

**BYLAWS
OF THE
HAWAII HIGH SCHOOL RODEO ASSOCIATION**
Submission for approval to NHSRA (final draft)

ARTICLE I

OFFICE

Section 1.01. Principle Office

The Principle Office of the corporation in the State of Hawaii shall be located at Kamuela, County of Hawaii.

Section 1.02. Geographic makeup of the State association

The Hawaii High School Rodeo Association shall be made up of five separate member districts:

Hawaii District

Maui District

Molokai District

Oahu District

Kauai District

Each member district must maintain their respective State dues and assessments to remain eligible as a member district.

ARTICLE II

MEMBERS

Section 2.01. (a). Eligibility for membership- Voting Members

The association shall have two classes of voting members. One class will be any adult who serves on the State Board of Directors or District Board of Directors. The other class will be any high school student contestant or junior high school student contestant. In both classes, member shall apply for membership, reside in the State of Hawaii and be of good reputation.

Section 2.01. (b). Eligibility for membership- Honorary Members

The corporation may, by majority vote of the Board of Directors, establish a non-voting class of honorary life members to be comprised of persons who have made significant contributions to the corporation or to high school rodeo. Honorary life members shall not be required to pay annual dues of the corporation. Additionally, eligibility requirements for honorary life members may be established by the State Board of Directors. Honorary life members may reside outside of the State of Hawaii. Any individual who is selected as "Horseman of Horsewoman of the Year" shall become honorary life members.

Section 2.01. (c). Eligibility for membership- Honorary Members

Associate members. To become an associate member of the association, a person must pay an annual membership fee and shall be approved by the State Board of Directors. The associate member shall receive a subscription the official publication of the association, the NHSRA Times. The associate member will receive no vote.

Section 2.02. Approval of Application for Membership.

All applications for membership shall be made in writing upon forms provided by and returned to the secretary of the corporation. All applications for membership shall be approved at any special meeting or regular meeting of the Board of Directors, when a quorum is present, by majority vote of the board members.

Section 2.03. Voting Rights

Each adult board member and student board member shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. Each high school contestant and junior high school contestant shall be entitled to one vote on all matters concerning the association including adult and student positions on the State Board for both high school and junior representatives.

Section 2.04. Termination of Membership

A member, student or adult, may be placed on probation, suspended or expelled for the reasons and in accordance with the procedures set forth in Article II of the bylaws of the National Association, including but not limited to, for the actions of a parent or guardian as described in section 9.d of Article II of the bylaws of the National Association.

Section 2.05. Resignation

Any member may resign by filing a written resignation with the secretary.

Section 2.06. Reinstatement

Upon written request signed by former member and filed with the secretary, the Board of Directors may reinstate such former member to membership upon such terms as the board may deem appropriate.

Section 2.07. Transfer of Membership

Membership in this association is not transferable or assignable.

Section 2.08. Membership – Liability for Corporation Obligations; Dues

Members shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment but the Board of Directors at any regular meeting or special meeting called for the purpose, may fix reasonable annual dues to become effective after not less than 30 days notice to all members of the association.

Section 2.09. Membership – Minimum Number

The board will make all reasonable efforts to maintain a broad state-wide membership or not less than 25 members at any time.

Section 2.10. Membership – Residence

All of the members of the Hawaii High School Rodeo Association shall be residents of the State of Hawaii, except for honorary life members.

Section 2.11. Membership – Term

The term of membership shall be annual, commencing on August 1 or such later date as the member is accepted for membership, and ending on July 31. Renewal of membership is not automatic; a member desiring to continue membership in the corporation for the following fiscal year must reapply.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.01. (a). Annual Meeting – Districts

Any annual meeting of the district members shall be held for the purpose of electing adult and student directors and for the transaction of such other business that may come before the meeting. This annual district meeting shall be held before July 31.

