

**BYLAWS OF**  
**INTERNATIONAL LINEMAN'S RODEO ASSOCIATION**  
**a Not-For-Profit Corporation**

**ARTICLE I**  
**NAME, ORGANIZATION, PURPOSE AND LOCATION**

Section 1. Name. The name of the corporation shall be International Lineman's Rodeo Association, or such name as adopted by amendment to the Articles of Incorporation from time to time. The corporation is organized under the Missouri Nonprofit Corporation Act, as amended (the "Act").

Section 2. Principal Office. The principal office for the transaction of the business of the corporation shall be located at 1201 Walnut-14<sup>th</sup> floor, Kansas City, Missouri 64141-9679, County of Jackson, or such other place or places as the Board of Directors may determine from time to time.

Section 3. Registered Office. The corporation, by resolution of its Board of Directors (the "Board"), may change the location of its registered office as designated in the Articles of Incorporation to any other place in Missouri. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including this corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 4. Other Offices. The corporation shall have such other offices and places of business, if any; at such other place or places either within or without the State of Missouri as may be determined from time to time by the Board.

Section 5. Purpose. The Corporation is organized for the purpose of engaging in charitable, educational, and other nonprofit lawful activities, including, without limitation, teaching safety in and around electrical wiring, encouraging and building cost-reducing efficiency and proficiency in the work environment, building relationships of trust and teaching teamwork techniques, and sharing ideas to bring innovation to industry generally (including the electrical power distribution industry). The foregoing purposes are achieved through, among other things, regular publications and the operation and organization of the International Lineman's Rodeo (the "Rodeo"), an annual event at which various presentations and contests are conducted. It shall be the responsibility of the Board of Directors to sponsor and administer the Rodeo.

**ARTICLE II**  
**NO MEMBERS**

The corporation shall not have members.

**ARTICLE III**  
**DIRECTORS**

Section 1. Powers. Subject to limitations of the Articles of Incorporation, these Bylaws, and the Act, and subject to the duties as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled and managed by a self-perpetuating Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers:

- (a) To alter, amend or repeal these Bylaws;
- (b) To select and remove all officers, agents and employees of the corporation (or to delegate to the President such power of selection and removal, subject to Board ratification), prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or these Bylaws, fix their compensation (or to delegate to the President such power, subject to Board ratification), and require from them security for faithful service;
- (c) To conduct, manage, and control the affairs, property, and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as it may deem appropriate;
- (d) To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I, Section 3 hereof, to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Missouri, as provided in Article I, Section 4 hereof, to adopt, make and use a corporate seal, and to alter the forms of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law;
- (e) To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt;
- (f) To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws;
- (g) Except as in these Bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and

Section 2. Number. The initial Board, designated by the incorporator, shall consist of eight (8) members who shall serve until an election is held at the first annual meeting. At no time shall the Board of Directors consist of less than five (5) persons. The size and composition of the Board of Directors shall be determined each year by the Board of Directors prior to the annual election. If no action is taken to modify the size of the Board, the size of the Board shall be presumed to be the same as the preceding year.

Section 3. Term. At each annual meeting of the Board of Directors, an election shall be held to fill vacancies on the Board of Directors, if any, and to fill the positions of any director whose term is to expire as of the date of the annual election. At the first annual meeting, three (3) directors shall be elected for a term of four (4) years. Two (2) directors shall be elected for a term of three (3) years, and two (2) directors shall be elected for a term of two (2) years. Hereafter, the directors shall be elected for a term of four (4) years. The term of each member of the Board of Directors shall commence on the day following such member's election and shall continue until the later of (a) the annual election immediately following the expiration of such director's term (as provided herein) or (b) the election and qualification of the director's successor. Notwithstanding anything to the contrary in this section 3, the director referenced in section 5 shall serve for a term that is coterminous with his/her term of office as Chair of the Advisory Committee. A director may be elected to succeed himself/herself in office. Whenever any vacancy of the members of the Board of Directors (other than a vacancy of the position referenced in section 5 hereof) shall occur as a result of death, resignation, removal, or otherwise, a majority of the remaining directors, even if less than a quorum, may appoint a successor to serve for the unexpired term of the director whose place is vacant. A director, whether elected or appointed, may be removed, at any time, with or without cause, by a vote of two-thirds of the other directors.

