

# **Bylaws & Guidelines**



**TGRA, Inc.**

**Effective April 23, 2017**

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# **Bylaws**

## **Article I - Name of the Corporation**

**Name:** The name of the corporation shall be T.G.R.A., Inc., hereinafter known as "the Corporation."

**Assumed Name:** The Corporation shall have the right to conduct its business under an assumed name, which shall be Texas Gay Rodeo Association, or such other, assumed name that the Corporation may authorize.

## **Article II –Objectives & Purposes of the Corporation**

- 2.1 Objective** The objective of the Corporation shall be to elevate the image of women and men in the sports field of rodeo.
- 2.2 Purposes** The purposes for which the Corporation is organized are:
- A.** To promote and stage an annual rodeo event in locations situated in the State of Texas; and
  - B.** To promote communication and fellowship among its members by encouraging the participation of its membership in western-related events (e.g., rodeo performances); and
  - C.** To engage in charitable activities, whether by volunteering the services of the Corporation and/or its members or by the raising of monies; with such activities and the proceeds membership of the Corporation may choose; and
  - D.** To engage in any business and/or activities in which a nonprofit corporation may engage within the meaning of the Internal Revenue Service Code.
  - E.** The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Service code.

- 2.3 Prohibitions** The Corporation shall not carry on any other activities not permitted to be carried on;
- A.** By a corporation exempt from Federal Income tax under Section 501(c) (3) of the Internal Revenue Code; or
  - B.** By a corporation contributions to which are tax deductible.

The Corporation shall not engage in any discrimination whether related to sex, race, religion, age, gender, sexual orientation, gender identification, physical handicap or national origin.

### **Article III - Registered Office and Agent**

- 3.1 Registered Office** The registered office of the Corporation shall be 2842 West Brooklyn, Dallas, Texas 75211.
- 3.2 Registered Agent** The name of the registered agent at the above address is Patrick Hancock.
- 3.3 Change in Registered Office or Agent** The Corporation may change its registered office or agent at any time in accordance with the Texas Non-profit Corporations Act and this article of these bylaws shall automatically and without further action be amended to name such newly adopted office or agent.

### **Article IV - State Organization**

- 4.1 Board of Trustees** The Corporation shall be governed by a State Board of Trustees who shall be elected by the membership as specified herein.
- 4.2 Number of Trustees** The number of Trustees shall not be less than four or more than twenty-one.
- 4.3 Composition of the Board of Trustees** The State Board of Trustees shall be comprised of the State President, State Vice President, State Secretary, State Treasurer, I.G.R.A. Trustee, State Contestant Representative, and a State Representative from each Member Chapter.

## **Duties and Responsibilities**

- A.** The State Board of Trustees shall be responsible for the operations of the Corporation.
- B.** Any expenses in excess of the approved budget must be approved in advance by the State Board of Trustees.

### **4.3.1 State President** The State President shall be the chief executive officer of the Corporation and shall:

- A.** Preside over meetings of the Corporation, and State Board of Trustees;
- B.** Have general and active management of the business and affairs of the Corporation, including the preparation of the agenda for meetings of the State Board of Trustees;
- C.** See that all orders and resolutions of the State Board of Trustees are carried into effect;
- D.** Vote only in the event of a tie vote by the State Board of Trustees;
- E.** Perform such other duties and have such other authority and powers as the State Board of Trustees may from time to time prescribe;
- F.** Subject to the advice and approval of the State Board of Trustees, appoint the chairs of all State Committees;
- G.** Be an ex-officio member of all state Committees.
- H.** Signs all contracts or any other legal documents for the Corporation. The State President may authorize a designee in writing when the president is in a different city when necessary.

### **4.3.2 State Vice President** The State Vice President shall,

- A.** In the absence or disability of the State President, perform the duties and have the authority and exercise the powers of the State President.
- B.** Oversee the royalty process including but not limited to serving as the royalty committee chair, assisting with issues from the royalty candidates, as well as the current reigning royalty team;

**C.** Certify that each charity receiving funds from the contestants is a 501(C)3 status charity listed on the IRS charitable organization publication. This information will become a part of the permanent records of the Corporation in the State Treasurer's records;

**D.** Make written reports to the State Board of Trustees when called upon to do so.

**4.3.3 State Secretary** The State Secretary, under the supervision of the State President, shall:

**A.** Record the minutes of all proceedings in a book to be kept for that purpose. Minutes may be recorded electronically. Hardcopy of approved minutes may be scanned and recorded on digital media and stored. Minutes shall be posted on the TGRA website;

**B.** Give, or cause to be given, notice of all meetings of the Corporation, the State Board of Trustees.

**C.** Maintain a written record of all policies and procedures prescribed by the Corporation, and the State Board of Trustee.

**D.** Perform other such duties as prescribed by the State Board of Trustees.

**4.3.4 State Treasurer** The State Treasurer shall be the Chief Financial Officer of the Corporations, and shall:

**A.** Have custody of the funds of the Corporation;

**B.** Keep full and accurate accounts of all receipts and disbursements of the Corporation through accepted accounting procedures to assure current legal compliance,

**C.** Deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the State Board of Trustees;

**D.** Disburse the funds of the Corporation as may be ordered by the State Board of Trustees, taking proper vouchers for the disbursements;

- E.** Render to the State President and the State Board of Trustees, at its regular meetings of the State Board of Trustees, and/or whenever required a written account of all fiscal transactions of the Corporations and the current financial position of the Corporation;
- F.** Perform such other duties as the State Board of Trustees may prescribe;
- G.** Submit a proposed budget to the State Board of Trustees for adoption at the regularly scheduled First Quarterly Board of Trustees Meeting;
- H.** Develop and periodically update Treasurer's procedures with advice and consent of the State Board of Trustees, and communicate such to all chapter treasurers,
- I.** Oversee the functions of the Chapter Treasurers.

**4.3.5 State Representative** The State Representative shall represent the Member Chapter as a member of the State Board of Trustees.

**4.3.6 State Contestant Representative** The State Contestant Representative shall:

- A.** Represent all members of the Corporation who are qualified rodeo contestants to the Board of Trustees, in the matters of questions, disputes, and any other functions appropriate to a representative of contestants;
- B.** Keep contestants up to date on current standings in the rodeo circuit, upcoming rodeos and events, and other related matters;
- C.** Serve as the Alternate Trustee at all rodeos, or, if unable to attend, coordinate with the Trustee in appointing an Alternate Trustee.

**4.3.7 I.G.R.A. Trustee** The I.G.R.A. Trustee shall:

- A.** Represent the interest of the Corporation to the I.G.R.A.; and
- B.** Serve as a member of the Board of Trustees.



#### **4.3.8 Rodeo Director**

**Selection Process** The Rodeo Director for each TGRA rodeo shall be approved by the Board of Trustees by a meeting of the Board held 9 to 12 months prior to the rodeo date.

- A.** Interested individuals should submit resumes to the State President prior to that meeting.
- B.** Applicants for the position of Rodeo Director should have previously served as Assistant Rodeo Director or Rodeo Director for an IGRA-sanctioned rodeo or a rodeo held by a similar organization. Applicants should also have served in an official capacity in two other rodeos, such as a Committee Chair. Applicants should have attended IGRA University within the past three years.
- C.** The State President shall nominate one of the applicants, which must be approved by the State Board of Trustees. A private meeting between the Board and one or all of the applicants may be conducted prior to nomination or approval.
- D.** The selected Rodeo Director is not required to meet the requirements if in the opinion of the State President and the State Board of Trustees, the interests of TGRA are best served by another candidate. Specific reference to the justification for an exception must be made in the motion to approve.
- E.** The Rodeo Director is charged with producing a rodeo under the direction of the State President and the State Board of Trustees and within the budget approved by the Board. He/she shall appoint, with the advice and consent of the State Board of Trustees, committee chairs as required by our Guidelines to assist with production of the rodeo. He/she shall submit a proposed list of officials for the rodeo and solicit and submit bids/contracts from the contractors (Stock, Hotel, concessions, etc. when applicable) to the State Board of Trustees for approval. Officials should be selected as soon as possible so they can be notified and accept or decline in a reasonable period of time.

- 4.4 Term of Office** Each State Officer and the State Contestant Representative shall be elected for a two-year term, excepting the IGRA Trustee. Each term shall begin on January 1 of the year following election and shall continue until the first item of new business at the first quarterly State Board of Trustees meeting or until a successor has been duly elected or appointed. A person may only hold one state elected office on the State Board of Trustees at any one time. President and Secretary Elections are in even number years. Vice President, Treasurer and State Contestant Representative are elected in odd number year. IGRA Trustee is elected every 3 years per IGRA requirements.

## **Article V – Membership**

- 5.1 Application for Membership** Each Individual Member or Commercial Member shall complete an application form prescribed by the State Board of Trustees.
- 5.2 Individual Member** An Individual Member is a person whose application for membership has been received by the Chapter or State Treasurer and who:
- A.** Is at least eighteen (18) years of age; and,
  - B.** Is current in the payment of the dues prescribed by the Guidelines.
- 5.3 Commercial Member** A commercial member is a corporation, a partnership, a proprietorship, an unincorporated association, or other organization whose application for membership has been received and which has paid the annual membership fee prescribed by the Guidelines.

