

ARIZONA HIGH SCHOOL RODEO ASSOCIATION, INC.

BY-LAWS

An Arizona Non-Profit Organization

ARTICLE I

Purposes and Aims

*Section 1.* To maintain order and standards set up by the National High School Rodeo Association and the Arizona High School Rodeo Association among members at their functions. The Arizona High School Rodeo Association, Inc., is organized primarily for charitable and educational purposes.

*Section 2.* To promote high school rodeo on a statewide scale and work toward this by bringing statewide recognition to this activity for students who are under 20 at the first of the AHSRA year (September 1) and are, or have been enrolled in the 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, or 12<sup>th</sup> grade the year just preceding the National Finals Rodeo the contestant is entering as long as they have met their grade requirements according to the National High School Rodeo Assn. Rule Book, even if they have graduated in the middle of the year, or have attended school on half days, they will be eligible to compete in National High School Rodeo through the National Championship Finals. Any student attending schools which apply to high school credits is eligible for membership if he/she meets all other requirements of his/her school.

*Section 3.* To promote professional conduct and good sportsmanship at the various rodeos by setting up certain standards for which to strive.

*Section 4.* To keep the Western Heritage alive in America and in the State of Arizona.

*Section 5.* To promote a closer relationship among the people interested in this activity and the organizations they represent.

- (a) To promote humane treatment of animals.

*Section 6.* To increase and maintain interest of the high school student in rodeos and other functions.

*Section 7.* It is the intent of the Arizona High School Rodeo Association to encourage any student to continue in school as a regularly enrolled student and to improve his/her education.

*Section 8.* To assist and work in cooperation with the National Intercollegiate Rodeo Association, the Professional Rodeo Cowboys Association and the Canadian Rodeo Cowboys Association.

*Section 9.* No part of the net earnings of the corporation shall inure to 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 to make payments and distributions in furtherance of the purposes set forth in paragraphs 2, 3, 4, 5, 6, 7, and 8 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the participation in or intervention in, including the publishing or distribution of statements(s), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions except as provided in these Articles, the corporation shall not carry on any other activities not permitted to be carried on.

- (a) By a corporation exempt from Federal Income Tax under Section 501 (c) 3 of the Internal Revenue Code of 1954 (or amendments thereto).
- (b) By a corporation, contributions to which are deductible under Sections 170 (c)2 of the Internal Revenue Code of 1954, (or amendments thereto).

*Section 10.* In the event of the dissolution of this non-profit corporation, any assets belonging to the Arizona High School Rodeo Association, after paying or making provisions for the payment of all liabilities of the corporations, will dispose of the assets of the incorporation exclusively for the purposes of the corporation and in such manner or to such organization or organizations, organized exclusively for charitable, educational, religious, or other scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) 3 of the Internal Revenue Code of 1954 (or amendments thereto), as the board of this corporation shall determine. Any such assets not so disposed of shall be disposed of 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 purposes.

## ARTICLE II

### MEMBERSHIP ASSOCIATION

*Section 1.* The Arizona High School Rodeo Association (High School Association and Junior High School Division if applicable) hereinafter to be known as the AHSRA shall be statewide.

*Section 2.* The AHSRA shall be incorporated as a not-for-profit corporation, shall abide by the laws of Arizona and Federal laws and regulations. The AHSRA shall have Article of Incorporation and By-laws consistent with the National High School Rodeo Association constitution and By-laws.

*Section 3. DUES:* There shall be two (2) classes of memberships:

- (a) **STUDENT:** The annual membership dues for students shall be as set by the Board of Directors from time to time.
- (b) **ADULT:** The annual membership dues for adults shall be as set by the Board of Directors from time to time. Dues shall be deemed to be contributions, and no member shall in any event acquire an ownership interest in the corporation by virtue of payment of such dues. Dues are payable annually at the first rodeo of the year, but may be paid any time during the year. Members who have paid dues, and who abide by the rules and By-laws, are members in good standing.

*Section 4. PROBATION, SUSPENSION, AND EXPULSION:* Any member, student, or adult, who makes themselves incompatible to the operation of the program by words or deeds, may be placed on probation, suspended, or expelled according to the NHSRA Rule Book.

*Section 5. MEETINGS:* Meetings of the general membership include both student and adult members in good standing. Meetings shall be held at regular intervals and at such time and place to be determined by the Board of Directors.

*Section 6. ANNUAL MEETING:* The Annual Meeting of the general membership shall be in conjunction with the first AHSRA rodeo of the school year (season).

