

**BYLAWS**  
**Of**  
**MISS RODEO IDAHO, INC.**

**Article I**  
**CORPORATE STRUCTURE**

**Section 1: Name**

This organization is incorporated under the laws of the State of Idaho and shall be known as Miss Rodeo Idaho, Incorporated.

**Section 2: Articles of Incorporation**

Miss Rodeo Idaho, Inc. shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501(c)(4) of the Internal Revenue Code.(a) No part of the activities of the corporation shall consist of carrying on political propaganda or otherwise attempt to influence legislation. The corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements on behalf of any candidate for public office.

**Section 3: Administrative and Fiscal Year**

The Administrative and Fiscal Year of Miss Rodeo Idaho, Inc. begins January 1<sup>st</sup> and ends December 31<sup>st</sup>.

**Section 4: Mailing Address**

The mailing address for Miss Rodeo Idaho, Inc. shall be P.O. Box 291, Nampa, Idaho, 83653.

**Section 5: Purpose**

The purpose of Miss Rodeo Idaho, Inc. is to encourage and help prepare contestants to compete in the Miss Rodeo Idaho and Miss Rodeo America pageants, as well as:

- (a) To own and hold the Miss Rodeo America Pageant State Franchise for the Miss Rodeo America Pageant in accordance with the Miss Rodeo America Pageant Official Rule Book under the Miss Rodeo America Pageant Requirements, paragraph A through I, as revised May 30, 2006.
- (b) To elect a National Director for the Miss Rodeo America Pageant and to provide that name to Miss Rodeo America, Inc.
- (c) To organize, coordinate, administer and promote the Miss Rodeo Idaho pageant.
- (d) To provide financial assistance according to the following:
  - (i) The Board of Directors, depending on priorities and available financial resources, may reimburse Miss Rodeo Idaho for related travel expenses, promotional materials, National Pageant expenses and fees and miscellaneous expenses..
  - (ii) The Miss Rodeo Idaho National Director may be reimbursed for related travel expenses, National Pageant expenses and fees and miscellaneous expenses as requested and approved from time to time by the Board of Directors, depending on priorities and available financial resources.
  - (iii) A member of the Executive Board may be reimbursed for related travel expenses and miscellaneous expenses as authorized by the Executive Board and as may be approved from time to time by the Board of Directors depending on priorities and available financial resources
- (e) To provide technical and administrative assistance to those organizations sponsoring and conducting queen contests whereby the finalists may be eligible to compete in the Miss Rodeo Idaho Pageant or as otherwise requested.

## **Section 6: Corporate Structure**

The corporate structure shall be as follows:

- (a) General Membership and other levels of membership as established by the MRI Board of Directors;
- (b) State Advisory Council that shall consist of all Queen Coordinators of any Idaho rodeo or riding club queen competition;
- (c) Board of Directors; and
- (d) Executive Board that shall consist of a President, Vice-President, Secretary, Treasurer, National Director and Sponsorship Director.

## **Article II GENERAL MEMBERSHIP**

### **Section 1: General**

- (a) Definition: The General Membership of the Miss Rodeo Idaho, Inc. shall be as follows: Individuals who are interested in the purpose of this organization with regard to the Miss Rodeo Idaho Pageant shall be eligible for membership pursuant to written application and payment of annual dues. Other membership categories may be established by the Board of Directors. These members and/or their representatives will be expected to meet the requirements in order to obtain full membership privileges.
- (b) Qualifications: Each general member will be considered a member in good standing by
  - (i) Submitting an affidavit with their application packet acknowledging their agreement and compliance with MRI Bylaws and the Miss Rodeo Idaho Code of Conduct;
  - (ii) Attending at least one (1) General Membership meeting per year in person or by proxy subsequent to the acceptance of their application;
  - (iii) Staying current with annual dues, and
  - (iv) Actively participating in at least one (1) fundraiser or MRI sanctioned event on an annual basis.
- (c) Application for membership to Miss Rodeo Idaho, Inc. shall be by written application and affidavit forms provided by the Board of Directors.
- (d) Definitions:
  - (i) Lifetime members are those past Miss Rodeo Idaho's who have purchased a lifetime membership with the organization. Any lifetime membership purchased on or before December 31, 2006, retains full membership privileges regardless of the member in good standing requirements cited in Section 1(b) above. Any lifetime membership purchased subsequent to January 1, 2007 is obliged to follow the requirements of Section 1(b) above to attain membership privileges.
  - (ii) Honorary members are those individuals recognized for their contributions to or affiliation with Miss Rodeo Idaho Inc., and are provided that membership by virtue of that recognition. Honorary members have no membership voting privileges.
  - (iii) Honorary lifetime members are honorary members who are also afforded full participation status. Any honorary lifetime memberships established on or before December 31, 2006 retain full membership privileges regardless of the member in good standing requirements cited in Section 1(b) above. Any honorary lifetime membership established subsequent to January 1, 2007 is obliged to follow the requirements of Section 1(b) above to attain membership privileges.
  - (iv) Other classes of membership as established by the MRI Board of Directors will comply with the member in good standing requirements cited in Section 1(b) above in order to retain voting privileges.

