



Hallettsville Playday Association By-Laws

PO Box 845, Hallettsville TX 77964
HPlaydayA@yahoo.com

*Adopted July 11, 2016 –
Amended August 11, 2020*

Article 1 - Purposes

- 1.01 **General Purposes.** The Hallettsville Playday Association, hereafter referred to as HPA, acts on behalf of the best interest of the youth of Lavaca County, but not limited to, providing equine/rodeo events which youth can compete/train/learn in with a fair and equal opportunity. Hard work, dedication, motivation, commitment, and unselfish teamwork are the values with which HPA will operate. HPA will honor the founders of what is now known as the National High School Rodeo Association founded in Hallettsville, Texas by sharing their passion for rodeo and youth and in keeping western heritage alive in Hallettsville, Texas. The HPA Board may engage in any project/event benefitting the youth of Lavaca County or HPA.
- 1.02 **Powers.** The HPA Board holds all the powers in governing HPA. Board Driven.

Article 2 – Board of Directors

2.01 **Management of Corporation.** The affairs and management of the corporation shall be managed by the HPA Board of Directors.

2.02 **Term.** The term of each member of the HPA Board of Directors shall be...

a. Successive.

b. Two HPA years.

c. May not be more than 6 consecutive HPA years per board position. After 6 years served in same position, said board member(s) must rotate board position or take 1 term off. (Exception – should board member currently hold a position for 6 consecutive HPA years and the current board finds it in the best interest of HPA with a 60% vote of current elected board members voting Aye to continue in the current position.)

e. Elected before the first of April, or no more than 2 months after the end of each second HPA series.

f. Shall be voted/elected by current HPA Board of Directors and HPA members.

2.03 **Management Qualifications.** The HPA Board of Directors may only consist of members with qualifications listed...

a. The majority of the HPA Board (at least 60%) must either have been born and raised in Lavaca County or be a current resident of Lavaca County for a minimum of 10 consecutive years.

b. The HPA President must have been either born and raised in Hallettsville, Texas or a current resident of Hallettsville, Texas for a minimum of 10 consecutive years.

c. There may not be any more than two related members per family on the HPA Board during the current term served.

d. Two family members may not serve as president and vice president during the same term.

e. Must be 18 or older.

f. Only one Lavaca Expo Association (or facility) member allowed per term. One is strongly encouraged, but not mandatory, due to their mission

statement to benefit the youth of Lavaca County. A Lavaca Expo Association (or facility) member shall abstain from any vote or decision

pertaining to the Lavaca Expo Association (or facility) due to an attempt to avoid a potential conflict of interest.

2.04 Number of Board of Directors. There shall be a minimum of 9 members on the board of directors during each term. There shall be a maximum allowed of 15 members on the board of directors during each term.

2.05 Termination/Resignation of Term. An HPA Board member may terminate or resign under the following...

- a. A vote is held and it is unanimous of the HPA Board of Directors (excluding the vote of said member) finding a member not acting in the best interest of HPA or the youth of Lavaca County that said member may be asked to resign or be terminated as a member of the Board of Directors.
- b. Should an elected board member decide they no longer want to serve the entire term they shall notify the president or vice president immediately in writing. At which time the president or vice president will call a mandatory special board meeting to discuss a replacement.

2.06 Termination/Resignation of Entire Board of Directors. Should current acting board not be in compliance with existing by-laws and found to not be acting in the best interest of HPA or the youth of Lavaca County by a group of at least 9, not more than 15, acting or past HPA members and/or a combination of residents residing in Lavaca County for a minimum of 10 years then such said group may call a meeting with current HPA board and overtake the organization vowing to act in the best interest of HPA and the youth of Lavaca County – voting new group into board positions.

2.07 Board of Directors. The Board of Directors shall consist of the following... While there are brief descriptions under each position please note there may be other tasks required as part of your roll.

