

# Russian River Rodeo Association, Inc.

## By-Laws – Amended & Adopted 2018

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Amended Bylaws of Russian River Rodeo Association, Inc.

**A Nonprofit Corporation**

**Chapter One**

**Article One**

**Principal office**

The principal office of the corporation in the state of California will be located in the County of Sonoma, at such place as may be designated by the Board of Directors. The term " Association" will be used hereafter in these bylaws in place of "Corporation".

**Article Two**

**Books and records**

The association will keep correct and complete books, records and minutes of the proceedings of its members, Board of Directors and any committees having any of the authority of the Board of Directors and a record of the names and addresses of the members entitled to vote at its designated office. All books and records of the association may be inspected by any member, for his agent or Attorney, for any proper purpose at any reasonable time.

**Article Three**

**Fiscal Year**

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

**Article Four**

**Corporate seal**

The Board of Directors will provide a corporate seal which will consist of a circle having on its circumference and face the words "Russian River Rodeo Association, Inc."

## **Article Five**

### **Waiver of notice**

Whenever any notice is required to be given under the provisions of the general nonprofit Corporation Law of California or under the provision of the Articles of Incorporation for the bylaws of the Association, said notice, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

## **Article Six**

### **Rules of order**

Section 1: Every member desiring the privilege of the floor shall arise and address the chair as “Madam President” or "Mr. President", as appropriate, and only one member is entitled to the floor during the same period of time. No member will speak for more than five (5) minutes on any subject at any one time, or more than twice on the same subject except by permission of the chair.

Section 2: If someone has a grievance they wish to discuss, they must submit it in writing to the President or his/her Secretary 5 days in advance of the next meeting to be put on the agenda.

Section 3: Unless and until otherwise provided, the most current edition of Robert's Rules of Order will govern the conduct and procedure of all meetings.

## **Chapter Two**

### **Article Seven**

#### **Members**

##### **Section 1. QUALIFICATIONS**

The Association will be composed of one group only designated as "members" who are residents of the United States of America. Membership is open to the public and effective upon payment of all dues.

##### **Section 2. ANNUAL DUES**

The Board of Directors will determine from time to time the amount of annual dues payable to the Association by the members. Dues shall be payable in advance upon joining the Association and thereafter by March 31 of each year. If any member fails to pay dues by March 31 of each year, his/her membership may be terminated by The Board of Directors in the manner provided in Section 5 of this article.

##### **Section 3. CERTIFICATE OF MEMBERSHIP**

The Board of Directors will provide for the issuance of a certificate or card evidencing membership in the Association. Which will be a form as decided by The Board of Directors. The certificate or card will be signed by the President. The name and address of the member and date of issuance shall be entered in the records of the association. If any certificate or card is lost, mutilated or destroyed, a new one may be issued on terms and conditions determined by The Board of Directors.

##### **Section 4. LIFE MEMBERSHIP**

As recorded by the Secretary, certain individuals and members of the Parmeter Family are life members to the Association and are not subject to Annual Membership Dues. All Life Members must complete a Membership Application as needed by the Membership Committee to keep accurate records of Life Members.

#### Section 5. TERMINATION OF MEMBERSHIP

The Board of Directors may suspend or expel a member for cause, after a hearing; suspend or expel any member who has been convicted of an unlawful act or crime or has acted in a manner that is not deemed appropriate for the Russian River Rodeo Association to terminate the membership of any member who becomes ineligible for membership; suspend or expel any member who is in default in payment of dues or if the Board of Directors deems there is a conflict of interest, by a vote of 2/3 of the Board of Directors in attendance at a meeting at which a quorum is present.

#### Section 6. RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but the resignation does not relieve the member resigning of the obligation to pay any dues, assessments or other charges owing and unpaid.

#### Section 7. REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may reinstate a former member to membership by a 2/3 vote of The Board of Directors in attendance at a meeting at which a quorum is present.

#### Section 8. TRANSFER OF MEMBERSHIP

Membership in this Association is not transferable or assignable.

#### Section 9. VOTING RIGHTS

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting members must be; 1) 18 years of age or older, 2) a member in good standing for at least 6 months, and 3) has attended at least 1 Association Board Meeting in the past or is a RRRA event volunteer.

## **Chapter Three**

### **Article Eight**

#### **Meetings of Members**

##### **Section 1. ANNUAL MEETINGS**

The annual meeting of the members will be held in October of each year for the purpose of electing any new Board of Directors and for the transaction of any other business as may come before the members.

##### **Section 2. SPECIAL MEETINGS**

Special meetings of the members may be called by the President, a majority of the Board of Directors, where not less than one-tenth (1/10) of the members having voting rights.

