

BY-LAWS

OF

CAPITAL CROSSROADS GAY RODEO ASSOCIATION, INC.

A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION



Capital Crossroads Gay Rodeo Association

1 **BY-LAWS OF CAPITAL CROSSROADS GAY RODEO**
2 **ASSOCIATION, INC.**

3 *A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION*
4

5 **ARTICLE I - NAME**
6

7 The name of the Corporation shall be the Capital Crossroads Gay Rodeo
8 Association, Inc.
9

10
11 **ARTICLE II - OFFICES**
12

13 SECTION 1. PRINCIPAL EXECUTIVE OFFICE
14

- 15 1. The Association's principal executive office shall be fixed and located at such
16 place, as the Board of Directors (herein called the "Board"), shall determine.
17 The Board is granted full power and authority to change said principal
18 executive office from one location to another where the Association is
19 qualified to do business.
20

21 SECTION 2. OTHER OFFICES
22

23 The Board may at any time establish branch or subordinate offices at any place
24 or places where the Association is qualified to do business.
25

26
27 **ARTICLE III - OBJECTIVES AND PURPOSES**
28

29 SECTION 1. PRIMARY PURPOSE
30

31 The primary purpose for which this Association is formed is:
32

- 33 a. to educate the community about the diversity of the gay lifestyle in order
34 to increase the overall understanding and awareness, of the members of
35 the gay community;
36 b. to promote, advance and develop the sport of rodeo;
37 c. to provide education and training in the production and participation in the
38 sport of rodeo for the gay and non-gay communities; to participate in the
39 preservation of our Western Heritage; and
40 d. to engage in any activity not inconsistent with these purposes.
41

42 SECTION 2. GENERAL PURPOSES
43

44 The general purposes of this Association are to:
45

- 46 a. receive, hold and/or disburse gifts, bequests, devises, and other funds for
- 47 these purposes;
- 48 b. own and maintain or to lease suitable real estate and building and any
- 49 other personal property which is deemed necessary for its purposes;
- 50 c. enter into, make, perform and carry out contracts of every kind for any
- 51 lawful purpose, without limit as to amount.

52
53

54 **ARTICLE IV - MEMBERSHIP**

55

56 SECTION 1. GENERAL

57

58 Any person who shall meet the requirements outlined in Article IV.1.2 shall be
59 eligible to be a member of this Association. Ownership of a horse is not a
60 prerequisite for membership in the Association.

61

62 1. Membership in this Association shall be attained by completing the official
63 membership application, or an electronic form that otherwise meets the
64 requirements of the paper form, and payment of dues for a category of
65 membership.

66

67 2. All membership applications shall be signed. Electronic signatures via the
68 electronic form will be accepted as signed by the applicant(s). The
69 application form shall state that the applicant has a commitment to the
70 stated goals of the Association.

71

72 3. The terms "member in good standing", "active member", and "Member"
73 mean a member whose current membership dues are paid in full.

74

75 4. A Member becomes inactive upon expiration of the current membership
76 dues. An inactive Member will be retained on the membership list for a
77 period of five (5) years, after which inactive Members may be removed
78 from the membership list. An inactive Member is not entitled to vote at
79 Association meetings, receive the newsletter or any other privilege or
80 benefit of membership. Members will be notified in writing one (1) month
81 before the expiration of membership by mail, to the last known address
82 registered with the membership committee. This notice will inform the
83 Member that he or she will be placed on an inactive member status upon
84 expiration of membership if membership dues are not paid. Inactive
85 members may renew their membership up to three (3) calendar months
86 without penalty. Expired memberships that are renewed within the three
87 (3) month grace period will be reinstated back to their original expiration
88 date and will constitute a continuous membership.

89

90 5. In addition to the Membership Chair, the following may receive
91 membership forms and payments on behalf of the Association:

- 92
 - 93
 - 94
 - 95
 - 96
 - 97
 - 98
 - 99
 - 100
 - 101
 - 102
 - 103
 - 104
 - 105
 - 106
 - 107
 - 108
 - 109
 - 110
 - 111
 - 112
 - 113
 - 114
 - 115
 - 116
 - 117
 - 118
 - 119
 - 120
 - 121
 - 122
 - 123
 - 124
 - 125
 - 126
 - 127
 - 128
 - 129
 - 130
 - 131
 - 132
 - 133
 - 134
 - 135
 - 136
- i. The Association Secretary
 - ii. The Association President
 - iii. The Association Treasurer
 - iv. The Trustee to I.G.R.A. or designated Alternate Trustee
6. The receiving official will sign the form and indicate the date of receipt on the form. Any such receipts will be forwarded immediately to the Association Membership Chair for processing.
 7. The "date of receipt" for all membership applications, renewals and dues, shall be the date received by the receiving official. The date will be stated on the receipt issued at the time the dues are received.
 8. No Member shall have the ability to cast more than one vote.

SECTION 2. CATEGORIES OF MEMBERSHIP

There shall be the following categories of membership.

INDIVIDUAL

This category is available to all persons committed to the Objectives and Purposes of the Association.

FAMILY

Any two persons who qualify for individual membership who share the same address may apply for family memberships at reduced rates.

SECTION 3. MEMBERSHIP PRIVILEGES

Membership shall commence on the date of receipt of the application and the accompanying membership dues as indicated by the date of the receipt issued by the authorized member of the Association.

