

**NATIONAL HIGH SCHOOL RODEO ASSOCIATION**  
***ILLINOIS WRANGLER DIVISION, INC.***  
**AN ILLINOIS NOT-FOR-PROFIT CORPORATION**  
**CONSTITUTION AND BY-LAWS**  
**Adopted February 27, 2005**

**ARTICLE I**

**Name of Organization**

The name of this organization shall be the National High School Rodeo Association Illinois Wrangler Division, Inc. (hereinafter referred to as the NHSRA Illinois Wrangler Division), a duly registered non-for-profit organization in the State of Illinois.

**ARTICLE II**

**Purpose and Aims**

- A. To maintain order and standards as set by the National High School Rodeo Association, the Illinois High School Rodeo Association, and the NHSRA Illinois Wrangler Division among its members at all functions of the National High School Rodeo Association and the NHSRA Illinois Wrangler Division.
- B. To promote 6<sup>th</sup>, 7<sup>th</sup>, and 8<sup>th</sup> grade rodeo on a state-wide scale in accordance with the NHSRA Illinois Wrangler Division rules and superseded by the National High School Rodeo Association rules, and to work towards this goal by bringing state-wide recognition to the National High School Rodeo Association Illinois Wrangler Division and the Illinois High School Rodeo Association and all members within.
- C. To promote horsemanship, sportsmanship, and character; to promote the highest type of conduct at various NHSRA Illinois Wrangler Division rodeos, functions, and activities by setting up standards which will bring about this goal.
- D. To keep the Western Heritage alive in the United States of America and the State of Illinois.
- E. To promote a closer relationship among the people interested in the sport of rodeo and the organizations with which they are affiliated or represent.
- F. To promote the humane treatment of animals.
- G. To promote character building activities among the members.
- H. To increase and maintain interest and participation of the junior high school students (6<sup>th</sup>, 7<sup>th</sup>, and 8<sup>th</sup> grade) in rodeo and other functions of the NHSRA Illinois Wrangler Division.
- I. To encourage students to complete their high school educations and continue their educations beyond high school by setting academic requirements and grade point requirements beginning with the junior high levels.
- J. The NHSRA Illinois Wrangler Division is organized exclusively for charitable and educational purposes.
- K. This corporation is an organization which does not contemplate pecuniary gain or profit for its members. No activity of this corporation shall be to disseminate propaganda or otherwise attempt to influence legislation or participate or intervene in any political campaign.

- L. Notwithstanding the preceding this corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this articles, the corporation shall not carry on any other activities not permitted to be carries on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE III

- A. Membership in the NHSRA Illinois Wrangler Division shall be open to anyone wishing to support and perpetuate the sport of rodeo and 6<sup>th</sup>, 7<sup>th</sup>, and 8<sup>th</sup> grade junior high school students' involvement in the sport.
- B. There shall be four (4) *Membership* categories. Those categories are as follows:
1. ***Student Membership***. Such membership is open to any 6<sup>th</sup>, 7<sup>th</sup>, and 8<sup>th</sup> grade (junior high school) student who will be enrolled in 6<sup>th</sup>, 7<sup>th</sup>, or 8<sup>th</sup> grade during the school year which coincides with the NHSRA Illinois Wrangler Division year in which the student intends to compete. A "NHSRA Illinois Wrangler Division year" is defined as beginning on Monday immediately following the completion of the National Junior High Finals Rodeo which are generally held the first of July of each year. The NHSRA Illinois Wrangler Division year as defined herein is different from the NHSRA Illinois Wrangler Division "fiscal year" for tax purposes. The fiscal year begins on August 1 of each year and ends on July 31 of each year. Student Members must maintain grade and conduct standards as set forth by the junior/middle school each is attending and by the National High School Rodeo Association. Student Members may be deemed *Competing Student Members* or *Non-competing Members*. No Competing Student Member may participate in more than three NHSRA Illinois Wrangler Division years of competition as defined herein.
  2. ***Associate Membership***. Such membership is open to individuals wishing to actively participate in the affairs and activities of the NHSRA Illinois Wrangler Division. Each *Associate Member* shall be entitled to one (1) vote at any meeting open to all members for the purpose of casting a vote. In order to be entitled to vote at any NHSRA Illinois Wrangler Division meeting, an *Associate Member* must have paid his or her dues not less than ten (10) days prior to any meeting in which the *Associate Member* intends to cast a vote.
  3. ***Sponsoring Membership***. Such membership is open to any individual, corporation,

organization, entity or firm wishing to support the NHSRA Illinois Wrangler Division by donations of merchandise or money to the NHSRA Illinois Wrangler Division. No *Sponsoring Member* shall be entitled to vote.

