

BYLAWS OF G.S.G.R.A. – BAY AREA CHAPTER, INC.

A CALIFORNIA NON-PROFIT CORPORATION

ARTICLE I.	NAME AND PRINCIPAL OFFICE	2
ARTICLE II.	CHARTER AND GEOGRAPHIC AREA	2
ARTICLE III.	OBJECTIVES AND PURPOSES.....	2
ARTICLE IV.	CHAPTER AFFILIATION	3
ARTICLE V.	MEETINGS OF CHAPTER MEMBERS.....	4
ARTICLE VI.	CHAPTER OFFICERS AND BOARD OF DIRECTORS	6
ARTICLE VII.	REPORTING BY OFFICERS.....	8
ARTICLE VIII.	CHAPTER OFFICER’S MEETINGS.....	9
ARTICLE IX.	CHAPTER COMMITTEES	10
ARTICLE X.	CHAPTER REPRESENTATIVES	11
ARTICLE XI.	BOOKS AND RECORDS	11
ARTICLE XII.	AMENDMENTS.....	11
ARTICLE XIII.	NO PERSONAL LIABILITY OF MEMBERS.....	12
ARTICLE XIV.	USE OF CHAPTER MERCHANDISE AND LOGO.....	12
ARTICLE XV.	AFFILIATION WITH G.S.G.R.A., INC. AND I.G.R.A.	12
ARTICLE XVI.	STANDING RULES.....	12

ARTICLE I. NAME AND PRINCIPAL OFFICE

SECTION I-1. NAME

The name of this corporation shall be the G.S.G.R.A. – Bay Area Chapter, which is sometimes hereinafter referred to as the “Corporation” or “Chapter”.

SECTION I-2. PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation must be located in a city within the Chapter’s geographic boundaries. The Corporation’s officers may, at any time or from time to time, change the location of the principal office from one location to another within the boundaries of the Chapter (as discussed below).

SECTION I-3. DEFINITION OF TERMS

As used in these bylaws, the terms “Chapter”, “Board of Directors”, and “B.A.C.” shall refer to this organization. The terms “G.S.G.R.A.”, “G.S.G.R.A., Inc.”, “State Board”, and “State Organization” shall mean the Board of Directors of G.S.G.R.A., Inc. In these bylaws, personal pronouns shall be construed as though of the gender and number required by the context, the singular including the plural, and the plural including the singular, and each gender including other genders, all as may be required by the context. Wherever in these bylaws the term, “and/or is used, it shall mean: “one or the other, both, any one or more, or all” of these things, events, persons or parties in connection with which the term is used.

ARTICLE II. CHARTER AND GEOGRAPHIC AREA

SECTION II-1. CHARTER

The Chapter has been granted a charter as a chapter of G.S.G.R.A., Inc., a California corporation. That charter is sometimes hereinafter referred to simply as the “Charter”. The Corporation 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 G.S.G.R.A.

SECTION II-2. GEOGRAPHIC AREA

The geographic boundaries of the Chapter shall be that assigned by G.S.G.R.A., and may as from time to time be changed by G.S.G.R.A., in accordance with the overall policy of G.S.G.R.A regarding the geographic areas assigned to its chapters.

ARTICLE III. OBJECTIVES AND PURPOSES

SECTION III-1. GENERAL STATEMENT OF PURPOSE

The corporation has been formed under the California Non-Profit Benefit Corporation Law, for the purpose described below, and it shall be nonprofit and nonpartisan. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of such purposes.

SECTION III-2. PRIMARY OBJECTIVES

The primary objectives and purposes of the Corporation are as follows:

- (a) to educate the community about the diversity of the gay lifestyle in order to increase heterosexual understanding, and awareness of the members of the gay community;
- (b) to promote, advance, and develop the sport of rodeo
- (c) to educate and inform the community about the history of gay men and women and their

- contribution to the development of our country's western heritage;
- (d) to foster the development of an appreciation for the sport of rodeo in the community
 - (e) to promote and advance the above purposes by sponsoring the **Best Buck in the Bay** Rodeo, which will allow rodeo participants to exhibit their skills to the members of the gay and non-gay communities.
 - (f) To hold fundraisers, of which at least ten (10) percent will go to one organization (profit or nonprofit) approved by the chapter within our geographical boundaries. The organization shall be chosen at the first meeting following the Annual Meeting by the Chapter, and once chosen, will be listed as a benefactor for the current year's fundraising efforts.