All Members are entitled to receive the Association newsletter.

All Members are entitled to one vote at Association membership meetings

SECTION 4. REVOCATION OF MEMBERSHIP

The Board shall have the right to revoke the membership of any member for cause by a two third (2/3rd) vote of the Board present at any Special Meeting of the Board. Cause shall be defined as including, but not limited to, unethical or fraudulent behavior, bad faith or conduct unbecoming of the Association. Any

137 such decision must be preceded by due process including, but not limited to, a
138 review by the Membership Review Committee.
139

140 SECTION 5. MEMBERSHIP SUSPENSION

141
142 1. CAUSES:

143
144 Membership or Association affiliation may be declared suspended due to an
145 outstanding financial obligation to the Association, providing that the member
146 is aware of the obligation and has been given sufficient time to resolve the
147 situation. The financial obligation may be either monetary or in the form of
148 property. Suspended Members may be eligible for membership renewal on
149 approval of the Membership Review Committee.
150

151 2. SUSPENSION:

152
153 The Association may declare any Member suspended for the reasons stated
154 above by a majority vote of the Membership Review Committee. Suspension
155 shall be effective immediately. After notification from the Membership Review
156 Committee, the Association Secretary shall immediately:
157

- 158 i. notify the Member in writing, by certified mail to the members last
159 known address as shown in the membership records. The
160 notification shall state that all membership privileges have been
161 suspended including but not limited to the right to vote at all
162 Association meetings and the right to compete as a member of
163 Capital Crossroads Gay Rodeo Association until the reason for the
164 suspension has been resolved;
165
- 166 ii. the notification must state, the reason for the suspension and the
167 action or the payment needed to resolve the problem and must be
168 accompanied by copies of supporting documentation for the
169 Member's permanent file;
170
- 171 iii. notify the Membership Committee Chairperson, in writing, of the
172 suspension. The Membership Committee Chair will ensure that the
173 Member's name is placed on the list of members suspended for
174 cause; and
175
- 176 iv. if needed, notify any additional governing body of the suspension.
177

178 3. RESOLUTION

179
180 When the problem causing the suspension is resolved, the Membership
181 Review Committee shall instruct the Association Secretary to immediately:
182

- 183 v. notify the Member, in writing, of the resolution of the problem and
184 that all membership privileges and Association affiliation, have
185 been reinstated;
- 186
- 187 vi. notify the Membership Committee Chairperson, in writing, of the
188 resolution. The Membership Committee Chair will ensure that the
189 Member's name is removed from the list of members suspended
190 for cause; and
- 191
- 192 vii. if needed, notify any additional governing body of the resolution.
193
- 194

195 **ARTICLE V – MEMBERSHIP MEETINGS**

196 **SECTION 1. ANNUAL MEETINGS**

197 An annual meeting of the Members (each of which is sometimes hereinafter
198 referred to as an “Annual Membership Meeting”) shall be held each year during
199 the month of December at a time and place designated by the Board. The
200 purpose of the Annual Meeting shall be the election of Association officers,
201 ratification of rules and by-law amendments and the transaction of such other
202 business that may properly come before the meeting. Notice of the time and
203 place of each Annual Meeting shall be communicated to each Member at least
204 fifteen – (15) days before the day set for the meeting. Upon the close of new
205 business of the Annual Meeting, authority to act on business for the Association
206 shall pass to the newly elected officers.
207

208 **SECTION 2. GENERAL MEETINGS**

209 General Meetings (each of which is sometimes hereinafter referred to as a
210 “General Meeting”) shall be decided by and at such a place as may be
211 designated by the Board a minimum of three (3) times in a calendar year. Notice
212 of the time and place of each General Meeting shall be posted on the
213 Association’s web site and communicated to each Member of the Association at
214 least ten – (10) days before the date of the meeting through one of the
215 Association’s media:
216

- 217 1. E-mail,
- 218 2. Telephone,
- 219 3. Association’s Newsletter,
- 220 4. Direct Mail.

221 **SECTION 3. SPECIAL MEETINGS**

222 Special Meetings of the Members (each of which is sometimes hereinafter
223 referred to as a “Special Membership Meeting”) may be called for any purpose or
224

229 purposes, by the parties specified below. Notice of the Special Meeting shall be
230 communicated at least forty-eight (48) hours in advance of the meeting. Each
231 such notice shall state the purpose or purposes for which the Special Meeting is
232 being called, and the business transacted at a Special Meeting shall be confined
233 to the stated purpose in such notice. Special Meetings may be called by:

- 234
- 235 a. a majority of the Board;
- 236 b. the Association President;
- 237 c. the Association Vice President of Administration or Vice President of
- 238 Rodeo Operations, in the absence of the Association President;
- 239 d. The Association President or the Association Vice President of
- 240 Administration or Vice President of Rodeo Operations, upon written
- 241 request of at least twenty-five percent (25%) of the members in good
- 242 standing.
- 243

