

BY-LAWS
OF
Keystone State Gay Rodeo Association (KSGRA)

ARTICLE I. CORPORATE NAME

Pursuant to its Articles of Incorporation under the laws of the Commonwealth of Pennsylvania, the name of the organization shall be “Keystone State Gay Rodeo Association (KSGRA)” and shall be a nonprofit corporation. The organization shall be hereinafter referred to as Keystone State Gay Rodeo Association, The Keystone State Gay Rodeo Association, Inc., KSGRA, 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. To Encourage participation in country and rodeo events
 - 2. Educating and training individuals that may compete in IGRA Sanctioned rodeos
 - 3. Sponsoring events such as trail rides, cookouts, horse shows and other events
 - 4. Engaging with charity partners to provide support and services to selected community organizations
 - 5. To be an organization for the entire community, barring all prejudices related to sex, race, religion, sexual orientation, age, handicap, or national origin.
- B. The Corporation is organized exclusively for educational and charitable purposes, under IRS Section 501(c)(3).
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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.
- D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors, committee members, or other private persons, except that the Association 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 herein.

ARTICLE III. CORPORATE OFFICES

- A. The Corporation shall maintain in the Commonwealth of Pennsylvania a registered office and a registered agent at such office.

ARTICLE IV. MEMBERSHIP

SECTION 1. COMPOSITION OF THE CORPORATION AND DUES

- A. The Corporation consists of its members, holding any type of membership authorized by these Articles that have paid their dues and are in good standing.
- B. The amount of dues shall be prescribed in the Standing Rules and Procedures.
- C. Non-Payment of Dues:
 - 1. Suspension of Membership:
 - a. Members who have not paid their annual dues, due on or before an annual renewal date, will have their membership suspended until payment is received by the Corporation;
 - 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.
 - d. Members will be required to pay their annual dues prior to competing in any International Gay Rodeo Association (IGRA) sanctioned rodeo. If payment has not been received prior to registration at any IGRA sanctioned rodeo member will not be eligible for any competition as a member of KSGRA until their dues are current with KSGRA.

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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 will have their memberships terminated, and their old membership number shall be retired;
 - 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. The Corporation shall assign a new membership number to any such member; and
 - d. Any individual who applies for membership but who has been denied membership or was terminated as a member of another IGRA association, may also be denied membership in KSGRA. The President shall contact any other IGRA member association to which the applicant belonged, and shall obtain the reasons(s) for denial or termination of that individual's membership and report same to the KSGRA Board of Directors. If the termination was for grounds that would also violate these Bylaws or Standing Rules, the Board may similarly deny the applicant membership in KSGRA.

D. Membership Renewal and Proration:

1. The purpose of this Section is to provide for a uniform renewal date for all members;
2. Memberships are renewable on their annual renewal date of each membership year.

SECTION 2. PREMIUM MEMBERSHIPS

- A. The Corporation may establish Premium Memberships.

SECTION 3. 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 be processed within forty five (45) days of application's post mark or acceptance by a KSGRA board member.

B. Rights and Privileges:

1. General Memberships:
 - a. General Members shall receive a KSGRA and any other regular mailings.
 - b. General Members may participate in any and all organizational matters;
 - c. Individual Members shall be entitled to one (1) vote in any membership voting action;
 - d. Proxy votes will not be accepted from general members.
2. Premium Memberships:
 - a. Premium members are entitled to all General Membership rights and privileges, plus:
 - b. Premium Members are entitled, if so desired, to be listed as such in any KSGRA publication;
 - c. Premium Members shall receive a Certificate of Appreciation commensurate with their level of contribution; and
 - d. The Board of Directors, at its discretion, may confer any other rights and privileges upon Premium Members that are not inconsistent with or detrimental to the rights and privileges of any General Member.

C. Discipline:

1. Members may be disciplined by the affirmative vote of a 2/3 majority of the BOD by means of reprimand, suspension, fine, or expulsion for acting in flagrant disregard of the by-laws, the

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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 subject 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; and
3. A two-thirds (2/3) majority of the 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, employees, 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 KSGRA; and
2. Such waiver shall be signed by each member as a condition for acceptance of the application for membership. This waiver of liability will automatically renew annually.

