

BYLAWS
of
MARYLAND HIGH SCHOOL RODEO ASSOCIATION, INC.

ARTICLE I – NAME AND FORMATION

SECTION 1. Formal Name. The name of the Corporation is **Maryland High School Rodeo Association, Inc.** (hereinafter referred to as “Corporation” and “MDHSRA” interchangeably).

SECTION 2. Organization. The Corporation is a non-profit, non-stock corporation as organized under the laws of Maryland and in compliance with §2-104 of the Corporations and Associations Annotated Code of Maryland. The Corporation shall seek tax-exempt status from the Internal Revenue Service and appropriate state agencies. Upon granting of the tax-exempt status, the Corporation shall file all documentation as required to retain the tax-exempt status.

SECTION 3. Term. The Corporation began its existence upon the filing of Articles of Incorporation with and acceptance by the Maryland State Department of Assessments and Taxation (hereinafter, “SDAT”) on January 24, 2014 and shall continue until its existence is dissolved pursuant to Article XV of these Bylaws.

ARTICLE II – PURPOSES OF ORGANIZATION

SECTION 1. Purposes. The Corporation is organized exclusively for charitable and educational purposes under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is formed for the following purposes which include, but is not limited to:

- A. To promote the sport of youth rodeo at the state and national level;
- B. To conduct youth educational programs and skill development in the sport of rodeo, including but not limited to, roping, riding, shooting, and pageantry;
- C. To educate youth and family members on animal welfare and good husbandry practices as it relates to agricultural and rodeo activities;
- D. To offer opportunities for scholarship and continuing education;
- E. To comply with and maintain the standards as set forth in the National High School Rodeo Associations (hereinafter “NHSRA”) rules, regulations, bylaws, and constitution; and
- F. For any lawful act or activity for which tax-exempt, non-stock corporations may be organized in the State of Maryland.

SECTION 2. Individuals Benefiting from Purposes. The Corporation is organized to serve students and their families who are residents of the State of Maryland. The Corporation does not discriminate on the basis of race, color, gender, creed, nationality, or religious belief.

ARTICLE III – MANAGEMENT

SECTION 1. Principal Business Office. The principal business office is established by the Articles of Incorporation and may change locations from time to time, but will also remain in the State of Maryland. If the principal business office is relocated from the address on record, the Directors shall notify SDAT of the relocation.

SECTION 2. Scope and Location of Activities. The Corporation conducts programs and events for youth rodeo activities for the purpose of fostering the sport of rodeo through teaching the skills and techniques necessary. Members of the organization will participate in events state-wide and nationally.

SECTION 3. Management. The Corporation shall be managed by the Board of Directors as provided by these Bylaws. Except as otherwise provided in these Bylaws or Articles of Incorporation, no Director or Officer shall have the right to act for and/or bind the Corporation in the ordinary course of business.

SECTION 4. Staff. The Board of Directors is authorized to employ such staff members as deemed necessary to manage the operations and fulfill the purposes of the Corporation. The Corporation is authorized to offer positions as a volunteer, a paid or unpaid intern, contractual or independent contractor, or permanent or casual employees in accordance with Corporation guidelines and policies. The Corporation is responsible for all employer withholding taxes and workers compensation fees as may be applicable.

SECTION 5. Volunteers. The Board of Directors may seek volunteer services of individuals, organizations, and other business entities to fulfill the purposes of MDHSRA.

- A. Qualifications.** The Executive Committee shall establish criteria for volunteers and create, or cause to be created, training manuals for such volunteers.
- B. Terms of Service.** Volunteers will:
 - a. Serve at the direction and management of the Board.
 - b. Provide identification; documentation of skills, licenses and certifications (as applicable to the volunteer position); and suitable documentation of medical and liability insurance, if required by the Board.
- C. Responsibilities.** Volunteers will:
 - a. Provide agreed upon services and support MDHSRA in a non-paid status.
 - b. Sign in and out as may be required to document service hours in support of the Corporation.
 - c. Properly utilize and safeguard all corporate real property, program equipment, and other elements of MDHSRA.
 - d. Complete any training required by the Board prior to providing volunteer services.

ARTICLE IV – MEMBERS

SECTION 1. Incorporating Member. The incorporating Member of the Corporation, as designated in the Articles of Incorporation, is Kathryn B. Nechamkin.

SECTION 2. Classification and Qualifications of Membership. Without regard to race, color, gender, creed, nationality, or religious belief, the membership shall be composed of two classifications:

A. Contestant/Student Member:

- a. **High School Division:** Students must be under the age of twenty (20) by August 1st and are or have been enrolled in the Ninth, Tenth, Eleventh, or Twelfth grade the year preceding the National High School Finals Rodeo the contestant is entering, so long as they have met their grade requirements, even if they may have graduated in the middle of

the year, or have attended school on half days, shall be eligible to compete in the National High School Rodeo through National Championship Finals.

- b. **Junior High School Division.** Students must be under the age of sixteen (16) by August 1st and are or have been enrolled in the Fifth, Sixth, Seventh, or Eighth grade the year preceding the National Junior High Finals Rodeo the contestant is entering so long as they have met their grade requirements.
- c. **Mustang Division.** Students must be at least five (5) years old but under the age of thirteen (13) by August 1st and are or have been enrolled in school (public, private, or home schooled) in kindergarten through fifth grade. Members of the Mustang Division entering the fifth grade, who meet the age requirements, may declare prior to the start of the competition season that they would like to move up into the Junior High Division. Once a member has declared their status and entered in the Junior High Division the member may not compete again in the Mustang Division.

- B. **Adult Member:** Adult membership shall be open to anyone over the age of eighteen (18) that is otherwise not eligible for Contestant/Student membership. A limited number of founding adult members who contributed to the seed money for MDHSRA may opt for the status of "Life Membership."

SECTION 3. Term of Membership. Membership shall coincide with the fiscal year of the Corporation.

SECTION 4. Annual Dues. All members are required to pay dues. Under no circumstances will dues be pro-rated if a member joins mid-year.

