

**BYLAWS
OF
OREGON HIGH SCHOOL RODEO ASSOCIATION,
INC.**

ARTICLE I. PURPOSE

Section 1. Purpose The purposes of Oregon High School Rodeo Association Inc., hereinafter referred to as the association, are exclusively those allowed for organizations defined under Sec. 501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Oregon High School Rodeo Association include:

To promote, encourage, and supervise the sport of rodeo, in the state of Oregon, on a high school level, as outlined in the purposes and aims of the National High School Rodeo Association.

To produce, promote, supervise and regulate high school rodeos in the State of Oregon, including the State High School Finals, in accordance with the National High School Rodeo Association rules and regulations, for the purpose of qualifying contestants to represent the State of Oregon at the National High School Rodeo Finals, according to the guidelines set by the National High School Rodeo Association.

No part of the net earnings of the association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other persons, except that the association 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 hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in, including the publishing or distribution of statements any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not

permitted to be carried on (a) by an association exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In the event of dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 2. No Discrimination. OHSRA shall not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, economic class, age, or mental or physical handicap or disability.

ARTICLE II. MEMBERSHIP

Oregon High School Rodeo Association is a member association of the National High School Rodeo Association and will pay annual dues set by the NHSRA payable on or before Sept. 1 of each year.

OHSRA shall submit the dues, a list of all adult directors, and officers of OHSRA and the name of the queen chairman, to the National Office by September 1.

OHSRA shall have VOTING MEMBERS as defined in the Oregon Nonprofit Association Act, and may also have NONVOTING MEMBERS. The Board of Directors will establish the categories of membership and determine the dues, duties and privileges of members that are not set by the National High School Rodeo Association.

Section 1. Student Members. Student voting members shall have the power to elect student officers and event directors, and

to vote on any other matters properly put before them by the Board of Directors.

Section 2. Adult Members. Adult voting members shall have the power to elect and also to remove the members of the Board of Directors of OHSRA, and to vote on any other matters properly put before them by the Board of Directors. Adult membership must be paid by May 1st of the current rodeo season.

An adult member may be anyone interested in the objects and purposes of this organization, may become a member thereof by attending meetings and events and paying adult membership dues annually with the secretary with a membership application as provided by the Oregon High School Rodeo Association.

Section 3. Associate Memberships. Associate members are non-voting adult members who are interested in the support and promotion of the Oregon High School Rodeo Association. They will be recognized by the association in ways approved by the Board.

Section 4. Records of Members. The secretary shall maintain a current, formal, alphabetical record of the names and addresses of voting members.

Section 5. Dues. Annual dues are required for voting membership. The Board of Directors may by resolution set or alter the amount of membership dues for voting members in addition to the dues set for student members by the NHSRA, and may waive dues for members who make some form of contribution to the organization. Membership for the Board of Directors may be waived, once voted in, for their two year term.

Section 6. Selection and Tenure of Voting Members. Payment of dues shall determine voting membership status. Each person elected as a member of the Board of Directors must be a voting member of the association. Voting membership shall continue so long as the required dues are paid or waived and the member has not been removed or suspended. Voting membership in this association is not transferable. "Gold Card" members may be selected by the Board of Directors and shall have their dues waived.

Section 7. Qualifications of Voting Members. Criteria for the qualification of voting members, including representation of certain constituencies or required participation in the activities of OHSRA, is set by resolution of the Board of Directors.

A student member may be any high school student who is interested in the objects and purposes of this organization. He/she may become a member thereof by attending meetings and events and registering with the secretary who shall issue to each member a certificate of membership annually which may not be transferred or assigned, upon payment of fees with a membership application as provided by the National High School Rodeo Association and the Oregon High School Rodeo Association.

Section 8. Suspension or Expulsion of Voting Members. A voting member's voting privileges shall be suspended if his or her dues are delinquent and shall be reinstated immediately upon payment of the overdue dues. A voting member may be suspended or expelled by the Board of Directors only for serious misconduct which adversely affects the interests or reputation of the association.

Before the Board can suspend or expel a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion, giving the reasons therefor. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion by a person or persons authorized to decide that the suspension or expulsion not take place.

Section 9. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Association. If a dues-paying voting member is more than 30 days in default in his/her payment of the required annual dues, then that voting member is deemed to have resigned. In that situation, the delinquent member shall be sent notice that she or he will be deemed to have resigned voluntarily through nonpayment of dues, effective 30 days after the date that the notice was mailed.

Section 10. Quorum for Voting at Membership Meetings. Those members who participate in person shall be deemed to constitute a quorum.

Section 11. Decision-Making by Voting Members. Unless a greater proportion is required by law, the Articles or Bylaws, a majority vote of the voting members present at a properly called meeting for which a quorum has been achieved is necessary and sufficient to make decisions or pass resolutions by the voting members. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 12. Voting by Mail. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the association delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant director position, and for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specific on the ballot.

Members who do not attend the Annual Membership meeting may vote by mail ballot on the election of Directors and on other issues to be raised at the membership meeting. Those ballots received by the notified date and time stated on the ballot shall count towards the quorum for votes on those issues listed on the ballot.

Section 13. Annual Voting Membership Meeting. There shall be an annual meeting of the voting members each year that will be held to elect new members for the Board of Directors. It shall be held during the OHSRA State Finals rodeo at a time and location determined by resolution of the Board of Directors, unless the meeting is set for a different time of the year by resolution of the Board. At the annual meeting members will hear and consider reports from the Board of Directors, officers, and staff concerning the activities and management of the association. Voting members shall elect persons to fill any

vacancies on the Board of Directors, and also vote on any other matters for which proper notice was given. The failure to hold an annual meeting does not affect the validity of any association action.

