

# **BY-LAWS OF G.S.G.R.A., INC.**

## **A CALIFORNIA NON-PROFIT CORPORATION**

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## **BY-LAWS OF G.S.G.R.A., INC. A California Non-Profit Corporation**

### **ARTICLE I. NAME**

The name of the Corporation shall be G.S.G.R.A., Inc., also known as the Golden State Gay Rodeo Association, Inc. (herein called the "Association").

### **ARTICLE II. OFFICES**

#### **SECTION 1. PRINCIPAL OFFICE**

The Association's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another where the Association is qualified to do business.

#### **SECTION 2. OTHER OFFICES**

The Board may, at any time, establish branch or subordinate offices at any place or places where the Association is qualified to do business.

### **ARTICLE III. OBJECTIVES AND PURPOSES**

#### **SECTION 1. PRIMARY PURPOSES**

The primary purposes and objectives for which this Association is formed are:

- To promote and nurture, through fellowship, the sport of rodeo within the Gay community.
- To foster a positive image of Gay cowboys and cowgirls within the Gay and Non-Gay community.
- To provide education and training in the production and participation in rodeo for the Gay and Non-Gay communities.
- To participate in the preservation of our Western Heritage.
- To engage in activities therefor.

#### **SECTION 2. GENERAL PURPOSES**

The general purposes of this Association are to:

- Receive, hold and/or disburse gifts, bequests, devises, and other funds for these purposes.
- Own and maintain or to lease suitable real estate and building and any other personal property which is deemed necessary for its purposes.
- Enter into, make, and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

### **ARTICLE IV. MEMBERSHIP**

#### **SECTION 1. GENERAL**

1. Any person who shall meet the requirements outlined in IV.2. shall be eligible to be a member of this Association. Ownership of a horse if not a prerequisite for membership in the Association.
2. Membership in this Association shall be attained by completing the official membership application, or an electronic form that otherwise meets the requirements of the paper form, and payment of dues for a category of membership, and submitting these to an Association member authorized to accept the items, or in the case of an online application signed electronically.

3. All membership applications shall be signed. The application form shall state that the applicant has a commitment to the stated goals of the Association.
4. An application will be processed by the membership committee within thirty (30) days of receipt, unless the committee submits the application to the Board or General Membership for consideration.
5. Applications may be investigated by the membership committee, who may, if deemed appropriate by the committee, submit the application at a Board or General Membership meeting for review and approval or rejection by the Board or General Membership. If referred to either the Board or General Membership, a majority vote will be required to accept the application.
6. Membership applications may be rejected by either the Membership Committee or, if referred to the Board or General Membership, for, but not limited to, reasons such as:
  - Applicant has been suspended from membership in another IGRA recognized association,
  - Applicant's actions indicate a lack of commitment to the stated goals of the Association,
  - Applicant has been previously suspended from membership in the Association or affiliation with an Association chapter,
  - Applicant was previously a member of the Association and had that membership revoked, or
  - Applicant has had legal action taken against him/her for actions associated with prior activities in other nonprofit corporations.
6. The terms "member in good standing", "active member", and "member" mean a member whose membership fee is paid in full, and who is not currently suspended from Chapter affiliation or Association membership for any reason.
7. An inactive member of this Association is a member who is delinquent in the payment of his or her membership renewal dues. An inactive member will be retained on the membership list for a period of five (5) years, after which inactive members may be removed from the membership list. An inactive member is not entitled to vote at Chapter members' meetings, receive the newsletter or any other privilege or benefit of membership. Members will be notified in writing one (1) month prior to the expiration of membership by mail to the last known address registered with the membership committee. This notice will inform the member that he or she will be placed on an inactive member status one (1) month after expiration of membership if membership renewal dues are not paid and that membership privileges will be reinstated only upon payment of membership renewal dues. Such reinstatement will be effective on the date on which payment of the membership renewal dues are received. If the date of receipt of the renewal dues is within six (6) calendar months of the original expiration date, reinstatement will be for one (1) year from the original expiration date. If the date of receipt of renewal dues is more than six (6) calendar months after the original date of expiration then reinstatement will be for a period of one (1) year from the date of receipt of the renewal dues.
8. Each Chapter will appoint a Chapter Membership Chair. The duties and responsibilities of the Chapter Membership Chair will include, but not be limited to:
  - Receive on behalf of the Association, and issue receipts for, membership applications, membership dues, orders for membership name badges and changes in membership data.
  - Transmit the above items to the State Membership Chair for processing on a regular and timely basis using procedures as defined by the State Membership Chair and State Treasurer.
9. If a Chapter fails to appoint a Membership Chair, the duties and responsibilities stated in paragraph 1.8 will be the responsibility of the Chapter Secretary and references in the following paragraph will pertain to the Chapter Secretary.
10. The "date of receipt" for all membership applications, renewals and dues, shall be the date received by an authorized official. The date will be stated on the receipt issued at the time the dues are received. In addition to the Chapter Membership Chairs, the following may receive membership forms and payments on behalf of the Association:
  - A Counselor
  - The State Membership Chair
  - The President
  - Any Chapter Officer
  - The Trustee to IGRA or designated Alternate Trustee

The receiving official will sign the form and indicate the date of receipt on the form. Any such forms, payments and receipts will be forwarded immediately to the State Membership Chair for processing.

## SECTION 2. CATEGORIES OF MEMBERSHIP

There shall be the following three categories of membership.

### 1. INDIVIDUAL

This category is available to all persons committed to the Objectives and Purposes of the Association.

### 2. FAMILY

Any two persons who qualify for individual membership who reside at the same address may apply for family memberships at reduced rates.

### 3. BUSINESS

Businesses committed to the Objectives and Purposes of this Association may join in this category. The business shall designate a person as its representative at Membership Meetings. No person shall at any time have the ability to cast more than one vote. The amount for dues of the three categories may only be set or changed at the Annual Meeting of the Members.

## SECTION 3. MEMBERSHIP PRIVILEGES

1. Membership shall commence on the date the application and accompanying membership dues are received as indicated by the date of the receipt issued by the authorized member of the Association. Renewals are payable annually commencing at the end of the month one-year from the date of receipt and acceptance of the original application.

2. All active members are entitled to receive the Association newsletter.

3. All active members in good standing are entitled to one vote at affiliated Chapter meetings. For new members and renewals with a break in membership of more than six (6) calendar months this entitlement shall commence fourteen (14) days from the date of receipt. For renewals received prior to or within six (6) calendar months of expiration, this entitlement shall commence from the date of receipt.

## SECTION 4. CHAPTER AFFILIATION

1. Each member may choose to be affiliated with any Chapter of the Association. Members who indicate no such choice will be considered non affiliated members.

2. A member may change Chapter affiliation at any time by notifying, in writing, the State Membership Chair or the Chapter Membership Chair of the Chapter to which the member wishes to be affiliated.

3. A member may only change chapter affiliation once in any one year period.

4. Only those members affiliated with a chapter may enjoy any benefits and or privileges of such affiliation, including but not limited to the right to vote at chapter meetings.

5. A member may only be affiliated with one Chapter.

## SECTION 5. REVOCATION OF MEMBERSHIP

The Board shall have the right to revoke the membership of any Member for unethical or un-sportsmanlike conduct that is deemed related to IGRA or Association events, by a two third (2/3rd) vote of Directors present at any regular or special meeting of the Board. Any such decision must be preceded by due process including, but not limited to, a review by the Ethical Practices Review Committee.