Section 3.01. (b). Annual Meeting – State Board of Directors

An annual meeting of the State Board of Directors shall be held for the purpose of setting the policy and proposing amendments to the bylaws of the association, the election of the State Board members (excluding the National Director, At-Large Directors, and State Junior High Student Director) and for transaction of such other business that may come before the meeting. The annual State Board meeting shall be held no earlier than Monday following the State High School Finals Rodeo in June and no later than August 15 of the same year. The State President shall designate a specific date, time and place for the meeting and shall post a notice of such meeting at least 7 days prior and not more than 30 days prior to such meeting. Notice of any proposed amendments to the bylaws will be included in such notice. If the election of directors shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the board shall cause the election to be held at a special meeting of the members as soon as thereafter as convenient.

Section 3.01. (c). Annual Meeting – Student members/Adult members

An annual meeting of the student and adult members shall be held for the purpose of voting on the proposed changes to the bylaws of the association, the election of the State Board Directors by in person secret ballot and for the transaction of any other business that may come before the meeting, which shall be posted in the notification of the meeting and where quorum is required. A minimum of 51% of members present equals quorum. The President and the State Treasurer shall report on the activities and financial condition of the corporation. The annual meeting shall be held no earlier than the start of the State High School Finals Rodeo, held in June, and not later than July 31 of that same year. The State Junior High Student Director, shall be voted on as well as the National Director, and At Large Directors. The current Student Directors shall facilitate said meeting.

Section 3.02. Special Meetings

Special meetings of the members may be called by the President of any two (2) board members with proper notification.

Section 3.03. Place of Meeting

The Board of Directors shall designate any place within the State of Hawaii as the place for any special meeting called by the board. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the corporation in the State of Hawaii.

Section 3.04. Notice of meetings

Written and printed notice stating the place, day, hour of any meeting any members shall be delivered either personally, by mail, or email to each member entitled to vote at such meeting. If delivered by consented electronic transmission, the notice will be deemed delivered unless revoked by the member or

director in writing or if the corporation is unable to deliver it by electronic transmission with two consecutive notices or becomes known to the secretary of the corporation, or the person that is responsible for giving the notice, provided that the inadvertent failure to treat the inability to give electronic notice as a revocation shall not invalidate any meeting or other action. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of such meeting, by or at the direction of the State President or any two board members. If mailed, the notice of meeting shall be deemed to be delivered 5 days after the notice is deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with first class postage thereon prepaid.

Section 3.05. Information Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of a majority of the Board of Directors, setting forth the action so taken. 51% constitutes a majority.

Section 3.06. Quorum

A quorum for any meeting of the members shall consist of a majority of the members present at such a meeting. 51% constitutes a majority.

Section 3.07. Voting by in person Secret Ballot

Voting by in person secret ballot will be done at each districts 12th rodeo and both the Junior High State Finals Rodeo and High School State Finals Rodeo allowing all members an equal opportunity to cast a vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 4.02. (a) Number, Tenure and Qualification (District)

All adult board Directors elected at the annual meeting of said district by in person secret ballot to succeed the members named in the Articles of Incorporation shall be elected for a staggered two (2) year term. The term of all student Directors and adult At Large Directors shall be for one (1) year.

Of the five (5) district boards that make up the State association, each board shall be filled with members from that district, only, (except for the Assistant National Director). A plurality of votes cast by the student membership of each district at the annual meeting of the members of said district shall elect the director for each seat. The secretary and/or Treasurer will be selected by the district board of directors and will have no vote. The district Secretary and/or Treasurer shall work directly with the State Secretary and/or Treasurer. Each District President will be seated on the State Board.

