

**AMENDED AND RESTATED BYLAWS
WISCONSIN STATE HORSE COUNCIL, INCORPORATED
(d/b/a WISCONSIN HORSE COUNCIL)**

ARTICLE I – NAME

This organization shall be known as the “Wisconsin State Horse Council, Incorporated.”

ARTICLE II - EXISTENCE

This organization is to exist perpetually.

ARTICLE III – PURPOSES

1. To represent and promote all aspects of the equine industry and equine recreation throughout Wisconsin.
2. To actively participate in Federal, State and Local legislative issues pertinent to the Wisconsin State Horse Council’s (Council’s) purposes.
3. To encourage equine events, sporting activities, youth activities, and equine programs as may complement the interests of the membership. (3/25/09)
4. To assist in developing and perpetuating equine programs at the University of Wisconsin.
5. To promote and participate with equine research.
6. To inform and educate the public about equines and the value of the equine industry. (5-22-19)
7. To aid in the protection and care of equines.
8. To assist governmental units to establish model ordinances and regulations pertaining to the care and custody of equines within their jurisdictions.
9. To aid in acquiring trail areas with adequate facilities for equestrians.

ARTICLE IV – MEMBERSHIP

Section 1: The members of the Council shall consist of persons, associations, businesses, societies or other bodies interested in the purposes of this Council. The Council shall have seven (3-12-14) classifications of membership. The membership year shall be concurrent with the calendar year. (3/25/09)

1. **LEVEL THREE MEMBERSHIP** - This membership class is available to any equine related organization or business that derives a portion of its income from the equine industry. This membership shall include but is not limited to any breed of equine, color, discipline, youth group, riding program or professional organization that maintains a not for profit status. Examples of business memberships shall include, but are not limited to, training and boarding stables, breeding facilities, farms, tack shops, equine auctioneers, equine farriers, equine veterinarians, equine feed stores, or manufactures of equine products. Each Level Three Member of this class is eligible to appoint a Director and an alternate Director to the Board of Directors. Each Level Three Member has only 1 vote on the Board of Directors. (3-12-14) The alternate Director may vote only when the primary Director is absent. In addition, a Level Three Director (or Alternate) may not participate in voting at Board of Directors meetings until the membership fee or renewal of their organization or business is paid. (3/25/09)
The membership fee or renewal of a Level Three organization or business must be paid by the organization or business and not personally by an individual. Also, a completed membership form that indicates the name and contact info of the chief officer of the organization or business, as well as the name and contact info of their appointed Director and Alternate should be included with the payment. (3-22-17)

- 53 2. LEVEL TWO MEMBERSHIP - This membership class is available to any equine related
54 organization or business that derives a portion of its income from the equine industry. This
55 membership shall include but is not limited to any breed of equine, color, discipline, youth
56 group, riding program or professional organization that maintains a not for profit status.
57 Examples of business memberships shall include, but are not limited to, training and boarding
58 stables, breeding facilities, farms, tack shops, equine auctioneers, equine farriers, equine
59 veterinarians, equine feed stores, or manufactures of equine products. Level Two Members
60 may participate in Districts and District meetings in much the same way as Level One
61 Members. If the membership of a Level Two organization happens to span more than one
62 district, the organization as a whole must choose one of those Districts in which to participate.
63 A Level Two organization or business has only 1 vote in District matters and as such should
64 appoint an individual for attending District meetings to represent them and vote. A Level Two
65 appointee is eligible to be elected as a Director from that particular District. In addition, a Level
66 Two appointee may not participate in voting at District meetings until the membership fee or
67 renewal of their organization or business is paid. (3/8/08; 3/25/09)
68
- 69 3. LEVEL ONE MEMBERSHIP - This membership class is available to any individual person whose
70 interest is similar to those of the Council. This membership class, along with Level Two
71 members, elects Directors from the District in which they live to represent that District. In
72 addition, a Level One member may not participate in voting at District meetings until their
73 membership fee or renewal is paid. (3/8/08; 3/25/09)
74
- 75 4. HONORARY MEMBERSHIP - This non-voting membership class is granted to such individuals as
76 the Directors may from time to time direct.
77
- 78 5. YOUTH MEMBERSHIP - This membership is available to any youth ages 1-17 years of age as of
79 January 1 of a membership year and residing with a parent or guardian who is a current Level I
80 member. This membership class does not vote and does not elect Directors from the District in
81 which they live to represent that District. Each youth member shall forward their name, current
82 address, phone, email, age, and name of the Level I parent to the office of the Wisconsin State
83 Horse Council by March 1. (6/27/07; 3/25/09)
84
- 85 6. LIFETIME MEMBERSHIP - This membership class is available to an individual whose interest is
86 similar to those of the Council. Basically, this is a Level One membership with a one-time
87 membership fee, giving the individual a paid-up membership for his/her lifetime. The Council's
88 Board of Directors may choose to honor individuals with a free Lifetime Membership by a majority
89 vote of Directors present at any regular Council meeting. (3/20/10)
90
- 91 7. FAMILY MEMBERSHIP – This membership class is available to a family of 2 or more whose
92 interests are similar to those of the Council. This membership has 1 vote in the District in which
93 they live in regards to the elections and business of that District. (3/25/09)
94

