



**BY-LAWS OF THE
MICHIGAN INTERNATIONAL GAY RODEO
ASSOCIATION**

**AN IRS 501(C)3 CORPORATION
FEIN 38-3178601**

ARTICLE I. CORPORATE NAME

Pursuant to its Articles of Incorporation under the laws of the State of Michigan, the name of the Corporation shall be the "Michigan International Gay Rodeo Association, Inc." and shall be a nonprofit corporation. The organization shall be hereinafter referred

to as Michigan International Gay Rodeo Association, MIGRA, M.I.G.R.A., the Association, or the Corporation.

ARTICLE II. CORPORATE PURPOSES

A. The purposes for which the Corporation is organized and the nature of the business to be carried out by it are as follows:

1. M.I.G.R.A. is an organization of men and women. The purpose of M.I.G.R.A. is to foster the sport of rodeo and related events within the gay community.
2. M.I.G.R.A. fosters participation and social association between its members and other organizations and events in the gay community.
3. M.I.G.R.A. is a non-profit organization. Its proceeds, other than normal expenses and reserve for furtherance of the organization, are expressly earmarked for charitable organizations and functions within the gay community.
4. M.I.G.R.A. is a membership organization. Ownership of a horse is not a requirement for membership. Dues, fees, and assessments collected for the organization are expressly used in the organization and its functions. Membership will be yearly, and the organization will elect its officers from the membership. Association with the organization does not require membership, but elected officials in the organization will come from the membership.
5. Functions of the organization will be open to the public and in accordance with the provisions previously stated.
6. An agreement exists between the International Gay Rodeo Association (IGRA), a Colorado not-for-profit Corporation, and its Member and Recognized Associations.
 - a. Member and Recognized Associations shall be entitled to all privileges granted by International. International shall, at all times, act to promote the activities and events supported by the Member and Recognized Associations in order to assure the mutual success of all parties.
 - b. M.I.G.R.A., a Member or Recognized Association, agrees to comply with all International By-Laws, Standing Rules, Rodeo Rules, Policies/Procedures, and contracts involving International and its Member and Recognized Associations.

B. Said corporation is organized exclusively for charitable and educational purposes, which includes but not limited to for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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1. No part of the net earnings of the corporation shall insure to the benefit of, or be distributed to its members, trustees, officers, or other private persons. This includes no salaries for any MIGRA member. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

This includes no salaries for any MIGRA member.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE III. CORPORATE OFFICES

The Corporation shall maintain in the State of Michigan a registered office and a registered agent as such office.

ARTICLE IV. NON-DISCRIMINATION

As an organization formed to elicit the best in all people, MIGRA is pledged to offer opportunities to all individuals without regard to any personal or physical quality or characteristic that may be the basis for discrimination. MIGRA expressly does not participate in, nor tolerate discrimination in its membership, functions, associations, or purposes

ARTICLE V. MEMBERSHIP

SECTION 1. COMPOSITION OF THE CORPORATION AND DUES

A. The Corporation consists of its members that are at least 18 years of age, with paid dues, signed members application , and are in "Good Standing".

1. Sportsmanship Guidelines

A M.I.G.R.A. member is in Good Standing if he/she adheres to the following Sportsmanship Guidelines:

a. All M.I.G.R.A. members will act in a professional and respectful manner. This also applies to any M.I.G.R.A. function.

b. No drinking alcoholic beverages during a M.I.G.R.A. meeting. Once the meeting has adjourned, this rule no longer applies.

c. No fighting. This also applies to any M.I.G.R.A. function.

d. No defamation of any individual or another organization. This also applies to any M.I.G.R.A. function.

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2. Citizenship Guidelines

A M.I.G.R.A. member is in Good Standing if he/she adheres to the following Citizenship Guidelines:

- a. Members shall not willfully or knowingly commit illegal acts.**
- b. Members shall not have been removed from other organization(s) for grievous act(s) and/or bad behavior.**

3. Dues and Fees.

A M.I.G.R.A. member is in Good Standing if he/she has paid in full all dues and fees that the Association requires by its By-Laws and Standing Rules.

B. The amount of dues shall be prescribed in the Standing Rules.

C. Non-Payment of Dues

1. Suspension of Membership:

- a. Members who have not paid their annual dues may have their membership suspended until the Corporation receives payment;**
- b. Any Member whose membership has been suspended shall not be entitled to vote until they are reinstated; and**
- c. Memberships shall be automatically reinstated within thirty (30) days of receipt of payment of annual dues unless the member has been terminated.**

2. Termination or Denial of Membership

- a. Members who fail to pay the annual dues for more than ninety (90) days from the due date may have their memberships terminated;**
- b. Terminated members shall have no rights or privileges in the Corporation whatsoever;**
- c. Terminated members must reapply for a new membership and pay the dues and fees then in effect; and**
- d. Any applicant or member who has been denied membership, or was terminated as a member of another IGRA association, may also be denied membership in M.I.G.R.A. The President and/or Membership Director shall contact any other IGRA member association to which the applicant belonged, and shall obtain the reason(s) for denial or termination of that individual's membership and report the same to the M.I.G.R.A. Board of Directors. If the termination was for grounds that would also violate these By-Laws or Standing Rules, the Board of Directors may similarly deny the applicant, or terminate a members, membership in M.I.G.R.A.**