- (1) District President will have a vote, but will refrain from voting except to break ties.
- (1) District Vice President
- (1) District High School student Director
- (1) District Junior High School student Director
- (1) District Adult At Large Director
- (1) Assistant National Director (appointed by the National Director, will sit on all five district boards)

(1) District Secretary- Officer

(1) District Treasurer- Officer

Total District Board Members: Six (6) Directors and two (2) Officers. Their term of office shall commence on August 1 and continue through July 31

Section 4.02. (b). Number, Tenure and Qualifications (State) – Effective as of August 1, 2023

The number of State Board members shall be composed of up to eighteen (18) members. Each District President from an active district shall be a member of the State Board. In addition, each active district shall elect one State High School Student Director to sit on the State Board. Each active district shall elect one at large director to sit on the State Board. The Statewide membership shall elect one State National Director. The National Director shall appoint the State Junior High Assistant National Director. A member entitled to a vote may vote according to Section 3.07. at either their district's 12th rodeo or either State Finals Rodeo by in person secret ballot.

The National Director's term shall be two (2) years after such time membership vote shall re-vote a second term of five (5) years, or the seating of a new National Director whose term shall be two (2) years. The terms of all other directors shall be for (1) year.

The composition of the State Board is summarized as follows:

(1) State Junior High National Director –(appointed by State National Director) Ex Officio, has a vote

(1) State National Director –(elected by statewide membership)

(1) State Junior High Student Director –(elected by statewide membership)

(5) District Presidents –(Ex Officio- elected by each active District)

(5) State High School Student Directors (elected by each active District)

(5) State At Large Directors (elected by each active District)

The following officer positions are not directors, but may attend meetings of the Board of Directors:

(1) State Secretary-appointed officer-no vote (position appointed by national director)

(1) State Treasurer-appointed officer-no vote (position is appointed by state president)

(1) State Points Auditor-appointed officer-no vote (position is appointed by the state secretary)

18 Directors and three (3) additional officers who are not directors.

Section 4.03. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws. The board may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

Section 4.04. (a) Vacancies (State -elected by statewide membership)

Any vacancy occurring on the State Board, excluding the vacancy of a District President and State High school Student Director (elected by the District), shall be filled by vote of the State Board with the term to expire on July 31. Vacancy will then be posted and a successor elected at the next annual meeting of the student and adult members and or the Districts 12th rodeo using the approved voting process. Term shall commence on August 1. Such a person shall be elected for the unexpired term of office of the predecessor in office. When vacancies of the State Board result from the completion of term in office and where those vacancies are to be filled by individuals nominated by student and adult members of the association, the following procedure shall be followed: All members will be given the opportunity to

submit in advance their nominations through the Voting Committee or their District President and cast their vote at the annual meeting and or the Districts 12th rodeo referenced in Section 3.01. (c). A member entitled to a vote may vote according to Section 3.07. at either their district's 12th rodeo or either State Finals Rodeo by in person secret ballot.

Section 4.04. (b) Vacancies (District Elected State Directors)

When a vacancy occurs for the State High school Student Director (elected by the District), shall be filled by vote of the District Board with the term to expire on July 31. Vacancy will then be posted and a successor elected at the next annual meeting of said district. Term shall commence on August 1. Such a person shall be elected for the unexpired term of office of the predecessor in office. When vacancies of the State High school Student Director (elected by the District), result from the completion of term in office and where those vacancies are to be filled by individuals nominated by student and adult members of the association, voting shall take place at the annual meeting of said district.

Section 4.04. (c) Vacancies (District)

Any vacancy occurring on the District Board, with the exception of the District President, shall be filled by vote of the District Board with the term to expire on July 31. A vacancy of the District President position shall be filled by the District Vice President, who shall perform all duties incident to the office of District President with voting rights when applicable. Vacancy will then be posted and a successor elected at the next regularly meeting of said district student and adult members. Term shall commence on August 1. Such a person shall be elected for the unexpired term of office of the predecessor in office. When vacancies of the District Board results from the completion of term in office and where those vacancies are to be filled by individuals nominated by student and adult members of the association, voting shall take place at the annual meeting of said district.

Section 4.05. Compensation

All Board of Directors/Officers shall not receive any compensation for their services as Director/Officers, except for legitimate expenses as approved by the State Board of Directors.

