

BE IT RESOLVED this 28th day of January, 2005, that the BY-LAWS of Bosque Farms Rodeo Association, Inc. be amended to read as follows:

**AMENDED BY-LAWS OF
BOSQUE FARMS RODEO ASSOCIATION, INC**

ARTICLE I

MEMBERS

- Section 1. Place of Meeting. All meetings of members shall be held at the Bosque Farms Rodeo Arena, 1040 Arena Road, Bosque Farms, New Mexico, or any other place so designated by the Board of Directors.
- Section 2. Time of Annual Meeting. The annual meeting of the members of this Corporation shall be held at the regular January meeting of each year. Time and place to be set by the Board of Directors at which time the elected officers and members of the Corporation and the Board of Directors for the ensuing year shall transact such business as properly comes before them.
- Section 3. Special Meetings. Special meetings of the members may be called by the president or by the Board of Directors. Special meetings of the members may also be called by any two (2) members of the Board of Directors, or any five (5) members of the Corporation. Written application for such meetings shall be submitted to the Secretary stating the date, time, place and purpose for which the meeting was called. Notice shall be given for such meetings in accordance with Article VIII of these Bylaws. No business shall be transacted at a special meeting except that stated in the notice unless by unanimous consent of all members present.
- Section 4. Quorum of Members. A quorum shall consist of the lesser of either (a) eight (8) duly qualified active members or (b) the number of active members holding two-thirds (2/3) of the votes entitled to be cast on the matter to be voted upon. If a quorum be not present at the annual meeting, the members present on may adjourn until such future time as shall be agreed upon by them and notice of such adjournment shall be posted at the principal office of the Corporation; but if a quorum be present, they may adjourn from day to day as they see fit and no notice of such adjournment need be given.
- Section 5. Voting.
- A. Each new member will be required to attend three (3) regular meetings before they are eligible to vote on business matters or elections.
 - B. Each active member shall be entitled to vote at the general election. An active member is one who has attended fifty percent (50 %) of general membership meetings of the current year; or has been excused by the president or the secretary.
 - C. Voting on issues may be by a show of hands or verbally.
 - D. Voting on officers, directors, and new members shall be by written, secret ballot. Member must be present to vote. No proxy or absentee votes will be recognized.
 - E. Members must be present to vote at general membership meetings... No proxy or absentee votes will be recognized.
- Section 6. Order of Business. The following order of business shall be observed at all meetings of the members so far as practicable.
- A. Call to order
 - B. Calling of the roll
 - C. Reading, correction and approval of minutes of previous meeting
 - D. Correspondence

- E. Financial report by Treasurer
 - F. Reports of officers
 - G. Reports of Committees
 - H. Old/Unfinished business
 - I. New Business
 - J. Election as required
 - K. Adjournment
- Section 7. Action by Members Without a Meeting. Any action required to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action taken is signed by all of the members. The consent shall have the same effect as a unanimous vote.
- Section 8. Qualifications of Members. Membership will not be limited because of sex, race, creed, color, or national origin, however, each member must be (1) 18 years of age or older, (2) a citizen of the United States, and (3) must reside within a fifty mile radius of the Bosque Farms Rodeo Association.
- Section 9. Limitation of Membership
- A. Active member. An active member shall be considered a member in good standing, a member entitled to vote, a member whose membership dues are current, a member who attends or is excused by the president or secretary, from a majority of the general membership meetings ; as well as has participated on a committee or work days during the calendar year.
 - B. Inactive Member. An inactive member shall include members who are required by the nature of their livelihood to live and work outside of the vicinity for a period of not more than one (1) year or who has been granted a leave of absence by the Board of Directors for one (1) year. Reinstatement to Active status shall be considered by the Board of Directors.
 - C. Honorary Member. An honorary member is a person so nominated by an active member and elected by the Association membership. Honorary membership shall expire at the expiration of the President's term of office in which the Honorary Member was elected.
 - D. Lifetime Members. Past Presidents become lifetime members, as well as a member of no less than ten (10) consecutive years, who has made significant contributions and has been nominated and approved to be a lifetime member by general membership vote at the Annual Meeting each January. Such Lifetime Members shall receive all membership privileges except voting, unless also qualified as an active member.
 - E. New Members. New members are ineligible to hold office for the first twelve (12) months of their membership. However, in special circumstances, this provision may be waived by the Board of Directors.
- Section 10. Application for Membership. Applicants for membership will be introduced and given an application form at any regular or special business meeting. The applicant will then take the application home for review and return at the next regularly scheduled meeting at which time he/she may be accepted after receiving a majority vote of the active membership present and voting. Applicants must be present at both consecutive meetings. The voting will be done by secret ballot and counted by, and in the presence of, at least two members in good standing.
- Section 11. Membership Dues. Annual dues for membership shall be \$10.00 per year per household and shall be due and payable at the January meeting each year and not later than the February meeting each year. If not paid, the membership will be purged from the association after the February meeting.
- Section 12. Expulsion of Members. The Board of Directors, by an affirmative vote of two-thirds (2/3) of all members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member

who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any charges accrued to the corporation and unpaid

A. Reason for Expulsion. Membership in the Association may be forfeited by any of the following.

1. Failure to attend a majority of general membership meetings- unless excused by the President or Secretary; or failure to work on a Bosque Farms Rodeo Association committee or on a maintenance project will subject the member to review by the Board of Directors for membership status and possible expulsion.
2. For knowingly making a false statement on the application for membership
3. For violation of any of the provisions of the By-laws of the Association.
4. For conduct detrimental to the general welfare of the Association discipline, prestige or best interest of the Association or any part thereof.
5. For failure to pay membership dues.

