

**BYLAWS**  
**OF**  
**DISTRICT SIX IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC.**

An Idaho Nonprofit Corporation

**ARTICLE I. OFFICES**

Section 1. **Principal Office.** The principal office of DISTRICT SIX IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC., an Idaho nonprofit Corporation (the “Corporation”), shall be located at the location set forth in the Articles of Incorporation. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. **Registered Office.** The registered office of the Corporation to be maintained in the State of Idaho shall be located at the location set forth in the Articles of Incorporation, and may be changed from time to time by the Board of Directors.

**ARTICLE II. PURPOSE AND POWERS**

Section 1. **Purpose.** The Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law (the “Code”) with a special interest pertaining to the promotion of high school rodeo in the state of Idaho. Specifically, the Corporation shall be organized and operated to:

1. Maintain the standards set by the National High School Rodeo Association (“NHSRA”) and the Idaho High School Rodeo Association, Inc.
2. Be organized and exist exclusively for charitable and educational purposes.
3. Promote junior high school as well as high school rodeo on a district scale and work toward this goal by bringing district recognition and uniformity to the sport of rodeo for students in compliance with the National High School Rodeo Rule Book.
4. Promote the spirit of junior high and high school rodeo through the development of sportsmanship, horsemanship and character in the youth of our district.
5. Keep the western heritage alive in America and the state of Idaho.

6. Promote a closer relationship among the people interested in this activity and the organizations they represent.
7. Increase and maintain interest in high school rodeo.
8. Encourage all rodeo students to excel in school and to improve their general education.
9. Act within the power granted by these Bylaws and the statutes of the State of Idaho to accomplish the above purposes.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c) (3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a Corporation, contributions, to which are deductible under Section 170(c) (2) of the Code (or the corresponding provision of any future federal tax code).

Section 2. **Powers**. The Corporation has the power to perform the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes, but is not limited to, the following: to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose(s) of this Corporation; to apply for and receive grants, and other assistance from any agency of state or federal government; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the Corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the Corporation; to borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary; and generally to have and to exercise any and all such powers as are by law conferred upon such Corporations of like character, and in carrying out the purpose of the Corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

Section 3. **Private Foundation**. If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Code (or to the corresponding section of any future federal tax code), then so long as the Corporation is deemed a private foundation, it shall not, as

provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed as such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holding as defined in Section 4943(c) of the Code, or make any investment or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

Section 4. **Compensation.** No part of the net earnings of the Corporation shall inure to the benefit of any Trustee, Director, or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Corporation with the approval of the Board of Directors), and no Trustee, Director or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 5. **Governance.** The Idaho High School Rodeo Association, Inc. has established and oversees eight (8) different rodeo districts within the State of Idaho (each respectively defined as a “District” and collectively the “Districts”), including without limitation this Corporation, namely the District Six Idaho High School Rodeo Association, Inc. The Corporation is governed not only by these Bylaws but by the rules and regulations set forth in the Bylaws of the Idaho High School Rodeo Association, Inc. and the National High School Rodeo Association Rule Book. In the event of a discrepancy between these Bylaws and the Bylaws of the Idaho High School Rodeo Association, Inc. or the rules and regulations of the National High School Rodeo Association Rule Book, the Bylaws of the Idaho High School Rodeo Association, Inc. and/or the National High School Rodeo Association Rule Book shall govern.

The Corporation has established oversees several different high school rodeo clubs (each a “Rodeo Club” and collectively the “Rodeo Clubs” within its district. Each Rodeo Club shall be governed by the Bylaws and Articles of the Corporation.