Section 4.06. (a). Notice of Meetings

Written Notice stating the place, day, hour of any meeting of the State Board of Directors shall be delivered either personally, by mail or email, to each member entitled to vote at such meeting. Notice shall be delivered not less than seven (7) or more than thirty (30) days before the date of such meeting, by or at the direction of the State President of any two board members. In case of a special meeting or when required by statute of these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4.06. (b). Absence from meetings

Any Director absent from two consecutive board meetings without excuse satisfactory to the Board shall be deemed to have surrendered the office of Director.

Section 4.06. (c) Waiver of Notice

Whenever any notice if required to be given under the provisions of the statues of the State of Hawaii of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the person or person entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice and must be filed with the minutes of said meeting or the records of the corporation or the attendance of said meeting.

Section 4.07. Directors – Residuary Powers

The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members by law, the Articles of Incorporation, or by these bylaws shall be vested in the Board.

Section 4.08. Directors – Removal from Office

A Director may be removed from office with or without cause, by the vote of majority of the Board of Directors present at a meeting of the Board of Directors, provided notice of such proposed action shall have been duly given in the notice of the meeting, and provided further that the Director has been informed in writing of the charges preferred against the Director at least ten (10) days before such meeting. The Director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of the Director shall be filled by a majority vote of the Board, which may be taken at the same meeting at which such removal takes place. Term of such Director shall expire July 31.

Section 4.09. Indemnification of Directors or Officers

Every Director, Officer or Former Director or Officer of the corporation shall be indemnified against expenses incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Director or Officer is made party by reason of being or having been a Director or Officer, to the greatest extent allowed by law.

ARTICLE V

NATIONAL DIRECTOR

Section 5.01. Certification of National Director

The person elected as nominee for National Director shall be certified by the Board as nominee for National Director of the corporation to the secretary of the National Association, who shall act as secretary of the National Nominating Committee, twenty (20) days before the National Championship Rodeo. If no certification from the corporation is received, then the National Nominating Committee shall select an individual from said corporation to serve for that meeting only. The chairman of the National Nominating Committee shall report to the annual meeting, the names of individuals so certified as nominees by the corporation, for National Directors, and the names of individuals selected by the nationals Nominating Committee in the associations of such certifications. Additional nominations for the position of National Directors may be made from the floor by duly certified delegates of the corporation.

Section 5.02. Expenses of the National Director and State Junior High National Director.

The corporation shall be responsible for the National Director and State Junior High National Director's legitimate expenses while attending national meetings.

Section 5.03. Duties of National Director

National Directors duties on the State level shall include: a) Monitoring the corporation to insure all governing rules are followed, and proper business and finance procedures are conducted; and by b) and acting as coordinator in the State sanctioned rodeos. Any fragrant abuse will be brought to the attention of the National Director. The corporation is encouraged to resolve all disputes at the State level. If a problem cannot be resolved with the National Director and the problem prevents the rodeo from being held, an emergency conference may be invoked with the National President of designee. At such a conference, the corporation's designee and National Director shall be present. Executive action may be required and a contestant or the corporation may be disqualified. It is to the best interest of rodeo contestants and spectators to resolve problems as soon as possible, and to continue with the performance. Judges, arena directors and board members should cooperate with the National Directors with all matters; except for emergency problems as noted above. The decision reached by the National Director in the State sanctioned rodeos shall remain final unless reversed by the National Executive Committee whose action will come before the National Board at the next regular meeting.

Section 5.04. State Junior High National Director.

The National Director may appoint an State Junior High National Director whose responsibility shall be to perform the duties of the National Director with respect to the Junior High School Rodeo Division. The Junior High Director would report to the National Director as well as the State Board of Directors. The State Junior High National Director shall at all times perform such duties under, and subject to, the direction and supervision of the National Director whenever in the National Director's judgment the best interests of the corporation shall be served by such removal.

