



## Manitoba High School Rodeo Association Constitution and Bylaw

The Manitoba High School Rodeo Association (MHSRA) was duly incorporated under the Province of Manitoba “corporations Act (without share capital) on the 16<sup>th</sup> day of January 1996, and is registered as corporation #3427545.

### **Constitution:**

This Association will carry out the business within the scope and limits of the following:

1. To promote western heritage and traditions through organizing rodeos throughout Manitoba for students from Grade 6 to 12 in a Junior and a Senior Division.
2. To operate a Little Buckaroos Rodeo Division for youth in Kindergarten through Grade 5
3. To ensure that the purposes and aims of the National High School Rodeo Association Inc. are supported.
4. To ensure the highest standards of sportsmanship, conduct and academic commitment, are maintained by all Student members of the Association.
5. To promote and demand humane treatment of all animals used in any manner for High School Rodeo.
6. To cooperate with and assist to the extent possible, all those parties involved with promoting, sponsoring or holding a High School Rodeo.
7. To develop such By Laws, rules, policies and procedures as deemed necessary to effectively operate the Association within the context of the National High School Rodeo Association Rulebook.

8. To maintain a scholarship program for the benefit of those MHSRA members continuing their post-secondary education.
9. To develop rules, guidelines, fees and other administrative and operational requirements as determined necessary to operate a Little Buckaroos Division.

*Note: The Board of Directors, comprised of the Executive and Directors at Large with two thirds of said Board present may amend this constitution and supporting bylaws having secured 2/3 majority vote on any proposed change*

*Changes to the Constitution and Bylaws may be made by 2/3 majority vote of the membership at an Annual General meeting of the Association provided a quorum is present and proper notice of motion has been made within the designated deadline.*

## **Bylaws**

### THE MANITOBA HIGH SCHOOL RODEO ASSOCIATION INC.

Effective May 2015

#### OFFICE

The office of the Association shall be at such a place in the Province of Manitoba as the Board of Directors may from time to time determine.

#### **1. Membership**

a) The membership of the Association shall be of (3) classes as follows:

1. **Student members:** The Student Membership in the Association shall be open to: all students in Grades 6 to 12 who meet the requirements of the National High School Rodeo Association (NHSRA) Rule Book and are

interested in the work of the Association and who have paid the required membership fee.

**Note:** To ensure membership in good standing the Student Members must submit two (2) report cards or two (2) letters duly signed by student's school principal witnessed by a Commissioner of Oaths attesting that the student is not ruled undesirable through acts of misconduct and is making sincere effort to ensure that passing grades are being achieved in a minimum of 70% of courses taken,

2. **Buckaroo members:** The Buckaroo membership shall be open to all students in Kindergarten to Grade 5. Note: Members of the Buckaroo Division will not occupy student executive positions and will not have voting privileges.
3. **Associate Members:** Associate Membership shall be open to those persons who are interested in the work of the Association and who have paid the required Membership fee as determined through vote of the Associate membership at the Annual General Meeting.

Note (1): The Student Members and the Associate Members only, shall be entitled to vote at any general meeting of their respective membership classes.

Note (2): Student, Little Buckaroos and Associate memberships are open to individuals from neighboring Provinces and States .

## **2. Board of Directors:**

The Board of Directors shall consist of (12) Directors at large, the Student membership Executive being President of the Student Executive, Vice President, Secretary, Treasurer and Junior Division

representative, the National Director and the Junior National Director.

The Directors at large should if possible, provide equal representation to the East and West High School Rodeo Districts of the province.

Note: Manitoba is divided into two districts – East & West. These areas can be changed, added to, modified by 2/3 majority of the Board of Directors by ordinary resolution of the board. The boundary will be Highway 34 from the US Border North to Gladstone and Highway 50 from Gladstone to Silver Ridge. The boundary will continue North on the West side of Lake Manitoba to Crane River.

- a) A National Director for the Province of Manitoba is elected in accordance with the Rules, Constitution & By-Laws of the NHSRA. (A Junior High Director will be appointed by the National Director.)
- b) Directors (except for National Director and National Junior Director) shall serve a 2 year term with re-instatement allowed through the nomination and election process.

### **3. Membership Cessation:**

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

#### **4. Meetings**

- a) The Annual General Meeting (AGM) of the Association shall be held at the last qualifying rodeo prior to the High School Division Finals and will be advertised through public communication at least 30 days in advance of the meeting. Motions to be discussed at the AGM must be sent to the MHSRA Secretary 15 days before the Annual Meeting. Motions presented at the AGM shall require a 2/3 majority vote to pass.
- b) Meetings of the Student Members of the Association, whether general or public may be convened by order of the Student Executive for any time and any place in Manitoba upon 15 days notice by public communication.
- c) A quorum for the transaction of all meetings shall consist of not less than 51 per cent of the appropriate Members and such Members must be physically present.
- d) No votes by proxy shall be allowed at any general meeting except as detailed above in the Membership Cessation section..
- e) Any member may demand a secret ballot vote on any proceeding taken to a vote at any meeting.
- f) Executive Meetings – a quorum for the transaction of all meetings shall consist of no less than 51% persons on executive. A vote is passed when 51% of quorum is in favour. The Student Executive collectively has one (1) vote at an executive meeting.
- g) The Board of Directors shall meet a minimum of three times a year as per the following schedule: at the first rodeo of a new rodeo year, at the last rodeo of the fall season and in the winter period immediately following the Mid-Winter meeting of the NHSRA. Such meetings and any additional meetings determined necessary shall be at the call of the President who will serve as Chair. Any business conducted at said meetings shall be conducted under Roberts Rules of Order