Section 14. Other Voting Membership Meetings.

The association may hold voting membership meetings at times and locations determined by the Board of Directors.

Section 15. Notice of Voting Membership Meetings. Written notice of the Annual Meeting and of every membership meeting shall be published in the newspaper of record or delivered personally or by mail to each voting member. Notice must be given by or at the direction of the secretary, or by another officer if the secretary is not available.

Time of Notice: Notice shall be given no less than 15 days before the meeting.

Content: The notice shall contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. Notice of purpose must also be given for any meeting at which any of the following matters are to be considered: 1) Amendment(s) to the bylaws, 2) Amendments(s) to the Articles of Incorporation, or 3) Dissolution of the association.

Section 16. Waiver of Notice. A voting member may at any time waive any notice required by the Articles or Bylaws. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the association for inclusion with the corporate records.

A member's attendance at a meeting waives objection to:

- A. Lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B. Consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice,

unless the member objects to considering the matter when it is presented.

Section 17. Record Date. The record date for determining the members entitled to receive notice of a meeting shall be the day before the day on which the notice is mailed or no later than April 15. The record date to determine the members entitled to vote at a member's meeting shall be the date of the meeting or no later than May 1.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall govern the activities, financial affairs, and property of OHSRA, and to do so it may exercise all corporate powers available under its bylaws, Articles of Incorporation, and the laws of Oregon.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of OHSRA. Individuals with conflicts of interest may serve on the Board, including staff, independent contractors, and others who received compensation or other benefits from the association. However, such persons and their relatives must always constitute less than a majority of the Board.

Section 3. Number of Adult Directors. The Board of Directors shall consist of no less than ten (10) and no more than twenty-five (25) members. The specific number of directors within this range shall be set and may be change by resolutions passed by the Board of Directors or by the voting members.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created position.

Director representation will be directly proportionate to student membership population within the six designated regions. The regions will be as follows: **Northwest**—Clatsop, Columbia, Tillamook, Washington, Yamhill, Multnomah, Clackamas, Polk, Marion, Lincoln, Benton, and Linn counties; **North Central**—Sherman, Hood River, Gilliam, Wasco, Jefferson, Wheeler, Crook,

and Deschutes counties; **Northeast**—Wallowa, Union, Baker, Grant, Umatilla, and Morrow counties; **Southwest**—Curry, Josephine, Jackson, Coos, Douglas, and Lane counties; **South Central**—Klamath, and Lake counties; and **Southeast**—Harney and Malheur counties. There shall be 5% of state membership population to one director. This will be reviewed every four years (national election year) by the board of directors.

There shall be one Director-at-large.

In addition to the 20 adult directors selected from the six designated regions, the Director-at-Large, and the National Director shall be part of the Board of Directors.

Section 4. Terms of Directors. Adult directors shall serve two year terms. However, unless they formally resign or are removed from office, directors shall remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors. Each new member of the Board of Directors shall be elected by the voting members except for directors appointed by the Board to fill a vacancy. There shall be an annual meeting of the voting members held for that purpose. Each member shall have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote shall be by a secret ballot if any person so requests.

The election of adult directors shall take place at the annual meeting of the voting members, which shall be held during the state finals each year at a time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year. The Directors shall officially take office in August.

Student officers and student event directors or their alternates are members of the Board of Directors each will have a vote at meetings.

Section 6. Election of Directors. A nominating committee shall be appointed by the President at any meeting prior to the Spring

meeting. The committee will report at the Spring meeting. Nominations may be made from the floor after the nominating report. A majority of the members present shall constitute an election.

Section 7. Removal of Directors. Directors may be removed for causes as stated below in these Bylaws by a two-thirds vote of the directors in office, or by a majority vote of the voting members with or without cause, at a properly called meeting of the voting members. Proper notice must be given in advance if the removal of a director is to be considered at a meeting of the Board. Thirty day advance written notice that the board is considering removal, and the reasons for that consideration, shall be sent to the director, and he or she shall be given an opportunity to respond either in writing or orally. A director may be removed for the following causes: failing to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the association.

Section 8. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Any director who misses three consecutive notified meetings without an excused absence from any officer of the association, will be considered as resigned and will be removed from the Board of Directors and so notified in writing by the secretary.

Section 9. Filling Vacancies. The voting members or the Board of Directors may, by a majority vote, appoint new directors to fill any vacancies on the Board. The Board shall have this power to fill vacancies, even if the directors then in office constitute less than a quorum. A director appointed to fill a vacancy shall serve only until the next regular election of directors, at which time he or she must be elected by the voting members in order to remain a director. To appoint a new director to fill a vacancy on the Board, the voting members or the Board shall follow the same procedures given above for the election of Board members.

Section 10. Conduct of Directors. Directors shall discharge their duty of loyalty and their duty of diligence in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Directors reasonably believe to be in the best interest of the association.

Section 11. Quorum. At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of corporate business or making corporate decisions. A quorum is defined as the number of directors present, but may be no less than ten (10) directors. However, if there are so many vacant directors' positions that it is not possible to achieve a quorum, because of resignation or removal of directors, then the Board may nonetheless meet and appoint new directors to fill the vacant positions.

