

# RESTATED BYLAWS

OF

## NORTH DAKOTA HIGH SCHOOL RODEO ASSOCIATION

### ARTICLE I. OFFICES

The principal executive office of the corporation shall be residence of the executive secretary of the corporation. The corporation may have such other offices, either within or without the State of North Dakota, as the Board of Directors may determine from time to time.

### ARTICLE II. MEMBERS

The members of the corporation shall be divided into two classes. All members shall have voting rights except for honorary members. The first class of members shall be open to all students who are under twenty (20) years of age at the first of the National High School Rodeo year and are or have been enrolled in the ninth, tenth, eleventh or twelfth grades the year just preceding the National High School Finals Rodeo the contestant is entering (High School Members). If they have graduated in the middle of the year, or have attended school on half-days, they will still be eligible to compete in the National High School Rodeo through National High School Finals Rodeo. The second class of members shall be open to all students who are under sixteen (16) years of age at the first of the National High School Rodeo year and are or have been enrolled in the fifth, sixth, seventh or eighth grades (Junior High Members). The official rule book of the National High School Rodeo Association (NHSRA) is herein incorporated by reference with respect to membership requirements for affiliates, including future changes to those requirements made by the NHSRA. Any future conflict on membership requirements between the national rules and these bylaws shall be resolved by an amendment of these bylaws. The power to amend this Article of these bylaws to bring them in alignment with the official rule book of the NHSRA is vested in the Board of Directors. The High School Members shall be entitled to vote as a class on the election of directors denominated High School Directors (hereinafter defined). The Junior High Members shall be entitled to vote as a class on the election of directors denominated Junior High Directors (hereinafter defined). Otherwise, the general membership shall vote on all other matters required to be submitted to the membership.

### ARTICLE III. BOARD OF DIRECTORS

**Section 1. General Powers:** The affairs of this corporation shall be managed by its Board of Directors.

**Section 2. Composition of Board of Directors:** The Board of Directors of the corporation shall be composed of the following persons: High School Directors (hereinafter defined), Junior High Directors (hereinafter defined), High School National Director, Junior High National Director (if the High School National Director is not also acting as the Junior High National Director), the three currently serving High School Member Officers, the three currently serving Junior High Member Officers, the current High School Rodeo Queen, and the current

Junior High Rodeo Queen. The High School National Director, Junior High National Director, High School Member Officers (hereinafter defined), Junior High Member Officers (hereinafter defined), High School Rodeo Queen (hereinafter defined) and Junior High Rodeo Queen (hereinafter defined) shall be ex-officio members of the Board of Directors. The High School Directors and Junior High Directors shall be elected as provided in these Bylaws.

**Section 3. Member-Elected Directors:** Eighteen (18) of the directors shall be elected by the membership. Nine (9) of the directors shall be denominated "High School Directors" and shall be elected by the High School Members. Nine (9) of the directors shall be denominated "Junior High Directors" and shall be elected by the Junior High Members. At least seven (7) of the High School Directors must have a child who is a High School Member in good standing. At least seven (7) of the Junior High Directors must have a child who is a Junior High Member in good standing. The election of the Junior High Directors shall be held during the last Junior High regular season rodeo at a time and place to be established by the Board of Directors. The election of the High School Directors shall be held during the last High School regular season rodeo at a time and place to be established by the Board of Directors.

**Section 4. Qualifications, Terms and Selections:** The High School Directors, Junior High Directors, High School National Director and Junior High National Director shall have the following qualifications, terms and selections:

- a. Directors shall be at least 20 years of age.
- b. Directors shall be persons of demonstrated expertise in promoting and furthering the sport of rodeo in schools located within the State of North Dakota.
- c. Directors shall serve a three (3) year term and the election and qualification of his or her successor.
- d. High School and Junior High Directors shall be elected by secret ballot of the High School and Junior High Members, respectively. The Board of Directors shall form one or more Nominating Committee(s) and define the extent of the delegation of its authority to the committee. The Nominating Committee(s) shall be charged with the selection of a slate of candidates to fill any vacancies on the Board of Directors for the coming year. In addition to the slate of candidates selected by the Nominating Committee, nominations for directors can be made from the floor in the meeting at which the High School or Junior High Director is to be elected.
- e. High School and Junior High Directors may serve more than one term, but no Junior High Director may serve as a High School Director without having gone off the Board of Directors for at least one year after having served as a Junior High Director.
- f. When a vacancy exists on the Board of Directors, it shall be filled by a majority vote of the directors then in office for the remainder of the term subject only to the further requirements of this Article.
- g. If a Junior High National Director cannot be found, his duties may be assumed by the High School National Director until a person willing and qualified to serve can be found.

