

NEBRASKA HIGH SCHOOL RODEO ASSOCIATION, INC.
REVISED BY-LAWS

ARTICLE I.
OFFICES

The principal office of the Corporation in the State of Nebraska shall be located ~~in the Village of Maywood at 514 Pete's Drive, Newman Grove, Nebraska 68758, County of Frontier~~. The Corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors, and giving notice thereof to the Secretary of State as provided by the Laws of the State of Nebraska.

ARTICLE II.
MEMBERS

Section 1. Classes of Members. The Corporation shall have two classes of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

~~A. — Non-contestant Membership: Any person regardless of his or her residency, may become a member when he or she expresses a wish to become a member and pays the required annual membership fee as set by the Board of Directors for an annual membership card.~~

———Contestant Membership: Any junior high or high school student qualified under the contestant qualifications section of the National High School Rodeo Association Rules, Constitution and By-Laws may become a member when he or she ~~expresses a wish to become a member and~~completes the required membership application and pays the required annual membership fee as set by the Board of Directors ~~_(subject to change by the Board of Directors)~~ for an annual contestant membership ~~card~~. Each contestant membership entitles the member and one parent (adult membership) a vote at each general membership meeting. All votes must be cast in person. No proxy voting shall be allowed. Annual memberships shall expire annually the day after the National Finals High School Rodeo concludes.

~~B. — Adult Membership: The adult membership comes with the Contestant Membership for one parent to have a vote at any membership meeting. The Adult membership does not have a vote at any contestant meeting.~~

~~C. — Upon payment of the required amount of either non-contestant or contestant membership and upon receipt of a membership card, a member shall have all the rights and privileges herein set out, and qualify as a member in good standing for a period from August 1st of each year to the 31st day of July following.~~

~~D.A. Evidence of membership shall be a membership card, carrying upon it the year for which it is issued. The Association Secretary shall maintain a registry of current members.~~

~~E.B. Each non-contestant member shall be entitled to vote on each matter submitted to a vote of the members, however, in order to exercise that vote a non-contestant member must be present, and no casting of any votes on any matter submitted to the vote of the members shall be done by proxy. Contestant members may vote at contestant membership meetings. Non-contestant members shall not be entitled to a vote at the contestant membership meetings.~~

~~Section 2. Record of Memberships. All membership cards issued in any year shall be numerically numbered and an accurate record kept by the Secretary of the Board of Directors by recording the number and corresponding person receiving the membership card.~~

Section 3. Transfer of Memberships. All annual memberships shall be non-transferable and non-assignable.

Section 4. The National High School Rodeo Association and/or NEHSRA rules and procedures shall govern the expulsion, suspension, or termination of a member.

ARTICLE III.

Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held ~~during in conjunction with~~ the Nebraska ~~Championship State Finals~~ High School Rodeo in town, village or city where said rodeo is being held, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting, ~~which shall be held between the 15th of June and the 15th of July of each year hereafter.~~

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the ~~members~~contestant and adult members ~~having voting rights.~~

Section 3. Place of Meetings. The Board of Directors may designate any place within the State of Nebraska as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

SECTION 4. Notice of Meetings. ~~Written or printed notice~~Notice stating the place, day and hour of any meeting of members shall be ~~delivered, either personally or by mail, to each member entitled to vote at such meeting~~posted on the Association website, not less than ten ~~nor more than fifty~~ days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. ~~If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.~~

Section 5. Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at each meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting ~~from time to time without further notice.~~

ARTICLE IV, Board of Directors

Section 1. General Powers. Its Board of Directors shall manage the affairs of the Corporation. Directors shall be members of the Corporation and in good standing.

Section 2. Number. Tenure and Qualifications. ~~The Board of Directors shall consist of twelve adult members, the National Director, the Nebraska Junior High National Director, and the Nebraska High School Student President~~The number of Directors shall be fourteen. Twelve Adult Directors, shall be elected by the membership, with four Directors being elected at the annual membership meeting held in conjunction with State Finals each year to fill seats vacant due to term-limits. Each Director shall be elected for a term of three years and shall serve until his successors shall have been elected and qualified. ~~No Director elected by the membership may serve more than two (2) consecutive terms (6 years). To insure proper representation, no two Directors shall be elected, at any given election with the same post office address. No Director may serve more than two (2) consecutive terms (6 years).~~ Additionally, t

~~The duly elected National Director shall be elected and appointed by the Board of Directors. Also, the Junior High National Director shall be elected and appointed by the Board of Directors. shall be a member of the Board with voting rights, and one contestant member~~ The High School Student President, shall be elected annually, by the contestant members.

Each of the fifteen members shall have the same rights and privileges as Directors or members of the Board of Directors. as a Board Member with voting power.

To ensure proper representation, no adult member with the same post office address as another nominee, adult director, or one of the National Directors can be nominated, elected or appointed as a Director unless the Director residing at the same address has provided their resignation or will be term limited prior to the newly elected Director being qualified (The Student President may reside in the same household as a non-contestant Director).

Section 3. Vacancies. A vacancy in any seat of the Board of Directors because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In the event a Director has two (2) consecutive un-excused absences, that board member shall be replaced.

Section ~~3~~4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section ~~4~~5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call a special meeting of the Board may pick any place as the place for holding any special meeting of the Board called by them.

