

# Bylaws for the Three Forks Rodeo Arena Board of Directors Three Forks, Montana

## Purpose & History

In accordance with the decision of the Three Forks City Council on April 21, 1992 to retain parcels 10 and 11, Buttelman Addition, for a Rodeo Arena and Event Center (the "Arena"), the following bylaws have been created to guide the Three Forks Rodeo Arena & Event Center Board of Directors (the "Board") in their responsibilities as representatives of Three Forks. The Arena was historically used for one event a year: the annual July rodeo. The construction of a new Arena in 1997, created a demand for use of the facility by a variety of horse people with more frequency.

## Mission

In view of the demand and the importance of the annual rodeo to the community, the Board's primary mission is to maximize the use of the Arena for the benefit of the community and to continue the rodeo tradition of Three Forks.

## Membership

The City Council shall appoint the Directors, after notice and application. The Board shall be no more than seven (7) members. The Board shall guide the development of the Arena in a manner consistent with the mission and shall provide the administration and maintenance of the facility along with the promotion of the annual Three Forks rodeo and other events at the Arena.

The Directors are representatives of the City of Three Forks and shall conduct themselves accordingly at all times. The City Council shall oversee the Directors' activities and decisions to ensure the Board functions in accordance with these Bylaws and City regulations.

### Terms

Board members shall serve staggered three-year (3-year) terms. The terms of the Directors shall be recorded with the City Clerk and notifications of term expirations shall be provided to the Executive Secretary by the City Clerk.

### Attendance

Directors are expected to attend all meetings. If a Director is unable to attend a meeting, he/she shall notify the President or Executive Secretary. If a Director is absent from two consecutive meetings without approval from the President, he/she may be removed from the term, and a new Director shall be recommended to the City Council for appointment to serve out the remainder of the term.

### Meetings

Directors will meet, at a minimum, once a month March through October and may meet at other times as determined by the Board President.

Each Director shall have one vote. The President's vote will be the tie breaker.

A quorum, or minimum of four Directors, is required to act on any items of business.

All meetings must be open to the public per §2-3-103, 2-3-104, 2-3-203 and 2-3-212, MCA, as may be amended. An agenda shall be posted in a public location, sent to the Board members and City Clerk a minimum of 48-hours before any meetings.

Meetings shall be conducted in an orderly fashion with all actions being documented by motion, second, discussion and a vote of the Board members present.

If a Director has a financial interest in an item under consideration by the Board, he/she shall disclose the interest, abstain from commenting, participation and action and shall recuse him-/herself from any discussion and decision.

### Order of Business at Meetings

Unless otherwise determined by the President, the order of business at regular meetings shall be:

1. Call to order and roll call.
2. Disclosure of conflict of interest
3. Public comment
4. Approval of financials.
5. Approval of minutes of previous meeting.
6. Old Business.
7. New Business.
8. Set meeting date/time of next meeting.
9. Adjourn.

All meetings are open to the public and allow for public comment.

#### Resignation & Vacancies

Resignation of a Director may be submitted at any time prior to term expiration. It is requested that resignations be submitted in writing to the Executive Secretary and forwarded to the City Clerk. If resignation is provided verbally during a meeting, the Executive Secretary will record the resignation in the minutes and forward the minutes to the City Clerk.

The City Clerk will advertise board vacancies for a minimum of 30-days. Applications must be submitted to the City Clerk and the City Clerk shall forward all applications to the Board for review and comment. Board comments shall be provided to the City Council for review prior to appointing a new Director at a City Council meeting.

An up-to-date record of who is serving on the Board will be on file at City Hall. The file shall include the Directors' contact information.

#### Board Organization

At a minimum, the Board will have the following officers: President, Vice President, Secretary and Treasurer. Election of the President, Vice President, Secretary and Treasurer will occur annually at the last meeting of the calendar year. The Directors shall make policy for the Fairgrounds, which shall be forwarded to the City Commission for information and review for compliance with City regulations. The Board may recommend terms of a contract with an Executive Secretary and any other compensated position (i.e. Arena Manager) during the first

meeting of the year. The Executive Secretary position and any other contracted services (i.e. Arena Manager) as determined necessary by the Board will be recommended to the Three Forks City Council for consideration and approval.

President – The President of the Board shall serve as the Chairman at meetings. The President will finalize an agenda for the upcoming meetings and make appointments to committees as needed. The President will provide the annual report to the City Council and Mayor. The President will designate another Director to organize and lead meetings in the event of his/her absence.

Vice President – The Vice President shall assume the duties of the President in his/her absence or other duties as assigned by the President.

Secretary – The Secretary shall assume the duties of the Presidential duties in the absence of the President and Vice President. The Secretary shall oversee the duties of the Executive Secretary and ensure the Board is in compliance with the Bylaws as set forth in this document. The Secretary shall take minutes in the absence of the Executive Secretary.