244 SECTION 4. VALIDATION OF MEMBERSHIP AND RIGHT TO VOTE

245

246 A quorum of Members, as specified by these By-Laws, must be present at the
247 beginning of any meeting of the Members at which a vote of the Members is
248 taken. The presence of a quorum may be determined at any point in a meeting
249 of the Members, and it shall not be necessary thereafter to determine whether a
250 quorum remains present at any given time or for any given vote, and a quorum
251 shall thereafter be deemed to be present throughout the remainder of the
252 meeting. The foregoing provision shall not prevent the establishment of the
253 presence of a quorum at any time during a meeting, if a quorum was not
254 originally present and the officers presiding at the meeting which to determine
255 whether a quorum is present. At all meetings of the Members at which a vote of
256 the Members is proposed to be taken, an attendance register must be signed by
257 all Members attending the meeting. Such register shall require the following
258 information as to each Member signing:

- 259 1. printed name
- 260
- 261 2. signature
- 262
- 263 3. membership number
- 264
- 265 4. expiration date
- 266

267 The Association Secretary in association with the Membership Chair shall
268 validate the Member in good standing status and the right to vote of each
269 member so signing from the membership records of the Association. The total
270 number of validated signatures in such register shall be the qualifying count for
271 establishing a quorum, and such register shall become part of the permanent
272 record of the Association.

273 SECTION 5. VOTING AT MEETINGS OF MEMBERS

275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317
318
319

The vote of the majority of the Members in good standing who are present at a meeting at which the presence of a quorum of the Members has previously been established shall be the act of the Members as a whole. Ten percent (10%) of the Association's membership shall constitute a quorum.

SECTION 6. WAIVER OF NOTICE

Attendance by a member at any meeting of the Members shall constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice.

ARTICLE VI - ASSOCIATION OFFICERS AND BOARD OF DIRECTORS

SECTION 1. GENERAL

The Board of Directors (herein referred to collectively as the Board) consisting of elected Officers shall govern the Association. Each member of the Board (herein known as "Director") will be entitled to one (1) vote.

SECTION 2. POWERS OF DIRECTORS

GENERAL CORPORATE POWERS:

Subject to the provisions of the California Non profit Corporation Law and any limitations in the Articles of Incorporation and these By-Laws relating to action requiring approval by the Members, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

POWERS OF THE BOARD OF DIRECTORS:

- Select and remove all agents and employees of the Association and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and these By-Laws.
- Designate any place within the State of California for the holding of any meeting or meetings.
- Adopt, make, and use the Corporate Seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

- 320 • Borrow money and incur indebtedness on behalf of the Association
321 and cause to be executed and delivered for the Association's
322 purposes, in the corporate name, promissory notes, bonds,
323 debentures, deeds of trust, mortgages, pledges, hypothecations,
324 and other evidences of debt and securities.
325
- 326 • Conduct, manage and control the affairs and business of the
327 Association and to make such rules and regulations therefore not
328 inconsistent with laws or with the Articles of Incorporation or the By-
329 Laws, as they may deem best.
330
- 331 • Manage in such manner as they may deem best all funds and
332 property, real and personal, received and acquired by the
333 Association; and to distribute, loan or dispense the same and/or
334 income therefore.
335
- 336 • The Board may authorize any officer or officers, agent or agents, to
337 enter into any contract or execute and deliver any instrument in the
338 name of and on behalf of the Association, and such authority may
339 be general or may be confined to specific instances.
340
- 341 • The Board shall approve all checks, drafts, or orders for payment of
342 money, notes or other evidences of indebtedness issued in the
343 name of the Association.
344
- 345 • All funds of the Association shall be deposited from time to time to
346 the credit of the Association in such banks, trust companies, or
347 other depositories as the Board may select.
348

349 SECTION 3. COMPOSITION

350 OFFICERS
351

352
353 Officers of the Association shall consist of a President, a Vice President of
354 Administration, a Vice President of Rodeo Operations, a Secretary, a
355 Treasurer, a Member-At-Large and the Trustee to I.G.R.A. These Officers,
356 other than the Trustee to I.G.R.A., shall be elected at the Annual Membership
357 Meeting for a term of one year. The Trustee to I.G.R.A. shall be elected at
358 the annual membership meeting for a term in accordance with I.G.R.A. By-
359 law Article X. Officers of the Association may not hold an officer position of
360 another Association if that position would cause a conflict of interest situation.
361 No one person may hold two offices of the Association. The duties of the
362 officers shall be such as are usually imposed upon such officials of
363 corporations and as are required by law, or as specified in these By-Laws,
364 Standing Rules, or such as may be assigned to them, respectively, from time
365 to time, by the Board or Membership.

366
367
368
369
370
371
372
373
374
375
376
377
378
379
380
381
382
383
384
385
386
387
388
389
390
391
392
393
394
395
396
397
398
399
400
401
402
403
404
405
406
407
408
409
410
411

COUNSELOR

Any member shall be eligible for selection as Counselor of the Association. A Counselor will have the right to speak at all meetings of the Board. Any officer of the Board may nominate a member for Counselor of the Association at any Board. The nomination must carry a two-thirds (2/3d's) vote of the Board present. Ratification of the nomination of Counselor by the Membership shall occur at the next regularly scheduled Membership Meeting and require a two-thirds (2/3d's) majority vote for confirmation.

SECTION 4. QUALIFICATIONS

All members of the Board must be filled by a candidate who has been a Member of the Association for a minimum of one (1) continuous year prior to the date of election.

SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is defined as any person, relative, or a domestic partner of a person being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable reimbursement expenses paid to a Director as Director.

SECTION 6. ELECTION

OFFICERS

Officers shall be elected at the Annual Membership Meeting. Any certified member may place names in nomination with the Secretary beginning at the General Membership Meeting prior to the Annual Membership Meeting. Nominations will remain open until the close of nominations at the Annual Membership Meeting. The nominee must either be present to accept nomination or have previously submitted written acceptance of the nomination to the Board.

Voting shall be performed by:

- A secret Ballot conducted at the Annual Membership Meeting
- Absentee balloting received by the Secretary prior to the day of the Annual Membership Meeting

- 412 • Absentee ballots will be counted only once and will not be
413 included in any run-off elections.

414
415 The candidate receiving a majority of the available vote, (50% plus 1
416 vote), shall be elected. In the event that no candidate receives a majority
417 of the vote, a runoff election will take place between the two candidates
418 receiving the most votes. The runoff process will continue until one
419 candidate receives a majority of the vote.

420
421 SECTION 7. TERM

422
423 GENERAL

424
425 Each Director, including a Director elected to fill a vacancy, shall serve until
426 expiration of the term for which elected and until a successor has been
427 elected and qualified. No reduction of the authorized number of Directors
428 shall have the effect of removing any Director before that Director's term of
429 office expires.

430
431 1. OFFICERS

432
433 Officers other than the Trustee to I.G.R.A. shall be elected for a term of one
434 year. They shall be seated immediately following the Annual Membership
435 Meeting.

436
437 The Trustee to I.G.R.A. shall serve a term as determined by I.G.R.A. By-laws
438 Article X., Section 3.

439
440 2. COUNSELOR

441
442 A Counselor shall not require re-election and shall serve until resignation,
443 removal, or death. A Counselor shall be seated immediately following
444 confirmation by the Membership.

445
446 SECTION 8. VACANCIES

447
448 CAUSES

449
450 A vacancy in a Director's position shall be deemed to exist on the occurrence
451 of the death, resignation, or removal of any Director.

452
453 RESIGNATION

- 454
455 i. Except as provided in this paragraph, any Director may resign. The
456 resignation shall be effective upon receipt of written notice to the
457 President, the Secretary, or the Board unless the notice specifies a

458 later time for the resignation to become effective. If the resignation of
459 a Director is effective at a future time, the Board may fill the vacancy
460 as directed in Article VI.8.4. to take office when the resignation
461 becomes effective.

462
463 ii. A Director whose membership expires will be considered to have
464 resigned.

465
466 iii. No Director who has resigned during a term of office may be re-
467 elected to fill the same position during the same term.

468
469
470 iv. No Director may resign when the Board would be then left without a
471 duly elected Director in charge of its affairs.

472

473 3. REMOVAL

474

475 At any time a Director may be removed from the Board by a two-thirds
476 (2/3rds) vote of the total Board members present by secret ballot at a Special
477 Meeting of the Board called for that purpose. Any such decision must be
478 preceded by due process. Such removal from duty shall be effective
479 immediately. Any motion to remove a Director must be acted on at the
480 meeting of presentation. Persons removed from the Board in this manner
481 may not be elected to another position on the Board for the remainder of the
482 current term.

483

484 4. OFFICER ELECTION DUE TO VACANCY

485

486 In the event of a vacancy, the Board may elect from the membership a
487 person to fill the remaining term of an Officer at any Special meeting of the
488 Board. The candidate shall be seated immediately while awaiting
489 confirmation by the Membership. Candidates elected to fill vacancies shall
490 be submitted in writing to the members for confirmation in accordance to
491 Article VI.6., unless the remaining term is ninety – (90) days or less. A
492 majority affirmation by the Members is required to confirm a candidate as an
493 Officer.

494

495 **ARTICLE VII - DIRECTOR'S MEETINGS**

496

497 SECTION 1. ANNUAL MEETING

498

499 Immediately following the Annual Membership Meeting, the Board shall hold a
500 Regular meeting for the purpose of organization and the transaction of other
501 business. Notice of this meeting shall not be required.

502

503 SECTION 2. REGULAR MEETINGS

504
505
506
507
508
509
510
511
512
513
514
515
516
517
518
519
520
521
522
523
524
525
526
527
528
529
530
531
532
533
534
535
536
537
538
539
540
541
542
543
544
545
546
547
548
549

Regular meetings of the Board shall be held at least quarterly. Notice of said meeting shall be communicated to Members.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the President or by two (2) or more Directors.

1. Notice of a Special meeting of the Board shall be communicated to each Director.
2. All such notices shall be given or sent to the Director's address or telephone number as shown in the records of the Association. Notices sent by first-class mail shall be deposited in a United States mail box at least ten (10) days before the time set for the meeting. Notices by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting. This notice shall state the time and place for the meeting; and specify the purpose of the meeting.

SECTION 4. QUORUM

A majority of the authorized number of voting Directors shall be necessary to constitute a quorum for the transaction of business. Every action decided by a majority of the Directors present at a meeting duly held, shall be regarded as the act of the Board, unless a greater number be required by law, by the Articles of Incorporation or these By-Laws.