Section 12. Decision-Making and Voting. All decisions require a clearly stated motion, second, and a vote. All motions which are successfully adopted must be recorded in the written minutes. The directors shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Where it is apparent that consensus cannot be achieved, any director may request that a vote be taken instead. Each member of the Board of Directors shall have one vote. The affirmative vote of a majority of the directors present at any meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors of OHSRA unless, however, a greater proportion is required by law or by these bylaws. At the request of any director, the names shall be recorded in the minutes of each director who voted for, against, or abstained for that particular vote.

Section 13. No Proxy Voting. These shall be no proxy voting allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Telephonic Meetings. When necessary, and when proper notice is given, meetings may be held by telephone conferences in which all participating directors may simultaneously hear and speak with each other. A director

participating in such a meeting is deemed present for purposes of a quorum.

Section 15. Decisions Without Meetings. The Board may make any decision or take any action within its power without a meeting through a "consent resolution" in writing, setting forth the action so taken, signed by all of the directors then in office. The resolution is effective when the last director signs a copy of the consent resolution. The consent resolution shall be filed with the corporate records.

Section 16. Authority of Directors. No Director may act on behalf of the Association without specific authorization by the Board of Directors to do so.

Section 17. National Director. One National Director will be nominated by the OHSRA Board of Directors to serve on the National Board of Directors.

The initial term of the National Director shall be for one (1) year and succeeding terms shall be for five (5) years. A vacancy on the Board of National Directors because of death, resignation, removal, disqualification or otherwise will be filled by the full national board as stated in the NHSRA rulebook.

OHSRA shall be responsible for the National Director's legitimate expenses while attending National meetings.

National Directors are National officials. OHSRA may not remove a duly elected National Director. Removal of a National Director shall be by the Board of National Directors whenever in its judgment the best interests of the Association should be served thereby.

The National Director will serve on the OHSRA Board of Directors and OHSRA Executive Committee and be a voting member of said board and committee.

National Directors duties on the OHSRA Level:

- a. To monitor the Association to insure all governing rules are followed, and proper business and finance procedures are conducted.

- b. To include acting as coordinator in all OHSRA sanctioned rodeos.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held at State Finals. Election of directors and officers shall be held. Eligible voters will be all voting (adult and student) members in good standing.

The Board of Directors will select a nomination for National Director if necessary. They will elect two adult delegates and their alternates to attend the National High School Rodeo Finals meeting.

The contestants qualifying for the National High School Finals Rodeo shall elect four contestant delegates to represent Oregon at the NHSFR.

Student officers and event directors will be elected.

Section 2. Directors Meetings. Regular meetings of the Board of Directors will be the Fall Directors Meeting, Winter Directors Meeting, and Spring Directors Meeting.

Fall Directors Meeting: A regular meeting will be held in the fall. The annual financial report will be presented, budget adopted, and rule changes approved.

Winter Directors Meeting: A regular meeting will be held following the National Board of Directors Meeting. The National Director will report on national business and reports will be given by the awards and state finals committees.

Spring Directors Meeting: An Executive Board meeting will be held at the convenience of the Executive Board to finalize State Finals Events and Schedule.

Other Directors Meetings: Other special meetings will be held as necessary with proper notice given to all voting members.

Executive Committee Meetings: The Executive Committee shall have the power to transact business of an emergency nature during preliminary rodeos where notification of all the board of directors is not necessary.

Section 3. Notice of Meetings. Meetings require fifteen (15) days notice to all directors, members, and clubs. They will be notified of the time and place of the meeting and the purpose for which it has been called, in the paper of record or by mail, in person, or by phone.

Section 4. Waiver of Notice. Any director may waive notice of any meeting. Waivers of notice shall be filed with the corporate records.

- A. Attendance. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.
- B. Unlawful Meetings. Attendance of a director at a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened does not constitute waiver of notice.
- C. In Writing. Whenever any notice is required to be given of any meeting, a waiver of that notice in writing and signed by the person entitled to such notice shall be the equivalent of giving such notice. The person(s) may sign the waiver before or after the meeting has taken place.

Section 5. Meeting Agenda. Directors shall be sent an agenda for upcoming meetings at least seven (7) days prior or earlier to the meeting.

Section 6. Financial Report. The secretary/treasurer shall make a statement and report of current financial condition at every regular directors meeting.

Section 7. Student members, adult members, and other interested adults may attend the Board of Directors meeting, take part in discussions and the business of the meeting except that only eligible voters may vote. There shall be one vote per eligible voter present. The Adult President shall only vote in the case of a tie.

Section 8. Robert's Rules of Order, Revised shall govern the procedure at all meetings.

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of OHSRA shall carry out the policies and decisions of the Board of Directors as directed by the Board.

- A. OHSRA Adult Officers. The elected officers shall be President, First Vice-President, and Second Vice-President. The Board of Directors will appoint the position of Secretary/Treasurer. The same person may not hold more than one office. Officers will be selected from the Board of Directors.
- B. OHSRA Student Officers. There shall also be a student president, student vice-president, and student secretary. Their jobs shall be to work with and assist the Adult Officers.

Section 2. Election and Term of Office. The Board of Directors shall elect the officers of OHSRA. As soon as possible following the election of directors, the Board of Directors shall meet to elect new officers of the association. Each officer shall hold office until her/his successor has been properly elected, unless she or he resigns or is removed.

Student officers shall be elected at the State Finals Rodeo of the previous year and shall serve for one (1) year.

