

**BY-LAWS**  
**Of the**  
**ELIZABETH RODEO ASSOCIATION**

**ARTICLE I**  
**Members**

Section 1. There will be three classes of membership within the organization: (1) Members of the Board of Directors (Officers and Board); (2) Members of the Committees (Committee Chairmen and Vice-Chairmen) and (3) Volunteers.

**ARTICLE II**  
**Board of Directors**

Section 1. The business and affairs of this Association shall be governed by its Board of Directors. The Board members need not be residents of Elbert County, but at no time shall more than four (4) members of the Board be non-residents of Elbert County.

Section 2. The number of elected Board of Directors members shall not exceed nine (9) positions. They shall be elected by a majority vote of the existing Board members and active Current Committee Chairs, and shall be elected for a term of three (3) years. Board members can be elected for more than one term. In cases where an eligible voter is both a current Board member and a Committee Chair that member will have only one vote; included in the voting eligibility should be the person nominated with one vote to be counted for their self only, provided they do not already have the privilege.

Section 3. Any member of the Board of Directors who has excessive absences as viewed by the Board of Directors shall be notified by an Officer of the Board. The member may be removed and replaced by a majority vote of the Board of Directors, after notification has been given and no corrective action taken.

Section 4. The Board of Directors shall include a President, Vice-President, Treasurer, Secretary and other elected members.

Section 5. Any vacancy occurring on the Board of Directors shall be filled by a vote of the Board of Directors when deemed necessary by the Board. The Board has the power to fill or leave unfilled, until the next election cycle, all vacancies occurring on the Board so long as there are a minimum of five (5) current members on the Board. A Director elected to fill a vacancy shall serve the unexpired term of their predecessor position.

Section 6. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote.

Section 7. Current and past Committee Chairmen and past Board Members, who have remained active on the committee and in good standing, as determined by the Board, are eligible to run for election to the Board of Directors, provided they meet all other requirements stated herein.

Section 8. All members of the Board of Directors will conduct themselves in a manner that represents the standards of the organization. That conduct is to include respect of peers, colleges and volunteers, holding the organization and the goals of the organization ahead of any other personal interest or gain. Any elected member of the Board may be removed as a result of their misconduct as deemed undesirable by a vote of five (5) voting members of the current Board of Directors, when in its sole judgment, it is deemed to be in the best interest of the Association.

Section 9. A member of the Board of Directors has a priority and responsibility to the Board and the Elizabeth Rodeo Association. Should a Board member's association with or membership in a public office, elected office, other volunteer organization or other affiliation create an unavoidable conflict of interest, rendering that member to be unable to fulfill their responsibility or to act on behalf of the Stampede Association, that member shall recuse themselves from any vote they may be eligible for and/or resign at the request of the Board of Directors.

Section 10. All Elections for Board of Director positions shall be audited by a non-Board person selected by the Board prior to the election. The Auditor should not be a present Board, Chair or Vice-Chair position holder and shall not be nominated for a position on the Board.

### ARTICLE III

#### Officers

Section 1. The officers of the Association shall be a President, Vice President, Treasurer, and Secretary, elected in accordance with the provisions of this Article. The Board of Directors may elect such other positions, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable. Such individuals are to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Unless these individuals are already Board members, they shall not have any of the rights or privileges of Board members. Any two or more offices may not be held by the same person.

Section 2. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New positions may be created and filled at any scheduled meeting of the Board of Directors. Should through some extraordinary reason no annual meeting be scheduled and no election be held, each officer shall hold office until his successor has been legally qualified and/or duly elected.

Section 3. Any officer elected or appointed by the Board of Directors may be removed by six (6) voting members of the Board of Directors, when in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer being removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term through a positive vote of seven (7) members or a full vote of those eligible to vote for Board members as determined by the Board. Such votes can occur at any published scheduled meeting of the Board of Directors.

Section 5. The President shall be the principal executive officer of the Association and shall supervise and control all of the business and affairs of the Association. The President shall preside at meetings of the General Membership and the Board of Directors. The President may sign in lieu of, 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 has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Association; and in general they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. They will also be required to coordinate and make notification for all elections, determine eligibility of nominees and establish election procedures. They will further be responsible for any enforcement and adherence to these by-laws, rules or other guidelines governing this Association.

