

Bylaws of Blanco Rodeo Association

As revised and approved by the Board of Directors and Members on January 18, 2022.

Article I. Bylaws

These bylaws constitute the code of rules adopted by the Blanco Rodeo Association (hereafter the "Association") for the regulation and management of its affairs. The Association is incorporated under the laws of the state of Texas, dated July 19, 2019.

Article II. Purpose

The Blanco Rodeo Association operates as a public charity for the purpose of preserving and promoting traditional Western livestock and rodeo culture through community educational workshops and camps, public exhibitions, rodeo competitions, maintaining a public arena facility for these activities, and gifting scholarships to students pursuing higher education in related fields.

Article III. Membership

a. Association membership is open to anyone. There are two types of memberships: Individual and Family. Family membership shall include memberships for spouse and any children less than 18 years of age.

b. Membership dues will be collected annually at the general membership meeting. All memberships will expire annually in December unless otherwise extended for cause by the Board. Members who wish to join at other times of the year will not have pro-rated dues. The Board of Directors will set the membership dues each year.

c. Each member 18 years or older is entitled to one vote. All members 18 years and older are required to sign a liability waiver annually, to be kept on file with the Secretary.

d. Membership includes access to the Marvin Haas Arena and areas of Yett Park under the control and authority of the Blanco Rodeo Association for the purpose of equine and livestock activities only and when not scheduled for organized Association activities. Anyone not adhering to the posted arena rules will lose their membership privileges. Reinstatement will be determined by the Board of Directors.

Article IV. Officers

a. Officers shall be President, Vice President, Secretary and Treasurer. They shall be members in good standing, selected from the current Board of Directors. The Executive Committee is composed of these officers. To serve as an officer of the Board a candidate must have served at least one year as a director in good standing to be eligible for election.

1. President

The President will supervise and control the affairs of the Association and shall exercise such supervisory authority as may be given him/her under these bylaws. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order. The President shall appoint a parliamentarian who will interpret any ambiguities of the bylaws.

2. Vice President

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Association.

3. Treasurer

The Treasurer will have charge and custody of all funds of the Association, will oversee and supervise the financial business of the Association, will render reports and accountings to the Board of Directors, as requested, and will perform in general all duties incidental to the office of Treasurer and such other duties as may be required by law or by these bylaws, or which may be assigned from time to time by the Executive Committee. The Treasurer is responsible for ensuring the federal tax return is filed in a timely manner each year and that the Association remains in good standing with the IRS.

4. Secretary will perform all duties incidental to the office, and such other duties as may be required by law or by these bylaws. The Secretary shall attest to and keep the bylaws and other legal records of the Association, or copies thereof. The Secretary shall take or ensure that someone takes minutes of all meetings of the Association and shall keep copies of all minutes for public inspection.

b. Officers' terms shall be two years beginning on the 1st of January after the annual general membership meeting and expiring two years thereafter. Election of Officers for the upcoming term will be held at the Annual General Membership meeting.

c. An officer may resign the office while not resigning membership from the Board or the Association, by submitting a letter to the President. Vacancies occurring in any office other than the President shall be appointed for the remainder of the term by the President.

d. There shall be three authorized signatures on any bank account established by the Association. These shall be the President, Vice President and Treasurer. All purchases over \$500 require approval of a majority vote of the Directors. Any approved, budgeted expense that exceeds budgeted amount more than 25% requires approval of a majority vote of the Directors.

f. All elected officers and committee chairpersons shall relinquish all records and keys within their possession to the chairperson or officer immediately upon the completion of their term of office or completion of project.

Article V. Directors

a. Directors shall be elected from the general membership at the general membership meeting. for terms of three years. There will be no fewer than seven and no more than 11 directors, excluding emeritus board members. Directors will be elected for staggered terms. All Directors must be members in good standing with the Association.

b. A quorum of the Board of Directors shall be 5 of the elected directors. All motions require a majority vote, with a minimum of 5 needed in attendance for a vote to carry.

c. Directors are responsible for carrying out the vision and stated purpose of the Blanco Rodeo Association. They shall serve without compensation except for reimbursement of goods purchased and approved in advance by the officers of the Board.

