

THE MONTANA HIGH SCHOOL RODEO ASSOCIATION INCORPORATED

CONSTITUTION AND BYLAWS

AN EDUCATIONAL TAX EXEMPT NON-PROFIT ORGANIZATION

ARTICLE I

PURPOSES AND AIMS

1. That the name of the Corporation shall be Montana High School Rodeo Association.
2. To promote high school rodeo on a statewide scale and work towards this end by promoting and otherwise bringing statewide recognition to high school students who are under the age of 20 at the first day of the MHSRA rodeo year. These students must be enrolled in the 9th, 10th, 11th, or 12th grades, must meet grade requirements as defined in the current rule book of the NHSRA and in these bylaws and retain their eligibility even if they graduate in the middle of the year or attend high school on half days. Student members must attend an accredited high school.
3. To promote the highest level of conduct and sportsmanship at the various functions of the MHSRA and the NHSRA by establishing standards and parameters to meet these goals.
4. To educate, promote and inform members and non-members alike of the importance of our Western Heritage to the state of Montana and the North American continent.
5. To promote closer cooperative relationships between the people interested in high school rodeo and the organizations they represent.
6. To educate students and develop their interest in rodeo and our Western Heritage.
7. To encourage each student to continue his or her education and to improve their level of educational achievement.
8. The net earnings of this corporation shall not serve to the benefit of or be distributable to its members, trustees, officers, directors, or any other persons. This corporation is, however, authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraphs 2, 3, 4, 5, 6, and 7 of Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the participation in or intervention in, including the publication or distribution of statement(s), or becoming involved in any political

campaign on behalf of any candidate for public office. Notwithstanding any other provision except as provided in these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

(b) By a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. In the event this non-profit corporation is dissolved, any assets belonging to the MHSRA after payment of all liabilities of this corporation, shall be disposed of by assigning or turning over the remaining assets to any organization or organizations operating exclusively for charitable, educational, religious, or scientific purposes which must at the time be qualified as an exempt organization (s) under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Any assets not disposed of by the Board of Directors shall be disposed of by the court of the county in which the association's principal office is maintained.

ARTICLE II

MEMBERSHIP ASSOCIATIONS

MEMBERSHIP

1. The MHSRA is a statewide organization governed by the laws and Constitution of the State of Montana.

2. The MHSRA shall be incorporated as a non-profit corporation and shall abide by the laws of the state of Montana as well as any federal laws and regulations that apply to it. The MHSRA shall have Articles of Incorporation as well as a Constitution and Bylaws that are consistent with the NHSRA Constitution and Bylaws.

3. Membership dues shall be established by the Board of Directors. The enactment, changing by raising or ordering, or elimination of membership dues shall require a 2/3 (two-thirds) majority of the entire Board of Directors.

4. Any member student or adult advisor who by word or deeds makes themselves incompatible to the purposes and aims of the MHSRA shall be suspended from the MHSRA for a period of six months. To be reinstated a suspended member must receive a majority of the vote of the members and the Board of Directors present at the next MHSRA meeting following the expiration of the six-month suspension period. The

membership and Board of Directors must be notified of the pending vote at least 10 days before the meeting takes place. In the event the suspended member does not receive the required majority he or she will be dropped from membership.

ARTICLE III

OFFICERS

1. The Officers of the MHSRA shall be a President, Vice President, and Secretary/Treasurer. The President can be selected from the general population by a nomination and secret ballot election at the re-organization meeting. The Vice President must be selected from the elected Board of Directors by a nomination and secret ballot election at the re-organization meeting. The President and Vice President will be elected by the Board of Directors. Excluding the Secretary/Treasurer and a President nominee(s) if not already on the Board of Directors, those nominated for office will also cast a secret ballot. The President and Vice President shall serve for a term of one year.

2. The Secretary/Treasurer shall be appointed by the Board of Directors. The Secretary/Treasurer shall not be a member of the Board of Directors. The appointment shall stand until such time as the person holding the position resigns or when the person demonstrates an attitude or performance which is not compatible or consistent with the aims and purposes of the MHSRA.