Section 3. Removal. The Board of Directors may remove any officer elected or appointed by the Board of Directors whenever, in its judgment, the interests of the association would be best served by such removal. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. If any office other than president of the association becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer shall hold office for the unexpired portion of the term of that office. In the event of a vacancy occurring in the office of the president, the 1st Vice-

President shall serve as President until the next annual election of officers, in the event of a vacancy occurring in the office of the 1st Vice-President, the 2nd Vice-President shall serve as President until the next annual election.

Section 5. President. The president shall be the principal officer of the association and shall, in general, supervise or oversee the supervision of all of the affairs of the association. The president generally shall preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president shall also perform other duties as may be assigned by the Board of Directors. The president shall serve as an ex-officio member of all committees.

Section 6. Vice president(s). In the absence of the president or in the event of the president's inability to act, the 1st Vice-President shall perform the duties of the president. In the event of the absence of the 1st Vice-President, the 2nd Vice-President shall serve as president. The vice-president, when acting as president, shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall also perform other duties assigned to them by the Board of Directors.

Section 7. Secretary/Treasurer. The secretary/treasurer shall perform or oversee the performance of the following duties:

1. Record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board Committees;
2. see that meeting notices are duly given in accordance with the provisions of these bylaws or as required by law;
3. be custodian of the corporate records;
4. issue membership certificates and keep a register of the mailing address of each member which shall be provided by such member;
5. ensure that all required state and federal reports are prepared and filed in a timely fashion;
6. have charge of, custody of and be responsible for all funds and securities of the association;
7. receive and give receipts for money due and payable to the association;

8. deposit all such money in the name of the association in such banks or other depositaries as shall be selected in accordance with these bylaws;
9. oversee or conduct all financial transactions of the association; prepare or assist in the preparation of required state and federal reports with regard to income and disbursements and activities of the association; and
10. perform or oversee all the duties incident to the office of secretary/treasurer and such other duties as may be assigned by the president or the Board of Directors from time to time.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees by a resolution of the Board. Such resolutions shall name the committee and the purpose of the committee, shall state whether it is a "Board" committee or a "Non-Board" committee, shall state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee shall be appointed or elected, and may state what procedures, if any, the committee shall use in carry out its work.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of the committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

Section 2. Executive Committee: The executive committee of the Board shall be a board committee, and shall be authorized to exercise the full authority of the Board so far as is allowed by law and the Articles and bylaws of this association. The executive committee shall comply with provisions of the Bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be in the form of written resolutions, which shall be submitted to the full Board. The Board may at any time pass a resolution modifying or revoking the authority of the executive committee, or changing the persons serving on the executive

committee or increasing or decreasing the number of persons who serve on the Executive Committee.

The Executive Committee of the OHSRA shall consist of the Adult President, Student President, First and Second Vice-Presidents, Adult Rough Stock Director, Boys' Timed Event Director, Girl's Event Director, Cow Cutting Director, and the National Director. A majority vote of those directors present shall have the power to transact business of an emergency nature during preliminary rodeos or other business where notification of all the Board of Directors is not necessary. The Executive Committee will also stand as the state finals committee.

Section 3. Standing Committees. The following standing committees shall exist. However, the failure to establish or maintain any of these committees shall not in any way invalidate any actions or decisions made by the board or the association.

Finance Committee: To prepare annual budget and to insure that the financial books of the association are in proper order. Usually consists of, but not limited to current National Director, President and Secretary.

Rules Committee: To annually review the rules and make rule change proposals.

Awards Committee: To annually research possible year-end awards to be selected by the Board of Directors.

State Finals Committee: Consists of the Executive Committee and any other Board Members or individuals willing to volunteer to help produce the State Finals Rodeo.

Sponsorship Committee: To insure that current Oregon High School Rodeo Sponsors are receiving proper recognition. Search for new sponsorship. Will work closely with the State Finals Committee.

Section 4. Members. The Board shall appoint members of every Board Committee. The members of other committees may be appointed by the Board, or if the Board wishes, it may delegate that power to the President, the Chair of that committee, or to the initial members of a committee, and the

Board may elect to approve, disapprove, or alter the appointment of members of the non-board committees. The term of office of a member of a committee shall continue as such until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee shall be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or by the members of the committee, subject to later confirmation by the Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings shall operate with the same quorum and voting requirements as the full Board, and so far as possible shall operate according to the procedures of the Board as stated in these bylaws. If any formal decision or resolutions are voted on at its committee meeting, then the votes and the resolutions so adopted shall be recorded in the form of corporate minutes and shall be recorded and filed with the secretary.

Section 7. Powers. The Board of Directors shall specify the powers and mission of each Board Committee by written resolution at the time the committee is created or thereafter. Each committee shall have and exercise the authority equivalent to the Board of Directors in the management of the association to the extent specified in the written resolution creating the committee, in the Articles of Incorporation and in the bylaws of OHSRA. However, such committees may not a) have the authority to amend or alter the Articles of Incorporation or bylaws; b) elect, appoint or remove a director from a committee or from the Board of Directors; c) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the association; d) authorize the voluntary dissolution of the association or revoke proceedings therefor; or e) amend, alter or repeal any resolution of the Board of Directors which by its terms provide that it shall not be amended, altered or repealed by such committee.