**Section 5: Elections:** The directors shall be elected at large. Each member shall be entitled to one vote for each of the directors to be elected.

**Section 6: Directors – Staggered Terms:** The Board of Directors shall remain divided into three groups. There will be six (6) directors in each group. Three (3) of the directors shall be from the High School Directors and three (3) from the Junior High Directors. After the merger, the Board of Directors shall continue to be elected on the basis of the current classification of the board and the number of directors equal to the number of the group whose term expires at the time of the annual meeting shall be elected to hold office until the third succeeding annual meeting. The Board of Directors shall have the authority to require one or more of its directors to run before the expiration of his or her three (3) year term to insure that at least six (6) directors are being elected at the next annual meeting.

**Section 7. Rodeo Queens as Directors:** The High School and Junior High Rodeo Queens shall serve as voting directors during the year of their reign. The term of both queens shall start at the regular meeting of the Board of Directors following the annual meeting of members for the corporation for the ensuing year. The official rule book of the National High School Rodeo Association (NHSRA) is herein incorporated by reference with respect to queen requirements for criteria, judging and selection to be used by NHSRA affiliates, including future changes to those requirements made by the NHSRA. Any future conflict on queen requirements between the national rules and these bylaws shall be resolved by an amendment of these bylaws.

**Section 8. State High School and Junior High Officers as Directors:** The High School Members shall elect from among their members a President, Vice-President, and Secretary (the “High School Officers”). The Junior High Members shall elect from among their members a President, Vice-President, and Secretary (the “Junior High Officers”). The High School and Junior High Officers shall serve as voting directors for one (1) year. The officers shall be elected at the last rodeo of the regular season for their division (high school or junior high). The term of all High School and Junior High Officers shall start at the regular meeting of the Board of Directors following the annual meeting of members for the corporation for the ensuing year. The Board of Directors is authorized and empowered to adopt by resolution such additional rules and regulations for the election of High School and Junior High Officers as it may deem necessary or advisable.

**Section 9. National Directors as Directors:** The High School National Director and Junior High National Director shall serve as voting members of the Board of Directors for as long as he or she is acting as a national director to the NHSRA. Each position shall be filled by a majority vote of the Board of Directors of the corporation.

**Section 10. Authority to Establish Compensation:** The Board of Directors shall not have authority to establish compensation for its directors or officers, nor shall it have authority to provide pensions, disability, death benefits, other benefits or payments to directors or officers of the corporation. Notwithstanding this general prohibition, the Board of Directors shall have authority to establish compensation for any Secretary and/or Treasurer position(s) of the corporation. The Board of Directors shall also have the authority to pay or reimburse the expenses of board members, officers, and employees in the discharge of their duties which shall include, but not be limited to, travel and lodging in attending local or educational meetings which benefit the corporation.

## **Section 11. Director's Meetings:**

- a. Place. All meetings, regular or special, shall be held at the place and time as designated by a majority of the Board of Directors of the corporation, at any site in the State of North Dakota that may be designated by the appropriate notice to the board members.
- b. Notice.
  1. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors shall hold at least four (4) regular meetings each year. The Board of Directors shall provide written notice stating the date, time and place of the other regular meetings to each director. The notice shall be delivered either personally or by mail, overnight courier, facsimile or electronically to each director. Regular meetings may be held upon three (3) days' notice to the directors. If mailed such notice shall be deemed to be delivered three (3) days after deposit in the United States mail in a sealed envelope addressed to the director at his or her current mailing address on the records of the corporation, with postage prepaid thereon. All notices given by the other means set out above shall be effective upon delivery to the courier or sending. If the date, time and place of a meeting have been announced at a previous meeting of the board, no notice is required. Regular meetings at which action on an amendment of these bylaws is to be considered must be noticed as required in Article XIV.
  2. The Board of Directors shall provide written notice stating the date, time and place of the special meetings of the Board of Directors to each director. Notice of any special meetings of the Board of Directors shall be given at least forty-eight (48) hour notice delivered either personally or by facsimile or electronically to each director and may be called either by or at the request of the President or any two (2) directors of the corporation. All notices given by facsimile or electronically shall be effective upon sending. Special meetings at which action on an amendment of these bylaws is to be considered must be noticed as required in Article XIV.
  3. If the date, time and place of a board meeting has been announced at a previous meeting of the board, no notice is required.
  4. If at any regular or special meeting of the Board of Directors an amendment of the articles of incorporation is being considered, the notice must contain the substance of the proposed amendment but otherwise the notice need not state the purpose of the regular or special meeting.
  5. Formal notice, where required, shall be given to the directors and officers by mail or electronic means. Notice given to the directors or officers shall state the time, place and purpose of the meeting.
- c. Waiver. Attendance of a director at a meeting shall constitute a waiver of notice of a meeting, except where a director attends a meeting and objects there to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at not the purpose of any regular, special or annual meetings of the Board of Directors need be specified in the waiver of notice of such meeting. Further, 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 equivalent to the giving of

