

By Laws of the Northwest Rodeo Council
Board of Directors

Section I. Mission Statement

The Northwest Rodeo Council (NWRC) is ~~an entity of the Northwest College Foundation.~~

The mission of the NWRC shall be to support, promote and ensure the heritage and continuation of rodeo ~~in conjunction with the furtherance of education of Northwest College rodeo students.~~

Section II. Purpose

1. The purpose of the NWRC shall be to promote a top quality rodeo program *for full time students of Northwest College, participating in the National Intercollegiate Rodeo Association, by soliciting and distributing scholarship and rodeo expense monies to qualifying applicants.*

Section III. Goals:

- To conserve, restore and enhance the future of college rodeo.
- To promote the lifestyle, camaraderie and team cohesiveness of college rodeo.
- To educate the public about the sport of rodeo, its heritage and the benefits it provides.
- To assist with fundraising for the Northwest College rodeo program.

Section IV. Board of Directors

1. The business affairs of the NWRC shall be managed by the Board of Directors who are governed by the Northwest Rodeo Council by-laws.
2. The number of Directors shall be 7, 9 or 11 members; including the Northwest College Head Rodeo Coach, who shall be a permanent member of the board, but shall not serve in an officer capacity. In addition to the Board of Directors, there shall also be one (1) NWC Rodeo Traveling Team Member who shall be a liaison to the Northwest College rodeo team and a non voting member of the Board of Directors.
3. The elected Board will be selected on the basis of staggered terms, with 1/3 of the elected board members terms expiring each year. The Board Member(s) whose term expires will be reselected or replaced by a quorum of the active Board of Directors. Directors shall serve for a period of three years.
4. Removal and Vacancy of Directors:
 - a. Removal: Any director may be removed by the remainder of the Board for cause which shall include, but is not limited to, the following reasons: death, resignation, disqualification, or unexplained absences from two (2) consecutive board meetings.
 - i. Procedure. A notice approved by the Board shall be sent to the respective Director who shall have the opportunity to be heard concerning his/her removal at the next regular meeting before the remainder of the Board who shall then determine whether or not grounds exist for removal.
 - b. Vacancy: Vacancies on the Board of Directors shall be filled as expediently as possible for the remainder of the unexpired term of said director by the majority vote of the active Directors.
5. The duties of the Directors shall include, but are not limited to, attending Board Meetings, promoting NWRC Fundraising and serving on Standing Committees.

6. Directors shall be precluded from receiving compensation for their services but may be compensated for Board approved expenses.

Section V. Funding Guidelines.

1. Funding shall be dispersed as follows by board approval:
 - a. Scholarships shall be given to deserving, eligible, full time students attending Northwest College and participating in the Intercollegiate Rodeo competition. Eligible students shall be of good character and retain a minimum grade point average as designated in the scholarship agreement to retain subsequent semesters scholarship funds. The scholarships shall be awarded as follows:
 - i. Upon recommendations from the head rodeo coach, scholarships shall be awarded by board approval.
 - ii. One (1) scholarship will be offered each year at the Wyoming State High School Rodeo Finals for books, tuition, and fees. (Room and board may be offered, but is optional.) Upon recommendations from the head rodeo coach, these scholarships shall be awarded by board approval.
 - b. Other expenses as deemed prudent and necessary, to carry out the mission, purpose and goals of the NWRC.

Section VI. Budget

1. An annual budget shall be established through the recommendations of the finance committee. A minimum balance shall be retained as an operating base for the following year as follows:
110% of the operational expenses of the most recent annual fundraiser.

Exceptions: Any change of more than 10% in the gross annual budget will require a 2/3 majority vote.

Section VII. Meetings

1. Regularly scheduled meetings will be held, if possible, during the months of January, February, March, and May. One-week notice of the meetings shall be given.
2. Meetings may be held in differing College Service Area Communities.
3. Special Meetings may be called by the chair or by any four Directors. At least 24-hour notice of the meeting shall be given.
4. At any meeting of the Directors, 2/3 of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of votes cast upon the question.
5. When a quorum is present at any meeting, a majority of the members present and voting shall decide any question.

Section VII. Officers and Agents

1. The officers of the Board of Directors shall be a Chair, Chair-elect, a Treasurer, a Secretary and such other officers, if any, as the Directors may determine.
2. The officers shall be selected annually no later than May 31, each year. Terms of office shall begin June 1 each year.