- 5.4 Honorary Member** An Honorary Member is a member who has been so designated by the State Board of Trustees for continuous dedication and conspicuous service to the Corporation. Honorary Membership shall terminate at the end of a twelve (12) month period from the time the Honorary Membership was so designated.
- 5.5 Member Chapter Association** Each Individual Member or Commercial Member shall designate an association with a particular Member Chapter on the application for membership. The Member Chapter to which such Individual Member or Commercial Member is associated shall be responsible for the maintenance of membership records and dues and the only chapter the member can vote on chapter matters.
- 5.6 Applications for Membership** Each application for membership in the Corporation will be handled as follows:
- 5.6.1 The Chapter Treasurer shall:**
- A.** Forward a copy of each application for membership to the State Treasurer;
  - B.** Forward all dues to the State Treasurer in the manner prescribed by the State Treasurer;
- 5.6.2 The State Treasurer shall:**
- A.** Receive the dues from the Chapter Treasurer and insure that the members name is added to the official TGRA Roster with the correct chapter affiliation.
- 5.7 Transfer of Membership Association** Upon thirty (30) days written notice to the State Treasurer, any Individual Member or Commercial Member may designate association with another Member Chapter.

- 5.8 Termination of Membership** Membership in the Corporation may be terminated by the State Board of Trustees for good cause, including without limitation, the following:
- A.** The failure to timely pay dues and other fees as prescribed by the State Board of Trustees;
  - B.** The written recommendation, showing just cause from the Member Chapter with which the Individual Member or Commercial Member is associated;
  - C.** Misrepresentation of material facts in the application for membership or falsification of any of the information contained therein;
  - D.** Any course of conduct that is detrimental or is contrary to the stated purposes of the Corporation.
- 5.9 Right of Appeal** The decision of the State Board of Trustees to terminate membership of any Individual Member or Commercial Member may be appealed to the General Membership of the Corporation at the next general membership Meeting. The decision of the State Board of Trustees shall be sustained unless two-thirds (2/3) of the members present and voting, vote to reverse the decision of the State Board of Trustees.
- 5.10 Resignation of Membership** Any Individual Member or Commercial Member may resign membership in the Corporation upon written notice to the State Treasurer.
- 5.11 Reinstatement of Membership** Any Individual or Commercial organization who has not been reinstated in a 12-month period, must apply as a new member. The membership of a individual or commercial member who has resigned their membership or had their membership removed for non-payment of dues, may have their membership reinstated as a new membership.

## **Article VI - Voting and Elections**

- 6.1 Member Voting Rights** Each Individual Member and each Commercial Member shall be entitled to one (1) vote on each matter submitted for membership vote.
- 6.2 Offices** These election rules cover the election of State President, State Vice President, State Secretary, State Treasurer, State Contestant Representative, and IGRA Trustee.
- 6.3 Nominations** Members that desire to be listed as a candidate for State President, Vice President, Secretary, Treasurer or State Contestant Representative must submit a request to the State Elections Chair in writing no later than October 1st each year. Each request must include the office desired along with physical mailing and/or email address. The State Elections Chair shall acknowledge receipt of request and that member meets the qualifications and will be listed on the ballot. Requests to be on the ballot will be accepted until 12:00 midnight on October 1st. All requests must be received by the State Elections Chair, either via email or US mail by this date and time.
- 6.4 Qualifications for State Board of Trustees**
- 6.4.1 Officers** A candidate for State President, Vice President, Secretary, and Treasurer must be an Individual member for a period of at least twelve (12) consecutive months immediately prior to taking office and have served twelve (12) consecutive months on a Chapter Executive Committee.
- 6.4.2 State Contestant Representative** A candidate for Contestant Representative must be an individual member of TGRA for a period of at least twelve (12) consecutive months immediately prior to taking office, must be an active rodeo contestant, and must have competed in a minimum of two IGRA rodeos over the previous two years.

- 6.4.3 IGRA Trustee** A candidate for IGRA Trustee must be an individual member of TGRA for a period of at least twenty-four(24) consecutive months immediately prior to taking office and must have been a member of a Chapter Executive board or the State Board of Trustees.
- 6.5 Election of State Offices** President, Vice President, Secretary, Treasurer, IGRA Trustee, as well as the State Contestant Representative, shall be elected by secret ballot vote of the members during the month of November. The election shall be conducted via a mail-in voting system or online voting system. The following shall apply to the mail-in voting system.
- 6.5.1** As soon as all nominees are confirmed by the State Elections Chair or no later than the third Friday of October, the State Elections chair shall forward an official election ballot to the TGRA Webmaster for posting to the State web site. The Webmaster shall post this ballot no later than the last Wednesday of the month.
- 6.5.2** Each TGRA member shall be responsible for printing an official ballot from the TGRA web site or contact the State Elections chair to receive the official ballot in a different manner.
- 6.5.3** Each TGRA member shall mark their ballot by placing an “X” in each box that they wish to vote for a candidate. Each member can cast only one vote for each office.
- 6.5.4** Each TGRA member shall place their marked ballot in a business size envelope and seal the envelope. Each TGRA member shall place no identifying marks on the ballot or the envelope.

- 6.5.5** Each TGRA member shall place the sealed envelope along with a copy of a government-issued picture ID in a second envelope and mail to the address provided on the official ballot. The TGRA member may hand deliver their ballot along with the photo ID to the State Elections Chair, if they so desire. All information may be blackened out on the picture ID except the name and the picture, if so desired. On the copy of the government-issued ID the address or email address of the voting member should be printed in the event a runoff election is necessary.
- 6.5.6** When received by the State Elections Chair, the chair shall attach the picture to the sealed ballot envelope without opening the ballot envelope, and mark the person on the picture ID off the official state roster as “ballot received.” If the person does not appear on the official roster, the State Elections Chair will contact the State Treasurer to verify that the person is not a member and if the person submitting the ballot is verified NOT to be a member, the ballot is placed in “invalid ballot” status and not kept with the valid ballots for counting when the election process is concluded. At this time the State Elections Chair will also determine if the person is eligible to vote for the State Contestant Representative and, if they are, will place a single “X” on the outside of the ballot envelope.
- 6.5.7** In the event that the State Elections Chair receives more than one ballot from the same person, all ballots for that person will be considered invalid and not counted as part of the election.
- 6.5.8** All ballots must be received by the State Elections Chair no later than the third Friday of November. Any ballots received after this date will be considered invalid.
- 6.5.9** After 12:01 a.m. the third Saturday of November and before 12:01 a.m. November 30th the State Elections Chair shall remove the picture ID from the official ballot envelope received and place all envelopes together. Picture IDs with the printed address (mail or email) should be retained until it is determined that a runoff election will not be necessary. Once all identifying

markings are separated from the ballots the ballots should be opened and counted the time the ballot is opened the State Elections chair will verify if there is no "X" on the ballot envelope that the member did not vote for State Contestant Representative. If the member did vote for this office and was not eligible, then that portion of that ballot would be considered invalid and not counted toward the office of the State Contestant Representative.

- 6.6** Election to the State Board of Trustees shall be by a total of more than 50%(50% + 1) vote of the eligible votes cast, excluding abstentions and ballots determined to be invalid.
- 6.7** **Runoff Elections** In the event that there are three or more persons who receive votes for an office and no individual receives more than 50%(50% + 1) of the eligible votes cast, the State Elections Chair shall declare a runoff election between the two persons receiving the highest number of votes.
  - 6.7.1** The runoff election shall be held via mail in the same manner as stated in Section 6.5 with the following exceptions.
  - 6.7.2** Each Individual Member and Commercial Member who voted in the original election shall have one vote in the runoff election.
  - 6.7.3** When a runoff election is determined to be necessary, the State Elections Chair shall mail and/or email the runoff election ballot to each person that submitted a valid ballot in the official election. These ballots will be mailed no later than December 5th.
  - 6.7.4** The runoff ballots shall be returned to the State Elections Chair with the same ID requirements as stated in Section 6.5. All ballots must be received by the State Elections Chair no later than December 26th. After this date, the State Elections Chair will process the ballots in the same manner as stated in Section 6.5.



- 6.8** Election Records Following the completion of the election of the State Officers and State Contestant Representative, the State Election Committee shall immediately forward all records and ballots (valid and invalid) to the State Secretary to become permanent addition to the Corporation's records.

## **Article VII - Resignation, Death, or Removal of a State Board of Trustees Member**

- 7.1** **Resignation** If a member of the State Board of Trustees resigns:
- A.** A written notice of resignation shall be tendered to the State Board of Trustees;
  - B.** Nothing contained in Paragraphs 7.1 .a and 7.1 .b shall in any way waive or otherwise restrict the State Board of Trustees' authority to investigate and pursue any action it deems necessary.
- 7.1.1** In the event of the resignation or death of a State Board of Trustees member with the exception of the State President or a State Representative, the State Board of Trustees shall:
- A.** Appoint an interim replacement.
  - B.** Instruct the elections committee chair to cause to be held a special election, in accordance with the applicable provisions of Article VI of the Bylaws, if the vacancy occurs more than three (3) months prior to the expiration of the term of office.
- 7.2** With the exception of the President or State Representatives, if a member of the State Board of Trustees becomes unable to fulfill the duties of the office, the State Board of Trustees will appoint an interim replacement until such a time that it is determined that the office has become vacant or until the next regularly scheduled election for that position. Should the Vice President position become temporarily vacant due to filling the position of President, the State Board of Trustees may appoint an interim replacement until the Vice President returns to that position.

**7.3 Removal** A member of the State Board of Trustees with the exception of a State Representative may be removed from office for just cause, including, but not limited to, the following:

- A.** Abandonment of office or the failure to satisfactorily perform the duties of the office;
- B.** Any course of conduct that is detrimental or is contrary to the stated purposes of the Corporation.