SECTION 4. MEMBERSHIP LIST

- A. The Board of Directors shall maintain a list of all members of the Corporation. Such list shall contain at least the member's name, address, telephone number, membership number, membership type, and dues payment status.
- B. The membership list shall remain confidential and shall be used for official use of the Corporation only.
- C. Copies of the membership list may be distributed to any officer of the Board of Directors, the Executive Board of the IGRA, former officers serving as advisers to the Board of Directors, and, at the discretion of the Board of Directors, Chairpersons of Corporation Committees, including standing, permanent, and ad hoc for the explicit purpose of conducting Corporate business.
- D. Definition and Statement of Intent:
 1. The geographic area of KSGRA consists of the Commonwealth of Pennsylvania.

ARTICLE V. CORPORATE STRUCTURE

SECTION 1. BOARD OF DIRECTORS

- A. Executive Board:
 1. President;

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2. Vice President;
3. Secretary;
4. Treasurer;
5. IGRA Trustee; and

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 Commonwealth of Pennsylvania;
2. Only the Board of Directors shall have the authority to bind this corporation through joining, representing, or affiliating with any other; and
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 Commonwealth of Pennsylvania.

C. Duties and Responsibilities:

1. The Board of Directors shall supervise and review the activities of the Executive Board, 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 Commonwealth of Pennsylvania;
2. The Board of Directors shall ratify all appointments by the President by a majority vote;
3. Each Board of Directors member shall attend and participate in regularly-scheduled Board of Directors meetings; and
4. The Board of Directors, according to the Standing Rules of the Association, shall make available all minutes and corporate records to the general membership upon request. Requesting member shall be responsible for any costs involved in duplication or distribution of said records.

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 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.

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, the IGRA by-laws, or the laws of the Commonwealth of Pennsylvania;
 - 3) Misconduct in office;
 - 4) Consecutive absences or a pattern of poor attendance at Board of Director meetings; financial or other irregularities involving the Corporation's funds or assets
 - 5) Conviction of a felony
 - 6) Conduct or behavior inconsistent with good judgment or the best interests of the Corporation as determined by three fourths (3/4) of the board.

SECTION 2. EXECUTIVE BOARD

A. Composition:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer; and
5. IGRA Trustee.

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 Commonwealth of Pennsylvania.

SECTION 3. INDEMNIFICATION, INSURANCE, AND FIDELITY BOND

- A. KSGRA 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 KSGRA, to the full extent allowed by law.
- B. KSGRA shall purchase and maintain a Directors and Officers liability policy, in an amount no less than three-million dollars (\$3,000,000), that provides coverage in accordance with Paragraph A of this Section.

SECTION 4. PARLIAMENTARY AUTHORITY

- A. Governing Rules:
 1. 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:
 1. 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.

ARTICLE VI. VOTING PROCEDURES

SECTION 1. ELIGIBILITY FOR ELECTED OFFICE AND TERM OF OFFICE

- A. Eligibility and Qualifications for holding an KSGRA Elected Office:
 1. All active members in good standing and who have completed a minimum of six (6) months of continuous membership may be eligible to run for any office of the Corporation except for the office of IGRA trustee;
 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) elected office nor may be appointed to an office while holding an elected or appointed KSGRA office or the office of IGRA trustee; and
 4. Only individual members are eligible to hold an office.

SECTION 2. ELECTED OFFICES

- A. Offices in accordance with these by-laws:
 - 1. President;
 - 2. Vice President;
 - 3. Secretary;
 - 4. Treasurer;
 - 5. IGRA Trustee.

SECTION 3. MEMBERS' ELIGIBILITY TO VOTE

- A. The right to vote in any election of the Corporation shall be reserved for all individual members 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.