SECTION 5. ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 6. MEETINGS BY ELECTRONIC MEDIA

Any meeting, Regular or Special, may be held by conference telephone, live video or similar communication equipment, so long as all Directors participating in the meeting can hear and/or see one another. All Directors shall be deemed present at such meeting. Teleconference meetings shall require a five – (5) day notice.

SECTION 7. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call or notice, if a quorum is present.

550
551
552
553
554
555
556
557
558
559
560
561
562
563
564
565
566
567
568
569
570
571
572
573
574
575
576
577
578
579
580
581
582
583
584
585
586
587
588
589
590
591
592
593
594

ARTICLE VIII – COMMITTEES

SECTION 1. COMMITTEES OF THE BOARD

1. STANDING COMMITTEES OF THE BOARD

i. EXECUTIVE COMMITTEE

The Executive Committee of the Board shall consist of the President, Vice President of Administration, the Vice President of Rodeo Operations, Secretary, Treasurer, the Member-At-Large, and the Trustee to I.G.R.A..

ii. FINANCE COMMITTEE

The Finance Committee of the Board shall consist of the Executive Committee.

iii. FESTIVAL / RODEO FINANCE COMMITTEE

The Festival / Rodeo Finance Committee shall consist of the Executive Committee, the Rodeo Director.

iv. MEMBERSHIP REVIEW COMMITTEE (M.R.C.)

1. PURPOSE

a. The purpose of the M.R.C. is to resolve complaints and problems which may arise within the Association pertaining to unethical, disruptive or un-sportsmanlike activities. The committee shall have jurisdiction over all Members.

2. COMPOSITION

a. The M.R.C. shall consist of the Vice President of Administration, the Membership Chairperson, one (1) Counselor of the Association and two (2) Members, excluding the Executive Committee, to be approved by the Board. The Vice President of Administration shall chair the committee.
b. The term of committee members shall coincide with the term of the Board.

- 595 c. The Chairperson shall submit to the Board the two (2)
- 596 members' names for approval at the first scheduled
- 597 Regular Board Meeting of the new term.
- 598 d. A committee member who is party to a complaint, or
- 599 otherwise has a conflict of interest in a complaint
- 600 under review, will be disqualified from participating in
- 601 that matter. The Board shall appoint a substitute
- 602 committee member.
- 603 e. If the Vice President of Administration is a disqualified
- 604 committee member, the committee shall appoint an
- 605 interim Chairperson from within the committee to
- 606 serve as Committee Chairperson for that particular
- 607 matter.
- 608 f. A quorum for any meeting of the M.R.C. shall be as
- 609 required for other meetings of the Board. A majority
- 610 shall prevail in all decisions.

611 3. PROCEDURE

- 612 a. Any complaint regarding Association policy,
- 613 Members, or contract personnel may be presented to
- 614 the M.R.C.
- 615 b. All complaints must be in writing, and must be
- 616 submitted to the Chairperson of the M.R.C., no later
- 617 than thirty – (30) days following the alleged
- 618 incident(s). No complaint will be denied review if, in
- 619 the opinion of the M.R.C., it is deemed timely due to
- 620 extenuating circumstances.
- 621 c. Anonymous complaints will not be reviewed.
- 622 d. Within thirty (30) days of receiving a complaint, the
- 623 M.R.C. will conduct a preliminary review to determine
- 624 the validity of the complaint. Any complaint
- 625 determined to be unsubstantiated will be rejected and
- 626 the complainant notified with the reason for rejection.
- 627 e. All valid complaints shall have notice sent to the
- 628 member of whom the complaint was directed. The
- 629 notice shall include the specific complaints to which
- 630 the review was requested.
- 631 f. The recipient shall then have thirty (30) days from the
- 632 date of the notice is sent to submit a response in
- 633 writing.
- 634 g. If a valid complaint involves contract personnel or
- 635 other company-for-hire, the Board shall be
- 636 immediately notified.
- 637 h. Once responses are received, the committee will
- 638 review the responses.
- 639
- 640

- 641 i. A hearing may be scheduled involving one or both
- 642 parties as deemed appropriate for further
- 643 investigation of facts.
- 644 j. The committee shall request a special meeting of the
- 645 Board to report all complaints received and their
- 646 resolution and recommendations.
- 647 k. All complaints received and associated reviews and
- 648 responses will be entered into record.

649

650 4. OTHER COMMITTEES OF THE BOARD.

651

652 i. The Board may by resolution adopted by a majority of the Directors

653 designate one or more committees to serve at the pleasure of the

654 board.

655

656 ii. A committee shall consist of at least two persons.

657

658 SECTION 2. STANDING COMMITTEES

659

660 The following committees will be standing committees and the Chairperson shall

661 be appointed annually and approved by the Board:

662

663 BY-LAWS AND STANDING RULES

664 CORPORATE FUNDRAISING

665 PUBLIC RELATIONS

666 DEAN BERKAN RODEO SAFETY AND EDUCATION FUND

667 EVENTS

668 MEMBERSHIP

669 E-COMMUNICATIONS

670 NEWSLETTER

671 ROYALTY

672 SIERRA STAMPEDE RODEO AND FESTIVAL

673

674 The duties of all standing committees shall be as designated by the Board.

675

676 SECTION 3. AD HOC COMMITTEES

677

678

679

680

681

682

683

684

685

686

687 The President, with the approval of the Board, shall appoint such Ad Hoc
688 Committees, as the Board shall deem advisable or appropriate.