**7.3.1 The following procedure shall apply:**

- A.** A written grievance citing specific instance(s) shall be submitted to the State Board of Trustees, with substantiating evidence or witnesses to support the allegations.
- B.** Upon receipt of a grievance, the State Board of Trustees shall investigate the allegation(s).
- C.** Upon a finding that a removal may be warranted, the State Board of Trustees shall call for a special general membership meeting as outlined in Article VIII Section 8.3. The President shall determine time, date, and location as defined in Article VIII Section 8.3.2. The Secretary will indicate on the official meeting notice that this meeting is for the presentation of evidence and defense of the allegations, resulting in a possible membership vote for removal of a member of the Board of Trustees.
- D.** Should a removal vote by the general membership take place, each individual and commercial member shall have one vote. Absentee ballots are prohibited.
- E.** The State Board of Trustees shall compile and publish the results of the vote.
- F.** A vote of 50% + 1 vote excluding abstentions, of the total votes cast will result in immediate removal from the Board of Trustees.

- 7.3.2** In the event of the removal of a State Board of Trustees member with the exception of the State President or a Chapter State Representative, the State Board of Trustees shall:
- A.** Appoint an interim replacement;
  - B.** Instruct the elections committee chair to cause to be held a special election, in accordance with the applicable provisions of Article VI of the Bylaws, if the vacancy occurs more than three (3) months prior to the expiration of the term of office;
- 7.4** In the event of the resignation, death or removal of the State President, the Vice President shall become State President.
- 7.4.1** **The State Board of Trustees shall:**
- A.** Appoint an interim State Vice President replacement;
  - B.** Instruct the elections committee chair to, cause to be held a special election if the vacancy occurs more than three (3) months prior to the expiration of the term office.

## **Article VIII – Meetings**

### **8.1 State Board of Trustees Meetings**

- 8.1.1** Written notice of meetings shall be given to the General Membership not less than thirty (30) days prior to the date of the meeting. Notice shall be posted on the TGRA website if the website is in service and shall be communicated to all chapters.
- 8.1.2** Meetings shall be held at least once each quarter during the calendar year at a location and time determined by the State Board of Trustees.
- 8.1.3** A majority of the State Board of Trustees to include either the State President or State Vice President shall constitute a quorum for the transaction of any business that may properly come before a meeting of the State Board of Trustees.

**8.1.4** Participation by electronic and telephone means Officers and trustees may participate in any regular or special meeting of the Board Of Trustees through the use of telephone or similar communication equipment so long as all members of the Board of Trustees participating in such meetings can hear one another, and respond properly to one another. Participation in a meeting in this manner shall constitute presence in person at such meetings.

**8.1.5** The hosting chapter is required to provide the State President the location/address for the committee meetings and Board of Trustees or General Membership meetings at least 45 days in advance of the agreed upon date, to allow time for proper legal notice to be provided to all chapters. Chapters unable to provide required details may cause the meeting to be moved to a different chapter so required meeting notices can be maintained.

## **8.2 Annual Meeting of the Corporation**

**8.2.1** The annual meeting of the Corporation shall be held during the month of April in each year at such time and place as the State Board of Trustees shall designate.

**8.2.2** Written notice of the meeting shall be given to the General Membership not less than thirty (30) days prior to the date of the meeting. Notice shall be posted on the TGRA website if website is in service, and communicated to the chapters.

**8.2.3** Hosting chapter is required to provide the State President the agreed upon date and location/address for the committee meetings and Board of Trustees or General Membership meeting in time for proper legal notice to be provided to all the chapters. Chapters unable to provide required details may cause the meeting to be moved to a different chapter so required meeting notices can be maintained.

**8.2.4** At least one-tenth (1/10) of the Individual Members and Commercial Members, including either the State President or State Vice President, must be present in person and shall constitute a quorum of members for the transaction of any business as may properly come before the meeting.

### **8.3 Special Meetings**

**8.3.1** Special State Board of Trustees or General Membership Meetings may be called by or at the request of the State President or the State Vice-president in the absence of the State President, or any two (2) Members of the State Board of Trustees of the Corporation.

**8.3.2** The person or persons authorized to call the Special Meeting may designate the day, the place and the hour on which the Special Meeting shall be held.

**8.3.3** Notice of the meeting shall be given to the General Membership not less than thirty (30) days prior to the date of the meeting. Notice shall be accomplished through the Chapter Executive Committee. Meeting notice requirements in 8.2.3 apply.

**8.3.4** Quorums for Special Meetings shall be in accordance with the provisions of Paragraphs 8.1.3 and 8.2.4 above.

### **8.4 Conducting business between meetings by electronic and telephone Means**

The State Board of Trustees may conduct business which is a newly presented time sensitive issue, or has been previously introduced, at a regularly scheduled or special meeting of the Board of Trustees or is a budget related issue. Business may be conducted via email, telephone or similar communication equipment so long as all Board of Trustees members participating in such meeting(s) can hear one another and/or respond properly to one another. When a motion is made in this format, the President shall recognize the motion and request a second. Once a second to the motion is made, discussion will begin on the question automatically and will last for up to 48

hours from the time the motion was seconded. If there is no motion to extend the discussion at the end of the 48 hour period, voting on the motion will take place and members of the Board of Trustees will have up to 24 hours to vote. If a motion is made to extend the time for discussion, seconded, and passed, time will be extended for up to an additional 24 hours for each motion to extend time. Once there had been a first and a second and no discussion has accrued within the first 24 hours the question can be called, and voting will begin for the following 24 hours.

## **Article IX – Formation, Participation, & Dissolution of member Chapters**

- 9.1** **Formation** An interested group of ten (10) or more persons qualified for membership in the Corporation or current Individual Members of the Corporation may petition the State Board of Trustees for official Member Chapter recognition. Once a new chapter has twenty (20) members, their State Representative would then be added to the Board of Trustees and would be seated at the next quarterly state meeting.
- 9.1.1** Current Individual Members or Commercial Members who wish to become a member of the new Member Chapter shall formally designate their association to the new Member Chapter.
- 9.1.2** Upon approval by the State Board of Trustees, the Member Chapter shall be formally incorporated.
- 9.1.3** The State Board of Trustees shall conduct an official installation of the Member Chapter.
- 9.1.4** The State Board of Trustees shall oversee the election and seating of the initial Chapter Officers.
- 9.1.5** The qualifications for the Chapter Executive Committee set forth in Paragraph 10.7 shall be waived for a period not exceed twelve (12) months from the date of the formation of the Member Chapter.

- 9.2 Participation** A Member Chapter's representative shall be seated and recognized at all meetings of the Corporation upon fulfilling such requirements as set forth by the State Board of Trustees, including, but not limited to:
- A.** Maintaining an active role as recognized by the State Board of Trustees;
  - B.** Submitting the required financial reports to the State Treasurer;
  - C.** Maintaining and submitting Chapter membership lists as required by the State Board of Trustees; and
  - D.** Conducting monthly meetings and submitting meeting minutes and other required reports to the State Secretary.
- 9.2.1** In the event a Member Chapter fails to meet the seating requirements as set forth above, said Member Chapter shall be reinstated at the next regular or special meeting upon compliance with the above requirements.
- 9.3 Voluntary Dissolution** A Member Chapter may voluntarily dissolve upon a vote of two-thirds (2/3) of the Member Chapter's Individual Members and Commercial Members present at a regularly scheduled meeting.
- 9.3.1** Notice of the dissolution vote shall be published to all of the Member Chapter's Individual Members and Commercial Members not less than twenty-one (21) days prior to the date of the vote.
- 9.3.2** Notice of the vote to dissolve shall be submitted to the State Board of Trustees.
- 9.3.3** Each Individual Member and Commercial Member who desires to maintain their membership in the Corporation shall notify the State Secretary of their chosen chapter association.

- 9.3.4** The State Board of Trustees shall appoint a Receiver to wind up the dissolved Member Chapter business. The Receiver shall:
- A.** Oversee the collection, reconciliation, and termination of outstanding business.
  - B.** Prepare a written report which shall be entered into the Minutes of the Corporation.

**9.4** **Involuntary Dissolution** A Member Chapter may be dissolved by the two-thirds (2/3) vote of the State Board of Trustees for repeated noncompliance with the requirements as set forth in Paragraph 9.2.

**9.4.1** Notice of the dissolution vote shall be published to the member Chapters no less than thirty (30) days prior to the meeting at which the voting shall occur.

**9.4.2** The dissolution vote shall take place at a regularly scheduled meeting of the State Board of Trustees.

**9.4.3** The State Treasurer shall contact the members of the dissolved Member Chapter to determine their new chapter association and notify those Member Chapters.

- 9.4.4** The State Board of Trustees shall appoint a Receiver to wind up the dissolved Member Chapter business. The Receiver shall:
- A.** Oversee the collection, reconciliation, and termination of outstanding business.
  - B.** Prepare a written report which shall be entered into the Minutes of the Corporation.