Section ~~5~~6. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days ~~previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice were given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company prior to the meeting, by posting notice of said meeting on the Association website.~~ Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Duties of the Board of Directors. The duties of the Board of Directors shall be:

- (a) to transact the general business of the association in the interim between annual conventions.
- (b) establish major administrative policies governing the affairs of the association and devise and mature measures for the association's growth and development.

~~(b)~~ To fill all vacancies on the Board of Directors.

(c) ~~have the power~~ to determine the site of the annual Nebraska High School Rodeo Finals by procedures outlined in the rules of the Corporation as adopted by the Board of Directors.

ARTICLE V.

Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President and a Secretary/Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary. Neither the National Director nor the Student President shall hold another officer position.

Section 2. Election and Term of Office. The officers of the Corporation are elected at the first regular Board of Directors meeting following the annual membership meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and ~~shall have~~ qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. In general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice-President. In the absence of the President or in event of his inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VII. of these by-laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors ~~in one or more books provided for that purpose,~~ see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. National Director. The National Director's duties shall be as defined in the National Association rule book:

State Responsibilities

- (a) To monitor the State Association to ensure all governing rules are followed, proper business and finance procedures are conducted.
- (b) To include acting as coordinator in all State/Province sanctioned rodeos. Any flagrant abuse will be brought to the attention of the National Director. State/Province Member Associations are encouraged to resolve all problems at the State level. If a problem cannot be resolved with the National Director and the problem prevents the rodeo from being held, an emergency conference may be invoked with the National President or designee. At such a conference a State/Province Member Association designee and the National Director shall be present. Executive action may be required and a contestant or the entire State/Province rodeo may be disqualified. It is to the best interest of Rodeo, contestant, and spectator to resolve problems as soon as possible, and to continue with a performance. Judges, arena directors and board members should cooperate with National Directors in all matters, except for emergency problems as noted above. The decision reached by a National Director shall remain final unless reversed by the National Executive Committee whose action will come before the National Board at the next regular meeting.

- (c) Each National Director may appoint or select a Junior High Director for his/her state/province to handle some of the duties of the junior high division. The Junior High Director would report to the National Director as well as the State/Province Board of Directors. The National Director would have the same authority within the Junior High Division for that state/province as is outlined in the duties of a National Director in the NHSRA By-Laws and Rulebook
- (d) Representative for the State Association to the National Association.

National Directors Responsibility at the National High School Finals Rodeo:

- (a) Must check in with the National President (or his/her appointed representative) before the contestant check-in deadline. Each National Director has the privilege of selecting an Assistant National Director for the Finals.
- (b) Be responsible for his/her State/Province contestants, and 12 be responsible for, but may delegate actual checking of each room and each camp site prior to and following occupancy for damages.
- (c) May be housed with their State Delegation and be responsible for their contestants' and parents' conduct or designate an adult to assume their responsibility.
- (d) Must meet with Executive Committee upon call or have designated an adult to assume his/her responsibility in any matter involving his/her State/Province's contestants.
- (e) Assume any duties assigned by National Board of Directors.
- (f) Any National Officer's correspondence with a State/Provincial Secretary or National Director requires an answer within time specified.

ARTICLE VI.

Committees

Section 1. The Executive Committee shall consist of the National Director, President, Vice-President, Secretary, and Treasurer. 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.

Section ~~12~~. Committees of Directors. ~~The~~ The President by appointment or the Board of Directors by resolution ~~adopted by a majority of the Directors in office~~, may designate and appoint one or more committees, each of which shall consist of one or more Directors.

ARTICLE VII.

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers agent or agents of the Corporation, in addition to the officers so authorized by these by-laws 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 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5. Expenses of Directors. The Association shall be responsible for the legitimate expenses of the National Director's, while attending the National Association meetings and Rodeos and any other Director's reasonable and necessary expenses incurred on behalf of the association in carrying out their duties.

ARTICLE VIII.

Books and Records

Section 1. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and any committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Audit. An audit of the funds of the Corporation shall be conducted at the end of the fiscal year by a Certified Public Accountant. The result of this audit shall be ~~reported at the mid-winter meeting~~ published for the members review.

ARTICLE IX.

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of ~~August~~ September and end on the last day of ~~July~~ August each year.

ARTICLE X.

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "CORPORATE SEAL OF THE NEBRASKA HIGH SCHOOL RODEO ASSOCIATION."

ARTICLE XI.

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, 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.

ARTICLE XII

Amendments To By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular or any special meeting of the general membership with quorum present, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XIII

Qualifications for Contestants

Section 1. All contestants who participate in the annual Nebraska High School State Finals Rodeo or the Nebraska Jr. High State Finals Rodeo must have a Contestant Membership in the Corporation, a National High School Rodeo Association Membership and an insurance card issued by the National High School Rodeo Association.

Section 2. Qualifications for State Championship-Finals Rodeo. A Contestant must qualify for the State Championship-Finals Rodeo according to the point system as adopted and approved by the Board of Directors.

Section 3. The rules of the National High School Rodeo Association shall govern all activities and qualifications of contestants.

ARTICLE XIV.

Gender Neutral

Any reference to "him or her" in the Articles of Incorporation or By-Laws for the Nebraska High School Rodeo Association, Inc. is gender neutral.

rf/corp99(rodeolaw