4. ***Honorary Lifetime Membership.*** Such membership is awarded to any person deemed worthy as selected by the NHSRA Illinois Wrangler Division Board of Directors. *Honorary Members* are entitled to all rights and privileges granted to *Associate Members*, and shall hereinafter be deemed included in the term “*Associate Member*”.
- C. Any person or firm becoming a member of the NHSRA Illinois Wrangler Division by accepting such membership agrees to comply with all of the rules, by-laws, and decisions of the NHSRA Illinois Wrangler Division Board of Directors and the National High School Rodeo Association and will be bound by any decisions made by the same.

## **ARTICLE IV**

### **Dues**

- A. Students and Association Members must pay dues as established from time to time by the NHSRA Illinois Wrangler Division Board of Directors and the National High School Rodeo Association to enjoy the rights and responsibilities of membership and participate in all NHSRA Wrangler Division activities open to such members.
- B. All dues shall be paid to the NHSRA Illinois Wrangler Division State Treasurer.
- C. After payment of all dues, each member will be issued a certificate of membership.
- D. Dues may vary according to the type of membership and are subject to changes as set by the NHSRA Illinois Wrangler Division Board of Directors and the National High School Rodeo Association.

## **ARTICLE V**

### **Board of Directors**

- A. The business and all affairs of the NHSRA Illinois Wrangler Division shall be managed and controlled by the Board of Directors. The Board of Directors shall have the right to do all things convenient and necessary in conducting the affairs of the NHSRA Illinois Wrangler Division and in making all decisions on the operation of the NHSRA Illinois Wrangler Division.
- B. Representation on the Board of Directors may be from all areas of the State of Illinois, any associate member that has family connections with a paid contestant in the NHSRA Illinois Wrangler Division from another state, or any paid associate member. The boundaries are limited to the State of Illinois boundaries and has no districts outlined. Such boundaries and needs of district boundaries may be modified by the Board of Directors from time to time as an amendment to the By-laws.
- C. The NHSRA Illinois Wrangler Division Board of Directors shall be comprised of the following:

1. The Executive Officers of the NHSRA Illinois Wrangler Division as defined herein; President, Vice-President, Secretary-Treasurer, Rodeo Secretary, National Director, Student Advisor.
  2. Five (5) Associate Members from the State of Illinois, who were elected as Directors by the paid Student Members and Associate Members; and
  3. Four (4) Student Members elected by the paid Student Members. Such Student Directors shall be elected at a meeting of the Student Members held during the NHSRA Illinois Wrangler Division State Finals or first meeting held after. NHSRA Illinois Wrangler Division Student Officers (as defined herein) shall be elected by the Student Members from the (4) Student Directors and shall serve on the Board of Directors in a non-voting position.
- D. Each Adult member of the Board of Directors shall have one vote in conducting the business matters of the NHSRA Illinois Wrangler Division.
- E. The Associate Members of the Board of Directors serving as Directors at Large shall be elected at the NHSRA Illinois Wrangler Division Mid-Winter General Meeting or the first meeting held at the beginning of the new rodeo season.
- F. Vacancies on the Board of Directors due to resignation or otherwise of the Director shall be filled by election of a replacement by the Associate Members and Student Members of the State.
- G. Vacancies of At-Large Directors on the Board of Directors will be filled by election of a replacement by the Board of Directors to serve until such time as a General Membership Meeting is to be held. A replacement for such vacancy shall then be elected at the General Membership Meeting to complete the term of the Director who is being replaced.
- H. Directors shall be elected for staggered terms of three (2) years to insure the continuity of leadership in the NHSRA Illinois Wrangler Division.
- I. Any Director may be elected for successive terms.
- J. Any Director, whether an adult or student, who misses two consecutive Board of Directors Meetings shall have his or her position declared vacant and shall thereafter be replaced in accordance with these By-laws.
- K. Unless specifically prohibited by the Articles of Incorporation or these By-laws, any action required to be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the Directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or elsewhere.