## SECTION 6. MEMBERSHIP SUSPENSION

### 1. CAUSES

Association Membership or Chapter Affiliation may be declared suspended due to an outstanding financial obligation to the Association or any Chapter of the Association, providing that the member is aware of the obligation and has been given sufficient time to resolve it. The financial obligation may be either monetary or in the form of property. Suspension from Association Membership or Chapter Affiliation may also be declared because of unethical or un-sportsmanlike conduct that is deemed related to IGRA or Association events

### 2. RENEWAL OF MEMERBSHIP

Suspended members of the Association shall not be eligible for membership renewal.

### 3. CHAPTER

A Chapter may declare an affiliated member suspended from its rolls. A decision to suspend shall be made by the Chapter Board of Directors or by direction of the affiliated Chapter membership. Suspension shall be effective immediately. Upon suspension, the Chapter Secretary shall immediately:

- a. attempt to notify the affiliate member in writing, by certified mail to the member's last known address as shown in the membership records. The notification shall state that all chapter privileges have been suspended including but not limited to the right to vote at Chapter meetings until the reason for the suspension has been resolved.
- b. notify the State Membership Committee, in writing, of the suspension. This notification must state, the reason for the suspension and the action or the payment needed to resolve the problem and must be accompanied by copies of supporting documentation to be placed in the suspended members permanent file.
- c. notify the State President and the State Secretary of the suspension.

### 4..ASSOCIATION

The Association may declare any member suspended for the reasons stated above by a majority vote of the Executive Committee, or by a majority vote of the Board present at a regular or special meeting of the Board. Suspension shall be effective immediately. Upon suspension, the Secretary shall immediately:

- a. attempt to notify the member in writing, by certified mail to the member's last known address as shown in the membership records. The notification shall state that all membership privileges have been suspended including but not limited to the right to vote at membership meetings and the right to compete as a member in all I.G.R.A. (I.G.R.A. rule II,7A.) sanctioned events until the reason for the suspension has been resolved.
- b. notify the Membership Committee, in writing, of the suspension. This notification must state, the reason for the suspension and the action or the payment needed to resolve the problem and must be accompanied by copies of supporting documentation to be placed in the suspended member's permanent file. The Committee will ensure that the member's name is placed on the list of members suspended for cause and removed from all types of active membership list.
- c. notify all Chapter Secretaries and the IGRA Administrative Office, in writing, of the suspension .

### 5. RESOLUTION

When the problem causing the suspension is resolved, the Secretary shall immediately:

- a. attempt to notify the member, in writing, of the resolution of the problem and that all membership privileges have been reinstated.
- c. notify the State Executive Committee and all Chapter Secretaries, in writing, of the resolution.
- d. notify the Membership Committee, in writing, of the resolution. The Committee will ensure that the member's name is removed from the list of members suspended for cause and added to all appropriate active membership lists.
- d. notify IGRA Administrative Office.

### 6. APPEAL

A suspended member may submit an appeal to the Ethical Practices Review Committee (EPRC) within thirty (30) days of suspension. The EPRC shall meet and present all interested parties with a written decision within sixty (60) days of receipt of the appeal. The decision of the EPRC shall be final.

## **ARTICLE V. STATE MEMBERSHIP MEETINGS**

### SECTION 1. ANNUAL

The Annual Meeting of the Membership, also known as the Annual Convention, shall be held for the purpose of organization, election of Officers and Trustees, and the transaction of other business. The meeting shall be held on a weekend between January 1 and March 1. The time and place of the meeting shall be in the city of one of the Chapters as selected by the Board and in accordance with the Standing Rules. This meeting may be held outside of California with approval of a two third (2/3rd) vote of the Board. If the meeting is to be held outside of the state of California, a sixty (60) day notice is required. The President will serve as the presiding officer of the convention and the Secretary will serve as secretary.

## SECTION 2. SPECIAL

Special State Membership Meetings may be called for any purpose by:

- A majority of the Board, or
- Upon written request of at least twenty five percent (25%) of the members of the Association, or
- Chapters representing more than fifty percent of the potential vote of the meeting as defined in Section 3.2 of this Article.

Notice of a Special State Membership Meeting shall be given as directed in Section 6 of this Article. All business transacted at the meeting shall be confined to that stated in the notice and call for the meeting.

## SECTION 3. REPRESENTATION

### 1. MEMBERS' RIGHTS

All members of the Association may attend and participate in any State Membership Meeting. An attendance register shall be signed by all members attending a State Membership Meeting. The register must contain at a minimum, the members printed name, signature, membership number, and expiration date. Membership shall be validated from the official state membership records and included as a part of the meeting record.

### 2. CHAPTERS

Each active Chapter (those whose charters have not been suspended prior to the call to order) shall be accorded votes depending on the total number of affiliated members of that Chapter on April 1 with one vote being assigned for every member. Each Chapter shall designate a spokesperson to cast the votes for the Chapter. The spokesperson shall submit written credentials from the Chapter in order to be recognized.

### 3. NON AFFILIATED MEMBERS

A contingent of non affiliated members shall be accorded 1 vote for every member present who was listed as nonaffiliated on April 1. There may only be one contingent of non affiliated members recognized at a State Membership Meeting. The size of the contingent at the Call to Order of the meeting shall be used to determine the number of votes. The contingent shall select a spokesperson to cast its votes.

## SECTION 4. SUSPENDED CHAPTERS

A chapter whose charter has been suspended will be accorded no votes. In the event that a chapter's charter is suspended during the course of a State Membership Meeting:

- A. The newly suspended chapter will no longer be accorded votes.
- B. Members of that chapter will immediately be deemed to be nonaffiliated members.
- C. The number of votes accorded to the contingent of nonaffiliated members will be immediately recalculated to include all those present who were listed as nonaffiliated on April 1 as well as all those present who were shifted to nonaffiliated status because of the chapter charter suspension. If there has been no contingent of nonaffiliated members at the meeting one will be created with a number of votes equal to the number of those present who were shifted to nonaffiliated status because of the chapter charter suspension, and it will designate a spokesperson to cast its votes.

## SECTION 5. QUORUM AND USE OF PROXIES

Quorum for a State Membership Meeting shall be defined as more than fifty percent of the potential vote of the Chapters and nonaffiliated members as computed in Article V, Sections 3.2 and 3.3. Members and Chapters may not utilize proxies to vote.

## SECTION 6. VOTING

Voting shall be performed by a call of the roll of contingents represented at the meeting. The contingent vote shall be cast by the accredited spokesperson. Each contingent need not cast all of its votes as a unit, but may divide its votes as it desires.

## SECTION 7. NOTICE.

Notice of the annual or special meetings of the Membership shall be given to each member by mail to their last known address. Publication of this notice in the Membership Newsletter shall be considered to have met this requirement. The notice shall be postmarked at least thirty (30) days prior to the date of the proposed meeting unless otherwise stated within these by-laws. If a member has elected to receive electronic communication in lieu of paper communications then transmission of an e-mail or posting of notice of the meeting to the Association's website shall fulfill requirements for notification of meetings. Any such electronic notification must adhere to the same timelines as established for delivery of postal notification.

#### **SECTION 8. WAIVER BY ATTENDANCE**

Certified attendance by a Chapter or member at a meeting shall constitute waiver of notice of the meeting, except when the Chapter or member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made when the matter is brought to the floor.

#### **SECTION 9. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Association membership may be taken without a meeting by the following procedure.

