

# **BYLAWS for the Greater Palm Springs Rodeo Corporation, Inc.**

A California Non-Profit Corporation

Certificate Number C2222933

*In correlation with the Golden State Gay Rodeo Association*

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## **Article I. Name of the Corporation**

### **Section 1. Name**

Pursuant to the Articles of Incorporation, and under the laws of the State of California, the name of this organization shall be the Greater Palm Springs Rodeo Corporation, Inc., hereafter known as the GPSC.

### **Section 2. Assumed Name**

The corporation shall have the right to conduct its business under an assumed name that shall be GPSC, or such other assumed name that the corporation may authorize.

### **Section 3. Corporation Status**

The GPSC is a nonprofit corporation under applicable laws and rules.

### **Section 4. Offices**

The offices of the GPSC Board of Directors are located in Palm Springs, California.

- A. The GPSC Board of Directors may also have offices at such other places, within and without the boundaries of GPSC (as discussed below), from time to time, as determined by the needs of the business of the GPSC Board of Directors and approved by the Board.
- B. The address of the GPSC and/or the GPSC Board of Directors can be maintained as a Post Office Box and/or an address, as necessary as approved by the Board.

## **Article II. Charter and Geographic Area**

### **Section 1. Charter**

The GPSC has been granted a charter as a chapter of G.S.G.R.A., Inc., (herein known as GSGRA) a California corporation. That charter is sometimes hereinafter referred to simply as the "Charter". The GPSC and its operations shall comply at all times with the requirements of the Charter and the rules and regulations governing chapters, as may be published from time to time by GSGRA.

### **Section 2. Geographic Area**

The geographic boundaries of the GPSC shall be that assigned by GSGRA.

## **Article III. Primary Objectives & Purpose**

### **Section 1. Objectives**

The objective of the GPSC shall be to promote and nurture, through fellowship, the sport of rodeo within the Gay community and to foster a positive image of gay cowboys and cowgirls within the gay and non-gay community as well as to participate in the preservation of our Western Heritage.

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## **Section 2. Purposes**

The purposes of the GPSC include, but are not necessarily limited to the following:

- A. Provide an organization and activities consistent with promoting the sport of rodeo and the Country/Western lifestyle, which encourages individual participation.
- B. Educate and inform its Members, other interested organizations, and individuals, regarding the sport of rodeo and the Country/ Western lifestyle
- C. Provide a forum for communication among its Members, the Gay community, and the public in general through activities and charitable contributions.

## **Section 3. Activities**

A. Activities of the GPSC may include, but are not necessarily limited to:

1. Hosting rodeos
2. Fundraising activities
3. Education

B. Fiduciary Responsibility

The GPSC through its Board of Directors are responsible for raising all funds necessary for the operation of the GPSC.

C. Operating funds are raised through:

- a. Membership dues
- b. Contributions
- c. Fundraising activities

## **Section 4. Nonpartisan Status**

The Chapter has been formed under the California non-profit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation, and it shall be non-profit and non-partisan.

## **Section 5. Prohibitions**

The following are prohibited:

A. Political Activity

The GPSC is not a political organization. The GPSC by any action of the Board of Directors or individual member shall not

1. Make any representation or commitment that involves GPSC or commits the GPSC to provide any part of its activities to the carrying on of propaganda.
2. Otherwise attempting to influence legislation.
3. The GPSC shall not participate in or intervene in
  - a. The publishing of or distribution of statements.
  - b. Any political campaign on the behalf of any candidate for public office.
  - d. Discrimination--The GPSC shall not engage in any discrimination, whether related to gender, physical handicap, race, religion, creed, sexual orientation, age, or national origin.
  - e. Use of Funds--No part of the net earnings of the corporation shall insure the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the GPSC is authorized and empowered to pay

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

## **Section 6. Nonprofit Status**

The Corporation is organized and shall operate exclusively for charitable purposes, within the meaning of Section 501 (C) 3 of the Internal Revenue Code. The Corporation shall not carry on any activities that is not permitted to be carried on by a corporation:

- A. Which is exempt from Federal Income Tax under the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or
- B. Contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

## **Section 7. Indemnification**

- A. The GPSC shall indemnify and hold all trustees, officers, committee chairpersons, and committee members harmless from all liabilities, obligations, claims, causes of action, or expenses of any kind, including without limitation, attorney's fees that may arise or be incurred by them as a result of the performance of their duties for or on the behalf of the GPSC, to the fullest extent of the law.
- B. The GPSC will carry Directors Insurance to cover any potential litigation for any of it's duly elected directors.