D. Membership Renewal

1. The purpose of this Section is to provide for a uniform renewal date for all members.

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- 2. Memberships are renewable annually.**
- 3. The annual membership and renewal dates will be selected by the Membership Director and ratified by the Executive Board**
- 4. Members shall be notified of their renewal date no later than thirty (30) days prior to the renewal date.**
- 5. It is each member(s) responsibility to ensure that payment is made on time.**
 - a. Members who have not paid in full within thirty (30) days of their annual renewal date are considered in default, and are added to the list of suspended members. Suspended members will resume a member in good standing status when he/she has paid in full their membership renewal dues, and their renewal will remain unchanged.**
 - b. Members who have not paid in full within ninety (90) days of their renewal date will have their memberships terminated for non-payment of dues. The termination for non-payment will be recorded in M.I.G.R.A.s membership database and be forwarded to IGRA in accordance with IGRA By-Laws and Standing Rules.**
 - 1) To resume member in good standing status, the former member must submit a new membership application and must satisfy all applicable registration requirements, including payment of the application fee.**
 - 2) Requirements for new membership are identified in M.I.G.R.A. Standing Rules and are subject to change, and an applicant must meet all the requirements in force at the time.**

SECTION 2. ACCEPTANCE, RIGHTS, AND PRIVILEGES OF MEMBERSHIP

A. Acceptance of Memberships

- 1. Acceptance of memberships meeting the requirements of this Article shall not be withheld without good cause; and**
- 2. An application for membership shall not be held more than forty five (45) days without action.**

B. Rights and Privileges

1. General Memberships

- a. General Members shall receive a M.I.G.R.A. newsletter and any other regular mailings via MIGRA website; Unless other arrangements are made through the MIGRA President on an individual basis.**
- b. General Members may participate in all organizational matters, except as otherwise identified in the By-Laws and Standing Rules;**
- c. Individual Members shall be entitled to one (1) vote in any membership voting action;**
- d. No member shall be given special privileges**

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C. Discipline

- 1. Members may be disciplined by the affirmative vote of a majority of the voting Board of Directors by means of reprimand, suspension, fine, or expulsion for acting in flagrant disregard of the By-Laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, or the IGRA By-Laws;**
- 2. Following any disciplinary action, the Board of Directors shall allow the member in question thirty (30) days to appeal such action to the general membership;**
 - a. A member subjected to a disciplinary action has the right to representation at any proceeding;**
 - b. Members exercising their right to representation shall so advise the Board of Directors at least fifteen (15) days before any proceeding;**
 - c. Disciplinary appeals will be reviewed at the next General Membership Meeting; and**
- 3. A two-thirds (2/3) majority of the quorum of general membership may override a Board of Directors disciplinary action.**

D. Waiver of Liability

- 1. Each application for membership shall contain a waiver of liability in which the member agrees to protect, indemnify, and hold harmless the Corporation, its officers, members, volunteers, sponsors, or agents, from any and all damage, injury, or death that might occur to the member or the member's personal property in preparation for, during, or immediately following any function held by or for the benefit of M.I.G.R.A.; and**
- 2. Such waiver shall be signed by each member as a condition for acceptance of the application for membership.**

SECTION 3. MEMBERSHIP LIST

- A. The Membership Committee shall maintain a list of all members of the Corporation. Such list shall contain at least the member's name, address, telephone number, membership start and renewal dates, membership type, and dues payment status.**
- B. The membership list, and any information contained therein, shall be for official use of the Corporation only. Official use of any/all of the membership list is defined in the Standing Rules.**
- C. Copies of the membership list may be distributed to any officer of the Board of Directors, the Executive Board of the International Gay Rodeo Association (IGRA), former officers serving as advisers to the Board of Directors, and, at the discretion of the Board of Directors for the explicit purpose of conducting M.I.G.R.A. business.**

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D. Privacy Statement:

1. M.I.G.R.A. takes membership's privacy seriously. Each member's personal privacy and the confidentiality of the information will be protected. Specifically:

a. Personal identification information (e.g., name, address, city, state/province, etc.) will be collected as part of the membership process specified by M.I.G.R.A. By-Laws and Standing Rules.

b. As with paper-based submissions, the information is made available to other than M.I.G.R.A. Board of Directors only under Freedom of Information Act (FOIA) and Privacy Act procedures.

2. All membership application-related information including name, residence, and contact information will be viewed and used only by M.I.G.R.A. Board of Directors.

a. Any release of information to other parties will be subject to FOIA procedures. Every effort is made to protect individually identifiable information.

b. If membership information is published by category, for example, categories will not be so specific as to permit identification of any single member.

c. Under no circumstances will M.I.G.R.A. ever give, sell, or transfer any personal or application-related confidential information, which includes e-mail address, to any third party without a signed Non-Disclosure Agreement.

d. Demographic data may be collected from membership application forms and membership surveys. Demographic data will only be used in summarized form for statistical and marketing purposes so that individual privacy is always protected.

e. M.I.G.R.A. will challenge any subpoena for its members' e-mail addresses or any other personal information about its membership.