1. The proposed action must be presented in writing to all Chapters by the Board by certified mail.
2. A notice that the proposed action will be voted on at a Chapter Meeting shall be sent to all members by mail to their last known address. Publication of this notice in the Membership Newsletter shall be considered to have met this requirement. The notice shall be postmarked at least 30 days prior to the date of the proposed meeting for all Chapters.
3. Each Chapter must present the proposed action at the publicized Chapter Meeting for discussion and vote.
4. Results of the Chapter vote shall be forwarded by certified mail to the Secretary within 45 days of the date on which the original proposed action was mailed to the Chapter. Failure to receive vote results from a Chapter shall be interpreted as an abstention. The number of votes that a Chapter may cast is as described in V.3.2.
5. Final results shall be announced by the Secretary to the Board and to each Chapter President within 10 days by phone or email and followed by letter and to the members by mail to their last known address, or by e-mail if the member has elected to receive electronic communications, within 45 days. Publication of the results in the Membership Newsletter shall be considered to have met the requirement for membership notification.
6. All other requirements for notice and passage of the measure as defined by these by-laws shall be in effect. Non affiliated members shall not be accorded a vote in this manner.

### **ARTICLE VI. CHAPTERS AND CLUBS**

#### **SECTION 1. DEFINITION**

1. A Chapter of the Association is a group of members to whom a Charter has been issued with the powers as delineated therein. A club is a group of members that has been recognized by the Association and is operating as a committee pursuant to provisions of these Bylaws and the Standing Rules.
2. The Board shall assign the Chapters and clubs a specific geographic area in cooperation with all the Chapter organizations. Chapters/Clubs will not conduct meetings, fundraisers, or any other type of events within another Chapter's/Club's specific geographic area without first receiving written approval from either that Chapter's Executive Committee or the Club's Chairperson.
3. The Annual Meeting of the Membership shall serve as a committee of the whole for the accreditation of Chapters.

#### **SECTION 2. POWERS**

Such Charter shall be prescribed by the Board and may be altered or revoked in accordance with the regulations established by the Board.

### SECTION 3. PURPOSE

The purpose of a Chapter of the Association shall be the same as stated in the Articles of Incorporation of the Association.

### SECTION. 4 ORGANIZATION

The Chapter shall incorporate as a not for profit corporation pursuant to the laws and regulations of the State of California and adopt Bylaws which shall not contravene the regulations and By-laws of the Association. Any chapter suspended by the State of California will not be eligible to host a GSGRA rodeo nor will it be seated at the Association's Annual Convention. Affiliated members of any such chapter not seated at the Annual Convention pursuant to this Section shall be classified as unaffiliated members for the purposes of the Annual Convention.

### SECTION 5. CHAPTER OFFICERS AND COMMITTEE CHAIRS

1. Each Chapter will elect a Board of Directors which will consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, to be known as the officers of the Chapter and to serve as the Executive Committee of the Chapter. These elections will take place at an annual meeting of members affiliated with that Chapter. All requirements set forth in these by-laws governing the election Directors of this Association shall apply to the election of Officers in the Chapters. Chapter Board positions must be filled by a member who has been affiliated with the Chapter for a minimum of six (6) months prior to the date of election.
2. With the exception of the offices of Secretary and Treasurer which may be held by the same person, no one person may hold two offices of a Chapter of the Association
3. A Chapter President or Treasurer may not hold the position of Rodeo Director within the same Chapter. A Vice President elected to office with the specific responsibilities of Rodeo Director may hold no other office within the Chapter.
4. The Chapter President will appoint, with the approval of the Chapter Executive Committee, all standing and special committee chairs.

### SECTION 6. NEW CHAPTERS.

1. Applications for Charter as a Chapter of the Association shall be submitted to the Secretary no less than 30 days prior to the Annual Convention.
2. An application for Charter shall contain:
  1. The signed request of at least 25 (twenty five) existing non-affiliated members in good standing that their membership be affiliated with the proposed Chapter upon formation.
  2. The name of the proposed Chapter.
  3. The name of the City or Metropolitan area which will serve as the focal, point for Chapter operations.
  4. The names and titles of the officers elected from among and by the signatories to the application.
  5. The proposed Bylaws for the proposed Chapter.
3. The membership Committee shall verify that the requirements of Section 6.2 of this Article have been satisfied and refer the application to Convention for approval at least 15 (fifteen) days prior to the Annual Convention.
4. In the event a Charter is denied by membership at Convention, any signatory to the application may, upon written request to the Secretary, receive a full refund of membership dues paid in the current year.
5. Upon acceptance of a Charter, all members that signed the application shall have their affiliations automatically converted to the new Chapter. The vote allocated to the Chapter for all State Membership meetings, including the current Annual Convention, shall be calculated as for all other Chapters.

### SECTION 7. REVOCATION AND SUSPENSION OF CHAPTER CHARTER

1. A chapter's charter will be deemed revoked on the date of dissolution of the Chapter Corporation or one (1) year from the date of suspension by the Association, whichever comes first, and without further action by the Association. A revoked charter may not be reinstated.

2 The Board with or without the recommendation of the Executive Committee, may suspend a chapter's charter. Some issues to be considered shall be:

- Membership affiliation is less than 25 members
- Inactivity.
- Failure to comply with Association Bylaws and /or Standing Rules
- Failure to comply with State/Federal regulations and laws.

3. Suspension of a chapter's charter shall be deemed effective upon vote by the Board. The Secretary shall attempt to notify the suspended chapter at their last known mailing address within thirty (30) days of the action.

3 A chapter whose charter is suspended may apply for reinstatement at any time within one (1) year of the date of suspension. A suspended charter may be reinstated by the Board at any regular or special meeting of the Board provided the application for reinstatement was received by the Secretary within one (1) year of the date of suspension.

4 Association members whose membership is affiliated with a suspended chapter will be notified by the Secretary that their membership affiliation has been changed to Non-Affiliated, and advised of the chapter charter suspension and the actions that will be required to have the suspension reversed.

## SECTION 8. LOANS TO CHAPTERS

1. Loans to Chapters may be made by decision of the Board. The terms of all loans shall be in writing and shall require the following.

- The purpose of the loan.
- The amount of the loan.
- The method of loan disbursement.
- A payment plan. The plan shall include, but shall not be limited to, payment due dates and amounts.

2. Any actions necessary to implement the terms of a loan shall reside with the Board.

3. Upon approval of this section, a payment plan shall be developed and approved by the Board for loans currently existing to Chapters which do not have a payment plan. Such plan shall be developed by the State Finance Committee and Chapter to be submitted at the next regularly scheduled meeting of the Board.

## SECTION 9. CLUB OPERATIONS

1. The purpose of a club is to facilitate growth of the Association in those areas of the state where there are not currently recognized chapters.

2. Clubs may be organized in any area of the State that is not within the geographic boundaries of an existing chapter/club.

3. Clubs may not have more than twenty-four (24) Association non affiliated members on their roster and must have at least five (5) Association non affiliated members on their roster. Only members of the Association may be listed on a Club's roster.

4. Clubs will operate as a special committee of the Board and operate pursuant to bylaws and standing rules governing committees.

5. Clubs must be authorized by the Board.

6. Clubs may not produce rodeos.

7. Clubs may not produce any event that is represented as an Association activity without prior approval of the Executive Committee.

8. Clubs may not be incorporated and shall not enter into any contracts.

9. Clubs will not have officers as they are operating as a committee of the Board.

10. Clubs may have logos, which will require approval of the Board.

11. For all official Association purposes, such as ascertaining quorums and vote allocations at meetings, all club members will be officially recorded as non affiliated members of the Association.

## ARTICLE VII. BOARD OF DIRECTORS

### SECTION 1. GENERAL

The Association shall be governed by the Board of Directors (herein known as the "Board") consisting of elected Officers, Counselors, the GSGRA Trustee to IGRA, and Chapter Representatives. Each member of the Board (herein known as "Director") will be entitled to one (1) vote, with the exception of Alternates.