## **Article X - Member Chapters**

- 10.1 Purposes** Member Chapters are formed to:
- A.** Serve as a local business office of the Corporation;
  - B.** Provide Individual Members and Commercial Members with local and regional affiliation to the Corporation:
  - C.** Provide the State Board of Trustees with reports relative to Individual Members and Commercial Members affiliated with the Member Chapter: and
  - D.** Provide a forum for the exchange of information, member support, and social and charitable activities.
- 10.2 Chapter Executive Committee** The Member Chapter shall be governed by the Chapter Executive Committee.
- 10.2.1** The Chapter Executive Committee shall be composed of the Chapter President, the Chapter Vice-President, the Chapter Secretary, the Chapter Treasurer, the State representative, and any other position that the Chapter Executive Committee may from time to time choose.
- 10.2.2** The Chapter Executive Committee may delegate such authority as is necessary to form and operate committees to carry out Chapter business. However chapters may not sign any formal legal documents without written approval from the State President.
- 10.3 Duties and Responsibilities**
- 10.3.1 Chapter President** The Chapter President shall:
- A.** Preside at all meetings of the Member Chapter and the Chapter Executive Committee;
  - B.** See that all orders and resolutions of the State Board of Trustees as they apply to the Member Chapter are carried into effect;

- C.** Subject to the advice and consent of the Chapter Executive Committee, appoint the chair of all Member Chapter committees and State Committee members, when requested; and
- D.** Serve as an ex officio member of all Member Chapter committees.
- E.** Report to the Chapter membership all activities discussed, decisions made, and actions taken by the Chapter Executive Committee.

**10.3.2 Chapter Vice President** The Chapter Vice President shall, in the absence or disability of the Chapter President, perform the duties and have the authority and exercise the powers of the Chapter President. The Chapter Vice President shall perform such other duties and have such other authority as the Chapter President or the Chapter Executive Committee shall prescribe.

**10.3.3 Chapter Secretary** The Chapter Secretary, under the supervision of the Chapter President, shall:

- A.** Record the minutes of all proceedings in a book to be kept for that purpose;
- B.** Give or cause to be given notice of all Member Chapter Meetings;
- C.** Maintain a written record of all policies, procedures, and memoranda promulgated by the State Board of Trustees;
- D.** Perform such other duties as prescribed by the Chapter Executive Committee.
- E.** Submit chapter minutes as required by state secretarial reporting procedures.

**10.3.4 Chapter Treasurer** The Chapter Treasurer, under the supervision of the Chapter President, shall:

- A.** Have custody of the funds of the Member Chapter as trustee for the Corporation;
- B.** Keep full and accurate accounts of receipts and disbursements of the Member Chapter;
- C.** Deposit all monies and other valuable effects within five business days of receipt in the name and to the

credit of the Member Chapter and the Corporation in such depositories as may be designated by the State Board of Trustees;

- D.** Disburse the funds of the Member Chapter as may be ordered by the Chapter Executive Committee or the State Board of Trustees, taking proper vouchers for such disbursements;
- E.** Render to the Chapter Executive Committee and the State Treasurer an account of the financial position and all transactions of the Chapter organization;
- F.** Maintain all membership lists; and
- G.** Perform such other duties as prescribed by the Chapter Executive Committee.
- H.** Provide accurate reporting to the chapter regarding all expenditures and expenses on a monthly basis to include (1) A summary of any and all expenses and monies spent (2) Itemization of any and all expenses and monies spent.
- I.** Have on hand any and all receipts of all monies spent including any monies spent in cash.

**10.3.5 State Representative** The State Representative shall:

- A.** Present to the State Board of Trustees all motions, orders, and resolutions of the Member chapter;
- B.** Cast votes at State Board of Trustees meetings in accordance with the majority vote (50%+1) of the Chapter members present.

**10.4 Term of Office** Each member of the Chapter Executive Committee shall be elected for a one (1) year term. Each term shall begin on January 1 of the year following election.

**10.5 Nominations** Members that desire to be listed as a candidate for Chapter Executive Committee shall submit their request in writing to the Chapter Elections Chair.

- 10.6 Qualification** A candidate for position on the Chapter Executive Committee must be an Individual Member for a period of at least six (6) consecutive months immediately prior to the election.
- A.** Candidate membership dues must be current on the date of either regular or special elections.
  - B.** Elected members of the Chapter Executive Committee must be current before taking a seat on the Committee.
- 10.6.1 Hardship** Should a chapter not have a qualified candidate for any position, the State Board of Trustees may, by a 2/3 vote; waive the six (6) consecutive months requirement.
- 10.7 Election of the Chapter Executive Committee** Members of the Chapter Executive Committee shall be elected by secret ballot vote of the Member Chapter's Individual Members and Commercial Members at a regularly scheduled meeting of the Member Chapter in December of each year.
- 10.8 Election Majority** Election to the Chapter Executive Committee shall be by a total of more than 50%(50% + 1) of the eligible votes cast excluding abstentions.
- 10.9 Run off Elections** In the event that there are three or more people for a position who receive votes and no individual receives more than 50%(50% + 1) of the eligible votes cast, the Chapter Executive Committee shall declare a runoff election between the two persons receiving the highest number of votes.
- 10.9.1** The runoff election shall be held immediately following the original election.
  - 10.9.2** Each Individual Member and Commercial Member who are present at the time the ballots are distributed, shall have one vote in the runoff election.
- 10.10 Election Records** The results of the election shall be recorded in the minutes of the Member Chapter.

**10.11 Resignation, Death, or Removal of a Chapter Executive Committee Member**

**10.11.1 Resignation** If a member of the Chapter Executive Committee resigns:

- A.** A written notice of resignation shall be tendered to the Chapter Executive Committee;
- B.** Said decision shall then be entered into the minutes of the Member Chapter;
- C.** Nothing contained in Paragraphs 10.1 .a, b, or c shall in any way waive or otherwise restrict the authority of the Chapter Executive Committee or the State Board of Trustees to investigate and pursue any action deemed necessary.
- D.** The Chapter Executive Committee shall cause to be held a special election to fill the vacancy for the remainder of the term. The election shall take place at the next regularly scheduled member chapter meeting.

**10.11.2 Death** In the event of the death of a Chapter Executive Committee member, the Chapter Executive Committee shall:

- A.** Acknowledge position vacancy at the next regularly scheduled member chapter meeting recording same in the minutes.
- B.** Cause to be held a special election to fill the vacancy for the remainder of the term. The election shall take place at the next regularly scheduled Member Chapter meeting.

**10.11.3 Removal** A member of the Chapter Executive Committee may be removed from office for just cause, including, but not limited to, the following:

- A.** Abandonment of office or the failure to satisfactorily perform the duties of the office;
- B.** Any course of conduct that is detrimental or is contrary to the stated purposes of the Corporation.

**10.11.3.1 The following procedure shall apply:**

- A.** A written grievance citing specific instance(s) with substantiating evidence or witnesses to support the allegations, shall be submitted to the Chapter Executive Committee.
- B.** Upon receipt of a grievance, the Chapter Executive Committee shall investigate the allegation(s).
- C.** Upon a finding that a removal is warranted, the Chapter Executive Committee shall call for a removal vote by the Member Chapter's Individual Members and Commercial Members at a regularly scheduled meeting. The Chapter Executive Committee will do all possible to notify all individual members and commercial members of the date and time the vote will take place.
- D.** Each Individual Member and Commercial Member shall have one vote. Absentee ballots are prohibited. A simple majority(50% + 1) vote shall be required for removal.
- E.** The results of the vote shall be recorded in the Member Chapter's minutes.
- F.** The Chapter Secretary shall immediately notify the State Secretary in the event of removal.

**10.11.4** In the event of the removal of a Chapter Executive Committee member, the Chapter Executive Committee shall cause to be held a special election to fill the vacancy for the remainder of the term. The election shall take place at the next regularly scheduled Member Chapter meeting.

**10.12 Meetings**

**10.12.1** Member Chapter meetings shall be held at a time and location determined by the Chapter Executive Committee. Meetings will be held no less than 14 days apart and no more than 60 days apart.

- 10.12.2** At least one-tenth(1/10 of the Individual members and commercial members, excluding the members of the Chapter Executive Committee, must be present in person, to constitute a quorum of members for the transaction of any business as may properly come before the meeting.

## **Article XI – Rodeo Operations Division of the Corporation**

The purpose of the Rodeo Operations Division is to assure the successful promotion and staging of rodeo events planned by the Corporation

## **Article XII - Conduct of Business**

All business of the Corporation shall be conducted according to Robert's Rules of Order, if not otherwise specified in these Bylaws or Guidelines.

## **Article XIII - Internal Audit**

- 13.1** The State Board of Trustees shall appoint an auditor to conduct an internal annual audit of the corporation and review current financial transactions for compliance with treasury procedures, board resolutions and to protect the assets of the Corporation in the first quarter of every year. The results are to be completed and available for the general membership meeting in April.
- 13.2** Corporation assets will not be frozen during the audit.

## **Article XIV - Questions on Bylaws and Guidelines**

- 14.1** If a question arises concerning the Bylaws or Guidelines, which cannot be immediately answered by any Article or Guideline herein, the question will be referred in writing to the State Bylaws Committee and/or Parliamentarian.
- 14.2** The State Bylaws Committee and/or Parliamentarian shall research the matter using these Bylaws and Guidelines, the minutes of previous meetings, Robert's Rules of Order, and any other documents or written precedents.

- 14.3** The State Bylaws Committee shall publish a report of its findings and recommendations to the State Board of Trustees for acceptance.

