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**BYLAWS
OF THE
GATEWAY GAY RODEO ASSOCIATION, INC.**

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**ARTICLE I
NAME**

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The name of Corporation shall be the Gateway Gay Rodeo Association, Inc. organized as a Nonprofit corporation under the Missouri Nonprofit Corporation Act Chapter 355 RSMo. ("Act"), also known as GWGRA (herein called the "Association").

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**ARTICLE II
MISSION, BELIEFS, AND PURPOSES**

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A. *Mission Statement*

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The mission of the Association is as follows:

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1. To promote and support the sport of rodeo in the gay community by appropriate education and training of its members;
 2. To encourage member participation in local and national rodeo events;
 3. To perform charitable duties in its area of operation through various fund-raisers, rodeo performances, and the like;
 4. To produce a group of well-rounded individuals interested in country and western-related events, dance, or programs; and
 5. To be an organization for the entire community, barring all prejudices related to sex, race, religion, sexual orientation, age, handicap, or national origin

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B. *Statement of Beliefs*

1. We believe in supporting the Country-Western lifestyle because:
 - (a) it is part of our American heritage;
 - (b) it provides a positive alternate outlet for interests; and
 - (c) it is a lifestyle that has a history of being inclusive of all peoples.
2. We believe in supporting agencies and organizations that benefit the gay community.
3. We believe in the need to promote and acknowledge individual initiative, growth, and achievement through education.

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4. We believe in the necessity to provide positive role models, not only within our community, but to the larger society as well.
5. We believe it is essential to recognize and to celebrate the diversity found within our community.

C. *Primary Purpose*

The primary purpose for which the Association is formed is to conduct activities that promote the Association’s Mission and Beliefs and as stated in the Articles of Incorporation, as they may be amended.

D. *Not-for-Profit Status*

The Association is organized exclusively for charitable or educational purposes, under Internal Revenue Service ("IRS") Code §501(c)(3) or (4) as this section may be amended from time to time. The Association shall not carry on any activity that is not permitted by IRS Code §501(c)(3) or (4) or the corresponding provision of any IRS code provision or any facsimile of.

E. *Nonpartisan Status*

The Association shall not promote propaganda, or otherwise attempt to influence legislation. The Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign of, behalf of, or in opposition to, any candidate for public office.

F. *The Association may:*

1. Receive, hold and/or disburse gifts, bequests, devises, and other funds for the support of its purposes;
2. Buy, sell or lease and/or maintain suitable real property and any other personal property that is deemed necessary for its purposes; and
3. Enter into, make, perform, and carry out contracts of every kind for any lawful purposes, without limit as to amount.
4. Perform other acts as allowed by the Act and as allowed by the Articles of Incorporation or these Bylaws

**ARTICLE III
GEOGRAPHICAL AREA**

- A. The geographic area of the Association consists of those counties in the state of Missouri and attached hereto as Exhibit A ("Missouri").

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**ARTICLE IV
PURPOSES AND RESTRICTIONS**

- A. No part of the net earnings or other assets of the Association shall inure to the benefit of, be distributed to or among, or revert to, any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Association, except that the Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation. No Association assets may be utilized for any non-Association function, event, or purpose, without the prior majority approval of the Members.

**ARTICLE V
OFFICES**

- A. *Principal Office*
 - 1. The principal office of the Association in the State of Missouri shall be located in the St. Louis Metropolitan area. The Association may have such other offices within or without the St. Louis Metropolitan area as may be required.
- B. *Registered Office*
 - 1. The registered office of the Association required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri. The Association shall maintain a registered agent whose address shall be the same as that of the registered office of the Association.

**ARTICLE VI
MEMBERS**

- A. *Membership Qualifications*
 - 1. Members shall be persons of responsibility, integrity, honesty and with a good standing in the community. It will be the responsibility of the Board of Directors to notify the applicant of their acceptance and to acquaint the applicant with these Bylaws to the extent the applicant understands and concurs with the Association's goals and responsibilities. The formal procedures for membership shall be established in the standing rules once adopted.

139 B. *Type of Membership*

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141 1. Any person, who is 18 years or older (proof of age required), who is interested in
142 the sport and/or activities involved in rodeo and/or Western lifestyle and has
143 expressed enough interest by paying annual dues may be considered for
144 membership.

145

146 2. The Association may create other types of memberships as provided in its
147 Standing Rules.

