

ONTARIO HIGH SCHOOL RODEO ASSOCIATION
BY-LAWS; approved May 11, 2013

1. MEMBERSHIP

a) The membership of the Association shall be of two (2) classes as follows:

i) Student Members:

The Student Membership in the Association shall be open to all High School and Jr. High School Students who meet the grade and conduct qualifications of the National High School Rodeo Association (NHSRA) Rule Book and who have paid the required Membership fees.

ii) Associate Members:

Any person interested in the work of the Association may become an Associate member upon his complying with and subject to the provisions of the By-Laws of the Association and upon payment of the appropriate membership fees.

a. Every member should uphold the constitution and comply with these By-Laws.

b. Associate Membership dues are to be paid 30 days prior to the Annual General Meeting in order to be eligible to vote at the Annual General Meeting.

c. The student members and associate members only shall be entitled to vote at any general meetings of each of the membership classes, but without limiting the generality of the foregoing, the Board of Directors of the Association shall be selected as set hereinafter.

2. BOARD OF DIRECTORS

a) The Board of Directors shall be composed of and selected as follows:

i) Student Member Directors

The President, the Vice-President and the Secretary, duly elected by the Student membership as set out in Section 4 (e); shall be Directors with one vote each.

ii) Associate Member Directors

The Associate Member Directors of the Association shall be elected from the Association Membership and shall become directors as set out in Section 5 herein.

iii) Area Representatives

The Board of Directors can designate an area/zone and will elect representation from each area/zone to represent that area/zone on behalf of the Ontario High School Rodeo Association.

- iv) National Director
The National Director for the Province of Ontario is elected in accordance with the Rules, Constitution & By-Laws of the NHSRA. The initial term shall be for two (2) years and succeeding terms shall be for five (5) years.
- v) School Board Representatives
The Board of Directors, at its option, may appoint a representative of the local School Board as the School Board Representative to the Board of Directors. The local School Board can be designated as that School Board in the area where the Ontario High School Finals are held each year.

3. MEMBERSHIP CESSATION

- a) A member may withdraw from the Association by tendering a resignation to the Secretary or by failure to pay dues, or may be expelled from the Association by two-thirds (2/3) majority vote of the Board of Directors voting in accordance with the rules related to voting, at a Director's meeting or at a meeting called for that purpose.
- b) Any member who resigns or withdraws from the Association shall forfeit all right, claim and interest arising from the association with membership in the Association.

4. MEETINGS

- a) The Annual General Meeting of the Association shall be held during the Ontario High School Rodeo Finals. All student and associate members are to be notified at least fifteen (15) days prior to the general meeting in the Association's public communication.
- b) Meetings of the Student Members of the Association, whether general or special, may be convened by order of the Student Executive for any time and any place in Ontario upon fifteen (15) days notice by public communication.
- c) No votes by proxy shall be allowed at any general meeting.
- d) Any member may demand a poll vote on any proceeding taken to a vote at any meeting.
- e) The Student Members shall elect from their number at the student meeting, held at the time of the Ontario Finals in each year, a President, Vice-President and Secretary/Treasurer (hereinafter called the "Student Executive"). Nominations for Student Executive shall be received by the Student Secretary, no later than ten (10) days prior to the Ontario High School Rodeo Finals.

- f) The Student Executive shall have the responsibility of keeping the Student Members informed of the proceedings of the Association, promoting new members, organizing student committees and assistance for the Ontario Finals, and promoting the purposes and aims of the Association.

5. DUTIES OF THE BOARD OF DIRECTORS

- a) The affairs of the Association shall be managed by the Board of Directors, each of who at the time of his/her election and throughout his/her term in office must be an Association Member or a Student Member of the Association.
- b) The Board of Directors shall be responsible for the carrying out of the programs of the Association and without limiting the generality of the foregoing of the administration of the financial affairs of the Association for employment of staff, if necessary, and for appointing such committees as the Board of Directors may deem requisite and or necessary.
- c) Any business shall be conducted under Roberts Rules of Order.
- d) All committees appointed by the Board of Directors from time to time shall be chaired by a member of the Board of Directors.
- e) The first Directors of the Association shall be for the first year until the first annual general meeting. At the first annual general meeting, one half of the Directors will be elected for a one (1) year term, and one half will be elected for a two (2) year term.
- f) Any member of the Board who shall exercise signing authority on behalf of the Board of Directors shall be a minimum of nineteen (19) years of age.
- g) A quorum for a meeting of the Board of Directors shall be fifty (50) percent of the elected Directors when a meeting is called.
- h) The Board of Directors shall have the power to fill any vacancy occurring during the term of office of any Director until the next Annual meeting and election. Any such vacancy shall be filled only with a Student Member if the vacancy is a Student Member Director or Associate Member if the vacancy is an Associate Director.
- i) No remuneration shall be paid to any member of the Board of Directors except for reimbursement for expense specified by the Board.