SECTION III-3. NONPARTISAN STATUS

No substantial part of the activities of the Chapter shall consist of the publication or dissemination of material with the purpose of attempting to influence legislation, and the Chapter shall not substantially participate or intervene in any political campaigning on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for vote.

SECTION III-4. 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 are not permitted to be carried on by a corporation:

- (1) which is exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or
- (2) 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 III-5. 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 chapter director, officer, or member, or to the benefit of any private person. No chapter assets may be utilized for any non-chapter 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 a nonprofit fund, foundation, or corporation which is 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 IV. CHAPTER AFFILIATION

SECTION IV-1. MEMBERSHIP AND AFFILIATION

Any person who is a member in good standing of G.S.G.R.A. and is not affiliated with another chapter of G.S.G.R.A. shall be eligible to be affiliated with B.A.C. Ownership of a horse is not a prerequisite for membership or affiliation.

SECTION IV-2. CHAPTER AFFILIATION

Affiliations with this Chapter shall be attained by completing and signing the official G.S.G.R.A., Inc. membership application and indicating a desire to affiliate with the B.A.C. Additional rules relating to the designation and transfer of Chapter affiliation are described in the bylaws of G.S.G.R.A., Inc.

SECTION IV-3. MEMBERSHIP STATUS

The status of a person's membership with B.A.C. shall be the same as the person's status with G.S.G.R.A., Inc. Application for membership shall be as determined in the bylaws of G.S.G.R.A., Inc. Chapter membership shall commence on the date in which membership in G.S.G.R.A. becomes effective and Chapter affiliation is confirmed.

SECTION IV-4. MEMBERSHIP PRIVILEGES

Each member in good standing shall be given access to the online member's forum and shall be entitled to one vote at all meetings of the members. For new members, entitlement to such privileges shall commence fourteen (14) days from the date of receipt and acceptance of their application. These privileges shall remain in effect as long as the member remains a member in good standing of the State Organization and maintains an affiliation with the Chapter.

ARTICLE V. MEETINGS OF CHAPTER MEMBERS

SECTION V-1. ANNUAL MEETINGS

An annual meeting of the members (each of which is sometimes hereinafter referred to as an "Annual Meeting") shall be held each year at least 14 days and no more than 150 days before the end of the current Fiscal Year (as defined in Article XI below), at a time and place designated by the majority of the Chapter officers. The purpose of the annual meeting shall be the election of Chapter officers, ratification of rules and bylaw changes, and the transaction of such other business as may properly come before the meeting. Notice of the time and place of each such Annual Meeting shall be given to each member in good standing by mailing to such member, at least fifteen (15) days prior to the day set for the meeting, a notice thereof, postage prepaid, addressed to the member's last known mailing address on the records of the Chapter. If a member has elected to receive electronic communication in lieu of postal communications, notice may be given by electronic mail or shall be deemed provided by posting notice of the meeting to the Chapter's website. At the beginning of the next Fiscal Year following the Annual Meeting, authority to act on business for the Chapter shall pass to the newly elected officers.

SECTION V-2. REGULAR MEETINGS

Regular chapter meetings must be held no more than 45 days apart. There must be no less than 9 regular chapter meetings, including the annual meeting, during the calendar period beginning with January 1st and ending with December 31st. Notice of time & place of each such meeting shall be given to each member in the member newsletter. Notice shall also be posted on the Chapter's website.

SECTION V-3. SPECIAL MEETINGS

Special meetings of the members (each of which is sometimes hereinafter referred to as a "Special Meeting") may be called for any purpose or purposes, by the parties specified below. Notice of special meetings shall be given to members at least forty-eight (48) hours in advance to the meeting whether by mail, in the same manner as prescribed in these bylaws for annual meetings, by telephone, in person, or via e-mail. Each such notice shall state the purpose(s) for which the special meeting is being called, and the business transacted at a special meeting shall be confined to the stated in such notice. Notice shall also be posted on the chapter website.

Special meetings may be called by:

- (a) a majority of the Chapter Officers;
- (b) the Chapter President;
- (c) the Chapter Administrative Vice President, in the absence of the Chapter President, upon direction of the Chapter Officers, or
- (d) the Chapter President or Chapter Administrative Vice President, upon written request of

at least twenty-five percent (25%) of the members in good standing.