such notice. A director may waive notice of a meeting of the board in writing or by authenticated electronic communication.

- d. Unanimous Written Consent. This corporation may take any action that could be taken at a meeting, without actually holding a meeting, if all directors sign a written consent to the action to be taken.

**Section 12. Quorum Majority:** A majority of a number of directors fixed pursuant to this Article shall constitute a quorum for the transaction of affairs. The act of a majority of the directors and officers present at a meeting at which a quorum is present shall be the act of the Board of Directors. Participating in a meeting by other real-time, interactive means shall also constitute presence at a meeting.

## **ARTICLE IV. COMMITTEES OF THE BOARD**

**Section 1. Executive Committee:** The corporation shall have an Executive Committee which shall be comprised of the President, who shall serve as chairman of the Executive Committee, High School and Junior High Vice-Presidents, High School and Junior High Student Presidents, and High School and Junior High National Directors. In addition, the Executive Committee shall include two members of the Board of Directors selected at large from and by its members. The Executive Committee shall have such powers and shall perform such duties as the board may delegate to it in writing from time to time, including the immediate oversight and management of the affairs of the corporation. The Executive Committee shall act by a majority of the members thereof, and any action duly taken by the Executive Committee within the course and scope of its authority shall be binding on the corporation. The Executive Committee shall perform its functions as directed by the board and all actions taken by the Executive Committee shall be reported in full to the Board of Directors at the next scheduled meeting of the Board of Directors. High School and Junior High Secretaries shall be a non-voting members of the Executive Committee.

**Section 2. Permanent Committees:** The Board of Directors shall have the following committees: Budget and Finance, Scheduling and Personnel, State Finals and Queens, Fundraising and Membership Development, and Rules and Safety. These committees shall be comprised of one or more board members and may also include non-board members as determined by the Board of Directors. These committees shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors.

**Section 3. Other Committees:** The Board of Directors may act by and through such other committees as may be specified in resolutions adopted by the Board of Directors.

**Section 4. Committee Meetings:** Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chairman of that committee or by the President. Two days' notice by mail, telephone or electronic means shall be given of any special meeting of a committee. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of the committee present at any such meeting, although less than a quorum, may adjourn the meeting from time

to time. A majority vote of the members of a committee of this corporation present at any meeting in person or by other real-time, interactive means, shall be sufficient for the transaction of the business of such committee.

## **ARTICLE V. OFFICERS**

**Section 1. Number:** The principal officers of the corporation shall be the President, Vice President – High School, Vice President – Junior High, Secretary-High School, Secretary – Junior High, and Treasurer. The President, Vice President – High School, and Vice President – Junior High will be elected from and by the directors of this corporation and shall serve a term of one year in the respective office to which they are elected. The office of the President must be filled by one of the High School Directors. Secretary – High School, Secretary – Junior High, and Treasurer positions may be filled by a non-director and, if filled by someone who is not a director, shall be a non-voting member of the Board of Directors. Consecutive terms in each of the corporate offices shall be permitted. Such other officers and assistant officers as may be deemed necessary may be appointed or elected by the Board of Directors. A director elected to serve as a corporate officer shall continue to serve as a director upon completion of his or her term of office as an officer of this corporation. No person may serve in more than one corporate officer position at one time.

**Section 2. Election and Term of Office:** The officers of the corporation are to be elected from and by the Board of Directors and shall be elected annually by the Board of Directors at the reorganizational meeting of the board following the annual meeting of the members of the corporation. Each officer shall hold office until a successor has been duly elected and qualified or until death, resignation, or removal in a manner hereinafter provided.

**Section 3. Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment, the best interest of the corporation will be served hereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies:** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors until the next annual election, at which time an election will be held for the remainder of the term.

**Section 5. President:** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board. The President may sign with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws to some other or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice-President:** In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions of the President. The Vice-President shall perform all duties as from time to time may be assigned by the President or by

the Board of Directors.

