

# BY-LAWS of the *Miss Rodeo South Dakota, Inc.*

## **Article I: Name**

The name of this organization shall be known as the “Miss Rodeo South Dakota, Inc.” aka MRSD, Inc.

## **Article II: Purpose and Objectives**

Section 1: The purpose and function for which the Miss Rodeo South Dakota, Inc. is founded does not include pecuniary profit, gain or private advantage for the members or officers. Notwithstanding that, this organization shall be authorized to and shall have the following objectives and purposes:

- a. To aid and promote the Professional Rodeo Cowboys Association (PRCA) and the western way of life.
- b. To conduct a state Pageant each year to select a Miss Rodeo South Dakota.
- c. To organize, develop and strengthen the Miss Rodeo South Dakota, Inc. organization, and to participate in the Miss Rodeo America Pageant.
- d. To enter into, make and perform contracts of every kind for any lawful purpose, without limitation as to amount, with any person, firm, association, corporation, town, city, county, state, territory or government.
- e. To this end, the Miss Rodeo South Dakota, Inc., may engage in any lawful activity to promote the purposes of this organization.

## **Article III: Board of Directors**

Section 1: Membership Defined: The Board of Directors, also known as the Miss Rodeo South Dakota Committee, shall determine the terms and conditions of Membership. Board members should be representative stakeholders to engage in the success of Miss Rodeo South Dakota. Stakeholders may include past National Directors and Miss Rodeo South Dakota titleholders, active Miss Rodeo South Dakota committee and general members in the organization, sponsors, stock contractors, media and horse industry leaders to have diversity in perspectives and representation across South Dakota.

Section 2: The Board of Directors shall consist of not less than seven (7) nor more than thirteen (13) members, plus any ex-officio member(s).

Section 3: The Board members shall be elected by the existing membership **for a 3-year term.** ~~and serve three (3) year terms.~~ For each vacant Board position, there shall be no more than three (3) names placed on the ballot. Names of proposed board members may be submitted by the MRSD Inc membership, in good standing to the Recommendation Committee. Any eligible nominee must be a current MRSDI member, in good standing, for at least one year.

Section 3a: The Recommendation Committee **will** be designated for the ***purpose of officially nominating candidates from the membership to serve on the Board of Directors. They may also recommend other items for consideration at the Annual Membership Meeting.*** ~~search and recommendations to the Board for consideration.~~ This committee should be designated by the board of directors and be comprised of a minimum of two Executive Board members and at least three members of the organization. Recommendation Committee must **have** at least 5 but no more than 7 committee members. Names for board membership consideration must be presented at the monthly meeting prior to the Annual meeting. Voting by ballot will take place at the Annual ~~Board~~ meeting. A Non-Executive Board member designee shall be responsible for counting the ballots given in person or via email. A majority vote will determine the individual(s) elected to the Board of Directors. ~~position(s).~~

Section 3b: The MRSDI membership votes **for** ~~in~~ Board members and the MRSDI Board Members **select** ~~vote for~~ the officers on the board. A MRSDI Board Member is allowed to ~~serve no more than 2 consecutive, three (3) year terms. After that time the board member is returned back to the membership pool and will need to be re-nominated by a member of the membership for election to seat on the board. At which time the term limits will be reset and said board member is eligible for the full initial term limits.~~ ***The officers shall be elected by ballot annually, by and from the Board of Directors at the meeting of the Board of Directors held immediately after the annual meeting of the members. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his successor shall have been elected. A vacancy in any Board member position shall be referred to the Recommendation Committee who will officially present candidate(s) to the Board of Directors for the position(s). The Board of Directors will then appoint an individual to the vacant position from a list of recommended candidates.***

***Section 3c: The term of office on the Board of Directors is a three-year term. At the end of the expired term, an individual may be renominated by the Recommendation Committee to serve on the Board of Directors.***

Section 4: Members of the Board shall not engage in any activity that may be deemed in conflict of interest with the Miss Rodeo South Dakota, Inc., as seen by a majority of the Board of Directors. ~~In the event a Board member is formally charged with a criminal offense, said Board member shall resign from the MRSD Board until such time as the matter has been adjudicated.~~ ***Any officer or agent elected or appointed by the membership may be removed by a quorum vote of the MRSDI Board whenever in its judgment the best interest of MRSDI will be served thereby.***

Section 5: Newly elected board members cannot serve in an officer position during their first year on the board. Re-elected board members are not subject to this limitation.

Section 6: Initial, charter Board members will serve as the initial organizers of the MRSD, Inc. to develop the MRSD organization including guidance and oversight of MRSD, develop a membership of MRSD, Inc. and ensure a MRSD pageant is conducted. At the conclusion of initial organizational year, but no later than the annual membership meeting, the charter Board members will be presented as the slate of officers and board members for formal vote of the membership.

In order to establish staggered terms, the charter Board members shall be divided as equally as possible into three (3) groups. One group shall serve an initial term of one (1) year. Another group shall serve an initial term of two (2) years. The remaining group shall serve an initial term of three (3) years. Thereafter, at each Annual Meeting, the membership shall elect directors to fill expiring terms, each director to hold office for a term of three (3) years until the director's successor has been elected and qualified, except that in the event of a vacancy, which may be filled at any meeting of the Board of Directors, or in the case of a newly-elected director, the director may be elected to a shorter term as may be appropriate to maintain the balance of staggered terms. Directors shall hold office until their successors are elected and qualified.