148

149 C. *Annual Meeting*

150

151 1. The annual meeting of the Members shall be held during the month of September
152 of each year, within the Association's geographic area, as determined by the
153 Board of Directors of the Association. Such annual meeting shall be for the
154 purpose of electing directors, ratification of changes to the Bylaws and the
155 Standing Rules, and for the transaction of such other business as may properly
156 come before the meeting. At the annual meeting, the officers of the Association
157 shall report on the activities and financial condition of the Association.

158

159 D. *Special Meetings*

160

161 1. Special meetings of the Members may be called by the President, the Board of
162 Directors, or by a majority of the Members.

163

164 E. *Frequency and Place of Meeting*

165

166 1. The place of meetings of the Members shall be held at the Association's principal
167 office, or at such other location as may be specified by the Board of Directors.
168 Meetings of the Members shall be no more than forty-five (45) days apart. There
169 shall be no less than nine (9) meetings of the Members, including the Annual
170 Meeting, during the calendar period beginning October 1st of each year and may
171 be held in conjunction with the Board of Director's meeting.

172

173 F. *Action Without Meeting*

174

175 1. Any action required or permitted to be taken at a meeting of Members may be
176 taken without a meeting if consents in writing, setting for the action so taken,
177 shall be signed by at least eighty percent (80%) of the Members entitled to vote
178 with respect to the subject matter thereof. Written notice of Member approval
179 pursuant to such action shall be given to all Members who have not signed the
180 written consent. The Secretary of the Association shall file the consents with the
181 minutes of the meetings of the Members of the Association.

182

183 G. *Notice*

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185 1. Notice may be communicated in person, by telephone, telegraph, teletype or other
186 form of wire or wireless communication (including, without limitation, internet

187 based communication such as web-site/e-group or e-mail), or by mail or private
188 carrier (“Notice”). Such Notice shall be given by or at the direction of the
189 President, the Secretary or the persons calling the meeting, to each Member
190 entitled to vote at such meeting or otherwise shall be announced at the
191 immediately preceding meeting of the Members. The Notice shall state the place,
192 day and hour of each meeting and, in case of a special meeting, the purpose or
193 purposes for which the special meeting is called. The Notice shall be sent not less
194 than ten (10) days before the special meeting, or for any other meeting, the Notice
195 shall be sent no less than thirty (30), nor more than sixty (60) days before the date
196 of the meeting. Such Notice shall be deemed effective pursuant to the provisions
197 of the Act.
198

199 H. *Voting*

- 201 1. Each Member shall be entitled to one vote on each matter submitted to a vote of
202 Members. The vote of a majority of the votes entitled to be cast by the Members
203 present at a meeting at which a quorum is present shall be necessary for the
204 adoption of any matter voted upon by the Members.
205
- 206 2. Votes of abstention shall not be counted as negative votes. There shall be no
207 voting by proxy. The Association shall accept absentee ballots only for election
208 of members of the Board of Directors.
209

210 I. *Quorum*

- 211 1. A quorum consists of ten percent (10%) of members in good standing. When the
212 total number of members in good standing reaches one hundred fifty (150),
213 quorum shall remain at fifteen (15) members for as long as the total number of
214 members in good standing is one hundred fifty (150) or higher.
215
216

217 J. *Manner of Acting and Rules of Order*

- 218 1. In all matters not covered by the Bylaws, parliamentary procedures shall be
219 governed by the current edition of the manual known as “Robert’s Rules of Order,
220 Newly Revised.” The act of the majority of the Members present at a meeting of
221 the Members at which a quorum is present shall be the act of the Members unless
222 a greater number is required under the Articles of Incorporation, these Bylaws,
223 any applicable laws of the State of Missouri or Robert’s Rules of Order.
224
225

226 K. *Powers*

- 227 1. All powers not reserved to the Members are delegated to the Board of Directors.
228
229

230 **ARTICLE VII**
231 **BOARD OF DIRECTORS**
232

233 A. *Management*
234

235 1. The affairs of the Association shall be managed, supervised and controlled by a
236 Board of Directors, consisting of not less than three (3) and no more than seven
237 (7) persons. The Directors shall also be officers of the Association as prescribed
238 by these Bylaws. Directors shall be elected by the Members in the manner
239 specified in Article IV hereof.
240