## **Article XV - Amendments to the Bylaws**

- 15.1** The vote on qualified amendments to the Bylaws shall occur only at the Annual General Membership Meeting of the Corporation.
- 15.2** Any Individual Member(s) wishing to amend an article, section, or subsection of these bylaws shall forward the proposed amendment to the State Bylaws Committee for review and discussion, no less than 45 days prior to the Annual meeting of the Corporation.
- 15.3** If the amendment is rejected, the State Bylaws Committee shall notify the Individual Member(s) requesting the amendment and advise them of the reasons for rejection.
- 15.4** If the amendment is qualified, the State Bylaws Committee shall notify the State Board of Trustees that said amendment has been qualified for General Membership vote at the Annual General Membership Meeting of the Corporation. Qualified amendments are those that do not conflict with the stated purposes or other bylaw or guideline.
- 15.5** At least thirty (30) days notice of the Bylaws changes to be voted on is required.
- 15.6** A vote of two-thirds (2/3) of the Individual Members and Commercial Members present and voting at the meeting of the annual general membership meeting of the Corporation shall be required for the amendment to be accepted.



## **Article XVI - Amendments to the Guidelines**

- 16.1** Any Individual Member(s) wishing to amend an article, section, or subsection of these Guidelines shall forward the proposed amendment to the State Bylaws Committee for review and discussion, no less than 15 days prior to the required 30 day posting requirement.
- 16.2** If the amendment is rejected, the State Bylaws Committee shall notify the Individual Member(s) requesting the amendment and advise them of the reasons for rejection.
- 16.3** If the amendment is qualified, the State Bylaws Committee shall notify the State Board of Trustees that said amendment has been qualified for General Membership vote at the next regularly scheduled meeting of the State Board of Trustees. Qualified amendments are those that do not conflict with the stated purposes or other bylaw or guideline.
- 16.4** The Board of Trustees shall notify all Member Chapters of a Special Membership vote to occur at the next meeting of the State Board of Trustees, including the specific Guidelines changes proposed.
- 16.5** A vote of a simple majority of the Individual Members and Commercial Members present and voting at the meeting of the State Board of Trustees shall be required for the amendment to be accepted.
- 16.6** At least thirty (30) days notice of the Guideline changes to be voted on is required.

# Guidelines

## Guideline 1 - State Standing Committees

- G1.1** Term Standing Committees for the Corporation shall serve for a term of one (1) year.
- G1.2** Additional Committees Additional committees may be created and dissolved from time to time as deemed necessary by the State Board of Trustees in accordance with the Bylaws.
- G1.3** Authority The State Standing Committees shall have no authority to execute contracts, issue checks, or to otherwise bind the Corporation in any manner whatsoever without the express written permission of the State Board of Trustees.
- G1.4** State Standing Committees shall include, and their authority and functions shall be, but not limited to, the following listing.
- G1.4.1** State Standing Committees shall include at least one voting member from each member chapter.
- G1.4.2** **State Bruce Eden Memorial Award Committee**  
**This committee shall:**
- A.** Recognize the Individual TGRA contestant member showing the most exemplary rodeo sportsmanship during the previous rodeo season;
  - B.** Present the award at the annual rodeo, but not necessarily every year, as events warrant;
  - C.** Have a local member in each of the Member Chapters;
  - D.** Vote in secrecy and shall not disclose the name of the recipient until such time as the award is presented by the State President.
- G1.4.3** **State Bylaws Committee**  
**This committee shall:**
- A.** Produce revisions of the Bylaws and/or Guidelines as deemed necessary by the General Membership or the State Board of Trustees from time to time;
  - B.** Be the path through which amendments to the Bylaws or Guidelines shall progress in accordance with the Bylaws;
  - C.** Validate that all proposals put before the membership are valid to be voted on by the membership.

- D.** Determine proposals do not conflict with current bylaws and guidelines AND are not contrary to the stated goals of the organization.
- E.** Be responsible for updating and publishing the Rules of Order and Precedents of the State Board of Trustees.

#### **G1.4.4 State Dance Committee**

**This committee shall:**

- A.** Have a local member in each of the Member Chapters;
- B.** Be responsible for coordinating, advertising, and producing, a preliminary dance competition in each local chapter;
- C.** Be responsible for coordinating advertising, and producing, a state finals dance competition, which may be held annually;
- D.** Make written reports to the State Board of Trustees when called upon to do so.

#### **G1.4.5 State Dwight Jones Memorial Most Improved Contestant Committee**

**This committee shall:**

- A.** Recognize the Individual TGRA contestant member showing the most improvement as a rodeo contestant during the previous rodeo season.
- B.** Have 5 members of TGRA who are either rodeo contestants or IGRA certified officials to be selected by the Board of Trustees.
- C.** Determine the recipient of this award by consensus or if unable to do so, by secret ballot at the 4th quarter State Board of Trustees meeting.
- D.** Present the award at the first TGRA rodeo following the 4th Quarter State Board of Trustees meeting.
- E.** This award will be presented yearly in the form of a trophy buckle which will be offered for sponsorship at the cost of the buckle.

## **G1.4.6 State Ethical Review Committee**

### **This committee shall:**

- A.** Consist of one member from each Member Chapter to be appointed by the State President subject to the advice and consent of the State Board of Trustees;
- B.** Consist of Individual Members who have been members for a period of at least 24 consecutive months prior to being appointed and may not be a member of the State Board of Trustees.
- C.** Review and conduct matters (grievances) referred to the committee and make recommendations, if any, of any proposed disciplinary actions, subject to the approval of the State Board of Trustees.
- D.** All grievances must be presented in writing to the Ethical Review Committee.

### **G1.4.6.1 The following procedure shall apply:**

- A.** A written grievance citing specific instance(s) shall be submitted to the State President. Such allegations must be in writing, preferably on an ERC Allegation Form, and must be submitted no later than fifteen (15) days following the alleged incident(s), except that no alleged infraction will be denied review if, in the opinion of the State Board of Trustees, it is deemed timely due to extenuating circumstances. The complaint must include all infractions and substantiating evidence.
- B.** Upon receipt of a grievance, the State Board of Trustees shall review the grievance in private to determine if it warrants convening the Ethical Review Committee. In doing so, the State Board of Trustees should consider whether the complaint has or could have a detrimental effect on the public perceptions of TGRA. Personality conflicts and generalizations regarding an individual's conduct should not be resolved by the Ethical Review Committee, unless specific evidence indicates that the claim had a detrimental effect on public perception of TGRA. The

State Board of Trustees should also consider intentional actions by one member toward another which could be considered criminal, or malicious as grounds for referral to the Ethical Review Committee.

- C.** If the State Board of Trustees find it appropriate to convene the Ethical Review Committee, such grievance(s) will be forwarded to the Ethical Review Committee.
- D.** The Ethical Review Committee will review all complaints referred to it and determine by a majority vote whether to dismiss a complaint or proceed with a hearing.

#### **G1.4.6.2 Hearing Procedure**

- A.** All persons involved shall be notified by certified mail, return receipt requested, of the date for a hearing to resolve the matter at least thirty(30) days prior to the hearing. Each person involved shall be given the opportunity to present their side(s) of the situation.
- B.** A member or other witness, when offering opinions, shall do so in a manner that reflects strict integrity and courtesy.
- C.** After hearing all relevant testimony, the ERB shall determine how it wishes to resolve a complaint.
- D.** It shall be the general policy of the ERB to be constructive with those who have omitted unethical or unsportsmanlike acts and to use its powers to prevent reoccurrence of similar events. Probationary periods may be applied to effect discipline.
- E.** In every situation, the best interests of TGRA shall be paramount over all considerations.
- F.** The ERC shall make every effort to resolve complaints in a timely manner.

### **G1.4.6.3 Resolution Procedure**

- A.** No punitive action, which involves suspension or termination of TGRA privileges, shall be taken unless the individual involved is given reasonable opportunity to testify on his/her own behalf. Disciplinary action may include, but is not limited to, reprimands, citations, or sanctions.
- B.** A majority shall prevail in all decisions, except that in matters involving suspensions of a person from participation in TGRA sanctioned events or matters involving sportsmanlike acts, a two-thirds (2/3) majority vote shall be required.
- C.** Notice of disciplinary action taken by the ERB against an individual shall be given in writing to the individual no later than fourteen (14) days after the conclusion of the hearing.
- D.** All findings shall be reported to the Board of Trustees at its next meeting.

### **G1.4.7 State Founders Award Committee**

#### **This committee shall:**

- A.** Recognize the Individual Member of the Corporation for the prior year;
- B.** Cause the award to be presented at the Awards Ceremony at the first rodeo following the 4th quarter state meeting, in the form of a traveling plaque containing Walter Strickler's and Terry Clark's belt buckle;
- C.** See that the award properly rotates to the person receiving the award each year;
- D.** Have a representative from each Member Chapters;
- E.** Vote in secrecy at the 4th quarter state meeting, and shall not disclose the name of the recipient until such time as the award is presented by the State President.

#### **G1.4.8 Elections Committee**

##### **This committee shall:**

- A.** Consist of a representative from each Member Chapter.
- B.** Prepare a written ballot for all state elections as provided in Article VI, listing all nominees for each state office by state office.
- C.** Supervise the conduct of the voting.
- D.** Receive the tally of the votes and publish the results.
- E.** Certify the election of State Officers to the State Board of Trustee.
- F.** Supervise and conduct the election of the I.G.R.A. Trustee.
- G.** Post nominations weekly on the state TGRA yahoo group the last month prior to close of nominations.
- H.** Neither the chair or committee members may be nominated for an elected office without first resigning from the Elections Committee prior to August 31st of the year to be nominated.