- (a) **ANNUAL ELECTION MEETINGS:** The Annual Election meetings of the students and the adult officers and directors shall be held prior to the AHSRA Finals Rodeo.
- (b) **ANNUAL BOARD OF DIRECTORS MEETINGS:** The Annual Board of Directors meeting shall be following the NHSRA Finals Rodeo, and prior to the first AHSRA rodeo for the school year (season).

*Section 7. VOTING:*

- (a) **STUDENTS:** Each member in good standing shall be allowed one (1) vote at general membership meetings, and for student event directors, and student officers.
- (b) **ADULTS:** Each member in good standing shall be allowed one (1) vote at general membership meetings, and for adult officers and board members.

### ARTICLE III

#### BOARD OF DIRECTORS

*Section 1.* The Board of Directors for each division (High School Division and Junior High School Division) shall include the following:

(a) EXECUTIVE BOARD: See Article VI(b) ADULT DIRECTORS: Twenty (20) members, other than students, shall be elected annually by the membership at the Annual Election Meeting. Directors must be members in good standing of the association.

(c) STUDENT DIRECTORS: Five representative students are to be chosen at each meeting from the student officers and event directors present.

*Section 2.* RODEO SECRETARY: A rodeo secretary will be hired by the board of directors annually. Each applicant must submit an application at the Annual Election Meeting to be considered by the board. Rodeo secretary will be chosen at the AHSRA Finals Rodeo meeting. Salary will be set by the Board of Directors annually. The rodeo secretary shall be a non-student member of the association and ex-officio member of the Board of Directors for the year that he/she is on salary. A contract between AHSRA and the chosen rodeo secretary shall be entered into each year.

(a) The Rodeo Secretary shall perform all prescribed duties of the rodeo secretary in accordance with the NHSRA rule book, to include, but not be limited to the following:

- (1) Issue numbers to all members in good standing
- (2) Keep a roster of all members in good standing
- (3) Submit roster of competing members to National Office
- (4) Entries
- (5) Pay Off
- (6) Worksheet
- (7) Select timers from a board approved list
- (8) Compile rodeo results to be published
- (9) Supervise stock draw
- (10) Keep an accounting of all national team points and year-end all-around and events points
- (11) Submit list of competing members to state secretary for insurance purposes.

*Section 3.* NOMINATIONS AND VOTING: The president shall appoint a nominating committee consisting of not less than three (3) current directors who shall nominate persons to be presented to the membership for election to the board annually. The election will be held at the Annual Election Meeting by secret ballot. Each member in good standing (student and adult) will be allowed one ballot. There shall be no cumulative voting.

*Section 4.* TERM: Ten directors shall be elected annually at the Annual Election Meeting. This term shall be two (2) years, and each board member shall serve not more than two (2) consecutive terms. Terms shall commence on the first day of the month immediately following the NHSRA Finals.

*Section 5.* QUORUM: A majority of the board of directors shall constitute a quorum to do business. Voting at board meetings shall be by a majority vote cast in person or by proxy. Proxies shall be in writing, indicate the term of the proxy and signed by the director. The proxy shall be presented to the presiding official at the beginning of the meeting to be qualified, and must state which

director will have the authority to vote on his/ her behalf. A simple majority is required except where otherwise specified by the By-laws.

*Section 6. MEETINGS:* Regular meetings of the Board of Directors shall be called by the president on ten (10) days notice to each director either personally, by mail, telephone, email, or facsimile, and shall be held at such time and place as is specified in the notice thereof. The Board of Directors shall meet a minimum of four (4) times a year.

(a) *SPECIAL MEETINGS:* Special meetings of the Board of Directors may be called by the president or two (2) Board Members with a forty-eight (48) hour notice either personally, by telephone, e-mail, or facsimile. Notice shall include the purpose of the emergency meeting. Agenda shall be limited to nature of the emergency for which the meeting was called. Special meetings shall be called by the president in like manner and notice upon written request of a majority of the Board of Directors.

*Section 7. DUTIES:* The Board of Directors shall:

- (a) Transact the general business of the association
- (b) Establish major administrative policies governing the affairs of the association.
- (c) Provide for the maintenance of an office for such work of the officers and committees as may be deemed necessary and expedient
- (d) Provide for the proper care of materials, equipment and funds of the association, for the payment of legitimate expenses, and for the annual auditing of all books by an accredited CPA.
- (e) Act upon application for, or suspension from membership in this association.
- (f) Have the power to fill vacancies on the Board of Directors. In the event a director misses two (2) unexcused scheduled meetings, he/she may be replaced.
- (g) Have the authority to hire the rodeo secretary and CPA.
- (h) Serve on at least one standing or special committee.