241 B. *Term and Election of Directors*
242

243 1. The number of directors of the Corporation shall be a minimum of three (3) and a
244 maximum of seven (7), such number to be fixed, from time to time, by the Board
245 of Directors, without further amendment of these By-Laws; provided, however,
246 that the Board may not terminate the then current term of any duly elected
247 Director by reducing the number of Directors to serve on the Board. Reductions
248 in the number of Directors serving shall occur as the result of a vacancy otherwise
249 occurring in accordance with these By-Laws or an expired term. The terms of the
250 Directors shall be staggered, so that one half (1/2) of the Board is elected each
251 year for a two-year term. If the number of directors on the Board is not evenly
252 divisible by two, the number of Directors to serve for a particular two-year term
253 shall be increased by one, until all of the Directors have been assigned a term and
254 so as to divide the Directors then serving as evenly as possible among the two-
255 year terms. Each Director shall hold office until the annual meeting occurring in
256 the year their term expires or until his/her successor shall have been elected and
257 qualified. Directors need not be residents of Missouri; but must be members in
258 good standing of the Corporation.
259

260 C. *Removal and Resignation*
261

262 1. Any director may resign at any time by giving written notice to the Board of
263 Directors, the President or the Secretary of the Association; unless otherwise
264 specified therein, the acceptance of such resignation shall not be necessary to
265 make it effective. Any director may be removed, with or without cause, by the
266 affirmative vote of a two-thirds (2/3) majority of the Members at a meeting of the
267 Members at which a quorum is present; provided, however, that a director elected
268 by the Members may be removed by the Members only at a meeting called for the
269 purpose for removing the director and the notice of such meeting shall state the
270 purpose, or one of the purposes, of the meeting is removal of the director. Any
271 such resignation or removal shall take effect at the time specified therein.
272

273 D. *Annual Meetings*
274

275 1. The annual meeting of the Board of Directors shall be held within twenty-one
276 (21) calendar days of its election at the annual meeting of Members for the
277 purpose organizing itself and to transact other such business as may properly
278 come before the meeting.
279

280 E. *Special Meetings*
281

282 1. Special meetings of the Board of Directors may be called by or at the request of
283 the President or by any two directors.

284
285 F. *Meetings*

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287 1. Meetings of the Board of Directors, regular or special, may be held at any place
288 either within the State of Missouri, or outside the State of Missouri from time to
289 time by resolution of the Board of Directors or by unanimous written consent of
290 the members thereof. Meetings of the Board of Directors shall be held upon such
291 notice as provided herein. Neither the business to be transacted at, nor the
292 purpose of, any regular or special meeting of the Board of Directors need be
293 specified in the notice or waiver of notice of such meeting.

294
295 G. *Participation Through Electronic Communication*

296
297 1. Members of the Board of Directors, or of any committee designated by the Board
298 of Directors, may participate in a meeting of the Board or committee by means of
299 conference telephone or similar communications equipment whereby all persons
300 participating in the meeting can hear each other, and participation in a meeting in
301 this manner shall constitute presence in person at the meeting.

302
303 H. *Action Without Meeting*

304
305 1. Any action which is required to be or may be taken at a meeting of the directors,
306 or any committee established by the Board of Directors, may be taken without a
307 meeting if consents in writing, setting forth the action so taken, are signed by all
308 of the members of the Board or of the committee as the case may be. The consent
309 shall have the same force and effect as a unanimous vote at a meeting duly held,
310 and may be stated as such in any certificate or document. The Secretary shall file
311 the consents with the minutes of the meetings of the Board of Directors or of the
312 committee as the case may be.

313
314 I. *Notice*

315
316 1. Notice of any annual, regular or special meeting shall be given at least two (2)
317 days previous thereto by written notice delivered either personally, by telegraph,
318 teletype, facsimile, or other form of wire or wireless communication, or by mail to
319 each director at his or her business or home address. Such notice shall be deemed
320 effective pursuant to the provisions of the Act. Any director may waive notice of
321 any meeting. The attendance of a director at any meeting shall constitute a waiver
322 of notice of such meeting, except where a director attends a meeting for the
323 express purpose of objecting to the transaction of any business because the
324 meeting is not lawfully called or convened. Neither the business to be transacted
325 at, nor the purpose of, any regular or special meeting of the Board of Directors
326 need be specified in the notice or waiver of notice of such meeting.