#### **Article IV: Officers**

Section 1: The Executive Board officers shall be elected by the Board of Directors at the annual membership meeting, and shall be as follows:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. National Director-reaffirming vs elected
- f. Past President

Section 2: Terms of office shall be **one (1) year** ~~three (3) years with a two (2) limit term~~ per office (does not include National Director). In the event there are fewer than nine (9) members of the Board of Directors, offices may be combined as needed.

Section 3: Duties & descriptions of the elected officers

##### **a. The President**

- a) Responsible for coordination with pageant committee to ensure there is an approved pageant in the state of South Dakota to select a state rodeo queen in accordance with the Miss Rodeo America pageant rules and agreement.
- b) Assign sub committees as needed
- c) Responsible for the review and act(s) of MRSD, Inc contractual signing
- d) Facilitate all monthly board meetings and set agendas
- e) Control access and maintenance of MRSD, Inc email
- f) Oversee the official Contract with the selected MRSD Queen

**b. The Vice President**

- a) Shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform other duties as the Board of Directors prescribe.

**c. The Secretary**

- a) Shall keep detailed and accurate minutes of all meetings of the Board of Directors.
- b) Formally type up the minutes and distribute to all committee members within seven days of meeting.
- c) Prepare agendas as directed by President.
- d) Control access and maintenance of MRSD, Inc email
- e) Provide support: type correspondence/materials as needed, track data regarding committee member's attendance and years of service.
- f) Maintain files, records, and reports as directed.

**d. The Treasurer**

- a) Shall have custody of the finances of the organization. He/she shall keep full and accurate accounts of receipts and disbursements belonging to the organization in such depository as designated by the Board of Directors.
- b) Provide monthly written reports at meetings.
- c) Maintain insurance requirements for Pageant.
- d) Distribution and coordination of scholarship funds.
- e) Shall be responsible for the coordination of tax filing.

**e. The National Director**

- a) Shall act as the Liaison between the Miss Rodeo South Dakota, and the Miss Rodeo America Pageant.
- b) Shall execute and perform a Participation Agreement to provide a participant in the Miss Rodeo America Pageant.
- c) Shall attend the Miss Rodeo America Pageant, in its entirety, and actively serve on MRA committees.
- d) Attend Mid-Year meeting for MRA
- e) Work directly with Queen Coordinator for MRA.
- f) Communicate w/other state directors & Queens.

**f. The Past President**

- a. Shall give guidance and support to each officer position; role responsibility.
- b. Shall ensure transition of leadership positions is completed successfully and engagement of officers continuing to lead Miss Rodeo South Dakota, Inc.

#### **g. Ex- officio Members**

- a. Ex-Officio Members are non-voting positions yet provide the input to the board focused on transparency, communication, context for board considerations and MRSD brand development.
- b. Committee chairpersons which may include but not limited to pageant, sponsorship, social media, membership, and development committees.
- c. Prior year's Miss Rodeo South Dakota, or in the event she is selected Miss Rodeo America, this position is offered to an immediate family member if willing.

Section 4: If any officer of the Miss Rodeo South Dakota Executive Board of Directors is unable to complete his/her term for any reason, an emergency election may be held to fill that vacancy. A majority of the board of directors must be present to vote to fill the remaining term in election process.

#### **Article V: Membership**

Section 1: The structure, annual dues, and responsibilities of membership and corresponding privileges and/or status of individuals thereof for any Miss Rodeo South Dakota organization and/or committee is strictly controlled by the Miss Rodeo South Dakota, Inc., Board of Directors.

#### **Article VI: Meetings**

Section 1: The annual meeting shall be held for election of board of director members and ~~Executive Board officers~~ as well as any other necessary business. This meeting is open to all members in good standing of the organization or others as invited by the Board of Directors. ***Only current members of Miss Rodeo South Dakota, Inc. may vote.***

Section 2: After the annual meeting, the Executive Board shall meet as ***outlined in Article III, Section 3B.*** ~~deemed necessary by the MRSD, Inc. Executive Board President.~~

Section 3: Quorum: No fewer than 2/3 of the Board of Directors, with that 2/3 not encompassing less than five (5) members, shall be present in person or via teleconference as to constitute a quorum at all Board meetings.

Section 4: Decisions shall be made by a simple majority vote. In the event of a tie vote, the Executive Board President's vote shall break the tie.

Section 5: Proxy votes with written confirmation of permission may be used for previously discussed action items only.

Section 6: Monthly meetings shall be held by the board of directors with no fewer than 10 meetings per year.

### **Article VII: Amendments**

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

### **Article VIII: Dissolution of Organization**

Section 1: If the non-profit corporation would have a board of directors majority vote to dissolve the non-profit corporation all physical assets may be offered for sale or dispersed to another rodeo promotion organization(s). All physical assets and monetary assets of the non-profit corporation will be dispersed to a new organization that has the accepted, Miss Rodeo America Participation Agreement to continue to legacy of Miss Rodeo South Dakota. In the event there is no such organization, the board as discretion, with a majority vote, to disperse the assets of the non-profit corporation to a South Dakota rodeo promotion organization(s).