## **Section 2: Annual Dues**

The Annual Dues for all categories of membership shall be evaluated and set by the Board of Directors. The Board shall also establish what portion of those membership dues will be granted to the Miss Rodeo Idaho Scholarship Program.

## **Section 3: Termination of Membership**

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

- (a) The resignation of any member shall be effective immediately upon giving written notice to the President.
- (b) Expulsion of a member by two-thirds (2/3) vote of the Board of Directors for one or more of the following causes: unsportsman-like conduct, harassment, or any action which discredits the corporation, its Board of Directors, Miss Rodeo Idaho or its members.
  - (i) Prior to the Board of Directors voting on the expulsion of a member, the member must first be given written notice of the intention to expel the member, the place, date and time of the meeting and must be afforded at least fourteen (14) days in which to respond in writing, addressed to the President and/or appear at the meeting where the votes shall be cast.
- (c) Non-payment of annual dues.

## **Section 4: Non-Liability of Members**

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

# **Article III BOARD OF DIRECTORS**

## **Section 1: Composition of the Board**

- (a) The Board of Directors shall consist of thirteen (13) members, including the President, Vice-President, Secretary, Treasurer and National Director, Sponsorship Director, and Pageant Coordinator. In addition to its officers, Board positions allow for representation from each region, including Northern, Central, Southwestern and Southeastern Idaho. If no member is nominated in that region then the field will be open for those nominees with the highest number of votes to assume those positions.
  - (b) No person shall hold more than one office or directorship.
  - (c) All members of the Board of Directors must be members in good standing.
  - (d) The organization shall maintain specific job descriptions for each Board Position. Those descriptions will be available to all potential nominees prior to acceptance and subsequent election.
- All members of the Board of Directors will maintain a current, signed Code of Conduct.

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

- (a) Each member of the Board of Directors shall be elected for a one (1) year term at each annual meeting of the General Membership. Leave as is now but float concepts around for consideration with future by-law review.
- (b) All nominees must be selected from the pool of qualified general members as defined in Section 1(b).
- (c) Each member of the Board will be elected by a fifty-one (51%) majority of the General Members present, in good standing and voting at the Annual Meeting of the organization.
- (d) Removal of General Board Member:

- (i) Any director shall be terminated upon occurrence of one or more reasons listed in Article II Section 3(b) and Article III Section 4 by the Board of Directors by two-thirds (2/3) vote of all directors at any regular or special meeting.

### **Section 3: Powers**

- (a) Board of Directors General Corporate Powers: Subject to the provisions of the Idaho Non-profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) Board of Directors Special Powers: Without prejudice to these general powers and subject to the same limitations, the Board of Directors has the power to:
  - (i) Remove any Director, agent and employee of the corporation; prescribe any powers and duties for them that are consistent with the law, the Articles of Incorporation and these Bylaws; and fix their compensation, if any.
  - (ii) Change the location of the Miss Rodeo Idaho pageant within the State of Idaho.
  - (iii) Adopt, acquire and use a corporate seal.
  - (iv) Upon unanimous vote of the Board of Directors, borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purpose in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges and other evidences of debt and securities.
  - (v) Design and implement a membership structure and payment schedule consistent with the needs of the organization.
- (c) The Board of Directors will approve by a fifty-one percent (51%) majority vote the Miss Rodeo Idaho Pageant contest rules and Miss Rodeo Idaho contract. A review and vote on the pageant rules and contract will occur on an annual basis in a manner that enables the rules to be ready for distribution to candidates no less than two months prior to the pageant.