327
328 J. *Quorum*

329

330 1. A majority of the whole Board of Directors shall constitute a quorum for the
331 transaction of business at any meeting of the Board of Directors.
332

333 K. *Manner of Acting and Rules of Order*
334

335 1. In all matters not covered by the Bylaws, parliamentary procedures shall be
336 governed by the current edition of the manual known as “Robert’s Rules of Order,
337 Newly Revised.” The act of the majority of the directors present at a meeting of
338 the directors at which a quorum is present shall be the act of the Board of
339 Directors unless a greater number is required under the Articles of Incorporation,
340 these Bylaws, any applicable laws of the State of Missouri or Robert’s Rules of
341 Order.
342

343 **ARTICLE VIII**
344 **OFFICERS**
345

346 A. *Number and Election*
347

348 1. The officers of the Association (who must also be a director) shall be a President,
349 a Vice President, a Secretary, Treasurer, Association Trustee to the IGRA
350 (hereafter defined) and Immediate Past President (if existing).
351

352 B. *President*
353

354 1. The President shall be the chief executive officer of the Association. The
355 President shall preside at all meetings of the Board of Directors, shall have the
356 power to transact all of the usual, necessary and regular business of the
357 Association as may be required and, with such prior authorization of the Board as
358 may be required by these Bylaws, to execute such contracts, deeds, bonds and
359 other evidences of indebtedness, leases and other documents as shall be required
360 by the Association; and, in general, shall perform all such other duties incident to
361 the office of President and such other duties as may from time to time be
362 prescribed by the Board of Directors.
363

364 C. *Vice President*
365

366 1. The Vice President shall act as chief executive officer in the absence of the
367 President and as the liaison between the Board and any individual and/or
368 committee directing any rodeo conducted on behalf of the Association, and when
369 so acting, shall have all the power and authority of the President. Further, the
370 Vice President shall have such other and further duties as may from time to time
371 be assigned by the Board of Directors.
372

373 D. *Secretary*

374

375 1. The Secretary shall record and preserve the minutes of the meetings of the Board
376 of Directors and all committees of the Board, shall be responsible for
377 authenticating records of the Association, shall cause notices of all meetings of
378 the Board of Directors and committees to be given to the members thereof, and
379 shall perform all other duties incident to the office of Secretary or as from time to
380 time directed by the Board of Directors or by the President.

381

382 E. *Treasurer*

383

384 1. The Treasurer shall be responsible for all funds of the Association, shall direct
385 that such funds be deposited in such bank or banks as the Board of Directors may
386 from time to time determine, and shall make reports to the Board of Directors as
387 requested by the Board. The Treasurer shall see that an accounting system is
388 maintained in such a manner as to give a true and accurate accounting of the
389 financial transactions of the Association, that reports of such transactions are
390 presented promptly to the Board of Directors, that all expenditures are presented
391 promptly to the Board of Directors, that all expenditures are made to the best
392 possible advantage, and that all accounts payable are presented promptly for
393 payment. The Treasurer shall further perform such other duties incident to his or
394 her office and as the Board or the President may from time to time determine. If
395 required by the Board of Directors, the Treasurer shall give a bond for the faithful
396 discharge of his or her duties in such sum and with such surety or sureties as the
397 Board of Directors shall determine.

398

399 F. *Association Trustee to IGRA*

400

401 1. The Association Trustee to IGRA shall perform the functions as stated in Article
402 XIII of these Bylaws.

403

404 G. *Immediate Past President*

405

406 1. The Immediate Past President through experience and expertise guides the Board
407 in its direction and action. The Immediate Past President shall not have any
408 voting rights at Board of Directors meetings, but shall only have voting rights as a
409 Member.

410

411 H. *Removal and Resignation*

412

413 1. Since all officers are also directors, officers may be removed as provided in
414 Article VII (c). Any officer may resign at any time by giving written notice to the
415 Board of Directors, the President or the Secretary. Any such resignation or
416 removal shall take effect at the time specified therein.

417

418 I. *Eligibility and Qualifications*

419

420 1. All active members in good standing and who have completed a minimum of six

- 421 (6) months of continuous membership may be eligible to run for any office of the
422 Association except for the office of Immediate Past President. Eligibility for
423 Association Trustee to IGRA is prescribed under Article IX in these Bylaws.
424
425 2. Members wishing to run for office may have no outstanding debts to the
426 Association, to IGRA, or to any IGRA member rodeo association at the time they
427 stand for office.
428
429 3. No member may hold more than one (1) elected office.
430
431 4. No person shall serve as treasurer if not bondable. The Board of Directors may
432 require proof of bonding eligibility.
433
434 5. Only individuals (i.e., *not* a “family” or a “business”) are eligible to direct and
435 hold an office.
436

