

**BYLAWS
OF THE
MILITARY RODEO COWBOYS ASSOCIATION**

1) Definitions:

- a) **Active Duty** – personnel currently serving in a component of the military (ie. Army, Air Force, Navy, Marines, Coast Guard etc.)
- b) **Association** – the Military Rodeo Cowboys Association
- c) **Contestant Board of Directors (CBD)** – personnel elected by the membership of the association to represent them in dealing with competition rules
- d) **Executive Board of Directors (EBD)**– the governing body of the association
- e) **Military Rodeo Cowboys Association (MRCA)** – the association governed by these bylaws
- f) **Reserve** - personnel currently serving in a reserve component of the military (ie. Army, Air Force, Navy, Marines, Coast Guard etc.)
- g) **Rodeo Secretary(ies)** – the individual at each rodeo responsible for taking entries, recording results and managing the administration of the rodeo
- h) **Rules** – rules of competition as established by the MRCA
- i) **Sponsor(s)** – those entities that provide funding or in-kind services for the association
- j) **Stock Contractor(s)** – those entities that provide rodeo livestock for events

2) MEMBERSHIP RULES AND DUES:

a) **Individual Membership:**

- i) Membership is open to current active duty, guard, reserve, honorably discharged veterans or retired from military service. Dependents are not eligible;
- ii) Active duty and Reserve must present a copy of Leave and Earnings Statement (LES) as proof of eligibility;
- iii) Honorably discharged veterans must present a DD214 or Guard equivalent as evidence of service;
- iv) This member may compete in any sanctioned event
- v) This member is allowed one vote on selecting event directors to the Contestant Board of Directors;
- vi) Dues for this membership will be set by the Executive Board of Directors

b) **Membership Rules**

- i) Membership dues are set by the Executive Board of Directors and can be changed at any time following a vote of the EBD for the following competition season.
- ii) Membership applications and supporting documentation as described in the current rule book must be submitted for vetting at least 14 days prior to any rodeo entry.
- iii) Dues will be paid before the contestant competes in order for points to count.

- iv) All membership dues shall be paid via electronic payment mechanism approved by the Executive Board of Directors with access to payment mechanism provided on the MRCA website.
- v) Members who have their membership revoked or those who resign or withdraw their membership will not receive their dues back
- vi) Members who resign or memberships that are revoked or canceled during the current year will not be permitted to rejoin the association until the following year after review and approval of their reinstatement request by the Executive Board of Directors.
- vii) All MRCA Members shall read and know the Rules and By-Laws of the Association
- viii) Failure to know the Rules will not be accepted as an excuse

3) GENERAL MEMBERSHIP MEETINGS

- a) General membership meetings will be held prior to the start of the World Finals Rodeo (WFR) to provide safety and performance information specific to the WFR
- b) Notice of the general membership meetings will be posted on the MRCA webpage and/or sent to membership via mail/email at least 14 calendar days prior to the meeting
- c) Dress code as described in the rodeo rule book established by the Executive Board of Directors will be enforced at all official meetings
- d) Alcoholic beverages are prohibited during all official meetings of any board or committee of the association

4) BYLAW AND GENERAL RULE CHANGES

- a) Amendments to the By-Laws and Certificate of Formation are accomplished as follows:
 - i) The By-Laws and Certificate of Formation may be amended by a motion being proposed by a member or the Executive Board of Directors, seconded and submitted to the Executive Board of Directors either verbally during official meetings or via written submission in other circumstances
 - ii) The President may call a vote, and the Secretary will execute the vote at an appropriate time via an appropriate manner
- b) General Competition Rule changes:
 - i) Rule changes may be presented by any member of the association through his or her Event/Circuit Director to the Contestant Board
 - ii) Contestant Board will discuss proposed changes to ensure that new change is beneficial for entire association.
 - iii) The President of the Contestant Board can call for a vote if a Quorum (at least 50% plus 1 of the members) exist and the secretary will initiate this vote and manage the vote count.
 - iv) If vote is approved, the result will be communicated to the Director of Rodeo Administration for inclusion in next Executive Board of Directors meeting.
 - (1) The Executive Board of Directors will discuss and vote on amending the rule book to incorporate the change

- (a) If approved, the change will be included in the following year's rule book except that urgent safety measures affecting contestants or livestock may be implemented immediately upon approval
- (b) If disapproved, the Director of Rodeo Administration will communicate the result to the Contestant Board

5) FISCAL YEAR

- a) The fiscal year of the Military Rodeo Cowboys Association shall be January 1 through 31 December of each calendar year.