- A. **Contestant/Student Membership Dues:** Membership dues for Contestant/Student Members shall be determined prior to the beginning of each fiscal year, and shall reflect only the cost for insurance, mailings, and other required expenses as determined by the Board of Directors. Dues must be received by the State Secretary no less than ten (10) days in advance of the rodeo or association activity that the Contestant/Student Member wishes to participate. All Contestant/Student Members must pay National and State level dues to be eligible to compete.
- B. **Adult Membership Dues:** Membership dues for Adult Members shall be determined prior to the beginning of each fiscal year and shall reflect only required expenses as determined by the Board of Directors.
- C. **Life Membership Dues:** Founding members who contributed One Hundred (\$100.00) Dollars or more are considered "Life Members" and are not subject to annual dues for the duration of their participation in MDHSRA. Life Membership status is non-transferrable.

SECTION 5. Membership Benefits.

- A. **Voting:** Members are entitled to vote at the General Membership Meeting as follows:
 - a. Families with three or more child memberships are entitled to a maximum of two (2) votes;
 - b. Families with one or two child memberships are entitled to one vote per child with a maximum of two votes;
 - c. Individual members with no children are entitled to one vote;
 - d. A Contestant/Student member who is 18 years of age or older with no parent participating is entitled to one vote.

- B. Holding Office:** Members who are in good standing (i.e. have paid their membership dues and are in compliance with all rules and regulations by April 1st) may be elected to the boards of directors. Adult Members may be elected to the Corporation's Board of Directors and Contestant/Student Members may be elected to the Student Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. Number of Directors. The number of directors of the Corporation shall be no less than three (3), but limited to twelve (12), unless increased or decreased through amending these Bylaws.

SECTION 2. Composition of Board. The Board of Directors, elected from the membership of Adult Members, shall be comprised of the following positions:

- A. Officers:** National Director, President, Vice President, State Secretary, and Treasurer.
- B. Non-Officers:** Parliamentarian, Event Secretary, Sponsorship Director, Marketing Director, Membership Director, Arena Director, and Youth Advisor.
 - a.** A Non-Officer role may be held simultaneously with another role with Board approval.
- C. Regional Directors:** Board members may also be asked to serve in the capacity as a Regional Director.

SECTION 3. Term of Directors. The initial term of a Director shall be one (1) year, except that of the National Director which shall be two (2) years. Subsequent terms for a National Director shall be five (5) years. Subsequent terms for a Director re-elected to the Board shall be for two (2) years.

SECTION 4. Vacancies. Upon the death, dismissal, removal, voluntary resignation or any other cause of disqualification of any Director, the remaining Directors may appoint a qualified successor to serve until a Director can be duly elected at the next General Membership meeting. If there are no remaining Directors, the Corporation shall dissolve and the procedure for terminating the Corporation and winding up business of the Corporation shall be in accordance with Article XVIII, "Termination of Corporation," of these Bylaws.

SECTION 5. Attendance. Directors are required to attend meetings in person unless circumstances warrant otherwise. A Director who misses three (3) or more meetings within a fiscal year, which are unexcused, shall be dismissed and replaced by the Board of Directors.

SECTION 6. Compensation of Directors. Directors shall serve without compensation, except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board, if so approved by the entire Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of services of the Corporation. Any payments to Directors shall be approved in advance in accordance with the Corporation's "Conflict of Interest" policy, as set forth in these Bylaws.

SECTION 7. Compensation Arrangements. Compensation must be approved in writing and in advance of any payment by the Board of Directors. A record of compensation disbursement and the source of information upon which the compensation is based shall be retained in the corporate records of the Corporation. The Corporation shall endeavor to obtain information about compensation paid by similarly situated tax-exempt organizations for similar services or other reliable information prior to approval of

compensation. It is the responsibility of each Director to report such compensation to the appropriate taxing authorities.

SECTION 8. Revenue-based Payments. Compensation shall only be made to Directors for work performed based on adequate revenue generation for the operations of the Corporation. The Corporation must first meet its financial obligations to creditors and for the adequate daily operations of the Corporation prior to disbursement of compensation to Directors. Director compensation shall not be in excess of that paid to directors or employees of similarly situation tax-exempt organizations for similar services.

SECTION 9. Conduct of Directors/“Conflict of Interest” Policy. The Directors of the Corporation shall conduct themselves in accordance with Article IX, “Rights and Duties of Directors,” of these Bylaws. A “Conflict of Interest” policy shall be adopted by resolution by the Directors of the Corporation. The policy shall provide the procedures by which the Corporation shall assure that the setting of compensation, management of business affairs, and contract negotiations shall not compromise the purposes for which the Corporation has been formed or the manner in which the business operations of the Corporation are conducted.

SECTION 10. Student Board of Directors. A Student Board of Directors comprised of those Contestant/Student Members in good standing shall be managed by duly elected officers by the membership body of Contestant/Student Members, which includes a President, Vice President, Secretary and Treasurer. The Youth Advisor of the Board of Directors shall be responsible for overseeing the meetings and activities of the Student Board of Directors. The Student Board of Directors shall act in an advisory position to the MDHSRA’s Board of Directors.

ARTICLE VI – NATIONAL DIRECTOR AND OFFICERS

SECTION 1. Number and Tenure of Officers. Only Board Directors of the Corporation shall serve as Officers of the Corporation. There shall be a National Director and a President, Vice President, State Secretary and Treasurer. Tenure for each Officer is as follows:

- A. National Director:** Initial term for two (2) years, subsequent terms of five (5) years, in accordance with the National High School Rodeo Association By-laws. Names of national directors shall be submitted to the General Manager/Secretary of the National High School Rodeo Association no less than twenty (20) days prior to the National High School Finals Rodeo.
- B. President:** An initial term of one (1) year, subsequent terms of two (2) years. May serve two (2) consecutive terms or until such time a new President has been elected. The President may remain on the Board as a non-voting member for a one (1) year term as Past President or until such time the current President assumes the role as Past President. It is foreseeable that there may be times that the Board of Director does not have the position of Past President filled.
- C. Vice President, State Secretary and Treasurer.** Initial term of one (1) year, subsequent terms of two (2) years. May serve two (2) consecutive terms or until such time a different Director is elected to the position

SECTION 2. Selection of Officers. At a meeting of the Board of Directors immediately following the Annual Membership meeting, the Directors shall vote who will fulfill the positions of National Director, President, Vice President, State Secretary and Treasurer should there be a vacancy. The Nominating Committee will make recommendations to fill any vacant Officer position from the Board of Directors. The

Board of Directors will vote by paper ballot and a two-thirds (2/3) majority of those present and voting is required for approval.