## ARTICLE VI

## Meetings

- A. The Board of Directors shall hold semi-annual meetings of the NHSRA Illinois Wrangler Division Board of Directors at times and places designated by the NHSRA Illinois Wrangler Division Board of Directors.
  - 1. Notice of the date, time, and location of such semi-annual meetings shall be sent to all members whose dues have been paid not less than ten (10) days prior to any such semi-annual meeting.
  - 2. The meeting of the NHSRA Illinois Wrangler Division Board of Directors are open to all Student and Associate Members. At such meetings the NHSRA Illinois Wrangler Division Board of Directors shall make decisions related to the operation of the NHSRA Illinois Wrangler Division and conduct the affairs and business matters of the NHSRA Illinois Wrangler Division. The membership may attend such meetings, but only participate if such participation is authorized prior to or during such Board of Directors Meeting.
- B. At a Mid-Winter NHSRA Illinois Wrangler Division Board of Directors Meeting (generally held in January or February of each year), the Board of Directors shall:
  - 1. Conduct the business affairs of the NHSRA Illinois Wrangler Division;
  - 2. Establish the “points system” to be utilized for the following rodeo season, such rodeo season to begin after the completion of the National Junior High Finals Rodeo generally held the first of July each year;
  - 3. Set rodeo policies and practices for the following rodeo season as defined herein.
- C. In conjunction with such Mid-Winter NHSRA Illinois Wrangler Division Board of Directors Meeting, a General Meeting of the paid members, i.e. a General membership Meeting, of the NHSRA Illinois Wrangler Division shall also be held.
- D. In conjunction with such State Finals the NHSRA Illinois Wrangler Division Board of Directors Meeting, a General Meeting of the paid members, i.e. a General membership Meeting, of the NHSRA Illinois Wrangler Division shall also be held.
- E. At the first rodeo of a new season the NHSRA Illinois Wrangler Division Board of Directors will meeting (generally held in July or August), the Board of Directors shall:
  - 1. Conduct the business affairs of the NHSRA Illinois Wrangler Division.
  - 2. Select Adult and Student Event Directors for the new NHSRA Illinois Wrangler Division rodeo season.
- F. In order for the NHSRA Illinois Wrangler Division Board of Directors to conduct any meeting, a quorum of the total number of voting Directors must be present. A quorum shall be deemed to be a majority of all the elected voting Directors. At any meeting of the Directors a majority of the number of Directors fixed by these By-laws shall constitute a quorum for the transaction of business. If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- G. The NHSRA Illinois Wrangler Division Board of Directors will hold not less than two additional meetings per year.
- H. Additional NHSRA Illinois Wrangler Division Board of Directors meetings may be called by the President, the Executive Board, not less than three voting Directors, or the National

Director. Notice of the date, time, and place of any such additional meeting shall be given to all Directors not less than ten (10) days prior to the date such meeting is to be held. Notice may be delivered by mail, phone, facsimile, telegram, e-mail, or other acceptable methods. A summary of matters which may be addressed may be included in the notice, but such is not required.

- I. A Director may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- J. The NHSRA Illinois Wrangler Division shall hold at least two General Membership meetings each year, one such meeting in conjunction with the Mid-Winter Meeting of the Board of Directors, and the other such meeting in conjunction with the NHSRA Illinois Wrangler Division State Finals or the first rodeo of the new season.
  - 1. The General Membership Meetings shall be open to all Student Members, and Associate Members.
  - 2. The General Membership Meetings shall be called by the President.
  - 3. Notice of the meeting shall be sent to all paid members not less than ten (10) days prior to the meeting. The notice shall include the date, time, and place where the meeting is to be held.
  - 4. The purpose of the General Membership Meetings shall be to inform the members of decisions made or to be made by the Board of Directors relating to the conduct of the business of the NHSRA Illinois Wrangler Division and such other information deemed pertinent to the membership by the Executive Board, the Board of Directors, and/or the National Director.
  - 5. The Mid-Winter General Membership Meeting shall be held immediately following the Mid-Winter NHSRA Illinois Wrangler Division Board of Directors Meeting. Election of all Association Officers and vacant Directorships for the coming rodeo season(as defined herein) will be conducted at the Mid-Winter Meeting or the first rodeo of the new season.
  - 6. The State Finals General Membership Meeting will be held during the NHSRA Illinois Wrangler Division State Finals on a day and at a time and place notice of which is given not less than ten (10) days prior to such meeting.
- K. Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the General Not-for-Profit Corporation Act, as now or hereafter amended, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## ARTICLE VII