*Section 8. VACANCIES:* Vacancies shall be filled by a majority vote of the remaining Board of Directors then in office, though less than a quorum, or by a sole remaining director. The director filling a vacancy shall complete the remaining term.

*Section 9. NATIONAL DIRECTOR:* One (1) National Director will be nominated by the AHSRA to serve on the National Board of Directors. Nominations for the National Director will be made at the Annual Election Meeting of the year in which the term of the National Director expires. The nominee must be an adult member in good standing of the association. The AHSRA Board of Directors will verify, by the way of an election by the Board of Directors, a nominee for the National Director of the association to the secretary of the National Association in accordance with the NHSRA rule book. The initial term of the National Director shall be one (1) year and succeeding terms shall be for five (5) years. When term has expired by virtue of resignation, expulsion, or death, the National Director will be elected by a majority vote of the Board of Directors of the association. The director filling a vacancy shall complete the remaining term.

(a) AHSRA shall be responsible for their National Director's legitimate expenses approved by the Board of Directors while attending national meetings. A maximum expense limit will be set annually by the Board.

(b) The National Director's duties on the state level shall include, but are not limited to, acting as a coordinator in all state sanctioned rodeos and serving on the Executive Board. Any flagrant abuse of the rules of the NHSRA or the AHSRA will be brought to the attention of the National Director. The AHSRA is 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 held with the AHSRA president or designee. At such a conference, an AHSRA designee and the National Director shall be present. Executive action may be required and a contestant or State/ Province may be disqualified. It is in the best interest of the rodeo, contestants and spectators to resolve problems as soon as possible, and to continue with the performance. Judges, arena directors and board members should cooperate with National Director in all matters, except as noted above. The decision reached by the

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) The National Director shall serve as an ex-officio member of the High School Association and Junior High School Division Association Board of Directors.

#### ARTICLE IV

#### ADULT OFFICERS

*Section 1.* The adult officers of the AHSRA shall be president, vice-president, association secretary, and treasurer and shall be held by non-student members in good standing with the association. The nominees for president and vice-president must have served at least one (1) year as a board member prior to nomination; however, the association secretary and treasurer can be elected to the board and the office simultaneously. All nominees for association adult officers will be nominated by the Board of Directors and voted upon by the general membership in good standing at the Annual Election Meeting.

*Section 2.* The adult 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) **PRESIDENT:** The president shall be the chairman of the Board of Directors and an ex-officio member of all committees. In addition, he/she shall be authorized to do the following:

- (1) To preside over all association meetings
- (2) To appoint all committees
- (3) To call special meetings
- (4) To coordinate association efforts with officers and members.
- (5) To select judges from a list approved by the majority of the Board of Directors.
- (6) To schedule and negotiate all rodeo contracts.

(b) **VICE-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 the president, the vice –president shall serve as president until the next annual election of officers. A new vice-president will be elected by the Board of Directors from the remaining adult board members at the next regular or special meeting called for this purpose.

(c) **ASSOCIATION STATE SECRETARY:** The state secretary or designee shall keep complete minutes of all meetings of the association. A copy of the minutes shall be preserved with all documents of the association. The State Secretary shall do the following:

- (1) Maintain in effect the necessary rodeo liability insurance
- (2) Maintain insurance and emergency medical release forms for all contestants during each rodeo.
- (3) Transcribe minutes of all meetings and submit to the Board of Directors within thirty (30) days
- (4) File all correspondence and forms as required by the National High School Rodeo Association
- (5) Obtain official approval of all AHSRA activities from the National High School Rodeo Association
- (6) Submit a calendar of events for publication
- (7) Work with other officers in accordance with the direction of the president and/or Board of Directors, and/or National Director.
- (8) May request that the president appoint assistant secretaries to aid in prescribed duties.

(c) **TREASURER:** The treasurer shall collect, receive and have charge of all funds of the association and deposit such funds in the bank as designated by the Board of Directors. In addition the treasurer shall:

- (1) Provide such reports, financial, etc. after each rodeo to the board of directors within 30 days and to be available for inspection at each rodeo.
- (2) Maintain a checking account for expenses required to fulfill the association responsibilities to each rodeo, and maintain proper accounting methods.
- (3) Keep a financial record of the association's business and provide a report at each board meeting.
- (4) Provide such reports as to make an annual audit possible by an accredited CPA when requested by the board of directors.
- (5) Prepare and submit annual reports to Arizona Corporation Commission and the Internal Revenue Service.
- (6) Shall be bonded at a rate as determined by the Board of Directors annually.

