



IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC.

An Idaho Nonprofit Corporation

Amended 2024 By-laws

ARTICLE I - OFFICES

Section 1 - Principal Office

The principal office of IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC., an Idaho nonprofit Corporation (the "Corporation"), shall be located at the location outlined 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 Corporation's registered office to be maintained in the State of Idaho shall be located at the location outlined in the Articles of Incorporation. It 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 and Jr. High Rodeo in the state of Idaho.

Specifically, the Corporation shall be organized and operated to:

1. Maintain the standards the National High School Rodeo Association ("NHSRA") sets.
2. Be organized and exist exclusively for charitable and educational purposes.
3. Promote High School Rodeo grades 9-12 and Jr. High School Rodeo grades 5-8 on a statewide scale and work toward this goal by bringing state 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 High School and Jr. High Rodeo through the development of sportsmanship, horsemanship, and character in the youth of the state of Idaho.
5. Keep the Western heritage alive in America and the state of Idaho.
6. Promote a closer relationship among people interested in this activity and the organizations they represent.
7. Increase and maintain interest in High School and Jr. High Rodeo.
8. Encourage all rodeo students to excel in school and to improve her/his general education.
9. Act within the power granted by these By-Laws 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 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 and Regulation

The IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC. and its Members, Officers, and Directors are regulated not only by these By-Laws but also by the National High School Rodeo Association ("NHSRA") Rule Book.

Section 6 - Districts

The IDAHO HIGH SCHOOL RODEO ASSOCIATION, INC. has established and oversees **nine (9)** different rodeo districts within the State of Idaho (each respectively defined as a "District" and collectively the "Districts"). Each respective District may form its own by-laws and articles of incorporation; provided no such rule or regulation shall contradict the rules and regulations outlined in these By-Laws and/or the National High School Rodeo Association Rule Book. **Districts By-Laws to be approved by the State Board.**

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 fiscal 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 at the end of the fiscal year unless such person pays theretofore the annual dues, if any, established for the upcoming fiscal year. The conditions of membership and procedures for suspending or terminating membership shall follow the NHSRA Rule Book and any policies or procedures established by the Corporation's Board of Directors as recorded in the minutes of the proceedings of the Board of Directors.

Section 2 - Classes of Members and Voting

The Corporation shall have three (3) categories of Membership

1. Student Members - Student Membership shall be governed by the rules regarding Membership in the current NHSRA Rule Book and these By-Laws. Members must participate in the rodeo club in the school they attend if a rodeo is offered at that school. If rodeo is not offered at the student's school, they must participate with the closest school offering a rodeo team. 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 President of the Idaho High School Rodeo Association, Inc. Annual dues of student members may be set by the Board of Directors. All Student Members may vote in the election of the Student Officers according to Article III, Section 3, 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 Idaho High School Finals Rodeo each year, and the Idaho Jr. High School Finals Rodeo each year, with the exact date, time, and place of the 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 Secretary at least twenty-four hours in advance.

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. 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 authorized in these By-Laws as a proper form of notification, by posting the meeting notice; (2) e-mail or other electronic communication; or (3) 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 prepaid.

Section 5 - Waiver of Notice

Whenever any notice is required to be given to any Member under the provisions of the Idaho Nonprofit Corporation Act as outlined 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 By-Laws, 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 (for purposes of clarification a proxy may be executed via an email). 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 notice (under Article III, Section 4) of the exact date, time, and place of the meeting at least two (2) days before 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 By-Laws

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 that 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 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:

- a. One (1) or more Officers or Employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such person's professional area of competence; or
- c. A committee of the Board of Directors upon which such Director does not serve, duly designated in accordance with the provisions of these By-Laws, 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 because 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 three (3) nor more than twenty-five (25). The Board of Directors shall consist of the following:

- a. The Student President and Student Vice-President persons shall automatically qualify as Directors upon their respective elections according to Article V, Section 2.
- b. The Adult President and Vice-President of each of the **nine (9)** districts within the Idaho High School Rodeo Association, Inc., which persons shall automatically qualify as Directors upon their respective elections as District President and Vice-President under the By-Laws or Articles of the respective District associations.

- c. The President, First Vice-President, Second Vice-President, and National Director of the Idaho High School Rodeo Association, Inc., which persons shall automatically qualify as a Director upon their respective elections under Article V, Section 2.

Unless otherwise agreed in writing by the Directors, Directors one (1) shall be elected for a one (1) year term 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.

Section 3 - 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 that intentionally jeopardizes the well-being of the Corporation, any of its programs, or its participants. If a Director misses two (2) unexcused consecutive meetings, that Director shall be removed.