## **Article IV. Membership**

### **Section 1. Eligibility**

Membership in the GPSC is open to anyone of legal age regardless of gender, age, national origin, sexual orientation, religion, or race. In California, the legal age is 18 years. Applicants living in other states are governed by these rules. Any person who is a member in good standing of GSGRA shall be eligible to be affiliated with the GPSC. Ownership of a horse is not a prerequisite for membership or affiliation.

### **Section 2. Classes of Membership**

The following are the classes of membership:

- A. Individual.
- B. Family – any two individuals sharing the same address.
- C. Business.

### **Section 3. Membership Period**

The dues paid by a member(s) or business keeps the member in good standing with the GPSC for a period of one (1) year from the date of payment to the last day of the same quarter in the following year. Failure to submit payment for membership renewal within 10 days of expiration will be cause for "inactivation".

### **Section 4. Application and Fees**

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An individual(s) or business seeking membership in the GPSC must submit an approved and properly completed membership application form accompanied by the established fees. The application (with accompanying fee) will be presented to the Board for approval.

A. The annual dues for the GPSC are as follows:

1. Individual - Forty dollars (\$40.00).
2. Joint household – Seventy-five dollars (\$75.00).
3. Business – One Hundred Dollars (\$100.00).

### **Section 5. Members Right to Privacy**

The GPSC shall respect the individual's right to privacy as provided in their membership application or other communications received from them.

### **Section 6. Review of Membership Application**

The Board of Directors must approve request for membership in the GPSC. Reasons for not approving a membership application could include, but are not limited to, the following:

- A. Disruption of a meeting.
- B. Abusive language or actions directed toward another member of the GPSC.
- C. Slander directed against another member of the GPSC.
- D. Taking action or conduct which may reflect poorly upon the GPSC
- E. Failure to remit funds due to the GPSC.
- F. Notification from GSGRA or IGRA in accordance with GSGRA or IGRA By-Laws.

### **Section 7. Notification of Denial**

Any decision of the Board to deny membership to an applicant will be prepared in writing and sent to the applicant.

### **Section 8. Right of Appeal**

Any denial of membership may be appealed to the General Membership of the GPSC by submitting written notice within (30) thirty days of the postmark date of the notification of denial of membership to the Secretary of the Board. At the next General membership meeting, a vote by two-thirds (2/3) of the members present and voting shall be required to overturn the decision of the Board.

### **Section 9. Termination of Membership**

Membership in the GPSC may be terminated by the Board of Directors for cause, including with limitations to the following:

- A. Failure to promptly pay dues and other fees as prescribed by these By-Laws
- B. Misrepresentation of material facts in the application for membership or falsification of any of the information contained therein
- C. Any course of conduct, which is deemed detrimental to or is contrary to the stated purposes of GPSC

### **Section 10. Right of Appeal Regarding Terminated Memberships**

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The decision to terminate the membership of any member may be appealed to the General Membership of the GPSC. This appeal is made by submitting written notice of intent to appeal no later than twenty (20) days after the postmark date of the notification of termination of membership to the Secretary of the Board. At the next General Membership meeting, a vote by two-thirds (2/3) of the members present and voting shall be required to overturn the decision of the Board

## **Article V. Board of Directors**

### **Section 1. General**

A Board of Directors governs the GPSC. The Board of Directors consisting of elected officers shall govern the GPSC. Each member of the Board of Directors shall have one (1) vote.

### **Section 2. Composition of the GPSC Board of Directors**

- A. The GPSC Board of Directors. Hereafter referred to as the Board, consists of:
  1. President.
  2. Administrative Vice President.
  3. Vice President of Rodeo Operations.
  4. Secretary.
  5. Treasurer.
- B. With the exception of the Secretary and Treasurer, no one person may hold more than one office.
- C. Officers of the GPSC may not hold a GSGRA office position if that position would cause a conflict of interest.
- D. GPSC officers shall receive no compensation for their services as such, but may be reimbursed for expenditures they make on behalf of the GPSC, to the extent authorized by the officers of the GPSC.
- E. Two or three of these officers shall be elected at the Annual Membership Meeting in June, of each alternating year for the term of two years.

