

**BY-LAWS OF
MISS RODEO OREGON, INC.
2017**

ARTICLE I. NAME

Section 1.1: The name of the corporation shall be Miss Rodeo Oregon, Inc.

ARTICLE II: PURPOSE AND POLICY

Section 2.1: The Miss Rodeo Oregon, Inc. is an organization made up of volunteers who believe in the advancement of Oregon youth. Through the Miss Rodeo Oregon program young women from the State of Oregon have the opportunity to promote Oregon and professional rodeo, utilizing their public relations skills and public speaking ability. The purpose of Miss Rodeo Oregon, Inc. is to educate, elevate and inspire talented young Oregon women to compete in the Miss Rodeo Oregon and Miss Rodeo America pageants. Additionally, to help young Oregon women further their growth and enable them to become responsible, productive adults while working with them in the areas of citizenship, leadership, public speaking, and current affairs. Members shall not operate any business or conduct any business activity for the direct or indirect purpose of providing direct or indirect monetary benefit to any member, Director or officer. All revenue shall be and hereby are pledged to the charitable purposes just stated.

ARTICLE III - CORPORATE STRUCTURE:

Section 3.1 Registered Office.

The registered office of the Corporation required by the Oregon Business Corporation Act to be maintained in the State of Oregon must be identical with the principal office in the State of Oregon. The address of the registered office shall be that of the current Secretary of the corporation.

ARTICLE IV: MEMBERS

Section 4.1 Qualification and Rights.

The Corporation shall have one and only one class of members, all of whom shall have the same rights and obligations with respect to voting, dissolution, redemption, and transfer. Membership status shall arise upon the posting of the member's name in the official membership ledger of the corporation and after payment in full of any annual membership dues and fees as may be established by the Corporation from time to time. Annual Membership Dues are not pro-rated. Fiscal year of membership to be January 1 through December 31 with renewal of membership fees due each year in January. A new member may join and pay membership fees at any time during the year. Any person regardless of residence and domicile, race, sex, religion, or creed of good moral character fulfilling the preceding qualifications is eligible for membership.

Section 4.2: Members in Good Standing

A member in good standing will be current on annual dues, and have not violated any of the Code of Ethics, or Conflict of Interest Policies. Only regular members in good standing for twelve (12) consecutive (continuous) months will have the privilege of voting on bylaw changes and for Board of Director positions. Alumni members are Former MRO, Inc. Title holders who will be bound by the same rules and regulations as General Members. The annual dues shall be set by the Executive Board. The Membership year shall be January 1 through December 31.

Section 4.3: Transfers.

No member may transfer a membership or any right arising therefrom.

Section 4.4: Liability to Third Parties.

A member of the Corporation is not personally liable for the acts, debts, liabilities, or obligations of the Corporation merely by reason of being a member.

Section 4.5: Voting and Proxies.

Members shall not be allowed to vote by proxy. Members may vote by mail using the official corporation ballot or in person at the election meeting. This ballot may be obtained from the Secretary and mailed to the address as designated on the ballot. All mailed ballots must be received at the address of the Corporation no later than 10 days prior to the election meeting. Each general member in good standing and with 12 consecutive month's membership will have the right to vote on all matters submitted to a vote of the members. An affirmative vote of a majority of the votes cast is required for the action to be approved. Voting may be done by voice or secret ballot as requested by any member before voting begins.

Section 4.6: Termination.

The membership of any member shall terminate upon occurrence of one or more of the following;

- a. A member may terminate their membership at any time in writing effective immediately;
- b. Non-payment of annual dues;
- c. Violation of MRO, Inc. Code of Conduct or Conflict of Interest Policies;
- d. Termination of a member by a majority vote of the Executive Board for one or more of the following reasons:
- e. Unsportsmanlike conduct;
- f. Harassment;
- g. Any action that discredits MRO, Inc., the Executive Board, a title holder or its members.

Section 4.7: Annual Meetings.