##### **Section 3. PLACE OF MEETING**

The Board of Directors will designate any place within the County of Sonoma as the place of meeting for any annual or special meeting of the members. If all the members meet at any time and place, whether within or outside the State of California and consent to the holding of a meeting, the meeting will be valid without call for notice, any corporate action can be taken at such meetings.

##### **Section 4. NOTICE OF MEETINGS**

The President or Secretary will cause written or printed notice stating the place, date and time of any meeting of the members to be delivered either personally or by mail to each member entitled to vote at such meetings. This notice will be delivered not less than seven (7) days nor more than twenty-one (21) days before the date of the meeting. The agenda will be added to the newsletter.

### Section 5 NOTICE OF SPECIAL MEETING

In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice.

### Section 6 DELIVERY OF NOTICE

If mailed, the notice of meeting will be deemed to be delivered two days after being deposited in the United States mail addressed to the member at members address as it appears on the records of the association, with the postage prepaid.

### Section 7 INFORMAL ACTION BY MEMBERS

Any action required by law to be taken at a meeting of the members or any action, which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action taken is signed by all of the members entitled to vote with respect to the subject matter thereof. The President will contact the Board by text, email or phone for their vote and will record the votes.

### Section 8 PROXIES

A member entitled to vote at any meeting of members may sign a proxy designating any other eligible member to vote in his place.

### Section 9 QUORUM

Ten or more members in good standing and entitled to vote will constitute a quorum at any meeting. If the quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

**Chapter Four**

**ARTICLE NINE**  
**BOARD OF DIRECTORS**

Section 1 NUMBER AND TERM

The number of Directors shall be nine (9). Each Director will hold office for two (2) years and until a successor has been elected and qualified.

Section 2 QUALIFICATIONS

Directors must be members of the association in good standing for a minimum of six (6) months prior to the annual meeting at which the member seeks election. Directors must be residents of Sonoma County or adjoining counties.

Section 3 GENERAL POWERS

Its Board of Directors will manage the affairs of the Association. In doing so, all Federal, State and Local laws will be complied. Furthermore, members, guests and the General Public attending events sanctioned by the Association will conform to all laws. Through these General Powers, the Association retains the right to refuse service to disruptive persons or organizations so that the Association can safely and peacefully engage in its legal affairs.

Section 4 COMPENSATION

Directors will not receive any salary for their services.

Section 5 VACANCIES

Any vacancy in the Board of Directors and any directorship to be filled because of an increase in the number of directors will be filled by the Board of Directors. A director appointed to fill a vacancy will be appointed for the unexpired term of his predecessor in office.

## **Chapter Five**

### **ARTICLE TEN**

#### **BOARD OF DIRECTORS MEETINGS**

##### **Section 1 REGULAR MEETINGS**

The first meeting of The Board of Directors will be held without notice other than this bylaw immediately after and at the same place as the annual meeting of the members for the purpose of an election of officers and any other business that may come before the Board. The Directors will schedule regular meetings of The Board.

**Section 2 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 calling the meeting must fix the place, date and time of the special meeting.

##### **Section 3 NOTICE OF MEETINGS**

Notice of any special meeting of the Board will be given at least five (5) days in advance by telephone or written notice delivered personally or sent by text, email or mail to each Director at this address as shown by the records of the Association. If mailed, the notice is deemed to be delivered two (2) days after being deposited in the United States and mail with postage prepaid. Any Director may waive notice of any meeting. Attendance of a Director at any meeting will waive notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawful called or convened. The business to be transacted at the meeting does not need to be specified in the Notice or Waiver of Notice.

#### Section 4 QUORUM

A majority of the Board of Directors constitutes a quorum for the transaction of business at any meeting of the Board. A proxy will not be considered for purpose of determining if a quorum is present. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

#### Section 5 PROXIES

A Director entitled to vote at any meeting of the Board may sign a proxy designating any other Board Member to vote in his/her place at such meeting. Proxy representation will have the same powers, liabilities, and responsibilities as a Board Member represented except as limited by the written proxy itself.

#### Section 6 MANNER OF ACTING

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 these bylaws.

#### Section 7 CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of all members of the Board are individually contacted. Any action taken must be by unanimous vote and will be recorded in the written minutes of the next meeting of the Board.

## **Chapter Six**

### **ARTICLE ELEVEN** **OFFICERS AND THEIR DUTIES**

#### **Section 1 OFFICERS**

The officers of the association will be President, Vice President, Secretary and Treasurer and any other officer as may be elected in accordance with this section. Officers must be members of the Board of Directors. The Board of Directors may appoint other officers such as additional Vice President, Secretary or Treasurer, as it deems desirable. The additional officers have the authority to perform the duties assigned to them by the Board of Directors. The same person, except the office of President and Secretary, may hold any two (2) offices.