Section 8. Limitations on Powers. No committee may authorize the payment of a dividend or any part of the income or profit of the association to its directors or officers; may approve

dissolution, merger, or sale, pledge, or transfer of all or substantially all of the association's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or may adopt, amend, or repeal the Articles, bylaws, or any resolution of the Board of Directors.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Conflict of Interest. Directors shall declare the existence of any direct or indirect conflict of interest—financial or otherwise—disclose its nature on the record, and abstain from voting on that matter. A conflict of interest is always present when a vote concerns a director's personal financial interests or those of his or her family. Directors and officers of the association may enter into transactions or contracts with the association, subject to the limitations of law, the Articles of Incorporation and these bylaws regarding such dealings. All transactions of the association involving the personal financial interests of directors, officers or employees shall adhere to standard business practices without special considerations, special compensation, or special benefit to any person as a result of the corporate role of a director, officer or employee. A conflict of interest transaction must be approved by a majority of all the members of the Board who do not have any conflict of interest in the matter being considered, so long as that majority consists of at least two or more Board members.

Individuals with conflicts of interest may serve on the Board, including staff, independent contractors, and others who receive compensation or other tangible benefits from the association. However, such persons and their relatives must always constitute less than a majority of the Board.

Section 2. Compensation of Officers and Directors. The association may pay compensation to its officers, directors or employees, so long as no member of the Board of Directors shall receive any compensation for fulfilling the responsibilities of a director. The Board may pay directors reimbursement for expenses incurred in the course of fulfilling their responsibilities. Directors may serve concurrently as officers, employees or independent contractors of the association and may be compensated for work in those capacities.

Directors must furnish proper documentation in a timely manner to the secretary/treasurer to be reimbursed for items within the budget limitations. All other reimbursements must be pre-approved by the Board of Directors.

Section 3. Tax Year. The tax year of the association shall be Sept. 1—August 31.

ARTICLE VIII. STATE CONTEST

Section 1. State Finals Rodeo. The Oregon State Championship High School Rodeo shall be conducted under the same rules and regulations as set forth in the Rules, Bylaws and Constitution of the National High School Rodeo Association, Inc.

Section 2. Student Conduct. All contestants must adhere to the General Rules for Contestants as stated in the National High School Rodeo Association Rules.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The Board of Directors shall have power to make, alter, amend or repeal the Articles of Incorporation or the Bylaws, by a two-thirds vote of all the directors then in office. However, only the voting members may adopt an amendment that alters the qualification, selection, removal, obligations, rights or powers of voting members. Such amendments must be made by a two-thirds vote of all the voting members present at a properly called membership meeting. Proper written notice must be given in advance including either a written copy or written summary of the proposed amendments.

CERTIFICATE OF BOARD OF DIRECTORS

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Oregon High School Rodeo Association, Inc. as duly adopted by the Board of Directors on the 1st day of January, 2009.

Board of Directors
Oregon High School Rodeo Association, Inc.

STANDING RULES OF OREGON HIGH SCHOOL RODEO ASSOCIATION, INC.

Revised January, 2009

The Oregon High School Rodeo Association is a member of the National High School Rodeo Association. This Association is governed by the National High School Rodeo Association Rule Book, the Oregon High School Rodeo Association Bylaws, and the Oregon High School Rodeo Association Standing Rules.

The Oregon State Board of Education has approved the Oregon High School Rodeo Association as an organization authorized to administer interscholastic activities within the state of Oregon.

Financial Responsibilities of OHSRA

Anyone incurring bills on behalf of OHSRA for which they wish to be reimbursed must present those bills within 90 days from the date of service or date of receipt. Reimbursable expenses must be budgeted items or have received prior approval from the Board of Directors.

Requirements for Student Membership

Students must be in good standing and not ruled undesirable for misconduct at school. Students must be under 20 at the first of the National High School Rodeo year, and are or have been enrolled in the 9th, 10th, 11th or 12th grade the year just preceding the National Rodeo the contestant is entering. An eligible student must be enrolled in high school, attending regularly and passing in subjects equivalent to at least four (4) semester units of work, and who during the immediate preceding semester was enrolled in school, attended regularly and passed subjects equivalent to at least four (4) semester or trimester units of work, and who during the immediate preceding semester or trimester was enrolled in school, attended regularly and passed subjects equivalent to at least four (4) semester or trimester units of work. A student must be making satisfactory progress towards the school's graduation requirements as determined by the local school administration. If a student is carrying less than 4 subjects because he/she is a senior or has an IEP, the student must have passing grades in all subjects. If he/she has graduated in the middle of the year or has attended school on half-days, he/she will be eligible to compete in National High School Rodeo through the National High School Finals Rodeo if he/she has not

participated for more than 4 years. Any student who attends schools which apply to high school credits is eligible if he/she meets all other requirements. Students attending a home school, private school, religious school, or correspondence school are eligible for membership if the school is recognized and approved by the Oregon Board of Education. A home schooled student must provide verification of this to the state secretary at the time of registration for membership. A graduate of high school is not eligible for membership of NHSRA after the completion of the National High School Finals Rodeo immediately following their graduating from high school.

Home School Eligibility—The student must be in compliance with all rules governing home schooling and shall provide acceptable documentation of compliance by showing that they are registered with their local ESD, and that they have taken an examination that is on the State Board of Education approved list and passed at the 23rd percentile or higher. The test must be taken at the end of each school year during June.

A contestant attending high school in a state other than his or her home state shall be eligible to enter in one of the two states of their choice. Refer to NHSRA Rule Book pg. 28 Sec. 3.