ARTICLE VI

OFFICERS & ROLES OF NON-OFFICERDIRECTORS

Section 6.01. State President

The State President shall be elected by the State Board of Directors from among those directors at the first meeting of the State Board after the annual meeting of the members. The State President shall be the principle Executive Officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board. The President may sign with attestation of the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws, or statue to some other officer or agent of the corporation, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The term of the State President shall be for a period of one (1) year, but shall terminate automatically if the State President ceases to be a member of the State Board of Directors. The District President shall act in the same manner within his/her respective District.

Section 6.02. State Vice President

The State Vice President shall be elected by the State Board of Directors from among those directors at the first meeting of the State Board after the annual meeting of the members. In the absence of the President or in the event of an inability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned by the President of the Board. . The term of the State Vice President shall be for a period of one (1) year, but shall terminate automatically if the State Vice President ceases to be a member of the State Board of Directors. The District Vice President shall act in the same manner within his/her District.

Section 6.03. State At Large Director

The State At Large Directors shall not be officers of the corporation, but in their capacity as directors, shall be responsible for the revenue generating activities of the Hawaii High School Rodeo Association including grant writing and planning and implementing fund-raising activities. The At Large Directors shall also perform the duties usually performed by such members in business matters of the association together with such duties as shall be prescribed by the Board of Directors.

Section 6.04. State Student Directors

Any student Director shall not be officers of the corporation, but in their capacity as directors, shall perform the duties usually performed by such members in business matters of the association together with such duties as shall be prescribed by the Board of Directors. The student Directors shall conduct the annual meeting of the student membership held at the State Finals Rodeo.

Section 6.05. State Secretary

The State Secretary shall be appointed by the National Director, for a term of one year. The State Secretary shall keep the minutes of the meetings of the association. They shall also be the custodian of all documents of the association. They shall also keep the address of each member. In general to perform all duties incident to the office of Secretary and other such duties as from time to time be assigned by the President, the Board, or the National Office. The District Secretary shall act in the same manner within his/her district. The State Secretary is not a Director and will therefore not vote at meetings of the Board of Directors.

Section 6.06. State Treasurer

The State Treasurer shall be appointed by the State President, for a term of one year, and shall have the charge and custody of and be responsible for all finds and securities of the association, receive and give receipts for the money's due and payable to the association in such banks, trust companies or other depositories as shall be selected as in accordance with the provision of Article XI of these Bylaws and in general perform duties incident to the office of treasure and such duties as from time to time be assigned by the President, or the Board. The District Treasurer shall act in the same manner within his/her respective District. The State Treasurer is not a Director and will therefore not vote at meetings of the Board of Directors.

Section 6.07. State Points Auditor

The State Points Auditor shall be appointed by the State Secretary, for a term that shall last for as long as the State Secretary is in office. The State Points Auditor is not a director and will therefore not vote at meetings of the Board of Directors.

ARTICLE VII

ORDER OF BUSINESS

Section 7.01. Order of Business

The order of business at any regular or special meeting of the members of Board shall be:

- a) Reading and approval of any unapproved minutes
- b) Reports of officers and committees
- c) Unfinished business
- d) New business
- e) Adjournment

Section 7.02. Parliamentary Procedure

On question of parliamentary procedure not covered by these Bylaws, a ruling made by the President shall prevail.

ARTICLE VIII

COMMITTEES

Section 8.01. Executive Committee

There shall be an Executive Committee of the State Board of Directors, composed of the President, who shall serve as Chairman of the Executive Committee, Vice President, National Director and Assistant National Director. This committee shall have the power to resolve issues of an emergency nature when a meeting of the State Board of Directors is not feasible. All transactions at this meeting shall be reported in full at the next scheduled meeting of the State Board of Directors.

Section 8.02. Committees of Directors

The Board of Directors, by resolution adopted by the majority of Directors in office, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon the Board or any individual Director by law.

Section 8.02. Other Committees

Other committees not having or exercising the authority of the Board in the management of the corporation may be designated by a resolution adopted by majority of the directors present at a meeting at which a quorum is present. Except as otherwise provide in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 8.04. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless member shall cease to qualify as a member thereof.

