

Constitution and By-Laws

SOUTH CAROLINA HIGH SCHOOL RODEO ASSOCIATION

Article I Name

The name of this Association is the South Carolina High School Rodeo Association, Inc. (Hereafter called SCHSRA). This association is incorporated in the State of South Carolina and is organized as a not-for-profit corporation exclusively for charitable and educational purposes.

Article II Purpose and Aims

To build character, citizenship and sportsmanship in the young people of South Carolina (see membership qualifications Art. III) by supporting and competing in the sport of rodeo. This will be accomplished by:

- A. Organizing and operating the SCHSRA in conjunction with and accordance to the National High School Rodeo Association (NHSRA), so all members and contestants are in good standing with the NHSRA and so qualified contestants from the SCHSRA are eligible to compete in the National High School Associations Finals Rodeo. The SCHSRA State Finals Rodeo will be held annually at a place so designated by the Board of Directors and held so all qualified contestants may enter the National High School Finals Rodeo.
- B. Organizing and promoting qualifying rodeos for the State Finals Rodeo and other events to include but not limited to rodeo schools and clinics, fund raisers, community/charitable events and other related activity.
- C. Strongly encourage and challenge all contestants/members to strive for educational excellence before, during and after their participation in high school rodeo.
- D. Promoting and keeping America's western heritage alive in South Carolina.

Article III Membership

SCHSRA membership is open to anyone who meets the qualifications of NHSRA & SCHSRA and has established residency in SC. With written consent from the National Directors of adjoining states a contestant may be eligible to compete across state lines.

All dues are payable to the State Secretary by August 1 of each year. Returned checks for NSF will be assessed a fee to be determined annually by the Board of Directors. Contestants will not be allowed to vote or participate until all monies and fees have cleared through the State Secretary. Membership dues and fees will be established by the Board of Directors prior to each rodeo season.

Any member who resigns or is placed on probation as directed by the Board forfeits all rights and interest arising from membership in the SCHSRA.

SCHSRA membership is statewide and open to anyone who meets the qualifications of the NHSRA and the SCHSRA. Any subordinate association or group will be governed by the constitution of the SCHSRA and the NHSRA.

Any member of the SCHSRA who makes themselves incompatible to the operation of the SCHSRA by words or deeds is subject to disciplinary action in accordance with NHSRA rules.

All dues are payable to the State Secretary by August 1 of each year. All members must have dues paid in full to be a voting/participating member of the SCHSRA. Membership dues will be determined by the Board of Directors. Dues for each membership category will be established by the Board of Directors prior to each rodeo season.

Any member who resigns or withdraws from the SCHSRA shall forfeit all rights, claims and interest arising from membership in the SCHSRA.

The SCHSRA has three membership classes:

- A. Student Member: A student/contestant membership is open to all students in Grades 9, 10, 11 and 12 in South Carolina provided the student meets the Contestant qualifications of the NHSRA and is passing at least four subjects (if taken). If math, English, history or science are taken, they must be one of or all of the four subjects passed. If on Block Schedule, a member must pass 5 classes for the year; if taking less than 5 classes, all must be passed. Student members shall have one vote each for event directors, student officers, vacant positions on the Board of Directors and general SCHSRA business which is brought before them by the Board of Directors.
- B. Associate Member: An associate membership is open to anyone who demonstrates an interest and participates in the work of the association. The President shall assign a Board Member to act as liaison with Associate Members. That Board Member is responsible for bringing the concerns of Associate Members to the Board. Associate Members may participate in any debate or discussion at the Annual Meeting or any General Meeting or any Board Meeting (provided they are on the agenda). Associate Members are not voting members.
- C. Honorary Member: Honorary membership is a non-voting membership given to anyone who by word or action has deemed themselves worthy of such membership. Any student or associate member may nominate an individual for honorary membership. The nominee must receive a majority vote of the Board of Directors to receive this membership.

Article IV Officers and Board of Directors.

OFFICERS:

- A. The officers of the SCHSRA shall be the President, Vice President and Second Vice President. All Officers nominations must come from the Board of Directors. All Officers and Executive Members must have completed one term (2 years) as a board member to be eligible for these positions. The Officers of the SCHSRA are elected by the eligible voting membership at the Annual Meeting. All Officers of the SCHSRA shall be in good standing with the SCHSRA and the NHSRA. The election of Officers as well as all meetings of the SCHSRA shall conform to Roberts Rules of Order. The term of the Officer shall be one year. The election of Officers will be posted on all announcements of the Annual Meeting applicable. Nominations will be accepted from the floor.
- B. Student Officers of the SCHSRA are the Student President, Vice President and Secretary. Student Officers will be nominated and elected by the student membership only. Each Student Officer shall have one vote on the Board of Directors.