SECTION 3. Mid-Term Vacancies. In the event of a death, dismissal, removal, voluntary resignation or any other cause of disqualification of any Officer, the Board of Directors may appoint an Adult Member in good standing to fill any vacancy until the next Annual Membership Meeting.

SECTION 4. Compensation of Officers. Officers shall not be compensated for their duties as an officer of the Corporation.

SECTION 5. National Director – Duties and Responsibilities.

- a) The National Director is entitled to all voting privileges at the State level.
- b) The National Director shall be responsible for all communications between MDHSRA and NHSRA.
- c) The National Director shall inform the Board of Directors of matters and information deriving from NHSRA pertinent to MDHSRA.
- d) The National Director shall represent MDHSRA at the National level and shall vote, negotiate, advocate or express concerns on issues that directly affect MDHSRA to NHSRA.
- e) The National Director shall attend the Mid-Winter meeting and the National Finals meeting each year, and other National Director meetings as required by NHSRA's By-Laws and Constitution handbook. MDHSRA shall be responsible for legitimate travel, lodging and other approved expenses incurred by the National Director while in attendance of national meetings.

SECTION 6. President – Duties and Responsibilities. The President shall be the Chief Executive Officer of the Corporation and Chairman of the Board of Directors. Furthermore,

- a) The President shall conduct the affairs of the Corporation in accordance with these Bylaws and the policies promulgated by the Board of the Corporation using best business practices.
- b) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- c) The President shall preside over all meetings of the Corporation; in his/her absence, the Vice President shall preside over the meeting.
- d) The President shall prepare an agenda for each meeting, consulting with all committee chairpersons and other personnel to ensure matters of MDHSRA concerns are discussed and acted upon.
- e) The President shall solicit reports from the Treasurer and other committee chairpersons for distribution to the Board of Directors prior to each meeting. Such materials shall be given to the Secretary for distribution.
- f) The President shall approve all bills before payment is made by the Treasurer.
- g) The President shall serve as an ex-officio member of all committees, except the Nominating Committee.
- h) The President shall prepare an Annual Report of Corporation business at the Annual Membership Meeting.

- i) In general, perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 7. Past President – Duties and Responsibilities.

- a) The Past President shall serve as a non-voting member of the Board of Directors, but will serve in an advisory position to the Board of Directors.
- b) The Past President will assist the Corporation with the transfer of historic and institutional knowledge to the current President.
- c) The Past President shall lend their expertise as to the operations of the Board in accordance with these Bylaws and the policies promulgated by the Board of Directors.

SECTION 8. Vice President – Duties and Responsibilities.

- a) The Vice President shall assume the duties of the President in the event of his/her absence.
- b) In the event of a vacancy occurring in the office of the President, the Vice President shall serve as the President until the next Annual Membership Meeting.
- c) The Vice President shall perform such duties as assigned by the President as needed.

SECTION 9. State Secretary – Duties and Responsibilities. The State Secretary shall be the custodian of all records, documents, and other corporate property of the Corporation. The State Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of **(1)** the next meeting of the Board or committee for which the minutes, consents, or supporting documents are being recorded, or **(2)** sixty (60) days after the date of the meeting or written consent.
- d) See that all notices of meetings are provided to the Directors no less than five (5) business days prior to the meeting date; providing all meeting materials to the Directors with such notice.
- e) See that all notices of the Annual Membership Meeting are provided to the members no more than sixty (60) days, but no less than twenty (20) days prior to the meeting giving notification of the date, location and time of said meeting.
- f) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the Corporation.
- g) Provide acknowledgement letters to donors for donations received by and for the Corporation.

- h) In conjunction with the Treasurer, the State Secretary shall collect and receive funds designated for MDHSRA related expenses, dues, fees, and other expenditures. The State Secretary shall forward all funds with expenditure reports, invoices, receipts, or acknowledgments to the Treasurer in a timely manner or deposit in Corporation's financial holding institute.
- i) In conjunction with the Membership Director, the State Secretary shall be responsible for the process and tracking of all Contestant/Student Membership forms and issuance of the MDHSRA, MDJHSRA, and NHSRA membership cards. He/she shall maintain a complete list of members and their current contact information (including postal address, email address, and phone numbers).
- j) The State Secretary shall be responsible for submitting membership forms and applications to the NHSRA's Membership Secretary.
- k) In general, perform all duties incident to the office of State Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.
- l) Upon expiration of his/her term of office, the State Secretary shall deliver all records, documents, and other Corporation property to his/her successor.

SECTION 10. Treasurer – Duties and Responsibilities. The Corporation may enlist the services of outside professionals, such as a bookkeeper, tax accountant or certified public accountant, to assist the Treasurer in his/her duties. The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. All checks covering disbursements of the Corporation shall be signed by the Treasurer and/or President, or alternatively, countersigned by the President or Vice President.
- d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.
- f) Render to the President and Directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Corporation.
- g) Prepare, or cause to be prepared, to certify or cause to be certified, the financial statements to be included in any required reports, such as those for tax returns or informational returns as required by the State or Federal governments or other taxing or regulatory agencies, such as SDAT.
- h) Prepare financial reports for meetings of the Board of Directors. Financial reports should be provided to the Secretary in a timely manner for distribution prior to each meeting. Financial reports for the Annual Meeting shall be duly audited under the direction of the designated accountant or by other acceptable means of standard accounting procedures.

