant, but which is subject

to change as deemed necessary by the Board of Directors, to the standards and rules set by Miss Rodeo America, Inc.

Section 2: Election. The Board of Directors shall elect the National Director.

Section 3: Anyone nominated or elected to the National Director position must have been a member of the Oklahoma Rodeo Pageants Council, Inc. for at least one (1) year.

Section 4: Term. The National Director shall serve a two (2) year term beginning in even numbered years and is eligible for re-election. The National Director shall serve as a member of the Board of Directors.

## **ARTICLE XII – INDEMNIFICATION**

To the extent of and in the manner permitted by the laws of the State of Oklahoma, and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, this corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement.

## **ARTICLE XIII – DISSOLUTION**

In the event of the dissolution of this organization, a decision made by a recommendation by the Board of Directors to the membership and passed by a majority vote, all funds remaining after all indebtedness, scholarships awarded or any other invoiced claims are paid, will be distributed to a single 501(c)(3) non-profit organization or divided and distributed to several 501(c)(3) non-profit organizations. The decision as to how many 501(c)(3) organizations and to which ones will come from a recommendation by the Board of Directors and voted on by a majority vote of the membership.

## **ARTICLE XIV – AMENDMENTS**

Section 1: These Bylaws may be amended or revised when necessary and adopted by a majority vote of the members present at the Annual Membership Meeting or at a special meeting called for that purpose. Only those who have been members for at least six months shall have the privilege of voting on bylaws changes.

Section 2: Notice. The proposed amendments or revisions must be made available to the membership at least twenty (20) days prior to the meeting at which they will be voted on.



Rodeo Pageants Council, Inc., adopted at a meeting held on the 23rd day of March, 2019.  
We hereby certify that the above is a true and correct copy of the bylaws of Oklahoma

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Kathy Shumway, President