3. Association members remain in control of their personal information. Specifically:

a. As a member of the Association, you have the right to:

1) Review any of your submitted personal information maintained by the Association;

2) Modify your personal information at any time; and

3) Requires that your personal information be deleted from the Association's current membership list.

b. Each member can request the Association to delete and discontinue the use of their personal information and all information that they have submitted by sending a message to the M.I.G.R.A. Membership Director.

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4. Concerns about the security and handling of personal information should be directed to the M.I.G.R.A. President and/or President of Trustees.

SECTION 4. GEOGRAPHICAL SUBDIVISIONS

Definition and Statement of Intent: The geographic area of M.I.G.R.A. consists of the State of Michigan.

ARTICLE VI. CORPORATE STRUCTURE

SECTION 1. BOARD OF DIRECTORS

A. Composition

- 1. President;**
- 2. Vice President;**
- 3. Secretary;**
- 4. Treasurer;**
- 5. Director;**
- 6. Director;**
- 7. Director;**
- 8. M.I.G.R.A. Board of Trustees' Chairperson (Trustee Vice Chairman in the absence of the Chairman)**
- 9. Community Outreach Director**

B. Authority

- 1. The Board of Directors shall have the authority to take any action not inconsistent with these By-Laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, and the laws of the State of Michigan;**
- 2. Only the Board of Directors shall have the authority to bind this corporation through representing after a vote of the board of directors. MIGRA can not join or merge with any other organization.**
- 3. The Board of Directors, by vote of a majority thereof, may delegate to any committee or officer any portion of its power, subject to any limitation imposed by the By-Laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, and the laws of the State of Michigan.**
- 4. The Board of Directors may delegate a portion of its duties to administrative personnel or volunteers. Such individuals must adhere to the standards and rules imposed on the Board of Directors.**
- 5. MIGRA shall not enter into any agreement or sponsorship with a barter for services or monies with a value of over \$100.00 unless approved by the Board of Director. This will include bar nights and rodeo sponsorship.**

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C. Duties and Responsibilities:

- 1. The Board of Directors shall supervise and review the activities of the Executive Board, all Satellite and Affiliate Organizations, and all committees to ensure that each is in compliance with the By-Laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, and the laws of the State of Michigan;**
- 2. The Board of Directors shall ratify all appointments by the President by a majority vote. Additionally, the Board of Trustees shall ratify the appointment of the Rodeo Director by the President by a majority vote;**
- 3. Each Board of Directors member shall communicate and cooperate with the general membership, and freely disseminate information concerning the Corporation to the general membership;**
- 4. Each Board of Directors member shall attend and participate in regularly- scheduled Board of Directors meetings; and**
- 5. The Board of Directors shall make available all minutes and corporate records to the general membership via the MIGRA website. Unless other arrangements are made through the MIGRA President on an individual basis.**

D. Voting Rights

- 1. Each Board of Directors member shall have one (1) vote and shall be entitled to exercise that vote in accordance with Robert's Rules of Order, Newly Revised;**
- 2. Board of Directors members may vote by telecommunications, electronic media (i.e., e-mail) or absentee ballot executed in writing; such ballot to include:**
 - a. Name;**
 - b. Address;**
 - c. Reason for absence;**
 - d The specific issue to be voted on;**
 - e. A statement as to whether the member is voting for or against the issue;**
 - f. Signature; and**
 - g. Date of execution;**
- 3. The Secretary, or a member of the Board of Directors acting in his or her stead, shall certify to the Board of Directors that the absentee ballot complies with the requirements of this Section. If The Secretary cannot so certify, the ballot shall be null and void; and**
- 4. No board member may give a blanket proxy vote to another member.**

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E. Removal

1. Members of the Board of Directors may only be removed from office by a vote of three fourths (3/4) of the Board of Directors and only for good cause;

a. Good cause shall include but not be limited to any of the following:

- 1) dereliction of duties or failure to perform job responsibilities;**
- 2) acting in flagrant disregard of the By-Laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, or the laws of the State of Michigan;**
- 3) misconduct in office;**
- 4) consecutive unexcused absences or a pattern of poor attendance at Board of Director meetings;**
- 5) financial or other irregularities involving the Corporation's funds or assets;**
- 6) conviction of a felony; or**
- 7) conduct or behavior inconsistent with good judgment or the best interests of the Corporation.**

SECTION 2. EXECUTIVE BOARD

A. Composition

- 1. President;**
- 2. Vice President;**
- 3. Secretary; and**
- 4. Treasurer.**

B. Duties and Responsibilities

- 1. The daily affairs and operation of the Corporation shall be managed by the Executive Board pursuant to the direction and supervision of the Board of Directors; and**
- 2. The Executive Board shall have such duties and responsibilities as delegated to them by the Board of Directors, and which are not inconsistent with the By-Laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, and the laws of the State of Michigan.**

SECTION 3. BOARD OF TRUSTEES

A. Composition

- 1. Chairperson, M.I.G.R.A. Board of Trustees (elected by Board of Trustees);**
- 2. Vice-Chair, M.I.G.R.A. Board of Trustees (elected by Board of Trustees);**
- 3. Secretary, M.I.G.R.A. Board of Trustees (elected by Board of Trustees); and**
- 4. Treasurer, M.I.G.R.A. Board of Trustees (elected by Board of Trustees).**