B. Assessments. No assessments shall be made against the members of the Association unless such assessment shall be first voted on at a regular business meeting and approved by two-thirds of the members present and voting. Each active member must be notified by mail prior to such pending action.

Section 13. Rights, Privileges and Obligations of Members.

A. Use of Arena Building (Cowboy Hall) and Arena

1. Cowboy Hall may be used by members for private use only; i.e., weddings, reception or other family celebrations, after one year of ACTIVE membership and subject to available dates. Should the date be requested by a non-member, a thirty (30) day grace period will be afforded to the member. Member will have first right of refusal to pay fees to insure booking.
2. Members and their immediate family and/or one guest may use the arena when it is not in use by, or prepared for use by a renter, and it does not require lights.
3. Member must be present when a guest uses the arena. Member may be required to provide proof of membership.
4. New members do not receive arena privileges for a grace period of ninety (90) days upon membership acceptance. They may, however, use the arena with a member in good standing present.

B. Use by Non-Members. Non-members may rent the arena at \$10 per person per hour or \$15 per hour for two people only if the arena has not been prepared for an upcoming event.

C. Use of Livestock Pens by Members.

1. Members may rent stationary pens, however, in a case when the pens are needed for any Association function, members must vacate the pens immediately.
2. Members may use stationary pens temporarily, free of charge for two (2) days in the case of an emergency. After that time, the charge will be in accordance with regular rates
3. Portable corrals are rental only by members as well as non-members.

D. Fundraising Events. Fundraising events sponsored by the Bosque Farms Rodeo Association shall be offered at a discount at the discretion of said committee.

E. Dances.

1. Dances at Bosque Farms Rodeo Association facilities shall be organized, operated, and/or co-sponsored by Bosque Farms Rodeo

- Association.
2. Minor children of Bosque Farms Rodeo Association members may enter dances free-of-charge.

ARTICLE II

BOARD OF DIRECTORS

- Section 1. Authority and Number. The affairs, business and property of the Corporation shall be managed by the Board of Directors, consisting of six (6) members.
- Section 2. Terms of Office. The Board of Directors shall be elected for three (3) year terms. Such terms will be staggered for the purpose of providing continuity within the Board. Each Director shall hold office until the expiration of his or her respective term.
- Section 3. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the September meeting of the Members of the Corporation.
- Section 4. Election. Election of the Board of Directors shall be by written ballot at the October meeting of the Members of the Corporation at such election, the Members shall cast one vote in respect to each vacancy. Each position will be individually nominated and individually voted upon. The Chairman of the Board will be elected by the newly elected Board of Directors at the first board meeting following the annual election.
- Section 5. Director Post Vacated. A vacancy occurring in any elective office shall be filled by appointment to be made by the President. Such appointment shall be effective until the next regular business meeting, at which time nominations and an election in accordance with Sections 3 and 4, supra, of the Article II shall be held to fill such vacancy.
- Section 6. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, any officer of the Corporation or by any two or more directors. The person or persons authorized to call such shall fix the time and place of such meeting, and taking into consideration the proximity and convenience to all such affected board members. Notice of Special Meeting shall be in accordance with the notice provisions of Article VIII of these Bylaws.
- Section 7. Waiver. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

- Section 1. Regular Meetings. At least one regular meeting of the Board of Directors shall be held annually with notice at such time and place as may be fixed from time to time by resolution of the Board.
- Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation or by any two Directors after notice is given in accordance with Article VIII of the Bylaws.
- Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.
- Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by

obtaining written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE IV

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. Powers. The Board of Directors shall have the power:
- A. To exercise for the corporation all powers, duties, and authority vested in or delegated to this corporation by these Bylaws, the Articles of Incorporation, or the Non-Profit Corporation Act of the State of New Mexico;
 - B. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
 - C. To employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties; and
 - D. To appoint a new member to the Board of Directors when a vacancy occurs for any reason at any time except the expiration of a term. Such appointment shall be for the remainder of the term of the one whose position has become vacant.
- Section 2. Duties:
- A. To supervise all officers, agents, and employees of this corporation and to see that their duties are properly performed;
 - B. To cause any officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.
- Section 3. Chairman of the Board:
- A. At the first regularly scheduled board meeting following the October elections, the Board shall select one member to act as Chairman of the Board for a one year term.
 - B. Duties of the Chairman of the Board:
 - 1. Schedule regular or special meetings of the Board
 - 2. Preside over Board meetings.
 - 3. Present Board decisions and recommendations to the Association at regular meetings for approval.
 - 4. Coordinate with the President of the Association in regards to the resident caretaker, their duties and instructions.
 - 5. Follow Robert's Rules of Order, voting only in tie-breaking situations provided a quorum is in order.