### **Section 4: Vacancies**

- (a) Events Causing Vacancy: A vacancy or vacancies on the Board of Directors shall be deemed to exist upon the occurrence of one or more of the following:
  - (i) The death, resignation or removal of any Director;
  - (ii) The resignation of any Director shall be effective immediately upon giving written notice to the President.
  - (iii) The removal of any Director must be by the Board of Directors of the corporation, at any regular or special meeting, by two-thirds (2/3) vote of all Directors, on the grounds of failure to adequately carry out such responsibilities as a Board of Director.
    - (A) Failure of a Board of Director to participate in at least one-half (1/2) of the corporate activities organized by the corporation, within any six-month period.
    - (B) Miss one-third (1/3) of regular or special meetings of the Board of Directors. Notification of absence must be reported to the President or Vice-President prior to the scheduled meeting. Out of area directors may attend via conference call.
    - (C) Failure to sign or follow the guidance provided in the MRI Director Code of Conduct.
    - (D) Prior to the Board of Directors voting on the expulsion of a director, the director must first be given written notice of the intention to expel the member, the place, date and time of the meeting and must be afforded at least fourteen (14) days in which to respond in writing, addressed to the President and/or appear at the meeting where the votes shall be cast.

- (b) Filling Vacancies: The Board of Directors shall fill vacancies on the Board of Directors or among the Executive Board by a majority vote. Each director selected to fill a vacancy shall hold office only until the expiration of that term.

## **Article IV PAGEANT COORDINATOR**

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

The Miss Rodeo Idaho Pageant Coordinator will be elected by a fifty-one (51%) majority by the General Membership present, in good standing, and voting at the Annual Meeting. The nominees will be selected from the pool of qualified general members.

- (a) The Pageant Coordinator is responsible for conducting a pageant in the State of Idaho to select Miss Rodeo Idaho.
- (b) The state pageant will be held following the guidelines set forth in the Miss Rodeo Idaho Pageant Rules and Regulation as approved by the Board of Directors.
- (c) The Executive Board shall choose the judges for the upcoming year's pageant from the list of qualified judges compiled by the Coordinator.

## **Article V NATIONAL DIRECTOR**

### **Section 1: Title**

The National Director shall be known as the Miss Rodeo Idaho National Director.

### **Section 2: Number of National Director**

The National Director shall consist of one (1) member. The National Director is a voting member of the Board of Directors, and shall not hold any other office. The National Director must be a member in good standing.

### **Section 3: Election of National Director**

The National Director shall be elected for a two (2) year term.

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

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

### **Section 5: Removal of National Director**

The National Director shall be terminated upon occurrence of one or more of reasons listed in Article II Section 3(b) and Article III Section 4, by the Board of Directors, by a two-thirds (2/3) vote of all Directors, at any regular or special meeting. In the case that a National Director cannot complete their term, the Vice President will complete all National Director duties until which time the Executive Board is able to appoint a replacement for the duration of the term vacated.

**Article VI**  
**STATE ADVISORY COUNCIL**

**Section 1: Titles**

A State Advisory Council will serve as an advisory body to the MRI Board of Directors.

**Section 2: Membership**

Any member in good standing who is also the designated Queen Coordinator of any rodeo or riding club queen competition in the state of Idaho is eligible to be a member of the State Advisory Council. Only one representative per contest is eligible for State Advisory Council membership. The MRI Board President or designee will sit as an voting member of the State Advisory Council.

**Section 3: Duties and Obligations of the State Advisory Council**

The State Advisory Council will be a venue for coordination and communication amongst Queen Coordinators and contests statewide, and it will be the venue through which Queen Coordinators can make advice to and receive feedback from the Miss Rodeo Idaho Board of Directors.