B. Duties and Responsibilities:

- 1. Board of Trustees must balance the interests of society and the interests of the Association;**
- 2. To act as any prudent person would in a like circumstance, which requires diligent, attentive, and informed participation;**
- 3. To act in good faith, in the best interests of the organization;**
 - a. The duty of loyalty ensures procedural safeguards when there is a conflict of interest, and**
 - b. This might occur when a Board of Trustee member and the organization are in competition on one side of a transaction;**
- 4. Ensure that the Association operates in keeping with the By-Laws and Standing Rules governing its formation and status, and in accordance with State of Michigan laws; and**
- 5. Develop criteria for selection of additional M.I.G.R.A. Board of Trustees, and for recruitment and nomination.**

SECTION 4. INDEMNIFICATION, INSURANCE, AND FIDELITY BOND

A. M.I.G.R.A. shall indemnify and hold harmless all directors, officers, committee chairpersons, and committee members from all liabilities, obligations, claims, causes of action or expenses of any kind, including, without limitation, attorneys' fees, that may arise or be incurred by them as a result of the performance of their duties for or on behalf of M.I.G.R.A., to the full extent allowed by law.

B. M.I.G.R.A. shall purchase and maintain a Directors and Officers liability policy, in an amount no less than five hundred thousand dollars (\$500,000), that provides coverage in accordance with Paragraph A of this Section.

SECTION 5. PARLIAMENTARY AUTHORITY

A. Governing Rules:

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the conduct of business of the Corporation in all cases in which they are applicable and in which they are not inconsistent with the By-Laws or Standing Rules and Procedures of this Corporation.

B. Statement of Intent:

It is anticipated that the Corporation shall run its meetings in good order and that the membership shall conduct itself accordingly. Should a majority of the Board of Directors or the general membership believe that a Parliamentarian would facilitate such meetings, it may appoint a member to fill this position, either on a one-time or continuing basis.

SECTION 6. REIMBURSEMENTS

A. Any payments made to an officer or other employee of the organization, such as entertainment expense incurred by him or her, shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed to the full extent of such disallowance.

B. In the event that reimbursement due to the Corporation, in lieu of payment by the officer or other employee, subject to the determination of the President and Executive Board, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE VII. ELECTIONS, VOTING PROCEDURES & COMMITTEES

SECTION 1. ELIGIBILITY FOR BOARD OF DIRECTORS AND TERM OF OFFICE

A. Eligibility and Qualifications for Holding a M.I.G.R.A. Elected Office:

- 1. All active members in good standing and who have completed a minimum of thirty (30) days of continuous membership may be eligible to run for any office of the Corporation;**
- 2. Members wishing to run for office may have no outstanding debts to the corporation or to any IGRA rodeo association at the time they stand for office;**
- 3. No member may hold more than one (1) seat on the Board of Directors except for the IGRA Trustee; and**
- 4. Only individual members are eligible to hold an office.**

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B. Term Of Office

Terms of office shall be as follows:

1. **Executive Board, elected for a two (2) years term:**
 - a. **President and Secretary, elected in even-numbered years for a two-year term, and**
 - b. **Vice-President and Treasurer, elected in odd-numbered years for a two-year term;**
2. **Board of Trustees elected for a two (2) years term:**
 - a. **Up to three (3) elected in even-numbered years, and**
 - b. **Up to three (3) elected in odd-number years;**
3. **IGRA Trustee is as set by IGRA By-Laws.**

SECTION 2. BOARD OF DIRECTORS

A. Elected Offices in Accordance with these By-Laws:

1. **President;**
2. **Vice President;**
3. **Secretary;**
4. **Treasurer;**
5. **M.I.G.R.A. Board of Trustees.**

B. Appointed Standing Committees in Accordance with these By-Laws:

1. **The President shall appoint chairpersons of the following standing committees:**
 - a. **Community Outreach Director, and**
 - b. **the 3 directors at large**
 - c. **Rodeo Director**
2. **The Board of Directors shall ratify all directors and committee chairpersons with the exception of the Rodeo Director.**
3. **The Board of Trustees shall ratify the Rodeo Director.**

C. Appointed Board of Trustee Committees in Accordance with these By-Laws:

1. **The Board of Trustees Chairperson shall appoint, and the Board of Trustees shall ratify, committee leaders of the following standing committees:**
 - a. **Program;**
 - b. **Planning;**
 - c. **Financial Development & Management;**
 - d. **Marketing & Public Relations;**
 - e. **Information Management; and**
 - f. **Board of Trustees Affairs.**

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2. The leaders of the standing Board of Trustees committees shall have one vote each on the Board of Trustees.

SECTION 3. MEMBERS' ELIGIBILITY TO VOTE

A. The right to vote in any election of the Corporation shall be reserved for all in good standing who are entitled to a vote and who have held such memberships for at least thirty (30) days preceding the date of an election.

B. Verification of eligibility shall be made by the Membership Committee Chairperson. In the event the Membership Chairperson is absent, the Membership Chairperson's designee will verify eligibility.

SECTION 4. ELECTION OF OFFICERS

A. The Board of Directors shall appoint an Election Committee at least three (3) months preceding the annual election meeting. The election committee shall serve for one (1) year.

B. Election of Officers, which includes M.I.G.R.A. Trustees, shall be by ballot in accordance with this Article.

C. Unless the total number of votes cast for all candidates for one office is at least equal to the number of members required to make up a quorum for a general membership meeting, a new election for that office shall be held.

D. The Election:

1. A quorum as defined under Article X shall be present before an election may take place. A quorum shall include the total number of members present and eligible to vote plus the number of valid mailed-in ballots and proxies eligible to be counted;

2. Ballots will be distributed to members as they arrive at the election meeting. A member must sign for the ballot;

3. Members who have already voted by mail, may recast their vote by reclaiming their previously-executed ballot and signing for a new one;

4. The Chairperson of the Membership Committee shall announce whether a quorum has been reached; and

5. As soon as a quorum has been reached all business taking place at the meeting shall cease and the election shall take place.

E. Determining the Election Results:

1. In all cases a simple majority will rule, unless otherwise specified within these Bylaws, and

2. In the case of a tie, the President shall appoint, and the Board of Directors shall ratify, one of the candidates to fill the position. Rules governing interim appointments in Article VII, Section 6(C) shall apply.

SECTION 5. ANNUAL ELECTION MEETING

A. The Annual Election Meeting shall take place within October on a date prescribed by the Board of Directors.

B. The date of the Annual Election Meeting shall be announced to the membership according to the preferences specified in their membership agreement at least sixty (60) days in advance of the meeting.

C. The Chairperson of the Elections Committee shall chair the Annual Election Meeting.

SECTION 6. FILLING VACANCIES IN ELECTED BOARD POSITIONS

A. President:

1. Vacancies in the office of President of the Corporation shall automatically be filled by the Vice President of the Corporation.

2 In the event the Corporation does not have an incumbent Vice-President, a Special Election will be conducted within thirty (30) days of the Office of President being vacated.

3. Notices for Special Elections must be distributed to membership within seven (7) calendar days.

B. Notice of Vacancy:

1. All vacancies in elected positions shall be announced to the membership according to the preferences specified in their membership agreement; and

2. Vacancies shall be published in the next issue of the M.I.G.R.A. newsletter.

C. Interim Appointments:

1. Shall be made by the Board of Directors; and

2. Shall serve until a replacement is elected at the annal election Meeting.

3. In the event that there is a vacancy of the Vice President, Treasurer or Secretary and the President does not appoint (with approval of the Board of Directors) with 60 of the exit of Vice President, Treasurer or Secretary a special election. The nomination will take place between 61 and 75 days and at 90-100 days a special membership meeting will be called at which time a special election the to fill the Treasurer or Secretary position.

D. Nominations:

1. Nominations to fill a vacancy shall be made in accordance with this Article and the Standing Rules and Procedures.

SECTION 7. STANDING COMMITTEES

A. General Duties of Chairpersons:

- 1. To engage in open communications, cooperation, and dissemination of all information regarding the Corporation to the general membership;**
- 2. To register the names of the committee members, which should be no fewer than four (4) members on their committee, with the Secretary;**
- 3. To submit to the Treasurer an operating budget for the activities of the Committee thirty (30) days prior to the beginning of the next fiscal year in a form as prescribed by the Treasurer of the Corporation;**
- 4. To submit for the Board of Directors' approval any proposed events, activities, or contractual agreements;**
- 5. To hold a committee meeting at least six (6) times throughout the year; and**
- 6. To submit a written report to the Board of Directors prior to the close of the following board meeting concerning the activities of the committee, as requested by the Board of Directors.**

7. Directors

- a. Appointed by the President, 3 Directors in General, 1 Outreach Director**
- b. Approved by the Board of Directors**
- c. 2 year term (Concurrent with the election of the MIGRA President).**

SECTION 8. BOARD OF TRUSTEE COMMITTEES

A. General Duties of Committee

- 1. To engage in open communications, cooperation, and dissemination of all information regarding the Corporation to the Board of Trustees and Board of Directors;**
- 2. To register the names of the committee members with the Board of Trustees' Secretary;**
- 3. To submit to the Board of Trustees' Treasurer an operating budget for the activities of the Committee thirty (30) days prior to the beginning of the next fiscal year in a form as prescribed by the Treasurer of the Corporation;**
- 4. To submit for the Board of Trustees' and Board of Directors' approval any proposed events, activities, or contractual agreements;**
- 5. To hold a committee meeting at least six (6) times throughout the year;**
- 6. To submit a written report to the Board of Trustees prior to the close of the following board meeting concerning the activities of the committee, as requested by the Board of Trustees.**

B. Program

- 1. Identify and establish programs that are the means by which the organization accomplishes its mission;**
- 2. Shall ensure each program fits within the organization's mission;**
- 3. Approve all program plans annually;**
- 4. Determine how programs will be evaluated;**
- 5. Oversee program accomplishments; and**
- 6. Alternative levels of involvement for Program function include:**
 - a. Service on program committees,**
 - b. Special program evaluation assignments,**
 - c. Performing or assisting in needs assessments, and**
 - d. Volunteering in the programs.**