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 shall be by ballot.
- 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 IX 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 electronic ballots eligible to be counted;
 - 2. The Chairperson of the Membership Committee shall announce whether a quorum has been reached; and
 - 3. As soon as a quorum has been reached the Membership Chairperson will immediately notify the BOD
- E. Determining the Election Results:
 - 1. If only one (1) candidate is running for an office, to be elected the candidate must receive at least a majority of the votes cast;
 - 2. If two (2) candidates are running for the same office, the candidate receiving a majority of the votes cast in the number prescribed in Section 4 Paragraph D of this Article will be elected;
 - 3. If more than two (2) candidates are running for the same office, the candidate with a plurality of the votes but: 1) at least forty percent (40%) of the votes cast in the number prescribed in Section 4 Paragraph D of this Article and 2) three (3) more votes than the nearest candidate shall be elected;
 - 4. In the case of a tie, a run-off election shall be held between the two (2) candidates receiving the plurality of votes. The candidate receiving a majority of the votes then cast shall be declared elected; and
 - 5. If three (3) or more candidates are tied for a position or did not receive the minimum number of votes required to elect, all of the candidates shall participate in a run-off election with the

candidate receiving the plurality of votes cast being elected.

SECTION 5. ANNUAL ELECTION MEETING

- A. The Annual Election Meeting shall take place within thirty days of December 1st 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 preference specified in their membership agreement at least sixty (60) days in advance of the meeting.
- C. The Annual Election Meeting shall be chaired by the Chairperson of the Elections Committee.

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.
- B. Notice of Vacancy:
 - 1. All vacancies in elected positions shall be announced at the next general membership meeting; and
 - 2. Vacancies shall be announced to the membership according to the preference specified in their membership agreement.
- C. Interim Appointments:
 - 1. Shall be made by the Board of Directors; and
 - 2. Shall serve until a replacement is elected.
- D. Nominations:
 - 1. Nominations to fill a vacancy shall be made in accordance with this Article and the Standing Rules and Procedures.

ARTICLE VII. DUTIES OF OFFICERS AND COMMITTEE CHAIRPERSONS.

SECTION 1. OFFICERS

A. President:

1. Shall be the principal executive officer of the Corporation;
2. Shall administer the affairs of the Corporation;
3. Shall schedule all meetings of the Executive Board, Board of Directors, and General Membership meetings except those General Membership meetings for elections of officers or the Annual By-laws Meeting;
4. May sign as the duly authorized agent of the Corporation and Board of Directors:
 - a. Certificates;
 - b. Upon authorization of the Board of Directors:
 - 1) Contracts; and
 - 2) Agreements;
5. May sign with the Treasurer or any other officer of the Corporation:
 - a. Checks, except for those checks made payable to the President;
 - b. Deeds;
 - c. Mortgages; and
 - d. Bonds;
6. Shall prepare and present to the Treasurer an operating budget for the Office of the President and Ad Hoc Committee activities for inclusion in the annual operating budget of the Corporation;
7. Shall appoint chairpersons to all Ad Hoc committees subject to the ratification of the Board of Directors;
8. Shall administer all Ad Hoc committees and prepare a report on their activities in the absence of the Chairperson of the committee;
9. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time;
10. Shall have an independent audit of the books of the Corporation performed annually; and
11. The president shall be the lead delegate to the IGRA convention if the trustee is not present.
12. Serves for two year term. President elected in even years

B. Vice President:

1. Shall perform the duties of the President:
 - a. In the absence of the President;
 - b. Inability of the President to perform;
 - c. Refusal of the President to act; or
 - d. At the direction of the President;
2. May sign with the Treasurer or any other officer of the Corporation:
 - a. Checks, except for those checks made payable to the Vice President;