To enter an approved high school rodeo, a contestant must pay state fees, national fees, and enroll in the insurance plan approved by the National Board of Directors. Students must include a copy of their previous or current semester or trimester grades along with their application for membership.

These grades must be updated each semester/trimester grading period. Failure to do so will cause the member to be ineligible to compete at any preliminary or state finals rodeos until his/her passing grades have been received. Grades must be turned into the state secretary.

Students whose grades render them ineligible must submit a weekly passing progress report or follow an educational plan designed by the state secretary, student, and the student's school.

Dues

The amount of state dues will be set annually for student members, adult members, associate members and clubs.

Student Membership

National and State fees and insurance fees are payable to the OHSRA State Secretary. In order to be eligible to participate in an OHSRA approved rodeo, dues must be postmarked fourteen days (14) prior to the first rodeo the contestant wishes to compete.

Members will receive a membership/insurance card, the current OHSRA publication, the National High School Rodeo Association Times Magazine and other membership materials. Each members must pay the total fees even though they may be receiving one or more of the publications through another association or family member or have other insurance coverage.

The membership year is August 1 through July 31.

Membership lists are the property of the OHSRA and will not be released to any individual or group wishing to use the list for personal profit. An individual or group may pay the association to send information to members upon board approval. An example would be announcements of unsanctioned rodeo schools.

Insurance

Bodily Injury Insurance is provided by Specialty Program Insurers, Inc. to the National High School Rodeo Association. Members must have this insurance to compete in any rodeo. Sponsors, state secretary, committeemen, and national directors may purchase this coverage. Coverage date is September 1 through August 31.

The insurance will cover the member at any OHSRA approved event. All practices must be approved by the sanctioning committee and submitted to the national office for approval.

Individual Competition

Individuals who have paid state dues, national dues, have approved insurance, and are in good standing with the OHSRA can enter and compete for individual awards at all Oregon High School Rodeo Association approved preliminary rodeos. Their individual points will accumulate towards qualifying for the Oregon State Finals Rodeo and National Finals High School. You do not have to be a member of a club or team to compete.

Clubs and Teams

Clubs—Student members may form rodeo clubs. Only one club per Oregon County will be formed. Membership in clubs are open to any student in that region. It is not necessary that each club member be an OHSRA member. Club members may be from more than one school, with only one club per school and per county. Students who do not have a high school rodeo club may join the nearest active club within the established region. If the student is in the area of more than one active club, he/she must declare on the membership application which club he/she is in at the beginning of the rodeo season. He/she must stay in that club all year unless he/she moves to another area.

Clubs must register and pay club membership dues to the state secretary to be eligible to compete as a team at an Oregon High School Rodeo Association approved rodeo. The registration form plus the dues set by the Board of Directors must be received by the state secretary fourteen days (14) prior to the first rodeo of any preliminary rodeo they wish to compete in as a team.

Clubs requesting membership for initial membership must submit a copy of their Articles of Incorporation, Consitution, and By-Laws consistent with the OHSRA's and NHSRA's constitution and by-laws. First year member clubs must be approved by the Board of Directors. A club that has been dormant, can be re-opened at any time by paying current dues.

Each club must follow IRS rules to be included in a 501 (c) Group Exemption.

Any renewing club amending their constitution and by-laws must send a copy to OHSRA.

A club may be put on probation, lose team points for the rodeo in question, or be dropped from membership by a two-thirds majority vote of directors upon sufficient evidence that the club is marring the good name of the OHSRA by dishonesty or undesirable conduct and that the club has sanctioned such activities by taking no action to remedy the situation.

Teams—Each club may have one three-member girls team and one three-member boys team. Teams will compete for a team award at the end of the year. Awards may be given at preliminary rodeos and points from each preliminary and state finals rodeo will accumulate towards the State Team Championship. Team members are to be selected by the individual club. Team members can change from rodeo to rodeo. The balance of entered club members shall compete as individuals.

Each club will be responsible for turning in a team sheet with the three member teams on them. The team competing at the previous rodeo will remain the same if a new team sheet is not turned on the Thursday before the first performance of the current rodeo. The sheet can be faxed to the points secretary.

Competing in Arena Events

The NHSRA rulebook will be used for all contesting events.

Judges are responsible for all competing events and interpreting competition rules. All events are governed by the National High School Rule Book.

Adult directors are responsible for enforcing non-competing rules and rules that are only used in this association.

Rules and Contestant Disqualification

If a question arises, the Arena Director, Adult Event Director, National Director, and Student Event Director will be used to help determine the rule infraction. Contestants violating rules can be disqualified by Judges, the National Director, or the Executive Committee.

Any contestant violating rules of conduct may be put on probation, disqualified for the rodeo in question, or lose points for the entire year. The student must be told verbally and in writing of the rule violation and the penalty for the infraction. All rule violations on conduct outside the arena must be presented in writing by the complaining party and his witness. Contestant accused will be asked to present his written statement and witnesses statements. The Executive Committee will make their decision upon said documents at a closed meeting. The Committee may call on any of the parties for further questions, but the final decision will be made at a closed meeting by the Executive Committee of the Board of Directors.

Permanent back numbers are issued each year. Contestants must wear that number on their back and the number must be visible at all times while competing in their events. New back numbers are assigned to the state finals contestants.