d. Directors shall have monthly meetings, as scheduled by the President. Any Director who misses three consecutive meetings may be excused from the Board of Directors by a majority vote and may be replaced at the next General membership meeting.

f. The President may create and dissolve any Committee as necessary with the consent of a majority of the directors. The President may appoint any member of the Blanco Rodeo Association to serve as a director in the event of an absence. The appointee shall serve only until the next general membership meeting at which elections are held.

g. Directors may be polled via email or text message if a vote is required between normally scheduled Board Meetings. These votes will be recorded and tallied by the Secretary.

h. Any number of Life Member positions may be given by the Board in recognition of members or the general public who have made significant contributions to the Association.

i. Life membership may continue for the life of the honoree.

ii. Life members will pay no dues.

iii. Life members are eligible for board membership should they choose to seek nomination and run for such position.

iv. Life members are eligible to hold office as the President, Vice President, Secretary and/or Treasurer of the board should they choose to seek nomination and run for such position.

Article VI. Yett Memorial Park Committee Representative

a. The President shall appoint representatives from the Board of Directors to serve on the Yett Memorial Park Committee as needed.

b. These Representatives shall be appointed to serve a term of two years with staggered terms they will serve from January 1 through December 31.

Article VII. Meetings

a. The general membership may hold at least four meetings annually. The President may call additional meetings as necessary. The President shall call a membership meeting upon the demand of one-third of the general membership.

b. The Directors shall hold regular meetings and other meetings, as the President may deem necessary. The President shall call a Director's meeting upon the demand of one third of the Directors.

c. Meetings can be held via conference call or other electronic means of communication if a quorum of membership can simultaneously hear each other.

d. All meetings will be conducted according to Robert's Rules of Order. A majority vote of the members present will constitute passage of any matter of business.

Article VIII. Scholarships

a. Surplus donations and proceeds from Association activities, beyond what is deemed by the Board of Directors as necessary to be retained to ensure ongoing operations and facilities maintenance, may be granted annually as higher education scholarships.

b. The Board of Directors shall annually set the dollar amount and number of scholarships to be awarded that year.

c. The Board of Directors shall duly appoint a Scholarship Committee each year to solicit and screen applications and recommend grant awards to the Board. The Scholarship Committee shall be made up of at least three individuals, at least one of whom is a current Board member. Final grant decisions shall be made by the Scholarship Committee.

d. Scholarship grants shall be made directly from the Association to the institute of higher education, and not to the student being awarded. The Treasurer shall be responsible to ensure proper compliance and accountability measures are in place prior to releasing funds.

Article IX. Non-profit Corporation 501(c)(3) Status

The Blanco Rodeo Association shall obtain and maintain in perpetuity approval, recognition, and the status of a non-profit corporation as approved and recognized by the Texas Secretary of State and the United States Internal Revenue Service.

Article X. Insurance

The Blanco Rodeo Association shall obtain and maintain insurance that sufficiently protects the Association, its board, and its members individually from personal liability.

Article XI. Conflict of Interest

a. If a member, officer or director of the Association has a conflict of interest in any transaction involving the selection, award, or administration of scholarship funds or rodeo related prizes he or she may not participate in a vote, discussion or decision involving that matter.

b. A person has a conflict of interest in such a transaction if a financial benefit as a result of such a transaction is likely to be received by any of the following:

(1) the person;

(2) any member of the person's immediately family, which includes spouse and any minor children;

(3) a business partner of the person; or

(4) any organization for profit in which the person or any persons of paragraphs (2) and (3), of this subsection is serving or is about to serve as an officer, director, trustee, partner, or employee.

c. Financial benefit includes, but is not limited to, scholarship, grant money, contract, a subcontract, royalty, Commission, contingency, brokerage fee, favor, or any other thing of monetary value.

Article XII. Amendments

a. These Bylaws may be amended at any general membership meeting or board meeting by a majority vote of the members present.

b. Upon dissolution or termination of the Blanco Rodeo Association, any assets lawfully available for distribution, shall be distributed to a qualifying charitable organization exempt under the provisions of Sections 501c(3) of the U.S. IRS code within Blanco to be determined by a majority vote of the Board of Directors. No part of the net assets of the Corporation shall inured to the benefit of or be paid or distributed to an office, director, member, or donor of the Corporation.