

**EIGHTH AMENDED BYLAWS
OF
KENTUCKY HIGH SCHOOL RODEO ASSOCIATION, INC.
(INCLUDING KENTUCKY JR HIGH DIVISION)**

By and pursuant to the action of the Board of Directors, the following 8th Amended Bylaws were approved and adopted and shall supersede all previous Bylaws.

**ARTICLE NO. 1
OFFICES**

The registered office and the principal office of the Corporation shall be at an address by the Board of Directors from time to time.

**ARTICLE NO. 2
MEMBERSHIP**

- A. **Generally.** Membership shall be open to anyone wishing to support and perpetuate the sport of rodeo and high school involvement in the sport.
- B. **Categories.** Membership shall be divided into four (4) major categories –
 - 1. *Contestant Membership* – Contestant membership in the association is open to all high school students, grades 9th, 10th, 11th, and 12th, and junior high students, grades 5th, 6th, 7th and 8th eligible to contest in approved high school rodeos and who are interested in the work of the association.
 - 2. *Associate Membership* – Associate membership in the association is open to all high school students who do not compete in approved high school rodeos and are interested in the work of the association.
 - 3. *Adult Membership* – Adult membership in the association is open to all adults wishing to actively participate in the affairs and activities of the association.

4. *Supportive Membership* – Supportive membership is open to any person or firm wishing to support the association by making donations on the state level. This is an honorary membership.
- C. **Membership Fees.** Membership fees shall be set by the Board of Directors from time to time and are subject to change as dictated by national and state policies. All membership fees shall be paid before a member is allowed to participate or vote.
- D. **Compliance.** Any person becoming a member of this association shall comply with all of its rules, bylaws and decisions and shall be bound by same.
- E. **Suspension.** Any member who makes themselves incompatible to the operation of State program by word or deed may be suspended for a period established by the Board of Directors. The person must have a majority vote of the Board of Directors to be reinstated after suspension.
- E. **Voting Rights.** Contestant members, associate members, and adult members shall only be entitled to one (1) vote at or upon all meetings on matters which come before the membership, including but not limited to the election of Directors. Supportive members hold no voting rights.

ARTICLE NO. 3 MEETINGS

- A. **Annual Meeting.** The annual meeting of the membership shall take place and be held during the annual State High School Rodeo Finals at a place and time designated by the Board of Directors. The business at the annual meeting shall include, but not be limited to the following:
 1. *Business* – The business of the annual meeting shall include, but not be limited to the following:
 - a. Roll call;
 - b. President’s message;
 - c. Minutes read;
 - d. Treasurer’s report;
 - e. Report of the Board of Directors;

- f. Report of special committees;
 - g. Old business;
 - h. Election;
 - i. New business;
 - j. Report of National Director; and
 - k. Adjournment.
2. *Elections* – At the annual meeting, the contestant members shall hold a contestant meeting and elect a President, Vice President, Secretary, and Treasurer. The contestant officers shall have the responsibility of keeping the contestant members informed of the business of the corporation, promoting new Members, organizing student committees, assisting at all approved rodeos, and promoting the purposes of the corporation. Meetings of the contestant members may be convened by order of any contestant officer to be held at an approved rodeo.
- B. **Special Meetings.** Special meetings of the membership may be called upon thirty (30) days' notice, by majority of the Board of Directors.
- C. **Director's Meetings.** Meetings of the Board of Directors shall be from time to time as the Board determines necessary, but not less often than quarterly. Meeting shall be called by the President or majority of the Board.
- D. **Notice.** Unless specifically waived, notice of all meetings shall be delivered no later than ten (10) days prior to a special meeting and thirty (30) days prior to a regular meeting.

ARTICLE NO. 4 QUORUM

- A. **Membership Meeting.** A total of ten (10) members shall constitute a quorum for transitory business at any meeting of the general membership.
- B. **Directors Meeting.** A majority of the Board of Directors shall constitute a quorum for transitory business at any meeting of the board.

ARTICLE NO. 5
DIRECTORS

- A. **General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors.
- B. **Number, Tenure, and Qualifications.** The number of directors of the corporation shall be thirteen (13), but may be increased or decreased from time to time by amendment to this Bylaw, but no decrease shall have the effect of shortening the term of any incumbent director. No two (2) directors can live in the same household. Of the thirteen (13) directors, one (1) shall be the immediate past president of the corporation, one (1) shall be the current National Director of the Kentucky Junior High Division if one has been appointed by the High School National Director, and one (1) shall be the current Kentucky High School Rodeo Association National Director. Each director shall hold the office for a three (3) year term and until his successor shall have been elected or qualified (*KYHSRA National Director Excluded*). Directors shall be elected by the members at the annual meeting. Directors shall be removed from office by a vote of the majority of the Board of Directors with or without cause (*see Regions below for Regional Article.*)
- C. **Action without a Meeting.** Any action required or permitted to be taken by the Board of Directors, or by a committee thereof, at a meeting may be taken without a meeting if a consent in writing setting forth the action taken, shall be signed by all of the elected directors, or by all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote, provided further, because of the distance between directors, if action is required, the Directors may vote by telephone, text, e-mail, and/or fax on any issue, to the President but, all action must be documented in the minutes and approved by the Board at its next meeting.
- D. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors through less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the

Board of Directors for a term of office continuing only until the next election of the directors by the members.