Section 4 - Annual Meeting

An annual meeting of the Board of Directors shall be held at the Idaho High School State Finals Rodeo and the Idaho Jr. High School State 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 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 5 - Notice of Meeting

The Secretary/Treasurer shall give notice to each of the Directors by one or any combination of the following methods: methods: (1) to the extent expressly authorized in these Bylaws as a proper form of notification, by posting the meeting notice; (2) e-mail or other electronic communication; or (3) 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 6 - Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of the Idaho Nonprofit Corporation Act as outlined 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 By-Laws, 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 7 - Voting & Proxies

Each District will have two director votes. The IHSRA student officers and queen will each have a vote. The vice president's vote will be counted as one of their District directors' votes. The president will only vote in case of a tie. A Director may vote either in person or by proxy executed by the Director in writing (for purposes of clarification a proxy may be executed via an email). 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 8 - Regular and Special Meetings

A regular meeting of the Board of Directors shall be held in February and November of each year, at the date, time, and location specified by the President. Notice (according to Article IV, Section 5) of the exact date, time, and place of the meeting shall be given to the Board of Directors at least one (1) week before the meeting. Special meetings of the Board of Directors may be called by or at the request of the President, or at least five (5) 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. Notice (under Article IV, Section 5) of the exact date, time, and place of the meeting shall be given to the Board of Directors at least one (1) week before 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 9 - 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, the 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 10 - 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 By-Laws.

Section 11 - 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 12 - Open Meetings

The Corporation intends to conduct its business in open session whenever possible. However, in those circumstances where the Board of Directors is discussing or acting upon strategy concerning litigation, implementation of security systems, purchase of property, interviews with prospective employees, and discussion of personnel matters, the meeting shall be closed. On any other 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 13 - 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 14 - 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 15 - Loans to Directors

The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

Section 16 - 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 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 to such 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 17 - 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 First Vice-President, a Second Vice-President, a Secretary/Treasurer, a National Director, a Student President, a Student Vice-President, a Student Secretary, Queen, and such other Officers as are appointed by the Board of Directors. 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 District.

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. The term for the National Director, after a two-year probation period, shall be five (5) years. All other Officers shall serve a two (2) year term, commencing at the adjournment of the National Rodeo Finals immediately following their election and continuing for two years thereafter or 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 bi-annually by the Board of Directors at the annual meeting of the Board of Directors to be held at the Idaho High School Rodeo Finals pursuant to Article IV, Section 4, The Secretary/Treasurer shall be appointed by the President and National Director, 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 Idaho High School 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 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 and preside 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 such and guidance; request from the Secretary/Treasurer and other Officers or Directors, reports as in his/her judgment are necessary; and perform such other duties as may be incidental to the office.

Section 7 - First Vice President

The First Vice-President 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. In the absence of the President, the First Vice President, if any, shall assume the duties of the President. In the event of a vacancy occurring in the office of President, the First Vice President shall serve as President until the next annual election of officers.

Section 8 - Second Vice-President

The Second Vice-President 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. In the absence of the President and the First Vice President, the Second Vice-President, if any, shall assume the duties of the President. In the event of a vacancy occurring in the office of President, and First Vice President, the Second Vice-President shall serve as President until the next annual election of officers.

Section 9 - 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, Board of Directors, and Officers; notify individuals elected to office or to Membership of all records of the Corporation and ensure that Corporation such records or to of the Board of Directors; be custodian Corporation are kept for seven (7) years; 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; 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; collect, receive, and have charge of all funds of the Corporation and deposit such funds in the bank designated by the Board of Directors; and 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 to him/her by the President, **National Director**, or by the Board of Directors.

Section 10 - National Director

The Board of Directors of the Corporation shall nominate a National Director at its annual meeting every fifth year. The Corporation shall certify its nomination of the National Director to the Secretary of the NHSRA no later than twenty (20) days prior to the National High School Finals Rodeo. The National Director nominated by the Corporation's Board of Directors shall have no voting rights until he or she receives a majority vote of the National Board of Directors. Upon his or her election, the National Director shall 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 term of the National Directors shall be five (5) years. The Corporation shall be responsible for its National Director's legitimate expenses while attending national meetings. The National Director's duties are defined in the current Nationals High School Rodeo Association Rule Book, Article III, Board of National Directors, parts 9 thru 11, and include the following:

1. Monitoring the Corporation to ensure all governing rules are followed and that proper business and finance procedures are conducted
2. Acting as coordinator in all state-sanctioned rodeos. Any flagrant abuse will be brought to the attention of the National Director. The Corporation is encouraged to resolve all problems at the **district** level. If a problem cannot be resolved with the National Director and the problem prevents the rodeo from being held or continued an emergency conference may be invoked with the National President or designee. At such a conference a Corporation designee and the National Director shall be present. Executive action may be required and a contestant or State may be disqualified. It is in the best interest of the rodeo, contestant, and spectator to resolve problems as soon as possible and to continue with a performance.
3. Judges, arena directors, and board members should cooperate with the National Director 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.