## **5. Duties of the Board of Directors:**

- a) The affairs of the Association shall be managed by the Board of Directors (the Executive & Directors at Large) each of whom at the time of his/her election and throughout his/her term in office must be an Associate Member of the Association or a Student Executive.
- b) The Board of Directors shall be responsible for carrying out the programs of the Association and without limiting the generality of the foregoing for the administration of the financial affairs of the Association including setting membership fees, insurance charges and any other payment schedules, for employment of all staff as necessary, and for appointing such committees as the Board of Directors may determine necessary.
- c) A member of the Board of Directors shall chair all committees appointed by the Board of Directors from time to time.
- d) Any member of the Board who shall exercise any signing authority on behalf of the Board shall be eighteen (18) years of age.
- e) Director At Large vacancies: The Board of Directors shall have the power to appoint an Associate member on an interim basis to fill any vacancy occurring during the term of office of any Directors. Such appointment shall last until the next scheduled annual meeting whereby the vacancy shall be filled through the nominations and election process. A Student Member shall fill any such vacancy of the Student Executive in a similar manner.
- f) At any meeting, the Directors present can appoint, for informational purposes only, a substitute Director for the purpose of that meeting only and the substitute Director would not be entitled to vote.
- g) Removal of Directors: Any Director , elected or appointed, may be removed from office by the Board of Directors at any regular or special meeting called for this purpose by a 2/3 majority vote of

- the Board of Directors whenever, its judgement, the best interests of the association would be served thereby.
- h) Executive Vacancies: A vacancy in any Executive office, because of resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors still in office, though less than a quorum, for the remaining portion of the term.
  - i) Remuneration or reimbursement payments shall be made to members who have had such items or expenses approved in advance by the Board of Directors.
  - 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 other powers and do all such acts as otherwise authorized or entitled to do pursuant to the Corporation Act.
  - k) Without in any way derogating from the foregoing, the Board of 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, building 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 Associate members of the Association shall elect the following officer positions from the membership at the AGM

- a) President: Term of office to be 2 years. The President shall preside at all meetings of the Board of Directors and at all general meetings of the Association and meeting of the Membership and shall have the specific responsibility for ensuring the

establishment of necessary committees and coordinating appointment of members to such committees and other functions from the Board of Directors or other Associate members. The President, National Director and Junior High Director shall be ex-officio members of all such committees.

- b) First Vice President: The first vice-president shall perform such duties as designated by the President from time to time and in the absence of the President shall conduct meetings of the members of the Association. This position is responsible for coordinating and arranging for the annual Manitoba High School Rodeo Finals.
- c) Second Vice President: The second vice president will assume the duties of the First Vice President in the absence of the President. This position is responsible for coordinating and arranging for the annual Manitoba High School Rodeo Junior Finals.

In addition there will be two NHSRA representatives who will serve as officers of the MHSRA:

1. National Director: National Director will be nominated by the Board of Directors to serve on the National Board of Directors. The National Director will serve on their respective Provincial Board and Provincial Executive Committee and will be a voting member of said board and committee. The first term of the National Director shall be for two (2) year and succeeding terms shall be for five (5) years as per National rule book. Manitoba High School Rodeo Association shall be responsible for their National Director or designees' legitimate expenses while attending National Meetings and other pre- approved events.

The National Director provides the link to the National High School Rodeo Association and is responsible for monitoring the operation and administration of the Manitoba High School Rodeo Association



to ensure adherence to the NHSRA rules and that the Association operates within the Provincial constitution and bylaws using sound business and financial practises.

The National Director will be the first point of contact regarding operational problems including issues related to planning or holding a sanctioned rodeo.

In the absence of the National Director and Junior National Director the MHSRA Executive will manage any issues as necessary to ensure rodeo performances are carried out in an appropriate manner.

National Directors are National Officials. Manitoba High School Rodeo Association may not remove a duly elected National Director. Removal of a National Director shall be by the Board of National Directors whenever in its judgement the best interest of the Association should be served thereby.

2. Junior High Director: Will be appointed by the National Director. The Junior High Director may assume the responsibilities at the provincial level in the absence of the National Director. The Junior High Director or other appointed executive director(s) may request to have legitimate expenses incurred at National Meetings, National Finals Rodeos or other National functions where they are representing the Association reimbursed from the provincial association. Approval must be obtained prior to incurring such expenses.