Section 8.05. Chairman

One member of each committee shall be appointed by the persons authorized to appoint the members thereof.

Section 8.06. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.07. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the Board of Directors present at any meeting shall constitute a quorum and the act of the majority of the members present at a meeting which a quorum is present shall be the act of the committee. 51% constitutes a majority.

ARTICLE IX

STATE CONTEST

Section 9.01. Annual State Championship

The Association shall conduct a State Championship High School Rodeo each year. Notwithstanding dates for the State Championship High School Rodeo must conform to guideline requirements specified by NHSRA, the State Championship High School Rodeo will be held on the weekend closet to Kamehameha weekend (JUNE 11) or earlier. The State Championship High School Rodeo, which will qualify contestant in the first four places in each event in the average for the National Championship Finals and shall be conducted in accordance with the current National High School Rodeo Association rules applicable to each event.

The Association shall conduct a State Championship Junior High School Rodeo each year, which will be held on the weekend closet to Memorial Day (last Monday in May) or earlier. The State Championship Junior High School Rodeo, which will qualify contestant in the first four places in each event in the average for the National Junior High School Championship Finals and shall be conducted in accordance with the current National High School Rodeo Association rules applicable to each event.

Section-9.02. Eligibility to Participate

(See attached HHSRA Policy Manual, Number 6 Membership Requirements).

ARTICLE X

CONTRACT, CHECKS, DEPOSITS, & FUNDS

Section 10.01. Contracts

The Board may authorize any officer or officers, agent of agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument

in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance.

Section 10.02. Checks, Drafts, etc.

All checks, drafts of orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation, and in a manner as shall from time to time be determined by resolution of the Board. In the absence of determination of the Board, these instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 10.03. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 10.04. Gifts

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE XI

CERTIFICATES OF MEMBERSHIP

Section 11.01. Certificates of membership

The Board may provide for the issuance, and determine the form of certificates evidencing membership in the corporation. Such certificates shall be signed by the President and the Secretary, sealed with the seal of the corporation, and consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate becomes lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board may determine.

Section 11.02. Issuance of Certificates

When a member has been elected to membership and has paid any dues that may be required, a certificate of membership shall be issued in his or her name and delivered to the member by the Secretary.

ARTICLE XII

BOOKS & RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office of record giving names and addresses of the members. All books and records of the corporation may be inspected by any member of a member's agent or attorney, for any proper purpose at any reasonable time. The Board shall cause an audit of other review of the records of the corporation to be made from time to time as the Board deems necessary, to be conducted by such a person or persons designated by the Board.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the corporation shall begin on August 1 and end on July 31 of the following year.

ARTICLE XIV

SEAL

The Board may provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice if required to be given under the provisions of the statues of the State of Hawaii of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or person entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

REPEAL OF AMENDMENT OF BYLAWS

These Bylaws may be repealed or amended by majority vote of the members of the association present, or vote of a member by in person Secret ballot or at the annual meeting of the student and adult members, at which a quorum is present, (51% of the members present constitutes quorum): provided, however, no such action shall change the purposes of the association as to impair it's rights and powers under the laws of the State of Hawaii or to waive any requirements of bond or any provision for the safety and security of the property and funds of the association or it's members or to deprive any member without an express assent of rights, privileges, or immunities to them existing. Notice of any amendment to be offered at any meeting shall be given not less than ten (10) or more than sixty (60) days before such meeting and shall set forth such amendment.

Certificate of the Secretary

I certify that:

1. I am the Secretary of the Hawaii High School Rodeo Association
2. The attached Bylaws are the Bylaws of the Association in effect as of August 1, 2022 w/ exception of section 4.02 effective as of August 1, 2023.

DATED: June 20, 2022

SECRETARY

[Redacted Signature]

State Secretary Signature intentionally redacted. Official copy with signature on file with the State Secretary and NHSRA.