**Section 7. Secretary:** The Secretary shall:

- a. Keep the minutes of the meeting and of the Board of Directors;
- b. Provide accurate minutes of meetings of the Board to the directors and officers.
- c. See that all notices are duly given in accordance with the provision of these Bylaws or as required by law;
- d. Be custodian of the corporate records; and
- e. In general, perform all duties incident to the office of the Secretary and such duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 8. Treasurer:** If required by the Board of Directors, the Treasurer shall give a bond to the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:

- a. Have charge and custody of and be responsible for all financial records of the corporation that have been properly and officially remitted to his or her care and custody; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as may be selected in accordance with the provision of these Bylaws; and
- b. In general, perform all of the duties incident to the offices of Treasurer and such other duties as from time to time may assigned to by the President or by the Board of Directors.

**ARTICLE VI.  
HONORARY MEMBERS**

The Board of Directors of this corporation may elect to honorary membership any person or persons who have demonstrated excellence in carrying out the philosophy set forth in article V of the Restated Articles of Incorporation. This membership may continue for the lifetime of the recipient and carry with it such rights and honors as may be designated by the Board of Directors. However, said honorary membership shall not carry with it the right to vote in corporate matters.

**ARTICLE VII.  
CONTRACTS, LOANS, INVESTMENTS, AND DISBURSEMENTS**

**Section 1. Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authorization may be general or confined to specific instances.

**Section 2. Loans:** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors.

**Section 3. Contributions and Donations:** The Board of Directors may authorize any officer or officers, agent or agents, to receive any contributions, donations, gifts, bequests, or devises on behalf of the Corporation.

**Section 4. Investments and Disbursements:**

- a. The monies of the corporation shall be deposited in the name of the corporation in such bank or trust company as the directors shall designate and shall be drawn out only by checks signed by the Treasurer, and counter-signed by the President, the Vice-President or other designated signature, except where the drawing of checks shall be delegated to a bank or trust company. In any event, all checks or other withdrawals shall be approved in writing by the President or Vice-President and the Secretary or Treasurer.
- b. The directors shall authorize, out of the funds of the corporation, the payment of such expenses as may become necessary. No director of the corporation shall receive any salary for services.
- c. In investment or reinvestment of the funds of this corporation, the directors shall be governed by the rules prescribed by any one or more of the statutes of the State of North Dakota having to do with investment by fiduciaries, the prudent man rule, and retention of securities as to assets presently held or from time to time acquired by said corporation by gift, devise, bequest or otherwise, which may not be eligible for investment under the statutes above enumerated. As to assets which may hereafter from time to time become ineligible for such investment, the corporation may retain such assets in its discretion.
- d. The corporation shall not create or allow any overdraft of undistributed income. It shall not disburse principal funds except in the amount that such disbursement may be approved or permitted by the donor or for investment or reinvestment purposes. Profits realized from the sale or transfer of securities or other assets in the principal account shall remain as principal, and losses from sale or transfer of securities and other assets in said principal account may, in the discretion of the directors, be charged to the principal account and need not be charged to income account. Stock dividend or dividends received in the form of capital stock shall be treated and considered as principal. Any portion of the income may, in the discretion of the directors, be transferred to the principal account and then shall remain permanently a part thereof.
- e. The income from any property of the corporation shall be expended for such purposes referred to in the Articles of Incorporation of the corporation, and at the same time, as the directors shall appoint and direct subject to the Articles of Incorporation and the Bylaws.
- f. The directors shall be responsible for the accomplishment of the purpose and objectives of the corporation as specified in the Articles of Incorporation. The directors may cause to be selected and/or appointed a competent and experienced administrator and/or such personnel as are, in the sound judgment and discretion of the directors, necessary for the proper operation and management of the corporation and the accomplishment of its purpose and objectives, and to pay any fees, costs or expenses incurred thereby.
- g. Any other provisions of this instrument notwithstanding, the directors shall not engage in any act of self-dealing as defined in Section 4941 (b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, nor retain any excess business holdings as defined in Section 494 (c) of the Internal Revenue Code of



1954, or corresponding provisions of any subsequent Federal tax laws, nor make any investment in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, nor make any taxable expenditures as defined in Section 4945 (b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