### **Section 3. The Powers of the Directors.**

Subject to the California Non Profit Corporation Law and limitations in the Articles of Incorporation and these Bylaws relating to the action are required to be approved by the members, the business and affairs of the GPSC shall be managed, and all corporate powers shall be exercised by, or under the direction of the Board of Directors.

### **Section 4. Specified Powers.**

- A. All checks, drafts or orders in the name of the GPSC shall be signed by two (2) Officers, as decided by the Board of Directors. No two (2) members of the Board shall have power to sign checks, drafts or money orders if they reside at the same address or are Domestic Partners at any time. The signors of any checks, drafts or money orders shall include the Treasurer and one (1) other Board Member.



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- B. The Board may authorize non-budgeted expenditures up to \$100.00. Any expenditure over that amount must be approved at a meeting of the general membership, by a majority vote of the members present.
- C. There will be an annual \$100.00 Presidential Discretionary Fund.
- D. Neither the GPSC President nor GPSC Treasurer may hold the position of Rodeo Director within the same GPSC. Any Vice President who also has the specific responsibilities of Rodeo Director may hold no other office within the GPSC.

## **Section 5. Restriction Regarding Interested Directors.**

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

## **Section 6. Qualification Eligibility for GPSC Elected Officers.**

All Officers positions must be filled by a candidate who has been an affiliated Member of the GPSC in good standing for six (6) consecutive months prior to the date of the election.

## **Section 7. Term of Office**

The term of office for the President, Vice President of Administration, Vice President of Rodeo Operations, Secretary, and Treasurer shall be for two (2) years.

The President, Vice President of Administration and the Treasurer shall be elected in even-numbered years.

The Vice President of Rodeo Operations and Secretary shall be elected in odd-numbered years.

The term of office for each newly elected Board starts in June following the annual elections.

## **Section 8. Voting and Elections**

The President shall appoint a committee to select qualified candidates for election as Officers, Representatives and Alternates at least Sixty (60) days before the date of any election of Officers at the Annual Meeting. The Nominating Committee shall make its report at least thirty (30) days before the date of the election. The Secretary shall forward to each member with the notice of the Annual Meeting, the list of candidates nominated. Inclusion of this information in the GPSC Membership Newsletter shall be deemed to have met the requirements of this section. Any member may place names in nomination from the floor providing the nominee is present to accept the nomination or has submitted written acceptance in advance of the meeting. The candidate receiving the highest number of available votes shall be elected. In the event the highest number results in a tie, a runoff election will take place between the two candidates receiving the tied votes.

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- A. Member Voting Rights. Each member is entitled to one (1) vote on each matter presented to the membership for approval. Only members in good standing are eligible to vote.
- B. Proxy Voting. Proxy voting is prohibited.
- C. Absentee Voting. Absentee voting is permitted only in the annual election of the Board of Directors Elected Officers.
  - 1. In order for a mailed ballot to be valid
    - a. members must seal the envelope with the ballot enclosed
    - b. print their name on the backside of the envelope
    - c. sign their name across the seal of the envelope
  - 2. Without both the printed name and the signature, the ballot will be considered invalid and will not be counted.
  - 3. Should the member submitting an absentee ballot actually attend the Meeting at which the election is taking place, the absentee ballot shall be returned to the member and he/she will vote on a new ballot.
- D. Ballots
  - 1. Voting shall be performed by secret ballot.
  - 2. Ballots will include all offices and issues up for election and name of those candidates who have been nominated prior to the filing deadline.

## Section 9. Vacancies

A vacancy in an Officer position shall be deemed to exist on the occurrence of

A. Death

B. Resignation

Any Officer may resign. The resignation shall be effective upon receipt of written notice to the President, the Secretary, or the Board unless the notice specifies a later time for the resignation to become effective. An Officer whose membership expires shall be considered to have resigned. Any Officer, representative or Alternate who has filed a change of Chapter Affiliation shall be considered to have resigned from office.

C. Removal of the Office.

- 1. An individual filling a Board position, who fails to perform the duties of their position, can be removed by the Board at any time. At any time the Board may remove an Officer by a two-thirds (2/3) vote of the total Board members by secret ballot a regular or special meeting of the Board. Any such decision must be preceded by due process, including, but not limited to, and presentation of cause by the Officer making the motion. Such removal shall be effective immediately.
- 2. The members, with or without cause, and without the obligation to follow any other procedures, may remove any GPSC Officer from office at any time at any meeting of the Members at which a quorum is present with two-thirds (2/3) vote, by secret ballot. Any Motion to remove an Officer must be acted on at the meeting of presentation. Any Person removed from the Board in these manners may not be elected to another position on the Board for the remainder of the current term.

