



# WPRRA

## Understanding the Role of WPRRA Directors

The WPRRA Board is made up of directors from each circuit along with the Roping Director. We thought it would be good to give our members a little insight into the role of a director.

### **Role of Board of Directors - Chapter 4 of the 2019 WPRRA Rulebook**

- The business and property of the Association shall be managed and controlled by the Board of Directors. The legislative or rule making powers of the WPRRA shall be held by the Board of Directors. The Board of Directors shall have discretionary power to conduct the business and affairs of the WPRRA and the power to make, adopt, alter or amend the Articles of Incorporation and Bylaws. The Board of Directors may take any action which it considers necessary to carry out the purposes of the WPRRA and may enter into any contract or obligation in furtherance thereof. All actions of the Board of Directors, including any changes in the Articles of Incorporation or Official Rodeo Rules, must be accomplished by a majority vote of the quorum of Directors, unless otherwise specified. Legal counsel assists the directors with changes/amendments made to rules, regulations and bylaws.

### **Duties of the Board of Directors - Chapter 4 of the 2019 WPRRA Rulebook**

- The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or these Bylaws, as they deem expedient concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension and expulsion of members, removal of Officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the awarding of championships, the conducting of shows, contests, exhibitions, races, sales and social functions and other matters relating to the general purposes of the Association.

### **Who is eligible to be a director? - Chapter 4 of the 2019 WPRRA Rulebook**

- Any active card member in good standing with the Association and resides in the circuit she is nominated to serve. If a member's physical address is not within her declared circuit, to qualify as a Circuit Director, a member must be in good standing with the same circuit for at least 5 consecutive years. She may be nominated and elected even if her physical address is

not within her declared circuit; she then will declare herself from the circuit for which she is nominated and serves.

- Any Card member nominated for office, in order to be eligible, must have been a WPRA Card member for 2 out of the last 3 years prior to the year they wish to run and must not have been found guilty of a major rule infraction.

### **What does a director do?**

- See that the WPRA rulebook is implemented and answer circuit member questions regarding rodeo and events in their circuit
- Approve all rodeos and co-approvals in their circuit that can number 100-350 depending on circuit size – includes reviewing ground rules for each
- Organize a year-end awards ceremony for Rodeo Circuit Finals as well as produce or find a producer to put on a Divisional Circuit Co-approval Finals
- Secure year-end rodeo circuit awards
- Recommend winners of the Justin Best Footing award for their circuit
- Submit rule proposals
- Listen to membership concerns
- Spends usually 20 hours/week or more performing this role
- Attend at least two board meetings a year in person and be available for numerous teleconference calls and committee calls. An example of one committee time commitment is the rules committee that meets 10-15 times a year to review rule proposals and make recommendations to the Board of Directors. The Board then meets by teleconference to discuss these recommendations and can result in up to three meetings that last 4-5 hours each.
- Serve on various committees set-up by the Board, adding to their monthly time commitment
- Appoint spokeswomen
- Work with rodeo committees, stock contractors and secretaries at all circuit rodeos and attend as many in person as possible

### **How long does each circuit director serve?**

- A minimum of 3 years

### **Is this a paid position?**

- While each director receives a monthly stipend of \$150 per month and is exempt from paying annual dues, due to the amount of work they are responsible for it is practically a volunteer position.
- In addition, each director receives compensation for travel and reimbursement of expenses for attending in person Board meetings, general membership meetings, and Circuit Finals. Generally, for in person Board meetings, directors are housed in double occupancy

accommodations. Travel compensation and reimbursement rules are outlined in the WPRA Official Director's Handbook

- At the end of the day, these individuals don't do it for the money but for their love and passion for the Association and the sport of rodeo. Each one wants to see this sport and Association continue to grow and be a viable part of the Sport of Rodeo and more specifically Women in Rodeo.

#### **How is a circuit director expected to serve?**

- Shall perform her duties as a director in good faith, in a manner she reasonably believes to be in the best interests of the Association at time of service and with such care as an ordinarily prudent person in a like position would use under similar circumstances
- The standards of conduct provide that a director is subject to fiduciary duties, which includes a duty of loyalty to the Association and a duty of care.
- Conduct must further the Association's goals and not personal goals

A circuit director serves as the voice of all her members in her circuit and completes her duties to what she feels is the best for the Association as a whole. Circuit directors are encouraged to hold at least one membership meeting a year to gain feedback from the membership.

Members are encouraged to share their likes and dislikes with their circuit director understanding that each director must balance what might work in one circuit may not work in another circuit – for example what works for the First Frontier may not work in the Texas Circuit. Therefore, each director must also listen to other directors and then collectively decide what is best for the entire WPRA membership.

Directors, President/CEO and Vice President each have a role to move the Association forward. While each are there to support and assist each other they are not to interfere with another board member's duties. At the end of the day the Board must work as a cohesive group to accomplish the work at hand and move the Association forward.