C. Planning

- 1. Identify and clarify the organization's desired future, and generate outline(s) on what it will do to get there;**
- 2. Ensure that there is a clear vision of the future;**
- 3. Establish the organization's guiding values and adopting a mission statement that identifies:**
 - a. the Beneficiaries,**
 - b. the general business the organization is in, and**
 - c. the end results sought from the organization's effort;**
- 4. Ensure that there are short-term goals and long-term goals;**
- 5. Shall monitor progress of all planning efforts; and**
- 6. Alternative levels of involvement for the Planning function include:**
 - a. Development of a Plan,**
 - b. Providing input into a Plan,**
 - c. Assessing content for a Plan,**
 - d. Preparation of reviews and reports on the current status of the organization,**
 - e. Participating in retreats and other planning meetings, and**
 - f. Implementing parts of a Plan.**

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D. Financial Distribution and Management:

- 1. Shall oversee financial development planning for all categories of fundraising, which includes grants, major donors, special events, membership campaigns, capital campaigns, and in-kind donations;**
- 2. Shall financially contribute to the organization by being a donor;**
- 3. Actively engaging in fundraising;**
- 4. Create a financial development plan;**
- 5. Oversee and monitor progress of the financial development plan;**
- 6. Alternative levels of involvement for the Financial Development function include:**
 - a. Special fundraising committee service,**
 - b. Identifying and soliciting donors,**
 - c. Selling special-event tickets, and**
 - d. Attending events;**
- 7. Shall oversee all financial management, which includes financial planning, budgeting, accounting, taxes, annual government filings, internal controls, financial analysis, cash management, and risk management;**
- 8. Understand and approve financial reports;**
- 9. Approve an Annual Budget;**
- 10. Ensure the Budget is balanced;**
- 11. Oversee the annual audit;**
- 12. Ensure compliance with tax, corporate, and non-profit laws; and**
- 13. Additional levels of involvement for the Financial Management function include:**
 - a. Provide technical assistance in budget preparation and other aspects of financial management, and**
 - b. Provide finance committee service.**

E. Marketing and Public Relations

- 1. Ensure that the organization's various markets are understood and that they are reached and served efficiently and effectively;**
- 2. Understand the organization's markets;**
- 3. Know how well these markets are being served;**

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- 4. Link the organization to external markets;**
- 5. Publish an Annual Report; and**
- 6. Alternative levels of involvement for the Marketing and Public Relations function include:**
 - a. Marketing and/or Public Relations Committee Service,**
 - b. Technical assistance in market research,**
 - c. Media Relations,**
 - d. Brochure and other printed material design, and**
 - e. Service on a speaker's bureau.**

F. Board of Trustees Affairs

- 1. Ensure that the Board of Trustees is strong and able to contribute to the Corporation's success;**
- 2. Ensure that the Board of Trustees is able to develop itself to ensure its continuity;**
- 3. Ensure that the quality of the Board of Trustees members provides good governance;**
- 4. Shall nominate and elect Board of Trustees members with the representation, contact, skills, and knowledge necessary to conduct the business of the Board of Trustees;**
- 5. Assure its continuity through a nominating process;**
- 6. Define the Board of Trustees through By-Laws, and following those By-Laws; and**
- 7.**
- 8. Establish a procedure to evaluate itself.**

G. Vacancies

- 1. A vacancy on the Board of Trustees committees will be appointed by the Trustee Chairman and approved by the Trustees committee by a majority.**
- 2. In the event that there is a vacancy of the Trustees board and the Trustee Chairman does not appoint (with approval of the Trustee Board) with 60 of the exit of Trustee a special election. The nomination will take place between 61 and 75 days and at 90-100 days a special membership meeting will be called at which time a special election the to fill the Trustee position.**

SECTION 9. AD HOC COMMITTEES

A. Creation

- 1. In accordance with Article VI of these By-Laws, the Board of Directors may create and dissolve Ad Hoc committees; and**
- 2. The President shall appoint and the Board of Directors shall ratify chairpersons from the general membership.**

B. Purpose

- 1. The purposes of Ad Hoc committees are to perform tasks as requested by the Board of Directors or any of its officers.**

SECTION 10. PERMANENT COMMITTEES

A. Purpose and Limitation

- 1. The purpose of this Section is to establish committees that have functions necessary to the operations of the Corporation but that do not operate on a regular basis;**
- 2. Permanent committee chairpersons shall not have voting representation on the Board of Directors; and**
- 3. Permanent committee chairpersons are encouraged to have no fewer than four (4) members on their committee.**

B. By-Laws Committee

- 1. The purpose of the By-Laws Committee is to collect, review, and submit suggested revisions to the M.I.G.R.A. By-Laws and the Standing Rules and Procedures to the general membership for consideration at the Annual By-Laws Meeting;**
- 2. The Chairperson, who shall not be a member of the Board of Directors at time of appointment, shall be selected by the President and ratified at the next regularly-scheduled meeting of the Board of Directors following the Annual By-Laws Meeting; and**
- 3. The By-Laws Committee shall consist of the Chairperson and four (4) other persons, two (2) of whom shall be members of the Board of Directors;**
 - a. The By-Laws Committee chairperson shall submit these four (4) names to the general membership at the second regularly scheduled membership meeting following the Annual By-Laws Meeting;**
 - b. M.I.G.R.A. members may place additional names in nomination; and**
 - c. Ratification shall be by a majority of those in attendance and shall be in two parts with a vote on each individual nomination:**

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1) for the two (2) members who are from the Board of Directors at time of appointment; and

2) for the two (2) members who are from the general membership at time of appointment.