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- b. Deeds;
 - c. Mortgages; and
 - d. Bonds;
 - 3. Shall conduct and administer any special activities for the Corporation as directed by the Board of Directors;
 - 4. Shall prepare and present to the Treasurer an operating budget for the office of the Vice President for inclusion in the annual operating budget of the Corporation; and
 - 5. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors.
 - 6. Serves for two year term. Elected in odd years
- C. Secretary:
- 1. Shall keep the minutes of meetings of the general membership and Board of Directors;
 - 2. May sign with the Treasurer or any other officer of the Corporation:
 - a. Checks, except for those checks made payable to the Secretary;
 - b. Deeds;
 - c. Mortgages; and
 - d. Bonds;
 - 3. Shall maintain minutes in one or more books dedicated for that purpose;
 - 4. Shall provide ample copies of the minutes of the previous month's Board of Directors and general membership meetings at each Board of Directors and General Membership meeting;
 - 5. Shall be the custodian of the Corporate records and corporate seal;
 - 6. Shall handle or cause to be handled all correspondence and communications as deemed necessary;
 - 7. Shall inform the Board of Directors and the General Membership of any incoming and outgoing correspondence;
 - 8. Shall see that special notices are duly given in accordance with the by-laws;
 - 9. Shall interact with the Membership Committee to maintain a current membership mailing list;
 - 10. Shall prepare an operating budget for activities of the Secretary for inclusion in the annual operating budget of the Corporation; and
 - 11. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors.
 - 12. Serves for two year term. Elected in even years
- D. Treasurer:
- 1. Shall be responsible for all funds of the Corporation, including groups or functions sponsored by or using the KSGRA name;
 - 2. Shall receive all funds and give receipts for and payable to the Corporation;
 - a. Funds from functions held by groups sponsored by or using the KSGRA name shall be tendered to the Treasurer within thirty (30) days of such functions;
 - 3. Shall deposit all funds in the name of the Corporation in insured financial institutions with the

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approval of the Board of Directors;

4. May sign with any officer of the Corporation:
 - a. Checks, except for those checks made payable to the Treasurer;
 - b. Deeds;
 - c. Mortgages; and
 - d. Bonds;
5. Shall be responsible for preparing the annual budget of the Corporation;
6. Shall be responsible to ensure that expenditures and proposed expenditures of the Corporation are consistent with the approved annual budget;
7. May appoint and chair an Ad Hoc Finance Committee;
8. Shall prepare an annual statement of expenses and income commonly referred to as the Annual Financial Report for distribution to the general membership no later than forty five (45) days after the end of each fiscal year;
9. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors;
10. Shall prepare and submit a monthly report on income and expenses of the Corporation to the general membership; and
11. Shall cause to be prepared and shall file all federal, state and local tax returns.

12. Serves for two year term. Elected in odd years

SECTION 2. 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 with the Secretary;
3. To submit to the Treasurer an operating budget for the activities of the Committee 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; and
5. 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.
6. The chairperson of every Committee is nominated by the President and ratified by the Board of Directors.

SECTION 3. AD HOC COMMITTEES

A. Creation:

1. In accordance with Article V of these by-laws, the Board of Directors may create 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 4. 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; and
2. Permanent committee chairpersons shall not have voting representation on the Board of Directors.

B. By-Laws Committee:

1. The purpose of the By-Laws Committee is to collect, review, and submit suggested revisions to the KSGRA by-laws and the Standing Rules and Procedures to the general membership for consideration;

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2. The Chairperson, who shall not be a member of the Board of Directors at the time of appointment, shall be selected by the President and ratified at the next regularly-scheduled meeting of the Board of Directors; 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 Board of Directors;
 - b. KSGRA 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:
 - 1) For the two (2) members who are from the Board of Directors at the time of appointment; and
 - 2) For the two (2) members who are from the general membership at the time of appointment.

C. Elections Committee:

1. The Elections Committee shall be constituted in accordance with Article VI Section 5 of these by-laws.

ARTICLE VIII. KSGRA REPRESENTATION TO IGRA

SECTION 1. IGRA TRUSTEE

A. Qualifications:

1. In accordance with Article VI of these by-laws, the IGRA Trustee shall be an elected position; and
2. In order to be eligible to hold the position of IGRA Trustee, a member must upon election:
 - a. Have been a member in good standing of KSGRA for at least one (1) year;
 - b. Not be a member of the IGRA Executive Board;
 - c. Have attended or participated in at least two (2) other IGRA rodeos in the last twelve (12) months.