**Section 4: Election of SAC Representative on the MRI Board**

The State Advisory Council will be empowered to elect, on an annual basis, one (1) of its members to represent the Council as a voting member on the MRI Board of Directors. This individual will be elected by a fifty-one percent (51%) majority of the State Advisory Council MRI members present, in good standing and voting at the Annual Meeting. A minimum of five (5) Queen Coordinators must be members and involved in this voting process in order to execute this State Advisory Council process and elect a representative.

It is incumbent upon this individual to represent the interests of all participating Queen Coordinators to the Board, and to report back to the same any communication in response to that input. This individual will sign and abide by the MRI Code of Conduct, and will honor all operating principles and confidentiality needs of the MRI Board of Directors.

Proxies will be managed consistent with these By-Laws proxy process by the MRI Board of Directors per the guidelines set forth in Article VII Section 4(c). Other offices and operations conducted by the State Advisory Council are contingent upon their development and MRI Board approval of the same.

**Section 5: State Advisory Council Meeting Opportunities**

The MRI Board of Directors will arrange for the State Advisory Council to have a meeting place and opportunity at any General Membership date afforded the rest of the membership.

**Article VII**  
**EXECUTIVE BOARD**

**Section 1: Titles**

The Executive Board of this corporation shall be as follows: a President, Vice-President, Secretary, Treasurer, National Director and Sponsorship Director. One person may not hold more than one office, except that the same person may serve as a chairperson on a committee.

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

The President, Vice-President, Secretary and Treasurer shall be elected for a one-year term by secret ballot at each annual meeting of the General Membership. The President, Vice-President, Secretary and Treasurer must have served on the Board of Directors for at least six (6) months prior to election and be an active

member in good standing. Each of the officers shall be elected by a fifty-one (,%) majority of the General Members, present, in good standing, and voting at the Annual Meeting of the organization.

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

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

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

- (a) **President:** The President shall be the chief officer of the corporation and shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the Board of Directors of the corporation. The President shall preside as chairman at all meetings of the members and the Board of Directors. The President shall be an ex-officio member of all committees, which may be established from time to time. The President will be responsible for setting up the agenda for the meetings. The President shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws. The President shall not vote on business matters of the corporation except that the President shall cast a deciding vote whenever there is a tie vote by the voting body of the corporation. The President or his/her designee shall have lead responsibility for the relationship between MRI and the Snake River Stampede Board of Directors, and shall facilitate an effective transition of that relationship to the President Elect as appropriate.
- (b) **Vice-President:** The Vice-President in the absence or disability of the President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions placed upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be described for him or her by the President and/or the Board of Directors.
  - (i) **Membership Development.** The Vice President will lead the organizational efforts for membership development, and will report on strategies and results of that endeavor at the Annual Meeting.
  - (ii) The Vice President will supervise the activity of the lady in waiting or "MRI-Elect" until which time that she becomes Miss Rodeo Idaho, and that responsibility is then assumed by the National Director...
- (c) **Secretary:** The Secretary shall attend to and be responsible for the following:
  - (i) **Book of Minutes.** The Secretary shall keep or cause to be kept, a book of minutes of all meetings and actions of the Board of Directors with the time and place of holding, whether regular or special and, if special how authorized, the notice given, the names of those present and absent at such meetings, and the proceedings of such meetings. The contents of the Book of Minutes are to be kept indefinitely. The Book of Minutes shall be available to any member of the corporation upon request.
  - (ii) **Notices, Seals, and Other Duties.** The Secretary shall give, or cause to give, notice of all meetings of the members and of the Board of Directors as required by these Bylaws. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
  - (iii) **Maintenance and Inspection of Bylaws.** The Secretary shall keep the original and a copy of the Bylaws as amended to date, which shall be open to inspection by any member of the corporation upon request.
  - (iv) **Maintain Job Descriptions.** The Secretary shall keep and maintain the organization's Job Descriptions as developed to date, which shall be open to inspection by any member of the corporation upon request.