689
690 The President with the approval of the Board of Directors shall appoint the
691 Chairpersons for all Ad Hoc Committees:

692
693 **SECTION 4. COMMITTEE OFFICERS AND REPORTS**

694
695 The Chair, or in the absence of the Chair, a Chair appointed committee member,
696 shall preside at meetings of the committee. The committee shall make written
697 reports on behalf of the committee to the Board and/or the Members.

698
699 **ARTICLE IX - FISCAL YEAR AND REPORTING**

700
701 **SECTION 1. FISCAL YEAR**

702
703 The Fiscal Year of the Association shall begin on January 1 and end at midnight
704 on December 31 of each calendar year.

705
706 **SECTION 2. ANNUAL REPORT**

- 707
708 1. Not later than 120 days after the close of the Association's Fiscal Year,
709 the Board shall cause an annual report to be made to the members. Such
710 report shall contain the following information:
- 711 i. the assets and liabilities, including the trust funds, of the
712 Association as of the end of the Fiscal Year;
 - 713 ii. the principal changes in assets and liabilities, including trust
714 funds, during the Fiscal Year;
 - 715 iii. the revenue or receipts of the Association, both unrestricted and
716 restricted to particular purposes, for the Fiscal Year; and,
 - 717 iv. the expenses and/or disbursements of the Association, for both
718 general and restricted purposes during the Fiscal Year.
- 719
720
721
722
723 2. The report required herein shall be accompanied by a Certification by the
724 Treasurer of the Association, that the report was prepared without audit
725 from the books and records of the Association.

726
727
728 **SECTION 3. FINANCIAL REPORTS**

729
730 The Board shall cause a financial report to be communicated to the Members at
731 all General Meetings and the Annual Meeting or as requested. Such report shall
732 contain the following information:

- 733
734 i. the assets and liabilities, including the trust funds, of the
735 Association at the beginning and end of the month of the report;
736
737 ii. the principal changes in assets and liabilities, including trust funds,
738 during the month of the report;
739 iii. the revenue or receipts of the Association, both unrestricted and
740 restricted to particular purposes, for the month of the report; and,
741
742 iv. the expenses and/or disbursements of the Association for both
743 general and restricted purposes during the month of the report.
744

745 **ARTICLE X - BOOKS AND RECORDS**

746
747 The Association shall keep correct and complete books and record of accounts and
748 shall keep minutes of the proceedings of its Members, Board and Committees having
749 and exercising any of the authority of the Board. All books and records shall be made
750 available to State and Federal authorities pursuant to law.
751

752 The Membership Committee shall keep at the principal office a record giving the names
753 and addresses of the Members entitled to vote. The membership shall at all times be
754 held confidential, and shall not be made available, except pursuant to court order.
755

756
757 **ARTICLE XI – AMENDMENTS**

758
759 SECTION 1. METHOD

760
761 Proposals to make new by-laws, change existing by-laws, or repeal by-laws can
762 be made at:

- 763
764
 - The Annual Membership Meeting,
 - 765 • Any Special Membership Meeting called for that purpose,
 - 766 • Any By-laws Committee Meeting.

767

768 SECTION 2. RATIFICATION

769
770 By-Laws proposals shall be ratified by a 2/3rd's vote of the membership at the
771 next Annual or Special Membership Meeting where a quorum exists.
772
773

774 **ARTICLE XII - STANDING RULES**

775
776 The Association shall have the power to adopt, and from time to time amend, such
777 rules pertaining to the purposes, activities, and affairs of the Association, as it deems
778 necessary and desirable, where such rules and regulations do not conflict with any
779 provisions of law, or the By-Laws of the Association. Such rules and regulations shall
780 be known and designated as the Standing Rules of the Association.

781
782 Standing Rules may be amended by a 2/3rd's vote of the membership at the next
783 Annual or Special Membership Meeting where a quorum exists, or as otherwise
784 provided in these by-laws.

785
786
787 **ARTICLE XIII - PERSONAL LIABILITY OF MEMBERS**

788
789 No member of the Association shall be personally liable to its creditors or for any
790 indebtedness of liability. All creditors shall look only to the assets of the Association for
791 liability claims.

792
793 **ARTICLE XIV - FESTIVALS AND RODEOS**

794
795 SECTION 1. GOVERNANCE

796
797 All Association produced festivals and rodeos shall be subordinate to CAPITAL
798 CROSSROADS GAY RODEO ASSOCIATION.

799
800
801 **ARTICLE XV - NONPARTISAN ACTIVITIES**

802
803 This Association has been formed under the California non-profit Public Benefit
804 Corporation Law for the purposes stated in the Articles of Incorporation, and it shall be
805 non-profit and non-partisan. None of the activities of the Association shall consist of the
806 publication or dissemination of materials with the purpose of attempting to influence
807 legislation, and the Association shall not participate or intervene in any political
808 campaigning on behalf of any candidate for public office or for or against any cause or
809 measure being submitted to the people for a vote.