#### **Section 2 ADDITIONAL OFFICERS**

If required by the Board of Directors, any additional Vice President, Assistant Secretary or Assistant Treasurer may be appointed by a majority vote of the Directors present at a legal meeting of the Board. Any additional officers will perform the duties assigned to them by the President or the Board of Directors. If required by the Board of Directors, any Assistant Treasurer will give a bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors deems necessary. The cost for any bond will be paid by the Association.

#### **Section 3 ELECTION AND TERM OF OFFICE**

Offices are elected by the Board of Directors at the regular meeting of the Board immediately following the Annual Member Meeting. Officers are elected for one (1) year term. Each officer holds office until his successor has been elected and qualified.

#### Section 4 REMOVAL OF OFFICER

If any Officer or Board Member misses three (3) consecutive meetings, the matter will be submitted to the Board at its next meeting for evaluation and consideration of removal from the Board. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the association would be best served, but any removal is without prejudice to the contract rights, of any officer so removed. Removal of an officer will be by a vote of 2/3 of the Directors present at a legal meeting of the Board.

#### Section 5 LEAVE OF ABSENCE

A leave of absence may be granted by the Board of Directors.

#### Section 6 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, will be filled by the Board of Directors for the unexpired portion of the term.

#### Section 7 PRESIDENT

The president is the principal executive officer and in general supervises and controls all of the business and affairs of the association. The President presides at all meetings of the members and the Board of Directors.

The President may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be signed, except in cases where the signing and execution is delegated by the Board of Directors, these bylaws, or by the statute to some other officer or agent of the

Association. In general, the President will perform all duties incident to the office and such other duties as may be directed by the Board of Directors from time to time.

#### Section 8 VICE PRESIDENT

In the absence of the President or any event of the President's inability or refusal to act, the Vice President will perform the duties of the President, and when so acting has all the powers of and is subject to all the restrictions upon the President. Any Vice President will perform all other duties as from time to time may be assigned by the President or the Board of Directors.

#### Section 9 SECRETARY

The Secretary will record the votes and keep minutes of all the meeting and proceedings of the Board of Directors and of the members in one or more books provided for that purpose by the Board,

keep the corporate seal of the Association and affix it on all papers requiring the seal, serve notice of the meeting of the Board and of the members, keep appropriate current records showing the members of the association, together with their addresses (which will be provided by the Chair of the Membership Committee), answer all incoming correspondence, in general perform such other duties incident to the office or assigned from time to time by the President or Board of Directors.

#### Section 10 TREASURER

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or hers duties in such sum and with such surety or sureties as the Board shall determine. The cost of any such bond will be paid by the Association.

The Treasurer will receive and deposit in appropriate bank accounts as further

provided in Article Twelve of these bylaws all monies of the association and will disperse funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Association, keep proper books of account, prepare a statement of income and expenditures to be presented to the membership at its Regular Annual Meeting and deliver a copy to each member. The Board may cause an audit of the corporate books to be made at any time. The Treasurer will perform all duties incident to the office of Treasure and such other duties from time to time as may be assigned to him/her by the President or Board of Directors.

## **Chapter Seven**

### **ARTICLE TWELVE** **Conducting of Business**

#### **Section 1 CONTRACTS**

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

#### **Section 2 CHECKS, DRAFTS, ETC.**

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the association will be signed by such officers, agent or agents of the association and in such manner as from time to time is determined by resolution of the Board of Directors. In the absence of any resolution, such instruments will be signed by the Treasurer and countersigned by the President or Vice President of the Association.

#### **Section 3 DEPOSITS**

All funds of the Association will 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 contributions, gifts, bequest, devise for the general purpose or for any special purpose of the Association.

## **Chapter Eight**

### **ARTICLE THIRTEEN**

#### **COMMITTEES**

##### **Section 1, COMMITTEES OF DIRECTORS**

The Board of Directors may designate one or more committees, by resolution adopted by a majority of the Directors in office and will set out the terms, duties and powers of each committee designated in the resolution that creates the committee. All committee Chairpersons must be members of the Association.

**Chapter Nine**

**ARTICLE FOURTEEN**  
**AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed by new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least fifteen (15) days written notice is given of intention to alter, amended, repeal or adopt new bylaws at such meetings. The General Membership will ratify any action of the Board under this article.

**September 18, 2018:** these amended By-Laws of the Association were presented to the Board of Directors on this date and written notice is hereby presented to the General Membership through the minutes of the meeting held on this date, as well as the Association newsletter.

**ARTICLE FIFTEEN**  
**DISSOLUTION**

No part of the net earnings, properties or assets of this Association, on dissolution or otherwise, shall ensure to the benefit of any private person or individual or any member or Director of this Association, and on liquidation or dissolution all properties and assets of this Association remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable purposes as The Board of Directors shall determine.