### **ARTICLE III. MEMBERS**

Section 1. **Admission to Membership.** A person may not be admitted as a Member of the Corporation until he or she has paid the annual dues, if any, set by the Board of Directors for the calendar year in which such person applies for Membership and been approved as a Member by the Board of Directors. A Member’s membership shall expire on the first anniversary of such person’s admission to membership unless, on or before the first anniversary such person pays the annual dues,

if any, established for the upcoming calendar year. The conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

Section 2. **Categories of Members and Voting.** The Corporation shall have three (3) classes of Membership:

1. **Student Members.** Student Membership shall be governed by the rules regarding Membership in the current NHSRA rule book and the Bylaws of the Idaho High School Rodeo Association, Inc. Members must participate in the Rodeo Club in the school they attend if rodeo is offered at that school. If rodeo is not offered at the students' school, they must participate with the closest school offering a rodeo team, within their district. A Member who wishes to participate in another district, may only do so upon receiving written approval from the Presidents of both Districts, and the National Director of the Idaho High School Rodeo Association, Inc. Annual dues of Student Member may be set by the Board of Directors. All Student Members may vote in the election of the District's Student Officers as more fully set forth in Article V hereinbelow; and within their respective Rodeo Clubs for the nomination and election of two Directors of the Corporation as more fully set forth in Article IV hereinbelow.
2. **Parent Members.** Parents of a Student Member may be Parent Members. Annual dues of the Parent Members may be set by the Board of Directors. Parent Members shall have no voting rights unless they are elected or appointed as a Director or Officer of the Corporation.
3. **Associate Members.** Associate Memberships may be granted to interested individuals upon approval of the Board of Directors. Annual dues of Associate Members may be set by the Board of Directors. Associate Members shall have no voting rights unless they are elected or appointed as a Director or Officer of the Corporation.

Section 3. **Annual Meeting.** An annual meeting of the Student Members shall be held at the District Six Finals Rodeo each year, with the exact date, time and place of meeting to be established

by the Student President for the purpose of electing Student Officers and for the transaction of such other business as may come before the meeting. Notice of the meeting shall be posted at the rodeo headquarters by the Student Secretary at least twenty-four hours in advance.

All annual meetings shall be conducted under Robert's Rules of Order, and the order of business at each annual meeting shall be fixed at the beginning of the meeting and shall include, but is not limited to, the following:

1. Roll call;
2. Student President's address;
3. Review and approval of the Minutes of the previous meeting;
4. Election of Student Officers;
5. Miscellaneous business—old and new.

Section 4. **Notice of Meeting**. The Student Secretary/Treasurer shall give notice to the Members by one or any combination of the following methods: (1) to the extent expressly authorized in these Bylaws as a proper form of notification, posting the meeting notice (2) word of mouth (3) e-mail or other electronic communication or (4) regular or certified mail. If any notice is mailed to Members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on records of the Corporation, or at such other last known address of which the Corporation may have notice, with postage thereon prepaid. The attendance of a Member at any meeting shall indicate that such Member received notice of such meeting

Section 5. **Waiver of Notice**. Whenever any notice is required to be given to any Member under the provisions of the Idaho Non-Profit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act") or under the provisions of the Articles of Incorporation of the Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. **Proxies**. A Member may vote either in person or by proxy executed in writing by the Member. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the Member who executed it.

Section 7. **Special Meetings**. Special meetings of the Members may be called by or at the

request of the Student President. Members shall be given written notice of the exact date, time, and place of the meeting as least two (2) days prior to the meeting. Meetings do not have to include all Members, the Student President can call a special meeting of any class or classes of Members to the exclusion of others. The purpose of any special meeting of the Members shall be specified in the notice or waiver of notice of such meeting.

Section 8. **Quorum**. A majority of the Student Members of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Members. Once a quorum is established, it shall remain for the duration of the meeting.

Section 9. **Manner of Acting**. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless otherwise provided by law or by these Bylaws.

Section 10. **Informal Action**. 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 was taken shall be signed by a majority of the Members.