- (v) Membership Register. The Secretary shall keep, or cause to be kept, a membership register showing the names of all members and their addresses. The Membership Register shall be available to any member of the corporation upon request.
  - (vi) Web presence. The Secretary shall keep, or cause to be kept, the web presence of the organization and communications associated therein.
  - (vii) Newsletter. The Secretary shall develop, or cause to be developed, a membership newsletter on a schedule established by the Board, to be distributed in a manner as outlined by the Board.
- (d) Treasurer: The Treasurer shall attend to, and be responsible for the following:
- (i) Book of Accounts. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct electronic books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements, gains, losses, capital and retained earnings. The Book of Accounts shall be open to inspection by any member of the corporation at all reasonable times. The Book of Accounts shall be kept for ten (10) years.
  - (ii) Deposit and Disbursements of Monies and Valuables. The Treasurer shall deposit all monies and the Board of Directors may designate other valuables in the name and to the credit of the corporation with such depositories as. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors whenever they request it, an account of all of his or her transactions as Treasurer and all the financial condition of the corporation. The Treasurer shall be responsible for the safe keeping of the Traveling Buckle.
  - (iii) The Treasurer shall provide to the members of the Board of Directors a current, typed financial report at each regular monthly meeting. The Treasurer shall provide an annual report to all members of the corporation.
  - (iv) The Treasurer shall have the corporate books reviewed on an annual basis by an audit committee selected by the President at the beginning of the fiscal year. The audit committee shall consist of three (3) members of the Board of Directors.
  - (v) Other Duties. The Treasurer shall be responsible for receiving all mail and forwarding it to the appropriate officers or member. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- (e) Sponsorship Director: The Sponsorship Director shall attend to, and be responsible for the following:
- (i) Managing the sponsorship records and contact information. The Sponsorship Director shall keep and maintain, or cause to be kept and maintained, adequate and correct records of MRI historical and current sponsorship, their amounts, and contact information. This record shall be kept for ten (10) years.
  - (ii) Sponsorship drive. On an annual basis, the Sponsorship Director will, with the assistance of the Board of Directors, generate strategies to meet the organizational sponsorship goal in a given year. The Sponsorship Director, and all Directors and General Members, will share responsibility for pursuing these strategies.
  - (iii) Reporting. The Sponsorship Director will report to the Board of Directors the results of the sponsorship drive at the Annual Meeting.

**Article VIII**  
**MEETINGS OF GENERAL MEMBERSHIP**

**Section 1: Annual Meeting**

The annual meeting of the General Membership, in compliance with State Law, shall be held on the second (2<sup>nd</sup>) Tuesday of November each year, unless the Board of Directors set another date and so notifies the members. The place and time shall be fixed by the Board of Directors and notice thereof mailed to each member at least fourteen (14) days before said meeting.

**Section 2: Special Meeting**

- (a) Authorized Persons Who May Call: A special meeting of the members may be called at any time by any of the following: the President, or fifty-one (51%) of the Executive Board, or fifty-one (51%) of the Board of Directors, or at least ten (10) general members.
- (b) Calling Meetings by Members: If a special meeting is called by members other than the President, the request shall be submitted in writing, specifying the time and place of such meeting and the general nature of the business proposed to be transacted, and shall be delivered by registered mail to the President. The President receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 3 of this Article, that a meeting will be held at the time and place requested by the persons calling the meeting, which time shall be not less than thirty (30) days nor more than sixty (60) days following the receipt of the request. If the notice is not given within ten (10) days after receipt of the request, the persons requesting the meeting may give the prescribed notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when such meeting is called by action of the President, Executive Board, or the Board of Directors.

**Section 3: Quorum**

A quorum of members must be present at any meeting of general members to allow transaction of business. A quorum must consist of at least fifty-one (51%) of eligible voting members or twenty (20) members present and in good standing, whichever is the lesser number.

**Section 4: Voting**

- (a) Manner of Casting Votes: Voting may be by voice or by secret ballot as requested by any member before the voting begins, however, any election of Board of Directors, National Director and Executive Board must be done by secret ballot.
- (b) Voting Rights of Members: Each general member shall be entitled to cast one vote on all matters submitted to a vote of the members
- (c) Proxy Voting: Members may, in their absence, assign their proxy vote to another individual. The Secretary or designee will make proxy assignment forms available, and assignments shall be returned and postmarked to the Secretary or designee at least ten (10) days prior to a meeting in which the vote is being cast.
- (d) Conduct of Meetings: Except as otherwise provided by the Articles of Incorporation or these Bylaws, all meetings of the members shall be conducted under the voting guidelines only of Roberts Rules of Order, Revised.