Section 4. Election. The directors to be elected at each annual meeting of directors shall be elected by a majority of the votes cast at such election by the directors in office. In all elections for directors and all other matters coming before the Board of Directors, each director shall be entitled to cast one (1) vote.

Section 5. Chair of the Advisory Committee. In addition to the directors to be elected by the Board of Directors itself, one position on the Board of Directors shall be held by the Chairman of the Advisory Committee who shall be elected by a majority of votes cast at an election by the Board of Directors. The individual holding the office of Chair of the Advisory Committee shall be a member of the Board of Directors for so long as he/she holds the office of Chair of the Advisory Committee. The Chair of the Advisory Committee may be removed, at any time, with or without cause, by a vote of two-thirds of the Board of Directors. Should the position of Chair of the Advisory Committee be vacant, the vacancy shall remain until a new Chair of the Advisory Committee is elected by the Board of Directors. Upon the election of the new Chair of the Advisory Committee, the person so elected shall automatically be deemed elected to the Board of Directors.

Section 6     Place of Meetings; Annual and Regular Meetings.

(a) All meetings of the Board of this corporation may be held within or without the State of Missouri as may be as designated by the Board of Directors or notice calling such meeting.

(b) The annual meeting of the directors for the purpose of electing officers, directors and transacting such other business as may come before the meeting shall be held on the second Tuesday of March of each year. No notice of such annual meeting of the directors need be given. If for any reason such annual meeting of the directors is not or cannot be held as herein prescribed, the officers may be elected at the first meeting of the directors thereafter called pursuant to these Bylaws. Regular meetings of the Board shall be held at such times and places as the Board may from time to time provide and without any notice other than the resolution or action providing for such meetings.

Section 7.     Special Meetings. Special meetings of the Board may be called at any time upon the call of the Chairman, Vice Chairman, or any other director of the Corporation or at least twenty percent (20%) of the directors then in office. Written notice of all special meetings of the Board shall be given to each director, which notice shall state the time, place and purpose of such meeting, and served upon each director at least ten (10) days before such meeting, addressed to the last known residence or place of business of each director or upon ten (10) days notice by telephone or other means of communication to each director at such director's principal office or residence.

Section 8.     Waiver of Notice. Attendance of a director at any meeting, whether regular or special, constitutes a waiver of notice of such 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. If any meeting of the directors be irregular for want of notice, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, by a writing signed by all persons having the right to vote at such meeting. Whenever any notice is required to be given to any director under any provisions of these Bylaws, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 9.     Quorum. A majority of the Board shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at a meeting at which a quorum is present shall be valid as a corporate act, except as may be otherwise specifically required by law, the Articles of Incorporation, or these Bylaws. If less than a quorum were present at any meeting, those present may adjourn from time to time and fix dates for subsequent meetings until a quorum shall be present.

Section 10. Action Without Meeting; Meetings by Telephone.

(a) The Board may take or approve action or adopt resolutions without a meeting with the full force and effect as if such action was taken or approved or such resolutions adopted by motion duly made and unanimously carried at a meeting duly called, noticed and held, if all of the voting members of the Board execute a written instrument setting forth the action to be taken or approved or the resolution adopted. The action so taken or approved, or the resolution so adopted shall be deemed taken, approved, or adopted at a meeting held on the date set forth therein and if such unanimous consent be obtained, the officers are hereby authorized to certify that such acts or resolutions were taken, approved, or adopted at a meeting duly noticed, called, and held in any instrument filed with third parties thereafter.

(b) Members of the Board (or any committee thereof) may participate in a meeting of the Board (or committee) by means of conference telephone or similar communications equipment by which all directors participating simultaneously hear each other during the meeting. All persons participating in a meeting by means of such equipment shall be deemed present in person at the meeting.

**ARTICLE IV**  
**COMMITTEES**

Section 1. General Committees. The Board of Directors may provide for one or more standing or special committees of two (2) or more persons, as it deems desirable, and discontinue the same at the pleasure of the Board of Directors. Each committee created by the Board of Directors shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. All actions taken by any committee shall be pursuant to the direction and policy of the Board, and shall be reported to the Board of Directors at a meeting succeeding such actions and shall be subject to revision, alteration, and approval of the Board of Directors; provided that no rights or acts of third parties shall be affected by any such revision or alteration. Except as otherwise directed by the Board of Directors, the Board Chairman shall appoint the Chairs of all standing or special committees, other than the Advisory Committee, created by the Board of Directors from among the Board of Directors and the non-Board members of this Corporation. Any duly appointed non-Board member of any committee of the Board of Directors shall be entitled to vote as a member of such committee.