- i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

ARTICLE VII – OTHER POSITIONS

SECTION 1. Additional Managerial Positions. The Corporation shall have the right to create and assign managerial positions both on the Board of Directors (“Non-Officer Board position”) and within the general membership of MDHSRA (“Non-Board position”). Such positions may be held simultaneously or in combination with the roles of an Officer if approved by the Board of Directors. Individuals serve in such capacity without compensation, but may be reimbursed for reasonable expenses as approved by the Board of Directors.

SECTION 2. Non-Officer Board Positions. These positions may be filled by Members who are not currently serving on the Board of Directors as needed if appointed by the current Board.

A. Parliamentarian. The Parliamentarian shall monitor all Corporation meetings to ensure Roberts Rules of Order are followed.

B. Event Secretary. The Event Secretary shall be responsible for:

- a. Receiving and documenting all event call-in information;
- b. Overseeing all entry booth activities and, with the Treasurer, collect activities and entry fees in accordance with NHSRA Bylaws, Rules, and Constitution Handbook;
- c. Tracking points for every event within a performance and will provide a point total at the completion of each event. He/she will provide totals to the State Secretary and other relevant parties as determined by the Board of Directors.
- d. Maintaining current and up-to-date point standings throughout the competition year and shall compile accumulated points for the prior year to and including the State Finals; and
- e. Planning and coordinating the Grand Entry for each performance in conjunction with the Queen Coordinator.

C. Sponsorship Director. The Sponsorship Director:

- a. Will be responsible for negotiating with major sponsors, constructing and revising available sponsorship packages and determining the sponsorship needs of MDHSRA; and
- b. Work closely with the Marketing Director and Youth Advisor to set-up contestant sponsorship goals, marketing objectives and strategic partnerships that will assist in the promotion of high school rodeo.

D. Marketing Director. The Marketing Director:

- a. Shall be responsible for all marketing campaigns, collateral and electronic and print materials of MDHSRA;
- b. Will shape and plan MDHSRA’s branding strategy and will enforce the use of proper logo use in all media;

- c. Will work closely with the Membership Director and Sponsorship Director to coordinate efforts to raise funds, awareness, and membership in MDHSRA;
- d. Will oversee the website and all social media outlets; and
- e. Shall serve as the chair of the Marketing Committee.

E. Membership Director. The Membership Director:

- a. Shall serve as the chair of the Membership Committee;
- b. Will determine membership recruiting strategy and will work closely with the Marketing Director, Sponsorship Director, and Regional Directors to ensure that students throughout the state are presented with membership information and opportunities to participate in MDHSRA events; and
- c. Shall serve as the liaison between MDHSRA and public and private schools and any accredited home school programs to circulate information regarding membership and scholarship opportunities.

F. Arena Director. The Arena Director:

- a. Will serve as a mediator at all performances in the event of a dispute involving the judges; and
- b. Will assist in securing properly trained, educated, and experienced judges for all events and will serve as a liaison between said judges and arena officials and the Board of Directors.

G. Youth Advisor. The Youth Advisor:

- a. Will serve as a mentor for the Student Officers and Contestant/Student membership including overseeing Student Board meetings;
- b. Will work closely with the Membership Director to represent the concerns of the Contestant/Student membership to the Board and to encourage new opportunities for membership and scholarships;
- c. Will serve as the Newsletter Secretary, assisting and guiding the Student Officers in the creation of a quarterly or bi-annual newsletter designed and written for the Contestant/Student membership and
- d. Will coordinate educational opportunities and events in conjunction with performances and clinics sanctioned by MDHSRA.

SECTION 3. Regional Directors. The State has been divided into seven (7) regional areas and shall be served by a member of the Board or other individual as may be appointed by the Board to represent the interest of that particular region. Regional Directors are responsible for disbursing information regarding the organization's events and activities and to assist in organizing Corporation-sponsored events in particular areas of the State.

SECTION 4. Non-Board Positions. These positions may be held by a Board member, but may also be held by a member of the General Adult Membership with the approval of the Board of Directors. Positions are appointed for a one (1) year term and individuals serve without compensation, but may be reimbursed for reasonable expenses as approved by the Board of Directors. Non-Board positions do not have a right to vote on matters brought before the Board of Directors.

A. Purchasing/Awards Coordinator.

- a. The Purchasing/Awards Coordinator will be responsible for the ordering of MDHSRA competition shirts; and the single event and State Finals awards for the contestants. The Coordinator will work with the State Secretary when placing orders.
 - b. The Purchasing/Awards Coordinator shall work with the Queen Coordinator to ensure proper awards for each category of the contest are purchased as well as obtaining the insurance on the custom State Queen crown and chaps.
 - c. The Purchasing/Awards Coordinator shall work with the Treasurer in developing a budget to be presented to the Board of the Directors at the first meeting of the fiscal year.
- B. Queen Coordinator.**
- a. The Queen Coordinator shall serve as the chair of the Queen Committee.
 - b. The Queen Coordinator is responsible for overseeing all events involved in the Queen contest in accordance with the NHSRA bylaws, rules, and constitution handbook.
 - c. The Queen Coordinator will plan and coordinate the Grand Entry for each performance in conjunction with the Event Secretary and with input from the MDHSRA Queen.
 - d. The Queen Coordinator shall serve on the Queen Committee for one (1) year after the end of their term to assist the incoming Queen Coordinator.
- C. Shooting Coordinator.** The Shooting Coordinator will oversee the daily operations of the Shooting Program in accordance with the National Rifle Association rules and regulations and HSRA and MDSRA policies and procedures.
- D. Safety Director.**
- a. The Safety Director will oversee all contracted and approved emergency medical services for every performance and event as may be required.
 - b. The Safety Director will make safety and procedural recommendations to the Board of Directors to ensure the well-being of all contestants, volunteers, and other participants in sanctioned events.
 - c. The Safety Director will be a member of the Event Personnel and Safety Committee.