There shall be fine of \$25 levied on any member issuing an NSF check to any OHSRA approved rodeo, and such member will be ineligible to participate in any future approved rodeos until the check in question and the fine are paid in full, in cash prior to the opening of the books for any future sanctioned OHSRA Rodeo. Upon the second violation of issuing a NSF check, in addition to the fine the member must pay all fees in cash for the remainder of the rodeo season.

Once the contestant is entered, he/she is responsible for the fees. There shall be a "turn-out" fine of \$25 assessed in addition to the fees owed to any contestant who enters a preliminary rodeo and does not show up for the scheduled performance, and does not notify the rodeo secretary and the state secretary at least three (3) hours before the performance that he/she will not be able to be in attendance at said rodeo.

Those contestants who notify the rodeo secretary and the state secretary more than (3) hours of the performance they will be unable to participate will be fined \$10 in addition to their entry fees for that rodeo.

Contestants who do not compete because of medical reasons will not be fined if the state secretary receives a statement from a doctor that says the contestant could not compete. Also, it must say when the contestant can resume competition.

Any contestant who uses a vet release and notifies the rodeo secretary and the state secretary more than (3) hours of the performance will not be charged fee's or fines. A vet release will be allowed for all horses the contestant normally uses in their events.

Fines are in addition to fees assessed for the rodeo and must be paid in full to the OHSRA secretary within ten (10) days of notification. Medical releases and vet releases must be received by the state secretary within ten (10) days of notification. If not received by the OHSRA secretary, the contestant will not be allowed to compete until all entry fees and fines are paid. To notify the rodeo of turn outs, call the rodeo secretary at the number listed and the OHSRA secretary.

Stock may be held to the end of a performance if the contractor, judge, and adult director agree for a contestant who notifies the secretary that they have circumstances that do not allow them to compete in the position they have been drawn.

Complaints

Only contestants will be allowed to register complaints, and they must be placed through the Student or Adult Event Director. All event directors have the authority to ask the Arena Director and Judge to hear complaints. A decision must be made before the start of the next performance.

Adult and Student Event Directors

The President shall appoint the following adult event directors from the Board of Directors: Rough Stock, Timed Events, Girls Events, Cow Cutting, and Queen Contest.

Student members shall elect all event directors and an alternate for each event.

Adult Event Directors and Student Event Directors are required to oversee their events at all preliminary rodeos and state finals. If they cannot attend a rodeo or be there for all performances, he/she must appoint another to take his/her place.

The Arena Director and Adult Event Directors, and Student Event Directors must jointly make and be responsible for any decision affecting the condition of the ground used for their events: such as watering, working of the ground, etc.

Student Directors shall pack OHSRA and NHSRA sponsor flags during the grand entry at each performance in which they compete. It is the rodeo committee's responsibility to provide flag bearers and an adult to oversee the flags during the rodeo.

OHSRA Event Rules

Barrels/Poles—Rake or drag pattern is to be set by the Adult Director and Event Director prior to the rodeo. If someone scratches after the draw is made, it is counted

the same as if she ran. A \$10 hat fine will be issued to any contestant losing their hat during their run. This will be tracked by the Adult Director and turned into the rodeo secretary for collection of money.

Cutting—Girls and boys will take alternate turns on cutting first. A coin will be flipped at the first rodeo of the season to determine who goes first. At state finals rodeo a coin will again be flipped to determine if the boys or the girls will cut first.

No exhibition rides/runs are allowed at any OHSRA rodeo.

Special Funds & Awards

An annual raffle may be held by the association. Raffle tickets will be sold to the general public for a chance to win a prize. It is not a requirement of membership to sell tickets, but if the student wants to have an opportunity at the scholarship available through the raffle, they must participate. The profits of the raffle will be distributed to the scholarship fund and the general fund with board approval.

Memorial Awards – Awards may be given in memory of a person for a period of two years. The type of award and requirements of the recipient will be determined by the donator of the award.

Scholarship Fund – The purpose of the Oregon High School Rodeo Association Scholarship fund is to enable members to further their education and to ease the financial burden on their families. Rules and regulations for scholarship opportunities will be set forth each year by the scholarship committee.

Each year there will be a Scholarship Auction held under the direction of the scholarship committee to generate funds for the OHSRA scholarships. Donations to the scholarship fund are welcomed throughout the year. Funds may be given directly to the scholarship committee or chairman.

The scholarship committee is comprised of a chairman, appointed by the President, and five committee members, appointed by the scholarship committee chairman.

The eligibility requirements to receive an OHSRA Scholarship will be put forth by the Scholarship Committee each year.

Year-End Awards – An awards chairman will be appointed by the adult president. The number of awards given will be based on the average number of contestants per event during the preliminary season. Awards will be given for 1-10th place for events having over 35 contestants; 1-9th place for events having 31-35 contestants; 1-8th place for events having 26-30 contestants; 1-7th place for events having 20-25 contestants; 1-6th place for events having 16-20 contestants; 1-5th place for events having 11-15

contestants; 1-4th place in events having less than 10 contestants. The queen and runner up will receive awards.

Crisis Fund- Donations and specific money making activities may be placed in the crisis fund. Distribution of funds will be made by the Executive Committee upon written request from a member or on behalf of a member.

Sanctioned Preliminary Rodeos

A sanctioned Oregon High School Rodeo may be sponsored by clubs, schools, civic groups, or interested adults. The State Secretary will provide an application form that must be submitted to the Oregon High School Rodeo Association Sanction Committee for approval. Applications must be submitted 60 days prior to the approved date. The sanctioning committee will be responsible to ensure that qualified personnel will be provided at each rodeo, i.e., bullfighters, judges, secretary, timers and pick-up men.