437 **ARTICLE IX**
438 **THE INTERNATIONAL GAY RODEO ASSOCIATION ("IGRA")**
439

440 A. *IGRA Bylaws, Standing Rules, and Rodeo Rules*
441

- 442 1. The Association, as an entity, is a member of IGRA. The IGRA Bylaws,
443 Standing Rules, and Rodeo Rules, which may be amended from time to time by
444 the membership of that organization, are hereby adopted by reference to the
445 extent not inconsistent with the Act.
446

447 B. *Association Trustee to IGRA*
448

- 449 1. Qualifications:
450
451 (a) In accordance with Article VIII of these Bylaws, the Association Trustee
452 to IGRA shall be elected at an Annual Meeting.
453
454 (b) A candidate for Trustee must
455
456 (i) Have been a Member in good standing of Association for at least
457 one (1) year;
458
459 (ii) Have attended or participated in at least two (2) other IGRA
460 sanctioned rodeos in the last twelve (12) months.
461
462 2. Term:
463
464 (a) The term of office shall be as established by IGRA.
465
466 3. Duties and Responsibilities:
467
468 (a) To comply with and performed all duties prescribed in all Association and

469 IGRA Bylaws and Standing Rules.

470

471 (b) To attend all IGRA Board of Trustees' meetings or to ensure that a
472 designated alternate is in attendance

473

474

4. Vacancies:

475

476 (a) In the event of a vacancy in this office, the President appoints an acting
477 Association Trustee until the election for a permanent replacement is
478 conducted

479

480

(b) Nominations and elections to fill the office of Association Trustee to
481 IGRA shall be in accordance with Article VIII, herein.

482

483 C. *Association Delegates to IGRA Convention*

484

485 1. The Association sends delegates and alternates to attend the Annual IGRA
486 Convention. These delegates and Alternates must be selected by secret vote of
487 the membership pursuant to procedures outlined in the Association's current
488 Standing Rules. The IGRA Bylaws and Standing Rules determine the maximum
489 number of delegates and alternates to be elected.

490

491

ARTICLE X GENERAL PROVISIONS

492

493

494 A. *Contracts, Etc., How Executed*

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496 1. Except as in these Bylaws otherwise provided or restricted, the Board of Directors
497 may authorize any officer or officers, agent or agents to enter into any contract or
498 execute and deliver any instrument in the name of and on behalf of the
499 Association, and such authority may be general or confined to specific instances;
500 and, unless so authorized, no officer, agent or employee shall have any power or
501 authority to bind the Association by any contract or engagement or to pledge its
502 credit or to render it liable pecuniarily for any purpose or in any amount.

503

504

B. *Deposits*

505

506 1. All funds of the Association shall be deposited from time to time to the credit of
507 the Association with such banks, bankers, trust companies or other depositories as
508 the Board of Directors may select or as may be selected by any officer or officers,
509 agent or agents of the Association to whom such power may be delegated from
510 time to time by the Board of Directors.

511

512

C. *Checks, Drafts, etc*

513

514 1. All checks, drafts or other orders for the payment of money, notes, acceptances or
515 other evidence of indebtedness issued in the name of the Association, shall be
516 signed by such officer or officers, agent or agents of the Association, and in such

517 manner as shall be determined from time to time by resolution of the Board of
518 Directors in accordance with the provisions of these Bylaws. Endorsements for
519 deposit to the credit of the Association in any of its duly authorized depositories
520 may be made without countersignature, by the President, Vice President of
521 Administrative Operations or Treasurer, or by any other officer or agent of the
522 Association to whom the Board of Directors, by resolution, shall have delegated
523 such power, or by hand-stamped impression in the name of the directors.
524

525 **ARTICLE XI**
526 **CONFLICT OF INTEREST**
527

528 No contract or transaction between the Association and one or more of its directors or
529 officers, or between the Association and any other Association, partnerships, association, or
530 organization in which one or more of its directors or officers are directors or officers, or have a
531 financial interest, shall be void or voidable solely for that reason, or solely because the director
532 or officer is present at or participates in the meeting of the Board or committee thereof which
533 authorizes the contract or transaction, or solely because his or her or their votes are counted for
534 such purposes, if the material facts as to his or her relationship or interest and as to the contract
535 or transaction are disclosed or are known to the Board of Directors or the committee, and the
536 Board or committee in good faith, taking into account the fairness of contract or transaction,
537 authorizes the contract or transaction by the affirmative votes of a majority of the disinterested
538 directors present.
539