B. Term:

1. The term of office shall be as established by IGRA

C. Duties and Responsibilities:

1. To comply with all KSGRA 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 perform whatever duties are required by Article VIII of the IGRA by-laws;
4. To submit at least 30 days before the new fiscal year begins, a yearly budget to the KSGRA Treasurer, including costs associated with KSGRA's participation in the IGRA convention;
5. To make the appropriate arrangements for KSGRA's representation at the annual IGRA convention;
6. To report monthly to the Board of Directors and the general membership, either orally or in

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writing;

7. 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 Chairperson of the Rodeo Events and Training Committee;
8. To distribute any proposed changes to the IGRA by-laws to the KSGRA convention delegates within ten (10) days of receipt from IGRA;
9. To maintain communications between KSGRA and IGRA; and
10. To encourage and enlist the participation of the general membership in IGRA activities at all levels.
11. The Trustee shall be the lead delegate to the IGRA convention

D. Removal:

1. The Trustee may be removed from office pursuant to Article V, Section 1, Paragraph E of these Bylaws and;
 - a. Good cause shall include any of the following:
 - 1) Dereliction of duties;
 - 2) Acting in disregard of the IGRA or the KSGRA by-laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly-enacted resolution by the general membership, or the laws of the Commonwealth of Pennsylvania; or
 - 3) Absence from more than two (2) of the IGRA Board of Directors meetings in a rodeo year without cause and failing to arrange for adequate KSGRA representation at those Board of Directors meetings missed.

E. Vacancies:

1. Temporary:
 - a. Because of the large number of IGRA rodeos and the expense of attending them, the Trustee may designate an KSGRA member in good standing to act on his or her behalf at any rodeo event he or she is unable to attend; and
2. Permanent:
 - a. Interim Appointments:
 - 1) Whenever a permanent vacancy occurs, the Board of Directors may appoint on an interim basis any KSGRA member in good standing to act as Trustee; and
 - 2) The interim Trustee shall serve until there is a duly-elected Trustee;
 - b. Notice of Vacancy:
 - 1) Following the resignation of the Trustee, a member of the Board of Directors shall announce to the membership, according to the preference specified in their membership agreement that a vacancy for Trustee exists.
 - c. Nominations and Elections:
 - 1) Nominations and elections for the position of Trustee under this Section shall be in accordance with Article VI.

ARTICLE IX. MEETINGS

A. Statement of Intent:

1. It is the intent of this Corporation that meetings be held on a regular basis, that members have adequate notice thereof and an opportunity to participate. 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 once a month and may be held in conjunction with a regularly scheduled Board of Directors meeting; and
2. The general membership shall be notified in writing or by email of the location, date, and time of the meeting at least thirty (30) days in advance of the meeting;

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. The general membership may call for a Special General Membership Meeting by petition;
 - b. No petition shall be valid unless the number of members signing such petition is no less than the equivalent of sixty percent (60%) of the members required to establish a quorum, as certified by the chairperson of the Membership Committee;
 - c. The President must hold a Special General Membership Meeting within ten (10) calendar days of receipt of a valid petition;
 - d. At least five (5) 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 General Membership Meeting.

C. Quorum:

1. A quorum consists of twenty (10) members in good standing.

SECTION 2. BOARD OF DIRECTORS MEETINGS

- A. Frequency and Notice:
 - 1. The Board of Directors of the Corporation shall meet at least nine (9) times a year; and
 - 2. When possible, the general membership shall be notified in accordance to the preference specified in their membership agreement of the location, date, and time of the meeting at least thirty (30) days in advance of the meeting.
- 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) days; and
 - c. If feasible, the general membership shall be notified in advance of such a meeting.
- C. Quorum:
 - 1. A majority of the members of the Board of Directors is required to convene a meeting.