C. Elections Committee

The Elections Committee shall be constituted in accordance with Article VII Section 5 of these By-Laws.

ARTICLE IX. M.I.G.R.A. REPRESENTATION TO IGRA

SECTION 1. IGRA TRUSTEE

A. Qualifications

1. In accordance with Article VII of these By-Laws, the IGRA Trustee shall be an appointed position; and

2 In order to be eligible to hold the position of IGRA Trustee, a member must:

a. Have been a member in good standing of M.I.G.R.A. for at least one (1) year; and

b. Have attended or participated in at least two (2) other IGRA rodeos in the last twelve (12) months.

B. Term

The term of office shall be as established by IGRA; and

C. Duties and Responsibilities

1. To comply with all M.I.G.R.A. and IGRA rules and By-Laws;

2. To attend all IGRA Board of Trustees' meetings or to ensure that a designated alternate is in attendance;

3. To submit at least thirty (30) days before the new fiscal year begins, a yearly budget to the M.I.G.R.A. Treasurer, including costs associated with M.I.G.R.A.'s participation in the IGRA convention;

4. To make the appropriate arrangements for M.I.G.R.A.'s representation at the annual IGRA convention;

5. To report at any Corporation meeting, either orally or in writing;

6. Within thirty (30) days of receipt of any revised IGRA By-Laws, the Trustee shall distribute such revisions to at least the President, Secretary, and Chairman of the Rodeo Events and Training Committee;

7. To distribute any proposed changes to the IGRA By-Laws to the MIGRA convention delegates within ten (10) days of receipt from IGRA;

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- 8. To maintain communications between MIGRA and IGRA;**
- 9. To encourage and enlist the participation of the general membership in IGRA activities at all levels;**
- 10. Shall maintain a roster of certified IGRA officials within MIGRA;**
- 11. Shall notify the general membership regarding training opportunities as IGRA rodeo officials; and**
- 12. Shall be responsible for overseeing and maintaining IGRA image, logo, brand identity, and Animal Welfare Statement.**

D. Removal

The Trustee may be removed from office.

E. Vacancies

At the next general membership meeting following the resignation of the Trustee, an announcement will be made that a vacancy for IGRA Trustee exists;

1. Temporary

Because of the large number of IGRA rodeos and the concomitant expense of attending them, the Trustee may designate a M.I.G.R.A. member in good standing to act on his/her behalf at any rodeo event he/she is unable to attend; and

2. Interim Appointments

a. Whenever a permanent vacancy occurs, the Board of Directors may appoint on an interim basis any M.I.G.R.A. member in good standing to act as Trustee; and

b. The interim IGRA Trustee shall serve until there is a duly-appointed IGRA Trustee;

ARTICLE X. MEETINGS

A. Statement of Intent:

- 1. It is the intent of this Corporation that meetings be held on a regular basis;**
- 2. That members have adequate notice thereof;**
- 3. That members have an opportunity to participate in the discussions; and**
- 4. Members have the right to attend any meetings of the Corporation except closed sessions of Executive Board meetings.**

SECTION 1. GENERAL MEMBERSHIP MEETINGS

A. Frequency and Notice

- 1. General Membership meetings shall be held at least four (4) times a year and may be held in conjunction with regularly scheduled Board of Directors meeting; and**

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2. The general membership shall be notified in writing of the location, date, time, and agenda of the meeting at least thirty (30) days in advance of the meeting; such notice may also be given using electronic media (i.e., e-mail, website,etc.);

B. Special General Membership Meetings

1. By the Board of Directors:

- a. A Special General Membership Meeting may be called by the Board of Directors with the approval of a majority of the Board of Directors;**
- b. At least forty eight (48) hours notice shall be given to the general membership. Such notice may be by telephone; and**
- c. Pursuant to such notice, a Special General Membership Meeting may be held in conjunction with but not in lieu of a regularly scheduled General Membership Meeting.**

2. By the Membership:

- a. A member may call for a Special General Membership Meeting by petition through the Membership Chairperson;**
- b. No petition shall be valid unless the number of members signing such petition is no less than the equivalent of forty percent (40%) of the members as certified by the chairman of the Membership Committee;**
- c. The President must hold a Special General Membership Meeting within ten (10) business days of receipt of a valid petition;**
- d. At least five (5) business days notice of any Special General Membership Meeting shall be given to the general membership. Such notice may be by telephone; and**
- e. A Special General Membership Meeting shall not be held in lieu of a regularly-scheduled monthly General Membership Meeting.**

C. Quorum

A quorum consists of five (5) members in good standing as defined in Article V.