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## **D. Election Due to Vacancy**

In the event of a vacancy, the Board may choose from the membership a person to fill the remaining term of an Officer at any regular or special meeting of the Board. The new officer shall be seated immediately.

## **Article VI. Meetings**

The Board will conduct business by holding regular scheduled meetings or by calling special meetings

### **Section 1. General Membership Meetings**

A Regular scheduled monthly General Membership Meeting shall be held each month with the exception of June, when the Annual Meeting of members shall be held.

### **Section 2. Change to Regular Scheduled Meetings**

Changes of monthly Membership Meeting should be given no less than 10 days prior to the meeting date. This may be done via US mail, and the date of the postmark shall serve as the official date of the notice. Use of electronic mail at the member's last known address shall be considered as notice. Publication via the GSGRA Membership Newsletter or via the GPSC website shall also be considered to have met this requirement.

### **Section 3. Annual Meeting**

An Annual Membership Meeting shall be held during the month of June of each year, for the purpose of electing Officers for the following year. New members elected to the Board shall assume their office immediately following elections at the annual meeting. Outgoing board members will turn over all GPSC records and collateral within five (5) days of the annual meeting and assist the incoming officers, when needed, in performing their duties. Notice of the time and place of The Annual Membership Meeting shall be given no later than Thirty (30) days prior to the meeting date. If mailed, the date of the postmark shall serve as the official date of the notice. Publication of the Notice in the GSGRA Membership Newsletter shall be considered to have met this requirement.

### **Section 4. Special Meetings**

- A. The Board may call special meetings of the membership to conduct business as deemed necessary from time to time. Notice of such meeting shall require a ten (10) day notice to the membership either in the form of written notice, electronic mail, telephone, or in the Membership Newsletter, so long as the documentation of such called meeting notice are made and recorded in the minutes of the called meeting by the Secretary.
1. The President may call a special meeting for any specific purpose.
  2. Special meetings are limited to a specific or limited set of topics and only business relating to that purpose may be decided at a special meeting
  3. No other business is to be conducted other than the stated purpose of that meeting

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- B. The membership as a body may call a special meeting of the members by signature of the majority of the active members in good standing. To be considered an active member for the purpose of this section the member must have attended at least two meetings in the previous five months.

## **Section 5. Board of Directors Meetings**

- A. Regularly scheduled meetings are to be held no less frequently than once a month.
- B. Special meetings may be held as agreed upon by the Board or called by the President.
- C. Notice of any special board meeting must be given at twenty-four (24) hours prior to the special Board meetings proposed date.
- D. Quorum. A majority shall be necessary to constitute a quorum for the transaction of business. Each act or decision done or made by a majority of the Officers present at a meeting duly held, at which a quorum was present, shall be regarded as an act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or these Bylaws.
- E. Adjournment. A majority of the Officers present, whether or not constituting a quorum may adjourn any meeting to another time and place.
- F. Meeting by Telephone or Computer. Any meeting, regular or special may be held by conference telephone or electronic conference. All Officers on the line (telephone or computer) shall be deemed to be present in person at such meeting.

## **Section 6. Committee Meetings**

Committee Chairman shall call meetings as needed. Notice of this meeting shall be verbal, by telephone or via electronic mail. Written notice will not be required for any committee meetings.

## **Section 7. Waiver By Attendance**

Attendance by a member at a meeting of the members shall constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a special meeting shall not, however, constitute a waiver of notice of the special meeting.

## **Section 8. Quorum and Use of Proxies**

A quorum is defined in the following paragraphs:

### **A. Board of Directors**

1. A majority of the members of the board constitutes quorum for the transactions of any business that may properly come before any scheduled or special meetings of the Board
2. A majority shall be necessary to constitute a quorum for the transaction of business. Each act or decision done or made by a majority of the Officers present at a meeting duly held, at which a quorum was present, shall be regarded as an act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or these Bylaws.

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## **B. GPSC General Membership Meetings**

1. At least ten percent (10%) of the members in good standing present in person; per the current Official Membership List as provided to GSGRA, shall constitute a quorum of members for the transaction of any business that may properly come before any scheduled or special meeting.
2. The required quorum, once initially determined, will be increased as necessary in order to ensure that the general membership present, including the members of the Board of Directors, will exceed said Board by at least one (1) member.
3. Members may not utilize proxies to vote.