- h. In the event that a donor conveys real estate or an interest therein to this corporation to assist in carrying out the aforesaid purpose, this corporation may retain such real property or may sell said real estate and in furtherance of such sales, the Board of Directors may delegate to designated officers of this corporation necessary authority to sell said real estate either privately or publicly, except that no member of the Board of Directors may purchase any property sold by this corporation by private sale. Upon sale of said real estate, officers of the corporation, as designated by the Board of Directors, shall execute deeds of conveyance, contracts for deed, leases and accept mortgages from purchasers. In the event that this corporation may become a party as a remainder man, and should it ever be required to join in executing a lease on real property including in such remainder, then this corporation may become a party to such leasehold. This corporation shall have full and complete authority to develop, manage and operate any real estate received by this corporation, and such development, management of operation shall be at the direction of the Board of Directors.
- i. In the event that a donor shall donate and convey grains, livestock stocks, bonds, securities, or any other type of valuable property, this corporation may retain, sell or exchange such property as deemed advisable by the Board of Directors, and in furtherance of such sale or exchange of such property, the Board of Directors may delegate to designated officers of the corporation necessary authority to sell such property either by public or private sale, and pursuant thereto execute all necessary documents of transfer and sale. However, no such property shall be sold at private sale to any member of the Board of Directors.
- j. The directors may adopt such additional rules for the management of said corporation and investment, sale mortgaging or otherwise disposing of its assets and property, real and personal, as may not be inconsistent with these bylaws.

#### **ARTICLE VIII. BOOKS AND RECORDS**

All books and records of this corporation shall be kept within the State of North Dakota. The corporation shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The books and records of the corporation may be examined during business hours at the principal executive office of this corporation as set forth in the Articles of Incorporation by any member or duly authorized agent of attorney.

#### **ARTICLE IX. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

**ARTICLE X.  
STOCK AND DIVIDENDS**

This corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of this corporation shall be distributed to its directors or officers, except that the corporation may pay compensation in a reasonable amount to employees for services actually rendered. In no case shall any part of the net earning injure to the benefit of the private officer or director within the meaning of the Internal Revenue Code of the United State Government.

**ARTICLE XI.  
SEAL**

This corporation shall be a no seal corporation.

**ARTICLE XII.  
LOCATION OF FINALS RODEO**

The location of the State Finals Rodeo for the High School and Junior High shall be set by the Board of Directors. The location shall be awarded for a three-year period and the location can be extended for an additional three-year period by a majority of the Board of Directors.

**ARTICLE XIII.  
GRIEVANCES**

All grievances at a High School or Junior High Rodeo event shall be filed in writing with the Board of Directors for investigation. Grievance must be given to the Board of Directors within 5 days of the grievance.

**ARTICLE XIV.  
AMENDMENTS**

**Section 1. Initial Bylaws:** These Restated Bylaws of the corporation have been adopted by its members.

**Section 2. Subsequent Bylaws:** The Bylaws may be adopted, amended or repealed by the Board of Directors. Any member of the Board of Directors may propose the adoption, amendment or repeal of other Bylaws to the Board of Directors by a majority vote.

**Section 3. Vote Required:** Bylaws may be adopted, amended or repealed by the Board of Directors by a two-thirds (2/3) vote thereof at a meeting at which a quorum is present, and for which seven (7) calendar days' notice shall state the article and section number of the Bylaws to be adopted, amended or repealed and the Intent to adopt, amend, or repeal such Bylaws.

**ARTICLE XV.  
AWARDS**

The end of the year awards will be given as follows in case of ties in year-end points:

Tie for first                                      Buy another first place award and each get points;

Tie for second  
Tie for third  
Tie for fourth

Buy another second place award and each get points;  
Buy another third place award and each get points; and  
Buy another fourth place award and each get points.

**ARTICLE XVI.  
LOCAL/QUALIFYING RODEO COMMITTEES**

Each local/qualifying committee must give awards for first place, second place, third place and boy's & girl's all-around at each of their qualifying rodeo events. The award type is up to each committee, but the first place prize must be a buckle.

**ARTICLE XVII.  
EVENTS**

The Board of Directors shall evaluate the status of events allowed to be optional by the National High School Rodeo Corporation for a three-year time period synchronized with the consideration of the location of the state finals rodeo.

I, Alaetra A. Alvarez, the Secretary of the North Dakota High School Rodeo Association, a North Dakota nonprofit corporation, hereby certify:

The foregoing restated bylaws, comprising eleven (11) pages, is the original restated bylaws of the North Dakota High School Rodeo Association. The bylaws in effect are the same as those restated by the North Dakota High School Rodeo Association.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2021.

By: \_\_\_\_\_  
Alaetra A. Alvarez  
Its: Secretary