### Officers

- A. The NHSRA Illinois Wrangler Division shall have two types of Officers, namely the Associate Officers and the Student Officers.
- B. The Associate Members entitled to vote shall elect the Associate Officers (also known generally as the “Officers.”). Such Associate Officers (Executive Board) shall control the day to day operations of the NHSRA Illinois Wrangler Division and conduct all business and take all actions authorized by these By-laws together with such other actions directly authorized by the Board of Directors.
- C. The Paid Student Members entitled to vote shall elect the Student Officers (also known as the “Student Officers.”) The provisions, duties and authority of the Student Officers shall be governed by Article XII.
- D. The Illinois High School Rodeo Association National Director may appoint a NHSRA Illinois Wrangler Division National Director to conduct the National affairs of the NHSRA Illinois Wrangler Division. This appointment will be approved by the General Membership of the NHSRA Illinois Wrangler Division. (This will be in affect until the time that the National Highs School Rodeo Association recognizes the need for a separate division of National Directors for the Wrangler Division.) The appointed National Director will also have the opportunity to be voted into office by the paid Associate Membership. The position of the NHSRA Illinois Wrangler Division National Director will be bound by all rules as stated within the Constitution/By Laws of the NHSRA Illinois Wrangler Division. The position of the NHSRA Illinois Wrangler Division National Director will continue once appointed until the National Office requires the appointment by the general membership as which time the acting NHSRA Illinois Wrangler Division may be voted into the position.
- E. Associate Officers shall be: the President, Vice-President, Secretary-Treasurer, Rodeo Secretary, Adult Student Advisory, and IHSRA National Director and/or appointed NHSRA Illinois Wrangler Division National Director. Such Associate Officers shall comprise the Executive Board and shall be elected by the General Membership from the individuals who comprise the Board of Directors.
- F. All Officers shall be elected for a term of two (2) years with a staggered election process to provide a continuity of leadership. Elections for the offices of President, Secretary-Treasurer, and Vice President shall be conducted during even number years. Elections for the offices of Rodeo Secretary and Adult Student Advisor shall be conducted during odd numbered years.
- G. The terms of all Associate Officers shall begin at the end of the National Junior High Finals Rodeo and shall likewise end at the same time.
- H. Any and all Officers may be elected to successive terms.
- I. Any Officer, except the National Director, whose removal is covered in the National High School Rodeo Association Rule book under Article III, paragraph 12, may be removed from office by an affirmative vote for removal by 3/4ths of all the members of the Board of Directors.

**ARTICLE VIII**  
**Duties of Officers**

- A. Associate Officers shall perform the duties usually performed by such officers in the business matters of any corporation together with such duties as shall be prescribed by the By-laws of the NHSRA Illinois Wrangler Division and/or the Board of Directors.
- B. General Duties of Associate Officers:
  - 1. **PRESIDENT:** The President shall conduct all meetings of the NHSRA Illinois Wrangler Division membership and Board of Directors. The President shall serve as Chairman of the Board of Directors and as an ex-officio member of all committees except the nominating committee. The President shall act as the Chairman of the Executive Committee and shall represent the NHSRA Illinois Wrangler Division Board of Directors on all corporate matters. The President shall be authorized to disburse state funds to meet the financial obligations of the NHSRA Illinois Wrangler Division with the specific approval of the Board of Directors.
  - 2. **VICE-PRESIDENT:** The Vice-President shall assume the duties of the President in the President's absence. In the event of a vacancy occurring in the office of President, the Vice-President shall serve as President until the next annual election of officers. Should the current term of the President not expire at the time of the annual election of officers, a President shall be elected to fulfill the remainder of the un-expired term.
  - 3. **SECRETARY-TREASURER:** The Secretary-Treasurer shall keep minutes of all meetings of the association including but not limited to the following: Board of Directors Meetings, General Meetings, Executive Meetings, and Committee Meetings. The Secretary-Treasurer shall preserve all documents of the NHSRA Illinois Wrangler Division and handle such correspondence as is necessary for the conduct of the NHSRA Illinois Wrangler Division business. The Secretary-Treasurer shall perform such other duties as are required or assigned by the Board of Directors. The Secretary-Treasurer shall also be responsible for accepting and maintaining a current record of contestant qualifications including report cards. The Secretary-Treasurer shall forward a complete file of all records to the newly elected Secretary-Treasurer in a timely manner. Also, the Secretary-Treasurer shall have charge of all funds of the Association and shall receive monthly reports from such approved account areas administered by others. These account finances for areas including, but are not limited to the following: publicity, awards, fund raising, and district (at such time as are appointed). The Secretary-Treasurer has the responsibility to deposit such funds in a bank for the NHSRA Illinois Wrangler Division and shall be responsible for opening/closing additional accounts and financial transfers. Certificates of Deposit transactions, investment transactions, and large financial transfers as are required to conduct the business of the NHSRA Illinois Wrangler Division are to be reported to the Executive Board of Directors prior to the transaction. The Secretary-Treasurer shall be bonded.
  - 4. **RODEO SECRETARY:** The Rodeo Secretary shall serve as the secretary of all NHSRA Illinois Wrangler Division approved rodeos. The Rodeo Secretary shall be responsible for maintaining a current and accurate record of entries and points for each rodeo. The Rodeo Secretary shall also maintain and make available to

