

BROKEN ARROW ROUND-UP CLUB, INC.
BY-LAWS

A Non-Profit Organization
Organized

Our goal is to promote the Broken Arrow Round-Up Club's events, as well as all rodeo and western horse events. We are comprised of members who buy, sell and have their own riding horses and cattle and possess stock and equipment to promote the art of riding, roping and the improvement of riding horses; to teach riding and roping to all people for their entertainment, education and for the general welfare; and to provide education about horse care, horse management and other subjects related to equestrian pursuits.

Article I — Membership

Section I – A membership constitutes one or more persons under the same roof and of the same family. A single membership constitutes one person. A family membership constitutes one or more persons of the same family who have announced their intentions to join the Club.

Section II – New membership applications require the approval of the Membership Committee and the General Membership and are subject to a six (6) month probationary period. If, during the probationary period, a probationary member violates the Club rules or, if any other item comes to the attention warranting possible member removal, such actions will be referred to the Executive Committee for appropriate action.

Section III – A. A Membership Committee consisting of five (5) members, of which no more than two (2) can be sitting Board members, will be appointed by the Board and vested with authority to review and approve or reject all new member applications. For purposes of doing the business of the Committee, a quorum of three (3) members must be present and vote. A simple majority (51%) will carry a motion.

B. Any membership application rejected by the Membership Committee will be referred to the Executive Committee for review. The Executive Committee will review the application and the reasons for rejection by the Membership Committee. If, by a simple majority vote of the Executive Committee, the application is rejected, the application will not be submitted to the General Membership and no explanation need be given to the General Membership to avoid damaging the applicant's character. No detailed explanation to applicant is required and no opportunity for rebuttal by applicant is afforded.

C. Applications approved by the Membership Committee will be presented to the General Membership with the committee's recommendation for a vote of the General Membership. The recommendation can be verbal or written. Memberships are not approved until approved by the General Membership.

D. Arena keys will not be issued until a membership application has been approved by the General Membership.

Section IV- Anyone eighteen (18) years of age or over requesting membership must apply at the single rate. Persons under the age of 18, who are married, must apply at the single or family rate. Persons 18 years and older who are current members of a “membership unit” holding a family membership are excluded while enrolled and attending high school or college, but have no voting rights until they obtain their own individual membership.

Section V- Renewal of membership prior to the delinquent date will not require further approval.

Article II — Membership Dues

Section I – Dues will be established by a vote of the General Membership. All dues for the Club’s fiscal year are due January 2nd of the current fiscal year and are to be considered delinquent if not paid by March 31st of the fiscal year. Effective April 1st, members not having paid their dues will have their membership revoked, their arena key must be returned and they must submit a new membership application for Membership Committee and General Membership approval.

Article III — Officers

Section I — Election of officers will be held by secret ballot on the last regular meeting of each fiscal year and will consist of electing a President, a Vice President, a Secretary, a Treasurer, an Arena Director, a Youth Director, a Parade Marshall, a Publicity Director, a Concession Director and a Sergeant-at-Arms. All elected officers must have been a member of the Club for six months prior to assuming duties.

Section II — The officers’ terms of office will run concurrent with the fiscal year of the Club. They will serve one (1) year or until their successors are elected.

Section III — The powers and duties of the officers shall be as follow:

- ◆ President – The President shall call and preside over all meetings of the Club and Board of Directors. The President may be a member ex-officio of all committees. S/he shall represent the Corporation and Board of Directors in carrying out the policies of the Corporation. S/he shall be authorized to sign checks, agreements and contracts on behalf of the Corporation with General Membership approval.
- ◆ Vice President – The Vice President shall assist the President with such activities as are necessary or assigned by the Board. In the absence or incapacity of the President, the Vice President shall assume the responsibilities and duties of the President. In the absence of the Secretary or Treasurer, the Vice President will perform those duties. S/he shall be authorized to sign checks for the Corporation.