#### **G1.4.9 State I.G.R.A. Committee**

##### **This committee shall:**

- A.** Have co-chairs consisting of the State Vice President and I.G.R.A. Trustee;
- B.** Coordinate the Corporation's concerns and goals regarding rules and regulations of I.G.R.A.;
- C.** Be responsible for adequate representation of the Corporation in I.G.R.A.;
- D.** Submit a slate of candidates for approval of the Board of Trustees at their third regularly scheduled Board of Trustees meeting to represent TGRA at the annual I.G.R.A. convention.
- E.** Submit recommendations to the State President for annual IGRA award recipients for board approval which are presented at IGRA convention.

#### **G1.4.10 State Royalty Committee**

##### **This committee shall:**

- A.** Be responsible for the selection of the Corporation's Mr., Miss, Ms and MsTer. representatives for the year following the annual rodeo from candidates.
- B.** Be responsible for the designing and production of an annual contest featuring all eligible candidates for the four positions;
- C.** Submit for approval of the Board of Trustees rules for Mr., Miss, Ms. and MsTer contest at their fourth quarter State Board of Trustees meeting. All purposed changes to the current Royalty Rules must be submitted to the State Vice President 30 days in advance of the 4th quarter state meeting. All received proposals will be posted to the TGRA Website at least 21 days prior to the 4<sup>th</sup> quarter state meeting. These purposed changes will be addressed and voted on at the 4th quarter state meeting. This in no way precludes Royalty rules from being amended or changed as needed throughout the year with the consent and approval of the Board of Trustees.
- D.** Each year the reigning Mr. Miss, Ms and MsTer as well as the 1st and 2nd runners up will be considered voting members of this committee.

#### **G1.4.11 State Belt Buckles Committee**

##### **This committee shall:**

- A.** Be responsible for the solicitation of bids for the purchase of belt buckles for submission to the State Board of Trustees;
- B.** Have a local member in each of the Member Chapters;
- C.** Be responsible for the distribution of contracts for sponsorship of belt buckles and added purses;
- D.** Oversee the selling of sponsorships at rates set by the State Board of Trustees;
- E.** Supervise the collection of monies and belt buckle contracts and shall forward the monies collected,



- copies of the contracts, and any other pertinent records to the State Treasurer;
- F.** Make written reports to the State Board of Trustees when called upon to do so;
- G.** Order the necessary belt buckles when authorized to do so by the State Board of Trustees.

## **G1.5 Rodeo Committees**

- A.** The State Rodeo Committee chairpersons shall be named at the second regularly scheduled State meeting after the preceding rodeo.
- B.** The State Rodeo Committees, under the direction of the Rodeo Director, shall be, but are not limited to the following listing.

### **G1.5.1 Grand Entry Committee**

#### **This committee shall:**

- A.** Design and produce the Grand Entry at the annual rodeo within the financial parameters set by the State Board of Trustees including presentation of grand marshals along with any awards granted to such;
- B.** Make written reports to the State Board of Trustees when called upon to do so.

### **G1.5.2 Vendor Coordinator**

#### **This committee shall:**

- A.** Oversee the renting of merchandise booths at rates set by the State Board of Trustees;
- B.** Oversee the collection of monies and booth contracts and forward the monies collected copies of the contracts, and any other pertinent records to the State Treasurer.

### **G1.5.3 Program Ad Sales Committee**

#### **This committee shall:**

- A.** Be responsible for the sale of Rodeo Program advertising;
- B.** Have a local member in each of the Member Chapters;

- C.** Be responsible for the distribution of contracts for advertising in the rodeo program;
- D.** Supervise the collection of monies and advertising contracts and any other pertinent records to the State Treasurer;
- E.** Make written reports to the State Board of Trustees when called upon to do so;

**G1.5.5 Entertainment Committee**

**This committee shall:**

- A.** Be in charge of arranging for and the coordination of the entertainment for the rodeo.
- B.** Make written reports to the State Board of Trustees when called upon to do so.

**G1.6 Special Awards** Special awards given by the State Board of Trustees.

## **Guideline 2 - Membership Dues**

- G2.1 Individual Members:** The Individual Member dues shall be \$25 per calendar year (January thru December). (Effective 1 Jan 2007)
- G2.2 Commercial Member:** The Commercial Member dues shall be not less than \$100 per year and shall be classified as follows: \$100 Commercial Member \$250 Champion Member \$500 Grand Champion Member \$1000 or more Platinum Spurs Member. The board of trustees may prescribe various other benefits for each level of commercial membership. Benefits to the commercial member should be done in such a way to retain as much of the qualified tax deduction for their membership as possible.
- G2.3 Honorary Member:** Honorary Members shall be exempt from dues payments.
- G2.4 Lifetime Member:** The Lifetime Member dues shall be \$600. Lifetime membership is for noncommercial members.
- G2.5 When Dues Are Due:** Dues are payable at the January chapter meeting. New Members' Dues paid at other times will not be prorated. A member planning to participate in I.G.R.A. rodeos must be a current member.
- G2.6 Members with Debilitating Illness:** Should a member, as defined in the Bylaws, be diagnosed as having a long-term debilitating illness, dues will be suspended upon approval of the Chapter Executive Committee.
- A.** The Chapter President shall notify the State Treasurer of such dues suspension.
  - B.** The member will retain all rights and privileges due a full member.
  - C.** This dues-exempt status is granted with the expectation that Members so designated will be active, dedicated, contributing Members of their Chapter, bearing in mind the stated purposes of TGRA.

**D.** The chapter Executive Committee should review the M.W.D.I. status at each dues paying period and may choose to continue or rescind the status at their discretion. If they choose to rescind a Member's M.W.D.I. status, they must submit their reasons in writing to the Member and notify the State Treasurer of this decision.

**G2.7** Badges, Patches, Shirts Name badge, shirt patches, chapter shirts and other organization items, if so desired must be purchased at the member's expense.

### **Guideline 3 - Member Chapter Rights and Responsibilities**

**G3.1** Member Chapters may enact such rules and regulations for the operation of their chapter as may be deemed necessary by the Chapter Executive Committee or the General membership, provided that said rules and regulations do not conflict with the Articles of Incorporation, the Bylaws, the Guidelines, the Rules of Order, or the Precedents of the State Board of Trustees.

**G3.2** Member Chapters may organize and produce any fund raising event including, but not limited to, cabaret shows, play days, dances, garage sales, casino nights, auction, raffles, or camping trips. Use of the name of the Corporation in the promotion of events is permitted unless expressly prohibited by the State Board of Trustees. Raffles require prior approval from the State Board of Trustees and 50/50 raffles are prohibited.

**G3.3** Member Chapters have the responsibility to actively promote and enhance the objectives and purposes of the Corporation, and shall not engage in any activity that would cause discord between Member Chapters or between Member Chapters and the State Board of Trustees.

## **Guideline 4 - State Representative Pro Tem**

- G4.1** In the absence of a Member Chapter's State Representative at a meeting of the State Board of Trustees, a majority of the Member Chapter's Individual Members and Commercial Members present may elect one of their members to serve as the State Representative Pro Tem.
- G4.2** Such election may take place during the State Representative's Member Chapter's meeting or immediately prior to the meeting of the State Board of Trustees.
- G4.3** Such representative shall have the same authority as the State Representative.
- G4.4** Such representatives shall serve only for the meeting at which the Member Chapter's State Representative is unable to attend.

## **Guideline 5 – Inventory**

- G5.1** All state owned items used for rodeo (barrels, poles, buckets, ropes, vests, shirts, rodeo secretarial supplies, IGRA Flag, large Texas flag, etc.) are kept in the state storage when not being used. Item should be returned to storage within 30 days. The State flag may be retained by the current state president at his or her discretion.
- G5.2** Inventory of all state owned items should occur at least annually and reported on to the membership.

## **Guideline 6 - State Treasurer's Duties and Procedures**

- 6.1** **Financial Statements - Quarterly Reporting**
  - A.** The State Treasurer shall submit the preliminary quarterly financial statements to the State Board of Trustees no later than 5 days prior to the upcoming state meeting. These financials shall be mailed to the

- Chapter's business address or emailed to the Chapter President as well as the State Board of Trustees.
- B.** The State Treasurer shall compile a list of any changes to the preliminary quarterly financial statements, which shall be distributed to the State Board of Trustees prior to the State Meeting being called to order.
  - C.** The State Treasurer's Quarterly Financials shall consist of:
    - Profit/ (Loss) Statement [Income & Expenses]
    - Trial Balance Statement [Assets, Liabilities, Capital]
  - D.** The State Treasurer shall distribute the Updated Budgets [Approved at the First Quarter State Meeting] to the State Board of Trustees prior to the State meeting being called to order. He/she shall further distribute updated budget sheets to the appropriate committee chair(s) at the same time.

## **G6.2 Membership Roster**

- A.** The State Treasurer shall maintain the official TGRA membership roster.
- B.** The State Treasurer shall produce a membership roster when requested. A membership roster will always be submitted at the Annual Meeting of the Corporation.

## **G6.3 Transfers to State**

- A.** The State Treasurer shall provide the Chapter Treasurers with an ample supply of State Account Deposit Slips (triplicate).
- B.** The Chapter Treasurer shall prepare the Transfer to State check or electronic transfer no later than the last day of the month. The Chapter Treasurer shall be empowered to withhold \$500 in the Chapter's account and any upcoming payables; all funds in excess of this amount shall be transferred to State. If a chapter needs to retain funds for a special event, the Chapter

Treasurer will notify the State Treasurer and Chapter President.