Section 6. The Vice President, in the absence of the President or in the event of their inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions here in granted to the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors. The Vice-President will from time to time meet with the Committee Chairmen to discuss specific committee related issues as directed by the President. Vice President will account for all non-revenue tickets or passes issued and report such to the

Board. They will further be responsible for conducting all elections and establishing all appropriate processes when the President is a member of the electorate.

Section 7. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks or other depositories as shall be selected in accordance with the provisions of these by-laws; pay out money by voucher to be countersigned by any authorized Board of Directors member; shall file the Association tax return by the designated deadline each year; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. All expenses in excess of \$500 must be presented to and approved by vote of the Board of Directors, if not specifically identified in an approved budget. The books for the Association will be audited once a year by a special committee appointed by the Board of Directors. An annual budget will be prepared and presented to the Board of Directors at a designated special planning meeting. Other reports of financial position should be presented as requested or required by the Board.

Section 8. The Secretary shall keep the minutes of the Board of Director meetings in one or more fashions designated for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be the custodian of the corporate records of the Association; manage a database of the postal address of each member, which shall be furnished to the Secretary by such members; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. All meeting minutes shall be distributed to the Board Members prior to any next scheduled meeting.

## ARTICLE IV

### Committees

Section 1. The Board of Directors shall designate one or more standing committees. The chairman of each committee shall appoint a vice-chairman. The Vice-Chairman shall assist the chairman with committee functions and be willing and able to perform the functions of the Chair should the Chair become unwilling or unable to carry out their duties. The minutes of all committee meetings should be recorded. All committees shall report to the Board of Directors on a periodic scheduled bases, all activities, plans and actions as designated by the Board.

Section 2. Volunteer committee members shall be assigned work duties by the Committee Chairman or Vice Chair. The Committee Chairman may reassign any member of their committee as necessary based on the needs of the committee for performance or efficiency.

Section 3. 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 appointment.

## ARTICLE V Committee Chairmen

Section 1. The number of Committee Chairmen shall be consistent with the number of committees necessary to fulfill all duties of the Elizabeth Rodeo Association as designated by the Board of Directors. Volunteers shall be elected to these positions by a majority vote of the Board of Directors after they have met all other qualifications as stated herein.

Section 2. Volunteers in good standing with the Board of Directors shall be considered eligible for a Committee Chairman Position after serving at least two (2) years as an active volunteer, or serving as vice-chairman for one (1) rodeo year, or by Board special consideration, through a majority vote of the Board of Directors.

Section 3. Good standing is defined as a current volunteer in the previous rodeo year and with a recommendation from a Committee Chair or Board Liaison for that committee, to include endorsement by other Committee members or other volunteers.

Section 4. Committee Chairmen need not be residents of Elbert County but should be available to attend meetings and other official events.

Section 5. Each Committee Chairman shall have a member of the Board of Directors assigned for the designated purpose of activity management with the Board.

Section 6. All Chairmen shall conduct themselves in a manner that represents the standards of the organization. That conduct is to include respect of peers, colleagues and other volunteers, holding the organization and the goals of the Association ahead of any other personal interest or gain.

Section 7. Any Committee Chairman who has failed to perform their duties and responsibilities, to include excessive absences, as viewed by the Board of Directors shall be notified by an Officer of the Board and planned corrective actions reported to the Board of Directors.

## ARTICLE VI

### Membership Information

Section 1. Vice-Chairmen. One person shall be appointed Vice-Chairman by the Chairman of each committee that is formed to fulfill the necessary duties of the Elizabeth Stampede Rodeo. This is a non-voting committee membership position. Every Chairman must identify a Vice-Chairman and that person is assumed to be capable of becoming a Chairman. The selected Vice Chairman must have at least one (1) year as an active volunteer and shall perform all of the tasks designated by the Committee Chairman. The selected Vice-Chairman will then be presented to the Board for review and approval.

Section 2. Volunteers. Non-elected committee members "volunteers" shall not have voting power, but will consist of any number of volunteers who generally attend meetings or contributed to at least one (1) committee. These members shall be eligible to run for Vice Chairman after completion of one (1) rodeo season, or Committee Chairman position after completion of two (2) years as an active volunteer. All volunteers are expected to conduct themselves in a professional manner.

Section 3. Any adult individual, age eighteen (18) or over, interested in the Elizabeth Rodeo Association, may become a Volunteer by self-nomination, recommendation by a member of the Board of Directors or other member in good standings. A list of all rodeo year volunteers will be delivered to the Board of Directors annually by each Committee chair.