## SECTION 2. POWERS OF DIRECTORS

### 1. GENERAL CORPORATE POWERS

Subject to the provisions of the California Non Profit Corporation Law and any limitations in the Articles of Incorporation and these By-laws relating to action required to be approved by the members, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

### 2. SPECIFIED POWERS

1. Select and remove all agents and employees of the Association and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and these Bylaws.
2. Designate any place within the State of California for the holding of any meeting or meetings.
3. Adopt, make, and use the corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificates.
4. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
5. Conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefor not inconsistent with laws or with the Articles of Incorporation or the Bylaws as they may deem best.
6. Manage in such manner as they may deem best all funds and property, real and personal, received and acquired by the Association; and to distribute, loan or dispense the same and/or income therefrom.
7. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.
8. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by two officers, one of whom shall be the Treasurer.
9. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

## SECTION 3. COMPOSITION

### 1. OFFICERS

Officers of the Association shall consist of a President, an Administrative Vice President, a Vice-President of Rodeo Operations, a Secretary, and a Treasurer. These Officers shall be elected at the Annual Convention for a term of one year. Officers of the Association may not hold a Chapter officer position if that position would cause a conflict of interest. With the exception of the offices of Secretary and Treasurer, which may be held by the same person, no one person may hold two offices of G.S.G.R.A. Inc. Duties of the officers shall be such as are usually imposed upon such officials of corporations and as are required by law, or as specified in these Bylaws, or by the Standing Rules, or such as may be assigned to them, respectively, from time to time, by the Board.

### 2. COUNSELOR

The original incorporators of the Association, Messrs. Alfred F. Bell, David P. Watkins, Patrick I. McGrath, Eddie L. Cline, and Dennis White shall be Counselors of the Association and permanent members of the Board with all the rights, privileges, powers and responsibilities thereof, and subject to all of the provisions of this Article in the same manner as regularly elected members of the Board. Counselors may not hold a position of State Officer or Chapter Representative on the Board. At no time shall the total number of Counselors consist of more than twenty percent (20%) of the Board.

### 3. CHAPTER REPRESENTATIVES

Each Chapter will elect three Chapter Representatives and two alternates from among the affiliated members of the Chapter. An Alternate may vote in place of one of the three regular Chapter

Representatives from the same Chapter in the event that the Representative cannot attend a meeting of Directors.

#### 4. GSGRA TRUSTEE TO IGRA

The GSGRA Trustee to IGRA shall be a voting member of the GSGRA Board of Directors during their term as trustee.

### SECTION 4. QUALIFICATIONS

All Director positions must be filled by a candidate who has been a Member of the Association for a minimum of one (1) continuous year immediately prior to the date of election. Chapter Representatives of new Chapters are exempt from this requirement.

### SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is defined as any person, relative, or domestic partner of a person being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable reimbursement expenses paid to a Director as Director.

### SECTION 6. ELECTION

#### 1. OFFICERS

Officers shall be elected at the Annual Convention. The President shall appoint a committee to select qualified candidates for election as Officers at least sixty (60) days before the date of any election of Officers at the annual or special meeting. The nominating committee shall make its report at least thirty (30) days before the date of the election and the Secretary shall forward to each member with the notice of the meeting the list of candidates nominated. Any certified contingent at the Annual Convention may place names in nomination from the floor providing the nominee is present to accept nomination or has submitted written acceptance to either the Secretary or chair of the Nominating Committee in advance of the meeting. Voting shall be performed by secret ballot as defined in the Standing Rules. The candidate receiving a majority of the available vote, (50% plus 1 vote), shall be elected. In the event that no candidate receives a majority of the vote, a runoff election will take place between the two candidates receiving the most votes. The runoff process will continue until one candidate receives a majority of the vote.

#### 2. COUNSELOR

The Board may nominate any member as a Counselor of the Association at any regular or special Board Meeting in which two thirds (2/3rd) of the Board is present. The nomination must be unanimous of those present. Election as a Counselor may only occur at the Annual Convention. Voting shall be performed by secret ballot of contingents represented at the meeting. The contingent vote shall be cast by the accredited spokesperson. Each contingent need not cast all of its votes as a single unit, but may divide its votes as it desires. A two third vote (2/3rd) is required to elect the candidate as a Counselor.

#### 3. CHAPTER REPRESENTATIVES

Chapter Representatives and alternates shall be elected by each Chapter at the regularly scheduled Chapter Meeting immediately preceding the Annual Convention. Voting shall be performed by secret ballot by members affiliated with that Chapter. To be eligible, candidates must be actively affiliated with the Chapter for a period of at least one year immediately prior to the election. This requirement shall be waived for new Chapters. The Alternates shall be considered a non-voting member of the Board and may be designated to vote for an absent Representative from the same affiliated chapter.

#### 4. GSGRA Trustee to IGRA

The GSGRA Trustee to IGRA shall be elected according to the procedures specified in Article XV.

### SECTION 7. TERM

#### 1. GENERAL

Each Director, including a Director elected to fill a vacancy, shall serve until expiration of the term for which elected and until a successor has been elected and qualified. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### 2. OFFICERS

Officers shall be elected for a term of one year. They shall be seated immediately following the Annual Convention at the Annual Board Meeting.

### 3. COUNSELOR

Counselors shall not require reelection and shall serve until resignation, removal, or death. A Counselors shall be seated immediately following their election.

### 4. CHAPTER REPRESENTATIVES

Chapter Representatives and Alternates shall be elected for a term of one year. They shall be seated immediately following the Annual Convention at the Annual Board Meeting.

### 5. GSGRA Trustee to IGRA

The directorship of the GSGRA Trustee to IGRA shall coincide with their term as Trustee.

## SECTION 8. VACANCIES

### 1. CAUSES

A vacancy in a Director's position shall be deemed to exist on the occurrence of the death, resignation, or removal of any Director.

### 2. RESIGNATION

Except as provided in this paragraph, any Director may resign. The resignation shall be effective upon receipt of written notice to the President, the Secretary, or the Board unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may fill the vacancy as directed in VII.8.4. to take office when the resignation becomes effective. A Director whose membership expires will be considered to have resigned. Changes in affiliation during the term of a Chapter Representative or Alternate shall immediately be considered a resignation from the Board. No Director that has resigned during a term of office may be re-elected to fill the same position during the same term. No Director may resign when the Board would then be left without a duly elected Director in charge of its affairs.

### 3. REMOVAL

At any time a Director may be removed from the Board by a two-third (2/3rd) vote of the total Board members by secret ballot at a regular or special meeting of the Board. Any such decision must be preceded by due process including, but not limited to, a review by the Ethical Practices Review Committee. Such removal from duty shall be effective immediately. Any motion to remove a Director must be acted on at the meeting of presentation. Persons removed from office in this manner may not be elected to another position on the Board for the remainder of the current term.

### 4. ELECTION DUE TO VACANCY

#### 1. OFFICERS

In the event of a vacancy, the Board may elect from the membership a person to fill the remaining term of an Officer at any regular or special meeting of the Board. The candidate shall be seated immediately while awaiting confirmation by the membership. Candidates elected to fill vacancies shall be submitted in writing to each Chapter for confirmation in accordance to V.8. unless the remaining term is ninety (90) days or less. A majority affirmation by the Chapters is required to confirm a candidate as an Officer.

#### 2. COUNSELOR

Counselor vacancies can only be filled in accordance to VII.6.2.