#### **ARTICLE IV. DIRECTORS**

Section 1. **General Powers and Standard of Care**. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

A Director shall perform his or her duties as a Director, including such Director's duties as a member of any committee of the Board of Directors upon which such Director may serve, in good faith, in a manner which such Director reasonably believes to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One (1) or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons professional area of competence; or
3. A committee of the Board of Directors upon which such Director does not serve, duly designated in accordance with the provisions of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2. **Number, Tenure and Qualifications.** The number of Directors shall be not less than four (4) nor more than twenty-five (25). The Board of Directors shall consist of the following:

1. The Corporation's President and Vice-President, which persons shall automatically qualify as Directors upon their election pursuant to Article V, Section 2.
2. The Corporation's Student President and Student Vice-president which persons shall automatically qualify as Directors upon their election pursuant to Article V Section 2, and
3. Up to two (2) Directors per Rodeo Club within the district as to be elected pursuant to Article IV Section 3 hereinbelow.

Unless otherwise agreed in writing by the Board of Directors, each Director shall be elected for a one (1) year term commencing at the adjournment of the National Rodeo Finals immediately following his or her election and continuing through the adjournment of the following year's National Rodeo Finals.

Section 3. **Election of Directors.** The Student Members of each Rodeo Club have the right, but not the obligation, to nominate and elect by majority vote, up to two (2) Directors to serve on the Corporation's Board of Directors. The Director must be an adult (meaning a person over the age of eighteen (18) years and may, but is not required to be, a Parent Member or Associate Member. The Student Members of each respective Rodeo Club can determine the exact date, time, and location, of the meeting of the Student Members of their particular Rodeo Club to be held for the purpose of

electing the Board of Directors to represent their Rodeo Club; provided, however, that the Director(s) must be elected no later than thirty (30) days prior to the annual meeting of the Board of Directors. At the adjournment of the respective meetings of the different Rodeo Clubs, the name and contact information of the newly elected Director(s) for that Rodeo Club shall be sent to the Secretary of the Corporation. If a Rodeo Club fails to timely notify the Secretary of the name of its elected Directors prior to fourteen (14) days prior to the annual meeting of the Board of Directors, its right to elect Directors for that term shall lapse.

Nominations for Directors may be accepted from the floor or placed on the agenda in advance of the meeting. Procedures for the election of all Directors shall conform to Roberts Rules of Order.

The Corporation's President Vice-President Student President and Student Vice-President shall automatically qualify as Directors upon their respective elections pursuant to Article V, Section 2.

Each respective Rodeo Club shall have the power to fill all vacancies pertaining to the Directors representing its particular Rodeo Club. Additionally, each respective Rodeo Club will have the power to elect alternate Directors to take the place of one of the directors if a vacancy is created.

Section 4. **Removal of Directors.** Any Director may be removed from office for cause by a two-thirds (2/3) majority vote of the total Board of Directors. The cause for removal must be presented in writing to the Board of Directors. A Director may be removed from office for conduct which intentionally jeopardizes the well-being of the Corporation, any of its programs, or its participants. The resulting vacancy will be filled in accordance with Section 3 of this Article IV. If a director misses two (2) unexcused consecutive meetings, that director shall be removed.

Section 5. **Annual Meeting.** An annual meeting of the Board of Directors shall be held at the District Six Finals Rodeo, the exact, date, time, and location of which shall be designated by the President. Notice of the meeting shall be posted at the rodeo headquarters by the Secretary at least twenty-four (24) hours in advance of the meeting's scheduled start time.

All annual meetings shall be conducted under Robert's Rules of Order. The order of business at each annual meeting shall be fixed at the beginning of the meeting and shall include, but is not limited to, the following:



1. Roll call;
2. President's address;
3. Review and approval of the Minutes of the previous meeting;
4. Reports of Officers;
5. Election of Officers;
6. Miscellaneous business—old and new.