SECTION V-4. QUORUM OF MEMBERS

Ten percent (10%) of the members in good standing shall constitute a quorum of the members for the transaction of any and all business as may properly come before any annual meeting, monthly meeting, or special meeting. Chapter officers, committee chairs, subcommittee chairpersons and committee vice-chairs (collectively, "officers and chairs") may participate in any regular or special meeting of the Chapter or of the Chapter officers through use of telephone conference or similar communications equipment so long as all officers or committee chairpersons participating in such a meeting can hear one another. Officers and chairs' participation in a meeting in this manner shall constitute presence in person at such meetings. If a quorum is not present at a properly called meeting, the meeting may be adjourned by those present. The reconvened meeting will be held within ten (10) days of the adjournment of the meeting which failed for lack of a quorum, unless notice of a different date is sent to the members in the manner required for such a meeting pursuant to these bylaws. If a notice of such adjourned meeting is sent to all members entitled to vote thereat, and contains the time and place to which such meeting has been adjourned, and also states that the adjourned meeting failed for a lack of a quorum and that, under the provisions of this section it is proposed to hold the adjourned meeting with a quorum consisting those members who are present and entitled to vote thereat, then, at the adjourned meeting of any number of members entitled to vote thereat shall constitute a quorum sufficient to permit the transaction of any and all business of the Chapter which is appropriate at that meeting.

SECTION V-5. VALIDATION OF MEMBERSHIP AND RIGHT TO VOTE

A quorum of the members, as specified in these bylaws, must be present at the beginning of any meeting of the members at which a vote of the members is taken. The presence of a quorum may be determined at any point in a meeting of the members, and it shall not be necessary thereafter to determine whether a quorum remains present at any given time or for any given vote, and a quorum shall thereafter be deemed to be present throughout the remainder of the meeting. The forgoing provision shall not prevent the establishment of the presence of a quorum at any time during a meeting, if a quorum is then present. At all meetings of the members at which a vote of the members is proposed to be taken, all members attending the meeting must sign an attendance register. Such register shall require the following information as to each member signing: printed name and signature and, if so required by the chapter officers for that meeting, membership number and expiration date of membership. The secretary of the meeting shall validate the member in good standing status and the right to vote of each member so signing from the membership records of the Chapter. The total number of validated signatures in such register shall be the qualifying count for establishing a quorum, and such register shall become part of the minutes of the meeting.

SECTION V-6. VOTING AT MEETINGS OF MEMBERS

- (a) The vote of the majority of the members in good standing who are present at a meeting at which the presence of a quorum of the members has previously been established shall be the act of the members as a whole.
- (b) Votes of Abstention shall be deducted from the total vote count (total voting members present), and therefore reduce the required vote percentage for the measure to pass or fail.
- (c) Votes of Abstention do not affect the quorum of the meeting nor are they counted as negative votes.

SECTION V-7. WAIVER OF NOTICE

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, if that objection is expressly made at the meeting at the time such matter is first brought up for consideration.

SECTION V-8. PARLIMENTARY PROCEDURE

At all regular chapter meetings, the current edition of Robert's Rules of order shall be adopted as the standard parliamentary procedure.

ARTICLE VI. CHAPTER OFFICERS AND BOARD OF DIRECTORS

SECTION VI-1. ENUMERATION

The Board of Directors of the Corporation (the "Board" or the "officers") shall consist of its officers, who shall consist of a President; two or more Vice Presidents, including a Vice President of Administration and a Vice President of Rodeo Operations; Secretary; a Treasurer; the most recent past President, and shall be elected by the Members as provided below. Chapter officers shall receive no compensation for their services as such, but may be reimbursed for expenditures they make on behalf of the Chapter, to the extent authorized by the officers of the Chapter. In compliance with the State Organization, past Presidents are not allowed to vote on executive board matters unless such person currently holds a Board of Directors position.

