



# BY-LAWS

## Miss Rodeo New York Inc.

### ARTICLE I CORPORATE STRUCTURE

#### Mission Statement:

*It is our mission to select quality role models of integrity, good will, and leadership to promote the western way of life, professional rodeo and the great state of New York.*

#### Section 1: Name

This organization is incorporated under the laws of the State of New York and shall be known as Miss Rodeo New York Pageant Inc.

#### Section 2: Articles of Incorporation

Miss Rodeo New York Pageant, Inc. is a tax-exempt corporation.

#### Section 3: Administrative and Fiscal Year

The Administrative and Fiscal Year for Miss Rodeo New York, Inc. begins on January 1 and ends on December 31.

#### Section 4: Address

The mailing address for Miss Rodeo New York, Inc. shall be:

1419 State Route 10 Jefferson, NY 12093

Updated: 1/7/2024

#### Section 5: Purpose

The purpose of Miss Rodeo New York, Inc. is to encourage, educate and inspire young New York women to compete in the Miss Rodeo New York and Miss Rodeo America

pageants. Additionally, to help young women further their growth into responsive, productive adults and work with them in the areas of citizenship, leadership, public speaking, and current affairs. In furtherance of these purposes, the corporation is authorized:

a) To win and hold the Miss Rodeo America Franchise for the Miss Rodeo America Pageant in accordance with the most current version of the Miss Rodeo America Pageant Official Rule Book and the Miss Rodeo America Requirements.

Updated 10/11/23

Section 1:

General

a) At no point will any member be able to obtain a position while a family member is running for title or holding position.

b) To administer, manage, direct and promote the Miss Rodeo New York Inc.

c) To elect a National Director for the Miss Rodeo New York Inc. and to provide That name is Miss Rodeo America Inc.

d) All revenue shall be and hereby is pledged to the charitable purpose of Miss Rodeo New York Pageant Inc.

e) To provide financial assistance according to the following:

- i. The Board of Directors, depending on priorities and available financial resources, may reimburse Miss Rodeo New York for related travel expenses, promotional materials, National Pageant expenses and fees and miscellaneous expenses.
- ii. The Miss Rodeo New York National Director may be reimbursed for related travel expenses, National Pageant expenses and fees and miscellaneous expenses as requested and approved from time to time by the Board of Directors, depending on priorities and available financial resources.

#### ARTICLE II MEMBERS AND MEMBERSHIP

All members shall have the same rights and obligations with respect to voting, dissolution and redemption. All members shall have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the articles or by-laws. All members will be expected to meet the same requirements in order to obtain

and maintain full membership privileges. A new member may join at any time during the year. Each member shall be considered a member in good standing by:

#### Section 2:

a) Written acknowledgment of their agreement and compliance with the Miss Rodeo New York, Inc., by-laws and Code of Conduct.

#### Non-Liability of Members

No member, to include the Board of Directors, of this corporation shall be held personally liable for the debts, liabilities or obligations of the corporation, except for negligent conduct or action

#### Section 3: Termination of Membership

Updated 10/11/23

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

- a) A member may terminate their membership at any time in writing effective immediately.
- b) Violation of Miss Rodeo New York, Inc. Code of Conduct
- c) Expulsion of a member by a majority vote of the Board of Directors for one or more of the following reasons:
  - i. Unsportsmanlike Conduct

#### Section 1:

ii. Harassment

iii. Any action that discredits Miss Rodeo New York, the Board of Directors, or its members.

### ARTICLE III BOARD OF DIRECTORS

#### Composition of Board

- a) The Board of Directors shall consist of seven (7) members, including the President, Vice President, Secretary, Treasurer, National Director, Sponsorship Director and Pageant Coordinator.

- b) All members of the Board of Directors must be members in good standing.
- c) The organization shall maintain specific job descriptions for each Board Positions. Those descriptions will be available to all potential nominees prior to acceptance and subsequent election.
- d) All members of the Board of Directors will maintain a current, signed Code of Conduct.

## Section 2: Election and qualifications of Board of Directors

- a) Each member of the Board of Directors shall be elected for a one (1) year term at each annual (January) meeting of the General Membership.
- b) All nominees must be selected from the pool of qualified general members as defined in Article VI, Section 1(a).
- c) Each member of the Board will be elected by majority vote of the General Members present, in good standing and voting at the Annual (January) Meeting of organization.

## ARTICLE IV EXECUTIVE BOARD

Updated 10/11/23

### **Section 1: Titles**

The Executive Board of this corporation shall be as follows: a President, Vice-President, Secretary, Treasurer, National Director and Sponsorship Director, Pageant Coordinator.

### **Section 2: Election and Qualifications of Executive Board**

The President, Vice-President, Secretary and Treasurer shall be elected for a one-year term by secret ballot at each annual meeting of the General Membership. Each of the officers shall be elected by majority of the General Members, present, in good standing, and voting at the Annual (January) Meeting of the organization.