540 **ARTICLE XII**
541 **INDEMNIFICATION**
542

543 A. *Mandatory Indemnification*
544

- 545 1. The Association shall indemnify any Director who was wholly successful, on the
546 merits or otherwise, in the defense of any proceeding to which the Director was a
547 party because he or she is or was a Director of the Association against reasonable
548 expenses actually incurred by the Director in connection with the proceeding.
549

550 B. *Permissive Indemnification*
551

- 552 1. The Association may indemnify any person who was or is a party or is threatened
553 to be made a party to any threatened, pending or completed action, suit, or
554 proceeding, whether civil, criminal, administrative or investigative, other than an
555 action by or in the right of the Association, by reason of the fact that he or she is
556 or was a Director, officer, employee or agent of the Association, or is or was
557 serving at the request of the Association, or is or was serving at the request of the
558 Association as a Director, officer, employee or agent of another Association,
559 partnership, joint venture, trust or other enterprise, against expenses, including
560 attorneys' fees, judgments, fines and amounts paid in settlement actually and
561 reasonably incurred by him or her in connection with such action, suit, or process
562 if he or she acted in good faith and in a manner he or she reasonably believed to
563 be in or not opposed to the best interests of the Association, and, with respect to
564 any criminal action or proceeding, had no reasonable cause to believe his or her

565 conduct was unlawful. The termination of any action, suit, or proceeding by
566 judgment, order, settlement, conviction, or upon a plea of nolo contendere or its
567 equivalent, shall not, of itself, create a presumption that the person did not act in
568 good faith and in a manner which he or she reasonably believed to be in or not
569 opposed to the best interests of the Association, and, with respect to any criminal
570 action or proceeding, had reasonable, cause to believe that his or her conduct was
571 unlawful.

572

573 2. The Association may indemnify any person who was or is a party or is threatened
574 to be made a party to any threatened, pending or completed action or suit by or in
575 the right of the Association to procure a judgment in its favor by reason of the fact
576 that he or she is or was a Director, officer, employee or agent of the Association,
577 or is or was serving at the request of the Association as a Director, officer,
578 employee or agent of another Association, partnership, joint venture, trust or other
579 enterprise against expenses, including attorneys' fees, and amounts paid in
580 settlement actually and reasonably incurred by him or her in connection with the
581 defense or settlement of the action or suit if he or she acted in good faith and in a
582 manner he or she reasonably believed to be in or not opposed to the best interests
583 of the Association; except that no indemnification shall be made in respect of any
584 claim, issue or matter as to which such person shall have been adjudged to be
585 liable for negligence or misconduct in the performance of his or her duty to the
586 Association unless and only to the extent that the court in which the action or suit
587 was brought determines upon application that, despite the adjudication of liability
588 and in view of all the circumstances of the case, the person is fairly and
589 reasonably entitled to indemnification for such expenses which the court shall
590 deem proper.

591

592 3. To the extent that a Director, officer, employee or agent of the Association has
593 been successful on the merits or otherwise in defense of any action, suit, or
594 proceeding referred to in subsections (1) and (2) of this section, or in defense of
595 any claim, issue or matter therein, he or she shall be indemnified against
596 expenses, including attorneys' fees, actually and reasonably incurred by him or
597 her in connection with the action, suit, or proceeding.

598

599 4. Any indemnification under subsections (1) and (2) of this section, unless ordered
600 by a court, shall be made by the Association only as authorized in the specific
601 case upon a determination that indemnification of the Director, officer, employee
602 or agent is proper in the circumstances because he or she has met the applicable
603 standard of conduct set forth in this section. The determination shall be made by
604 the Board of Directors by a majority vote of a quorum consisting of Directors who
605 were not parties to the action, suit, or proceeding, or if such a quorum is not
606 obtainable, or even if obtainable a quorum of disinterested Directors so directs, by
607 independent legal counsel in a written opinion.

608

609 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may
610 be paid by the Association in advance of the final disposition of the action, suit, or
611 proceeding as authorized by the Board of Directors in the specific case upon
612 receipt of an undertaking by or on behalf of the Director, officer, employee or

