

BYLAWS of WOMEN'S RANCH RODEO ASSOCIATION

ARTICLE ONE

The principal office of the association in the State of Kansas shall be located in Howard, Elk County, Kansas. The association may have such other offices, either within or without the State of Kansas as the Board of Directors may determine or as the affairs of the Association may require.

The Association shall have and continuously maintain the State of Kansas a registered office and a registered agent who office is identical with such registered office as required by the Kansas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office in the State of Kansas, and the address of the registered office may be changed by the Board of Directors.

ARTICLE TWO

The purpose of the association is to promote the knowledge of women's role in ranching and agriculture on a national level and educate the American people to the fact that this is part of our heritage and a valuable way of life to preserve, and as set forth in Article Four, Section A-E in the Articles of Incorporation.

ARTICLE THREE

The mission of the Women's Ranch Rodeo Association mission is to educate its members and viewers while perpetuating and promoting the sport of Women's Ranch Rodeo. WRRRA also honors the lifestyles and skills associated with women in the cattle, equine and ranching industries.

ARTICLE FOUR

The Association shall have members. The categories, eligibility requirements, and fees shall be set by the Board of Directors and may be changed from time to time.

Section 1. Membership

Membership is open to any woman interested in the preservation of the heritage of women in the ranching and cattle industry.

Section 2. Membership Receipt

Upon acceptance of membership and payment of an annual membership fee, a membership receipt shall be issued to each member of the association.

Section 3. Voting Rights

The Association shall have voting members. Notwithstanding, the Association may have member participants. All current members are eligible to vote on the current board members elections. The categories, eligibility, requirements, and fees shall be set by the Board of Directors and may be changed from time to time.

Section 4. Term of Membership

Term of membership shall be twelve months. (1 Year)

Section 5. Transfer of Membership

Membership is not transferable or assignable.

ARTICLE FIVE Meeting of Members

Section 1. Scheduled Meetings

The need to have regular scheduled meetings shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of members may be called by the President, the Board of Directors or not less than one-tenth of the voting Members.

Section 3. Place of Meetings

The place of any meetings of members shall be determined by the Board of Directors.

ARTICLE SIX ELECTION PROCEDURES

Section 1. Nominating Committee

Not less than 60 days prior to the election date, the President shall appoint a nomination committee for the purpose of proposing nominees for those positions on the Board of Directors, the terms of which have expired or any position that is open.

Section 2. Report of the Nominating Committee

The President shall cause the report of the Nominating Committee to be published to all voting Board Members within 30 days of receipt, but in no event later than 10 days prior to the election date.

Section 3. When Election Not Required

In after the close of nominations, the number of people nominated is not more than the number to be elected, the President may declare that those nominated and qualified have been elected without further action and announce such election at the annual meeting.

Section 4. Ballots

If the number of people nominated exceeds the number to be elected a ballot shall be distributed to each voting Board Member.

Section. 5. Assumption of Office

All advisors and officers shall assume office on the first day of January.

ARTICLE SEVEN BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the association shall be managed by its Board of Directors.

Section 2. Number, Election and Term of Office

The Board of Directors shall consist of not less than nine (9) Directors nor more than twenty-one (21) Directors. Directors shall be elected for a term of one (1) year.

- a. Original Board of Directors will serve a life-time term when the first election will be held. The first election will consist of nine (9) Directors elected to serve a life-time term, with 12 positions open to be filled a voted on by the Board of Directors.
- b. The Life-time term founding Directors may resign at any time. They will be required to put the resignation in writing and signed by them and the President.
- c. The life-time term is only for the founding Directors. When their position is filled this will be a one (1) year term.

Section 3. Regular Meetings of the Board of Directors

The need, number and interval of regular meetings of the Board of Directors shall be determined from time to time by the Board of Directors.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings may fix the place for holding the special meeting of the Board called by them.

Section 5. Notice of Meetings

Notice of regular or special meetings shall be given at least ten (10) days previous thereto by written notice delivered personally, or by verbal notice given personally or by telephone, or sent by mail or e-mail to each Director at the address shown by the records of the association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Upon receipt of notice the members must reply by verbal notice personally or by telephone, or send by mail or email to the Director giving notice of the meeting.

Section 6. Quorum

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One Director more than fifty percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board: but if less than a quorum is present at said meeting, a majority of the advisors present may adjourn the meeting without further notice.