General Duties of Student Officers are:

Keep the student members informed of the proceedings of the Association.

Promote new members.

Organize student committees and assist with the State Finals Rodeo

Promote the purposes of the SCHSRA.

- C. Specific duties of Student Officers include but are not limited to the following:
 1. Student President: Preside over all contestant meetings or other general meetings of student/contestants. Coordinate activities of student/contestants as directed by the SCHSRA President. Maintain liaison between the Board of Directors and the student/contestant membership. Represent the SCHSRA at public/private functions (which may include public speaking) as directed.
 2. Student Vice President: Fulfill the duties of the Student President as needed. Act as a liaison between the Board of Directors and the student /contestant membership in the area of compliance of the rules of conduct of the NHSRA and the SCHSRA. The Student Vice President shall be a member of the Rules and By-Laws Committee and the Conduct/Discipline Committee. Function as directed by the SCHSRA President and the Student President

3. Student Secretary: Maintain liaison between the SCHSRA and NHSRA times. This includes but is not limited to rodeo results and schedule for upcoming rodeos.
4. SCHSRA Queen: Queen requirements and annual contract are included in SCHSRA Constitution and by laws by admission of attachment 1 (**March 1, 2010**)

In the event the current Queen forfeits her reign or has been removed by the Board, the first runner up from State Finals shall be given the opportunity to fulfill the remaining term.
There shall be no awards given for the remaining term.

D. The Officers of the SCHSRA shall perform the duties usually performed by such Officers together with such duties as prescribed by the By-Laws of the SCHSRA or the President of the SCHSRA. All Officers, unless otherwise, are elected by voting membership. The SCHSRA President may appoint from the Board of Directors any vacancies that may occur.

E. The President shall be the Chairman of the Board of Directors and an Ex-Officio member of all committees except the Nominations Committee.

F. In the absence of the President, the succession of leadership shall be the First Vice President then the Second Vice President. In the event that none of the preceding is able to serve, the Board of Directors shall appoint such Officers as necessary until the next Annual Meeting. The National Director shall preside over any meetings or association business until such appointments are made.

G. The Secretary shall keep complete minutes of all meetings of the SCHSRA. Copies of such minutes shall be distributed as directed by the President. The National Director shall be given copies of all SCHSRA proceedings. The Secretary shall keep a copy of all documents and minutes as permanent records of the SCHSRA. The Secretary shall complete all duties as required to maintain the SCHSRA in good standing with the NHSRA and other duties as directed by the President. The Secretary is appointed and shall serve at the pleasure of the President with the concurrence of the Board of Directors. The Secretary is a non-voting member of the Board of Directors.

H. The Treasurer shall be bonded and have the responsibility of maintaining the funds and financial accounts of the SCHSRA in accordance with good accounting practices and state and federal law. The Treasurer shall be responsible for the collection of all accounts receivable as directed by the President. The Treasurer shall present the membership financial statement for the preceding year and a budget for the upcoming year at the Annual Meeting. The Treasurer is appointed and shall serve at the pleasure of the President with the concurrence of the Board of Directors. The Treasurer is a non-voting member of the Board of Directors.

I. The Rodeo Secretary is responsible for the administering of call-in and check-in at each qualifying rodeo, the SCHSRA State Finals Rodeo and all other duties required by the President of the SCHSRA or the NHSRA. The Rodeo Secretary is appointed by the President of the SCHSRA and is a non-voting member of the Board of Directors.

J. The Point Secretary is responsible for computing and maintaining a record of contestant points. The Point Secretary is appointed by the President of the SCHSRA and is a non-voting member of the Board of Directors.

K. The President of the SCHSRA has the discretion of appointing one person as the Rodeo Secretary and Point Secretary.

L. The National Director shall be elected by the Board of Directors of the SCHSRA. National Director nominations must come from the Board of Directors. The National Director shall serve as directed by the NHSRA current rule book. The National Director is a voting member of the Board of Directors and may participate in any debate or discussion involving SCHSRA business. The National Director is an Ex-Officio member of all SCHSRA committees. The SCHSRA shall be responsible for all legitimate expenses of the National Director while attending required NHSRA meetings.

BOARD OF DIRECTORS:

- A. The Board of Directors of the SCHSRA shall consist of those Officers noted above in addition to 12 Directors elected at large. At such time as deemed necessary in order to provide better representation to the members of the SCHSRA, a majority of the Board of Directors may be provided to the general membership and election of those additional Directors will take place at any Annual Meeting. All members of the Board of Directors must be in good standing with the SCHSRA and the NHSRA.
- B. Directors will be nominated and elected at the Annual Meeting. Directors shall serve two-year staggered terms. The President shall have the authority to appoint from the eligible qualified persons a Director to complete the term of any vacancy that may occur with the approval of the Board of Directors. The minimum age of a Board Member is 21.
- C. Special meetings of the Board of Directors may be called by the President on ten days' notice to each Director personally, by mail or by telecommunications. Such meetings shall be held at the time and place specified in the notice.
- D. A majority of the Board present for any meeting shall constitute a quorum to conduct business (this does not apply to a mail or telecommunications vote).
- E. There shall be an Executive Committee of the Board of Directors composed of the President, First Vice President, Second Vice President, National Director and two Board Members. This committee shall have all the authority of the Board of

Directors to transact business of an emergency nature (as defined by the President). All transactions of this committee shall be reported in full at the next scheduled meeting of the Board of Directors.