- ◆ Secretary – The Secretary shall attend all meetings of the Board and General Membership and shall keep a true and accurate record thereof. S/he shall have charge of such records as the Board of Directors may direct. S/he shall maintain the corporate seal and attest to all documents signed or entered into by any officer of the Corporation. S/he shall approve all procedures in keeping with the policies of the Club.
- ◆ Treasurer – The Treasurer shall establish bank accounts as needed by the Corporation, be authorized to sign checks for the Club, provide adequate set-up cash for Club functions, review the financial affairs of the Club at least monthly, report on current status to the Board of Directors and General Membership and prepare Club newsletter. S/he shall also solicit renewals from current advertising/arena sign sponsors and collect fees and assist Publicity Director in seeking “added money” and sponsorships for Club events.
- ◆ Concession Director – The Concession Director is responsible for supervising all concession activities of the Club. S/he handles food purchases, food preparations and solicits volunteers to work events. S/he makes arrangements for storage of concession supplies. S/he attends all Club functions requiring concessions or provides an appropriate designate.
- ◆ Arena Director – The Arena Director oversees the maintenance of property and grounds for the Club. S/he is responsible to see that the arena is prepared for all Club functions and is eligible for reimbursement of out-of-pocket expenses. Availability to a tractor is required for this position.
- ◆ Publicity Director – The Publicity Director works closely with the Treasurer on publicity, news releases, solicitations, contacting media about Club events, etc. S/he coordinates the selling of advertising (arena signs) prior to the Rooster Days Rodeo to help support the operating expenses of the Club and the securing of “added money” for the rodeo.
- ◆ Youth Director – The Youth Director is responsible for planning and supervising the Club’s playdays, directing the pivots, planning and supervising the Queen/Princess/Sweetheart contest, planning and supervising the Halloween party and Year-End awards banquet, campouts, and other activities for the youth. At the discretion of the Youth Director, the responsibilities can be split into three separate non-Board and non-voting positions: Queen/Princess/Sweetheart Coordinator, Playday Coordinator and Pivot Coordinator.
- ◆ Sergeant-at-Arms – The Sergeant-at-Arms keeps order at the meetings.
- ◆ Parade Marshall – The Parade Marshall is responsible for checking Coggins and coordinating the Club’s participation in all parades.

Article IV — Board of Directors

- Section I – The Board of Directors will consist of the officers of the Club as listed in Article III. The President will vote only in order to break a tie vote of the Directors or General Membership.
- Section II– The immediate past President may serve as an additional Board member for the fiscal year immediately following his/her term of office providing s/he desires. If the immediate past president does not desire to serve on the board, there will not be a replacement elected.
- Section III– Only one member of a family can serve on the Board of Directors at one time. Family member includes husband, wife, brother, sister, brother or sister-in law, co-habiting mate, or any other relative by blood or marriage. No exceptions.
- Section IV – A Youth Representative will be elected to the Board by the youth of the Club. Age seventeen (17) and below (if not married) will be eligible to vote for the Youth Representative to the Board. The Youth Representative will be a non-voting member of the Board.
- Section V – There will be an Executive Committee of the Board to be comprised of the following officers:
- President, Vice-President, Secretary, Treasurer and Youth Director. The President will have voting rights on the Executive Committee.

Article V— Vacancies

- Section I – Vacancies pertaining to the office of any director, or of any officer or agent, one or more, by reason of death, resignation, retirement, disqualification, removal from office, or otherwise shall be filled by the Board of Directors then in office although less than a quorum by a majority vote, and a successor or successors thus chosen shall hold office for the unexpired term in respect of which such vacancy occurred.
- Section II – A Board member and/or officer may be disqualified and removed from office, at the discretion of the Board, if s/he fails to attend three (3) consecutive meetings.

Article VI — Eligibility to Vote

- Section I – All members in good standing as of date voting occurs will be entitled to vote in all matters concerning the business of the Club. A membership entitles the holder one vote each, provided they are present. A member 18 years of age or older is entitled to all voting privileges, providing they have their own individual or family membership.

Section II – A member in “good standing” is one whose membership dues are paid current and who has not owed the club any money for more than 60 days or who has not violated the Club's Rules.

Article VII — Fiscal Year

Section I – The Club's fiscal year shall begin on November 1 and continue through October 31 of the following year.

Article VIII — Meetings

Section I – General Membership meetings are to be held once each month on a designated date, as determined by the General Membership. Special meetings may be called by the Board of Directors provided each member is given one week's (seven days) notice, unless an immediate decision is warranted. Board of Directors meetings will be open to the general membership, except in case of executive session. Board of Directors meetings will be announced at least one week (seven days) in advance unless an immediate decision is warranted.

Section II – The Board of Directors meetings are to be held at the discretion of the Board. Board members must be notified of the meetings at least one week (seven days) prior to the meeting unless an immediate decision is warranted.

Article IX — Cash Disbursements

Section I – The President, the Treasurer and the Secretary are the only persons authorized to make necessary expenditures. All expenditures may be reviewed by the General Membership at the meeting immediately following the expenditure.

Section II – All expenditures in excess of \$50.00 must be approved by the General Membership prior to expenditure, excluding utilities and other pre-approved expenditures.

Section III – All checks shall require two signatures of the President and Treasurer or the President and Vice President.