Preliminary rodeos must use judges from the OHSRA approved judges list or who have been approved by a member of the Executive Committee. All other personell must be chosen from OHSRA approval lists, if available, or be approved by the Executive Committee.

Sanctioned rodeos must be open to all state student members and their medical insurance will cover them at these rodeos. Rodeo liability is the responsibility of the sponsoring committee and the OHSRA must be named as an additional insured.

Central Entry and preliminary rodeo secretaries may accept late entries for the good of the rodeo. A ten-dollar (\$10) fee per contestant will be assessed with fees going to Oregon High School Rodeo. A contestant will be allowed to enter one rodeo late per season by paying the \$10 penalty. An additional \$10 fine will be assessed by OHSRA for each rodeo entered late after the first time which means after the first rodeo entered late it will cost the contestant an additional \$20.

A sponsoring club assessment of \$200 and an additional \$1 per contestant entered must be sent with the rodeo report to the state secretary. All additional fees, original judges/timers sheets, and other forms must be remitted to the state secretary within 48 hours of the last performance, with the exception of the rodeo results which must be faxed to the State Secretary immediately following the final performance. Failure to do so will result in probation and the host rodeo committee would not be allowed to sanction a rodeo until the outstanding fee is paid. A late charge of 1½% per month will be charge with a minimum late fee of \$25.

Accumulative Point System

Option II as listed in the National High School Rodeo Association Rulebook will be used by Oregon as the accumulative point system. Distribution of points at the state finals shall be 10 pts.---1st Go, 10 pts.---2nd Go, 10 pts.---Final Go and 20 pts.---Average of all points throughout the season, with the remaining points for Total Point Average. (Adopted 6/14/01)

The most points earned per event in 50% plus one of the number of preliminary rodeos will be used to qualify the top twenty (20) contestants for the State Finals Rodeo in each event. Each event and all around is handled separately when considering total points earned from the best preliminary rodeos. When there are an uneven number of rodeos, the ½ will be dropped.

If a contestant cannot attend the State Finals Rodeo, contestants will move up in the standings in order to fill all twenty (20) positions. Contestants must have one (1) point to qualify to enter the state finals rodeo. In the team roping event the top twenty (20) teams entered with their points combined will qualify for state finals rodeo.

Accumulative scores, placing and points earned shall be posted by the points secretary one (1) hour prior to the first performance of each preliminary rodeo, indicating information from the previous rodeos, this information will be available on the OHSRA web site. Contestants shall be responsible to verify points throughout the season. Points will stand as soon as State Finals entries open.

Boy and Girl rookies must be first year NHSRA members and awards will be based on total points earned in one or more events at each preliminary rodeo and state finals.

State Finals Rodeo

Oregon shall hold a state finals rodeo each year. It shall be at least thirty (30) days before the National High School Finals Rodeo. It will be open to members who have qualified according to Oregon's approved point system.

The State Finals Rodeo shall be conducted under the same rules and regulations as set forth in the National High School Rodeo Rule Book.

Oregon High School Rodeo Queen

Duties:

1. Perform a run-in during each grand entry at all approved Oregon High School Rodeos and any other rodeo she is attending. She is to follow the NHSRA Rule Book concerning proper attire.

2. Write an article for the February or March newspaper of record describing her participating in the national contest and offer some suggestions that would help girls entering the state competition.
3. Be responsible for storage, maintenance, delivery and oversees that all flags and banners are at OHSRA sanctioned rodeos. It is the rodeo committee's responsibility to provide flag bearers and an adult to oversee the flags during the rodeo.
4. Preside at the State Queen's contest and be available to help the queen contest director and candidates during the competitions.
5. Present the awards to winners at the awards ceremony at the end of her reigning year and crown the incoming queen.
6. Be available during all sanctioned preliminary rodeos to give information, and most important, she must remember she is representing the OHSRA members throughout her reigning year.
7. As Student Queen Director, accept the same duties and voting rights as other student directors.
8. Purchase and provide proof of private replacement and repair insurance policy for three travelling awards, in the amounts specified. Crown \$1500, Chaps, \$750, Serape \$350. Proof of insurance must be provided to OHSRA Secretary and Queen Coordinator before leaving for the National Competition. Insurance policy will be maintained by title-holder for entire year.
9. Contract listing individually all required responsibilities and duties will be provided to Queen and her parents/legal guardians immediately following Coronation.
10. Queen is required to fulfill all duties listed on signed contract, 1st runner up /1st Attendant is required to represent Oregon and compete at Regional Silver State Competition in Fallon, Nevada.

If a queen is unable to, or fails to uphold her duties, and follow the rules and standards as set by the NHSRA and OHSRA, she will be required to forfeit her title and relinquish all awards presented to her. The title will then be passed on to the girl who was named as the First Attendant at the State Finals Queen Competition. The OHSRA crown, chaps, and serape are the property of the OHSRA and passed on from Queen to Queen each year.

Adopting, Amending or Rescinding Standing Rules

Standing rules will be considered for adoption annually at the Fall Director's Meeting. If the need arises to adopt them before that time, they may be adopted individually by calling a special meeting, allowing fifteen (15) days notice to all directors, members, clubs and rodeo committees.

Standing rules must be adopted by a majority vote at a notified business meeting. Although such a rule remains in effect until rescinded or amended, students must be notified immediately any new rules, rescinded rules, or amended rules.