Section 6. **Notice of Meeting**. The Secretary/Treasurer shall give notice to each of the Directors by one or any combination of the following methods: (1) to the extent expressly authorized in these Bylaws as a proper form of notification, Posting the meeting notice (2) word of mouth (3) e-mail or other electronic communication or (4) regular or certified mail. If any notice is mailed to Directors, such notices shall be deemed to be delivered when deposited in the United States mail addressed to the Directors at the Director's address as it appears on records of the Corporation or at such other last known address of which the Corporation may have notice, with postage thereon prepaid.

Section 7. **Waiver of Notice**. Whenever any notice is required to be given to any Director under the provisions of the Idaho Non-Profit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act") or under the provisions of the Articles of Incorporations of the Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. **Proxies**. A Director may vote either in person or by proxy executed in writing by the Director. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the Director who executed it.

Section 9. **Regular Meetings and Special Meetings**. A regular meeting of the Board of Directors shall be held once each fall, the exact, date, time, and location of which shall be designated by the President. Notice of the meeting shall be given by the Secretary at least one (1) week in advance of the meeting's scheduled start time. Special meetings of the Board of Directors may be called by or at the request of the President, or at least four (4) Directors at large. The person or persons authorized to call special meetings of the Board of Directors may designate the date, time and place for holding any special meeting of the Board of Directors called by them. Written notice

of the exact date, time, and place of the meeting shall be given to the Board of Directors as least one (1) week prior to the meeting. The purpose of any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 10. **Quorum**. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if fewer than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

Section 11. **Manner of Acting**. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by the Act or by these Bylaws.

Section 12. **Informal Action**. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in writing, setting forth the action as taken shall be signed by a majority of the Directors.

Section 13. **Open Meetings**. It is the intent of the Corporation to conduct its business in open session whenever possible. However, on any matter which the Board of Directors feels must be dealt with in a confidential manner, the Board of Directors may close its meeting to the Members of the Corporation and the general public. An affirmative two-thirds (2/3) vote of the Board of Directors present is necessary to close the meeting.

Section 14. **Compensation**. No part of the net earnings of the Corporation shall inure to the benefit of any Trustee, Director, or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Corporation with the approval of the Board of Directors), and no Trustee, Director or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 15. **Director Conflicts of Interest**. The Board of Directors may adopt such policies and procedures relative to Director conflicts of interest as it deems are in the best interest of the Corporation.

Section 16. **Loans to Directors**. The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

Section 17. **Liability of Directors for Wrongful Distribution of Assets**. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for an

assent to any distribution of assets other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations, and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the Officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be of their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

Section 18. **Emergency Business**. Any emergency business will be handled by the Executive Committee.

## **ARTICLE V. OFFICERS**

Section 1. **Number and Title**. The Officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, a Student President, a Student Vice-President, a Student Secretary and such other Officers as are appointed by the Board of Directors. The President and Vice-President must be a current director of the Corporation. The Secretary/Treasurer shall be a non-voting officer and shall not be a Director. The offices of President and Secretary cannot be held by the same individual. The Student President, Student Vice-President and Student Secretary must be current Student Members. More than one Officer, including without limitation President and Vice-

President, can be from the same Rodeo Club.

Section 2. **Election and Term of Office.** The term for all Student Officers shall be one (1) year, commencing at the adjournment of the National Rodeo Finals immediately following their election and continuing through the adjournment of the following year's National Rodeo Finals. All other Officers shall serve a two (2) year term, commencing at the adjournment of the annual meeting of the Directors at which they were elected and continuing until his or her successor has been duly elected and qualified.

With the exception of the Secretary/Treasurer, the adult Officers of the Corporation shall be elected semi-annually by the Board of Directors at the annual meeting of the Board of Directors to be held at District Six Finals Rodeo pursuant to Article IV, Section 5, hereinabove. The Secretary/Treasurer shall be appointed by the President with approval from the Board of Directors.

The student Officers of the Corporation shall be elected by a majority vote of the Student Members at the annual meeting of the Student Members to be held at the District Six Rodeo Finals pursuant to Article III, Section 3, hereinabove.