SECTION VI-2. DUTIES AND POWERS

The duties of the officers shall be such as are usually imposed upon the officers of corporations under California law, or as specified in these Bylaws or are assigned to them from time to time by G.S.G.R.A., the Chapter officers, or the Members, and as prescribed and directed in the standing rules of G.S.G.R.A., Inc. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") or these bylaws relating to action required to be approved by the Members or G.S.G.R.A., the business and affairs of the Chapter shall be manager, and all Chapter powers shall be exercised, by or under the direction of the Chapter officers, who shall (without placing any limitation on the generality of the foregoing) have the power to:

- (a) select and/or remove all agents, and employees of the Chapter and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and these bylaws;
- (b) designate any place within or without the State of California for the holding of any Members meeting or Special Meeting, except that all Annual Meetings shall be held within the geographic area of the Chapter;
- (c) adopt, make, and use the Chapter Seal; and alter the form of the seal and certificate;
- (d) borrow money and incur indebtedness on behalf of the Chapter, and cause to be executed promissory notes, debentures, deed of trust, mortgages, pledged, hypothecation's, and other evidences of debt and securities;
- (e) conduct, manage, and control the affairs and business of the Chapter, and make such rules and regulations therefore as are consistent with the laws of the State of California, the Articles of Incorporation and/or Bylaws of the State Association or these Bylaws
- (f) authorize any Chapter officer(s), agent(s), or employee(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chapter, and such authority may be general or may be confined to specific instances; and
- (g) direct deposit of the funds of the Chapter from time to time, to the credit of the Chapter, in such banks, trust companies, or other depositories as they may select.

The B.A.C. Board of Directors shall be primarily responsible for carrying out the will and direction of the Chapter as decided at B.A.C. Membership Meetings. The B.A.C. Board may act without Chapter Membership direction only in cases where decisions must be made as required by law.

The foregoing provisions notwithstanding, all checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter shall be signed by two Chapter officers, one of who must be the Chapter Treasurer. Checks drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, cannot be signed by two officers of the same household or in a committed relationship to each other.

SECTION VI-3. ELIGIBILITY

Any member who has been a Member in good standing for six (6) consecutive months immediately prior to the date of election shall be eligible to serve as an officer of the Chapter. With the exception of the offices of Secretary and Treasurer, which may be held by the same person, no one person shall hold two offices of the Chapter. No person shall serve as treasurer if they are not bondable. Proof of bonding eligibility may be required by the Board of Directors.

SECTION VI-4. ELECTIONS

The Members shall elect the officers of the Chapter, as follows:

- (a) At each annual meeting, an election shall be held to fill each of the Chapter offices. Such elections may also be held at other meetings of the Members, to fill Chapter offices which are then vacant, but only if the notice of such meeting states that such election is to be held
- (b) The Chapter President shall appoint a special committee to solicit, review and accept nominations of qualified candidates for election to each Chapter office, at least forty-five (45) days before the date of each Annual Meeting, or any other meeting of the Members at which an election for Chapter office is to be held. The nomination committee shall make its report at least thirty (30) days before the date of the meetings at which the election is to be held, and the Chapter Secretary shall forward to each Member, along with the notice of the meeting, a list of the candidates so nominated, and written statements from each nominee who so chooses to submit a statement regarding their nomination.
- (c) At or before any meeting to elect Chapter officers, any Member may place names in nomination for the Chapter offices which are to be filled, whether in advance or from the floor at the meeting, subject to any eligibility requirements set out in these Bylaws or otherwise prescribed by the State or International Organization, and provided that the nominee is present to accept nomination or has submitted written confirmation of his/her acceptance in advance of the meeting. To the extent that qualified nominations are received in this manner by the Chapter Secretary prior to giving of notice of the meeting at which the election is to be held, such nominees shall be included in the list of nominees provided in the notice of the meeting.
- (d) At each election for a Chapter office, a vote shall be taken for each office by secret ballot, and the candidate receiving a majority of the votes shall be elected to that office, subject to any eligibility requirements set out in these Bylaws or otherwise prescribed by the National Organization, in each case for a term which shall end at the next Annual Meeting, or when a successor is elected and qualifies at a subsequent meeting of the Members, if that does not happen at the next Annual Meeting for some reason. In the election for any given office, if no candidate receives a majority of the vote, a runoff election shall take place between the two candidates receiving the most votes, and the runoff process shall continue until one candidate received a majority of the vote.
- (e) The order of elections shall be performed as follows: President, Vice President Administration, Vice President Rodeo Operations, Secretary and Treasurer. Each office shall be elected individually and not as a slate. However, this does not exclude the possibility of a slate of officers being presented.
- (f) Each officer shall be elected to serve from the beginning of the next Fiscal Year following the Annual Meeting until the end of the calendar year(s) in which such officer served the

majority of his or her term. After the Annual Meeting in which new officers are elected, each newly elected but still unseated officer shall be deemed an advisor to the outgoing officer in the corresponding position until the change of officers actually occurs, and outgoing officers will work with the newly elected but still unseated officers during such transition period.