#### 3. CHAPTER REPRESENTATIVES

Vacancies in Chapter Representatives shall be filled by the elected Alternate Chapter Representative with the second Alternate moving up to first Alternate. The Chapter shall then elect a new second Alternate at any regular or special Chapter Meeting. Election of the new second Alternate shall occur as described in VII.6.3. If the position of an Alternate Chapter Representative is vacant, the Chapter shall elect the Alternate as described in VII.6.3.

#### 4. GSGRA Trustee to IGRA

A vacancy in the position of GSGRA Trustee to IGRA shall be filled according to the procedures specified in Article XV.

## **ARTICLE VIII. DIRECTOR'S MEETINGS**

### **SECTION 1. ANNUAL MEETING**

Immediately following the Annual Convention, the Board shall hold a regular meeting for the purpose of organization and the transaction of other business. Notice of this meeting shall not be required.

### **SECTION 2. OTHER REGULAR MEETINGS**

Other regular meetings of the Board shall be held at least quarterly.

### **SECTION 3. SPECIAL MEETINGS**

Special meetings of the Board may be called at any time by the President, any Vice-President, the Secretary, or by twenty five percent (25%) of the Directors.

### **SECTION 4. NOTICE OF MEETINGS**

Notice of regular meetings of the Board shall be given to each member by mail to their last known address. Publication of this notice in the Membership Newsletter shall be considered to have met this requirement. The notice shall be postmarked at least thirty (30) days prior to the date of the proposed meeting unless otherwise stated within these by-laws. If a member has elected to receive electronic communication in lieu of postal communications notice may be given by electronic mail or shall be deemed provided by posting notice of the meeting to the Association's website. Notice of special meetings of the Board shall be given each Director by one of the following methods: (a) by personal delivery or written notice (written notice can be internet e-mail provide the recipient acknowledges receipt); (b) by first class mail, postage paid; (c) by telephone, either directly to the director or to a person who would reasonably be expected to communicate such notice to the director; or (d) by telegram, charges paid. All such notices shall be given or sent to the director's address, e-mail address, or telephone number as shown in the records of the Association. Notices sent by first-class mail shall be deposited in a United States mail box at least ten (10) days before the time set for the meeting. Notices by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting. The notice shall state the time and place for the meeting; however, it need not specify the purpose of the meeting..

### **SECTION 5. QUORUM**

A majority of the authorized number of voting Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles of Incorporation or these Bylaws.

### **SECTION 6. ADJOURNMENT**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

### **SECTION 7. NOTICE OF ADJOURNED MEETINGS**

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given to Directors who were not present at the time of the adjournment.

### **SECTION 8. MEETINGS BY TELEPHONE**

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting. Telephone meetings shall require a five (5) day notice.

### **SECTION 9. WAIVER OF NOTICE**

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call or notice, if (a) a quorum is present, and (b)

either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of notice.

## **ARTICLE IX. COMMITTEES**

### **SECTION 1. COMMITTEES OF DIRECTORS**

#### **1. STANDING COMMITTEES OF DIRECTORS**

##### **1. EXECUTIVE COMMITTEE**

The Executive Committee of the Board shall consist of the Counselors, the GSGRA Trustee to IGRA, and the Association Officers.

##### **2. FINANCE COMMITTEE**

The Finance Committee of the Board shall consist of the Counselors, the GSGRA Trustee to IGRA, and the Association Officers.

##### **3. RODEO FINANCE COMMITTEE**

Rodeo Finance Committee shall be chaired by the Treasurer and shall consist of the Association Finance Committee and the Hosting Chapter President, Rodeo Director and Rodeo Treasurer.

#### **4. ETHICAL PRACTICES REVIEW COMMITTEE (EPRC)**

##### **1. CODE OF ETHICS**

The Bylaws, Standing Rules and Rodeo Rules of The International Gay Rodeo Association, G.S.G.R.A. Inc. and its Incorporated Chapters are hereby adopted by reference as part of the Code Of Ethics of the Association.

##### **2. PURPOSE**

The purpose of the EPRC is to resolve complaints and problems which may arise within the Association pertaining to the Code of Ethics and other unethical or un-sportsmanlike activities. It shall develop procedures and policies in an attempt to prevent future recurrences for presentation to the Board for approval when necessary. The committee shall have jurisdiction over all members of the Association, all Association sponsored events and all persons and entities under contract to the Association and/or its Chapters in matters of ethics and/or sportsmanship.

##### **3. CONSTITUTION**

The EPRC shall consist of one State Representative or Alternate Representative from each affiliated Chapter, selected by the State Representatives and Alternate Representatives affiliated to that Chapter and one Counselor, if any, selected by the Counselors. The Administrative Vice President shall chair the committee. In the event that the Administrative Vice President cannot attend a meeting or hearing of the committee, the Executive Committee shall designate an acting committee chair from among the Executive Committee members. The term shall coincide with the term of the Board. A member may be substituted only if the member is party to a complaint under review as determined by the committee, or if a member is unable to attend a specific meeting of the EPRC. If the substitution involves the Administrative Vice President, the Executive Committee shall designate a substitute chair from among the Executive Committee members; if the substitution involves a chapter's EPRC representative, that chapter's State Representatives and Alternate Representatives shall designate a substitute from among themselves. A quorum for any meeting of the EPRC shall be as required for meetings of the Board. A majority shall prevail in all decisions. The chair shall vote only in cases of a tie.

##### **4. PROCEDURE**

Any complaint regarding Association policy, members, or contract personnel may be presented to the EPRC. All complaints must be in writing, and must be submitted to the Chairperson of the EPRC, no later than thirty (30) days following the alleged incident(s). No complaint will be denied review if, in the opinion of the EPRC, it is deemed timely

due to extenuating circumstances. All persons involved in a complaint shall be notified of a hearing to resolve the matter and shall be given the opportunity to present their side of the situation within thirty (30) days of receipt of the complaint. The hearing shall be scheduled to occur before the next meeting of the Board. In special cases requiring that a matter be addressed in a short period of time, the Chair may conduct a hearing by posing questions and requesting responses in writing. These written questions and responses shall be distributed to all members of the committee. All correspondence of the committee shall be in writing and shall be distributed to all other members before any decisions are made. All questions and responses of persons involved as well as all correspondence of committee members shall become an official part of the hearing record. The committee shall report all complaints received and their resolution to the Board at the next Board meeting. As part of the report, the committee may submit recommendations for Board action. These recommendations may include, but are not limited to, policy changes, member discipline, or other actions to be taken with contract personnel

## 2. OTHER COMMITTEES OF DIRECTORS.

The board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors and/or officers, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution may:

- Take any final action on matters which, under the Non Profit Mutual Benefit Corporation Law of California, also requires members' approval;
- Fill vacancies on the board or in any committee of directors;
- Fix compensation of the directors for serving on the board or on any committee;
- Amend or repeal by-laws or adopt new by-laws;
- Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- Appoint any other committees of the Board or the members of these committees;
- Approve any transaction (1) to which the Association is a party and one or more directors have a material financial interest; or (2) between the Association and one or more of its directors or (3) between the Association or any entity in which one or more of the directors has a material financial interest.

## SECTION 2. OTHER COMMITTEES

1. The President, with the approval of the Board, shall appoint such committees as may be necessary or desirable to perform the functions of the Association. Committee members will serve for one (1) year terms. The terms will commence when appointed, and end at the board meeting held after the annual convention.

2. A committee shall consist of at least two persons.

## SECTION 3. STANDING COMMITTEES

The following committees will be standing committees and the Chairpersons and any applicable Vice Chairpersons and subcommittee chairs shall be appointed annually by the President

1. MEMBERSHIP COMMITTEE
2. BY-LAWS AND STANDING RULES COMMITTEE
3. MR/MS/MISS CONTEST COMMITTEE
4. STATE DANCE CONTEST COMMITTEE
5. BRANDING & COMMUNICATIONS
6. SPONSORSHIP
7. EDUCATION

The duties of all standing committees shall be as designated by the Board.