3. The Officers of the MHSRA shall perform the duties usually performed by such officers together with such duties as shall be prescribed and defined by either the Bylaws of the MHSRA and the written Rules and Regulations of the MHSRA.

(a) The President shall have a non-voting status but may vote to break a tie. The President shall be Chairman of the Board of Directors and ex-officio member of all committees except the Nominating Committee.

(b) In the absence of the President, the Vice President shall assume the duties of the President. In the event of a vacancy occurring in the office of President the Vice President shall serve as President until the next annual election of Officers.

(c) The Secretary/Treasurer shall keep complete minutes of all meetings of the MHSRA and shall preserve and file all documents of the MHSRA. The Secretary/Treasurer shall be solely in charge of MHSRA membership applications and shall issue said certificates to all eligible members.

(d) The Secretary/Treasurer shall collect, receive, deposit and have charge of all funds of the MHSRA and shall make a financial report to the Board of Directors at each meeting and as defined in the written Rules and Regulations of the MHSRA.

4. The terms of office of all Officers elected at the annual meeting shall commence at the adjournment of that meeting and they shall serve until the end of the next annual meeting.

5. The President and Vice President shall be elected for a term of one year and can only succeed themselves by receiving at least a majority of the possible eleven votes of the Board of Directors, taken by secret ballot.

6. A vacancy in the office of Vice President or Secretary/Treasurer because of resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

7. The President or Vice President may be removed from office by the Board of Directors whenever in its judgment either office is violating its trust in pursuing the aims and purposes of the MHSRA.

ARTICLE IV

BOARD OF DIRECTORS

1. There shall be a Board of Directors of the MHSRA which shall consist of eleven members.

2. Two Directors shall be elected from each of the five Districts in the state of Montana. The eleventh member of the Board of Directors shall be the National Director and serve as the Director at Large.

3. Each Director will serve for a term of two years. Each Director may succeed himself in office if nominated and elected to that office by his/her District.

4. The terms of Directors shall be staggered so that five State Directors representing each of the five Districts shall be elected each year. The other five State Directors representing each of the five Districts will hold office until the following year.

5. Directors will be elected by the adult and student membership in their District at an annual meeting to be held during each District Rodeo or at the beginning of the State Finals Rodeo if there is not District Rodeos that year. Each State Director shall take office at the reorganization meeting.

6. If a vacancy occurs in the office of State Director, the District in which the vacancy exists shall elect an individual to fill the unexpired term of the vacant office. The vacancy must be filled and the State Secretary notified within sixty days of its occurrence. Should the vacancy not be filled by the District within the sixty-day period, the Board of Directors shall appoint a member from that District to serve for the unexpired term.

7. A meeting of the Board of Directors may be called by the President. Each State Director must be notified, in writing or personally by telephone, at least ten days prior to the holding of said meeting, of the time and place of the meeting.

8. The Board of Directors shall:

(a) Transact the general business of the MHSRA;

(b) Establish major administrative policies and rules to govern the affairs of the MHSRA;

(c) Provide for the maintenance of the principal office of business, provide for the proper care of materials, equipment and funds of the MHSRA, and provide for the payment of legitimate expenses.

(d) Audit the financial records of the MHSRA annually and certify the audit as to the veracity of the information contained therein. The Board of Directors may from time to time provide for an audit by an outside auditing firm of the financial records of the MHSRA.

9. Alternates, proxies with a written authorization may be seated at a meeting and shall have a vote in the conduct of business of the MHSRA. A proxy must be a District Director from the absent State Director's home district and is to be considered a part of the quorum count for conducting business.

10. In the event a State Director misses two unexcused, consecutive meetings, the respective District Secretary shall be notified that a vacancy exists and that the respective District shall select a new representative for the Board of Directors. The President shall announce the reason for the reported absence of a State Director to the entire Board and they shall, in turn, by voice and vote establish whether the excuse is valid and excusable. The President may authorize an excused absence of a State Director at a Directors meeting.

11. In the event there is no quorum, the only business that can be transacted is to take measures to obtain a quorum, to fix the time to adjourn, and to adjourn or to take a recess.