SECTION VI-5. VACANCIES

A vacancy in a Chapter office shall be deemed to occur upon the death, resignation, or removal of the person holding that office. Any such vacancies may be filled by the remaining Chapter officers through an election at any meeting of the Chapter officers, Board of Directors, or by the Members at any Chapter meeting which is held prior to the filling of such vacancy. The officer elect shall hold office immediately after such election (upon the effective date of the voluntary resignation of the person's predecessor, if the election was to fill such vacancy), subject to confirmation by a vote of the Members, by a majority vote, at the next meeting of the Members at which a quorum is present, if the appointment as made by the Board of Directors, and shall serve until a successor is elected at the next Annual Meeting, or until a successor is elected and qualifies at a subsequent meeting of the Members, if that does not happen at the next Annual Meeting for some reason. If the Members fail to confirm any such appointment by the Board of Directors at the next meeting of the Members at which a quorum is present, than an election shall be held to fill the office, in accordance with these Bylaws.

SECTION VI-6. RESIGNATION

Any officer of the Corporation may resign at any time, effective upon written notice of such resignation which is given to the President, the Secretary, or any other member of the Board of Directors, and shall thereafter be replaced in the manner provided in these bylaws. Any officer who ceases to be a Member in good standing (whether provided through a non-payment of membership fees, change in affiliation to another chapter of G.S.G.R.A. or otherwise) shall be deemed conclusively to have resigned, immediately upon becoming an inactive Member. If an officer's voluntary resignation is stated to be effective at some future time, the Board of Directors may appoint a successor or hold an election for the successor at any time before or after the effective date of the resignation. No Member who has resigned from a Chapter office may be re-appointed or re-elected to that office before the next Annual Meeting.

SECTION VI-7. REMOVAL

Any chapter officer may be removed from office for cause, with cause, by two-thirds (2/3) vote of the entire Board of Directors, by secret ballot, at any meeting of the Board of Directors which is called for that purpose. Any such decision shall be acted upon at the meeting at which the removal is proposed. However, the procedure must afford the officer whose removal is sought due process, which shall include (but not limited to), if so requested by the officer, a review by the Ethical Practices Review Committee of the State Organization. The Members, with or without cause, and without the obligation to follow any other procedures, may remove any Chapter officer from office at any time by a two-thirds (2/3) vote of the Members, by secret ballot, at any meeting of the Members at which a quorum is present. No Member who is removed from office in either of these manners may be appointed or elected to any Chapter office until the next Annual Meeting.

ARTICLE VII. REPORTING BY OFFICERS

SECTION VII-1. ANNUAL REPORT

No later than one hundred twenty (120) days after the close of the Chapter's Fiscal Year, the Chapter officers shall cause an annual report to be mailed to the Members, containing the following information:

- (a) the assets and liabilities, including trust funds, of the Chapter as of the end of the Fiscal Year;

- (b) the principal changes in the assets and liabilities of the Chapter, including funds, during the Fiscal Year;
- (c) the revenue and receipts of the chapter, both unrestricted and restricted to particular purposes, for the Fiscal Year; and
- (d) the expenses and/or disbursements of the Chapter, for both general and restricted purposes, during the Fiscal Year.

Each such annual report shall be accomplished by a certification by the Treasurer of the Chapter that the report was prepared, without audit, from the books and records of the Chapter, and a copy of such report shall be forwarded to the President of the State Organization as soon as practical after its preparation.

SECTION VII-2. MONTHLY REPORTS

No later than forty-five (45) days after the end of each given calendar month, the chapter officers shall cause a report to be prepared with respect to the Chapter's operations during that calendar month, containing the following information:

- (a) the assets and liabilities, including trust funds, of the Chapter as of the end of the month covered by the report;
- (b) the principal changes in the assets and liabilities of the Chapter, including trust funds, during the month covered by the report;
- (c) the revenue and receipts of the Chapter, both unrestricted and restricted to particular purposes, for the month covered by the report;
- (d) the expenses and/or disbursements of the Chapter, for both general and restricted purposes, during the month covered by the report;
- (e) complete inventory of goods; and
- (f) a copy of minutes for all chapter meetings and rodeo roundtable meetings held during the month covered by the report.