ARTICLE VIII – STUDENT BOARD OF DIRECTORS and OFFICERS

SECTION 1. Number and Composition. A Student Board of Directors shall be comprised of no less than four (4) and no more than twelve (12) Contestant/Student members. Individuals must be a Contestant/Student member in good standing with both MDHSRA and NHSRA to serve on the Student Board of Directors.

SECTION 2. Officers. There shall be a President, Vice President, Secretary, and Treasurer duly elected at the Annual Meeting of the general membership. See Article IX, “Meetings” for procedure.

- A. Student President.** The Student President will:
- a. represent the concerns and opinions of the Contestant/Student membership body to the Board of Directors;
 - b. work with the Youth Advisor and the Student Board to coordinate events, fundraisers, and to recruit new members; and
 - c. represent the Contestant/Student membership at events and trade shows promoting MDHSRA.
- B. Student Vice President.** The Student Vice President will:

- a. serve in the place of the Student President in the event he/she is absent from a meeting.;
 - b. help organize Contestant/Student meetings during events; and
 - c. help coordinate Contestant/Student activities with the Youth Advisor.
- C. Student Secretary.** The Student Secretary will:
- a. assist the Youth Advisor with the Contestant/Student Newsletter; and
 - b. assist the State Secretary with communications to the Contestant/Student members including updating posts on social media sites with the help of the Marketing Director.
- D. Student Treasurer.** The Student Treasurer will:
- a. be responsible for coordinating all fundraisers with the Youth Advisor and Treasurer;
 - b. will assist in collecting dues; and
 - c. will report to the Contestant/Student members any financial information relevant to the Contestant/Student members.

SECTION 3. Quorum and Vote. A quorum of no less than fifty-percent (50%) of Contestant/Student directors is required to conduct meetings and to vote on matters properly brought forth to the Student Board of Directors. Every Contestant/Student officer shall have one vote. The MDHSRA Youth Advisor must be present for all meetings.

SECTION 4. Meetings.

- A. Contestant/Student Director Meetings:** All meetings of the Student Board of Directors shall be conducted in accordance with Robert's Rules of Order. Meetings held separate and apart from MDHSRA Board of Directors meeting requires written notice by electronic means no less than five (5) days prior to the meeting. All meeting notices must be approved by the Youth Advisor.
- B. MDHSRA Board of Directors Meetings:** Student Officers shall attend the Board of Directors meeting. Each shall be entitled to an advisory vote on matters brought before the Board of Directors. It is the responsibility of the Student Officers to report back to the Contestant/Student membership body of the matters brought before the Board, including but not limited to, notifications, changes, and regulations as it relates to the membership activities.

SECTION 5. Attendance. Student Officers are expected to attend the Board of Directors meetings and other events of MDHSRA and to conduct themselves in a mature, responsible and exemplary manner when representing MDHSRA at private and public functions.

SECTION 6. Duties and Responsibilities. It is the responsibility of the Student Officer to review the NHSRA handbook and know the expectations of the NHSRA and MDHSRA for their conduct as a representative of the organization

ARTICLE IX – RIGHTS AND DUTIES OF DIRECTORS

SECTION 1. Standard of Conduct. At all times, the Directors of the Corporation and all persons serving in the capacity as a Director, Advisor, Agent, or Representative of the Corporation (referred to here in this Article as "Director") are to conduct their activities and themselves by the corporate standards of the duties of care and loyalty; to act in good faith, perform their duties with diligence and honesty, and share in the responsibility to act in the best interests of the Corporation.

SECTION 2. Duty of Care. The Duty of Care requires a Director to exercise independent judgment, to be informed, to delegate responsibly when working with MDHSRA directors, representatives, volunteers, employees, and other agents of the Corporation, and to adopt policies and procedures to ensure the management of the Corporation fulfills its purposes and obligations as a non-profit organization.

A. Rights – The Director has the right to be informed, and to the extent that the Directors manage the affairs of the Corporation, should, whenever possible, obtain additional information from professional and independent resources in performing the task of decision-making.

B. Responsibilities – The Director has the responsibility to be informed. The Director is required (1) to attend all meetings of the Corporation, (2) to communicate openly with the other Directors of the Corporation, (3) to supervise such duties as are appropriate of employees, volunteers, and other agents of the Corporation, and (4) to adopt policies and procedures that serve the Corporation’s best interest.

SECTION 3. Duty of Loyalty. The Duty of Loyalty requires a Director to exercise his/her powers in good faith and solely for the best interests of the Corporation. A Director is prohibited from using their corporate position for individual personal advantage.

A. Rights – The Director has the right to (1) access management, (2) review corporate books, records and minutes of all meetings, (3) receive notice of meetings, and (4) to express dissent.

B. Responsibilities – The Director has the responsibility to (1) maintain the confidentiality of the Corporation’s affairs, (2) avoid conflicts of interest, and (3) fully disclose to the Corporation material facts regarding any transactions that may result in a breach of the Director’s duty of loyalty.

SECTION 4. Duty of Confidentiality. The Duty of Confidentiality requires any person directly or indirectly involved in the management of the Corporation to refrain from disclosing matters which may be considered privileged, proprietary, and/or a private matter of the Corporation. As it relates to the Duty of Care and Loyalty, the Duty of Confidentiality requires that a Director refrain from “gossiping” or disseminating information that reflects poorly upon the Corporation or any of its individual Members. However, this does not prevent an individual from reporting a violation of fiduciary trust, a failure to act, or an act of fraud which would be considered contradictory to corporate responsibility or which could potentially be harmful to a person or persons’ physical, mental, or emotional wellbeing.

ARTICLE X – COMMITTEES

SECTION 1. Committees. The Board of Directors shall operate through a committee process through standing and special committees as agreed upon by the Board. These committees are working committees and operate to further the purposes of the Corporation. All committees shall be appointed by the Board of Directors for a period of one year, or less if sooner terminated by the action of the Board of Directors.