6) OFFICERS AND EXECUTIVE BOARD OF DIRECTORS

a) EXECUTIVE BOARD OF DIRECTORS:

- i) The Executive Board of Directors shall have supervision over the business and all affairs of the MRCA with the power to legally bind contracts, make, adopt, alter or amend the bylaws and rules thereof. Members of the Executive Board of Directors shall be members in good standing according to the membership requirements of the association. Board members must conduct themselves with integrity at all times and set the example for the membership.
- ii) The Executive Board of Directors will consist of the President, Vice President, Director of Rodeo Administration, Membership and Communications Director, and three (3) Members at Large. The Executive Board of Directors reserves the right to add/decrease the number of board members as needed by vote of the board
- iii) Executive Board of Directors members term of office shall be perpetual until a board member resigns or is removed for cause under procedures below
- iv) In the event of a vacancy on the Executive Board of Directors, the board members will form a search committee to identify a qualified candidate to fill the available position and said candidate shall be approved by a vote of 75% of the Executive Board of Directors
- v) At all meetings of the Executive Board of Directors, 50% plus 1 of the Directors shall be required to constitute a quorum to conduct official business
 - (1) Board members may be removed at any time by vote of no confidence by 75% vote of the Executive Board of Directors

b) PRESIDENT:

- i) The President is a voting member of the Executive Board of Directors and shall preside at all meetings of the Executive Board of Directors
- ii) The President, assisted by the Treasurer shall submit in December of each calendar year a budget for the following fiscal year to the Board of Directors for approval

c) VICE-PRESIDENT:

- i) The Vice-President is a voting member of the Executive Board of Directors and shall assist the President as needed and assume all duties of the President in his/her absence

d) **TREASURER:**

- i) The role of Treasurer will be performed by a Certified Public Accountant (CPA) firm selected by vote of the Executive Board of Directors.
- ii) The Treasurer is **not** a voting member of the Board but is appointed by the Executive Board of Directors
- iii) The Treasurer will receive all funds and manage the finances of the association
- iv) The Treasurer will receive and maintain a copy of the approved yearly budget of the association and provide quarterly budget updates to the Executive Board of Directors that include, but is not limited to, monthly receipts and expenditures, balance of funds, both allocated and non-allocated
- v) Expend funds only when clearly authorized (**requires two signatures as approved by the EBD or e-mail correspondence**) and when receipts for expenditures are attached
- vi) Establish a signature authority with the bank that includes the EBD President, Vice President and Director of Rodeo Administration names only
- vii) Disburse all monies as the Executive Board of Directors may direct

e) **Director of Rodeo Administration:**

- i) The Director of Rodeo Administration (DRA) is a voting member of the MRCA Executive Board of Directors and acts as the Operations Officer for the association and fulfills the role of Secretary of the Association. This position will interact with other members of the EBD, Contestant Boards, Sponsors, Stock Contractors, Rodeo Committees, Rodeo Secretaries and others to ensure all administration functions related to business and competition for the association are completed and contests are conducted according to current rule book. Due to the nature of this position, it is anticipated that the DRA will need to be on site at as many rodeos as possible to ensure contests are conducted fairly according to the current rule book. Full duty description for this function will be developed and approved by the Executive Board of Directors.
- ii) During meetings of the Executive Board of Directors
 - (1) announce the business before the board in its proper order;
 - (2) to decide if the questions brought before the board preserve order and decorum;
 - (3) Record all proceedings of the board

f) **Membership and Communications Director:**

- i) The Membership and Communications Director is a voting member of the MRCA Executive Board of Directors. This position will interact with other members of the EBD, Director of Rodeo Administration, Rodeo Secretaries and others to ensure all incoming members are properly vetted, meet all requirements to be in good standing and have the information about the association as designated by the rule book and Executive Board of Directors. Full duty description for this function will be developed and approved by the Executive Board of Directors.

g) **Members At Large**

- i) Members at Large are positions on the Executive Board of Directors without specific duty titles
- ii) Members at Large are voting members of the Executive Board of Directors
- iii) Members at Large will perform all duties as required to assist the board in execution of all official business as needed.
- iv) There will be three (3) of these positions on the board however the number may change as needed by vote of the Executive Board of Directors

h) Executive Committee (EC):

- i) The EC is 3 members of the EBD responsible for the day to day operation of the association and will execute all duties as requested by the full Executive Board of Directors
- ii) The EC consist of the following:
 - (1) President
 - (2) Director of Rodeo Administration
 - (3) Membership and Communications Director

7) Circuit Directors:

- a) Circuit Directors may be appointed as necessary by the Executive Board of Directors to conduct business as directed by the Executive Board of Directors to promote and organize military rodeos within a specific geographic area.
- b) Circuit Directors will participate as voting members of the Contestant Board

8) Contestant Board:

- a) The Contestant Board will be the voice of the contestants through the Director of Rodeo Administration to the Executive Board of Directors regarding rules and conduct of rodeo competition.
- b) The Contestant Board will include:
 - i) Director of Rodeo Administration (non-voting member)
 - ii) Circuit Directors
 - iii) Event Directors for each recognized rodeo event
 - (1) Event Directors are selected by vote of the competitors within their event
 - iv) Contract Act Representative
 - (1) Selected by vote of the contract acts
- c) Members of the Contestant Board will meet prior to the Fiscal Year to elect a Contestant Board President, Vice President and Secretary and Sgt At Arms
- d) Elected positions for the Contestant Board have a two (2) year term without limit to number of terms
- e) The elected officers will be responsible for conducting meetings and documenting outcomes for the Contestant Board
- f) The Director of Rodeo Administration may take part in Contestant Board meetings and shall convey any and all requests/recommendations on behalf of the Contestant Board to the Executive Board of Directors