Each such monthly report shall be accompanied by a certification by the Treasurer of the Chapter that the report was prepared, without audit, from the books and records of the Chapter, and a copy of such report shall be forwarded to the President of the State Organization, with a copy submitted to the Chapter President, as soon as practical after its preparation. Such monthly reports need not be mailed to the Members, but shall be announced to the Members at the next meeting of the Members after the report is prepared, and shall be made available for review by the Members as requested.

ARTICLE VIII. CHAPTER OFFICER'S MEETINGS

SECTION VIII-1. REGULAR MEETINGS

Regular meetings of the Chapter officers shall be held at a time and place to be determined by the Chapter Officers. Notice of regular & special meetings of the Chapter officers shall be given to each Chapter officer at least ten (10) days prior to the meeting, First Class mail, electronic mail, telephone, or personally.

SECTION VIII-2. SPECIAL MEETINGS

Special meetings of the Chapter officers may be held at any time by the President, or in his absence the Administrative Vice President, or by any two Chapter officers, to be held at a time and place stated in the notice of the special meeting. Notice of special meetings of the Chapter officers shall be given to each Chapter officer at least forty-eight (48) hours prior to the meeting, by first class letter, telephone, email, or personally.

SECTION VIII-3. QUORUM

A majority of the Chapter officers then in office shall be necessary to constitute a quorum for the transaction of business at a meeting of the Board of Directors of the Corporation. Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which such a quorum was present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, by the Articles of Incorporation, or by the Bylaws.

SECTION VIII-4. NOTICE OF ADJOURNED MEETINGS

Notice of the time and place of holding an adjourned meeting of the Board of Directors need not be given to absent Chapter officers, if the time and place of the adjournment are fixed at the meeting which is adjourned.

ARTICLE IX. CHAPTER COMMITTEES

SECTION IX-1. APPOINTMENT

The Chapter President, with the advice and approval of the Board of Directors, shall appoint such committees of the Members as may be necessary or desirable to perform the functions of the Chapter. All committee members except the Rodeo Director will serve until after the next election of Chapter officers and until after such newly elected Chapter officers have assumed the powers of their new offices. The Rodeo Director's term shall function as stated in Section IX-4 below.

SECTION IX-2. STANDING COMMITTEES

The following committees shall be standing committees of the Chapter, whose Members shall be appointed annually, and whose duties shall be designated by the Board of Directors, or as required by the State Organization, from time to time.

- (a) Archival Committee
- (b) Branding and Communications Committee
- (c) Bylaws and Standing Rules Committee
- (d) Community Outreach Committee
- (e) Education Committee
- (f) Fundraising Committee
- (g) Membership Committee
- (h) Rodeo Committee
- (i) Mr., Ms., Miss, MsTer Bay Area Rodeo & Dance Committee

SECTION IX-3. AD HOC COMMITTEES

The Chapter President, with the approval of the Board of Directors, shall also appoint such ad hoc committees of Members as may be deemed advisable or appropriate from time to time.

SECTION IX-4. COMMITTEE OFFICERS AND REPORTS

The Chapter President, subject to the advice of and approval by the Board of Directors, will appoint all committee chairs. After the Chapter's annual rodeo (if any) and at least 10 days before the annual IGRA Convention, the Chapter President shall appoint the new Rodeo Committee Chairperson, who generally functions as the Rodeo Director, subject to the approval of the Board and taking into account the advice of the newly elected but still unseated Chapter President, if any. The Rodeo Committee Chair will continue to function in his or her role after the new Board takes power, subject to the normal removal and appointment powers for committee chairpersons available to such Board, until a new Rodeo Committee Chair is appointed by the seated President

the following year. Subcommittee chairpersons and committee vice-chairs may be appointed from time to time by the relevant committee Chairperson, again subject to approval by the Board of Directors. The Chairperson, or in his/her absence, the Vice Chairperson, shall preside at meetings of the committee, and the committee shall follow such procedures and make such reports to the Chapter and/or its officers as the Board of Directors may from time to time direct.