- 613 agent to repay such amount unless it shall ultimately be determined that he or she
614 is entitled to be indemnified by the Association as authorized in this section.
615
- 616 6. The indemnification provided by this section shall not be deemed exclusive of any
617 other rights to which those seeking indemnification may be entitled under Section
618 537.117, Mo. Rev. Stat. 1986, any other provision of law, the Articles of
619 Incorporation of the Association or these Bylaws or any agreement, vote of
620 disinterested Directors or otherwise, both as to action in his or her official
621 capacity and as to action in another capacity while holding such office, and shall
622 continue as to a person who has ceased to be a Director, officer, employee or
623 agent and shall inure to the benefit of the heirs, executors and administrators of
624 such a person.
625
- 626 7. The Association shall have the power to give any further indemnity, in addition to
627 the indemnity authorized or contemplated under other subsections of this section,
628 including subsection (6), to any person who is or was a Director, officer,
629 employee or agent, or to any person who is or was serving at the request of the
630 Association as a Director, officer, employee or agent of any other Association,
631 partnership, joint venture, trust or other enterprise, provided such further
632 indemnity is either (i) authorized, directed, or provided for in the Articles of
633 Incorporation of the Association or any duly adopted amendment thereof or (ii) is
634 authorized, directed, or provided for in these Bylaw or agreement of the
635 Association which has been adopted by a vote of the Board of Directors of the
636 Association, and provided further that no such indemnity shall indemnify any
637 person from or on account of such person's conduct which was finally adjudged
638 to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
639
- 640 8. For the purpose of this section, references to the "the Association" include all
641 constituent corporations absorbed in a consolidation or merger as well as the
642 resulting or surviving corporation so that any person who is or was a Director,
643 officer, employee or agent of such a constituent corporation or is or was serving at
644 the request of such constituent corporation as a Director, officer, employee or
645 agent of another corporation, partnership, joint venture, trust or other enterprise
646 shall stand in the same position under the provisions of this section with respect to
647 the resulting or surviving corporation as he or she would if he or she had served
648 the resulting or surviving corporation in the same capacity.
649
- 650 9. For purposes of this section, the term "other enterprise" shall include employee
651 benefit plans; the term "fines" shall include any excise taxes assessed on a person
652 with respect to an employee benefit plan; and the term "serving at the request of
653 the Association" shall include any service as a Director, officer, employee or
654 agent of the Association which imposes duties on, or involves services by, such
655 Director, officer, employee, or agent with respect to an employee benefit plan, its
656 participants, or beneficiaries; and a person who acted in good faith and in a
657 manner he or she reasonably believed to be in the interest of the participants and
658 beneficiaries of an employee benefit plan shall be deemed to have acted in a
659 manner "not opposed to the best interests of the Association" as referred to in this
660 section.

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C. *Insurance*

1. The Association may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Association, or who, while a Director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Association would have power to indemnify the person against the same liability under section (A) or (B) above.

**ARTICLE XIII
AMENDMENTS TO ARTICLES AND BYLAWS**

A. *Amendments*

1. Any amendments to the Articles of Incorporation or the Bylaws of the Association must be approved:
 - (a) By the Board of Directors, if the amendment does not relate to the number of directors, the composition of the Board of Directors, the term of office of directors or the method or way in which directors are elected; and
 - (b) By the Members by two-thirds (2/3) of the votes cast at a meeting at which a quorum is present or a majority of the Members, whichever is less.

**ARTICLE XIV
STANDING RULES/COMMITTEES**

- A. The Association shall have the power to establish committees and to adopt, and from time to time, amend such rules pertaining to the purposes, activities, and affairs of the Association as it deems necessary and desirable, provided that such rules and regulations do not conflict with any provision of law, the Articles of Incorporation or the Bylaws of the Association. Such rules and regulations shall be known designated as the Standing Rules.
- B. Standing Rules may also be adopted and modified by approval of a majority vote at a properly constituted general membership meeting if presented to the Members at a prior meeting for consideration. Modifications may be proposed and approved at the same meeting by the approval of a two-thirds (2/3) majority vote.

**ARTICLE XV
DISSOLUTION**

- A. In the event of the dissolution of this Association, voluntary or involuntary, or otherwise,

709 then all of the property and assets of this Association shall go to one or more non-profit
710 corporation whose purposes are similar to that of this Association. The assets and
711 property so transferred shall be used solely and exclusively for charitable purposes. In
712 the event of dissolution, no portion of the assets or property or funds of this Association
713 shall ever be distributed to any of the officers or members of the Association. Upon the
714 dissolution or winding up of the Association, its assets remaining after payment, or
715 provision for payment, of all debts and liabilities, of the Association shall be distributed
716 to a nonprofit fund, foundation, or corporation which is organized and operated
717 exclusively for charitable purposes and which has established its tax exempt status under
718 IRS Code §501(c)(3).
719

720 **ARTICLE XVI**
721 **SEVERABILITY OF PROVISIONS**
722

- 723 A. The invalidation of any provision of these Bylaws shall not be deemed to invalidate,
724 negate, or detract from the enforceability of any other provision herein stated.
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727