Section 4. Individuals under the age of eighteen (18), desiring to become a volunteer in the Elizabeth Rodeo Association, may do so by recommendation of a member of the Board of Directors or other member of the Association in good standings; the same being accompanied by written permission and waiver of liability from their respective parent(s) or legal guardian(s) and /or any additional requirements so specified or requested by the Board of Directors.

Section 5. Volunteer longevity will be determined based on completed rodeo years of service as reported by the Committee Chair report of active volunteers in any calendar year of service. It will cover only years in which actual service existed and ran through at least one rodeo season.

Section 6. The Board of Directors, by a majority vote of those present at any official Board meeting, may suspend or expel a member/volunteer for cause after a hearing. The hearing shall be conducted with the Board of Directors and the at issue volunteer/member, this process does not apply to Board members. Should, after notification, the member refuse or decline to attend, the Board may act without their presence.

Section 7. Removal of any member/volunteer of the Organization may occur when it is deemed in the best interest of the organization with or without cause by an affirmative vote of seven (7) members of the current in office Board of Directors.

Section 8. Honorary Board Members. To be eligible for honorary membership of the Board of Directors, a person should have at least twenty (20) years of continuous service to the Association or such other conditions as may be approved by the Board of Directors. Honorary membership must be obtained by a written request to the Board of Directors. After recommendation by a Board Member, the applicant must be approved by an affirmative vote of a majority of the Board of Directors present at any regular or special Board meeting. Honorary members will have no voting privileges, but will be notified of all meetings and functions of the Association.

## ARTICLE VII

### Meetings

Section 1. General Meetings. General meetings for all members shall be scheduled by the Board of Directors as they deem necessary for the purpose of disseminating information or any other useful purpose. A schedule will be published annually fifteen (15) days prior to the first scheduled meeting date and shall include date, time and place, but can be modified with Board approval. Meetings scheduled by Committee Chairs should be left to the Committee Chair to establish with a list provided to the Board of Directors. All volunteers are encouraged to attend at least one half of the meetings for which they are eligible.

Section 2. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law. This meeting shall be held during August or September of each year on a date and time designated by no less than two (2) weeks prior notice to all voting members. The purpose of this meeting shall be for the election and/or re-election of Board members to fill any vacancies or expired terms and election of officers. Any other business to be conducted at this meeting will require prior approval by the Board of Directors.

Section 3. A schedule for the regular Board meetings of the Board of Directors will be established annually and will be published prior to any subsequent meetings. All such meetings will be preceded by the presentation of an agenda, date, time and meeting place.

Section 4. Special meetings of the Board of Directors and/or the Committee Chairmen may be called by or at the request of the President or other Board Officer after notification has been given to the entire current Board and any five (5) Directors agree to hold the said Special meeting. Notice for any such Special meeting must be given at least five (5) days

in advance of the meeting at the place, date and time indicated in the notification along with all agenda items in the notification.

Section 5. Notice of any Executive Session meetings held to discuss the conduct or actions of a current member of the Board of Director shall be given at least (5) days prior by notice to each Board member at their address (which may include electronic mail) as shown by the records of the Association or by other means deemed appropriate by the Board.

Section 6. Five (5) members 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 any meeting, a majority of the Directors present must adjourn the meeting without further business being discussed. However, in the unexpected situation where less than five (5) members are present and a majority of the members present agree, through a positive response, the President or Vice President may conduct limited and necessary business, however no items requiring a Board vote will be included in such business.

Section 7. Official notice for Board and General meetings shall be given by special announcement to all current listed members in advance of any meeting, and shall state the time, date and place of the meeting. Annually, the President shall publish notice of all planned meetings, by October 1. Any change to the annual calendar must take place at least three (3) days prior to any such meeting change and an agenda, date, time and location must be furnished, or no actions may be taken during the meeting unless approved by a quorum of the Board of Directors.

## ARTICLE VIII

### Property, Funds and Donations

Section 1. Sale or disposal of any property or material owned by the Association shall be as directed by a majority five (5) vote of the Board of Directors.

Section 2. All donations will be reviewed by the Board of Directors. Those that are accepted shall be applied as directed by the Board of Directors.

Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such bank(s) or other depositories as the Board of Directors may select. The Treasurer must act expeditiously to limit any consequential damages to the organization and then report such action to the Board.



Section 4. A special committee or group shall be appointed by the Board of Directors to audit all accounts before the annual meeting of the members and at any other time as directed by the Board of Directors.