- a. **President.** The president shall preside at all called meetings. The president shall see that all orders and resolutions are carried into effect and shall have general and active management of business and affairs. The president shall present year-end awards to contestants. The president shall at the end of each calendar year complete all required IRS tax forms and filings with the assistance of HPA treasurer or vice president to maintain 501c3 status. The president must read and understand all HPA rules.

- b. **Vice President.** The vice president shall perform such duties delegated by the president. The vice president shall preside at all called meetings in the absence of the president. Should the President position become vacant for any given term the vice president will step up and take the president's roll immediately. The vice president must read and understand all HPA rules.
- c. **Secretary(s).** Due to the work load it is recommended, but not mandatory, to have two secretaries per term. The secretaries shall attend all meetings and record all votes and minutes of all proceedings. The secretaries shall record all times/points/places at HPA events and accept entry fees and assist in contestant sign up and registration. The secretaries shall perform such other duties as may be prescribed. The secretaries must read and understand all HPA rules.
- d. **Treasurer.** The treasurer shall have custody of the corporate funds and shall keep full and accurate account of receipt and disbursements of the corporation and shall deposit all money and other value affects in the name and to the credit of the corporation and other such depositories. The treasurer must maintain good records. The treasurer shall at the end of each calendar year complete all required IRS tax forms and filings with the assistance of HPA president or vice president to maintain 501c3 status. The treasurer must read and understand all HPA rules.
- e. **Arena Director.** The arena director shall coordinate the arena in preparation and grounds keeping activities as needed for all HPA events. The arena director will be in charge of setting up events during all HPA events. The arena director must be on the arena ground level at all times during HPA events and must make sure the arena is in good condition at all times. The arena director shall work closely with the rodeo help director(s) and HPA corral crew to insure all events have efficient man-power to assist working events. The arena director must read and understand all HPA rules.
- f. **Sponsorship/Fundraiser Director.** The sponsorship/fundraiser director shall have custody of all plans for sponsorships and fundraisers for each HPA year. The sponsorship/fundraiser director shall turn in all documents for recording regarding sponsorships and any other monies to the treasurer. The sponsorship/fundraiser director must read and understand all HPA rules.

- g. **Roping Director(s).** Due to work load it is recommended, but not mandatory, to have two roping directors per term. The roping directors shall coordinate all roping events. The roping directors shall handle all stock and insure the roping pens are set up and ready for all roping HPA events. The roping directors must read and understand all HPA rules.
- h. **Awards Director.** The awards director shall research and present prize options to the board for daily awards and year-end awards. The awards director shall negotiate best prices with vendors. The awards director shall have the authority to purchase prizes with the budget voted on by board members for HPA events. The awards director must read and understand all HPA rules.
- i. **Rodeo Help Director(s).** Due to work load it is recommended, but not mandatory, to have two or more rodeo help directors per term. The rodeo help directors shall help in whatever area needed during HPA events and assist the arena director in arena duties. The rodeo help directors shall guide and direct the HPA corral crew in areas they are needed throughout HPA events. The rodeo help directors must read and understand all HPA rules.
- j. **HPA Corral Crew.** The HPA corral crew shall work under the direction of the HPA rodeo help directors. The HPA corral crew shall be made up of individuals who do not hold a place on the HPA board of directors but will help in arena set up and working of events during HPA events to help eliminate the need for work points. The HPA corral crew shall not make any decisions on behalf of the HPA board of directors and their vote shall not count but will bring to meetings concerns and issues as a representative of all HPA members. It is not mandatory for HPA corral crew members to attend HPA board meetings but is strongly encouraged. The HPA corral crew is strongly encouraged to read and understand all HPA rules.
- k. **Committees.** HPA may have a side committee(s) within the HPA board. Such as but not limited to a scholarship committee or an awards committee to insure the best interest of the you youth of HPA. These such committees will be elected and put in to place by current HPA board. To avoid conflict of interest any HPA board member shall abstain from a committee where grading of the results could directly affect themselves or their family.