### **Section 3: Removal of an Executive Board Member**

The President, Vice-President, Secretary or Treasurer shall be terminated upon occurrence of one or more reasons listed in Article II Section 4 by the Board of Directors, by a two-thirds (2/3) vote of all Directors, at any regular or special meeting.

Nepotism- Members of a state's governing board shall not hold any position on the board during a time of which an immediate relative (inclusive of, but not limited to; Daughter, step daughter, sister, niece, cousin) is a contestant. In addition, it is mandated that board members resign their position immediately should it become apparent that an immediate relative is likely to become a contestant at any point during their term. Immediate relatives of contestants should not have any role in the pageant- even as a volunteer- which involves planning or implementation of pageant activities that could in any way affect the judging process.

Coaching- members of a state pageants governing board should not individually or collectively coach, tutor, or instruct any individual contestant to a level contestant to a level that is above or beyond the coaching or instruction given to all contestants. This includes contestants for the immediate pageant as well as potential candidates for the ensuing three years. Singling out any contestant for coaching is a clear conflict of interest and should not be allowed.

Other Positions in a pageant- This conflict of interest policy applies to any immediate relative of a contestant who is a board member or who holds any other position in connection with any other state or national pageant which might affect the outcome of any pageant or contest (e.g. official or judge).

Updated: 1/7/2024

#### **Section 4: Responsibilities of Executive Board**

(a) **President:** The President shall be the chief officer of the corporation and shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the Board of Directors of the corporation. The President shall preside as chairman at all meetings of the members and the Board of Directors. The President shall be an ex-officio member of all committees, which may be established from time to time. The President will be responsible for setting up the agenda for the meetings. The President shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws. The President shall not vote on business matters of the corporation except that the President shall cast a deciding vote whenever there is a tie vote by the voting body of the corporation.

(b) **Vice-President:** The Vice-President in the absence or disability of the President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions placed upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be described for him or her by the President and/or the Board of Directors.

(i) Membership Development. The Vice President will lead the organizational efforts for membership development, and will report on strategies and results of that endeavor at the Annual Meeting.

(ii) The Vice President will supervise the activity of the lady in waiting

until which time that she becomes Miss Rodeo New York, and that responsibility is then assumed by the National Director...

(c) **Secretary:** The Secretary shall attend to and be responsible for the following:

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(i) Book of Minutes. The Secretary shall keep or cause to be kept, a book of minutes of all meetings and actions of the Board of Directors with the time and place of holding, whether regular or special and, if special how authorized, the notice given, the names of those present and absent at such meetings, and the proceedings of such meetings. The contents of the Book of Minutes are to be kept indefinitely. The Book of Minutes shall be available to any member of the corporation upon request.

(ii) Notices, Seals, and Other Duties. The Secretary shall give, or cause to give, notice of all meetings of the members and of the Board of Directors as required by these Bylaws. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(iii) Maintenance and Inspection of Bylaws. The Secretary shall keep the original and a copy of the Bylaws as amended to date, which shall be open to inspection by any member of the corporation upon request.

(iv) Maintain Job Descriptions. The Secretary shall keep and maintain the organization's Job Descriptions as developed to date, which shall be open to inspection by any member of the corporation upon request.

(v) Membership Register. The Secretary shall keep, or cause to be kept, a membership register showing the names of all members and their addresses. The Membership Register shall be available to any member of the corporation upon request.

(vi) Web presence. The Secretary shall keep, or cause to be kept, the web presence of the organization and communications associated therein.

(vii) Newsletter. The Secretary shall develop, or cause to be developed, a membership newsletter on a schedule established by the Board, to be distributed in a manner as outlined by the Board.

(d) **Treasurer:** The Treasurer shall attend to, and be responsible for the following:

(i) Book of Accounts. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct electronic books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements, gains, losses, capital and retained earnings. The Book of Accounts shall be open to inspection by any member of the corporation at all reasonable times. The Book of Accounts shall be kept for ten (10) years.

(ii) Deposit and Disbursements of Monies and Valuables. The Treasurer shall deposit all monies and the Board of Directors may designate other valuables in the name and to the credit of the corporation with such depositories as. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors whenever they request it, an account of all of his or her transactions as Treasurer and all the financial condition of the corporation. The Treasurer shall be responsible for the safe keeping of the Traveling Buckle.

(iii) The Treasurer shall provide to the members of the Board of Directors a current, typed financial report at each regular monthly meeting. The Treasurer shall provide an annual report to all members of the corporation.

(iv) The Treasurer shall have the corporate books reviewed on an annual basis by an audit committee selected by the President at the beginning of the fiscal year. The audit committee shall consist of three (3) members of the Board of Directors.