- E. **Executive and Other Committees.** The Board of Directors by resolution adopted by a majority of the entire Board of Directors, may designate from among its members an executive committee and one or more other committees each having and may exercise all the authority of the Board of Directors, but no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws.
- F. **Staggered Terms.** Elected directors shall have terms staggered so that at least three (3) directors will be elected every three (3) years.

ARTICLE NO. 6 OFFICERS

- A. **Number.** The officers of the corporation are to be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, *each whom shall be elected by the Board of Directors.* Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.
- B. **Election and Term of Office.** The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of members, and such election shall be held as soon as possible thereof. Each officer shall hold office for a one (1) year term and until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed the manner herein provided.

- C. **Removal.** Any officer or agent may be removed by the majority vote of the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.
- D. **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.
- E. **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 of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and the Board of Director. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, 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 officer or agent of the corporation, or shall be required by law to be otherwise signed or executed: and in general shall perform all duties incident to the office of the president and such other duties may be prescribed by the Board of Directors from time to time.
- F. **Vice President.** In the absence of the president or in the event of his death, inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-president in the order designated at the time of their election, or in the absence of any designation then in the order of their election) 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. Any vice-president may sign, with the secretary or an assistant secretary, and shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.
- G. **Secretary.** The secretary shall (a) keep the minutes of the proceedings of the members and the Board of Directors in one or more books provided for that purpose: (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law: (c) be custodian of the corporate records and of the seal of the corporation and see the seal of the corporation is affixed to all

documents, the execution of which on behalf of the corporation under its seal is authorized (d) to keep a register of the post office address of each member which shall be furnished to the secretary by such member and (e) in general perform all duties incident to the office of secretary and such other duties from time to time may be assigned to him by the president or by the Board of Directors.

- H. **Treasurer.** The treasurer shall (a) have custody of and be responsible for all funds and securities of the corporation: (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors: (c) in general perform all duties incident to the office of treasurer and such other duties from time to time may be assigned to him by the Board of Directors or by the president. 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 surety or sureties as the Board of Directors shall determine.
- I. **Assistant Secretaries and Assistant Treasurers.** The assistant secretaries when authorized by the Board of Directors may sign with the president or vice-president. The assistant treasurers shall respectively, if required by the Board of Directors give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers in general shall perform such duties as shall be assigned to them by the secretary or treasurer, or by the president or by the Board of Directors.

ARTICLE NO. 7 NATIONAL DIRECTORS

The Board of Directors shall name a National Director to serve on the National Board. Such election shall be made at the annual meeting, when the term of the National Director has expired.

ARTICLE NO. 8 FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of August and end on the 31st day of July.

**ARTICLE NO. 9
WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws, or under the provisions of the Article of Incorporation, or under provisions of the Kentucky Business Corporation Act, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE NO. 10
AMENDMENTS**

The members may alter, amend, or repeal the Bylaws at any annual or special meeting, at which a majority of the members of the corporation is present by vote of such majority, provided that the notice of such meeting shall have included notice of such proposed amendment. The Board of Directors shall have the power and authority to alter, amend, or repeal Bylaws of the corporation at any regular meeting or special meeting at which a quorum is present by the vote of a majority of the entire Board of Directors, subject always to the power of the members under Kentucky law to repeal or change such Bylaws.

**ARTICLE NO. 11
COMPOSITION OF THE BOARD**

The Kentucky High School Rodeo Association will consist of two (2) regions, which shall be divided by Interstate 65. The portion of the state to the east of I-65 will be the Eastern Region and the portion of the state to the west of I-65 will be the Western Region. The only purpose of the regions is to provide equal representation on the Board of Directors.

Notwithstanding the Past President, National Director, and National JR High Director, the State Board will consist of five (5) Board seats from the Western

Region and five (5) Board seats from the Eastern Region. Upon the expiration of current Directors' terms and/or resignation by any Director (except for the Past President, National Director, and National JR High Director), new Director(s) will be elected from either the Eastern or Western region as needed to balance the Board's equal distribution of seats between each of the two (2) regions. Nominations and elections will take place at the annual meeting at the end of the existing Director(s) term by the General Membership. Nominees will only be allowed to run for a Board seat in the region in which such nominee is considered a member. Any member who is authorized to vote in the election of the Board of Directors shall cast as many votes as there are vacant Board seats, regardless of whether the voting member resides in the Eastern or Western Region.

Carrie Divine
KYHSRA State Secretary