ARTICLE V

OFFICERS

- Section 1. Officers. Officers of the Association shall consist of the following:
- A. President, Ex Officio, during his/her term in office
 - B. Vice President
 - C. Secretary
 - D. Treasurer
 - E. Reporter
 - F. Parliamentarian
 - G. Historian
- Section 2. Duties of Officer:
- A. President - The President shall preside at all meetings of the Association and members, and shall have general charge of and control over the affairs of the Association, subject to the Board of Directors. The President shall coordinate with the Chairman of the Board in regards to the resident caretaker, their duties

- and instruction.
- B. Vice President - The Vice President shall perform such duties as may be assigned to him/her by the President. In case of the death, disability or absence of the President, he/she shall perform and be vested with all of the duties and powers of the President
 - C. Secretary - The Secretary shall keep the books, records files and papers of the Association. He/she shall dispatch and receive all correspondence and all other matters concerning the Association.
 - D. Treasurer - The Treasurer shall keep accounts of all monies of the Association and/or Corporation received and discharged, and shall deposit all monies and valuables in the name of, and to the credit of, the Association and/or Corporation in such banks and depositories as the Board of Directors shall designate. All checks for the payment of money shall be countersigned by any two (2) officers whose names appear on the bank's required signature card..
 - E. Reporter - The Reporter shall report meetings, events and activities of the Association.
 - F. Historian - The Historian shall keep the history of the Association.
 - G. Parliamentarian - The Parliamentarian shall advise the President on matters of meeting procedures. Robert's Rules of Order will be used as the authority when questions concerning parliamentary procedures arise.
- Section 3. Election of Officers. All officers and directors, except Historian, Parliamentarian and Reporter, shall be elected at the regular business meeting in October and shall take office at the close of said meeting. The officers shall hold office for one (1) year or until their successors have been duly elected and qualified. There must be at least two (2) nominations for each position made at the regular September business meeting. The Historian, Parliamentarian and Reporter may be appointed as deemed necessary by the President
- Section 4. Officer Post Vacated A vacancy occurring in any elective office shall be filled by appointment to be made by the President. Such appointment shall be effective until the next regular business meeting, at which time nominations and an election shall be held to fill such vacancy.
- Section 5. Removal From Office Failure of any officer of the Association to attend three (3) consecutive meetings of the Association without an adequate or satisfactory explanation, or failure to promptly, properly and efficiently perform the duties of his/her office, shall constitute sufficient reason for his/her removal from office.

ARTICLE VI

REGULAR BUSINESS MEETING

Time of Regular Business Meeting. The regular business meetings of the Association shall be held on the last Thursday of each month, January through October, and the second Thursday in December. On daylight savings time, meeting time changes from 6:00 p.m. to 6:30 p.m.

ARTICLE VII

CORPORATE SEAL

Corporate Seal. The Corporation may have a Corporate Seal which shall be a circular seal with an inner circle; within this border the words "Bosque Farms Rodeo Association, Inc" the words "New Mexico" and "Corporate Seal". The corporate seal may be used on all items executed by the corporation, but its presence is not essential to the validity of any written instrument duly signed by authorized officers.

ARTICLE VIII

NOTICE OF SPECIAL MEETINGS

Notice stating the place, day and hour of any special meetings provided under these Bylaws shall be delivered not less than seven (7) days before the date of the meeting, either personally or by telephone, or by first class mail.

ARTICLE IX

WAIVER OF NOTICE

Attendance at any meeting by a member or director shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X

BOOKS AND RECORDS

- Section 1. Inspection. The books, records, and papers of the corporation shall be subject to inspection by any Director of the Corporation, his/her agent or attorney, at any reasonable time during business hours for any proper purpose.
- Section 2. Audits. The Board of Directors shall cause an audit of the books of the Corporation to be made during each calendar year within thirty (30) days following the annual election of Directors by a qualified accountant or committee, and a report of such audit shall be presented to the Board at their next annual meeting following the completion of the audit. A special audit may be held at any other time during the year upon the vote of two-thirds (2/3) of the Board of Directors.

ARTICLE XI

AMENDMENT OF THE BYLAWS

Any of these By-laws may be amended by a majority vote of the members present and voting at any annual meeting or at any special meeting called for that purpose; and such amendment shall be valid and effective when the same shall be duly filed in the Office of the State Corporation Commission of the State of New Mexico as provided by law.

IN WITNESS THEROF. The foregoing Corporate By-laws, consisting of 8 pages, including this page, were adopted this ____ day of _____, 2005, by the Members of the Corporation.

BOSQUE FARMS RODEO ASSOCIATION, INC.

By _____

Lana Fastnacht, President

And _____

Caroline Dau, Secretary