contestants a current and accurate record of points for all contestants. The Rodeo Secretary shall also be responsible for performing any other responsibilities assigned by the Board of Directors.

5. NATIONAL DIRECTOR: The National Director for the NHSRA Illinois Wrangler Division shall be appointed by the Illinois High School Rodeo Association National Director and approved by the NHSRA Illinois Wrangler Division General Membership (This will be in affect until such time that the National High School Rodeo Association recognizes the need for a separate division of National Directors for the Wrangler Division.) The NHSRA Illinois Wrangler Division National Director may hold an Executive Office in the NHSRA Illinois Wrangler Division. The Illinois High School Rodeo Association National Director and/or appointed NHSRA Illinois Wrangler Division National Director shall serve as an Executive Officer of the NHSRA Illinois Wrangler Division. The duties, responsibilities and term of the National Director are governed by Article IX of the National High School Rodeo Association Rules and By-laws and by the terms set forth by the By-laws of the NHSRA Illinois Wrangler Division.
  6. STUDENT ADVISOR: The Student Advisor shall assist the Student Members and present the views, concerns, and opinions of the Student Members to the Board of Directors. The Student Advisor shall act as a liaison between the Student Members, the Associate Members, and the Board of Directors. The Student Advisor shall also assist the Student Members in presenting the views, concerns, and opinions of the Student Members to the Executive Committee. The Student Advisor may not hold any other position within the NHSRA Illinois Wrangler Division that may be a conflict of interest to this position or the Students' they are to assist and represent.
- C. The Associate Officers of the NHSRA Illinois Wrangler Division shall serve as the Executive Committee. The Executive Committee shall have the right to meet on URGENT matters requiring an immediate resolution of the matter at such times when a meeting of the Board of Directors cannot feasible be convened. The Executive Committee shall serve as the hearing committee for student/contestant appeals at NHSRA Illinois Wrangler Division rodeos. All business transacted by the Executive Committee will be recorded and reported in full at the next regularly scheduled Board of Directors meeting. Those serving on the Executive Committee shall be the Associate Officers defined in paragraph B above.
- D. As members of the Board of Directors, Officers are subject to the same rules of attendance at meetings of the Executive Committee as are members of the Board of Directors for attendance at Board of Directors meetings. Vacancies in any Office except a vacancy in office of President or National Director, due to resignation, death, removal, disqualification, or otherwise, may be filled by the NHSRA Illinois Wrangler Division Board of Directors for the remainder of the unexpired portion of the term. In the case of the vacancy of the President's term, the Vice-President's position would then be filled by the Board of Directors until the end of the current Vice-President's term. In the case of the vacancy of the NHSRA Illinois Wrangler Division National Director, such vacancy shall be filled by the appointment of a new National Director by the Illinois High School Rodeo Association National Director and approved by the NHSRA Illinois Wrangler Division General Membership and the National High School Rodeo Association Board of Directors as specified in the Nation High School Rodeo Association By-laws.