**Article IX**  
**MEETINGS OF BOARD OF DIRECTORS**

**Section 1: Place of Meetings**

The Board of Directors shall determine the place, date and time of meetings at the first meeting of the fiscal year. This can be amended by a majority vote of the Board of Directors.

## **Section 2: Annual Meeting**

Immediately following the annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, and transaction of other business. Notice of this meeting shall not be required.

## **Section 3: Special Meetings**

- (a) Authority to Call: Special meeting of the Board of Directors for any purpose or purposes may be called at any time by the President or the Vice-President or fifty-one (51%) of the Board of Directors.
- (b) Notice:
  - (i) Manner of Giving: Notice of the time and place of a special meeting shall be given in writing to each member of the Board of Directors by email unless otherwise previously requested. All such notices shall be sent to the Board members' email address as it is shown in the membership records.
  - (ii) Time Requirements: Notice must be sent at least ten (10) days before the time set for the meeting.

## **Section 4: Quorum**

Fifty-one (51%) of the Board of Directors shall constitute a quorum for the transaction of business.

## **Section 5: Action without Meeting**

As deemed appropriate by the President, any action required to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively, consent by telephone or email conversation with the President. Such action shall have the same force and effect as a majority vote of the Board of Directors. Such consent or consents shall be filed with the minutes of the next regularly scheduled meeting of the Board of Directors.

## **Article X GENERAL CORPORATE MATTERS**

### **Section 1: Executive or Corporate Contracts and Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute the instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances; and unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or for any amount.

## **Article XI AMENDMENTS**

### **Section 1: Revisions**

These Bylaws may be amended or altered by a majority vote of all members at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

## **Article XII CONFLICT OF INTEREST**

**Section 1: Financial Conflicts of Interests**

No member may serve on the Board of Directors, who has an actual or potential conflict of interest involving a substantial financial interest in the affairs of the Miss Rodeo Idaho, Inc.

**Section 2: Contestant and Title Holders Conflict of Interest.**

No member may serve on the Board of Directors who has an immediate family member, ward or charge intending to compete for Miss Rodeo Idaho as of January 1 of the year of that candidates' competition.. No member may serve on the Board who is coordinating or directing a NOTHER queen contest in Idaho in any capacity. No member of the Board may judge a queen competition of any level within the State of Idaho.. No member may serve on the Board of Directors who is coaching, teaching or otherwise assisting directly or indirectly an eligible candidate as of January 1 of the year of that candidates' competition.

**Article XIII  
DISSOLUTION**

**Section 1: Procedure**

Miss Rodeo Idaho, Inc. shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of Miss Rodeo Idaho. On dissolution of the corporation, any funds or assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(4).

**CERTIFICATE OF VICE-PRESIDENT**

I, the undersigned, certify that I am the presently elected and acting Vice-President of Miss Rodeo Idaho, Inc., an Idaho Non-Profit Corporation, and the above Bylaws, consisting of 10 Pages, are the Bylaws, of this corporation as adopted at a meeting of the General Membership, held on the 16<sup>th</sup> day of June, 2008.

Executed at Nampa, Idaho

\_\_\_\_\_  
Marsha Hill, Vice-President

**CERTIFICATE OF PRESIDENT**

I, the undersigned, certify that I am the presently elected and acting President of Miss Rodeo Idaho, Inc., an Idaho Non-Profit Corporation, and the above Bylaws, consisting of 10 Pages, are the Bylaws, of this corporation as adopted at a meeting of the General Membership, held on the 16<sup>th</sup> day of June, 2008.

Executed at Nampa, Idaho

\_\_\_\_\_  
Shelly Williams, President

**CORPORATE SEAL**

The Miss Rodeo Idaho, Inc. Corporate Seal must be affixed on this page to be a certified copy of these Bylaws.