Nominations for Officers may be accepted from the floor or placed on the agenda in advance of the meeting. Procedures for the election of all Officers shall conform to Robert's Rules of Order.

Section 3. **Vacancies.** The Board of Directors shall have the power to fill vacancies in the Officer positions at any time. An Officer elected to fill such a vacancy shall serve until the next annual meeting of the Board of Directors or until a successor is elected. Vacancies may be filled or a new office created and filled at any meeting of the Board of Directors.

Section 4. **Resignation.** Any Officer may resign at any time by delivering a written resignation to the President or the Secretary; acceptance of any such resignation shall not be necessary to make the same effective.

Section 5. **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the total Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 6. **President.** The President shall automatically qualify, upon his or her election, as a director of the Idaho High School Rodeo Association, Inc. and the Idaho Junior High School Rodeo Association, Inc. unless the Bylaws of said respective corporations indicate otherwise. Upon his or her election, the President shall also automatically qualify as a Director of the Corporation and as a

Member of the Executive Committee, and shall thereafter attend and preside and at all meetings of the Officers or Directors. The President shall appoint the members of all committees and be an ex-officio member of all such committees, except a Committee of nominations; sign such papers as may be required by his/her office or as may be directed by the Board of Directors; make such reports and recommendations to the Board of Directors and to the members of the Corporation at any regular or special meetings concerning the work and affairs of the Corporation, as in his/her judgment may be necessary for their information and guidance; request from the Secretary/Treasurer and other Officers or Directors , such reports as in his/her judgment are necessary; and perform such other duties as may be incidental to the office.

Section 7. **Vice President**. The Vice-President shall automatically qualify, upon his or her election, as a director of the Idaho High School Rodeo Association, Inc. and the Idaho Junior High School Rodeo Association, Inc. unless the Bylaws of said respective corporations indicate otherwise.

Upon his or her election, the Vice-President shall also automatically qualify as a Director of the Corporation and as a Member of the Executive Committee, and shall thereafter attend all Board of Directors and Executive Committee meetings and other such meetings as directed by the President. In the absence of the President, the Vice President shall assume the duties of the President. In the event of a vacancy occurring in the office of President, the Vice President shall serve as President until the next annual election of officers.

Section 8. **Secretary/Treasurer**. The Secretary/Treasurer shall keep the permanent minutes of the meeting; issue in writing all notices of meetings of members of the Corporation and Board of Directors; notify individuals elected to office or to membership of the Corporation or to the Board of Directors; keep the complete records of the meeting of the members of the Corporation and of the Board of Directors, including an accurate record of attendance of members; and mail such other notices as may be directed by the Board of Directors; be custodian of all records of the Corporation; sign such papers as may be required by his/her office or as directed by the Board of Directors; see that the financial records of the Corporation are fully, accurately and currently maintained. He/She shall cause financial reports and other materials to be submitted for the Board of Directors' information and be responsible to see that these reports are sent to appropriate officials; and shall, in general, perform all of the duties incidental to the office of Secretary/Treasurer and such other duties as, from time to time, may be assigned him/her by the President or by the Board of Directors. The

Secretary/Treasurer may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his/her duties.

Section 9. **Student President.** The Student President shall preside at all meetings of activities the Student Members; and shall, upon his or her election, automatically qualify as a Director of the Corporation and as a Member of the Executive Committee, and shall thereafter attend all Board of Directors and Executive Committee meetings and other such meetings as directed by the President. The Student President shall collect and receive information and requests for changes in the conduct of the District Finals Rodeo and pass these requests on to the Corporation's President.

Section 10. **Student Vice-President.** In the absence of the Student President, the Student Vice-President shall assume the duties of the President. In the event of a vacancy occurring in the office of Student President, the Student Vice-President shall serve as Student President until the next annual election of student Officers. The Student Vice-President shall upon his/her election, automatically qualify as a Director of the Corporation and as a Member of the Executive Committee, and shall thereafter attend all Board of Directors and Executive Committee meetings and other such meetings as directed by the President.