The annual meeting of the members shall be held in January of each calendar year. Failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these bylaws does not affect the validity of any corporate action.

Section 4.8: Regular and Special Meetings.

There shall be five (5) general membership meetings annually. Meetings of members may be called upon notice of the president and/or by a majority of the sitting Executive Board. Notice

of any special meeting shall be given at least two (2) days prior thereto by written notice delivered to the membership as shown by records of the Corporation. Neither the business to be transacted at, nor the purposes of any special meeting need be specified in the notice or waiver of notice of such meeting. Action taken in writing shall be submitted to the Corporation Secretary for the permanent records.

Section 4.9: Notice of Meetings.

The Corporation shall give notice of meetings in a fair and reasonable manner to members entitled to vote at the meeting. Notice is fair and reasonable if the Corporation notifies the members of the place, date and time of each annual, regular and special meeting of the members no fewer than fourteen (14) days prior to the meeting date. Members in good standing shall be entitled to notice of meetings

Section 4.10: Quorum Requirements.

The members present at a general membership meeting shall constitute a quorum for the transaction of business at said meeting

Section 4.11: Voting Requirements.

The affirmative vote of a majority of the votes cast is required for the action to be approved.

ARTICLE V: EXECUTIVE BOARD

Section 5.1: General Powers.

The affairs of the Corporation shall be managed by its Executive Board. The term “Executive Board” and “Board of Directors” is used to denote the same body and may be used interchangeably. Directors need not be residents of the State of Oregon but must be members in good standing of the Corporation. The Executive Board is responsible to develop a budget for the year.

Section 5.2: Executive Board Composition

The Executive Board shall be comprised of the following elected positions:

- a. President
- b. 1st Vice-President
- c. 2nd Vice-President
- d. Treasurer
- e. Secretary
- f. MRO, Inc. Jr./Teen Pageant Director
- g. The immediate MRO, Inc. past president may serve in an advisory capacity to the Executive Board for a period of 1 year, and is considered a member of the Executive Board and will serve in a non-voting advisory capacity on the Executive Board.
- h. The Executive Board may appoint other advisory non-voting positions as necessary.
- i. Any two or more offices may be held by the same person except for President, Secretary and Treasurer.
- j. The organization shall maintain specific job descriptions for each elected and appointed Director position.

The MRO, Inc. Executive Board will appoint the Oregon National Director to Miss Rodeo America, Inc. and MRO, Inc. Junior/Teen Coordinator. These will be reappointed as necessary. During an election year, both the outgoing and newly elected

board members shall jointly appointment the MRAI National Director-Oregon and JR/Teen coordinator positions.

Section 5.3: Qualification, Election and Tenure for Executive Board

- a. Nominations will be accepted and closed for the elected director positions during the 3rd quarter general membership meeting. The nominations, and vote by mail election shall take place no less than 4 weeks prior to the annual November general membership meeting of the same year.
- b. Nominees need to have been a member in good standing for 12 consecutive months and have served on at least one committee.
- c. Titleholders wishing to become a board member need to have been a member in good standing for 12 consecutive months after their reign and have served on at least one committee.
- d. Nominees need not be present at the time of nomination. Nominees shall submit written confirmation of acceptance of the nomination to the MRO, Inc. Secretary by 5pm on the fifth day following the nomination meeting. Upon acceptance of the nomination and to be named on the ballot, nominees shall submit a 150 word qualification statement by 5pm on the fifth day following the nomination acceptance.
- d. MRO, Inc. Secretary shall mail to each member in good standing as referenced in Article IV Section 4.2, an official MRO, Inc. ballot along with all qualification statements from nominees.
- e. Each Director shall be elected by the membership for a two (2) year term with no limits on the number of terms a person may serve.
- f. Each of the elected Director positions shall be elected by simple majority of the returned ballots. Ballots must be received by the Call to Order of the general membership election meeting.