Section 2. Advisory Committee. The Board of Directors shall create a standing committee, known as the Advisory Committee, which shall participate in the administration and management of the Rodeo subject to the provisions set forth in Section 1. Members of the Advisory Committee shall be appointed by the Board of Directors who shall take such action to ensure adequate representation of those who shall be defined hereto as Sponsors of the International Lineman's Rodeo Association. Members of the Advisory Committee shall be appointed for a term of four (4) years

commencing on the day of the appointment to the Advisory Committee. The Advisory Committee shall consist of ten (10) members and the Chair of the Advisory Committee. The number of persons to serve on the Advisory Committee, excluding the Chair of the Advisory Committee, shall be determined, from time to time, by the Board of Directors. Whenever any vacancy of the members of the Advisory Committee shall occur as a result of death, resignation, removal or otherwise, the Board of Directors shall appoint a successor to fill the vacancy for the unexpired term of the Committee member. An Advisory Committee member may be removed, at any time, with or without cause, by a vote of two-thirds of the Board of Directors. The Advisory Committee shall be presided over by the Chair of the Advisory Committee, who shall be elected and shall serve in accordance with the provisions of Article III, Section 5.

## **ARTICLE V** **SPONSORS**

Section 1. Sponsors. The Corporation shall be funded, in part, by voluntary Sponsors, who shall pay annual dues to the Board of Directors prior to the date of the International Lineman's Rodeo. Entities entitled to be Sponsors of the Corporation shall include: investor-owned utilities, municipal utilities, rural electric cooperatives, utility contractors, vendors to the electric utility industry, International Brotherhood of Electrical Workers (IBEW) Local Unions, IBEW International (Washington, DC), IBEW District (Regional), consultants to the electric utility industry and such other persons or entities as the Board of Directors may designate from time to time.

Section 2. Classes. There shall be four classes of Sponsors: Platinum, Gold, Silver, and Bronze. The annual dues paid by Sponsors to the corporation shall be the respective amounts as shown below:

Platinum	\$4,000
Gold	\$2,000
Silver	\$1,000
Bronze	\$500

The number of classes of Sponsors, the benefits and responsibilities associated with each class, and the dues payable by each class shall be determined from time-to-time by the Board of Directors

## **ARTICLE VI** **OFFICERS**

Section 1. Officers. The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such other additional officers as the Board may from time to time elect. Any two or more offices may be held by the same individual.

Section 2. Election and Term. The initial officers shall be elected at the first meeting of the Board and thereafter shall be elected at the annual meeting of the Board. The officers shall hold office at the pleasure of the Board from the dates of their

respective elections and may be removed at any time with or without cause by the affirmative vote of a majority of the Board then in office. A failure to elect annually a Chairman, Vice Chairman, Treasurer or Secretary shall not dissolve the Corporation. Absent prior removal by the directors, the officers shall continue in office from the date of their respective elections until their successors are duly elected and qualified.

In case any office shall become vacant by reason of death, resignation, removal or otherwise, the Board of Directors, by vote of the majority of the directors present at a meeting at which a quorum is present, may choose a successor or successors for the unexpired terms.

Section 3. Fidelity Bond. The Board may require any officer or officers to furnish the corporation a bond in such form and sum and with security satisfactory to the Board for the faithful performance of the duties of their offices and the restoration to the corporation in case of death, resignation or removal from office of such officer or officers of all books, papers, vouchers, money and other property, of whatsoever kind, in their possession belonging to the corporation. Nothing contained in this section shall be construed as requiring such a bond unless the Board in its discretion determines that such bond shall be furnished.

Section 4. The Chairman. The Chairman of the Board shall preside at all meetings of the directors and shall have general supervision of the business and finances of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect; subject however, to the right of the directors to delegate any specific powers to any other officer or officers of the corporation except such as may be by statute exclusively conferred upon the Board Chairman.