Section 7. Conduct of Business

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies

Any vacancy occurring on the Board of Directors between elections or due to fewer than the authorized number of advisors having been elected may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of the position being filled.

Section 9. Removal

Any Director may be removed from office by (1) personal choice or (2) a two-thirds majority vote by the Directors present at a meeting at which a quorum is present whenever in its judgment the best interest of the Association would be served thereby, provided that such Director is given ten days written notice of the action prior to a vote being taken, or (3) automatically be absences from three out of four consecutive meetings of the Directors. A signed form will be filled out by the director being removed and the president.

Section 10. Indemnification

The Association may, in accordance with the Kansas Corporation Act, under K.S.A. 17-6002, and any amendments thereto, indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceedings as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article,

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an agent includes one who is or was serving at the request of the Association as a director, officer, partner, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interest. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

ARTICLE EIGHT OFFICERS

Section 1. Officers

The officers of the association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provision of the Article. The Board of Directors may elect or appoint such other officers, including one or more assistant Secretaries and one or more Assistant Treasurers. Any two or more offices may be held by the same persons except the office of President. The Secretary and Treasurer need not be Directors of the Association but members in good standing.

Section 2. Election and Term of Office

The officers of the association shall be elected annually by the Board of Directors. Nominations may be made from the floor at the Directors meeting. If after the close of nominations the number of people nominated is not more than the number to be elected, the President may declare that those nominated and qualified have been

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elected without further action and announce such election to the membership. If the number of people nominated exceeds the number to be elected, a ballot shall be distributed to each Director attending the Director's meeting. New offices may be created and filled at any meeting of the Board of Directors. The Secretary and Treasurer may be appointed by the Board of Directors.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby. A signed form by said officer and president must be filled out.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or other reason may be filled by the Board of Directors for the un-expired portion of the term.

Section 5. President

The President shall be the principal executive officer of the association and shall in general supervise all of the business and affairs of the association. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officers of the association authorized by the Board of Directors; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President is a member of office of all committees.

Section 6. Vice President

In the absence or in the event of inability or refusal to act by the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

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- a. To promote ranch rodeo as a sport,;
- b. To foster an amicable relationship between contestants, members, contractors, committees and sponsors.
- c. To promote sponsorship and media coverage of the WRRRA.
- d. To cultivate interest and promote understanding by the public of the cowgirl and the life styles and skills associated with North American cattle ranching.
- e. To conduct, engage in and transact any and all types of business directed by the Board of Directors for the betterment of the Women's Ranch Rodeo Association.
- f. Attend meetings as covered under section 11.

Section 7. Treasurer

The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Association.
- b. Have charge and responsibility to receive and give receipts for moneys due and payable to the Association from any source.
- c. Deposit all moneys in the name of the Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or President.
- d. Checks, disbursement of funds and deposits shall be made in accordance with a policy adopted by the Executive Board of Directors.
- e. Maintain the financial books and records of the Association.
- f. Prepare financial reports at least annually.
- g. Perform other duties as assigned by the chairman or by the Executive Board of the Board of Directors.
- h. If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with surety as determined by the Board of Directors.
- i. Perform all of the duties incident to the office of treasurer.

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- j. Give report of accounts at each normally scheduled meeting.
- k. Have the power to delegate her other duties set forth herein.

Section 8. Secretary

The Secretary shall:

- a. Give all notices as provided in the bylaws or as required by law.
- b. Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the Association records.
- c. Maintain custody of the association records.
- d. Sign and date all documents as authorized.
- e. Keep a register of the mailing address of each member, advisor, officer, and employee of the Association.
- f. Perform duties as assigned by the Board of Directors.
- g. Perform all duties incident to the office of secretary.

ARTICLE NINE COMMITTEES

Section 1. Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate or appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are Directors. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law.

Section 2. Executive Committee

The Executive Committee shall consist of the President, the Vice President, Secretary, Treasurer, and the chairpersons from the Event Committee, Rules Committee, and Sponsorship Committee. During periods when the Board of Directors is not in session,

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this committee shall be authorized to act for the Board of Directors on any matter effecting this Association, which in the opinion of the committee are important and require immediate attention. All such actions shall be reported to the Board of Directors at its next meeting.