Section 5.4: Vacancies

A vacancy occurring within the Executive Board shall be filled by appointment made by the MRO, Inc. President and Executive Board. The appointment shall be for the unexpired term of the predecessor.

Section 5.5: Compensation

An MRO, Inc. Director shall not receive any salary for services. An MRO, Inc. Director shall be entitled to be reimbursed for expenses expended on behalf of the Corporation not to exceed \$100 without prior approval of at least two Directors.

Section 5.6: Removal

Any MRO, Inc. Director, elected by the membership or appointed by the President and/or the Executive Board may be removed by a simple majority vote of the membership whenever it is deemed to be in the best interest of the Corporation.

Section 5.7: Officers of the Corporation and Responsibilities

- a. The MRO, Inc. President shall be the principle executive officer of the Corporation. She/he shall, in general, supervise and control all business and affairs of the Corporation. She/he may sign and execute, with the signature of any other proper officer of the Corporation, any deeds, mortgages, bonds, contracts or other instruments as authorized by the Executive Board. The Executive Board may

expressly delegate the signing and execution of any such documents to some other officer or agent of the Corporation or by which these bylaws and/or by statute, delegate such authority. The President shall not vote on business matters of the Corporation except the President shall cast the deciding vote in the event of a tie vote of the Executive Board or general membership.

- b. The MRO, Inc. 1st Vice President shall perform all duties of the President, shall have all powers of the President and shall be subject to any and all restrictions placed on the President in the absence or disability of the President.
 - 1) Shall be responsible for directing/managing/coordinating the annual MRO, Inc. Miss Pageant to select the Miss Rodeo Oregon.
 - 2) Shall prepare an annual pageant budget.
 - 3) Shall report to the Executive Board for approval of pageant schedule and expenditures.
 - 4) Shall approve all pageant printed material for and on behalf of the MRO, Inc. Miss Pageant.
 - 5) Shall actively participate in sponsorships and fund raising for the MRO, Inc. Miss Pageant.
- c. The MRO, Inc. 2nd Vice President shall be the coordinator of all media promotion.
 - 1) Shall chair the Public Relations Committee and be a member of the MRO, Inc. Pageant committees.
 - 2) Shall work with the Oregon National Director and the Jr/Teen Coordinator to ensure that all sponsorship requirements are met per the titleholder contract.
- d. The MRO, Inc. Secretary shall give or cause to be given notice of all meetings of the Executive Board and members as required by these bylaws as referenced in Article IV Section 4.9.
 - 1) Shall keep or cause to be kept a book of minutes of all meetings and actions of the Executive Board and members with the time and place of such meeting, whether regular or special. If special, how it was authorized, the notice given, the names of those present and the proceedings of such meetings.
 - 2) Shall in the absence of the President and 1st Vice President, call the meeting to order and preside in the election of a chair pro-tem.
- e. The MRO, Inc. Treasurer shall keep and maintain or cause to be kept and maintained adequate and accurate financial records, paper and/or electronic, of accounts of the organization, transactions and properties of MRO, Inc. This shall include accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and retained earnings. Shall annually file any required documentation with the Oregon Secretary of State Corporate Division, Oregon Department of Justice and the IRS. Shall render statements of account of any transactions whenever required by the Executive Board and shall make a completed financial statement before each annual meeting of the Corporation which shall be subject to the annual audit. Upon retirement from office, he or she shall immediately surrender all books, paper, electronic records and other property in their charge, pertinent to the Miss Rodeo Oregon, Inc.