810
811 3. Notwithstanding any other provisions of these Articles, the Association shall
812 comply with:

- 813
814 • Federal Income Tax guidelines under Section 501(c)(3) or Section
815 501 (c)(4) of the Internal Revenue Code of 1954 (or corresponding
816 provisions of any future United States Internal Revenue Law, or
817

- 818 • Section 170(c)(2) of the Internal Revenue Code of 1954 (or the
819 corresponding provision of any future United States Internal
820 Revenue Law.

821

822 **ARTICLE XVI - DEDICATION OF ASSETS**

823

824 The properties and assets of this non-profit corporation are irrevocably dedicated to
825 charitable purposes. No part of the net earnings, properties, gains dividends or assets
826 of this corporation, on dissolution or otherwise, shall inure to the benefit of any private
827 person or individual, or any Member or Director of this corporation. On liquidation or
828 dissolution, all properties, assets and obligations shall be distributed and paid over to
829 an organization dedicated to charitable purposes consistent with the corporation's
830 philosophy, provided that the corporation continues to be dedicated to the exempt
831 purposes as specified in the Internal Revenue Code Section 501(c)(3) and/or Section
832 501 (c)(4).

833

834

835 **ARTICLE XVII - PROCEDURAL STANDARDS**

836

837 Roberts Rules of Order: Newly Revised will serve as the procedural standards and
838 guidelines for issues not specifically addressed by these By-Laws.

839

840

841 **ARTICLE XVIII - SEVERABILITY OF PROVISIONS**

842

843 The invalidation of any provision of these by-laws shall not be deemed to invalidate,
844 negate, or detract from the enforceability of any other provision herein stated.

845

846

847 **ARTICLE XIX. THE INTERNATIONAL GAY RODEO ASSOCIATION (I.G.R.A.)**

848

849 Capital Crossroads Gay Rodeo Association, as an entity, is a member of the
850 International Gay Rodeo Association (I.G.R.A.). The By-laws, Standing Rules and
851 Rodeo Rules of I.G.R.A., which may be amended from time to time by the membership
852 of that organization, are hereby adopted by reference.

853

854 Section 1. TRUSTEE TO I.G.R.A.

855

- 856 a. The Trustee to I.G.R.A. will represent Capital Crossroads Gay Rodeo
857 Association at all I.G.R.A. meetings and events.
- 858 b. An alternate Trustee may be designated in accordance with I.G.R.A. By-
859 laws.
- 860 c. An alternate Trustee shall only represent the Association at an I.G.R.A.
861 event in which he/she is designated as an alternate.

862

863 Section 2. DELEGATES TO IGRA

864
865
866
867
868
869
870
871
872
873
874
875
876
877
878
879
880
881
882
883
884
885
886
887
888
889
890
891
892
893
894
895
896
897
898
899
900
901
902
903
904
905
906
907
908
909
910

The Association sends Delegates and Alternates to attend the Annual I.G.R.A. Convention. These Delegates and Alternates must be selected by vote of the membership of the Association. The By-laws and Standing Rules of the I.G.R.A. will determine the maximum number of Delegates and Alternates to be elected.

ARTICLE XX - DISSOLUTION

The property of the Capital Crossroads Gay Rodeo Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of Capital Crossroads Gay Rodeo Association, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the United States Internal Revenue Code.

Revision History

Revision	Date	Comment
A.00	04 March 2001	By-laws signed by Executive Board.
	04 March 2001	By-laws accepted and ratified by vote of the General Membership of CCGRA.
A.01	19 July 2002	Editing change. Removal of all remaining references to IGRA: Article IV, Section 5.2.i Article IV, Section 5.2.iv Article IV, Section 5.3.iii
A.02	19 July 2002	Added Revision History page and Revision Number to document.
A.03	17 November 2002	The following changes were ratified by the membership at the Regular Meeting on 11/17/2002: Article VI, Section 3.1 (Board composition) Article VI, Section 6.1.i (Elections) Article VI, Section 6.1.ii (Balloting)
A.04	12 February 2004	Applied updated CCGRA logo to document.
A.05	21 February 2004	Corrections made to typographical errors and formatting. Removed reference to IGRA Trustee: Article VIII, Section 1.1.i (Executive Committee)
A.06	18 April 2004	The following changes were ratified by the membership at the Regular Meeting on 04/18/2004: Article VIII, Section 2 (Standing Committees) Article XIV, Section 1 (Festivals and Rodeos - Governance) Article XIX (Dissolution added)
A.07	11 September 2007	The following changes were ratified by the membership at Special Membership Meeting on 09/11/2007: Added new Section 3 under Article III to incorporate the proposed relationship between Capital Crossroads Gay Rodeo Association and International Gay Rodeo Association I.G.R.A.) in preparation for 2007 IGRA Convention and being seated as a member association in IGRA.