12. The MHSRA Board of Directors will nominate and elect by secret ballot, a person to represent the MHSRA on the National High School Rodeo Association Board of Directors at the MHSRA reorganization meeting in 1993 and every 5 years thereafter. Upon the election of the National Director nominee, the Secretary/Treasurer shall certify Montana's nominee to the Secretary of the National Association.

13. The MHSRA shall be responsible for its National Director's legitimate expenses while attending national meetings. Legitimate expenses are defined in the

Rules and Regulations of the Board and must be in compliance with current U.S. Internal Revenue Service rules and regulations.

14. National Director's duties at the state level shall include acting as a coordinator in all state-sanctioned rodeos. Any flagrant abuse will be brought to the attention of the National Director. The responsibilities of the National Director are described in Article IV, paragraph II of the NHSRA Rules, Constitution and By-Laws.

ARTICLE V

STUDENTS' DELEGATES AND OFFICERS

1. There shall be representation of students at all Board of Directors meetings.
2. The students members shall annually elect a President, Vice President, and Secretary to preside over the activities of the contestants in the coming year.
3. The election of State student officers and event directors shall take place at the State Finals Rodeo by secret ballot, the new officers taking office at the conclusion of the rodeo.
4. Notice of the meeting for election of student officers must be posted by the State Secretary at least twenty-four hours before the meeting begins and must define the time, place and date of the election.
5. Nominations will be accepted from the floor of the meeting. Graduated seniors are not eligible for nomination as a student officer or event director. The officers and event directors may be elected by a show of hands or by secret ballot. A voice vote does not constitute a valid election. The outgoing Student Secretary shall notify the State Secretary of the newly-elected student officers and event directors, before the end of the State Finals Rodeo.
6. The student officers should attend all meetings of the Board of Directors and take such other trips and make appearances as the Board of Directors may direct.
7. Student officers shall hold office for one year, may succeed themselves, and must maintain their eligibility for membership in the MHSRA during the year in which they hold office. Student officers who do not meet the eligibility requirement (i.e. passing grades in at least four subjects), shall lose their office and shall be replaced by a hand vote or secret ballot vote of the student members within the District in which the ineligible student officer resides.

8. The students² officers holding the positions of President, Vice President, and Secretary shall have one vote each on all matters voted on by the MHSRA Board of Directors. The MHSRA Queen shall also be a voting member.

ARTICLE VI

MEETINGS

1. The general meeting of the MHSRA shall be held during the MHSRA State Finals Rodeo at or near the site of the rodeo. There will be a minimum of two other meetings of the MHSRA each rodeo year, the time and place of each meeting is to be set by the Board of Directors as they adjourn the preceding meeting.

2. The Secretary/Treasurer shall notify the State Directors and Student Officers in writing of the date, ~~time~~ and place of each meeting, not more than sixty days nor less than twenty days before each meeting takes place.

3. Any proposed amendments to these bylaws must be included in a meeting notice and must be written in their entirety in the form that they are to be considered. The Board of Directors must have a written copy of any proposed amendments to these bylaws at least twenty days and not more than sixty days prior to the consideration of the proposed amendments.

4. The order of business at each meeting shall be fixed by an agenda which shall be distributed to the Board of Directors not less than twenty days nor more than sixty days prior to convening the meeting. The business of the meeting shall include, among other things:

- a. Roll call of State Directors
- b. Statement by the President
- c. Minutes of the previous meeting
- d. Secretary/Treasurer's report and statement
- e. Reports of standing committees
- f. Reports of special committees
- g. Election of State Directors and Officers
- h. Miscellaneous business, old and new
- i. The time and place of the next meeting
- j. Adjourn the meeting

5. The meeting will be conducted under Robert's Rules of Order.

6. A majority of the Board (six elected members) shall constitute a quorum at any meeting of the members. A quorum must be in attendance at a meeting for any official, legal transaction of business.