## **Section 9. Parliamentary Authority**

### **Rules Governing Meetings.**

All meetings of the GPSC Board are under the control of the presiding officer, normally the President or the Vice President of Administration in the absence of the President. All meetings shall be conducted under the rules contained in the current edition of *“Robert’s Rules of Order, Newly Revised”* where these rules do not conflict or are not inconsistent with these By-Laws or any other special rules of order adopted by these organization or GSGRA.

## **Article VII. Committees**

### **Section 1. Standing Committee**

- A. Standing Committees are established by this article of the By-Laws.
- B. Standing Committees serve for a term of one (1) year starting with the new Board of Directors each year under new business.
- C. The Following Committees shall be Standing Committees; each committee shall have a Chairperson be appointed by the President under the first order of business of the new Board of Directors, subject to approval by the new Board:
  1. Membership Committee.
  2. Fundraising Committee.
  3. Branding & Communications.
  4. Education Committee.
  5. Bylaws and Standing Rules Committee.
  6. Nominating Committee.
  7. Royalty Committee.
  8. Rodeo Committee.
  9. Dance Committee.
  10. Merchandise Committee.

### **Section 2. Special Committees**

- A. Special Committees, for the purposes not covered by a standing committee, may be established as deemed necessary by the GPSC Board of Directors or the President.

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Special Committees serve until the purpose for which they were created is accomplished

## **B. Authority of Committees**

Any standing or special committees has no authority to execute contracts, issue checks, or otherwise bind the GPSC in any manner whatsoever.

1. Approval for committees to make such commitments must be granted by the appropriate authority.
1. Any authority to take any of these actions by committees must be granted in writing by the Board.

## **Article VIII. Representatives**

### **Section 1. Chapter Representatives**

As required by the Bylaws of GSGRA, at the regularly scheduled GPSC meeting immediately preceding the GSGRA annual membership meeting, the GPSC shall elect from among the Members in good standing three GPSC Representatives, and two Alternate GPSC Representatives, to represent the GPSC in connection with the activities of the State Organization. The election, succession, replacement, and possible removal of GPSC Representatives shall be carried out in the same manner as is prescribed in these Bylaws for those actions with respect to GPSC officers, subject to any restrictions set by GSGRA. GPSC representatives may be elected by the GPSC to an Officer Position.

### **Section 2. Royalty**

- A. Title Holders and runners-up become Royalty Committee Co-Chairs and report to the Vice President of Administration. The Titles will be known as Mr./Ms./Miss/MsTer Palm Springs Hot Rodeo.
- B. Royalty represents the GPSC in connection with the planning, hosting and entertaining in the production of fundraising activities for GPSC.
- C. Royalty Qualification for Competition. Contestants must be a member in good standing of GPSC and a current GPSC member for six (6) months.
- D. The title year will begin upon award of the title during a royalty competition and will conclude at a step-down ceremony in the following year. Royalty individuals holding a title will be required to fulfill their duties as listed in Standing Rules during their title year. Failure to fulfill their duties will require the forfeiture of the title and immediate return of all awards received in conjunction with the title (e.g., sash, vest, buckle and crown, etc.).
- E. In the event that a title is forfeited during the title year, the 1st Runner Up in that division (if any) will step up to fill the position and will be expected to fulfill Royalty requirements to the best of their ability. In the event there is no Royalty Competition held, **NO** Royalty Titles will be appointed.

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No member of the GPSC shall be personally liable to its creditors or for any indebtedness of liability. Any and all creditors shall look only to the assets of the GPSC for the liability claims.

## **Article X. Disciplinary Authority**

### **Section 1. Discipline**

Although CGPSC will seldom have occasion to discipline its members, the GPSC has the ultimate right and responsibility to make and enforce its own rules, and require that its members refrain from conduct tending to injure the good name of the GPSC and its members, disturb its well being, or hamper its work. Nothing in these By-Laws or any action by an individual shall in any way waive or otherwise restrict the Board's authority to investigate and pursue any action it deems necessary.

