BY-LAWS of
Miss Rodeo South Dakota, Inc.

Article I: Name

The name of this organization shall be known as the "Miss Rodeo South Dakota, Inc." aka MRSD, Inc.

Article II: Purpose and Objectives

Section 1: The purpose and function for which Miss Rodeo South Dakota, Inc. is established does not include pecuniary profit, gain, or private advantage for the incorporators, trustees, officers, members, or for the corporation. Notwithstanding that, this corporation shall be authorized to and shall have the following objectives and purposes.

Section 2:To protect and advance the social, economic, and educational interests of the various community needs within the state and to cooperate with the various agencies and groups conducting rodeo queen contests in order that Miss Rodeo South Dakota, Inc. resources may be made available to contests.

Section 3: To organize, develop, strengthen, and correlate the Miss Rodeo South Dakota contest and pageant based on the Miss Rodeo America Pageant guidelines and to participate in the Miss Rodeo America Pageant.

Section 4: To adopt and promote a definite program of education, scholarship funds, service and recreation based upon the needs of the communities as they pertain to the Miss Rodeo South Dakota pageant and shall be directed by the Board.

Section 5: To offer guidance and support and to prepare Miss Rodeo South Dakota to participate in the Miss Rodeo America pageant.

Section 6: To have the power to buy, lease, and/or sell property and goods, and to borrow money or loan money and such other powers normally held and exercised by such corporations.

Section 7: To further this end, Miss Rodeo South Dakota, Inc. may engage in any lawful activity to promote the purpose of this corporation.

Article III: Board of Directors

Section 1: Board Composition: The Board of Directors shall determine the terms and conditions of Membership. Board members should be representative stakeholders to engage in the success of Miss Rodeo South Dakota. Stakeholders may include past National Directors and Miss Rodeo South Dakota titleholders, active Miss Rodeo South Dakota committee and general members in the organization, stock contractors, media, and horse industry leaders to have diversity in perspectives and representation across South Dakota.

Section 2: The Board of Directors shall consist of not less than seven (7) nor more than Ten (10) members, plus any ex-officio member(s).

Section 3: The Board members shall be elected by the existing membership for a 3-year term. The MRSD Board will dictate the number of open seats for election prior to receiving nominations. Names of proposed board members may be submitted by the MRSD Inc membership to the Recommendation Committee. Eligible nominees must be a current MRSDI member in good standing with MRSDI and have held a MRSDI membership for at least 1 year from the start of their membership.

Section 3a: The Recommendation Committee will be designated for the purpose of officially nominating candidates from the membership to serve on the Board of Directors. They may also recommend other items for consideration at the Annual Membership Meeting. This committee should be designated by the board of directors and be comprised of a minimum of two Board members and at least three general members of the organization. Recommendation Committee must have at least 5 but no more than 7 committee members.

Section 3b: Recommendation Committee must present candidates for board membership consideration at the monthly meeting prior to the Annual meeting. Voting by ballot will take place at the Annual meeting. A Non-Officer Board member designee shall be responsible for counting the ballots given in person or via electronic vote (example Jot Form). Each candidate must receive a majority of the votes cast to be elected to the predetermined Board position(s). Any candidate(s) receiving less than a majority vote shall not be elected.

Section 3c: The MRSDI membership votes for Board members and the MRSDI Board Members select the officers on the board. The officers shall be elected by ballot annually, by and from the Board of Directors at the meeting of the Board of Directors held at the next available monthly Board meeting. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his successor shall have been elected. A vacancy in any Board member's position shall be referred to the Recommendation Committee who will officially present candidate(s) to the Board of Directors for the position(s). The Board of Directors may appoint an individual to the vacant position from a list of recommended candidates.

Section 3d: At the end of the expired term, an individual may be renominated by the membership to the Recommendation Committee.

Section 4: Members of the Board shall not engage in any activity that may be deemed in conflict of interest with the Miss Rodeo South Dakota, Inc. Any officer or agent elected or appointed by the membership may be removed by a quorum vote of the MRSDI Board whenever in its judgment is in the best interest of MRSDI will be served thereby.

Section 4a: Each Board member must sign the Conflict-of-Interest Agreement that is mandated by the Miss Rodeo America Association. MRSDI Board members must

comply with each area of the Conflict-of-Interest document which includes: Coaching, Nepotism, Financial, Notification of Conflicts, Other Positions in a Pageant.

Section 4b: The MRSDI Board shall not be comprised of more than 1 family member to sit on the board at the same time. Nepotism within the board applies to immediate relatives (inclusive of spouses, parents, children and/or siblings, also to include stepfamily relationships).

Section 5: Newly elected board members cannot serve in an officer position during their first year on the board. Re-elected board members are not subject to this limitation.

Article IV: Officers

Section 1: The Executive Board officers shall be elected by the Board of Directors at the annual membership meeting, and shall be as follows:

a. President
b. Vice President
c. Secretary
d. Treasurer
e. National Director-Reaffirm
f. Past President-Reaffirm

Section 2: Terms of office shall be ***one (1) year*** per office (does not include National Director). In the event there are fewer than nine (9) members of the Board of Directors, offices may be combined as needed.