The Student members shall elect from their numbers at the student meeting held in conjunction with the Annual General Meeting in each year, a President, Vice President, Secretary, Treasurer and Junior High Representative. (Hereinafter called the Student Executive).

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 Manitoba Finals, and promoting the purposes and aims of the Association.

**7. Executive Committee:**

The Executive Committee of the Association shall be the President, first Vice-President, 2<sup>nd</sup> Vice-President, National Director, Junior High Director, Past President of the MHSRA, the Student President and such other officers as the Board of Directors may determine necessary from time to time and they shall have the following duties:

The Executive Committee shall transact emergency business of the Association and is empowered to make decisions without the input of the full Board of Directors when deemed necessary.

The Executive will be responsible for hiring a Secretary-Treasurer to serve the Association through a Fee for Service Contract arrangement.

The Secretary-Treasurer shall report to the Board through the President.

The Executive will coordinate assignment of specific roles and responsibilities to the Directors At Large or other Associate or Student members to facilitate the operation of the association including work assignments at rodeo performances.

**10. Provincial Finals Rodeos**

- a) The Manitoba High School Rodeo Association will hold the High School Finals Rodeo on or before the second weekend in June.

- b) The Manitoba High School Rodeo Association will hold the Junior High Finals Rodeo on or before the last weekend in May.

## **9. 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 President, First Vice President, Secretary - Treasurer. Contracts in the ordinary course of the Associations operations may be entered into on behalf of the Association subject to Executive or Board approval by any of the officers or other members of the Board of Directors from time to time.
- b) 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 officer or agents may alone endorse notes and drafts for collecting of accounts of the Association through its bankers and endorse notes and checks for deposit with the Associations 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 checks and vouchers and sign all the Bank's forms in settlement of balances and releases or verification slips.
- c) The securities of the Association shall be deposited for safekeeping at one or more banks, trust companies to be selected by Board of Directors.

Any and all securities deposited may be withdrawn from time to time, only on written order of the Association signed by such officer or officers, agent or agents of the Association and in such manner and 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.

- d) The fiscal year of the Association shall end on the 31<sup>st</sup> day of July in each year, or on such dates as the Board of Directors determine made by resolution.

11. **Auditors:**

The Board of Directors shall, if they deem it necessary appoint and retain an auditor on an annual basis who shall have the responsibility of auditing all 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.

11. **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 legal advisor to the association.

12. **Borrowing:**

The Board of Directors may from time to time:

- a) Borrow money on the credit of the Association, and
- b) Issue, sell or pledge securities of the Association, and
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, power, franchises or undertaking, leases,

permits, and licenses, to secure any securities or any money borrowed or other debt, or another obligation or liability of the Association: Provided that debentures shall not be issued without the sanction of an extra-ordinary resolution of the Association.

**13. The Seal of the Association:**

The Board of Directors may adopt a seal, which shall be common seal of the Association. The common seal of the Association shall be under the control of the Board of Directors and the Directors shall determine responsibility for its custody and use from time to time.

**14. Advisory Board:**

The Board of Directors of the Association may, from time to time appoint/solicit 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.

**15. Inspection of Books:**

The Board of 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 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 Members, whether previous notice thereof has been given or not.

## 16. Rules of Order:

a) The order of business at the Annual General Meetings 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
5. Reports of Nominating Committee
6. New Business
7. Election of Directors as follows:
  - i) Student member directors and Executive.
  - ii) Association member directors and Executive.

b) The Board of Directors shall hold meetings according to the schedule listed above. The order of business of meeting of the Board of Directors shall be as follows:

1. Minutes of the previous meeting
2. Business arising out of the minutes
3. Reports of Committees
4. New Business

## 17. Nominating Committee:

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

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

- c) Notwithstanding the list of candidates nominated by the Nominating Committee for election to the Board of Directors as Members at Large or as Executive members, nominations will be accepted from the floor of the Annual General Meeting.

## **18. Rodeo Year**

The Manitoba High School Rodeo Association Rodeo year shall commence following the National High School Rodeo Association Finals and will end at the completion of the Manitoba High School Rodeo Association Finals.

Note: No MHSRA rodeo will be held so as to interfere with the Canadian High School Finals Rodeo.

## **19. Dissolution of the Association:**

The Association may be dissolved:

- a) By a 2/3(two-thirds) majority vote of the Board of Directors, provided one (1) month notice in writing of intention to dissolve has been previously given to all Members of the Board and provided such decisions of the Board of Directors has been confirmed by a 2/3 (two-third) majority vote of the Associate Members present at a special general meeting called for such purpose.
- b) Thirty (30) days notice of such meeting shall be given through public communication in the form of a newspaper ad placed in media as determined by the Executive Committee.

- 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 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.

These By Laws will amend the April 21, 2013 bylaws which amended the original version confirmed May 29, 2004.

Signed, sealed and delivered

Manitoba High School Rodeo Association Inc

May 2015

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