### **Section 2. Conduct That May Require Discipline**

Conduct which may require disciplinary action by the Board includes but is not limited to:

- A. Disruption of a meeting
- B. Abusive language or actions against another member of the GPSC
- C. Slander against another member of GPSC
- D. Misconduct or neglect of duty of an Officer or Chairperson
- E. Any actions or conduct, which injure the good name of GPSC
- F. Failure to remit funds due to GPSC

### **Section 3. Forms of Discipline**

The following are the forms of discipline that may be exercised:

- A. Reprimand
- B. Removal from office
- C. Suspension
- D. Fine
- E. Expulsion
- F. Removal of Royalty Title

### **Section 4. Filing charges against members of the GPSC who are not on the GPSC Board of Directors.**

- A. Any member of the GPSC may file with the Secretary of the GPSC written charges against another member of the GPSC. Charges must be filed within thirty (30) days of an individual's becoming aware of a situation meriting attention.
- B. Copies of the charges must be sent to the Board of Directors for consideration at a regularly scheduled meeting. If the charge is against a member of the Board, that individual will be excluded from those portions of the meeting, or subsequent meetings, which fall under the purview of this article except as provided hereafter.
- C. If the Board decides the charges merit further investigation, the charges will be referred to the Board of Directors for consideration and the charged member will be so notified by registered mail. A copy of the charges must be included with said

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- notification. (If the charged member is a member of the Board of Directors, refer to Section 5 of this Article). If a member(s) of the Board of Directors needs to recuse him/herself, a Special Committee will be formed as provided later in this Article.
1. The notification letter will be sent the following business day.
  2. The charged person will be instructed to contact the President to set a meeting date which will be one of mutual convenience but no later than 20 days from the date of the notification letter in order to consider the charges.
  3. The charged member may bring witnesses to or submit documents at the special meeting with the Board of Directors.
  4. If the charged member does not respond or request a meeting, the Board of Directors will act on the charges alone and make their recommendations at the next regularly scheduled Board meeting.
- D. The Board of Directors will make its recommendations to the full Board as provided above and the Board of Directors of the GPSC will take any appropriate action. The charged member will be notified of the decision by a registered letter sent out the next business day.

## **Section 5. Filing Charges Against a Member of the GPSC Board of Directors.**

- A. Any member of the GPSC may file with the Secretary of the GPSC written charges against a member of the Board of Directors of the GPSC. Charges must be filed within thirty (30) days of an individual's becoming aware of a situation meriting attention.
- B. Copies of the charges must be sent to the Board of Directors for consideration at a regularly scheduled meeting. The individual charged will be excluded from those portions of the meeting, or subsequent meetings, which fall under the preview of this article except as provided hereafter.
- C. If the Board decides the charges merit further investigation, the charges will be referred to a Special Committee (See Paragraph e) for consideration and the charged member will be so notified by registered mail. A copy of the charges must be included with said notification.
  1. The notification letter will be sent the following business day.
  2. The charged person will be instructed to contact the Chairperson of the Special Committee to set a meeting date for consideration of the charges which will be one of mutual convenience but no later than 20 days from the date of the notification letter.
  3. The charged member may bring witnesses to or submit documents at the meeting with the Special Committee.
  4. If the charged member does not respond or request a meeting, the Special Committee will act on the charges alone and make their recommendations at the next regularly scheduled Board meeting.
- D. The Special Committee will make its recommendations to the full Board as provided above and the Board of Directors of the GPSC will take any appropriate action. The charged member will be notified of the decision by a registered letter sent out the next business day.



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- E. The senior member of the Board of Directors not otherwise involved in the complaint will appoint the Special Committee, which will be comprised of four (4) additional persons and will be chaired by this senior member. The committee will consist of all uninvolved Board of Directors members and any other member(s) of the GPSC who may be deemed appropriate.

## **Section 6. Right of Appeal.**

Any disciplinary action may be appealed to the General Membership of the GPSC unless the charged person did not take his/her case to the Board of Directors or Special Committee as provided in the previous paragraphs. This appeal is made by submitting written notice of intent to appeal no later than twenty (20) days after the postmark date of the notification of disciplinary action to the Secretary of the Board. At the next General membership meeting, a vote by two-thirds (2/3) of the members present and voting shall be required to overturn the decision of the Board.

## **Article XI. Fiscal Year and Other Report**

### **Section 1. Fiscal Year**

The fiscal year of the GPSC shall begin on the 1st day of January and end at midnight on the last day of December of each calendar year. A comprehensive GPSC budget for the next fiscal year will be presented to the GPSC at the first General Membership Meeting in January. Approval of the GPSC budget will be voted on at that time.