- f. The MRAI Oregon National Director shall be the liaison between MRO, Inc. and Miss Rodeo America (MRAI), guiding MRO, Inc. to the standards and rules set by MRAI.
- 1) Serve as the official advisor for Miss Rodeo Oregon, coordinating all official appearances and travel schedule.
 - 2) Serve as the assistant to the Miss Pageant Director. The MRAI National Director-Oregon shall be a member of the Executive Board and shall have one vote, but the MRAI National Director-Oregon is not to be considered an Officer. The MRAI National Director-Oregon will be asked to attend the Miss Rodeo America mid-year meeting, as well as the Miss Rodeo America Pageant. If funds are available, travel and lodging expenses shall be reimbursed to the MRAI National Director-Oregon for attendance of the mid-year meeting and the Miss Rodeo America Pageant. This assistance is not guaranteed. Receipts for these expenses shall be turned into the Treasurer for reimbursement. MRAI National Director-Oregon is appointed each election year jointly by the outgoing and newly elected Executive Board for a term of two years.
- g. The MRO, Inc. Jr./Teen Coordinator shall serve as the official advisor coordinating all official appearances and travel schedules for the MRO, Inc. Jr./Teen titleholders.
- 1). Serve as the assistant to the Jr./Teen Pageant Director.
- h. The MRO, Inc. Jr./Teen Pageant Director shall be responsible for directing/managing/coordinating the annual MRO, Inc. Jr./Teen pageant to select the Jr. Miss Rodeo Oregon and the Miss Teen Rodeo Oregon.
- 1) Shall prepare an annual Pageant budget.
 - 2) Shall report to the Executive Board for approval of Pageant schedule and expenditures.
 - 3) Shall approve all Pageant printed material for and on behalf of MRO, Inc. Jr./Teen Pageant.
 - 4) Shall actively participate in sponsorship and fund raising for the MRO, Inc. Jr./Teen pageant

Section 5.8: Regular Board of Director Meetings. The regular meetings of the Executive Board shall be held monthly in person, via teleconferencing, or via video conference or at a designated meeting location and time. Meetings conducted by email are not accepted by Robert's Rules of Order. Matters requiring a vote during electronic meetings shall be recorded via roll call.

Section 5.9: Special Meetings. Special Meetings of the Executive Board may be called by, or at the request of the President or any other Director. The meeting may take place at a fixed location or any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board called by them. Electronic communications are valid. In case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances, but the minutes for such a meeting shall describe the emergency justifying a less than 24-hour notice.

Section 5.10: **Notice of Special Meetings.** Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered to each Director at her/his address as shown by records of the Corporation. Neither the business to be transacted at, nor the purposes of any special meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting. Action taken in writing shall be submitted to the Corporation Secretary for the permanent records.

Section 5.11: **Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board and at such meeting, any item of business may be passed by a majority of the Directors.

ARTICLE VI: COMMITTEES

Section 6.1 **Committees.** Committees shall consist of the: Pageant Committee, Sponsors and Public Relations Committee, Education and Programs Committee, Scholarship Committee, Fundraising Committee, and Finance Committee. Other committees may be appointed by the President or in such a manner, as may be designated by a resolution adopted by a majority of members present at a meeting at which a quorum is present. All committees report back to the Executive Board. All members serving on a committee must be a member in good standing.

Section 6.2: **Chairperson.** The members of each committee will select a chairperson unless otherwise stated. In the absence of a chairperson the President will appoint one.

Section 6.3: **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.4: **Quorum.** A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting shall be the act of the committee.

Section 6.5: **Rules.** Each committee may adopt rules for its own government consistent with these bylaws.

Section 6.6: **Pageant Committees.** The Pageant Committees will be responsible for overseeing and organizing their respective pageants.

- a. The Pageant Committee will be the 1st Vice President serving as chairperson, as well as other members as designated by the Pageant Director. The Pageant Committee will be responsible for overseeing and the organization of the annual Miss Rodeo Oregon Pageant.
- b. Jr/Teen Pageant Director will serve as the chair of the Jr./Teen Pageant Committee, and the Jr./Teen Coordinator will serve as the co-chair.

Section 6.7: **Education and Programs Committee.** The Education and Programs Committee will be responsible for the development and presentation of all programs related to the education of the public or its members (i.e., clinics, booths).