*Section 3.* TERMS: The terms of office of all officers elected at the annual election meeting shall commence immediately following the National High School Finals Rodeo and shall serve a one (1) year term, or until a subsequent officer is elected.

*Section 4.* REMOVAL: Any officer, elected or appointed, may be removed from office by the Board of Directors at any regular or special meeting called for this purpose by a majority vote of the entire Board of Directors whenever, in its judgment, the best interests of the association would be served thereby.

*Section 5.* VACANCIES: A vacancy in any office, because of resignation, removal, disqualification, or otherwise, maybe be filled by a majority vote of the Board of Directors still in office, though less than a quorum, for the remaining portion of the term.

## ARTICLE V

### STUDENT OFFICERS, EVENT DIRECTORS AND MEMBERS

*Section 1.* All AHSRA contestants shall be members of the National High School Rodeo Association.

*Section 2.* The student members from the High School Division and Junior High School Division shall elect a president, vice-president, treasurer and secretary and event directors to consist of two (2) directors for each event to preside over the activities of the contestants during their term.

*Section 3.* In addition, the Queen shall serve as the single director for the Queen Contest Event during the year of her reign.

*Section 4.* Procedure for election of officers shall conform to Robert's Rules of Order on parliamentary procedure.

(STATED ON PAGE 7, ARTICLE VII, SECTION 5)

*Section 5.* The election of student officers and event directors shall coincide with the election of the adult board of directors at the Annual Election Meeting.

*Section 6.* In the case of a vacancy of an event director due to death, resignation, or expulsion, the vacancy shall be appointed by the student president for the balance of the term. A vacancy of an office will be elected by the remaining student directors.

*Section 7.* The student officers and event directors shall attend all Board of Directors meetings and perform such other duties the adult officers may direct. Each event director shall serve on at least one (1) of the standing committees. If student officers or event directors miss two (2) unexcused scheduled board meetings, they may be replaced by the majority vote of the remaining student officers and directors, at which meeting a duly constituted quorum is present.

*Section 8.* Student officers and event directors shall also collect and receive information and request changes in the conduct of all state sanctioned rodeos and provide these requests to the adult association officers.

*Section 9. TERMS:* The student officers and event directors shall serve a one (1) year term to commence on the first day of the month immediately following the National High School Finals Rodeo.

*Section 10.* Each director shall serve on at least one (1) of the standing or special committees.

## ARTICLE VI

### EXECUTIVE BOARD

*Section 1.* The Executive Board shall consist of eleven ( 11) members which shall include:

- (a) ADULT DIRECTORS: The adult directors serving on the Executive Board shall be the officers of the High School association, the National Director, two(2) girls event directors, one(1) rough stock rider event director, and one (1) timed event director. These directors are to be elected annually .
- (b) STUDENT DIRECTORS: The student directors serving on the Executive Board shall be the student president, two (2) girls' event directors, one (1) rough stock rider event director, and one (1) timed event director (boy). These directors are to be elected by the High School Association Board of Directors annually at the Annual Election Meeting by the student officers and directors at the Annual Election Meeting.
- (c) President of the Junior High School Division

*Section 2. MEETINGS:* The Executive Board shall meet at the request of the president or any other two Executive Board members for the purpose of conducting any emergency business of the association in which there is insufficient time to call a meeting of a full Board of Directors. (NOTE: The grievance committee is authorized to decide issues pertaining to event rules and clarifications at rodeos).

- (a) AT RODEOS: These meetings may be called to conduct emergency business of the association on fifteen (15) minutes notice at AHSRA rodeos at such time that each member (if in attendance) be notified personally. If a quorum of the Executive Board is not in attendance, then a committee of not less than three (3) members, appointed by the president will decide the issue.
- (b) At times other than at AHSRA rodeos, the meetings may be called on a 24-hour notice to each Executive Board member. These decisions may be made by a telephone or a facsimile poll made by the president.

*Section 3. QUORUM:* A quorum of the Executive Board shall be not less than six (6) members.

*Section 4. POWERS:* Any business transacted by the Executive Board shall be ratified by a majority of the Board of Directors at its next meeting.