Section IX. Officers: Powers and Duties

1. The Chair of the Board of Directors shall be the official representative of the Board and shall have and exercise the following powers and duties:
 - a. Preside at all meetings of the Board
 - b. Create committees as needed and play an active part of **all Standing Committees**.
 - c. Perform any and all such other functions as may be necessary to carry out the mission of the Board.
 - d. Perform such other duties as may, from time to time, be delegated by the Board.

2. The Chair-elect of the Board of Directors shall have and exercise the following powers and duties:
 - a. Share with the Chair the responsibilities of leadership of the Board of Directors.
 - b. Perform the duties and exercise the powers of the Chair in the absence of or during the disability of the Chair.
 - c. Serve as parliamentarian to ensure orderly procedure and compliance with these bylaws.
 - d. Do any and all such other things as may be delegated by the Chair.
 - e. Play an active part of **all** committees.
 - f. Perform such other duties as may, from time to time, be delegated by the Board.

3. The Treasurer of the Board of Directors shall have and exercise the following powers and duties:
 - a. Serve as the liaison between the Board of Directors and the Northwest College Foundation Manager.
 - b. Receive and disburse funds as authorized by the Board of Directors. Operating expenses of less than \$50 may be paid without a majority vote prior to authorizing payment.
 - c. Pay all debts incurred by the organization; such payment to be made by check draws on the Board's account.
 - d. Keep or cause to be kept full and accurate accounts of the receipts and expenditures, in books belonging to the Board, deposit all monies and valuable effects in the name and to the credit of the Board of Directors, in accordance with the procedures and practices established by Northwest College Foundation.
 - e. Prepare for distribution a written financial report for each regular meeting, and whenever else it may be required.
 - f. Play an active part of **all** committees.
 - g. ~~Perform such other duties as may, from time to time, be delegated by the Board.~~

4. The Secretary shall have and exercise the following duties and powers:
 - a. Record minutes of the actions of the Board of Directors, and provide copies within seven working days following a meeting to the members of the Board of Directors, the Northwest College Foundation Manager.
 - b. Distribute to the Directors board packets (to include a reminder of the date, time and place of the meeting, the agenda, the financial report and any other relevant materials) no later than one week prior to a board meeting.

- c. For the February meeting, prepare and distribute a roster of Directors, their addresses, phone numbers, email addresses and fax numbers.
- d. Play an active part of all committees.
- e. Perform such other duties as may, from time to time, be delegated by the Board.

Section X. Executive Committee.

- 1. **Composition:** The executive committee shall consist of the Chair, Chair-elect, Secretary, and Treasurer.
- 2. **Powers:** The executive committee shall be empowered to carry out the work of the Board between meetings. The executive committee shall be subject to the orders of the Board and none of the acts shall conflict with action taken by the Board.
- 3. **Meetings:** The executive committee shall meet at the call of the Chair or upon written request of three members of the executive committee.
- 4. **Quorum:** A simple majority of the executive members shall constitute a quorum.

Section XI. Amendments.

- 1. These bylaws may be altered, amended, or repealed in whole or in part by a vote of two-thirds of the Directors then in office.

Section XII. Indemnification of Officers, Directors, Head Rodeo Coach and Employees.

- 1. The NWRC, insofar as permitted by law, may indemnify any and all of its current and/or former directors, officers, head rodeo coach, and employees, against any liabilities arising, and in connection therewith, expenses actually and necessarily incurred by them, including attorney's fees, with the defense of any claim, action, suite or proceedings, civil or criminal, which they or any of them are made parties or a part, by reason of being or having been such director, officer, head rodeo coach, or employee.

Section XIII. Procedure.

- 1. Robert's Rules of Order, Newly Revised, shall govern the meetings of the Board of Directors in all matters not provided for in these bylaws.

Section XIV. Dissolution.

- 1. *In the event of dissolution of the NWRC, the Board of Directors may by a majority vote, have the option to decide the process of selling any/all asset(s). If a majority vote is unable to be reached, the distribution of assets shall be through auction or notice of bid process whichever has the least expense. The sale of the assets shall comply with the applicable laws of any other jurisdiction in which such assets may be located.*
 - a. *Auction: items will be added to an existing sale/auction of similar items. The sale/auction shall be operated by a viable business that has shown past experience with similar items of this type.*
 - b. *Bid Process: The bid process shall be to obtain a minimum of three bids for each asset or like-kind group of assets. There shall be three consecutive advertisements offering merchandise for bid in a local county paper, allowing a minimum of 10 days from 1st day of published ad for the closing of the bid process, and stating both a mailing address and a ___ address to deliver bids. The asset shall be sold to the highest bidder.*