### **Section 2. Annual Report**

No later than 60 days after the close of the GPSC Fiscal year, the Board shall call for an annual report to be made to the members. Such report shall contain the following information:

- A. The assets and liabilities, including the trust funds, of the GPSC as of the end of the fiscal year
- B. The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the GPSC, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses and/or disbursements of the GPSC, for both general and restricted purposes during the fiscal year.
- E. The report requires herein shall be accompanied by a Certification by the Treasure of the GPSC that the report was prepared without audit from the books and records of the GPSC.

### **Section 3. Monthly Reports**

The Board shall file such monthly reports with GSGRA as are required by the GSGRA Bylaws. Copies of the monthly reports will be available to any affiliated member of the GPSC upon submission of a request to the GPSC Secretary and payment of applicable copying fees.

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## **Article XII. Books and Records**

The GPSC shall keep all correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Member and Board of Directors, and shall keep record giving the names and addresses of its members entitled to vote. Any member or member's agent or attorney may inspect all books and records of the GPSC for any proper purpose at any reasonable time. The membership list however, shall at times be held confidential, and shall not be made available to any member or to any third party, except to the extent required by these bylaws or applicable law.

## **Article XIII. Personal Liability of Members**

No member of the GPSC shall be personally liable to its creditors or for any indebtedness of liability. Any and all creditors shall look only to the assets of the GPSC for the liability claims.

## **Article XIV. Amendments**

### **Section 1. Method**

Repeals or amendments to any portion or all of these Bylaws may only be adopted as follows:

- A. During an annual membership meeting where quorum exists, with a vote of at least two-thirds (2/3<sup>rd</sup>) of the available vote present; or,
- B. At any special meeting of the members where a quorum exists, which was specifically called for that purpose, with a vote of at least two-thirds (2/3<sup>rd</sup>) of the available vote present; or,
- C. At any public Board or Membership meeting by the GPSC Secretary in order to correct minor editorial, spelling and punctuation errors, with at least a two-thirds (2/3<sup>rd</sup>) vote of the Executive Board of Directors; or,
- D. If the Bylaws must be amended to adhere to the Bylaws of GSGRA, or are in conflict with regional, state or federal laws, a two-thirds (2/3<sup>rd</sup>) majority vote by the Board of Directors will be required. This must be done during a special meeting of the Executive Board called for that purpose.

### **Section 2. Ratification**

Changes to the Bylaws adopted by a two-thirds (2/3<sup>rd</sup>) vote of the Board shall be ratified by the members at the next annual or special meeting, or as otherwise provided in these Bylaws.

## **Article XV. Statements of Conformance**

GPSC, as an organization, is a member of GSGRA, Inc. The Bylaws, Standing Rules and Rodeo Rules of GSGRA, which may be amended from time to time by the membership of that

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organization, are hereby adopted by reference. GPSC shall incorporate and adopt Bylaws which shall not contravene the Regulations and Bylaws of GSGRA.

## **Article XVI. Severability of Provisions**

The invalidation of any provision of these bylaws shall not be deemed to invalidate, negate, or detract from the enforceability of any other provision herein stated.

### **Supersession:**

These By-Laws supersede any and all By-Laws in effect and heretofore and annul and supersede and all resolution(s) inconsistent herewith.

## **Article XVII. Standing Rules**

The GPSC shall have the power to adopt, and from time to time amend, such rules pertaining to the purposes, activities and affairs of the GPSC, as it deems necessary and desirable, provided that such rules and regulations do not conflict with any provisions of law, or the bylaws of the GPSC. Such rules and regulations shall be known and designated as the Standing Rules of the GPSC. The GPSC, at any meeting may modify the Standing Rules by a simple majority vote. Modifications may be proposed and approved at the same meeting.

## **Article XVIII. Dedication of Assets**

The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever accrue to the benefit of any GPSC director, officer, or member, or to the benefit of any private person. No GPSC assets may be utilized for any non-GPSC function, event, or purpose, without the prior majority approval of the Board of Directors. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) 3 of the Internal Revenue Code.

## **Article XIX. GPSC Insignia(s) and Colors**

### **Section 1. Merchandise and Logo**

Use and design of the GPSC merchandise and logo may be restricted by the vote of the Members and may be trademarked. Restrictions may be changed from time to time by a majority vote of the Members at any meetings.

### **Section 2. GPSC Logo is copyrighted in the name of GPSC.**