F. All newly elected officers and Board members shall assume office at the conclusion of the Annual Meeting at which they are elected and serve until the conclusion of the Annual Meeting of applicable years.

G. The Board of Directors shall:

- Transact the general business of the SCHSRA.
- Establish major administrative policies governing the affairs of the SCHSRA and devise mature measures for the association's growth and development.
- Provide facilities for the work of the officers and committees as may be deemed necessary; provide for the proper care of materials, equipment and funds of the SCHSRA, for the payment of legitimate expenses and for the annual auditing of all books of account by a certified public accountant.
- Act upon applications for membership in the SCHSRA.
- Have the authority to fill all vacancies on the Board of Directors. In the event a Director or Officer misses two unexcused consecutive meetings, he will be replaced.
- Alternates seated for informational purposes only shall not have a vote.

H. Any business requiring a vote of the Board of Directors shall be decided on the following basis:

1. Ordinary business shall be carried on by a majority of the Directors. In the event of a tie, the President shall have a deciding vote.

2. Business requiring an extraordinary resolution shall be by 2/3 vote of the Directors with the President casting a deciding vote in the event of a tie. At the discretion of the Executive Committee, votes may be conducted by mail or telecommunications.

I. A quorum for the meeting of the Board of Directors shall be a majority of Directors present when a meeting is called. This requirement does not apply when a vote is conducted by mail or telecommunications.

J. All committees appointed by the President or the Board of Directors shall be chaired by a Board Member.

K. Any member of the Board who shall exercise any signing authority on behalf of the Board shall be at least 21 years old.

L. The Board shall have the power to fill any vacancy during the term of office of any Director. Any such action must comply with the membership classification of such vacancy (see Sections A and B, Article IV). The person so appointed shall hold office until the expiration of the term to whose position he has been appointed.

M. The Board shall make or cause to be made, in the name of the SCHSRA, any kind of contract which the SCHSRA may lawfully enter into. Generally, the Board may exercise all such powers and do all such acts and things as the SCHSRA is by its Constitution and By-Laws authorized to do.

N. Without in any way derogating from the foregoing, the Directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of real or personal property, leases, permits, licenses, rights, buildings and/or other property or any right or interest therein owned by the SCHSRA for such consideration and upon such terms and conditions as the Board deem advisable.

O. Deeds, transfers, licenses, contracts and engagements on behalf of the SCHSRA shall be signed by two members of the Executive Committee provided one of the signatures is the President or Vice President. Contracts in the ordinary course of operations may be entered into on behalf of the SCHSRA by any of the Officers or Board Members by resolution of the Board.

P. All checks, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the SCHSRA shall be signed by such officer or officers, agent or agents of the SCHSRA and in such manner as shall from time to time be decided by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection of accounts of the SCHSRA through its bankers and endorse notes and checks for deposit with the SCHSRA bankers for credit of the SCHSRA or the same may endorse "for collection" or "for deposit" with the bankers of the SCHSRA. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books of accounts between the SCHSRA bankers and may receive all checks and vouchers and sign all the bank's forms in settlement of balances and release of verification slips.

Q. The securities of the SCHSRA shall be deposited for safekeeping in one or more banks or trust companies to be selected by the Board. Any and all securities deposited may be withdrawn from time to time only on the written order of the SCHSRA signed by such officer or officers, agent or agents of the Association and in such manner and as shall from time to time be determined by resolution of the Board and such authority may be general or specific.

R. All monies left in the SCHSRA accounts, except for amounts designated by the Board to begin the next year or to be retained for other purposes, will be shared equally among the National team members to defray their expenses, only after completion of the first go-round

at the NHSFR. In compliance with Section 501c (3) of the Internal Revenue Code of 1954.

S. The Board shall, if they deem necessary, appoint and retain an auditor on an annual basis who shall have the responsibility of auditing all the financial records.

T. The Board shall, if they deem necessary, appoint and retain on an annual basis an attorney to act on behalf of the SCHSRA. Such attorney may be the legal advisor to the SCHSRA.