- j) The Board of Directors shall make or cause to be made for the Association in its name, any kind of contract, which the Association may lawfully enter into and save, as hereinafter provided. Generally the Board may exercise all such powers and do all such acts and otherwise as the Association is by its Constitution and By-Laws or otherwise authorized or entitled to do.

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

6. OFFICERS

The Board of Directors shall cause to be elected from amongst the Associate Member Directors and the Area Representatives the following officers by majority vote of the Board of Directors.

- a) Officers
 - i) President
 - ii) Vice-President
 - iii) Secretary
 - iv) Provincial Secretary
 - v) Treasurer
 - vi) National Director

- b) Chairman of the Board

The President shall be Chairman of the Board

7. EXECUTIVE COMMITTEE

The Executive Committee of the Association shall be the President, Vice-President, Provincial Secretary, Treasurer, Secretary to the Board, the National Director for Ontario, the Student President, and such other officers as the Board of Directors may determine from time to time and they shall have the following duties:

The Executive Committee shall transact business of the Association in the absence of a full board. The Executive Committee shall have the power to transact business of an emergency nature during preliminary rodeos where notification of all the Board of Directors is not necessary. All transactions at these meetings shall be reported in full at

the next scheduled meeting of the Board. The Executive Committee shall have the following duties:

a) President

The President shall preside at all meetings of the Executive Committee, Board of Directors and at all general meetings of the Association and shall have the specific responsibility for advising as to the appointment of all committees. The President and the National Director shall be ex-officio members of all such committees. In general, the President shall be responsible for the operation and organization of the Association. The term of the President shall be for two (2) years.

b) Vice-President

The Vice-President shall perform such duties as delegated by the President from time to time and in the absence of the President shall conduct meetings of the members of the Association. The term of the Vice-President shall be for two (2) years.

c) Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and keep the record of attendance at such meetings and prepare all notices required to be sent to Members of the Board and/or the Members and Associate Members of the Association, and be responsible for the conduct of all correspondence of the Board at its direction. The term of the Secretary shall be for two (2) years.

d) Provincial Secretary

The Provincial Secretary is responsible for keeping and forwarding all correspondence and requests to and from NHSRA to and from the Associations Board of Directors, Members, Associate Members and the National Director. Such correspondence may include but is not limited to Event Schedules, Insurance Policies, Finals Reports and Points, Membership Forms and Renewals. The Provincial Secretary is the only person other than the National Director for Ontario who can have direct contact with NHSRA. The term of the Provincial Secretary shall be for two (2) years.

e) Treasurer

The Treasurer shall have the responsibility for the funds of the Association and shall be responsible for the collection of all accounts receivable, in accordance with directions received from the Board of Directors from time to time. The Treasurer

shall have the responsibility for the payment of all accounts payable for the Association. The Treasurer shall be responsible for the keeping of proper books of account and manage the records of the Association in accordance with a good accounting practice. The Treasurer shall present to the Annual Meeting of the Association a Financial Statement for the preceding fiscal year and in addition prepare a budget for the next year to the Annual General Meeting. The term of the Treasurer shall be for two (2) years.

f) National Director

One (1) National Director shall be nominated by the Ontario High School Rodeo Association to serve on the National Board of Directors. The first term of the National Director shall be for two (2) years and succeeding terms shall be for five (5) years. Each Provincial Member Association shall be responsible for their National Directors legitimate expenses while attending National Meetings.