Section 3. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 4. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the association and until a successor is appointed, unless the committee shall be terminated sooner, or unless such advisor be removed from such committee or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members present shall constitute a quorum, and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

The Board of Directors shall appoint a Rules Committee to recommend a slate of rules to govern sanctioned Women's Ranch Rodeos. This special rules committee shall be governed by Article Nine of these By-Laws. The Rules Committee shall be a permanent committee for the purposes of:

- a. Updating rules for the furtherance of ranch rodeo.

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- b. Enforcing rules of the Association.
- c. Sanctioning of local and regional events to qualify for Women's Ranch Rodeo National Finals.
- d. Meet with Judge and/or Arena Director prior to Rodeo Rules Meetings.
- e. Any other duties designated by the Board of Directors.

Section 8. Sponsorship

The Board of Directors shall appoint a Sponsorship Committee. This Committee shall be governed by Article Nine of these By-Laws. This committee will work closely with the Treasurer. The Sponsorship Committee shall be a permanent committee for the purposes of:

- a. Developing a sponsorship program for the Women's Ranch Rodeo Association.
- b. Obtaining start up monies for the Association in said year.
- c. Keep names and address of any sponsor or interested sponsor of the Women's Ranch Rodeo Association.
- d. Send out updated information such as newsletter to sponsors.
- e. Be sure the sponsor receives the advertising he/she has paid for.
- f. Get all pertinent information required for sponsorship/advertising purposes; ad slicks etc.
- g. Be responsible for sending Thank You notes to all sponsors at the end of the season.
- h. Any other duties designated by the Board of Directors.

Section 9. Advertising

The Board of Directors shall appoint an Advertising Committee. This Committee shall be governed by Article Nine of these By-Laws. This committee will work closely with the Vice President and Treasurer. The Advertising Committee shall be a permanent committee for the purposes of:

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- a. Developing an advertising program for the Women's Ranch Rodeo Association
- b. Advertising events of the Association in magazines, etc. at a reasonable cost within the Association budget.
- c. Creating designs and layouts for these advertisements to present to the Board for final decision.
- d. All contact between media outlets and the Association will be referred to this Committee.
- e. Website updates, newsletter etc.
- f. Any other duties designated by the Board of Directors.

Section 10. Prize Committee

The Board of Directors shall appoint a Prize Committee. This Committee shall be governed by Article Nine of these By-Laws. This committee will work closely with the Advertising and Sponsorship Committee. Following a budget as given by the Treasurer and approved by the Board of Directors.

- a. As prize committee member you are also responsible for any sanctioned rodeos that require the association to obtain prizes.
- b. Any other duties designated by the Board of Directors.

ARTICLE TEN DISTRIBUTION OF ASSOCIATION FUNDS

It should be the intent of the Board of Directors to distribute a percentage of all funds received by the Association after expenses to the participating, sanctioned ranch rodeos for the betterment of the local, state and regional events. The amount and percentage shall be determined by the Board of Directors.

Section 1. Gifts & Contributions

The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Association's federal and state tax status. The Association may at the Boards discretion establish a crisis fund or funds for educational purposes.

ARTICLE ELEVEN CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant treasurer and countersigned by the President or a Vice President of the Association.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift bequest or devise for the general purpose or for any special purpose of the association.

ARTICLE TWELVE BOOKS AND RECORDS

The Association shall keep correct books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Association may be inspected in any Director or the Director's agent or attorney for any purpose at any reasonable time.

ARTICLE THIRTEEN FISCAL YEAR

The fiscal year of the association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE FOURTEEN MEMBERSHIP FEES

Section 1. Annual Membership Fees

The Board of Directors may determine the annual dues payable to the Association by members.

Section 2. Payment of Dues

Dues shall be payable annually unless otherwise approved by the Board of Directors.

ARTICLE FIFTEEN AMENDMENTS TO BYLAWS

The Board of Directors may amend, alter, or repeal any portion of these bylaws by a majority vote at a meeting at which a quorum is present, provided that the amendment was duly considered at the meeting immediately preceding the one at which the amendment is adopted.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the present, elected and acting Secretary of the Women's Ranch Rodeo Association, and that the above Bylaws consisting of the preceding 14 pages are the bylaws of this association as adopted at a meeting of the Board of Directors held on November 27, 2017.

Dated: 11/27/17.

Executed at: Toronto, KS

Sonya Stapleford

Secretary