## SECTION 4 SPECIAL COMMITTEES

1. The President, with the approval of the Board, shall appoint such Special Committees as the Board shall deem advisable or appropriate.
2. The Chairpersons and Vice Chairpersons for all Special Committees shall be appointed by the President:

#### **SECTION 5. COMMITTEE OFFICERS AND REPORTS**

The Chair, or in the absence of the Chair, the Vice Chair, shall preside at meetings of the committee. The Chair shall make written reports on behalf of the committee to the Board and/or the members.

### **ARTICLE X. FISCAL YEAR AND OTHER REPORTS**

#### **SECTION 1. FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of January and end at midnight on the last day of December of each calendar year.

#### **SECTION 2. ANNUAL REPORT**

Not later than 120 days after the close of the Association's fiscal year, the Board shall cause an annual report to be made to the members. Such report shall contain the following information:

1. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
  2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
  3. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year; and,
  4. The expenses and/or disbursements of the Association, for both general and restricted purposes during the fiscal year.
5. The report required herein shall be accompanied by a Certification by the Treasurer of the Association that the report was prepared without audit from the books and records of the Association.

#### **SECTION 3. MONTHLY REPORTS**

1. The Board shall cause a monthly report to be made to the members within forty-five (45) days of month-end. Such report shall contain the following information:

- The assets and liabilities, including the trust funds, of the Association at the beginning and end of the month of the report;
- The principal changes in assets and liabilities, including trust funds, during the month of the report;
- The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the month of the report; and,
- The expenses and/or disbursements of the Association for both general and restricted purposes during the month of the report.

#### **SECTION 4: PUBLICATION OF REPORTS**

The reports required herein shall be sent to all members through either mail or electronic mail within the prescribed time frame. Publication of the report in the membership newsletter shall be considered to have met this requirement.

#### **SECTION 5. CHAPTER REPORTING**

The reports required of the Board of this Association in ARTICLE X.2. and ARTICLE X.3. are required similarly of the Officers of all Chapter Associations excepting that the reports need not be mailed to members. The reports will be filed with the Board of this Association within the specified time frame and will be available to Affiliated Members of the Chapter upon request. Chapters are required to file, on a monthly basis, copies of minutes of the chapter and executive board meetings, as well as copies of the chapter's Treasurer's report. Chapters are also required to maintain a current copy of their bylaws, standing rules, and articles of incorporation on file with the Association's Secretary. Failure to file these documents with the Secretary within thirty (30) days of adoption and/or approval shall result in an assessment against the chapter of \$50.00 for each document.

## **ARTICLE XI. BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or the member's agent or attorney for any proper purpose at any reasonable time. The membership list, however, shall at all times be held confidential, and shall not be made available to any member, except to the extent stated above, or to third parties.

## **ARTICLE XII. AMENDMENTS**

### **SECTION 1. METHOD**

These Bylaws may be amended or repealed, or new Bylaws may be made and adopted:

- At any annual or special meeting of the membership called for that purpose.
- By the vote of at least two thirds (2/3) of the available vote at any annual or special meeting of the members where a quorum exists.
- By a vote of two third (2/3rd) of the Board at a regular meeting, or special meeting of the Board called for that purpose.

### **SECTION 2. RATIFICATION.**

By-laws adopted by a two third (2/3rd) vote of the Board shall be ratified by the members at the next annual or special meeting, or as otherwise provided in these by-laws.

## **ARTICLE XIII. STANDING RULES**

The Association shall have the power to adopt, and from time to time amend, such rules pertaining to the purposes, activities, and affairs of the Association as it deems necessary and desirable, provided that such rules and regulations do not conflict with any provisions of law, or the bylaws of the Association. Such rules and regulations shall be known and designated as the Standing Rules of the Association. The Standing Rules may be modified by the Membership at the Annual Convention or the Board at any Board Meeting by a vote of two third (2/3rd) of the Directors present. Modifications may be proposed and approved at the same meeting.

## **ARTICLE XIV. PERSONAL LIABILITY OF MEMBERS**

No member of the Association shall be personally liable to its creditors or for any indebtedness of liability. Any and all creditors shall look only to the assets of the Association for liability claims.

## **ARTICLE XV. THE INTERNATIONAL GAY RODEO ASSOCIATION**

G.S.G.R.A. Inc., as an entity, is a member of The International Gay Rodeo Association (I.G.R.A.). The By-laws, Standing Rules and Rodeo Rules of I.G.R.A., which may be amended from time to time by the membership of that organization, are hereby adopted by reference.

### **SECTION 1. GSGRA TRUSTEE TO IGRA**

The GSGRA Trustee to the IGRA shall be elected at the Annual Convention. Voting shall be by secret ballot of contingents represented at the meeting. The vote shall be cast by the accredited spokesperson. Each contingent need not cast all of its votes for a single candidate, but may divide its votes as it desires. The candidate receiving a majority of the vote shall be elected. In the event that no candidate receives a majority of the vote, a runoff election will take place between the two candidates receiving the most votes. The runoff process will continue until one candidate receives a majority of the vote. The term of the GSGRA Trustee to the IGRA shall be in accordance with the IGRA bylaws. In the event of a vacancy, the Board may elect from the membership by majority vote of Directors present a person to fill the remaining

term at any regular or special meeting of the Board. The person elected shall be seated immediately. The GSGRA Trustee to the IGRA must be and remain a member in good standing in the Association for the period of their term.

#### **SECTION 2. GSGRA. DELEGATES TO IGRA.**

The Association sends Delegates and Alternates to attend the Annual IGRA Convention. These Delegates and Alternates must be selected by vote of the Board pursuant to procedures outlined in the Standing Rules. The Bylaws and Standing Rules of the IGRA will determine the maximum number of Delegates and Alternates to be elected.

### **ARTICLE XVI. GSGRA SPONSORED RODEOS**

#### **SECTION 1. SPONSORSHIP**

1. All Association rodeos whether or not sanctioned by the IGRA shall be sponsored and controlled by the Board.
2. Beginning in 2003, each chapter holding a rodeo shall cause a GSGRA logo (either the “ribbon” or “flag” logo) to appear in all advertising and promotional material related to that rodeo, except business card size. Any chapter not using a GSGRA logo on all advertising and promotional material for its rodeo shall pay a fine of \$100 within 30 days of the rodeo’s completion, to be deposited to the GSGRA general fund.

#### **SECTION 2. BUDGETING AND FINANCIAL MANAGEMENT**

The Rodeo Finance Committee shall have full responsibility for the budgeting and financial management of the proposed rodeo. The committee shall meet, either in person or by telephone, as deemed necessary by the Committee Chair or within 3 days of the request of any two members of the committee.

#### **SECTION 3. HOSTING**

Recognized chapter organizations may bid to host an I.G.R.A. sanctioned Association rodeo. Proposed rodeo dates for forthcoming I.G.R.A. rodeo years will be voted upon by the membership.

#### **SECTION 4. BID REQUIREMENTS**

1. All bids by Chapters to host an Association rodeo shall contain the statement that the Chapter commits to and agrees to abide by all the provisions of these Bylaws and the Standing Rules as they relate to the preparation for and production of the proposed rodeo.
2. No member of the Association may financially obligate or commit this organization or a Chapter, in relation to a proposed rodeo, prior to meeting the requirements of XVI.5. and XVI.6.
3. A sanctioning fee of \$500.00, payable to G. S. G. R. A., Inc., must be paid during the chapter’s bid procedure and is required. These sanctioning fees will be used to contribute to the Reserve Trust Fund or as directed by the Board.