Article X — Amendments

Section I – Proposed amendments to the By-Laws of the Broken Arrow Round-Up Club must be presented in writing at a meeting of the General Membership. Any motions to amend the by-laws will be tabled and referred to the Board of Directors for review. Proposed amendments to the by-laws must be published to the General Membership either in the monthly newsletter or by special mailing prior to the next regularly scheduled meeting of the General Membership. The Board of Directors will review the proposed amendments and bring them to the next regularly scheduled meeting of the General Membership along with the recommendations of the Board. After the motion is removed from the table, it will be open for discussion by the General Membership and then voted upon. The simple majority rule provided for in Article XI — Quorum, Section I will be

suspended for amendments to the by-laws. Any amendment to the by-laws will require a two-thirds (2/3) vote of the members present (membership attendance quorum is not suspended).

Article XI — Quorum

- Section I – For purposes of conducting business of the Club, a quorum of ten (10) voting members must be present and vote. A simple majority (51%) will carry the motion.
- Section II – For purposes of conducting the business of the Board of Directors, a quorum of two-thirds (2/3) of the elected Board members must be present and vote. Vacant Board positions will not be considered in determining a quorum. A simple majority (51%) will carry the motion.

Article XII — Violation of By-Laws

- Section I – Infringement of the foregoing by-laws as observed by an active member entitles the member to present the findings, in writing, to any officer or board member. The officer or Board member notified is required to present the item for discussion at the next Board meeting.
- Section II – The person accused of committing the infringement is to be invited to the Board meeting to present any facts or related information they wish.
- Section III – Board discussion of the matter is to be held in executive session. Findings and recommendations are to be submitted to the Executive Committee for action, if any is required.
- Section IV – The complainant and offender will both be notified in writing, of what action, if any, is to be taken.

Article XIII — Club Rules and Expectations

- Section I – Upon joining the Club, all new members will be asked to review and sign a copy of the Club's Rules and Expectations.
- Section II – Rules:
- ◆ There shall be no one attending intoxicated and no drinking of alcoholic beverages at BARUC playdays. (This prohibition includes drinking on the premises before, during or after playdays unless another function where alcohol is permitted is scheduled on the premises immediately preceding or after the playday.)
 - ◆ There shall be no animal cruelty permitted on the BARUC premises or at any Club event. Animal cruelty is defined as over-exertion, the infliction of physical pain or the use of excessive force to an animal beyond what is necessary for normal discipline.

- ◆ There shall be no cheating or attempts to cheat at any RUC activity or contest of any kind. There shall be no stealing or destruction of RUC property or money at any time.
- ◆ There shall be no unauthorized use of electricity or lights at the RUC. Other than regularly scheduled events, light usage is limited to family nights which will be set by vote of the General Membership.
- ◆ There shall be no lending of gate keys to non-members. There shall be no unauthorized use of RUC facilities by non-members. All guests must be accompanied by a member at all times.
- ◆ All members are required to try to work during the annual Rooster Days Rodeo.
- ◆ Barrel practice may only be performed with the barrels placed on the yellow stakes.
- ◆ There shall be no behavior unbecoming or detrimental to the BARUC permitted at RUC activities. This includes causing trouble inside or outside the Club, excessive complaining, causing disturbances or unnecessarily aggravating any officers, members or spectators.

Section III – Failure to abide by the above rules by a member may result in disciplinary action, up to and including loss of membership with no refund of dues. Failure of a non-member or guest to comply with these rules after they are made aware of them may result in disciplinary action, up to and including the non-member or guest being permanently banned from the arena. Annual membership next year may be based on each member’s performance from the prior year.

Section IV – Expectations:

- ◆ The last member to leave the arena should make sure lights and water hydrants are turned off and that the entrance gate is locked.
- ◆ Everyone is expected to act in a safe manner at the RUC at all times.

Article XIV — Arena Rent

Section I – Rent on the arena will be set by a vote of the General Membership. The Club retains the right to provide all concessions and no exceptions will be allowed. A club member may be paid for arena preparation.

Article XV — Committees

Section 1- The Club will establish committees from time-to-time to meet specific needs of the Club. Committees can be standing committees or ad-hoc. Standing committees will be as follow:

- ◆ Rooster Day Rodeo – This committee will be chaired by the Club President.

- ◆ Youth Activities – This committee will be chaired by the Youth Director.
- ◆ Arena – This committee will be chaired by the Arena Director.
- ◆ All committees will have a minimum of three (3) members. Any proposed rules to be established by the committee should first be submitted to the Board of Directors for review and comment. Subsequent to the review, the rules and Board comments will be presented to a vote of the General Membership.

Article XVI — Club Termination

Section I – If membership decreases below 15 members, the assets of the Club are to be liquidated and the proceeds used to retire any outstanding obligations. Any remaining funds will be turned over to a qualified charitable organization and the Club will be disbanded. The charitable organization to receive the funds will be one involved in the horse industry.

Article XVII — Audit of Records

Section I – An internal audit committee will be comprised of the President, Vice President and one member not on the Board to audit the records of the preceding fiscal year. A written report will be submitted to the General Membership regarding the results of the audit within ninety (90) days of the end of the fiscal year under audit.