ARTICLE X. CHAPTER REPRESENTATIVES

SECTION X-1. ELECTION

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

SECTION X-2. STATUS OF CHAPTER REPRESENTATIVES

Any member in good standing may be a Chapter Representative, including those serving as officers of the Chapter, but no Member shall be deemed an officer of the Corporation by virtue of his/her status as a Chapter Representative. The rights and duties of the Chapter Representative with respect to the State Organization shall be as prescribed by the State Organization from time to time.

ARTICLE XI. BOOKS AND RECORDS

The fiscal year of the Chapter shall begin on the first (1st) day of January, and ends at midnight on the thirty-first (31st) day of December each calendar year (the "Fiscal Year"). The chapter shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, officers, and committees having and exercising any of the authority of the officers of the Corporation, and shall keep at the principal office a record giving the names and address of the Members entitled to vote. A comprehensive chapter budget will be presented to the chapter for approval at a regular meeting of the Chapter within 45 days after the beginning of the Fiscal Year. All books and records of the Corporation may be inspected by any Member or his/her agent or attorney, for any proper purposes, at any reasonable time, on reasonable advance written notice to the appropriate Chapter officer. The membership list shall, however, at all times be held confidential, and shall not be made available to any Member or to any third party, except to the extent required in these Bylaws or by applicable law.

ARTICLE XII. AMENDMENTS

SECTION XII-1. AMENDMENT

Subject to approval by the State Organization as hereinafter provided, these Bylaws may be amended or repealed, or new Bylaws may be made and adopted, as follows:

- (a) at any Annual Meeting, or at any Special Meeting called for that purpose, by a two-thirds (2/3) vote of the Members present at such a meeting where a quorum exists; and/or
- (b) at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose, by two-thirds (2/3) vote of the Chapter officers present at such a meeting where a quorum exists; provided that Bylaw amendments so adopted by the Board of Directors shall be subject to ratification by the Members at the next Annual Meeting, or at a Special Meeting called for that purpose, by a two-thirds (2/3) vote of the Members present at such a meeting where a quorum exists.

SECTION XII-2. REVIEW BY THE STATE ORGANIZATION

Changes to these Bylaws will be submitted to the State Organization for review, to ensure they are consistent with the goals and requirements of the State Organization. Any Bylaw changes not considered consistent with the goals of the State Organization shall be null and void.

ARTICLE XIII. NO PERSONAL LIABILITY OF MEMBERS

No member of the Chapter now or hereafter elected shall be personally liable to the Chapter's creditors for any indebtedness or liability of the Chapter or any of its Members, and any and all creditors shall look only to the assets of the Chapter for liability claims.

ARTICLE XIV. USE OF CHAPTER MERCHANDISE AND LOGO

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

ARTICLE XV. AFFILIATION WITH G.S.G.R.A., INC. AND I.G.R.A.

B.A.C., as an entity, is a member of G.S.G.R.A. which is in turn a member of the International Gay Rodeo Association (I.G.R.A.). The Bylaws, standing rules and rodeo rules of G.S.G.R.A. and I.G.R.A., which may be amended from time to time by the membership of those organizations, are hereby adopted by reference with these Bylaws taking precedence.

ARTICLE XVI. STANDING RULES

The Chapter shall have the power to adopt, and from time to time amend, such rules pertaining to the purposes, activities and affairs of the Chapter, 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 Chapter. Such rules and regulations shall be known and designated as the Standing Rules of the Chapter. The Chapter, at any meeting may modify the Standing Rules by a simple majority vote. Modification may be proposed and approved at the same meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of G.S.G.R.A. – BAY AREA CHAPTER, a California non-profit corporation, and that the above Bylaws, are the Bylaws of the Corporation as adopted at the meeting of the Members held on December 13, 2009. I certify the above to be true and correct to the best of my knowledge.

Date

Secretary

Amended December 13, 2009

History of Modifications

12/13/2009

III.2.e. Changed "The San Francisco Regional Rodeo" to "the Best Buck in the Bay Rodeo".

V.1. Added the following text in regards to notifications of the Annual Meeting: "If a member has elected to receive electronic communication in lieu of postal communications, notice may be given by electronic mail or shall be deemed provided by posting notice of the meeting to the Chapter's website.

VI.4.d. Clarified that the eligibility rules for chapter officers are also subject to State and International organization rules.