Section 1: Duties & descriptions of the elected officers. In the event there are fewer than nine (9) members, offices may be combined as needed.

a. The President

a) Responsible for coordination with pageant committee to ensure there is an approved pageant in the state of South Dakota to select a state rodeo queen in accordance with the Miss Rodeo America pageant rules and agreement.
b) Assign sub committees as needed.
c) Responsible for the review and act(s) of MRSD, Inc contractual signing
d) Facilitate all monthly board meetings and set agendas.
e) Control access and maintenance of MRSD, Inc email
f) Oversee the official Contract with the selected MRSD Queen
g) Be signatory on all financial accounts (checking, savings, CD, investments)

b. The Vice President

a) Shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform

other duties as the Board of Directors prescribe.

c. The Secretary

a) Shall keep detailed and accurate minutes of all meetings of the Board of Directors.
b) Formally type up the minutes from Annual Membership and Monthly Board Meetings and distribute the draft minutes to all members within seven days of the meeting. Minutes shared prior to approval must be marked as Draft. This does NOT include Executive Sessions.
c) Meeting minutes are approved during the meetings. Approved minutes will be shared with the board and membership within 10 days of approval.
d) Prepare agendas as directed by President.
e) Control access and maintenance of MRSD, Inc email
f) Provide support: type correspondence/materials as needed, track data regarding committee member's attendance and years of service.
g) Maintain files, records, bylaws and reports as directed.
h) Shall be responsible for maintaining all amendments and updates to the By-Laws.

d. The Treasurer

a) He/she shall keep full and accurate accounts of receipts and disbursements belonging to the organization in such depository as designated by the Board of Directors.
b) Provide monthly written reports at meetings.
c) Maintain insurance requirements for Pageant.
d) Distribution and coordination of scholarship funds.
e) Shall be responsible for the coordination of tax filing.
f) Be signatory on all financial accounts (checking, savings, CD, investments)

e. The National Director

a) Shall act as the liaison between the Miss Rodeo South Dakota, and the Miss Rodeo America Pageant.
b) Shall execute and perform a Participation Agreement to provide a participant in the Miss Rodeo America Pageant.
c) Shall attend the Miss Rodeo America Pageant, in its entirety, and actively serve on MRA committees.
d) Attend Mid-Year meeting for MRA.
e) Work directly with Queen Coordinator for MRA.
f) Communicate w/other state directors & Queens.

f. The Past President

a) Shall give guidance and support to each officer position, roles and

responsibilities.

b) Shall ensure transition of leadership positions are completed successfully and engages with officers continuing to lead Miss Rodeo South Dakota, Inc.
c) Acts as an Ex-Officio; If the past president has exceeded their term, they will act as an Ex-Officio and have no voting rights.

g. Ex- officio Members

a) Ex-Officio Members are non-voting positions yet provide the input to the board focused on transparency, communication, and context for board considerations and MRSD brand development.
b) Committee chairpersons which may include but not limited to pageant, sponsorship, social media, membership, and development committees.
c) Prior year's Miss Rodeo South Dakota, or in the event she is selected Miss Rodeo America, this position is offered to an immediate family member if willing.
d) During Executive Session, Ex-Officio members may not be present.

Article V: Membership

Section 1: The structure, annual dues, and responsibilities of membership and corresponding privileges and/or status of individuals thereof for any Miss Rodeo South Dakota organization and/or committee is strictly controlled by the Miss Rodeo South Dakota, Inc., Board of Directors.

Section 2: The MRSDI Membership year runs from January 1st to December 31st. Members may join at any time during the year, and membership dues must be paid prior to voting for elections or participating in annual membership meetings.

Article VI: Meetings

Section 1: There shall be a minimum of two membership meetings during the calendar year, one to be held in the winter, and the second in the summer. The Winter meeting, held in conjunction with current year MRSD Coronation, will be held for the election of Board Members , Amendments, as well as any other necessary business.

Section 2. Additional membership meetings may be requested by either general members or members of the Board if necessary. Request must be made in writing, stating purpose or concerns, and to be submitted to any member of the Board and forwarded to the President.

Section 3: Monthly Board meetings shall be held by the board of directors with no fewer than 10 meetings per year.

Section 4: Quorum: No fewer than 2/3 of the Board of Directors, with that 2/3 not encompassing less than five (5) members, shall be present, in person or via teleconference, to constitute a quorum at all Board meetings.

Section 5: Decisions shall be made by a simple majority vote. In the event of a tie vote, the Board President shall vote to break the tie.

Section 6: Proxy votes with written confirmation of permission may be used for previously discussed action items only.

Article VII: Amendments

Section 1: These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two thirds (2/3) vote of the Board of Directors at any meeting of the Board, provided at least ten (10) days of written notice is given to all members of the Board of Directors of the intention to alter, amend, repeal, or to adopt new by-laws at such meeting. Such notice shall contain the substance of action proposed.

Section 2: The Articles of Incorporation of the Miss Rodeo South Dakota, Inc., may be amended as follows: By three fourths (3/4) vote of the members in good standing present at any regular or special meeting called for that purpose, provided that a copy of the proposed amendment shall have been mailed and/or e-mailed to all Association members at least ten (10) days prior to the date of the meeting.

Article VIII. Powers Right, Duties and Obligations

Section 1: This corporation and its Board shall have all the powers, rights, duties and obligations contained in the South Dakota Nonprofit Corporation Act as it now exists or is hereafter amended and shall at all times conduct the affairs of the corporation within the limits of said Act and the Federal Tax Laws pertaining to Non-Profit Corporations.

Article IX: Dissolution Clause

Section 1: Upon the dissolution of the corporation, all physical assets and monetary assets of the corporation will be dispersed to a new organization that holds the Miss Rodeo American Participation Agreement, to continue the legacy of Miss Rodeo South Dakota. In the event there is no such organization, assets of the corporation shall be liquidated and after paying or making provision for the payment of all liabilities of the corporation, the remaining funds shall be distributed 50% to the Miss Rodeo America Scholarship Foundation, and 50% to the South Dakota High School Rodeo Association. If either of these is no longer in existence, the total amount will go to one in existence. If neither are in existence, the amount will go to any qualified 501(c)3 as approved by the Board of Directors at that time.