## ARTICLE IX

## **National Director**

The NHSRA Illinois Wrangler Division National Director shall be selected by the Illinois High School Rodeo Association's National Director and approved by the general membership of the NHSRA Illinois Wrangler Division. This selection shall be appointed yearly until such time as the National High School Rodeo Association see the need to officially appoint National State Directors for the Wrangler Division level. The Illinois (IHSRA) National Director shall be selected for an initial one year term and succeeding 5 year terms by the General Membership of IHSRA to be approved by the National High School Rodeo Association Board of Directors. The NHSRA Illinois Wrangler Division National Director shall continue once appointed until the National Office requires the appointment by the general membership as which time the acting NHSRA Illinois Wrangler Division may be voted into the position. Duties of the IHSRA and the NHSRA Illinois Wrangler Division National Director shall include acting as a liaison between the National High School Rodeo Association Board of Directors and the state associations., attending the annual winter meeting of the NHSRA, any other meetings called by the NHSRA Board of Directors, and the National High School Rodeo Finals and the National Junior High Rodeo Finals. Further duties are prescribed within the NHSRA By-laws (Rule Book), Article III, paragraphs 10 through 14, inclusive. The National Director(s) will serve on the state Board of Directors and Executive Committee and will be a voting member of said Board and committee.

## **ARTICLE X State Finals Rodeo**

- A. The NHSRA Illinois Wrangler Division State Finals Rodeo shall be conducted under the same rules and regulations as set forth in the State contest Section of the Constitution and By-laws of the National High School Rodeo Association.
- B. To enter the NHSRA Illinois Wrangler Division State Finals Rodeo, a contestant must meet qualifications set forth by the Board of Directors of the NHSRA Illinois Wrangler Division and the National High School Rodeo Association.
- C. The NHSRA Illinois Wrangler Division State Finals Rodeo time and place shall be set by the NHSRA Illinois Wrangler Division Board of Directors.

## **ARTICLE XI Qualifying Rodeos**

- A. All rodeos approved by the NHSRA Illinois Wrangler Division shall be conducted according to rules and procedures established by the NHSRA Illinois Wrangler Division Board of Directors and the Constitution, By-laws, and Rules of the National High School Rodeo Association.
- B. To enter qualifying rodeos, a contestant must meet the qualifications as set forth by the NHSRA Illinois Wrangler Division and the National High School Rodeo Association Constitution, By-laws and Rules.

## **ARTICLE XII**

### **Student Organization**

- A. The NHSRA Illinois Wrangler Division shall have a student organization comprised of Student Members who have paid the current dues for membership in the NHSRA Illinois Wrangler Division and the National High School Rodeo Association.
- B. Four (4) Student Directors shall be elected during the first rodeo of the season at the Student Meeting by Student Members.
- C. The Student Members shall elect Student Officers from the Student Directors.
- D. The Student Officers shall be: President, Vice-President and Secretary-Treasurer.
  - 1. The term for the Student Officers elected shall begin the year upon elections which as defined herein begins immediately following the National High School Rodeo Association Junior High National Finals Rodeo.
  - 2. The Student Officers shall serve a term of one year commencing at the end of the National Junior High Finals Rodeo.
  - 3. Student Officers may be elected to successive terms.
  - 4. Newly elected Student Officers and current Student Officers will attend the next General Membership and Student Organization Meeting following their election if elections take place at the state finals. Newly elected Student Officers' terms will begin directly following the NHSRA Junior High Finals Rodeo.

## **ARTICLE XIII**

### **District Organization**

The NHSRA Illinois Wrangler Division shall not be divided up into districts until a time that the NHSRA Illinois Wrangler Division Board of Directors deems need for such division. The NHSRA Illinois Wrangler Division will act as one, a team state wide, with state goals. The state will be organized by the Adult and Student Board of Directors, Association Members, and Student Members. The state organization will encourage youth throughout the state of Illinois to participate in the NHSRA Illinois Wrangler Division. The state will encourage rodeo locations to be held throughout the state of Illinois and boarding states. The state will encourage the youth of Illinois to be involved in the Wrangler Division by using organize clinics, organize rodeos, and organize practice clinics/rodeos and by bring a closer relationship between the entire Student Membership and the State Associate Membership within the State. This unity of "One" will keep a focus on the true purpose and reason behind this association. Offering the youth of today the opportunities to rodeo.

## **ARTICLE XIV**

### **Parliamentary Authority**

- A. The most current edition of *Robert's Rules of Order* shall be the official governing rules for conduct of all meetings of the NHSRA Illinois Wrangler Division.
- B. When such Rules conflict or are inconsistent with the Rules or requirements of the National High School Rodeo Association, the National High School Rodeo Association Rules and requirements shall control. NHSRA Illinois Wrangler Division shall use the National High School Rodeo Association Rules.
- C. Notwithstanding any provision in *Robert's Rule of Order*, proxy votes will not be authorized or allowed.
- D.

**ARTICLE XV**  
**Indemnification of Officers, Directors, Employees, and Agents.**

- A. **Power to Hold Harmless.** The NHSRA Illinois Wrangler Division may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a Director, Officer, employee, or agent of the corporation, or who is or was serving at the request of the NHSRA Illinois Wrangler Division as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the NHSRA Illinois Wrangler Division, and, with respect to any criminal action or proceeding, but no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the NHSRA Illinois Wrangler Division, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- B. **Power to indemnify litigant.** The NHSRA Illinois Wrangler Division may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the NHSRA Illinois Wrangler Division to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the NHSRA Illinois Wrangler Division, or is or was serving at the request of the NHSRA Illinois Wrangler Division as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the NHSRA Illinois Wrangler Division and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the NHSRA Illinois Wrangler Division unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- C. **Reimbursement Authorized.** To the extent that a Director, Officer, employee, or agent of the NHSRA Illinois Wrangler Division has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 1 and 2 hereof, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

- D. **Determination if Reimbursement is Proper.** Any indemnification under Sections 1 and 2 hereof (unless ordered by a court) shall be made by the NHSRA Illinois Wrangler Division only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 hereof. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the Members.
- E. **Advance of Expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the NHSRA Illinois Wrangler Division in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the NHSRA Illinois Wrangler Division as authorized in this Article.
- F. **Non-Exclusivity.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under and By-law, agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.
- G. **Right to Acquire Insurance.** The NHSRA Illinois Wrangler Division shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the NHSRA Illinois Wrangler Division, or is or was serving at the request of the NHSRA Illinois Wrangler Division as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the NHSRA Illinois Wrangler Division would have the power to indemnify such person against such liability under the provisions of these sections.

## ARTICLE XVI Amendments

- A. The Article of Incorporation and By-laws may be amended at any Board of Directors Meeting of the NHSRA Illinois Wrangler Division.
1. Any amendment must be approved by an affirmative vote of 2/3rds of all the Directors.
  2. Notice of any proposed amendment must have been provided in the notice of meeting or presented at a previous meeting of the Board of Directors.
  3. All amendments unless otherwise noted shall become effective at the end of the next NHSRA Illinois Wrangler Division State Finals Rodeo.
  4. All amendments must be accepted by the National High School Rodeo Association of which the NHSRA Illinois Wrangler Division is a member.

**ARTICLE XVII**

**Constitution, By-laws, and Rules of the National High School rodeo Association Controlling**

If at any time the By-laws of the NHSRA Illinois Wrangler Division conflict with the Constitution, By-laws, and Rules of the National High School rodeo Association of which the NHSRA Illinois Wrangler Division is a member, the Constitution, By-laws, and Rules of the National High School Rodeo Association shall control unless such conflict with the laws of the State of Illinois.

**ARTICLE XVIII**

**Dissolution**

In the event of the dissolution of the NHSRA Illinois Wrangler Division, any and all assets of the NHSRA Illinois Wrangler Division, after paying or making provisions for payment of all liabilities of the NHSRA Illinois Wrangler Division shall be distributed to the National High School Rodeo Association Wrangler Division Scholarship Foundation, said Foundation being organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

This document was duly and correctly presented to the NHSRA Illinois Wrangler Division Board of Directors and Membership and accepted by a vote of:

For: \_\_\_\_\_ Against: \_\_\_\_\_

On the \_\_\_\_\_ day of \_\_\_\_\_, 2005

President: \_\_\_\_\_

Secretary-Treasurer: \_\_\_\_\_

National Director: \_\_\_\_\_

Accepted by the NHSRA Illinois Wrangler Division Board of Directors

On the \_\_\_\_\_ day of \_\_\_\_\_, 2005