

NEBRASKA HIGH SCHOOL RODEO ASSOCIATION, INC.  
BY-LAWS

ARTICLE I.  
OFFICES

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors and giving notice thereof to the Secretary of State as provided by the Laws of the State of Nebraska.

ARTICLE II.  
MEMBERS

Section 1. Classes of Members. The Corporation shall have five classes of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

A. High School Contestant Membership: Any high school student qualified under the contestant qualifications section of the National High School Rodeo Association Rules, Constitution and By-Laws may become a member when he or she completes the required membership application and pays the required annual membership fee as set by the High School Board of Directors for an annual contestant membership. Each high school contestant membership entitles the member and two parents (adult membership) a vote at each high school general membership meeting or election. The contestant member has one vote at any contestant meeting or election. All votes must be cast in person. No proxy voting shall be allowed. Annual memberships shall expire annually the day after the National Finals High School Rodeo concludes.

B. Adult High School Membership: Each parent on the contestant membership application of a High School Contestant Member is a member of the association and has one vote at any high school general membership meeting or election.

C. Junior High Contestant Membership: Any junior high student qualified under the contestant qualifications section of the National High School Rodeo Association Rules, Constitution and By-Laws may become a member when he or she completes the required membership application and pays the required annual membership fee as set by the junior high national director for an annual junior high contestant membership. Each junior high contestant membership entitles the member and two parents (adult junior high membership) a vote at each junior high general membership meeting. The contestant member has one vote at any junior high contestant meeting or election. All votes must be cast in person. No proxy voting shall be allowed. Annual memberships shall expire annually the day after the National Finals Junior High School Rodeo concludes.

D. Adult Junior High Membership: Each parent on the contestant membership application of a Junior High Contestant Member is a member of the association and has one vote at any junior high general membership meeting or election.

E. High School Partner Membership: A membership for any supporter of High School Rodeo, including alumni, family, stock contractors or personnel, or others who wish to be part of the Association. An individual may become a member when he or she completes the required membership application and pays the required annual membership fee as set by the High School Board of Directors. A High School Partner Membership entitles the member to one vote at each High School general membership meeting.

Section 2. An Adult or Partner Membership does not have a vote at any contestant meeting.

Section 3. No person may have more than one membership, have or cast more than one ballot or vote in an election or on any motion at any meeting.

Section 4. The Association Secretary shall maintain a registry of current members.

Section 5. Transfer of Memberships. All annual memberships shall be non-transferable and non-assignable.

Section 6. The National High School Rodeo Association and/or NEHSRA rules and procedures shall govern the censure, expulsion, suspension, or termination of a member.

### ARTICLE III.

#### Meetings of Members

Section 1. Annual Meeting. An annual meeting of the high school members shall be held in conjunction with the Nebraska State Finals High School Rodeo in town, village or city where said rodeo is being held, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the high school members may be called by the President, the Board of Directors, or not less than one-tenth of the high school contestant, adult high school, and high school partner members.

Section 3. Place of Meetings. The Board of Directors may designate any place within the State of Nebraska as the place of meeting for any special meeting called by the Board of Directors.

SECTION 4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be posted on the Association website, not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at each meeting. If a quorum is not present at any

meeting of the members, a majority of the members present may adjourn or reschedule the meeting, with notice as provided in section 4 of this article.

#### ARTICLE IV,

### High School Board of Directors

Section 1. General Powers. Its High School Board of Directors shall manage the affairs of the Corporation.

Section 2. Number. Tenure and Qualifications. The Board of Directors shall consist of twelve Adult High School Members, the National Director, and the Nebraska High School Student President or their designee. The Adult High School Directors shall be elected by the high school contestant members, adult high school members, and high school partner members, with four Directors being elected at the annual membership meeting held in conjunction with State Finals each year to fill seats vacant due to term-limits. Each Director shall be elected for a term of three years and shall serve until his successor shall have been elected and qualified. No Director elected by the membership may serve more than two (2) consecutive terms (6 years).

Section 3. National Director Appointments. The National Director shall be appointed by the Board of Directors. Also, the Junior High National Director shall be appointed by the National Director. The Junior High National Director is not a member of the High School Board of Directors but shall serve as an advisor or liaison to the Board of Directors for the junior high membership.

Section 4. Student Representative Appointment. The High School Student President, elected annually, by the contestant members or any student member they designate shall represent the student membership.

Section 5. Directors Rights. Each of the fourteen members shall have the same rights and privileges as Directors or members of the Board of Directors.

