

**AMENDED AND RESTATED
BYLAWS
OF
NORTHWEST YOUTH RODEO ASSOCIATION**

Article I

Contestants

Section 1. Members. NWYRA does not have members within the meaning of the Oregon Nonprofit Corporation Act.

Section 2. Contestants. As used in these Bylaws, the term "Contestant" means those persons that participate in the activities of the NWYRA and which have:

- (a) Submitted a complete application packet for participation with NWYRA; and
- (b) Paid the annual dues for participation.

Section 3. Contestant Divisions. Contestants will be placed into divisions based on the Contestant's age as of January 1st of the year and shall apply to the Contestant for the entire rodeo season.

Section 4. Contestant Terms. The Contestants' term will expire on December 31st of each year.

Section 5. Contestant Dues.

(a) The amount of the annual dues for each Contestant of NWYRA will be set annually by resolution of the Board of Directors and will be due on the 1st day of May of each year.

(b) The dues for each returning Contestant will become delinquent after the above-mentioned 1st day of May of each year, and if said dues are not paid, then such Contestant will not be eligible to participate in the NWYRA rodeo season.

Section 6. Voting and Other Rights. Contestants are not entitled to vote on any matter and are entitled only to those rights and privileges set forth by agreement between the Contestant and the NWYRA.

Article II

Board of Directors

Section 1. Powers. All corporate powers shall be exercised by, or under the authority of, and the affairs of NWYRA shall be managed and controlled by a board of directors (the "Board of Directors" or "Board").

Section 2. Number and Election. The Board of Directors shall consist of not fewer than six, nor more than seventeen persons, the number of which shall be set, from time to time by resolution of the Board of Directors. The directors shall be elected by majority vote of the directors then in office at any meeting of the Board of Directors at which a quorum is present. Directors shall serve for terms of two years in staggered terms such that the terms of no more than two-thirds of the directors expires in a given year. Directors may serve consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies if there would be an insufficient number of directors to meet the minimum requirements, or until there is a decrease in the number of directors.

Section 3. Qualifications. Directors must be the parent or legal guardian of a current Contestant in good standing at the time of the director's election. No director will be removed solely due to the resignation, cessation, or lapse of participation by the Contestant of whom the director is the parent or legal guardian.

Section 4. Removal of Director. Any director may be removed at any time, with or without cause by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

Section 5. Resignation. A director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is effective under Oregon Revised Statute 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

Section 6. Vacancies. A vacancy on the Board occurs upon the death, resignation, disqualification or removal of any director or if the number of directors falls below the minimum set by Article II, Section 2. In the case of a vacancy, the directors present at a meeting of the Board of Directors at which a quorum is present may elect a director to fill the unexpired term.

Section 7. Annual Meeting. An annual meeting of the Board of Directors shall be held at the date, place, and time designated by the Board of Directors.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held not less frequently than quarterly, or upon such regular schedule as determined by resolution of the Board, at the principal offices of NWYRA.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, or upon the request of any two officers or directors of NWYRA.

Section 10. Quorum and Voting. A majority of the directors then comprising the Board of Directors shall constitute a quorum necessary for the transaction of any and all business of NWYRA at a duly convened meeting of the Board of Directors. Unless the articles of incorporation, Bylaws, or applicable law require a greater vote, a majority of those present and voting whenever a quorum is present shall be required for any action. In the event there shall be in attendance at any meeting of the Board of Directors a lesser number than a quorum, that number may adjourn the meeting to another day.

Section 11. Notice of Meetings; Waiver of Notice.

(a) Notice of the time, date, and place of special meetings of the Board shall be sent no less than 48 hours prior to the meeting and shall be sufficient if actually received in a timely manner. Notices for meetings may be by telephone, e-mail or other electronic form, or by first class mail sent at least ten days before the meeting.

(b) A director waives notice of any meeting if the director attends or participates in a meeting, unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 12. Presumption of Assent. A director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary of NWYRA immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 13. Telephonic or Electronic Participation. The Board may permit any or all of the directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:

(a) All directors participating may simultaneously hear each other during the meeting;

(b) All communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(c) A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 14. Action without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken unanimously by the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A written consent under this section has the effect of a meeting vote and may be described as such in any document. As used in this section, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature as defined in Oregon Revised Statutes 84.004.

Article III

Officers.

Section 1. Designation.

(a) The officers of NWYRA shall consist of a President, Vice President, a Secretary, and a Treasurer.

(b) The Board of Directors in its discretion, at any time, may by resolution appoint one or more Vice-Presidents or Assistant Secretaries.

(c) The same person may hold one or more of the offices of NWYRA, as determined by the Board of Directors, except that one person may not simultaneously hold the offices of President, Secretary, or Treasurer.