Section 11. **Student Secretary/Treasurer.** The Student Secretary /Treasurer shall keep the permanent minutes of the meetings of the Student Members; issue in writing all notices of meetings of Student Members; keep the complete records of the meeting of the Student Members, including an accurate record of attendance of Student Members; and mail such other notices as may be directed by the Student President; sign such papers as may be required by his/her office or as directed by the Student President; and perform such other duties as may be incidental to the office.

Section 12. **Annual Meeting.** An annual meeting of the Officers shall be held at the District Six Rodeo Finals, at the date, time, and location as designated by the President. Notice of the meeting shall be posted at the rodeo headquarters by the Secretary at least twenty-four in advance of the meeting's scheduled start time.

All annual meetings shall be conducted under Robert's Rules of Order, and the order of business at each annual meeting shall be fixed at the beginning of the meeting and shall include, but is not limited to, the following:

1. Roll call;
2. President's address;

3. Review and approval of the Minutes of the previous meeting;
4. Miscellaneous business—old and new.

Section 13. **Notice of Meeting.** The Secretary/Treasurer shall give notice to the Officers by one or any combination of the following methods: (1) to the extent expressly authorized in these Bylaws as a proper form of notification, posting the meeting notice (2) word of mouth (3) e-mail or other electronic communication or (4) regular or certified mail. If any notice is mailed to Officers, such notices shall be deemed to be delivered when deposited in the United States mail addressed to the Officer at the Officer's address as it appears on records of the Corporation or at such other last known address of which the Corporation may have notice, with postage thereon prepaid.

Section 14. **Waiver of Notice.** Whenever any notice is required to be given to any Officer under the provisions of the Idaho Non-Profit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act") or under the provisions of the Articles of Incorporations of the Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 15. **Proxies.** An Officer may vote either in person or by proxy executed in writing by the Officer. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the Officer who executed it.

Section 16. **Special Meetings.** Special meetings of the Officers may be called by or at the request of the President. The person or persons authorized to call special meetings of the Officers may designate any place as the place for holding any special meeting of the Board of Directors called by them. Written notice of the exact date, time, and place of the meeting shall be given as least one (1) week prior to the meeting. The purpose of any special meeting of the Officers shall be specified in the notice or waiver of notice of such meeting.

Section 17. **Quorum.** A majority of the Officers shall constitute a quorum for the transaction of business at any meeting of the Officers, but if less than a majority of the Officers are present at said meeting, a majority of the Officers present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

## **ARTICLE VI. COMMITTEES**

Section 1. **Appointment of Committees.** The Board of Directors may establish such

committees as it deems necessary or appropriate to carry out the business of the Corporation. Committees designated by the Board of Directors may be composed of Officers, Directors, or Members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 2. **Term of Office.** All committee members shall serve at the pleasure of the Board of Directors, and the Board of Directors may remove committee members or disband committees as it deems appropriate.

Section 3. **Executive Committee.** There shall be an Executive Committee of the Board of Directors composed of the President, Vice President, Student President, Student Vice-President, and two (2) Directors at large which shall be appointed by the President. Any four (4) of these six (6) individuals 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.

## **ARTICLE VII. MISCELLANEOUS**

Section 1. **Indemnification.** The Corporation shall indemnify any Director, Officer or former Director or Officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Director or Officer, except in relation to matters as to which he/she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

Section 2. **Depositories.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect.

Section 3. **Contracts.** The Board of Directors may authorize any Officer(s) or Agent(s) of the Corporation, in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. **Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation must be signed by the



President and the Secretary/Treasurer.

Section 5. **Fiscal Year**. The fiscal year of the Corporation shall end on 31<sup>st</sup> day of July and commence on the 1<sup>st</sup> day of August of each year.