Revision B.09

Revision	Date	Comment
B.08	08 December, 2007	<p>The following changes were ratified by the membership at the Annual Membership Meeting on 12/08/2007:</p> <p><u>Article I</u> Delete acronym CCGRA and use full name.</p> <p><u>Article III, Section 3.</u> Delete entire section. Adopted 9/11/07 as a temporary by-law until recognized by I.G.R.A..</p> <p><u>Article IV, Section 1, Paragraph 4.</u> Expired Memberships renewed within 3 months retain expiration date and continuous membership status.</p> <p><u>Paragraph 6.</u> Add Treasurer and Trustee, delete counselor as authorized to receive memberships.</p> <p><u>Section 2.</u> Delete Business Membership.</p> <p><u>Article V, Section 2</u> Change Monthly Meetings to General Meetings; require a minimum of 5 general meetings and 1 annual meeting; communicate by web site, email, telephone, newsletter, direct mail.</p> <p><u>Section 3.</u> Add both Vice Presidents able to call special meetings.</p> <p><u>Section 5.</u> Clarify quorum as 10% of Association's membership.</p> <p><u>Article VI, Section 3.</u> Redefined elected offices to President, Vice President of Administration, Vice President of Rodeo Operations, Secretary, Treasurer, Member-at-Large, and Trustee to I.G.R.A.</p> <p>Re-worded definitions of counselor.</p> <p><u>Section 6.</u> Absentee ballots must be received by Secretary prior to election day, and will not be used in run-off elections.</p> <p><u>Section 7.</u> Trustee to I.G.R.A. term defined by I.G.R.A. By-law Article X, Section 3.</p> <p><u>Section 8, Paragraph 3.</u> Trustee to I.G.R.A. election due to vacancy defined in Article XIX of these by-laws.</p> <p><u>Article VIII, Section 1, Paragraph i.</u> Added both vice presidents and Trustee to I.G.R.A. to Executive Committee.</p> <p><u>Paragraph iv., subparagraph 2.</u> MRC headed by Vice President of Administration.</p> <p><u>Section 2.</u> Broke Corporate Fundraising/ Public Relations into 2 committees; added E-Communications.</p> <p><u>Article IX, Section 3.</u> Replace "monthly" with "Financial"</p> <p><u>Article XI, Section 1.</u> Re-wrote method to introduce By-law changes.</p> <p><u>Section 2.</u> By-laws ratified by 2/3rd's vote at Annual or Special Meeting.</p> <p><u>Article XII.</u> Standing Rules ratified by 2/3rd's vote at Annual or Special Meeting.</p> <p><u>Article XIX.</u> Define relationship with I.G.R.A. as member association. (<u>Renumbered remaining Articles</u>)</p> <p><u>Section 1.</u> Define Trustee to I.G.R.A.</p> <p><u>Section 2.</u> Define Delegates to send to I.G.R.A. annual convention.</p>

Revision B.09

Revision	Date	Comment
B.09	11 December 2009	<p>The following changes were ratified by the membership at the Annual Membership Meeting on 12/11/2009:</p> <p><u>Article IV, Section 1.</u> Added “electronic form” for Membership application. Signature via electronic application accepted.</p> <p><u>Article IV, Section 2.</u> Family membership category changed “reside at” to “share” the same address.</p> <p><u>Article V, Section 2.</u> Changed minimum number of General Meetings to three (3).</p> <p><u>Article VI, Section 3. Officers:</u> Changed duties to include those from the Standing Rules and from the Membership.</p> <p><u>Counselor:</u> Changed who is eligible to become Counselor.</p> <p><u>Article VI, Section 7.</u> Changed wording for Counselor term from “elected” to “confirmed by the Membership.”</p> <p><u>Article VI, Section 8 Paragraph 3.</u> Changed voting to total Board present. <u>Paragraph 4.</u> Changed title. Added reference to Article VI.4 to define who is eligible to fill a vacant officer position. Removed separate procedure reference to fill vacancy to Trustee to I.G.R.A. and Counselor.</p> <p><u>Article VIII, Section 1, Paragraph iv.</u> Removed and replaced “Composition” and “Procedure” sections for Membership Review Committee.</p> <p><u>Article XIX, Section 1.</u> Added alternate Trustee will only represent the Association at I.G.R.A. events for which he/she is designated. <u>Section 2.</u> Removed reference to Standing Rules for election of delegates for I.G.R.A. Convention.</p>

Revision B.09

Revision	Date	Comment
B.09	11 December 2009	<p>The following changes were ratified by the membership at the Annual Membership Meeting on 12/11/2009:</p> <p><u>Article IV, Section 1.</u> Added “electronic form” for Membership application. Signature via electronic application accepted.</p> <p><u>Article IV, Section 2.</u> Family membership category changed “reside at” to “share” the same address.</p> <p><u>Article V, Section 2.</u> Changed minimum number of General Meetings to three (3).</p> <p><u>Article VI, Section 3. Officers:</u> Changed duties to include those from the Standing Rules and from the Membership.</p> <p><u>Counselor:</u> Changed who is eligible to become Counselor.</p> <p><u>Article VI, Section 7.</u> Changed wording for Counselor term from “elected” to “confirmed by the Membership.”</p> <p><u>Article VI, Section 8 Paragraph 3.</u> Changed voting to total Board present. <u>Paragraph 4.</u> Changed title. Added reference to Article VI.4 to define who is eligible to fill a vacant officer position. Removed separate procedure reference to fill vacancy to Trustee to I.G.R.A. and Counselor.</p> <p><u>Article VIII, Section 1, Paragraph iv.</u> Removed and replaced “Composition” and “Procedure” sections for Membership Review Committee.</p> <p><u>Article XIX, Section 1.</u> Added alternate Trustee will only represent the Association at I.G.R.A. for which he/she is designated. <u>Section 2.</u> Removed reference to Standing Rules for election of delegates for I.G.R.A. Convention.</p>