- C. The Chapter Treasurer shall retain one copy of the deposit slip and forward one copy of the deposit slip to the State Treasurer with the Chapter's Membership List updates.

#### **G6.4 Disbursement of Funds**

- A. Funds shall be disbursed upon presentation of a valid receipt or duly authorized purchase order in accordance with approved spending limitations.
- B. The above shall apply to both the State Treasurer and the Chapter Treasurers.

#### **G6.5 Administration and filing of Tax Authority Forms**

- A. The State Treasurer shall: ascertain and administer the receipt, maintenance and completion of the following Tax Authority Requirements:
  - Form Due Date
  - IRS W9 Point of Service (Pay-out of funds over \$600)
  - IRS 1099 January 31, following year to recipients
  - IRS 1096 & 1099 February 28, following year to IRS
  - IRS 990 May 15, following year
  - IRS 990, Schedule A May 15, following year
  - IRS 501(c) 3 TGRA Advance Ruling Period expires Dec. 31, 1997. Receive copy of Charitable Beneficiaries.
  - IRS 501 (c) 3 letters, with EIN, prior to any disbursement of funds.
  - IRS Bulletin 6115 Point of receipt, provide Contributors of \$250 or more, or quid pro quo with letter of acknowledgment.
  - State 901 As required by Texas Secretary of State
  - State Franchise Tax May 15, following year, if required by Texas State Comptroller
- B. The State Board of Trustee shall determine the qualified preparer of IRS 990 and attached Schedule A.

- C.** Forms 990 and attached Schedule A shall be signed by the State President.
  
- D.** This Guideline shall be automatically updated by, and the State Treasurer shall ascertain, the update of any forms, issuance of new required forms, or change of due dates, as published by an applicable Taxing Authority.

## **Guideline 7 - Rodeo Acceptance & Rotation**

- G7.1 Rodeo Bid** Any chapter may present a bid to host the Annual Rodeo (i.e., rodeo facility, host hotel, cost estimates, etc.) to the State Board of Trustees prior to the end of the fourth quarter state meeting. Rodeo bids must include the following:
  - 1.** Valid contract for arena
  - 2.** Cost estimates
  
- G7.2 Acceptance** The State Board of Trustees will review all proposals and make a selection at the 3rd quarter State Meeting and no later than 30 days following the 3rd quarter state meeting. Should no acceptable bids be received and it is desired a rodeo be held, the State Board of Trustees will assume responsibility for selecting the location and venues to be used.

## **Guideline 8 - Conflicts of Interest**

### **G8.1 Definitions**

- A.** Conflict of Interest shall be defined for these purposes as the existence of financial compensation or benefit, in excess of \$50.00(Fifty Dollars) total in any calendar year, to any member of the Corporation from outside sources who may receive compensation or benefit financially from the Corporation within 12 months of



the benefit to the member. Financial benefit to a member shall include (but not limited to) direct employment, payment of corporate dues, payment of rodeo entry fees, payment of travel expenses, payment of royalty expenses, or other outright gift of value.

- B.** sources shall be defined for these purposes as any person, entity or organization other than this Corporation, and shall include individual or commercial members of TGRA, Inc. acting outside of the scope of regular business of this Corporation and/or acting without the authority of this Corporation.
- C.** Questions of the existence of a conflict of interest or outside source of benefit shall be submitted to the Ethical Review Board if convened, otherwise to the State Board of Trustees.
- D.** All violations of this Guideline 9 must be reported to the Ethical Review Committee, if convened, and to the State Board of Trustees.

**G8.2** In the event a conflict of interest exists between an outside source and any State Board of Trustees Member, or Chapter Executive Committee Member, such Board member shall be required to abstain from voting on any corporate business, or conducting otherwise authorized corporate business without prior consent of the State Board of Trustees, with regard to the outside source. State and Chapter Executive Committee Members are responsible to know or determine the existence of a conflict of interest.

- A.** In the event that a majority of the State Board of Trustees is subject to a conflict of interest with the same outside source, they shall obtain the prior approval of the Board of Trustees to conduct specific corporate business with the outside source.
- B.** In the event that a majority of a Chapter Executive Committee is subject to a conflict of interest with the same outside source, they shall obtain the approval of

the majority of Chapter Members to conduct specific corporate business with the outside source.

- C.** All State and Chapter Executive Committee Members must publicly disclose the existence of conflicts of interest upon request by any member of the corporation. Candidates for State and Chapter Executive Committee offices must publicly disclose any potential conflicts of interest of which they are aware.
- D.** State Board of Trustees are exempted from this Guideline only when voting on behalf of their respective Chapters, in performance of their duties.
- E.** All other members are requested, but not required, to abstain in good conscience from voting on any corporate business when a conflict of interest as defined above exists.

## **Guideline 9 - Grand Marshal Nomination/Selection**

**G9.1** Nomination Criteria Nominators for the honorary position of Grand Marshal for the annual Texas Gay Rodeo should bear in mind the following criteria for the nominees:

Grand Marshal(s) should be a person(s) of International, National or local fame for achievements outside of TGRA activity, that could be considered a draw to spectators in the Host City. This should include celebrities, politicians, AIDS and/or gay activists, etc., but should not be merely a TGRA Member held in high esteem—we already have many awards and accolades to recognize our own Members. This is not to say a nominee may not happen to be a Member of TGRA, but that this should not be the main source of their acclaim.

**G9.2** Election Specific procedures, documents and time element allowed for nominating and electing Grand Marshal(s) shall be determined by the State Board of Trustees.

## **Guideline 10 - Beneficiary Conflict of Interest**

- G10.1** No TGRA member may be the beneficiary of TGRA donations. This should not be construed to restrict Prize Money won by rodeo contestants.

## **Guideline 11 – Royalty**

- G11.1** For the purposes of competition within the TGRA Royalty Contest, any transgender contestant is eligible to compete under the gender classification with which the individual identifies and lives on a daily basis. Transgender contestant must present the TGRA Vice President evidence of changing from their gender at birth. This documentation will be kept on file at TGRA administrative Office and only needs to be evaluated one time. Evidence may be their legal driver's license or ID car if it indicates gender. The TGRA Vice President will photocopy the driver's license or ID car for the file. If the transgender contestant is in the process of changing their gender, they must provide the TGRA Vice President adequate documentation, such as recommended by the Harry Benjamin International Gender Dysphoria Association showing they are in the process. The terms Mr., Miss, MsTer and other gender identifying words throughout these competition rules refer to the contestant's personal gender identification and indicated on the Mr., Ms, Miss, and MsTer TGRA Contestant Entry Form (Exhibit C-2) for the purpose of competition a contestant cannot change their gender classification during their TGRA Royalty career.
- G11.2** **Royalty Candidate** To be eligible to become a Royalty Candidate the person submitting application must be a member in good standing by the January 31st of the year they wish to be a candidate.

## **Guideline 12 – Policies & Procedures**

- G12.1** The State Board of Trustees may create or modify and document policies as deemed necessary. The following policies are currently required: Refusal of Donation Acceptance; Whistle Blower; Records and Retention; Ethical Standards; Suspected Fraud Procedures; Red Flag Rule (FACT Act); Ethical Standards; Related Party Transactions; Outside Organizations; Legal Compliance and Officer & Board of Trustee Performance Evaluation. There may be other policies as well.
- G12.2** Policies will be developed, documented and recorded in Policies & Procedures after approval by the State Board of Trustees. Policies and procedures are separate to the Bylaws and Guidelines. Policies may be created and approved at any State Board of Trustees meeting.

# **Precedents and Rules of Order**

## **Meeting Rules**

The following meeting rules were approved at the State Board of Trustees Meeting on January 23, 2011

In order to maintain order and fairness, the following rules of order will be adhered to at all state meetings, and are suggested for use by the individual chapters. These rules shall not supersede nor take the precedence over any bylaws.

- 1. All meeting attendees must sign-in on attendance sheets provided by the State Secretary.**
- 2. Attendees are asked to place their phones on silent or vibrate to avoid disrupting the meeting.**
- 3. All attendees who use laptops during the meeting are asked to keep the sound low to keep from disrupting the meeting.**
- 4. Discussions on any motion or business shall be limited to ten (10) minutes. A simple majority called in the first ten minutes of discussion on any subject, unless none of the members signed in has further discussion to offer.**
- 5. Discussion will be civil and respectful with appropriate language. One person talks at a time.**
- 6. All motions and or committee reports must be submitted in writing to the State Secretary. Committee reports not submitted during the Board of Trustees meeting must be submitted within one week of the meeting.**
- 7. Only the Board of Trustees may address the floor at any Board of Trustees meeting. If time allows, the chair may recognize further discussion from the general membership.**
- 8. Each person will be recognized only once, unless everyone desiring to speak has been recognized by the chair. Those wishing to speak should raise their hand while someone is speaking to let the chair know they wish to**

speaking and their hand is being raised will be acknowledged.

9. Voting by voice vote, show of hands or ballot shall be the option of the chair or at the request of the Board of Trustees.
10. Any proposal made on the floor may be sent back to committee for rewording and then brought back to the floor before a vote will take place.
11. Any chapter not in compliance with the Secretarial procedures and/or Treasurer Procedures may not be seated at the next scheduled meeting of the Board of Trustees.

## **Precedents**

These precedents are from previous State Board of Trustees and General membership meetings. Precedents may NOT conflict with the current Bylaws and Guidelines of the Corporation. These motions are currently binding on the organization. These were added April 2010 and will be updated as necessary.