Section 5. The Vice-Chairman. The Vice Chairman shall perform such duties as shall be assigned to him or her and shall exercise such powers as may be granted to them by the Board of Directors or by the Chairman of the Board. In the absence of the Board Chairman, the Vice Chairman may perform the duties and exercise the powers of the Board Chairman with the same force and effect as if performed by the Board Chairman.

Section 6. The Secretary. The Secretary shall serve as secretary of the meetings of the Board, shall give or cause to be given all required notice of meetings of the directors, record all proceedings of the meetings of the directors in books to be kept for that purpose, authenticate records of the corporation, and perform all duties incident to the office that are properly required by him or her by the Board or the President. It shall be the duty of the Secretary to obtain and register in an address register the address of each director and officer. The Board at any meeting may designate any of their number or any assistant secretary to act as temporary secretary in the absence of the Secretary.

Section 7. The Treasurer. The Treasurer shall have the custody of the corporation's funds and securities, shall keep full and accurate accounts of money and disbursements in books belonging to the corporation, and shall deposit all monies and

other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the Board. The Treasurer shall cause to be filed with such governmental agencies all reports and returns relating to the corporation's operating results and/or financial condition as shall be required. The Treasurer shall disburse such funds of the corporation as may be ordered by the Board and render to the Board, in such detail and for such periods as the Board shall request, a report on all of his or her transactions as Treasurer and furnish to the Board a report on the operating results and financial condition of the corporation.

Section 8. Other Officers. The Board may elect such subordinate officers, as it may deem desirable. Each such officer shall have such authority and perform such duties as the Board may prescribe. The Board may, from time to time, authorize any officer to appoint such officers and to prescribe the powers and duties thereof.

## **ARTICLE VII AGENTS AND FISCAL YEAR**

Section 1. Agents. The Board may appoint such agents, attorneys, and attorneys-in-fact of the corporation as it may deem proper and may by written power of attorney authorize such agents, attorneys, or attorneys-in-fact to (a) represent it and (b) in its name, place and stead and as its corporate act and deed, (i) perform any and all acts which the corporation is authorized to perform by its Articles of Incorporation and (ii) sign, acknowledge and execute any and all contracts or instruments in writing as fully to all intents and purposes as the corporation might or could do if it acted by or through its duly elected and qualified officers.

Section 2. Fiscal Year. The Board shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board, however, the fiscal year of the corporation shall be the calendar year, until such time, if any, as the fiscal year shall be changed by the Board.

## **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. Actions by Third Parties. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was an officer or director of the corporation, or is or was serving at the request of the corporation as a director, officer, or director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding *if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.* The termination of any action, suit, or proceeding by judgment, order, settlement, conviction,

or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

Section 2. Actions by (or on behalf of) the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, or director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit *if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation*; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Mandatory Indemnification. To the extent that a director or officer is successful on the merits or otherwise in defense of any suit, action, or proceeding referred to in Section 1 and Section 2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection with such defense, including, but not limited to, attorneys' fees.

Section 4. Determination of Standard of Conduct. The corporation shall not indemnify any director or officer for any fine, settlement, judgment or reasonable expenses or attorneys' fees, unless a determination is made that such director or officer has met the applicable standards of conduct set forth in this Article VI. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Expenses Advanced. The corporation shall upon written request of the officer or director pay the expenses of defending any actual or threatened action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by the officer or director to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the corporation as authorized by this Article VI.

Section 6. Insurance. The corporation may purchase insurance on behalf of any officer or director of the corporation or anyone serving at the request of the corporation as a director, officer, or director or officers or another corporation, partnership, joint venture, trust, or other enterprises against any liability asserted against or incurred by him in such capacity, whether or not the corporation would have the power to indemnify him against such liability under this Article. The right of indemnification under this Article VI shall not be exclusive, but shall be in addition to all other rights and remedies to which any director or officer may be entitled as a matter of law.

Section 7. Non-Exclusivity. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any person may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise.

## **ARTICLE IX DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes and shall not make any distribution so as to inure to the benefit of any private shareholder or individual within the meaning of 501(c)(6) of the Internal Revenue Code.

## **ARTICLE X AMENDMENTS**

These Bylaws may be amended at any meeting of the Board of Directors, at which a quorum is present, by the affirmative vote of a majority of the directors present at such meeting.