A. Committee Chairperson. The President shall designate the committee chairperson, except for the Budget Committee. Only Board members may act as chair of any committee. The Committee Chairperson shall be responsible for the management of its committee meetings and dissemination of information to the full Board.

B. Executive Committee. The Executive Committee shall be composed of the National Director, President, Vice President, State Secretary, Treasurer, and a Past President if a Past President is serving the Board. The Executive Committee may meet periodically as deemed necessary for the purposes of discussing the management of corporate functions and purposes.

The Executive Committee shall have the authority to act on business matters of an emergency nature. All members must be present for meetings and there shall be no proxy or substitutes on this committee. Responsibilities of the Executive Committee shall include, but are not limited to:

- 1) Exercise control and management over the activities and funds of the Corporation;
- 2) Evaluate program activities for consistency with the mission of the Corporation;
- 3) Solicit funding as required to support programs and activities of the Corporation pursuant to Article XV of these Bylaws; and
- 4) Review Bylaws and other policies and practices of the Corporation.

C. Composition of Committees. Members of a committee shall consist of Directors of the Corporation and may include, as permitted by these Bylaws, individuals from the general membership and members of the general public who desire to assist the Corporation in the development of its programs and activities.

D. Committee Activities. All activities of any committee shall be validated by a vote of the Board of Directors. No committee has the authority to act for or bind the Corporation in the conduct of its ordinary course of business.

SECTION 2. Standing Committees. A standing committee is a permanent committee appointed to deal with a specific subject matter. The President shall serve as an *ad hoc* ("non-voting") member on all committees.

A. Budget Committee. No more than three Board members shall serve on this committee. The Treasurer of the Board shall serve as the Chairperson of this committee. Only members of the Board shall be appointed to this committee. The committee shall be responsible for developing an annual operating budget that accounts for routine operating expenses to execute planned program activities and functions to be approved by the full Board of Directors. The committee will evaluate MDHSRA's budget, upcoming financial needs and overall financial health on a quarterly basis, or more often if necessary. The committee will make recommendations to the Board in reference to financial planning and fiscal management. The committee will review all bids for goods and services per the policy and procedures established by the Board of Directors. The Committee shall also be responsible for soliciting external audits of the Corporation's finances, in keeping with acceptable standards of accounting for charitable organizations.

B. Animal Welfare Committee. The Arena Director shall serve as the committee chair. The chair shall solicit up to four (4) additional members for this committee. This committee will be responsible for responding to inquiries from the community regarding livestock and animal welfare. The committee members shall be familiar with the livestock requirements outlined in the National rules, bylaws, and constitution handbook and will ensure that the livestock provided meets these requirements. The committee chair is responsible for completing the Livestock Inspection/Animal Welfare Report form for each performance when required and returning it to the State Secretary. It is the responsibility of the committee to see that any injured animal is removed and/or cared for at the earliest possible time. The committee must have the name and location of the nearest facility for emergency large animal treatment available at all performances.

C. Financial Assistance Committee. This committee will be chaired by the Treasurer. The chair shall solicit up to four (4) additional members for this committee. Non-Board members are prohibited from participating on this committee. The committee is responsible for evaluating and

overseeing all financial assistance requests via the National Crisis Committee (as it relates to Maryland Contestant/Students), the Benevolent Fund, Scholarship Programs and Awards, and any other Contestant/Student related financial assistance programs or concerns. This committee will make recommendations to the Board of Directors. No monies will be disbursed unless the Board of Directors votes in favor of the disbursement. Disbursements shall be made pursuant to the policy and procedures established by the Board of Directors. Emergency votes may be called for by the chair of this committee for time-sensitive matters.

- D. Marketing Committee.** The Marketing Director shall chair this committee. The chair shall solicit up to five (5) additional members for this committee, including one (1) non-board member. The purpose of this committee is to monitor and assist in the representation of MDHSRA in all promotional efforts and to assist in obtaining sponsorships for awards and scholarship programs. This committee will provide guidance to the Board in all public outreach objectives including the budget for and creation of marketing materials, website design and social media campaigns. All marketing efforts will be conducted pursuant to the policy and procedures established by the Board of Directors
- E. Membership Committee.** The Membership Director shall chair this committee. The chair shall solicit up to three (3) additional members for this committee, including one (1) non-board member. This committee is charged with the mission to promote and increase membership in MDHSRA and evaluate and/or enhance membership benefits. All membership activities shall be conducted pursuant to the policy and procedures established by the Board of Directors.
- F. Youth Advisory Committee.** This committee shall be chaired by the Youth Advisor. The chair shall solicit up to three (3) additional members for this committee, including one (1) non-board member. This committee is to ensure that the students are represented and will be in charge of the annual student elections, activities, and contestant entertainment. This committee will be responsible for overseeing the students' involvement in fundraising efforts and will provide mentorship to student officers. All activities shall be conducted pursuant to the policy and procedures established by the Board of Directors.
- G. Insurance Committee.** The Treasurer shall chair this committee. The chair shall solicit up to three (3) additional members for this committee. The committee is responsible for reviewing and evaluating MDSHRA insurance policies. Any and all insurance policies and premiums shall be evaluated annually. The committee may make recommendations regarding insurance coverage, premiums, and companies to the Board of Directors.
- H. Event Personnel and Safety Committee.** The President shall appoint the chair of this committee. The chair shall solicit up to five (5) additional members for this committee; one member may be a non-board member. The committee is responsible for assuring that proper education and training is given to all volunteers and parents who assist MDHSRA in the arena during events. The committee is also responsible for securing event judges, timers, flaggers, announcers, bull fighters, pick-up men, medical and veterinary services, and all other personnel as may be required for the event. The committee will make recommendations to the Board as it relates to safety equipment, new regulations (as determined by NHSRA), state and federal regulations, and other rodeo safety related issues. All activities of this committee shall be conducted pursuant to the policy and procedures established by the Board of Directors.
- I. Queen Committee.** This committee will be chaired by the Queen Coordinator. The chair shall solicit up to four (4) additional members for this committee; one member may be a non-board member. The committee will be responsible for running the annual Queen competition in

conjunction with the State Finals in accordance with NHSRA rules, bylaws, and constitution handbook requirements. The committee is responsible for finding judges for the contest which must be presented to and approved by the Board of Directors, securing prizes for all categories, and overall Queen winner, and supporting the queen contestants throughout the year through various activities. Complete details and responsibilities of the Queen contest are outlined in the policies and procedures of MDHSRA.