Article 3 – Board Meetings

- 3.01 **Regularly Scheduled Meetings.** The HPA Board of Directors shall meet once monthly.
- 3.02 **Special Meetings.** Special meetings may be called at the request of the president, vice president, or any two directors. The person(s) calling the meeting shall fix the time and place of the meeting and notify board members in writing no less than 72 hours prior to the meeting.
- 3.03 **Annual Election Meeting.** An election meeting shall be held in March after each term, or no more than two months after each second series. This meeting shall be called by the current president or election may be held at the current year awards ceremony. A newspaper ad shall be placed in the Hallettsville Tribune Herald notifying the community of the upcoming election. An email will be sent to all HPA members notifying them of the upcoming election.
- 3.04 **Electronic Meeting.** HPA Board of Directors may hold meetings electronically by conference telephone or other “electronic technology” by means of which all persons participating in the meeting can hear each other.
- 3.05 **Agenda.** The president or vice president will send a written agenda to all board members at least 48 hours prior to any HPA scheduled meeting.
- 3.06 **Minutes.** At every HPA authorized meeting, minutes will be recorded and available for public record upon request.
- 3.07 **Approval of Minutes.** The HPA secretary shall send a written copy of minutes after each HPA scheduled meeting and prior to the next scheduled HPA meeting. Minutes will be approved at the next scheduled meeting.
- 3.08 **Attendance.** It shall be in the best interest of HPA that every board member attends at least 50% of regularly scheduled meetings in an HPA board term.

Article 4 – HPA Year

- 4.01 **HPA Year.** An HPA year shall start and end the first of April of each calendar year or no more than 2 months after each playday series.

Article 5 - Vote

- 5.01 **HPA Vote.** An HPA vote shall be held, but not limited to, for the following...
- a. If more than \$100 is to be spent of HPA funds.
 - b. Changing/Modification of HPA Member Rules.
 - c. Decisions concerning the best interest of HPA or the youth of Lavaca County.
 - d. Scheduling of event dates.
 - e. Member discrepancy – mailed to HPA as per HPA rules.
 - f. Holding an additional fundraiser benefitting a member of Lavaca County or HPA member.

5.02 **Stipulations of Passing Vote.** A vote will be passed during an HPA approved meeting with at least 60% of the HPA Board Members voting Aye. Should there be any less than 60% the vote shall not pass. There must be at least 60% of current elected board members present in order to vote.

5.03 **Electronic Vote.** An electronic vote may be attempted to resolve a pressing matter that may need to be addressed without holding a special meeting or waiting for the next regularly scheduled meeting however, the vote may only count if all board members agree unanimously. The HPA president shall send an email to all board members stating specific details of said voting topic. Should a unanimous vote not be reached the HPA Board of Directors must meet and hold their regular voting process.

Article 6 – HPA Members

6.01 **HPA Members.** All HPA contestants must participate in HPA under a membership. (Exception – Mutton Bustin’ and any others as decided by HPA for the best interest of HPA.)

6.02 **HPA Member Rules.** There shall be a set of HPA rules voted by The Board of Directors which all HPA Members and HPA Board of Directors will be required to follow. HPA Member Rules shall not change in the middle of a playday series however, may change before or after a series has started or ended.

6.03 **Rights of HPA Members.** The HPA member's rights include...

- a. HPA Members will be notified in writing prior to the election requesting their attendance to vote HPA Board of Directors.
- b. The HPA Board shall always have a suggestion box at each playday event held at which time HPA Members are encouraged to voice their suggestions in writing. Every suggestion will be discussed at the next scheduled board meeting.

6.04 **HPA Members Holding Position on HPA Board.** It is strongly encouraged for HPA members to hold a position on the HPA Board of Directors. HPA Members will be notified by email prior to election to inform them of this request.