(v) Other Duties. The Treasurer shall be responsible for receiving all mail and forwarding it to the appropriate officers or member. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(e) **Sponsorship Director:** The Sponsorship Director shall attend to, and be responsible for the following:

(i) Managing the sponsorship records and contact information. The Sponsorship Director shall keep and maintain, or cause to be kept and maintained, adequate and correct records of current sponsorship, their amounts, and contact information. This record shall be kept for ten (10) years.

(ii) Sponsorship drive. On an annual basis, the Sponsorship Director will, with the assistance of the Board of Directors, generate strategies to meet the organizational sponsorship goal in a given year. The Sponsorship Director, and all Directors and General Members, will share responsibility for pursuing these strategies.

(iii) Reporting. The Sponsorship Director will report to the Board of Directors the results of the sponsorship drive at the Annual Meeting.

## ARTICLE V NATIONAL DIRECTOR

### Section 1: **National Director**

The National Director shall be known as the Miss Rodeo New York National Director.

### Section 2: Number of National Director

The National Director shall consist of one (1) member. The National Director is a voting member of the Board of Directors and must be a member in good standing.

### Section 3: Election of National Director

The National Director shall be elected for a 5 year term.

### Section 4: Duties and Obligations of the National Director

The National Director shall be responsible to the board for reporting Miss Rodeo New York's behavior and activities at all times. All reports shall be made in writing. Miss Rodeo New York will abide at all times by the terms and conditions of the Miss Rodeo New York Entry Form, Miss Rodeo New York Pageant Rules and Regulation, Miss Rodeo New York Contract, Miss Rodeo New York Code of Conduct and such other regulations deemed necessary by Miss Rodeo New York, Inc. The National Director will be responsible for the proper personal and professional conduct of the Miss Rodeo New York Queen. The removal of the crown of Miss Rodeo New York shall be at any regular or special meeting, requiring a two-thirds (2/3) vote of all members of the Board of Directors.

In the event that the National Director cannot fulfill their term, the Vice President will complete all National Director duties until which time the Executive Board is able to appoint a replacement for the duration of the term vacated.

## ARTICLE VI PAGEANT COORDINATOR

### Section 1: Election of **Pageant Coordinator:**

The Miss Rodeo New York Pageant Coordinator will be elected by a majority vote of the General Membership present, in good standing and voting at the Annual (January) Meeting. The nominees will be selected from the pool of qualified general members. The Pageant Coordinator is a voting member of the Board of Directors and shall be a member in good standing.

- a) The Pageant Coordinator is responsible for conducting a pageant in the State of New York to select Miss Rodeo New York.
- b) The state pageant will be held following the guidelines set forth in the Miss Rodeo New York Rules and Regulations as approved by the Board of Directors.

Updated 10/11/23

c) The Executive Board shall choose the judges for the upcoming year's pageant from the list of qualified judges compiled by the Coordinator.

## ARTICLE VI

### GENERAL MEMBERSHIP MEETINGS AND VOTING

#### Section 1: Annual Meeting

The annual meeting of the members shall be held in January of each year. At the annual meeting, the officers and committee chairs shall provide a written report on the activities and financial condition for the preceding year. The election of officers for the upcoming year shall also be held at this meeting.

#### Section 2: Quarterly and Special Meetings

There shall be four (4) general meetings annually, including the annual membership meeting, and at least one (1) general membership meeting per year. Special meetings of the members may occur on the call of the President, or majority of the Board of Directors.

#### Section 3: The members transaction of

Section 4: Quorum present at a General Membership meeting shall constitute a quorum for the business at said meeting.

#### Voting

Each general member in good standing will have the right to vote on all matters submitted to a vote of the members.

No member or alumni member shall be allowed to vote by proxy.

Affirmative vote of a majority of the votes represented is required for the action to be approved. Voting may be done by voice or secret ballot as requested by any member before voting begins.

Rules of order

Section 5:

a)

b) c)

Robert's Rules of Order Revised, current edition, will be the parliamentary authority and shall govern the procedures at all meetings of this Association provided they are not inconsistent with these by-laws.

## ARTICLE VII AMENDMENTS

Updated 2/8/22

Section 1: Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the Board of Directors at any meeting of the Board, provided at least ten (10) days of written notice is given to all members of the Board of Directors of the intention to alter, amend, repeal, or to adopt new by-laws at such meeting. Such notice shall contain the substance of action proposed.

## ARTICLE VIII DISSOLUTION

Section 1: **Procedure**

Miss Rodeo New York Inc. shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall insure, or be distributed to the members of Miss Rodeo New York. On dissolution of the corporation, any funds or assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organizations to be selected by the Board of Directors.

\_\_\_\_\_ President

\_\_\_\_\_ Vice President

\_\_\_\_\_ Date

\_\_\_\_\_ Date

Previous Update 10/11/23