SECTION 3. Special Committees. Committees for short-term purposes may be established by the Board of Directors upon the recommendation of the President. No more than three (3) Board members shall serve on a special committee.

A. Nominating Committee. No less than three and no more than five members shall serve on this committee. The President shall not be a member of this committee; however, the Past President or *Director Emeritus* may be a member of this committee. The purpose of the committee is to bring forward for nomination the names of Board members to serve as Officers of the Board and to present names to the Board for new Directors when vacancies occur. The committee should solicit members of the Board to voluntarily serve in the leadership roles of President, Vice President, Secretary, and Treasurer. The committee shall present a slate of qualified Directors to the Board for a vote by the full Board at the first regular board meeting of the fiscal year, or at the next regular board meeting following the end of tenure of an Officer.

ARTICLE XI – MEETINGS

SECTION 1. Membership Meetings – Adult and Contestant/Student

- A. Notice of Meetings.** Notice of a meeting may be provided in a written format sent through the U.S. Mail or through electronic communication. Notice may also be given orally upon the consent of all Directors. Notice of a meeting shall provide the date, time, location and purpose of the meeting.
- B. Annual Meeting.** The Annual Meeting shall be held in the first month following the State Finals at a location predetermined by the Board of Directors. Members must be present for the Annual Meeting.
- C. Election of Board of Directors.** No less than two (2) weeks prior to the Annual Meeting, the State Secretary shall forward the slate of nominees for Directors as selected by the Nomination Committee. Nominations from the meeting floor shall also be considered. The general membership shall vote on the slate as presented, with any additions from the floor. Elections shall be held by paper ballot.
- D. Election of Student Directors.** The Contestant/Student membership shall elect at the Annual Membership Meeting a President, Vice President, Secretary and Treasurer. An election notice posted by the State Secretary must be received by Contestant/Student members no less than two (2) weeks in advance of the Annual Meeting, indicating the time, location and date of the election.
 - a.** Student officers must be a member in good standing with both MDHSRA and NHSRA.
 - b.** Nominations for all positions will be accepted from the floor of the Annual Membership Meeting.
 - c.** Elections shall be conducted under Roberts Rules of Order.
 - d.** All positions shall be seated and continue through the following State Finals.

- e. Student officers shall conduct the Contestants Meeting at the State Finals.
- E. **Special Meetings.** Special meetings of the membership may be held throughout the year for the purpose of managing the affairs of the Corporation. The State Secretary shall notify the general membership via telephone, fax, email, or text indicating the time, location and subject of the meeting. Notification by US Mail shall be acceptable providing the notice is mailed no less than ten (10) days in advance of a special meeting.
- F. **Conduct and Quorum.** All meetings of the general membership shall be conducted under Roberts Rules of Order. A quorum of no less than two-thirds (2/3) of current members in good standing is required for the purpose of conducting meetings and for voting on matters of corporate affairs.
- G. **Voting.** Voting may be made by (1) show of hands, (2) voice, (3) paper ballot, or (4) electronic communication. The State Secretary shall be responsible for noting the method and outcome of all voting.

SECTION 2. Board of Director Meetings

- A. **Notice of Meetings.** Notice of a meeting may be provided in a written format sent through the U.S. Mail or through electronic communication. Notice may also be given orally upon the consent of all Directors. Notice of a meeting shall provide the date, time, location and purpose of the meeting.
- B. **Regular Meeting.** Regular meetings of the Board of Directors shall be held monthly unless otherwise postponed, delayed, or rescheduled at a previous meeting and approved by the Directors. The purpose of these meetings shall be to review financial records and other transactions and to discuss those matters properly brought before the Board. Meetings of the Board of Directors are open to the general membership unless matters of confidentiality are presented for discussion. Any closed sessions conducted for purposes of confidential matters shall be held in accordance with those policies as set forth by the Board of Directors. All actions taken by the Board of Directors shall be made in an open meeting. Directors will be notified electronically with monthly updates of business affairs, including but not limited to, a monthly financial statement.
- C. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or National Director or by written request of two or more Directors. Directors are to receive as much advance notice as possible as to the subject matter, location, date, and time of such meetings.
- D. **Conduct and Quorum.** All meetings of the Board of Directors shall be conducted under Roberts Rules of Order. A quorum of no less than two-thirds (2/3) of Directors is required for the purpose of conducting meetings and for voting on matters of corporate affairs.
- E. **Voting.** Voting may be made by (1) show of hands, (2) voice, (3) paper ballot, or (4) electronic communication. The State Secretary shall be responsible for noting the method and outcome of all voting.

ARTICLE XII – VOTING

SECTION 1. Voting Privileges. Only Directors of the Corporation shall have voting privileges. Each Director has an equal vote (one vote) of all other directors.

SECTION 2. Method of Voting. The method of voting shall be mutually agreed upon by the Directors of the Corporation. Voting may be by paper ballot, oral statement, or by a show of hands. The Secretary shall note in the minutes of the meeting the method and result of all voting.

SECTION 3. Affirmation of Action. There must be a two-thirds (2/3) majority of affirmative votes for passage of any action taken by the Directors on behalf of the Corporation.

ARTICLE XIII - FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall begin August 1 and end July 31 of each year.

SECTION 2. Funding. The Corporation shall solicit, raise, receive and manage funds as required to conduct such programs and activities in accordance with the Corporation's mission, purposes, and applicable laws. Any and all unrelated business income shall be duly reported in accordance with IRS regulations and/or other State laws. "Unrelated business income" is recognized as income from a trade or business, regularly carried on, that is not substantially related to the charitable purpose that is the basis of the Corporation's tax-exempt status.