(d) Officers must be the parent or legal guardian of a current Contestant in good standing at the time of the officer's appointment. No officer will be removed solely due to the resignation, cessation, or lapse of the participation by a Contestant of whom the officer is the parent or legal guardian.

Section 2. Removal. Each officer shall hold office at the pleasure of the Board and may be removed, with or without cause, by a majority vote of the Board at any duly convened meeting of the Board at which a quorum is present.

Section 3. Vacancies. Vacancies in offices occur on the death, resignation, disqualification, or removal of an officer and, in such event, the Board shall fill the vacant office as quickly as possible.

Section 4. Duties of Officers.

(a) President. The President shall preside at all meetings of the Board of Directors and all meetings of the officers, set the agenda for meetings, may be designated to represent the NWYRA for the purpose of entering into contracts approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time authorize or direct.

(b) Vice-Presidents. The Vice-President shall in the absence of the President or in the event of his/her inability to act, perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time that may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary will have overall responsibility for record keeping of the NWYRA and shall ensure that true and correct minutes of all meetings of the Board of Directors and of the Officers are made and kept, distribute copies of records of proceedings, produce and maintain NWYRA history. The Secretary shall attest to and keep the articles of incorporation, bylaws and other legal records of the Association, or copies thereof, and deliver to his/her successor in office all pertinent materials for which (s)he is responsible. To the extent

that staff members undertake the initial taking of minutes, the Secretary shall personally review and correct all drafts of minutes before they are submitted for approval by the appropriate body. The Secretary shall also ensure that timely notices for all meetings of the Board are sent. The Secretary shall (i) file annual reports with the Oregon Secretary of State, Corporation Division; (ii) file annual reports with the Oregon Department of Justice, Charitable Activities Division; and (iii) renew and keep current insurance policies for NWYRA. The Secretary shall perform such other duties as from time to time that may be assigned by the Board of Directors.

(d) Treasurer. The Treasurer shall have overall responsibility for all funds, and shall perform the following duties: (i) keeping of full and accurate accounts of all the financial records of NWYRA; (ii) deposit all monies in the name and to the credit of the corporation in such repositories as may be designated by the Board of Directors; (iii) disburse all funds when proper to do so; (iv) make financial reports to the Officers and Board of Directors; (v) ensure the federal tax return is filed in a timely manner each year and that NWYRA remains in good standing with the IRS; (vi) all other duties customary to the office; and (vii) such other duties as from time to time that may be assigned by the Board of Directors or the President.

Article IV

Committees

Section 1. Committees Generally. The Board of Directors may create one or more committees of the Board of Directors and appoint directors or others to serve on them or may designate the method of selecting committee members. Each committee shall consist of at least two directors who serve at the pleasure of the Board of Directors. The President shall appoint a chairperson or chairpersons from among the committee members to lead each such committee. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well. Each committee shall prepare minutes of each of its meetings, and such minutes shall be kept on file at the corporate offices and copies delivered to each member of the Board of Directors. The chairperson or chairpersons of each committee shall be available at the regular meetings of the Board of Directors to answer questions about the committee's activities or the minutes of the committee. Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors; provided, however, that no committee of the Board of Directors may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment for benefits in furtherance of the NWYRA's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the NWYRA's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees;

- (d) Adopt, amend, or repeal the articles of incorporation or bylaws;
- (e) Take any action required to be taken by the Board of Directors if the Committee is not comprised entirely of directors.

Article V

Contracts, Checks, Loans, Deposits, and Use of Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of NWYRA; and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NWYRA shall be signed by such officer or officers, agent or agents, of NWYRA and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Loans. No officer or director may borrow from NWYRA, and NWYRA may not make loans.

Section 4. Deposits. All funds of NWYRA not otherwise employed shall be deposited from time to time to the credit of NWYRA in such banks, trust companies, or other depositories as selected by the Board of Directors.

Section 5. Use of Funds. All funds of NWYRA must be used for the purposes of NWYRA and to pay the expenses of NWYRA, in each case at the direction of the Board of Directors.

Article VI

General Provisions

Section 1. Amendment of Bylaws. The Board may amend these bylaws or adopt new bylaws by a two-thirds vote of the Board of Directors. Whenever the Bylaws are amended or restated, a copy shall be inserted in the minute book with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

Section 2. Waiver of Notice. Whenever notice to any director is required, a waiver of notice in writing signed at any time by the director shall be equivalent to the giving of the notice.

Section 3. Fiscal Year. The fiscal year of NWYRA shall be the calendar year.

Section 4. Reimbursement and Compensation. Directors may receive reimbursement of such expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

Section 5. Effective Date. The effective date of these bylaws is _____, 2019.