Section 5. The Association may from time to time accept contributions, donations, gifts and other awards and upon approval by the Board members direct those to the appropriate account, agency, organization or fund.

Section 6. The Association may also make contributions, donations, gifts and other awards upon approval by the Board members and at such time direct them to the appropriate account, agency, organization or fund.

Section 7. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, 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 by a vote of a majority of the Directors then in office at any meeting of the Board so long as a Quorum has been met. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8. The Board is authorized to select the banks or depositories it deems proper for the funds of the Association. The Board shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 9. No expenditure or reimbursement that is not specifically stated in an approved budget or previously approved by the Board will be paid on behalf of any individual without a majority approval by the Board.

## ARTICLE IX

### Annual Elizabeth Stampede Rodeo

Section 1. The time and date of the annual Rodeo shall be determined by the Board of Directors - usually to be held starting the first Friday in June.

Section 2. The President shall authorize the issuing of complimentary tickets and will account to the Board of Directors and Committee Chairs for all tickets issued. A list will be maintained by the Vice President of all non-revenue tickets or passes issued and review at the Annual Planning meeting.

## **ARTICLE X**

### **Fiscal Year**

- Section 1. The fiscal year of the Association shall be the calendar year.
- Section 2. A rodeo year is defined as beginning at the start of the first rodeo performance annually.

## **ARTICLE XI**

### **Amendments**

Section 1. These by-laws may be amended or repealed, or additions made thereto, by recommendation of a six (6) member vote of the Board of Directors at any Board regular or special meeting thereof. Each member of the Board of Directors must be sent a copy of the proposed changes at least ten (10) days prior to the date of the meeting at which the changes are to be voted upon, or the proposed changes are to be read at the previous meeting. An affirmative vote of six (6) of the Board of Directors or their proxy votes will be required to approve changes in the by-laws.

## **ARTICLE XII**

### **Special Provisions**

Section 1. Absentee voting will be provided so long as such request is provided five (5) days in advance of the meeting to the Board Secretary. Such notice must include the voting party's full name and position within the organization, reason request is being made and voter's preference on the specific issue, should the issue come to a vote. Should the specific issue not come up for a vote the Absentee shall be returned to the requestor. Board members only may vote an 'open' proxy and only during the meeting so designated and only after the Proxy has been presented to the Board Secretary in advance. The Board at its discretion may determine that for specific issues proxy and absentee voting shall not be permitted, through a majority six (6) vote prior to the call for a vote.

## **ARTICLE XIII**

### **Indemnification**

- Section 1. Indemnity Under Law. The Association shall indemnify and advance the expenses of each person to the full extent permitted by law.
- Section 2. The Association hereby agrees to hold harmless and indemnify each of its Directors, Special directors, Officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities,

amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other Association of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Association, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Association, or is or was serving or at any time serves such other Association, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Officer, employee or agent of such other Association, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section shall be paid by the Association if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

### **ARTICLE XIII**

#### **Governance and Survivability**

Section 1. The Elizabeth Stampede Rodeo Association is governed by the rules set forth in these BY-LAWS. If any section or statement contained in these by-laws is found to be un-lawful or legally unenforceable the remainder of the BY-LAWS remains in effect and unchanged. In cases of rule where a specific situation is not covered by the BY-LAWS, these matters will be governed by the Colorado Non-Profit Association Act and subsequent to that by the latest issue of the Newly Revised Roberts Rules of Order.

The Undersigned, being all of the current Board of Directors of the Elizabeth Rodeo Association, a Colorado not for profit Association, hereby adopt the foregoing Amended and Restated By-Laws as a true and complete copy of the By-Laws of said Association with the same being effective as of the date of execution hereof..

Date: \_\_\_\_\_  
\_\_\_\_\_ Norm Almquist

Date: \_\_\_\_\_  
\_\_\_\_\_ Kathy Sweigart

Date: \_\_\_\_\_  
\_\_\_\_\_ Bill Snead

Date: \_\_\_\_\_  
\_\_\_\_\_ Jace Glick

Date: \_\_\_\_\_  
\_\_\_\_\_ Buddy Cox

Date: \_\_\_\_\_  
\_\_\_\_\_ Linda Mai-Snead

Date: \_\_\_\_\_  
\_\_\_\_\_ Dana Asbridge

Date: \_\_\_\_\_  
\_\_\_\_\_ Joanne Hoefler

Date: \_\_\_\_\_  
\_\_\_\_\_ Traci Swisher

**Original signatures on file**