04/16/1988 TGRA be established to preserve the history / memorabilia of TGRA. Members would be requested to provide items for the archives (photos, posters, videos, etc) which would become the property of TGRA (not returnable) Board of Directors would determine where the Archives would be housed and who would be responsible for overseeing it. 01/19/1992 archives were destroyed and are being rebuilt.

## **Policy & Procedures**

### **SECRETARIAL REPORTING PROCEDURES**

1. In accordance with Article X of the bylaws and Robert's Rules of Order, the following procedures have been established to facilitate record keeping and the distribution of information to the Board of Trustees and Chapter Presidents.
2. The Secretary is the recording officer of the assembly and the custodians of its records, except such as are specifically assigned to others.
3. These records are open, however, to inspection by any member at reasonable times, and where a committee needs any record of a society for the proper performance of its duties, they should be turned over to its chairman.
4. Minutes should be a record of, what is done by the assembly and not what is said by the members. Essentials must include: the kind of meeting i.e. regular or special, the name of the organization, the date and meeting place, the fact of the presence of a quorum, the approval of the previous meeting minutes, a copy of the Treasurer's report and committee reports, all main motions (except those that were withdrawn) including the full names of the presenter and who seconded the motion, whether the motion was approved or failed, and the time of adjournment. Minutes shall be in Black and White only.
5. Since Email is now a legal form of communication for TGRA, Inc., all minutes should include this phrase; approved via email, by the presiding officer who conducted meeting and approved the minutes before sending to state secretary.
6. All Chapter committee reports MUST be typed, and on the correct size and white paper. Yellow papers are sometimes hard to scan. All Chapter Secretary's will keep a hard copy of all Chapters monthly minutes in a paper file or a computer disk until the end of the year. These records may be copied for any individual who asks for them with notice.
7. Minutes must be typed in black ink only, on 8 ½" x 11" white paper. NOTE: State Bylaws require timely filing of minutes to insure

representation on the state board. The chapter Secretary is responsible for the chapter minutes, in that, you must ensure the chapter minutes are done **TIMELY**, as per these guidelines. Failure to have these turned into State Secretary on time could result in your chapter Rep. not being seated at next quarterly meeting. You were elected to this office and with it, comes the responsibility of fulfilling all duties of said office. There will be **NO** reminders from state secretary re: when minutes are due. We are all adults and should be able to manage our time to complete the tasks at hand. I ask that if there are problems, **PLEASE** communicate with me either by phone or email, so that we can work things out. If I hear nothing from you, then I assume things are going well.

8. The Minutes, along with attached Treasurer's report, and Member Sign in Roster, constitute what is needed for State records and should be mailed to the State Secretary within 14 days of your chapter meeting: However; if information; mailing them is required if you cannot scan them- again, within 14 days of your chapter meeting. Please be sure you get your presiding officer to approve minutes before sending them to me. Attachments can come separately either by email or snail mail but need to me in State Secretary within specified time frame or they will be considered late. Mail to this address:

**David Trojan**  
**1407 Jackson St**  
**Hempstead, TX 77445**

You have the option of emailing them to [cdt017@swbell.net](mailto:cdt017@swbell.net). Minutes and attachments submitted via email need to be in MS Word or .pdf format only.

**PLEASE....LET ME KNOW WHEN PROBLEMS OCCUR SO I CAN HELP.**

9. Minutes will be posted on the TGRA web site by the 20th of each month by the Webmaster, Randy Edlin, if meeting times permit. Printed copies will be emailed to each state board member or chapter president after receiving a written request to the State Secretary.
10. Minutes of the State Board of Trustees and Annual Meeting of Corporation meeting will be sent by the State Secretary to the Web Master, for posting to the web site within 14 days of the meeting.



## **TREASURER PROCEDURES**

**Receipts:** All receipts will be recorded in a receipt book, which should contain two-part receipts. Each receipt recorded shall contain the name of the person making the payment, the manner of payment, including check number if paying by check and a brief description of the reason for payment (dues, patches, name badge, etc.).

The original receipt shall be given to the payee and the duplicate shall remain a part of the Chapter permanent records. The receipt book will become the basis for the required reporting to the chapter and the state on a regular basis.

**Monies collected:** All monies collected shall be deposited into the chapter bank account as prescribed in the Bylaws. The chapter bank account shall be at a branch of the same bank at which the state account is located.

**Disbursements:** The chapter treasurer shall be responsible for ensuring that check requests are completed and that receipts are approved before any payments are made. All disbursements are subject to limits prescribed in the TGRA Bylaws and as amended from time to time.

**Current Limits:** Up to \$100.00, approval of chapter President (or Vice President, if necessary). Should be noted in the minutes of the next chapter meeting.

\$100.01 to \$250.00, approval of the chapter Board. MUST be mentioned in the next chapter meeting to be included with the minutes.

\$250.01 and over, requires a motion and vote from the chapter at a chapter meeting. The vote results must be in the chapter minutes as part of the regular business of the meeting.

Ensure that a check request, approved as noted above; or invoices signed as approved by a Chapter Board Member (other than the treasurer), before the treasurer issues a check for payment. Individual chapters may require 2 signatures be on all checks. This however is not a condition checked for, nor a requirement of Chase Bank or TGRA State.

## **Monthly Reporting:**

### **Membership Renewal / Address Change:**

This form should be completed for any member who gives you a change of address or renews membership by paying dues. For address changes, mark Address Change in the left column and fill in the name, address, city, state, zip and phone number. For membership renewal, fill in the Name and in the next column, fill in the amount of dues money paid and the "Paid through Date" (eg. \$25.00 through 12/31/2003). Members will be moved to "Not Paid Current" on the state membership list at the expiration of their membership, where they will remain until receipt of the form showing their dues have been paid current. Membership renewals and address changes are usually processed at the monthly chapter meeting. The Membership Renewal /Address Change report is due to the state treasurer on the 15 Th. of the month in which they are accepted or immediately after the chapter meeting, whichever occurs last.

### **New Membership Application:**

The original of the new member application forms should be sent to the state treasurer. (Scanned and emailed is preferred, but not required.) At the bottom of the form, circle the chapter affiliation, write the amount paid, how much was initiation fee, how much was dues and the "Paid through

Date” so the proper date will be recorded by the state treasurer. It is NOT necessary to list the new members on the Renewal / Change form. Original copies of “New Member Applications” are due to the state treasurer by the 15 of the month in which they are accepted or immediately after the chapter meeting, whichever occurs last.

### **Transfers to State:**

Chapter bank accounts should maintain a \$500.00 balance. Any amount in excess of the \$500.00 balance shall be transferred to the state account by electronic funds transfer or deposited into the state account with state furnished deposit slips. Funds collected in one month with expected expenditure the following month need not be transferred to state. The reason for maintaining funds above the \$500.00 balance should be noted on the chapter reconciliation sheet.

Electronic funds transfer can be accomplished via access to the Chase Bank web site and a receipt of transfer printed and copied for inclusion with the monthly reports to state; OR the chapter treasurer may write a check on the chapter account payable to “TGRA, Inc. State Checking Account” for the amount of the transfer. Complete a deposit slip in triplicate on the state account for the amount of the transfer; make a deposit at any Chase Bank branch. The check should be endorsed on the back with “FOR DEPOSIT ONLY - TGRA, INC. State Checking Account - Account # 425604211565”. Ask the bank teller to receipt all three copies of the deposit slip. Retain the one copy for the chapter records. Clearly mark on the state copy the purpose of the deposit to the state account (monthly transfer, patches, inventory, etc.) AND YOUR CHAPTER NAME. A copy of the Electronic Funds Transfer receipt (or image via email) or a copy of the deposit ticket is due to the state treasurer by the 15th. of the following month. For example the January receipt is due to state on or before February 15. The December transfer to state must be posted prior to December 31, 2010 and due to the state treasure by January 15, 2005 for inclusion in the 2010 Books.

### **Financial Information & Chapter PO Box:**

The chapter treasurer shall not have access to the chapter post office box, i.e., the treasurer shall not be the person who opens the mailbox and is the first to review received mail. This holds true for chapter treasurers and the state treasurer. Financial information received at the chapter PO

Box, should be initialed or signed by the chapter president after their review and given to the chapter treasurer to be handled.

### **Bank Statements On-Line**

TGRA Bank Statements are available at the Chase Bank web site. One file contains the statements for all chapter and state accounts. The chapter's ending balance on the Monthly Chapter Reconciliation should equal the balance on the bank statement. Any difference must be explained. List any outstanding checks and deposits not included on the Chase Bank monthly statement at the bottom of the monthly reconciliation report.

### **Monthly Chapter Reconciliation Report:**

Using the receipt book and the checkbook, complete the Monthly Chapter Reconciliation Report. Each receipt and disbursement must be accounted for in this reconciliation. This report is due to the state treasurer by the 15th of the following month. For example, the January month end report is due to state on or before February 15. The December Monthly Chapter Reconciliation Report is due to the state treasurer by January 15, 2010.

### **Patches and Name Badges:**

The state treasurer shall retain the supply of patches and name badges for the state. Patches and Name Badges are only available to members and not for sale to the general public.

Patches and Name Badges may be ordered from the state treasurer or purchased at the quarterly state meetings. Currently Patches sell for \$10 each and blank Name Badges sell for \$9.00 each and should be paid for with a check payable to TGRA, Inc. When placing an order for badges or patches, please include number of items requested, a check for the proper amount and instructions for shipping.