U. The Board may: borrow money on the credit of the SCHSRA; sell, issue or pledge securities of the Association; charge, mortgage or pledge all or any of the real or personal property of the SCHSRA, including book debts, rights, powers, franchises or undertakings, leases, permits and licenses to secure any securities or any money borrowed on debts or any other obligation or liability of the SCHSRA, provided that such actions are sanctioned by an extraordinary resolution of the Board.

V. The Board may appoint persons to an advisory board which shall render such assistance and advice to SCHSRA as may be required.

W. The By-Laws of the Association shall not be altered or added to except by an extraordinary resolution of the SCHSRA. Extraordinary resolution shall mean a resolution passed by 2/3 of the members entitled to vote as are present and voting at a general meeting of the SCHSRA of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given. A quorum must be present to conduct extraordinary Association business. A majority of members will constitute a legal quorum.

X. The Board may determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the SCHSRA shall be open to inspection of members not being Directors, and no member, either general or electoral (not being a Director) shall have any right to inspect any accounts, books or documents of the SCHSRA except as conferred by law or authorized by the Board or by resolution of the electoral members, whether previous notice thereof has been given or not.

Y. Reserve Fund is a designated fund established by the Board and reviewed at the annual financial meeting. The Reserve Fund amount cannot exceed the previous year's annual expenses; monies over this amount will be equally divided to the team members attending the NHSRA finals for that year. Funding of this account is annual by 2/3 majority vote. Withdrawals from this account are at any called Board Meeting by 2/3 majority vote. A quorum must be present for all voting associated with the Reserve Fund.

Article V Meetings

A. An Annual Meeting of the SCHSRA shall be held at a time and place determined by the President, provided notice of such meeting is given at least twenty days in advance. The Annual Meeting should be held prior to the start of the rodeo season which is the first rodeo

following the National High School Finals Rodeo for the previous year. Other general meetings may be held at the discretion of the Board of Directors to conduct any business except a general election.

B. All meetings of the SCHSRA shall be conducted under Roberts Rules of Order unless they conflict with the Constitution and By-Laws of the SCHSRA or the NHSRA.

C. No votes by proxy shall be allowed at any SCHSRA meeting.

D. Each SCHSRA member shall have one vote at their respective membership category.

E. A majority of members present may demand a poll vote on any proceedings taken to a vote at any meeting.

F. The order of business at the Annual Meeting shall be:

- Roll call of Directors
- Address of the President
- Minutes of previous meeting
- Report of State Secretary
- Report of Treasurer
- Report of Standing Committees
- Report of Special Committees
- Election of Directors and Officers (the election of student officers may occur at the State Finals Rodeo)
- Miscellaneous business (old and new)

G. The order of business of meetings of the Board of Directors shall be:

- Minutes of the previous meetings
- Reports of committees
- Old business
- New business

H. The Nominating Committee will present a list of candidates of Officers and Directors. The Nominating Committee for Student Officers shall be composed of the outgoing Student Officers, the current SCHSRA Queen, the SCHSRA President and National Director. Nominations will be accepted from the floor for all SCHSRA Officers and Directors.

Article VI Committees

The following standing committees shall be appointed by the President each year for one-year terms. Each committee chairperson shall submit a budget to the Board of Directors for approval if the expenditure of funds over five hundred dollars is expected; expenditures less than five

hundred dollars may be approved by the President.

- Rules and By-Laws Committee
- Budget Committee
- Rodeo Conduct Committee
- Operations and Advisory Committee
- Nominating Committee
- Public Relations Committee
- Livestock Committee
- Special Committees

Special Committees may be appointed by the President or the Board of Directors as deemed necessary. Generally, these committees are for a specific purpose designated when appointed. Special Committees may be extended for more than one year if necessary upon approval by the current President and/or Board of Directors.

Article VII State Contest

The SCHSRA shall conduct a State Finals Rodeo each year. This rodeo shall be conducted under the rules and regulations set forth in the current NHSRA rule book.

Article VIII Dissolution of the Association

The SCHSRA may be dissolved by a 3/4 majority vote of the Board, provided one month's notice in writing of the intention to dissolve has been previously given to all of the Board. Such decision of the Board has been confirmed by 2/3 majority vote of the electoral members present and voting who are not members of the Board of Directors, at a general meeting called for such purpose, of which the members shall have had one month prior notice in writing and public notice of such meeting has been published in two newspapers of general circulation in South Carolina not more than one month and not less than one week prior to the date of such meeting.

In the event of dissolution of the nonprofit corporation, any assets belonging to the SCHSRA after paying or making provisions for the payment of all liabilities of the corporation will be disposed of assets of the corporation inclusively for the purpose of the corporation and in such a manner or to the Crisis Fund of the National High School Rodeo Association in such a manner that qualifies under Section 501c (3) of the Internal Revenue Code of 1954 or as revised as the Board may determine. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the SCHSRA has been located, as the court shall determine.