8. FINANCIAL

- a) Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by two (2) members of the Executive Committee provided one (1) of the signatures is the Treasurer, and one of either the President or Secretary to the Board. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any of the officers or other members of the Board as may be authorized by resolution of the Board of Directors from time to time.
- b) If any time, two (2) family members are elected to the Executive Committee, only one (1) can have signing authority.
- c) All cheques, bills of exchange, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors, and any one (1) of such officers or agents may alone endorse notes and drafts for collecting accounts of the Association through its bankers and endorse notes and cheques for deposit with the Association's bankers for credit of the Association or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books of accounts between the Association and the Association's bankers and may receive all cheques and vouchers and sign all the Bank's forms in settlement of balances and release or verification slips.
- d) The securities of the Association shall be deposited for safekeeping at one or more banks or trust companies to be selected by the Board of Directors. Any and all

securities deposited may be withdrawn from time to time, only on the written order of the Association signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

9. AUDITORS

The Board of Directors shall, if they deem it necessary appoint and retain an auditor on an annual basis for the Association who shall have the responsibility of auditing the financial records of the Association not less than once a year and more often as may be designated by the Board of Directors, and such Auditors shall be the financial advisor to the Association.

10. LEGAL

The Board of Directors shall, if they deem it necessary, appoint and retain on an annual basis an Attorney to act on behalf of the Association, and such Attorney shall be the legal advisor to the Association.

11. THE SEAL OF THE ASSOCIATION

The Board of Directors may adopt a seal, which shall be the common seal of the Association.

The common seal of the Association shall be under the control of the Directors and responsibility for its custody and use from time to time shall be determined by the Directors.

12. ADVISORY BOARD

The Board of Directors of the Association may, from time to time appoint persons to serve on an Advisory Board, which shall render such assistance and advice to the Association as may be required from time to time.

13. ALTERATION OF BY-LAWS

These By-Laws may be repealed, amended, or added to at any annual meeting by a two-thirds (2/3) vote of the Executive Committee and Associate members present at which meeting a duly constitute quorum is present. The notice of the proposed change in the By-Laws must be given in the notice of the Annual Meeting.

14. INSPECTION OF BOOKS

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the

Association or if any of them shall be open to the inspection of Members not being Directors, and no Member not being a Director, shall have any right to inspect any accounts, books or documents of the Association except as conferred by law or authorized by the Directors or by resolution of the electoral Members, whether previous notice thereof has been given or not.

15. RULES OF ORDER

- a) The order of the business at the Annual General Meeting of the Association shall be as follows:
 - 1. Minutes of the Last Meeting
 - 2. Annual Report of the Board of Directors presented by the President
 - 3. Annual Report of the Treasurer
 - 4. Reports of any other Committees which should report
 - 5. Reports of Nominating Committee
 - 6. New Business
 - 7. Election of Directors as follows when required:
 - i) Student Member Directors
 - ii) Association Member Directors

- b) The order of business of meetings of the Board of Directors, Executive Committee and General Meeting shall be as follows:
 - 1. Minutes of Previous Meeting
 - 2. Business arising out of Minutes
 - 3. Treasurer's Report
 - 4. Reports of Committees
 - 5. New Business

The Board of Directors shall hold meetings on such dates as the Board may direct. A quorum for a meeting of the Board of Directors shall be fifty-one (51) percent of Directors where a poll is demanded.

16. NOMINATING COMMITTEE

- a) The Nominating Committee for the Student Executive shall be composed of the outgoing Student Executive, the Associate Member President and the National Director.

- b) The Nominating Committee for the Associate Member Directors shall be composed of the Executive Committee.

- c) Notwithstanding the list of candidates presented by the Nominating Committee for election to the Board of Directors, nominations by Associate Members will be accepted providing the said nomination is in writing and consented to by the person so nominated.

17. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved:

- a) By a two-thirds (2/3) majority vote of the Board of Directors, provided one (1) months notice in writing of intention to dissolve has been previously given to all Members of the Board.
- b) Such decisions of the Board of Directors has been confirmed by a two-thirds (2/3) majority vote of the Electoral Members present and voting who are not members of the Board of Directors, at a special general meeting called for such purpose, of which the Members shall have had one (1) month's prior notice in writing and public notice of such meeting had been published in one (1) issue of the Rider, and in the Associations general communication, not more than one (1) month and not less than two (2) weeks prior to the date of such a meeting.
- c) Members of the Association shall have no interest in the property and assets of the Association and upon dissolution or winding up of the assets of the Association, after payment of all debts and liabilities, any remaining property and assets of the Association shall be transferred to a recognized Canadian Charitable Organization with similar aims as determined by the members at dissolution.

OHSRA BY LAWS – approved at Annual General Meeting, May 11th, 2013.