#### **SECTION 5. BID PROCEDURE**

On or before a date six months prior to the dates for the proposed rodeo the Applicant Chapter shall submit the following to the Board for approval:

1. Certification that the Chapter organization has a minimum of \$7,000.00 (Seven Thousand Dollars) in a bank account reserved specifically for rodeo operation and production expenses.
2. Detailed disclosure of all chapters debts and liabilities and associated repayment plans.
3. The name of a qualified Rodeo Director/Rodeo Committee Chair for the proposed rodeo
4. A comprehensive budget for the proposed rodeo, including the previous year’s budget, where applicable, for purposes of comparison.
5. Payment in full of any outstanding assessments, as described in Article X, Section 5, against the chapter by the Association.
6. Other requirements which the Board may deem necessary and include in the Standing Rules.

#### **SECTION 6. BID APPROVAL**

1. The Board shall approve all bids to host rodeos.

2. Prior to presentation to the Board the State Finance Committee shall review items 1, 2, and 4 from Section 5 of this Article to resolve any potential problems. The Committee shall then present its recommendations for approval to the Board.
3. Approval of the bid shall require two third (2/3rd) of the Directors present at a regular or special meeting of the Board on or before a date eight (8) months prior to the proposed rodeo.
4. If extenuating circumstances exist, The Board may extend the deadline for complying to a bid submission by a two third (2/3 rd) vote of the Board at a regular or special meeting of the Board.

#### **SECTION 7. PRE RODEO PRODUCTION FAILURE**

The Board, by a two third (2/3rd) vote of the Directors present at a regular or special meeting of the Board may:

- Assume control over all aspects, activities, and decisions relating to the Rodeo,
- Require that the Rodeo be rescheduled to a different date, or
- Declare the proposed Rodeo cancelled and require that all and any activity related to the Rodeo cease immediately.

#### **SECTION 8. RESERVE TRUST FUND**

1. No later than 30 days following the completion of an approved rodeo the producing Chapter shall contribute an amount equal to \$0.25 (twenty-five cents) per rodeo performance ticket sold over 1000 (one-thousand) tickets to the Reserve Trust Fund maintained by the Association.
2. Funds from this trust fund may be used only in the event of the financial shortfall of an Association approved rodeo.
3. The funds may be distributed either as a grant or a loan as determined by the Board.

### **ARTICLE XVII. NONPARTISAN ACTIVITIES**

This Association has been formed under the California non-profit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation, and it shall be non-profit and non-partisan. No substantial part of the activities of the Association shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Association shall not substantially participate or intervene in any political campaigning on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on:

- By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law or
- by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

The Association shall not, except in an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the stated purposes of the Association.

### **ARTICLE XVIII. DEDICATION OF ASSETS**

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains dividends or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with the corporation's philosophy, provided that the corporation continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501(c)(3).

## **ARTICLE XIX. PROCEDURAL STANDARDS**

Roberts Rules of Order, newly revised, will serve as the procedural standards and guidelines for issues not specifically addressed by these Bylaws.

## **ARTICLE XX. DISSOLUTION**

In the event of dissolution of this Association, voluntary or involuntary, or otherwise, then all of the property and assets of this Association shall go to one or more non-profit corporations whose purposes are similar to that of this Association. The assets and property so transferred shall be used solely and exclusively for charitable purposes. In the event of dissolution, no portion of the assets or property or funds of this Association shall ever be distributed to any of the officers, directors, or members of the Association.

## **ARTICLE XXI. SEVERABILITY OF PROVISIONS**

The invalidation of any provision of these bylaws shall not be deemed to invalidate, negate, or detract from the enforceability of any other provision herein stated.

## **ARTICLE XXII. INSIGNIA, LOGO, ACRONYM, NAME**

Any Association member, outside organization, or individual which uses any Association logo, the GSGRA acronym, and/or the name Golden State Gay Rodeo Association in connection with any event without the permission of the Association may be investigated by the Association and if necessary referred to the EPRC for action or prosecuted to the fullest extent of the law.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of G.S.G.R.A., Inc., a California Non Profit Corporation, and the above Bylaws are the Bylaws of this Corporation as adopted at a meeting of the Board held on August 16, 2003.

Secretary

Dated: December 18, 1984.  
Amended March 31, 1985.  
Amended January 17, 1987.  
Amended April 11, 1987.  
Amended May 13, 1989.  
Amended May 5, 1990.  
Amended May 5, 1991.  
Amended June 14, 1992.  
Amended May 1, 1993.  
Amended May 7, 1994  
Amended April 22, 1995  
Amended May 4, 1996  
Amended July 26, 1997  
Amended May 10, 1998  
Amended May 8, 1999  
Amended June 10, 2000.  
Amended June 30, 2002  
Amended February 8, 2003  
Amended May 3, 2003

## HISTORY OF MODIFICATIONS

930200 11/20/93

VII.3.2 Removed paragraph relating to election of Trustees which conflicted with VII.6.2.

940100 05/07/94

IV.3 Included a reference to Section 1.11.

IV.4.3 Added ~break in membership" requirements to voting qualifications.

IV.7 Moved Standing Rule 4.3 items 1 through 5 referring to membership suspension into the by-laws.

VI.2.1 Changed affiliation requirements for Chapter Officers from 1 year to 6 months.

IX.1.1.4 Redefined composition, purpose, and procedures for the E.P.R.C..

XVI.2 Added the hosting Chapter president and rodeo treasurer as responsible parties for budgeting and financial management of G.S.G.R.A. rodeos.

XVI.3 Allowed bids to be presented for multiple years.

XVI.5.2 Changed "debt free" to exclude debits and liabilities declared to G.S.G.R.A.

XVI.7.2 Removed the ability of the board to use the reserve trust fund for the purchase of event failure insurance.

XVI.7.3 Addition to allow the reserve trust fund to be distributed as either a grant or a loan.

950100 04/22/95 IV.6 Redefined two third vote to designate Directors present.

IV.7.3 Define that a majority vote is of Directors present and may occur at any regular or special meeting of the Board.

V.1 Allows the Annual meeting to occur outside of the state of California and the notice necessary.

V.2 Redefines section identifications.

VI.6.3 Redefines section identifications.

VI.7 Identifies procedure to revoke a Chapter's Charter.

VI.8 Provides for financial loans to Chapters.

VII.3 Changes the current Vice President to an Administrative Vice President and adds a Vice President of Rodeo Operations.

VII.6.3 Clarifies a majority vote as votes cast.

VIII.2 Requires regular Director meetings to be held at least quarterly.

VII.3 Changes "Vice-President" to "any Vice-President" and "any two of the Directors" to " 25 % of the Directors" to call a special meeting of the Board.

VII.4 Requires a notice for any regular meeting of the Board.

IX.1.4.3 Places the E.P.R.C. under the chair of the Administrative Vice President.

IX.1.4.4 Provides for special case procedures for resolving matters before the committee due to limited time.

IX.3 Renames the "Rodeo Operations" committee to the "Rodeo Management and Resources" committee.

XIII Redefined two third vote to designate Directors present.

XV Redefined a majority vote to designate Directors present.

XVI.2 Redefined the constitution of the Rodeo Finance Committee and its responsibilities. Moves old XVI. 10 pertaining to meeting requirements into this section

XVI.4 Moved paragraph from XVI.3 to paragraph 2 of this section.

XVI.5 Requires submission of bid to the Board for approval. Provides for other bid requirements to be added through the Standing Rules.

