

THE IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC. 2009-2010

CONSTITUTION AND BY-LAWS

An Idaho Non-profit Organization

1. To maintain order and standards set by the National High School Rodeo Association and the Idaho High School Rodeo Association members at their functions. The Idaho High School Rodeo Association, Inc., is organized exclusively for charitable and educational purposes.
2. To promote high school rodeo on a statewide scale and work toward this by bringing statewide recognition and uniformity to this sport for students in compliance with the National High School Rodeo Rule Book.
3. To promote the spirit of high school rodeo through the development of sportsmanship, horsemanship, and character in the youth of our country.
4. To keep the Western Heritage alive in America and the State of Idaho.
5. To promote a closer relationship among the people interested in this activity and the organizations they represent.
6. To increase and maintain interest of the high school student in rodeos and other functions of the nation.
7. It is the intent of the Idaho High School Rodeo Association to encourage any student to continue in school as a regularly enrolled student and to improve his/her education.
8. No part of the net earnings of the corporation shall insure the benefit or be distributable to its members, trustees, officers or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in paragraphs 2,3,4,5,6, and 7 hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation and the participation in or intervention in, including the publishing or distribution of statement(s), any political campaign on behalf of any candidate for public office. Not withstanding any other provisions except as provided in these Articles, the corporation shall not carryon any other activities not permitted.
  - a. By a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or
  - b. By a corporation contribution(s) to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. In the event of dissolution of this non-profit corporation, any assets belonging to the Idaho High School Rodeo Association after paying or making provisions for the payment of all liabilities of the corporation will dispose of the assets of the corporation inclusively for the purposes of the corporation and in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 510(c)(3) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United State Internal Revenue Law), as the board of this corporation shall determine. Any such assets not so disposed of shall be disposed by the court of the county in which the principal office of the corporation has been located, as said court shall determine which are organized and operated exclusively for such purpose.

## ARTICLE II

### Membership Associations

#### Membership

1. Idaho High School Rodeo Association is a statewide organization governed by a duly elected Board of Directors and an executive committee and regulated by the constitution and by-laws of this organization and the National High School Rodeo Association. All districts will be governed by the state constitution and by-laws. All ground rules will be approved by the State Board.

2. Idaho High School Rodeo Association shall be incorporated as a non-profit corporation and shall abide by the laws of the State of Idaho and federal laws and regulations. The association shall have articles of incorporation, constitution and by-laws consistent with the National High School Rodeo Association constitution and by-laws.

3. There will be three categories of membership.

- a. Student membership will be governed by the rules regarding membership in the current NHSRA rule book and state by laws. Members must participate in the rodeo club in the school they attend if rodeo is offered at that school. If it is not offered, they must rodeo with the closest school offering a rodeo team, within their District. A member who wishes to rodeo in another district, may rodeo in another district with written approval from the two involved districts, both district presidents, and the IHSRA. The annual dues of the members will be set by the Board of Directors.
- b. Associate Memberships may be sold to interested individuals, for a fee set by the State Board, and will be Non-Voting.

## ARTICLE III

### Officers

1. The officers of this state association shall be a President First Vice President and a Second Vice President elected by and from the State Board of Directors. The Secretary-Treasurer shall not be a current member of the Board and has no vote at board meetings and will be appointed by the President with the approval of the State Board.

2. The officers of the association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the by-laws of the association.

- a. The President shall be the Chairman of the Board of Directors and ex-officio member of all committees, except the Committee of Nominations.
  - b. In the absence of the President, the First Vice President shall assume the duties of the President. In the event of a vacancy occurring in the office of President, the First Vice President shall serve as President until the next annual election of officers.
  - c. The secretary-treasurer of designee shall keep complete minutes of all meetings of the Association. The secretary shall preserve all documents of the Association. All entries must be kept for a period of seven (7) years. The secretary shall issue membership certification to all members.
  - d. The secretary-treasurer shall collect, receive and have charge of all funds of the Association and deposit such funds in the bank designated by the Board of Directors.
3. The term of office of all officers elected at any annual meeting shall commence after the National Finals High School Rodeo of the current year.
4. Removal. Any officer elected or appointed by the Idaho State Board of Directors, may be removed from the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.
5. Vacancies. A vacancy in any office because of resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.
6. Powers and Duties. The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporation having the same or similar general purposes and objectives as this corporation.

#### ARTICLE IV

##### Districts

1. Idaho is divided into districts established by the Idaho State High School Rodeo Association.
2. At the annual district meeting the general membership of each school within a district shall elect directors to the District Board, structured the same as each district, to the state Board (two (2) voting, one (1) alternate).
3. The officers of the district shall be a President and a Vice President elected by and from the current District Board of Directors. The Secretary-Treasurer shall not be a member of the current board and has no vote at Board meetings and will be appointed by the District President with the approval of the District Board.
4. There shall be a district Executive Committee in each district composed of a President, Vice President, National Director, one State Director, one District Director, and one Student officer. Any three of these six shall constitute a quorum. The National Director is a non-voting member on all District Boards. This committee shall have all the power of the Board of Directors to transact business of any emergency nature between the Board of

Directors meetings. All transactions at this meeting shall be reported in full at the next scheduled meeting of the Board of Directors. The Secretary-Treasurer shall be a non-voting member of the Executive Committee.

5. All records, such as agendas, meeting minutes, and financials, etc, are considered property of the association and will be handed to the next secretary to be kept for 7 years. Financials will be audited at the close of each year.

6. Each district shall elect for two (2) staggered terms at annual district meeting two (2) voting directors (which should be the district president and vice presidents- to take effective 2010-2011), one (1) director for two (2) years, the other for one (1) year) and one (1) alternate to serve on the State Board. Only two (2) directors per meeting with voice and vote.

7. The district shall have the power to fill all vacancies on the Board of Directors from each respective district. In the event a director misses two (2) unexcused consecutive meetings, the director will be replaced. The alternate director will be moved up and the vacancy filled.

## ARTICLE V

### State Board of Directors

1. There shall be a Board of Directors of the Association which shall consist of two (2) voting members from each district, the President, The National Director and two (2) votes from the student officers. President and Vice Presidents shall be from different districts.

2. A majority of the Board of Directors shall constitute a quorum to do business.

3. There shall be an Executive Committee of the Board of Directors composed of the President, Vice Presidents, National Director, one (1) state Director and one (1) student officer. There shall be no more than two (2) from the same district. Any three (3) of these five (5) shall constitute a quorum. This committee shall have all the power of the Board of Directors to transact business of an emergency nature between the Board of Directors meetings. All transactions at this meeting shall be reported in full at the next scheduled meeting of the Board of Directors. The Secretary-Treasurer shall be a non-voting member of the Executive Committee.

4. The Board of Directors shall:

- a. Transact the general business of the Association.
- b. Establish major administrative policies governing the affairs of the Association and devise mature measures for the Association's growth and development.
- c. Provide for the proper care of materials, equipment funds of the Association, for the payment of legitimate expenses and for the annual auditing of all books of account by a certified public accountant.
- d. Act upon application for membership in this Association.
- e. Alternates will be seated in full voting power in absence of regular members.