## ARTICLE VII

### MEETINGS

*Section 1. MEETINGS:* Meetings of the general membership shall include both student and adult members in good Standing. Meetings shall be held at regular intervals and at such time and place to be determined by the membership.

- (a) ANNUAL ELECTION MEETINGS: The Annual Election meetings of the students and the adult officers and directors shall be held prior to the AHSRA Finals Rodeo.
- (b) ANNUAL BOARD OF DIRECTORS MEETINGS: The Annual Board of Directors meeting shall be following the NHSRA Finals Rodeo and prior to the first AHSRA rodeo of the school year (season).

*Section 2.* NOTICE OF MEETINGS: Notice of meetings shall be given as follows:

- (a) Notice of Annual Election meeting shall be given in rodeo day sheet prior to the rodeo where it will be held.
- (b) Notice of the Annual Board of Directors Meeting shall be given by the State Association secretary at least twenty (20) and not more than (60) days before the Annual meeting, and notice of any amendments to the By-laws will be included in such notice.

*Section 3.* The order of business at each meeting shall be fixed at the beginning of the meeting and shall include, among other things:

- (a) Roll call of director
- (b) Address of the president
- (c) Minutes of the previous meeting
- (d) Reports of officers
- (e) Reports of standing committees
- (f) Reports of special committees
- (g) Reports of board directors, student officers and directors
- (h) Miscellaneous business, old and new.

*Section 4.* All meetings and elections will be conducted under Robert's Rules of Order.

#### ARTICLE VIII

#### COMMITTEES

*Section 1.* STANDING COMMITTEES:

- (a) Each committee shall consist of at least three (3) members of the association who shall be appointed by the president. The committee chair must be a member of the board of directors. If five (5) or more board members dissent on the appointments to said committee, then a referendum shall be conducted.
- (b) The association shall have the following standing committees:
  - 1. By-laws
  - 2. Fund Raising/Sponsorship
  - 3. Public Relations
  - 4. Awards
  - 5. Queen
  - 6. Nominating/Election
  - 7. Finals Rodeo Committee
  - 8. Grievance Committee (Subject to change at each rodeo)

9. Any committee deemed necessary by the Board of Directors.

*Section 2.* SPECIAL COMMITTEES: Other committees not having and exercising authority of the Board of Directors in the management of the association may be designated by the president. Any member thereof may be removed by the person or persons, authorized to appoint such member, whenever, in their judgment, the best interests of the association shall be served by such removal.

(a) GRIEVANCE COMMITTEE: A grievance committee to decide issues pertaining to event rules and any other rodeo related questions shall be implemented from time to time. Decisions made by such committee shall not conflict with the NHSRA or AHSRA rules, and shall be subject to review by the Board of Directors.

#### ARTICLE IX

##### CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

*Section 1.* CONTRACTS: The Board of Directors may authorize officers, agent or agents of the association, 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 and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

*Section 2.* CHECKS, DRAFTS, OR ORDERS: All checks, drafts or orders for the payment of money, notes or other evidence indebtedness issued in the name of the association, shall be signed by the treasurer, president, or secretary of the association.

*Section 3.* DEPOSITS: All funds of the association shall be deposited to the credit of the association 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 any purpose of the association.

#### ARTICLE X

##### STATE FINALS CONTEST

*Section 1.* The Arizona High School Rodeo Association, Inc. will conduct a State/Province Championship Rodeo each year. The Championship High School Rodeo will qualify contestants in the first four places in each event. Ties for the fourth (4<sup>th</sup>) position will be eligible to enter that event. (As described in the NHSRA rule book).

#### ARTICLE XI

##### AMENDMENTS

*Section 1.* These By-laws may be amended at the regular and/or special meeting of the Board of Directors. There shall be written notice, including the proposed alternation or repeal, contained in the notice of such meeting within thirty (30) days prior to the meeting. These By-Laws may be amended by a two-thirds (2/3) vote of the board members present, at which meeting a duly constituted quorum is present.

#### ARTICLE XII

##### GENERAL

*Section 1.* The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the association at all meetings to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the association may adopt.

*Section 2.* The statutory Agent shall be designated from time to time by the Board of Directors.

*Section 3.* Exhibits or amendments to the By-laws may be attached from time to time by a majority vote of the Board of Directors.

EXHIBITS:

Standing Rules

ACCEPTANCE OF BY-LAWS:

I certify that the foregoing By-laws of Arizona High School Rodeo Association, Inc. consisting of (10) pages were adopted at the meeting of the Board of Directors held on \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Legal review was completed by \_\_\_\_\_ on \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary