

BY-LAWS
OF
SOUTHWEST ARKANSAS HIGH SCHOOL RODEO ASSOCIATION

ARTICLE I
PROGRAM

The Southwest Arkansas High School Rodeo Association, hereinafter referred to as the association, shall promote high school rodeos at time and place to be determined and fixed by the said Board of Directors.

ARTICLE II
ENTITY

It is the intent of this association to comply with the Uniform Unincorporated Nonprofit Association Act and A.C.A. § 4-28-501, et. seq., for the purpose of members joining by mutual consent to promote and participate in high school rodeos. The members shall participate in the selection of persons authorized to manage the affairs and development of rules of the association. The association adopts all limitations of liability provided by the Uniform Unincorporated Nonprofit Association Act.

ARTICLE III
MEMBERSHIP

1. Any qualified person may become a member of the association upon payment of dues. The membership dues will be reviewed and set by the Board of Directors each year to the general fund of the association; said membership to extend through the fiscal year in which such contributions is made, and each member shall be entitled to one vote per membership, and one vote only per membership, in deliberations of the association, irrespective of the relations of his contribution or contributions to those of others.

2. Any member of this association may be expelled by two-thirds affirmative vote of the Board of Directors; such an expulsion being imposed only after due notice and opportunity for hearing has been given to the member so accused of any conduct unbecoming a member of this association, or reflecting upon the integrity of this association.

ARTICLE IV

BOARD OF DIRECTORS

1. The Board of Directors, provided under Article VII of the By-Laws, shall consist of President, Vice-President, Secretary, Treasurer, Point Secretary, Public Relations/Webmaster, and an event director for Rough Stock, Chute Dogging, Goats, Roping, Poles, Barrels, Announcer and two (2) Judging Directors set under said article, and the terms of office of such Directors shall be three (3) years, except as herein otherwise provided under Article V and three (3) or four (4) of the members of the Board of Directors shall be elected each year as provided herein, excluding President, Vice-President, Secretary, Treasurer and Point Secretary.

2. Beginning in 2009 the following schedule for elections shall begin:

<u>2009</u>	<u>2010</u>	<u>2011</u>
Rough Stock	Chute Dogging	Goats
Roping	Poles	Barrels
Announcer	Judging (1)	Public Relations/Webmaster Judging (2)

3. All members of the Board of Directors shall have children, step-children or grand-children that are members of the association.

4. Directors, excluding President, Vice-President, Secretary, Treasurer and Point Secretary shall be elected annually to a three (3) year term by the general membership. According to the schedule set forth herein, three (3) or four (4) directors automatically will retire from the Board each year, but may be re-appointed according to the terms provided under Article VIII.

5. Eight (8) members of the Board of Directors shall constitute a quorum competent to deal with all matters properly coming before said Board of Directors. An affirmative vote of a simple majority of the Directors present and voting shall be required for the disposition of any matter or matters under consideration of the Board of Directors with the President of the Board casting the deciding vote in case of a tie vote.

6. The Board of Directors shall be vested with plenary powers to act for and in behalf of the association; shall have the power to expel members in accordance with Article II, Section 2 hereunder; shall have the power to execute contracts and contract obligations; shall have the power to set all rules related to membership and events; and any acts of the said Board of Directors shall be deemed the act of the association.

7. The President, Vice-President, Secretary, Treasurer and Point Secretary of the association shall be elected by the Board of Directors. The President and Vice-President shall be elected for a term of one year and can serve in that position for up to three (3) consecutive years. The Vice-President will automatically become President for the succeeding year after the President ceases to serve. The President, Vice-President, Secretary, Treasurer and Point Secretary will be known

as the Executive Board. Officers serving on the Executive Board must be from current members of the Board of Directors. Upon election to office, members of the Executive Board automatically become members of the Board of Directors for a one-year term with all-voting rights and privileges. However, officers, excluding President and Vice-President, may not serve on the nominating committee.

8. Six (6) members of the Nominating Committee shall nominate directors who shall be elected for a three-year term. The current Vice-President shall be responsible for furnishing a list of names for consideration by the Committee and shall preside over the Nominating Committee; however, these names would not be binding upon the Committee and names may be deleted or added at the discretion of the Committee.

9. Any director may be removed by two-thirds affirmative vote of the Board of Directors present at regular or special meeting of the Board of Directors for conduct detrimental to the interest of the association or lack of support for and participation in the association's objectives or for such other good cause as the directors may determine.

10. Dismissal of Board Members for missing three (3) consecutive meetings: after a Director has missed three (3) consecutive meetings, a letter will be sent to the Board Member by certified mail, return receipt requested stating, "Board records indicate that you have been absent for three (3) consecutive meetings. Unless you contact the administrative offices before the next regular meeting, we will assume that you wish to resign your position as director of the association, and your position will be declared vacant at the next regular or special meeting." Excused absences can only be granted by 2/3 majority of the Board of Directors.

ARTICLE V

VACANCIES

Vacancies by resignation or otherwise in the Board of Directors or among other officers shall be filled by appointment by the Board of Directors; provided however, that such an appointment shall be only for the unexpired portion of the term of office to which such appointment is made.

ARTICLE VI

MEETINGS

1. The annual meeting of members of this association shall be held at the Finals, the time and place for which meetings shall be determined by the Board of Directors not less than seven (7) days in advance of such date.

2. Special meetings of the Board of Directors or of the membership may be held at any time on the call of the President, or on written request of five (5) members of the Board of Directors, or on written request for such meeting signed by twenty-five (25) or more members of the association in good standing; provided however, that such called membership meeting shall be

held not less than three (3) days following written notice sent to members at their last known address, as shown by the membership records.

3. Twenty-Five (25) members of this association who are in good standing shall constitute a quorum in any general membership meeting.

4. At the annual meeting of members, the officers of the association shall make their formal reports for consideration of an action by the members.

5. All meetings of the membership, regular or special, shall be presided over by the President, or in his absence, by the Vice-President; or in their absences, by any member in good standing who shall be elected as presiding officer by a majority vote of those members present at such a membership meeting.

6. Roberts' Rules of Order shall govern all meetings of this association.

ARTICLE VII

OFFICERS

1. Duties of Officers of this association, named under provisions of Article IV, Section 1, hereunder, shall be such as their titles by general usage, would indicate; and such as are required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.

2. The Vice-President will assist the President with his duties and shall assume the duties of the President in his absence.

3. Directors elected and officers elected by said Board of Directors shall begin their term of office at the first Board of Directors Meeting held after the Finals of each year.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall consist of the President, Vice-President and four (4) members of the association having only one vote each, who shall be designated by the Vice-President. Within fifteen (15) days after being designated, the nominating committee shall meet and select four (4) members of the association to serve as Directors for terms of three (3) years, after confirming with the nominee that he or she is willing to accept the directorship responsibility. The Nominating Committee shall select the officers named in Article IV, Section 1, and upon confirming that the nominees are willing to accept the officer's responsibility shall be presented to the Board of Directors for election as set forth in Article IV, Section 5.

2. Immediately upon receipt of the report of the nominating committee, the Vice-President shall give publicity of the names of the persons nominated in alphabetical order, to the entire membership of the association through such means as the Vice-President deems proper. Groups of members of fifteen percent (15%) of the prior year's total membership or more may nominate by written petition additional nominees within ten (10) days from the date of publication of nominating committee's report by filing same at the designated association address. If no additional nominees are thus made, three (3) or four (4) nominated directors shall be declared elected by the Board at its next ensuing meeting.

3. However, if one or more additional persons are nominated by petition, the President shall immediately prepare a ballot containing the names in alphabetical order of all nominees and call for a vote at the meeting during the Finals. The nominating committee shall canvas the returns and certify the results of the election to the Board of Directors. The four (4) named on the ballot receiving the highest number of votes shall be elected for three (3) consecutive years. In case of a tie, the nominating committee shall make the selection.

ARTICLE IX

MINUTES

Minutes of all meetings of Directors, Officers and/or Committees and of meetings of the membership of this association shall be kept in detail and copies of such minutes shall be filed with the Secretary of the association.

ARTICLE X

ACCOUNTING YEAR

The accounting year of this association shall begin on the first day of August each year.

ARTICLE XI

AMENDMENTS

1. These by-laws may be amended by a majority vote of the members of the association who are in good standing and who are in attendance at any regular meeting or special called meeting for that purpose; provided, however, that where a special meeting is called to consider a proposed amendment or amendments shall be stated clearly in the call for the meeting at which such amendment or amendments are to be considered.

2. Written notice of meetings, regular and/or special, at which such amendment or amendments are to be considered, shall be issued not less than five (5) days prior to the date of such meetings.

BY-LAWS ORIGINALLY ADOPTED 07-14-2008