Treasurer – The Treasurer shall assume the duties of the President in the absence of the President, Vice President and Secretary. The Treasurer shall act as the liaison to the City Treasurer and Executive Secretary to ensure the financials are posted correctly and timely.

Executive Secretary - The Board may recommend to the Three Forks Council a candidate to hire a non-voting person to act as secretary to ensure agendas are properly noticed, meeting minutes are taken, and- use of the Arena to the Board at its monthly meeting and shall execute all duties assigned by the Board as may be negotiated from time to time.

Arena Manager - The Board shall recommend to the Three Forks Council a candidate to hire as a non-voting person to act as the Arena Manager. The duties of the Arena Manager shall be set forth in the contract between Three Forks and the Arena Manager.

Committees – As deemed necessary by the Board, the President may appoint members to special committees. The President shall stipulate a deadline for reporting back to the Board.

#### Specific Duties

The Directors, at a minimum, are expected to perform the following tasks.

1. Prepare an annual budget.
2. Set user fees.
3. Establish policies for the operation of the Arena.
4. Promote and schedule events.
5. Develop and follow a master plan.
6. Recommend purchase and maintain necessary equipment.
7. Recommend the hire of contract labor when needed.
8. Recommend contracts for necessary services, such as rodeo stock, portable toilets, printing, equipment repairs, etc.
9. Keep minutes of all meetings. Executive Secretary will file a copy of minutes with the City Clerk.
10. Prepare an annual report that summarizes the use and financial condition of the Arena at the end of each season. At a minimum, the report shall include a listing of events held at the Arena, income produced by each event, overall income and expenses for the year, and, to the degree possible, the number of participants and spectators at these events.
11. Ensure each event has a fully executed event sheet which identifies the date of the event, the type of event and each volunteer who was active in the event together with the last four digits of the persons social security number.
12. Ensure that the renter of the Arena / sponsor of an event has valid insurance naming the City of Three Forks as an additional insured.

Generally, the season will be regarded as the period from April 15 to October 31. The report, which will be submitted to the Mayor and Council, shall be due no later than March 31<sup>st</sup>.

#### Finances

While the Arena must be self supporting and operate within the approved budget, the Directors must keep in mind that the Arena has an economic value to the community that goes beyond the revenue it generates. Activities at the Arena bring visitors to Three Forks who spend money

throughout the community. Consequently, the Directors must balance two issues when setting fees:

1. Make fees affordable for as many users as possible.
2. Develop enough income to cover each year's operating expenses and planned improvements.

All funds for the Arena will be held in an account established for the Arena and overseen by the City Treasurer. Bills for Arena expenses must be submitted to the City Clerk, and recommendation for payment of bills will come from the Directors at their monthly meeting. Payment of recommended and approved expenses will be issued by the City, who will do so only after recommendation of the Board, unless payment is routine or due to timeliness prior the Board's meeting. In this instance, the Clerk will submit a list of paid claims to the Board for approval as "Claims Paid due to Timeliness".

In addition to income from user-fees, the Directors may pursue funds for the Arena through grants, donations, and fund-raising events, which funds shall be submitted to the City. Directors may not incur indebtedness without the permission of the City Council.

#### Insurance

The City's general liability insurance covers the Arena facilities and equipment. A detailed equipment inventory will be provided to the City annually to ensure accurate insurance coverage. The Board will provide event insurance for any events sponsored by the Board (i.e. High School Rodeo and Annual Rodeo). The Board shall ensure that Event sponsors and promoters will have to carry their own insurance for such liabilities, which name Three Forks as an additional insured.

To comply with the City's insurance requirements, the Directors must not permit unqualified or unauthorized people to operate City equipment or work at the arena. If there are any doubts as to who can operate equipment at the arena, the Directors will seek a determination from the Mayor.

#### Compensation and Reimbursement of Expenses


The Directors are volunteers and do not receive compensation for their time; do not receive mileage for travel to and from meetings and events and do not receive per diem. Directors may be reimbursed for out of pocket expenses, which may include personal travel mileage for pre-approved projects, which are included as approved budget items and are submitted to the City Clerk, through the Board, with receipts.


Amendments


Amendments to these bylaws may be introduced in writing by any Director at a regular meeting. Action by a majority of the Board on the amendment may be taken on second reading at a forthcoming regular meeting. All approved amendments will be forwarded to the City Clerk for final approval by the City Council.


Dated this 7th day of January, 2019.

  
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President


  
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*Amended 9/10/2018 to define membership, order of business, resignation and vacancies, and board organization.  
Amended 01/07/2019 to include Treasurer's definition of duties, include a succession of duties in the absence of Officers, edited the Executive Secretary definition to match the Arena Manager.*