Section 6.8: **Sponsor and Public Relations Committee.** This committee will be responsible for developing sponsor levels and determining sponsorships needs. The committee will also be responsible for sponsor appreciation and recognition programs. This committee will be

responsible for, but not limited to, all social and written media, press releases, programs, web site, and general promotion of the Miss Rodeo Oregon program.

Section 6.9: **Scholarship Committee.** The Scholarship Committee will establish rules for distributing scholarship monies. It will also be responsible for the development and expansion of a scholarship program. The Scholarship Committee will work cooperatively with other committees in fund raising efforts.

Section 6.10: **Fundraising Committee.** The Fundraising Committee will work with each committee to help fund the variety of activities and programs that make up the Miss Rodeo Oregon Program.

Section 6.11: **Finance Committee.** The Finance Committee shall be made up of members selected by the Executive Board to assist the Treasurer in keeping accurate records and the handling of money at various corporation events. The Finance Committee shall be made of members in good standing and the current Treasurer. This committee is responsible for budget development and internal audits.

Section 6.12: **Term of Office.** Chairpersons will serve two-year terms. Each election year the members of each committee will select a chairperson. If so elected a person may serve multiple and consecutive terms. Members will serve on a given committee until they choose otherwise, or are deemed needed to fill vacancies on other committees as deemed necessary by the President.

Section 6.13: **Resignation.** Any committee chair may resign from the position at any time. Such resignation must be in writing.

ARTICLE VII: CHARITABLE PURPOSE

Section 7.1: **Salaries and Expenses.** No Director, officer, or member of the Corporation shall be entitled to be paid any salary, or other compensation for any services rendered to or on behalf of the Corporation. Expenses of the Directors, officers and members of the Corporation for minor expenses such as mileage and postage may be submitted directly to the Treasurer for reimbursement. Larger expenses must be pre-approved by the Executive Board.

Section 7.2: **Employees.** The Corporation shall not have employees and no Director, officer or member shall enter into any contract with any individual providing for the payment of compensation for services rendered to the Corporation except for advertising, legal, accounting and tax services.

Section 7.3: **Corporate Dissolution.** In the event the Executive Board determines that the purposes of the Corporation cannot be accomplished, or that it is expedient to dissolve this Corporation, or in the event that the Corporation is involuntarily dissolved by the State of Oregon, then and in that event, all assets held by the Corporation shall be distributed to a non-profit corporation, fund, or foundation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes. Any dissolution of this Corporation must be approved by a vote of all members and the Executive Board.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.1: **Contracts.** The officers of the Corporation are the only authorized agents to enter into contracts.

Section 8.2: **Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the designated officer or officers, of the Corporation.

Section 8.3: **Deposits.** All funds of the Corporation shall be deposited, in an expedient manner to the credit of the Corporation in such bank, trust company or other depository as the Executive Board may elect.

Section 8.4: **Gifts.** The Executive Board, officers and members may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation, so long as the gift is free and clear of any encumbrances. Such gift needs to be documented and delivered to the appropriate Director.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X: SEAL

The Executive Board may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "MISS RODEO OREGON, INC."

ARTICLE XI: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a two-thirds vote of the regular membership in attendance at a general membership meeting or any special meeting. All amendments will be presented to the membership in writing by e-mail or first class mail, whichever the member requests, 14 days prior to the vote of the regular membership with the intention to alter, amend or to adopt new bylaws at such meeting.

APPROVED, ACCEPTED AND ADOPTED BY THE Executive Board and are

certified as of 28th day of June, 2017.

PRESIDENT..... Julie A Singer Julie A. Singer

1ST VICE PRESIDENT Tanya Cloutier Tanya Cloutier

2ND VICE PRESIDENT _____

SECRETARY Carol Shull CAROL L. SHULL

TREASURER Rayla Holm Rayla Holm

BOARD MEMBER  Tanya Marie Utberg

BOARD MEMBER _____

BOARD MEMBER _____

BOARD MEMBER Lynne Hayes Lynne Hayes