SECTION 3. Audits. The records and finances of the Corporation shall be audited as directed by the Board of Directors at a minimum every five (5) years. Results of audits shall be made available to the Directors at the Annual Meeting of the Corporation.

SECTION 4. Accounts. Funds of the organization will be:

- a) Deposited in a bank or similar institution designated by the Board of Directors.
- b) Separated into accounts as directed by the Board of Directors.
- c) Expended by the President, without further authorization from the Board of Directors, in accordance with the approved annual operating budget.

SECTION 5. Transactions. "Ordinary course of business" means that which is normally done in managing and operating a business in the same or similar industry, included but not limited to, the power to execute for and on behalf of the Corporation any and all documents and instruments. Bills, claims, and expenditures of the Corporation of \$999.99 or less shall be considered transactions within the ordinary course of business and shall be approved and paid by using checks or electronic means by the President without further authorization from the Board of Directors. Under no circumstances will any transaction involving amounts greater than \$1,000.00 be considered within the ordinary course of business. Such transactions shall be approved by a majority vote of the Board of Directors prior to payment made by the President by check or electronic means.

SECTION 6. Contracts. Contracts entered into by and for the benefit of the Corporation shall be approved by a majority vote of the Board of Directors and attested to by the Secretary.

SECTION 7. Property. Contracts to acquire or lease real property or to acquire, lease, or construct buildings or other personal property in support of the Corporation's programs and purposes must be approved by the Board of Directors if such value is in excess of \$1,000.00 or more. This may include authorizing organizational funds to acquire or construct facilities owned by private individuals, but made available for use by the Corporation, in support of programs and activities.

ARTICLE XIV – LIABILITY AND INDEMNIFICATION

SECTION 1. Liability. The Directors shall not be held personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 2. Indemnification of Directors. The Corporation shall indemnify each Director for any act or omission the Director performs or omits with respect to Corporation matters, unless the act or omission involves fraud, gross negligence, or an intentional breach of the Bylaws and Policies of the Corporation.

ARTICLE XV – FUNDRAISING ACTIVITIES

SECTION 1. Purpose. All fundraising activities of the Corporation shall be solely and exclusively for generating revenues for the operation of the Corporation in fulfilling its purposes in accordance with these Bylaws and the Articles of Incorporation.

SECTION 2. Methods. Methods in which fundraising activities may be conducted include, but are not limited to, (a) direct mailings, (b) email or other electronic solicitations, restricted to authorized email addresses only, (c) personal solicitations, (d) phone solicitations, and (e) acceptance of donations directly or via the Corporation's website. Unsolicited donations may also be accepted from individuals and organizations wishing to assist the Corporation in its work. Donations may be monetary or in-kind. Acknowledgement of donations shall be made by letter, providing the donor with the Corporation's EIN for tax-deduction purposes.

SECTION 3. Limitations. The Corporation shall not engage in fundraising activities for other organizations. The Corporation also shall not engage the services of professional solicitors or organizations for the purposes of raising funds for the Corporation.

ARTICLE XVI – POLITICAL ACTIVITIES

SECTION 1. Authorized Activities. Pursuant to §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation is limited in those activities which promotes public policy issues. The Corporation shall limit any activities which are political or legislative in nature to the following activities:

A. The Corporation may conduct educational meetings in a neutral and unbiased manner regarding public policy issues which would be considered important to those individuals interested in the services of the Corporation;

- B. The Corporation may conduct candidate educational meetings only if all candidates running for office are invited to attend such a meeting for the purpose of engaging in a balanced informational forum; and
- C. Directors may assist in local voter registration drives in a neutral and unobtrusive manner.

SECTION 2. Unauthorized Activities. Pursuant to §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation shall not engage in the following political or legislative activities:

- A. Any activity that directly or indirectly attempts to influence pending or proposed legislation in any federal, state, or local jurisdiction;
- B. Any activity that is or may be perceived as lobbying of any federal, state, or local government official; and
- C. Any activity that is directly or indirectly organized and operated for the purpose of contributing funding to any legislative or judiciary candidate or incumbent.

ARTICLE XVII – AMENDMENTS

SECTION 1. Amending Bylaws. The Board of Directors shall have the power and authority to amend, alter, or repeal these Bylaws or any provision as deemed necessary from time to time.

ARTICLE XVIII – TERMINATION OF CORPORATION

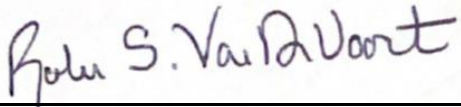
SECTION 1. Events of Dissolution. The Corporation may be dissolved upon (1) the unanimous written agreement of the Directors, (2) involuntarily due to insolvency or bankruptcy of the Corporation, or (3) upon the death of the sole remaining Director of the Corporation.

SECTION 2. Procedure for Winding up and Dissolution.

- A. **Winding Up.** If the Corporation is dissolved, the remaining Directors shall wind up its affairs. On winding up of the Corporation affairs, the assets of the Corporation shall be distributed, first, to creditors of the Corporation, remaining assets to be distributed pursuant to the tax-exempt nature of the Corporation.
- B. **Disbursement of Assets.** The Corporation may pre-determine to which organization or organizations, similarly organized and operating exclusively for such purposes as the Corporation, the remaining assets shall be distributed. If the Corporation does not designate an organization or organizations which qualify within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the remaining assets of the Corporation shall be distributed of the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 3. Filing of Articles of Dissolution. If the Corporation is dissolved, the Directors shall promptly file the Articles of Dissolution with SDAT. If there are no remaining Directors, the Articles shall be filed by the last Person to be a member; if there are no remaining Directors or Persons who last were Directors, the legal or personal representative of the Person who last was a Member shall file the Articles.

RESOLVED and APPROVED by the Board of Directors this 20 day of August , 2022
witnessed by the Secretary of the Board of Directors:



Signature

Robin S. VanDerVoort- MDHSRA PRESIDENT
(printed name)