- g) Contestant Board meetings require a quorum of 50% of the board members to conduct official meeting
- h) Motions for action must be seconded and approved by majority vote of the board members present at a meeting

9) FINANCIAL LIABILITY

- a) No member, officer, director, employee, agent, or attorney shall be personally responsible or liable for any debts, cost or judgments imposed upon or against or incurred by the MRCA
- b) The MRCA may carry insurance coverage for each rodeo or event conducted under the MRCA name.

10) BOOKS AND RECORDS

- a) The organization shall:
 - i) Keep correct and complete books and records of accounts
 - ii) Shall keep minutes of the proceedings of its members, Board of Directors, and Committees having and exercising any of the authority of the Board of Directors
 - iii) Shall keep at the principal office of record the name's, and addresses of the members entitled to vote.
 - iv) All books and records of the organization may be inspected by any member or their agent or attorney for any proper purpose at any reasonable time.
 - v) Financial books will be audited annually.

11) INDEMNIFICATION

- a) No director or officer of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such director's capacity as a director of the Association; except that this Article shall not eliminate or limit the liability of a director or officer of the Association for: a breach of a duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the office; or an act or omission for which the liability of a director is expressly provided for by statute.
- b) To the extent permitted by law, the Association will indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the Association's request as a director, officer, partner, employee, contractor or trustee.
- c) The Association will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Association's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association will not indemnify a person who is found liable to the Association or is found liable to another on

the basis of improperly receiving a personal benefit from the Association. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.

- d) The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
- e) Before the Association may pay any indemnification expenses (including attorney's fees), the Association must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Association may make these determinations and decisions by any one of the following procedures:
 - (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Executive Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- f) The Executive Board of Directors is authorized to obtain such insurance coverage as it determines are necessary to accomplish the foregoing.
- g) Any repeal or amendment of this Article by the members of the Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Code is amended after approval of an action of this Association to further eliminate or limit the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Code, as so amended from time.

12) RELEASE OF LIABILITY

- a) The Association aka the MRCA and co-sponsoring organizations, if any, and their officers, directors, employees, members and agents shall not be responsible for any personal injury, for injury to animals, or for loss or damage to property, occurring at any Association activity. Each member, contractor or consignor shall indemnify and hold harmless the Association, its officers, directors and employees from and against all claims, demands, causes of actions, and expenses of every kind, including attorney's fees, arising out of or related in any manner to the acts or omissions of any member, contractor or consignor, to the actions of any animal under the care, custody or control of the member, stock contractor or consignor or as a result of participation in or attendance at an event or on the grounds thereof. Presentation of signed entry or consignment forms shall

be deemed acceptance of the conditions of this rule. In the event an entry or consignment form is not signed or presented, appearance on the grounds of any Association activity as a member, contractor or consignor shall be deemed to be acceptance of the conditions of this rule.

- b) Without assuming the affirmative duty to monitor possible physical or mental handicaps of members, if condition of exhibitors' physical or mental disability comes to the attention of the Association, the individual may be denied participation privileges in Association-approved events until such time as he or she provides the Association with sufficient information to conclusively establish physical or mental capability to participate, without posing a significant risk to the health or safety of the individual and/or the other members in competitions which he or she desires to participate. At Association's sole discretion, the member may be authorized to use special equipment to enhance physical ability to safely participate in MRCA events.

13) PARLIAMENTARY AUTHORITY

- a) The rules contained in the current edition of Roberts Rules of Order, Newly Revised will govern the Association aka MRCA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

14) LEGAL CONSTRUCTION

- a) To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any provision herein is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

15) LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS

- a) These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

16) ADOPTION AND CERTIFICATION OF BYLAWS

We the undersigned, being a majority of the members of the Executive Board of Directors of the Military Rodeo Cowboys Association, do hereby certify that the foregoing bylaws were unanimously adopted at a meeting of the Executive Board of Directors of the Military Rodeo Cowboys Association.

President

Date

DocuSigned by:
Dan Stewart
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Vice President

6/19/2018 6:27:37 AM PDT

Date

DocuSigned by:
Wayne Boney
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Director of Rodeo Administration

6/19/2018 6:27:30 AM PDT

Date

DocuSigned by:
Val
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Membership and Communications Director

6/19/2018 9:11:05 AM PDT

Date

DocuSigned by:
Jeremy Wolin
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Member At Large

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Date

DocuSigned by:
George Patton
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Member At Large

6/19/2018 7:44:50 AM PDT

Date

DocuSigned by:
Steve Wood
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Member At Large

6/19/2018 7:00:25 AM PDT

Date