728 **CERTIFICATE OF SECRETARY**
729

730 I, the undersigned, certify that I am the presently elected Secretary of Gateway Gay
731 Rodeo Association, Inc., a Missouri not-for-profit corporation, and the above Bylaws are the
732 Bylaws of this Association as amended at a meeting of the Board of Directors held on the Ninth
733 day of October, 2004 and revised on the 16th day of September, 2005, and revised on the 15th day
734 of September 2006.
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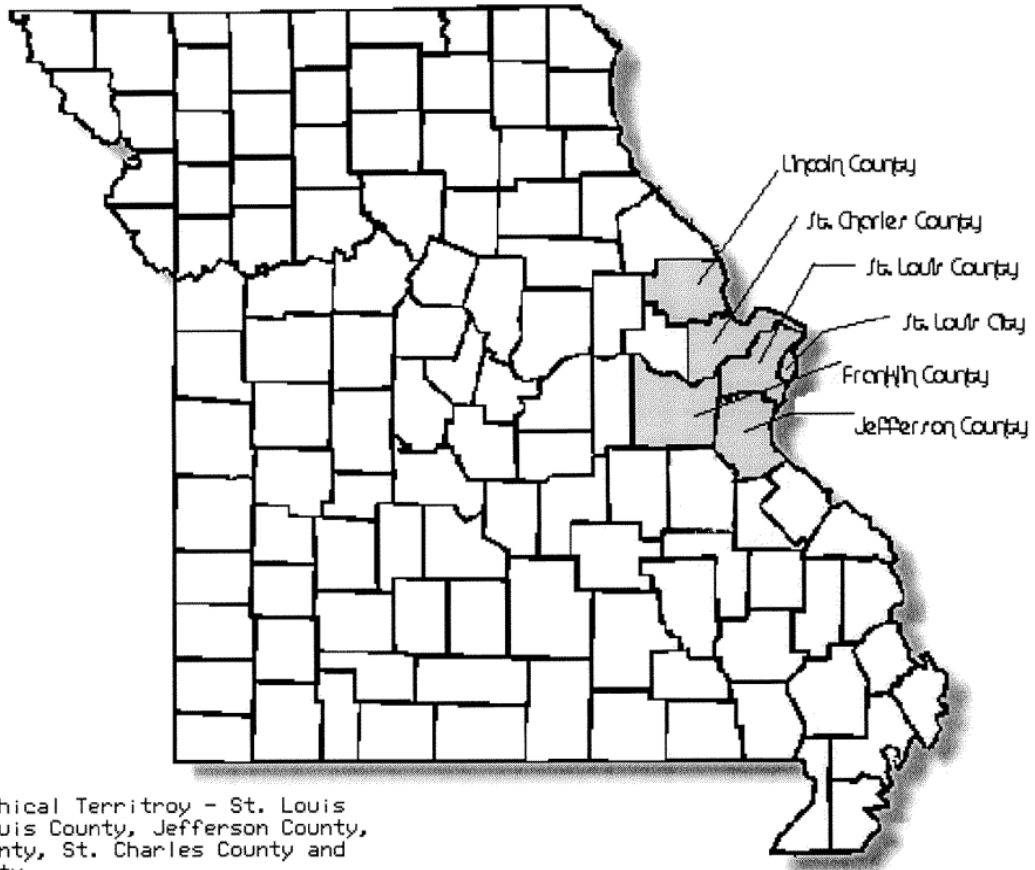
738 _____
Secretary

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EXHIBIT A
MISSOURI MAP

GWGRA Geographical Territory

☉ - GWGRA Territory



NOTES:
GWGRA Geographical Territory - St. Louis
City, St. Louis County, Jefferson County,
Franklin County, St. Charles County and
Lincoln County

745

EXHIBIT B

AMENDMENTS

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Amendment of 9 October 2004:

1. Article III, Geographical Area, Paragraph A: The geographic area of the Association consists of those counties in the state of Missouri attached hereto as Exhibit A ("Missouri").

By Board Action on Saturday, 9 October 2004.

Amendment of 16th October 2005:

2. Article VI Subparagraph G and Article VII Subparagraph B revised and replaced.

By Board Action on Friday, 16th September 2005.

Amendment of 15th September 2006:

3. Article VIII Subparagraph A revised, Subparagraph C revised, Subparagraph D deleted; and Article IX Subparagraph 2(b) removed

By Board Action on Friday, 15th September 2006.