SECTION 2. BOARD OF DIRECTORS MEETINGS

A. Frequency and Notice

- 1. The Board of Directors of the Corporation shall meet at least six (6) times a year; and**
- 2. When possible, it shall be announced to the membership according to the contact preferences specified in their membership agreement of The location, date, and time of the meeting at least thirty (30) days in advance of the meeting.**

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B. Special Board of Directors Meetings

1 By the President:

- a. The President of the Corporation may call for a special meeting of the Board of Directors at any time; and
- b. If feasible, the general membership shall be notified in advance of such a meeting; and

2. By the Board of Directors:

- a. A majority of the Board of Directors, excluding the President, may call for a special meeting of the Board of Directors;
- b. The President shall convene such a meeting within ten (10) business days; and
- c. If feasible, the general membership shall be notified in advance of such a meeting.

C. Quorum

Consists of at least two (2) Executive Officers and two (2) Directors.

SECTION 3. EXECUTIVE BOARD MEETINGS

The Executive Board shall meet at the call of the President.

SECTION 4. ANNUAL MEETING

Annual Meeting quorum shall be 10-percent (10%) of the membership or fifty (50) members, whichever is less.

ARTICLE XI. M.I.G.R.A. INSIGNIA AND FLAG

A. The M.I.G.R.A. corporate insignia and flag shall be voted on by the general membership in accordance with Article VII.

B. The M.I.G.R.A. corporate insignia and flag shall be copyrighted in the Corporation name.

ARTICLE XII. AMENDMENTS AND ADDITIONS

SECTION 1. AMENDMENT OF BY-LAWS

A. Proposed amendments to the By-Laws shall be submitted in writing at least ninety (90) days prior to the Annual By-Laws Meeting to the M.I.G.R.A. Secretary, who shall then immediately forward them to the Chairman of the By-Laws Committee

B. The By-Laws Committee will review and prepare all proposed changes to the By-Laws for the review and approval of the general membership, including a statement as to whether the Committee recommends the proposed changes and the reasons therefore;

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C. Proposed changes to the By-Laws shall be in a specified format:

- 1. New wording shall be preceded and succeeded by two dashes (--) or in double-underlined, bold lettering (double-underlined, bold lettering).**
- 2. Wording to be removed shall be struck through (struck through) or placed in brackets [].**
- 3. New wording shall be preceded by the name and number of the article, section, paragraph, and subsection, exactly identifying where the changes are to be made.**

D. The By-Laws may be changed only at a scheduled By-Laws meeting.

E. The exact date of the By-Laws Meeting shall be selected by the Chairman of the By-Laws Committee in consultation with the Board of Directors.

F. Notice of the first modification meeting and subsequent annual By-Laws meetings shall be mailed to all M.I.G.R.A. members at least thirty (30) days prior to such meeting and include the date, time, place of the meeting, and proposed amendment changes.

G. The Chairman of the By-Laws Committee shall chair all By-Laws meetings and the M.I.G.R.A. Secretary, or their designee, shall take the minutes.

H. In order to amend the By-Laws, three-fourths (3/4) of those members voting once quorum is attained must vote to amend.

I. The membership may vote in person, absentee ballot, or by proxy. Voting by absentee ballot or proxy shall be in accordance with Article VII.

J. Order of Voting:

- 1. Amendments that require the general membership to fill in the blanks shall be voted on first;**
- 2. At the first modification meeting and all subsequent annual meetings, amendments shall be taken up in the same order as the By-Laws; and**
- 3. Amendments to amendments shall be made in accordance with Roberts Rules of Order, Newly Revised.**

K. These By-Laws shall not be abridged, modified, changed, or interpreted except as specified herein.

SECTION 2. SPECIAL CIRCUMSTANCES

A. Purpose:

- 1. The purpose of this Section is to provide a means for the general membership to obtain interpretations of the By-Laws.**

B. Procedure:

- 1. Requests for interpretations of the By-Laws shall be made to the Board of Directors and referred to the By-Laws Committee;**

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2. The By-Laws Committee shall prepare a written response to requests for interpretations, which shall be presented to the Board of Directors at its next regularly-scheduled meeting, or within thirty (30) days of receipt of the request, whichever is longer;

3. Only the By-Laws Committee may interpret the By-Laws; and

4. The Board of Directors shall include any such interpretations in its minutes and so shall advise the general membership and each person requesting the interpretation.

SECTION 3. STANDING RULES AND PROCEDURES

A. These By-Laws may be supplemented by the Standing Rules and Procedures.

B. The Standing Rules and Procedures may be amended and adopted by approval of a majority vote at a properly-constituted general membership meeting.

C. The Standing Rules and Procedures may define and supplement matters not covered by the By-Laws, but may not serve to modify, change, or diminish the meaning or authority of the By-Laws.

ARTICLE XIII. DISSOLUTION OF THE ORGANIZATION

A. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3), or the corresponding section of any future federal tax code of the Internal Revenue Code, or shall be distributed to the federal, state or local government for public purpose.

B. Any assets not disposed of shall be disposed by a Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes, or such organization or organizations, as said Court determines are organized and operated exclusively for such purposes.