Section 6. **Investment**. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 7. **Annual Audit**. The financial books and records of the Corporation shall be audited by a certified public accountant as required by law and/or as request by the Board of Directors.

Section 8. **Books and Records**. The Corporation shall keep correct and complete books and records of all accounts, and shall also keep minutes of the proceedings of all meetings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member or his agent or attorney or the general public for any proper purpose at any reasonable time upon request.

Section 9. **Dissolution**.

1. A resolution to dissolve the Corporation shall be submitted to a two-thirds (2/3) majority vote of the Board of Directors.
2. Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to the state or local government, for a public purpose.

Section 10. **Nondiscrimination**. This Corporation is an equal opportunity organization and shall make available its services without regard to race, creed, age, sex, color, ancestry or national origin.

Section 11. **Political Activity**. The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office.

However, this By-Law shall not be construed to limit the right of any official or Member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in or intervening in (including the publication or distribution of statement), any political campaign on behalf of or in opposition to any candidate for public office.

Section 12. **Gifts**. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, and bequest or devise for the general purposes or for any special purposes of the Corporation.

Section 13. **Dues**. There shall be Membership dues as established by the Board of Directors.

Section 14. **Parliamentary Procedure**. All meetings of the Board of Directors and Membership shall be governed by Robert's Rules of Order (current edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

## **ARTICLE VIII. CONTESTS AND CONTESTANTS**

Section 1. **Contests**. The Corporation shall annually conduct a District Six Finals Rodeo under the rules and regulations as set forth in the National High School Rodeo Association Rule Book to determine State Rodeo Division qualifiers. All eligible participants shall be permitted to compete in the Division Six Finals Rodeo.

The competitors at the State High School Finals shall be the top six (6) placers in each event from each District; except the queen contest, for which the competitors will be each District's Queen and first runner up. In the event that one of the top six placers from a district cannot participate at the state finals (i.e. due to injury or ineligibility, etc.) the seventh place contender will move up to the sixth place position. A tie breaker will be decided by the single fastest time or single highest score during the district season, or if inapplicable, then by a flip of a coin.

No ground rules will be implemented unless passed and approved by the Board of Directors.

Section 2. **Contestants**. Contestants shall be determined and governed by the following standards:

1. Grade policy: In order to become a Student Member or contestant in the District Six Rodeo Finals, a student must submit a copy of the student's most recent report card issued by the respective school that has been signed, dated and sealed by an authorized school official along with a good standing eligibility slip signed and dated by the school. The student must have at least a 2.0 accumulative grade point average on each report card. All + and - will be dropped. (i.e. all a's = 4.0, all b's = 3.0 all c's = 2.0 all d's = 1.0 and f's = 0). After becoming a Member, each Student Member must submit a current or final report card prior to the District Six Finals Rodeo. Home schools must be accredited by the state of Idaho and turn in grades as if the Student Member is attending public school. If the home school program is not accredited by the state of Idaho then the Student Member must take proficiency tests once each year and pass at his/her current grade level in order to become a Member or to participate in the District Six Finals Rodeo.
2. Any complaint of rules governing an event will be handled in accordance with the National High School Rodeo Association Rule Book.
3. All other complaints must be submitted in writing to the Student President. If no resolution is reached, the Student President shall consult the Board of Directors. If resolution is not reached, the Board of Directors will consult the National Director of the Idaho High School Rodeo Association, Inc. If resolution is still not reached the National Director will contact the National Rodeo Association office for clarification. In order for a resolution to be reached, both parties must agree that it is in accordance with the rules. If either party does not agree, the Board of Directors shall consult the next level of authority. All complaints will be encouraged to be resolved at the lowest level possible.

#### **ARTICLE IX. AMENDMENTS**

These Bylaws may be altered, amended or repealed and a new set of Bylaws adopted by a two-thirds (2/3) vote of the Board of Directors. At least fifteen (15) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.