SECTION 3. EXECUTIVE BOARD MEETINGS

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

SECTION 4. AD HOC AND PERMANENT COMMITTEE MEETINGS

- A. Frequency and Notice:
 - 1. Ad Hoc and Permanent Committees shall meet as necessary; and
 - 2. To the extent possible, notice of the location, date, and time of Ad Hoc and Permanent Committee meetings shall be given to the general membership.

ARTICLE X. KSGRA INSIGNIA AND FLAG

- A. The KSGRA corporate insignia and flag shall be copyrighted in the Corporation name.

ARTICLE XI. AMENDMENTS AND ADDITIONS

SECTION 1. AMENDMENT OF BY-LAWS

- A. Proposed amendments to the by-laws shall be submitted in writing at least sixty (60) days prior to the Annual By-Laws Meeting to the KSGRA Secretary, who shall then immediately forward them to the Chairperson 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 therefor;
 - 1. Proposed changes to the by-laws shall be in the following format: New wording shall be preceded and succeeded by two dashes (--). Wording to be removed shall be struck through (~~struck through~~) or placed in brackets []. New wording shall be preceded by the name and

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number of the article, section, paragraph, and subsection, exactly identifying where the changes are to be made.

- C. The by-laws may be changed only at a scheduled by-laws meeting and, only once each calendar year.
- D. The exact date of the Bylaws meeting shall be selected by the Chairperson of the By-Laws Committee in consultation with the Board of Directors.
- E. Notice of an annual by-laws meeting shall be mailed and/or emailed to all KSGRA members at least thirty (30) days prior to such meeting and include the date, time, and place of the meeting.
- F. All proposed modifications to the by-laws shall be mailed and/or emailed to the general membership at least thirty (30) days prior to any by-laws meeting.
- G. The Chairperson of the By-Laws Committee shall chair all by-laws meetings and the KSGRA Secretary 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 or by ballot. Voting by ballot shall be in accordance with Article VI.
- 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 Bylaws 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;
 - 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 XII. ETHICS
SECTION 1. ETHICS CLAUSE

- A. Keystone State Gay Rodeo Association members and Officers will conduct themselves in a gracious, dignified and honorable manner, reflecting their position on the Board when working with members, sponsors and other Board members.
- B. A Board member or Officer of the Association may not suggest, request or solicit gifts of any kind from a sponsor or potential sponsor of the Association; including but not limited to free meals, drinks, tickets, entry to festivals, etc. without written consent of the Board. A Board member or Officer, will at all times, maintain a level of public decorum reflecting his/her responsibilities as a representative of the Association, while attending Sponsor events or Association sponsored events. Board members are prohibited from using the influence of the Association for any personal gain or political influence.
- C. A Board member must abstain from any vote taken by the Board, which will result in personal gain for that Board member.
- D. Complaints received from members, sponsors or potential sponsors regarding ethics violations will be investigated by a committee set up by the Board. This committee will investigate the complaint and suggest corrective action, if required, to be taken by the Board to resolve the issue.
- E. In the event that a Board member or general member may own or have a monetary interest in any venture that may be utilized by the Association, that bid must be within fair market value as demonstrated through a competitive bidding process and all such transactions must be within arms length.

ARTICLE XIII. TERRITORY
SECTION 1. GEOGRAPHICAL AREA

- A. The territory of KSGRA shall be the state of Pennsylvania.
- B. The expanding or relinquishing of territory shall meet the International Gay Rodeo Association's (IGRA) guidelines.

ARTICLE XIV. ROYALTY
SECTION 1. DEFINITION AND RESPONSIBILITY

- A. Royalty shall be defined in KSGRA's standing rules and procedures
- B. Royalty responsibilities will be defined in KSGRA's standing rules and procedures.

ARTICLE XV. DISSOLUTION CLAUSE
SECTION 1. DEFINITION AND RESPONSIBILITY

- A. The KSGRA may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. Upon dissolution or other termination of KSGRA, all remaining assets of The KSGRA, after

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payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of The KSGRA) as shall be chosen by the then existing Board of Directors of The KSGRA.

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