Article 7 – HPA Special Events

8.01 **Special Events.** During each playday series the HPA shall recognize at least one playday date as a special event day. A Special event date shall recognize awareness for such misfortunes, but not limited to, breast cancer, leukemia, diabetes, etc.

Article 8 – Sponsors

9.01 **Sponsors.** It shall be in the best interest of HPA for all board members and HPA members to make every effort to obtain sponsorships for year-end youth prizes during each playday series. Sponsorships may be in the form of monetary or equal value in product however, product must be approved by HPA board.

9.02 **Sponsor Recognition.** HPA shall make every effort to publicly thank all sponsors through, but not limited to, social media, website, award ceremony, events, etc.

Article 9 – Vendors

10.01 **Vendors.** All vendors...

- a. Must be a sponsor of HPA. Minimum sponsor for vendor is \$50 per HPA year or a product/service of equal value approved by HPA Board of Directors.

- b. Must contact the HPA Board of Directors to schedule space prior to any HPA event vendor plans to attend.
- c. May be subject to a \$25 event fee, per event.

Article 10 – Transaction of the Corporation

11.01 **Contracts.** The HPA Board of Directors may authorize the entry of the corporation into a contract agreement or execute and deliver any instrument in the name of or behalf of the corporation. This authority is limited to decisions in the best interest of HPA.

11.02 **Authorized Members Spending Funds.** There shall be no more than 5 members of the board of directors allowed authority to spend HPA funds. Those holding this authority should consist of the president, treasurer, and awards director. Due to the treasurer’s control of HPA funds the treasurer should verify any transaction with the president prior to making said transaction.

11.03 **Potential Conflict of Interest.** The members of the Board of Directors are local public individuals volunteering their time and operating in the best interest of the youth of Lavaca County and HPA. The Board of Directors shall make every effort to exclude any personal conflict of interest with relation to HPA. Should such conflict exist that given director shall file an affidavit with HPA secretary notifying HPA of such conflict. The affidavit shall be filed prior to any vote or decision upon the matter by the Board of Directors, and the interested director shall abstain from any vote or decision upon the matter.

11.04 **Depository.** HPA Board of Directors shall designate a depository bank. All funds of the corporation shall be deposited with the same depository bank.

11.05 **Expenditures.** All moneys expended over the amount of \$100 shall be approved by a vote of at least 60% of current board members, and must be approved by the keeper of funds, (treasurer, if treasurer is unavailable then the president), to insure funds are available.

Article 11 – Founder’s Rights

12.01 Founders.

Jodie Miller – President
Rachel Genzer – Vice President
Peggy Kubicek – Secretary
Dawn Jansky – Treasurer
Mike Wenske – Arena Director
Cody Leopold – Roping Director
Mike Leopold – Roping Director
Amy Orsak – Awards Director
Kevin Haas – Rodeo Help Director (LEA Representative)
Brad Beach – Rodeo Help Director
Chancey Brookes – Rodeo Help Director

12.02 Founder’s Rights. The founder’s rights after their served term shall consist of...

- a. May attend any HPA approved meeting.
- b. May audit HPA at any given time.

Article 12 – Amendments to By-Laws

13.01 Amendments to By-Laws. The By-Laws may be altered, amended, or replaced by the Board of Directors with the following stipulations...

- a. The vote including at least 3 members of the founders, the founder’s vote counting 30% each, and each current member’s vote counting 10% each. Founder’s votes shall count against the current board votes. Vote will pass at 60%.
- b. If founders are not available, then the vote must include 3 past members not serving on current board and whom are closest to the term of the founders. Previous board of director’s vote counting 30% each, and each current member’s vote counting 10% each. Past board members votes shall count against the current board votes. Vote will pass at 60%.
- c. Must have a written approval from a licensed Texas attorney.

Article 13 - Dissolution

14.01 Dissolution. Any action to dissolve HPA must be approved by a 60% vote of eligible voting members. After paying all just claims/expenses of HPA the remaining funds/assets will be distributed as scholarships to local qualifying youth.