Section 6. Representation. No two adult members residing in the same household may be seated on the board of directors. (The Student President or representative may reside in the same household as another Director).

Section 7. Vacancies. A vacancy in any seat of the Board of Directors because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In the event a director has two (2) consecutive unexcused absences, that board member may be replaced.

Section 8. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law, after the annual meeting of the members during or immediately after the State Finals High School Rodeo. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call a special meeting of the Board may pick any place as the place for holding any special meeting of the Board called by them.

Section 10. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days prior to the meeting, by posting notice of said meeting on the Association website. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 11. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 12. Duties of the Board of Directors. The duties of the Board of Directors shall be:

- (a) to transact the general business of the association.
- (b) establish major administrative policies governing the affairs of the association and devise measures for the association's growth and development.
- (c) To fill all vacancies on the Board of Directors. to determine the site of the annual Nebraska High School Rodeo Finals by procedures outlined in the rules of the Corporation as adopted by the Board of Directors.

## ARTICLE V. Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary and a Treasurer. The Board of Directors may elect, appoint or hire such officers and one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary. Neither the National Director nor the Student President shall hold another officer position.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected at the first regular Board of Directors meeting following the annual membership meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 3. Removal. Any officer 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice-President. In the absence of the President or in event of his 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 the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VII. of these by-laws and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. National Director. The National Director's duties shall be as defined in the National Association rule book.

## ARTICLE VI. Committees

Section 1. The Executive Committee shall consist of the National Director, President, Vice-President, Secretary, and Treasurer. This committee shall have all the power of the Board of Directors to transact business of any emergency nature between the Board of Directors meetings. All transactions at this meeting shall be reported in full at the next scheduled meeting of the Board of Directors.

Section 2. Committees of Directors. The President by appointment or the Board of Directors by resolution, may designate and appoint one or more committees, each of which shall consist of one or more Directors.

#### ARTICLE VII.

##### Junior High Committee of Event Directors, Rules, and Accounts

The Junior High National Director shall appoint Junior High Event Directors, as they see fit, for each event. The Junior High National Director shall oversee the Junior High rodeos, events, and membership in conjunction with the Junior High Committee of Event Directors.

The Junior High Committee of Event Directors shall be responsible for ensuring that the junior high rodeos, events, and membership adhere to the National High School Rodeo Association rules as well as any Nebraska Rules adopted by the committee.

The financial accounts and records of the junior high shall be kept in the same manner and audited the same as the High School Rodeo accounts.

#### ARTICLE VIII.

##### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officer's agent or agents of the Corporation, in addition to the officers so authorized by these by-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5. Expenses of Directors. The Association shall be responsible for the legitimate expenses of the National Director's, while attending National meetings and rodeos. The board may reimburse any director's reasonable and necessary expenses incurred on behalf of the Association in carrying out their duties.

ARTICLE IX.

Books and Records

Section 1. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and any committees having any of the authority of the Board of Directors and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Audit. An audit of the funds of the Corporation shall be conducted at the end of the fiscal year by a Certified Public Accountant. The result of this audit shall be published for the members' review.

ARTICLE IX.

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August each year.

ARTICLE X.

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "CORPORATE SEAL OF THE NEBRASKA HIGH SCHOOL RODEO ASSOCIATION."

ARTICLE XI.

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII.

Amendments To By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular or any special meeting of the high school membership, including high school contestant members, adult high school members, and high school partner members, with quorum present, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XIII

## Qualifications for Contestants

Section 1. All contestants who participate in the annual Nebraska High School State Finals Rodeo or the Nebraska Junior High State Finals Rodeo must have a High School Contestant Membership or a Junior High Contestant Membership in the Corporation, a National High School Rodeo Association Membership and an insurance card issued by the National High School Rodeo Association.


Section 2. Qualifications for State Finals Rodeo. A Contestant must qualify for the State Finals Rodeo according to the rules as adopted and approved by the High School Board of Directors or the Junior High Committee of Event Directors.

Section 3. The rules of the National High School Rodeo Association shall govern all activities and qualifications of contestants.

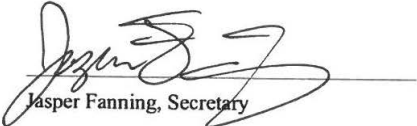
### ARTICLE XIV.

#### Gender Neutral

Any reference to "him or her" in the Articles of Incorporation or By-Laws for the Nebraska High School Rodeo Association, Inc. is gender neutral.



Jason Ohm, President



Jasper Fanning, Secretary