XVI.6 Completely redefines the procedure for bid approval.

XVI.7 Adds a new section relating to Pre Rodeo Production Failure.

XVI.8 Reserve Trust Fund Contribution renamed from XVI.9

XVI.8 Removed Rodeo Director Responsibilities to Standing Rule 16.3.

960100 05/04/96

XVI 5.1 Increase \$5000 minimum to \$7000 minimum for rodeo bid procedure.

970100 02/08/97 Yearly Version Update. No changes.

970101 07/26/97 III.1 Editorial Clean-up.

VI.2 Membership Application inclusion in Standing Rules Attachments.

IV.1.1 Define legal age requirements

IV.1.4 Add investigation disclaimer

IV.1.10 Add G. S. G. R. A. Trustee to I. G. R. A.

IV.2.2 Define Family Memberships

IV.2.3 Add CORPORATE

IV.4.2 Define newsletters to Individual and Family Memberships  
IV.4.3 Add "affiliated with a chapter"  
IV.4.4 Define member age requirements and event participation exclusions  
IV.5.3 Define "Voluntary" affiliation change  
IV.7.1 Membership Suspension until restitution  
IV.7.3.d Notifying I. G. R. A.  
V.1 Annual Convention location clarification  
V.2 Chapter representation & voting  
V.3 Non-Affiliated voting  
V.4 Proxy vote clarification  
V.6 Membership meeting notice  
V.8.4 Action without meeting notification time period change  
VI.1.2 Removal of geographic area restrictions  
VI.3 Clarify "State" Board.  
VI.5 Change Association to G. S. G. R. A.  
VI.6.2 Change from letter to number application requirements  
VI.6.3 Clarify State Membership Committee  
VI.7 Change Suspension to separate section  
VI.8 Add reinstatement of chapter charter & renumber all following sections in the article  
VI.8.1 Number instead of bullet requirements and define payment plan developers  
VI.8.2 Clarify "State" Board  
VII Clarify "State" Board  
VII.3.2 Change Trustee to Counselor and make changes in all other references throughout by-laws  
VII.6.1 Defining Nomination Committee time frames, change "certified contingent" to "member", & clarify majority vote and tie procedures  
VII.6.3 Eliminate one year requirement for Chapter Representative, add availability for 2 chapter Representative Alternates  
VII.7.2 Add "approximately" to term office  
VII.7.4 Add "approximately" to term office  
VII.8.4.1 Clarify "State" Board of Directors. Remove immediate seating and membership approval  
VII.8.4.2 Trustee vacancies  
VIII.4 Change meeting notice time and add e-mail as notice type  
IX.1.4 Clarify "committee" members  
XV Clarify Majority vote and tie procedures  
XVI.4.3 Add paragraph 3 re: hosting / bidding chapter responsibilities  
XVI.2 Change "Rodeo Director" to "Event Director"  
XVI.5.3 Change "Rodeo Director" to "Event Director".

980100 05/10/98

VII.6.1 Defined secret ballot voting for Officers.  
VII.3.1 Changed Chapter & State dual officer positions from non-acceptable to conflict of interest.  
VX.1 Added number to Section 1. For Trustee  
VX.2 Add new section 2 for I. G. R. A. Delegates

990100 05/08/99

VII.3.2 Editorial change Trustee to Counselor  
VII.6.2 Editorial change Trustee to Counselor  
VII.7.3 Editorial change Trustee to Counselor  
VII.8.4.2 Editorial change Trustee to Counselor  
XVI.4.3 New Section covering Sanctioning fee and requirements  
XVI.8.1 Added statement "for 1999 season."  
XVI.8.2 Added new section for Calculation of seat tax for rodeo season 2000 and beyond.

99.01.01 01/17/00

V.2 Corrected wording to 97.01.01 changes lost.  
V.3 Corrected wording to 97.01.01 changes lost.  
V.4 Corrected wording to 97.01.01 changes lost.

00.01.0 06/10/00

00.02.0 XVI.8.1 Removed outdated 1999 Trust fund calculations.

2002 06 30

The following represent amendments made between June 2000 and June 2002.

Article V, Section 3. Revise representation rules and address chapter charter suspension

Article IV, Section 1. Clarify acceptance date of membership applications.

Editorial changes to correct spelling of counselor and replace "Trustee" with "Counselor" where appropriate.

Article XXII. Insignia, Logo, Acronym, Name

Article IX. Section 1. Revised EPRC

Article XVI. Sec 1 Added requirements to rodeos

Article VII. Added GSGRA Trustee to IGRA to Executive Board

Article IX. Added GSGRA Trustee to Executive and Finance Committees

Article IX Added a Counselor to EPRC

2003 02 08

Article VI. Section 6. Reduced application period from 45 to 30 days. Reduced verification notice from 30 days to 15 days. Changed submission of applications from State Board to State Secretary.

2003 05 03

Editorial throughout – Removed references to "executive" for GSGRA offices

Editorial throughout – Replaced "fee" with "dues"

Editorial throughout – Replaced "tag" with "badge"

Editorial throughout – Corrected spelling of "Counselor"

Editorial throughout – Clarified term for annual meeting of members.

Editorial throughout – Clarified name of "executive committee"

Editorial throughout – Clarified usage of terms "Association", "State" and "GSGRA"

Editorial throughout – Replaced term "ad hoc" with "special" when used to describe committees.

Article IV. Section 1. Paragraph 1. Specified that applications be submitted to authorized members.

Article IV. Section 1. Paragraph 3. Deleted.

Article IV. Section 1. Paragraph 3. Moved from Section 5.

Article IV. Section 1. Paragraph 4. Expanded requirements for processing application.

Article IV. Section 1. Paragraph 5. Added.

Article IV. Section 1. Paragraph 6. Clarified definition of "active member".

Article IV. Section 1. Paragraph 11. Replaced "Chapter Membership Chair" with "authorized official".

Article IV. Section 3. Deleted – reordered all following paragraphs.

Article IV. Section 6. Paragraph 1. Clarified grounds for suspension

Article IV. Section 6. Paragraph 2. Moved from text of paragraph 1.

Article IV. Section 6. Paragraph 4. Clarified procedures for suspension.

Article IV. Section 6. Paragraph 5. Clarified procedures for resolving suspension.

Article V. Section 5. Clarified voting procedure.

Article VI. Throughout – Added information for Clubs.

Article VI. Section 7. Clarified procedures for suspension of chapters.

Article VII. Section 6. Paragraph 3. Clarified procedures for election of board representatives.

Article VIII. Section 4. Allows electronic communication formats for official notices.

Article IX. Deleted paragraphs authorizing standing committees for; nominations, fundraising/public relations, newsletters, rodeo management & resources. Added paragraphs authorizing standing committees for branding & communications

Article X. Clarified time table for monthly financial reports to the board and publication of the reports to the membership.

Article X. Section 5. Clarified monthly report requirements by chapters and enacted a penalty fee for tardy reports.

Article XII. Clarified procedures for amending bylaws.

Article XVI. Section 5. Reduced bid deadline from nine to eight months, expanded documentation requirements, and eliminated requirement that a hosting chapter be debt-free.

2004 05 01

Article XVI. Section 5. Changed bid deadline from 8 months to 6 months.

2005 04 03

Article IV. Section 1. Replaced short name GSGRA with short name "the Association." Changed submission requirements to allow any chapter officer and the designated IGRA alternate trustee to accept applications.

Article V. Section 1. Change annual meeting dates to the period of January 1 to March 1. Deleted redundant notice requirement.

Article X. Section 1. Changed fiscal year to calendar year.