Section 11 - Student President

The Student President shall preside at all meetings of activities of 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 State Finals Rodeo and pass these requests on to the Corporation's President.

Section 12 - Student Vice-President

In the absence of the Student President, the Student Vice-President, if any, 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 13 - 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 meetings 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 14 - Annual Meeting

An annual meeting of the Officers shall be held at the Idaho State 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 15 - 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, by posting the meeting notice; (2) email or other electronic communication; or (3) 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 16 - 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 outlined 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 By-Laws, 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 17 - Proxies

An Officer may vote either in person or by proxy executed in writing by the Officer (for purposes of clarification a proxy may be executed via an email). 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 18 - 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. Notice (under Article V, Section 15) of the exact date, time, and place of the meeting shall be given at 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 19 - 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 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, First Vice President, Second Vice-President, National Director, Student President, Student Vice-President, and two (2) Directors at large which shall be appointed by the President. Any six (6) of these eight (8) 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. Agent(s)

Section 3 - Contracts

The Board of Directors may authorize any Officer(s) or of the Corporation, in addition to the Officers 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 4- Checks, Drafts Ect.,

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 at least two of the following: the President, the Vice-President, and/or the Secretary/Treasurer.

Section 5 - Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of July and commence on the 1st day of August of each year.

Section 6 - Investment

Any funds of the Corporation that 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 permitted by law.

Section 7 - 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 8 - 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, 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 9 - 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.

Section 10 - 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 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 11 - 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 12 - Dues

There shall be Membership dues as established by the Board of Directors.

Section 13 - Parliamentary Procedure

All meetings of the Board of Directors and Membership shall be governed by Robert's Rules of Order (current edition) unless the contrary procedure is established by the Articles of Incorporation or these By-Laws, or by resolution of the Board of Directors.

Section 14 - Transfers Between Districts

For a member (student contestant) to transfer between districts located in Idaho, the following conditions or requirements must be satisfied or complied with:

- a. Must be a current NHSRA member at the time of request,
- b. Must have approval of district transferring to first,
- c. No transfers after February 1st
- d. After refunded. the transfer is filed any district fees paid to the original district for that year will be refunded
- e. Applicants must be in good standing with NHSRA. IHSRA and the district.
- f. Applicants must be a part of a team or club and do duties as required or transfer can be revoked

ARTICLE VIII - CONTESTS AND CONTESTANTS

Section 1 - Contests

The Corporation will conduct, under the rules and regulations as outlined in the National High School Rodeo Association Rule Book, an annual state championship finals rodeo to determine qualifiers for the National High School 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; if the seventh place contender is unable or unwilling to participate at the state finals, then the eighth place contender will move up to the sixth place position; and so and so forth; provided, however, that to compete at the state finals a competitor must have placed no lower than tenth in the district.

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:** To become a member of the IHSRA you must submit the last posted report card by your school, signed, dated, and stamped by the school, with a good standing eligibility slip signed and dated by the school.

You must have at least a 2.0 grade 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, F's=0). Eligibility under this rule is determined each time the grades are posted. Grades are posted at the end of each grading period when the school registrar enters all grades electronically and are available to students, parents, and teachers. If a student is not eligible at this time they will be put on probation and will have to bring acceptable grades signed and dated weekly for the rest of that semester or trimester. Failure to do so will make the athlete ineligible to rodeo until the next grades are presented (next week),

Home schools that are accredited by the State of Idaho must turn in grades as if you were in public school. If the home school is not accredited by the State of Idaho then you must take a grade equivalency test once a year and pass at your grade level in order to become a member.

For IHSRA State Finals you must turn in the last posted report card/transcript **signed, stamped,** and dated by the school.

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 and/or President. If no resolution is reached, then the Student President/President shall consult the Board of Directors. If resolution is not reached, the Board of Directors will consult the National Director. 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 By-Laws may be altered, amended, or repealed and a new set of By-Laws adopted by a two-thirds (2/3) vote of the Board of Directors. At least one (1) week prior written notice setting forth a proposed action, time, and place of meeting shall be given to all Directors.

Dated this 18th day of September 2024.