7. In the intervals between meeting of the Board of Directors, the President and/or Secretary/Treasurer of the MHSRA may refer and submit by mail or telephone to the Board of Directors definite questions relating to the affairs of the MHSRA which, in the opinion of the President or Secretary/Treasurer, require immediate action on the part of the Board of Directors. The result of such a poll or referendum which requires a majority vote of the State Directors shall control the action of the MHSRA and of its Board, Officers, committees, agents and employees.

ARTICLE VII

COMMITTEES

1. Standing Committees:

a. Each committee shall consist of at least three members. They shall be appointed by the President who shall also designate a chair person for the committee.

b. The MHSRA shall have the following standing committee:

(1) Nominating Committee – The purpose of this committee is to recommend a slate of candidates for office. The nominating committee shall convene prior to the reorganization meeting. Nominations for any office will also be accepted from the floor at the time of elections.

(2) Promotion Committee – The purpose of this committee is to promote high school rodeo and seek funding sources and projects for the MHSRA.

(3) Finance Committee – The purpose of this committee is to annually audit the financial accounts of the MHSRA and present its findings to the Board of Directors. The entire membership of this committee must change bi-annually. They are to verify investment accounts, bank balances and reconcile the checking account (s) with those balances.

2. Special Committees, Other Committees and Appointments:

The President may appoint committees or individuals for special purposes. These committees and individuals are assigned responsibilities that have nothing to do with the management of the MHSRA nor do they have any authority to speak on behalf of the MHSRA Board of Directors other than as specified by the President and the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

1. Contracts. The Board of Directors may authorize any individual to enter into any contract or execute and deliver any instrument in the name of the MHSRA corporation, and this authority may be general or confined to specific purposes.

2. Checks, drafts and orders. All checks, drafts and orders for the payment of money, notes, or other indebtedness which are issued in the name of the MHSRA shall be signed by the Secretary/Treasurer and the President, Vice President or Finance Committee member of the MHSRA.

3. Deposits. All funds of the MHSRA shall be deposited monthly by the Secretary/Treasurer to the credit of the MHSRA in a federally insured banking institution of the Secretary/Treasurer's choice. Idle funds shall be invested in interest-bearing accounts at the highest rate that is practical and available in a federally-insured banking institution, savings and loan institution or investment concern that insures such deposits.

4. Gifts. The Board of Directors or its Officers may accept on behalf of the MHSRA any contribution, gift, bequest, or device for the purpose of the MHSRA.

5. The Board of Directors may authorize the establishment of special accounts for a specific purpose. Excess funds in those accounts must be placed in the general fund at the end of the State Finals Rodeo.

ARTICLE IX

STATE CONTEST

1. The MHSRA shall conduct a State Finals High School Rodeo each year. The accumulative point system will qualify contestants in the first four places of each event for the National Championship Finals Rodeo.

2. Rodeos are to be open to all MHSRA member-students in the State of Montana who have taken an accredited high school course and maintained passing grades in four subjects.

3. No dairy influenced cattle shall be used at the state finals rodeo.

ARTICLE X

AMENDMENTS

These bylaws may be amended at any meeting by a two-thirds vote of the State Directors and Officers present which constitutes a quorum. The notice of the proposed amendment (s) must be given in notice of a meeting as set out in Article VI, paragraph 3.

Passed this seventeenth day of February, 2007, by the Montana High School Board of Directors in a vote at the winter meeting held in Billings, Montana with twelve members casting a vote of aye and one members casting a vote of nay.

Signed: _____
Mike Hollenbeck, National Director

Tracy Fruit, President

Heidi Picchietti, Secretary/Treasurer

Board Members present and voting:

John Ahlgren – District 1 State Director
Doug Weeding – District 1 State Director
Enoch Schaffer – District 2 State Director
Mike Williams (proxy for Tracy Fruit) – District 2 State Director
Roy Whitford – District 3 State Director
Aaron Boehm – District 3 State Director
John Hansen (proxy for Greg Scheele) – District 4 State Director
Bart Horner – District 4 State Director
Bruce Rianda – District 5 State Director
Loyd Rennaker – District 5 State Director
Bailee Novotny – Student President
Maddie Matelli – Student Vice-President