95 **Section 2:** Membership fees shall be established on an annual basis for each membership classification by a
96 majority vote of the Executive Board.
97

98 **Section 3:** All new Level 3 applications will be reviewed by the Membership Committee to determine the
99 legitimacy of the organization/business. The Membership Committee will inform the applicant and the
100 Council office if the application is or is not accepted. (Thirty (30) days following acceptance of the
101 applicant, the new Level 3 Director has voting privileges. (3/20/10)
102

103 **Section 4:** Each Level Three Member shall forward to the Office of the Wisconsin State Horse Council the name,
104 address, telephone number and email address of its designated Director and Alternate Director with
105 the membership dues by March 1 of each year. (3/25/09)
106

107 **Section 5:** Each Level Two Member shall forward to the Office of the Wisconsin State Horse Council the name,
108 address, telephone number and email address of its designated contact person with the membership
109 dues by March 1 of each year. (3/25/09)
110

111 **Section 6:** Each Level One member shall forward to the Office of the Wisconsin State Horse Council his/her
112 name, address, telephone number and email address with his/her membership dues by March 1 of
113 each year. (3/25/09)
114

115 **Section 7:** All individuals selected to serve as a Director or Alternate Director must sign the Code of Conduct prior
116 to assuming the Directorship. Failure or refusal to sign the Code of Conduct will result in the individual
117 not being accepted as a Director or Alternate. (3/25/09)
118

119 **Section 8:** Legacy Directors are expected to attend and participate in WHC Board meetings. Directors may
120 attend Board meetings in person or by any of the electronic means in use by WHC. To remain a
121 Legacy Director, each individual must attend 25% of the Board meetings per calendar year. Failure to
122 attend 25% of the meetings will result in removing that individual as a Legacy Director. (3/23/22)
123

124 **Section 9:** An Alternate Director cannot also hold a voting Directorship.
125

126 **Section 10:** Membership is not denied to any person because of race, color, or creed.
127

128 **Section 11:** All previous Directors at Large as of August 23, 2006, known as "Legacy Directors" (3-12-14) shall
129 remain Directors at Large until the individual director resigns, changes status/level, fails to renew their
130 membership, or is removed by the WSHC Board of Directors. (6/27/07; 3/25/09)
131

132 **Section 12:** A Director may hold only one (1) directorship at a time; be it appointed, elected, or legacy. (3/20/10)
133
134

135 **ARTICLE V – MANAGEMENT**
136

137 Except for the right of Level Three Members, Level Two Members and Level One Members to appoint or elect
138 Directors as provided in Article IV Of these by-laws, no individual member shall be entitled to vote on any matter
139 with which the Council is concerned, the management of the Council being vested solely in its Board of Directors
140 and Executive Board.
141

142 **Section 1: BOARD OF DIRECTORS** - Initially, the Board of Directors is composed of the following:

- 143 1. Ten (10) District Directors, two from each district. Initially there are five districts throughout the
144 State of Wisconsin as shown in Appendix "A."
- 145 2. Unlimited number of Level Three Memberships. (3/25/09)
- 146 3. Other persons (organizations, agencies, etc.) invited to serve as advisors to the Board of Directors
147 are the following.
 - 148 A. University of Wisconsin - Madison, Extension Horse Specialist.
 - 149 B. University of Wisconsin - Madison, School of Veterinary Medicine.
 - 150 C. University of Wisconsin - River Falls Equine Program
 - 151 D. Wisconsin Department of Agriculture, Trade, and Consumer Protection
 - 152 E. Wisconsin Department of Natural Resources
- 153 4. The Board of Directors shall meet monthly or as decided by the Directors to participate in, or
154 decide on the following issues: (3/8/08) (3/20/10)
 - 155 A. Annual review and approval of the operating budget.
 - 156 B. Annual election of Directors to the Executive Board.
 - 157 C. Annual election of members to the Midwest Horse Fair Board
 - 158 D. Annual election of members to the WSHC Foundation Board.
 - 159 E. Annual election of Directors to the Budget & Finance Committee. (6/27/07)
 - 160 F. Reports from the committees. (3/20/10)

- G. Bring forth to the Executive Board, issues of concern or items requiring action.
- H. Set the direction and goals for the next 1, 5 and 10 years.

Section 2: EXECUTIVE BOARD - The Board of Directors elects the Executive Board except for the District Directors at the Annual Meeting. The eleven (11) member Executive Board is composed of the following:

1. Five (5) District Directors, one (1) from each District. This number is subject to change based on the number of Districts.
2. Two (2) At-Large Directors from the Board of Directors.
3. Three (3) elected officers, The President, Vice President, and Secretary. These officers are elected by the Board of Directors, from the Board of Directors.
4. One (1) Past President. Initially the Past President will be the last President under the old bylaws.
5. To be eligible to be elected to one of the five (5) elected positions on the Executive Board, the candidate must have been on the Board of Directors for a minimum of twelve (12) consecutive months immediately prior to election and regularly attending WSHC BOD meetings. (3/25/09)
6. The number of Directors on the Executive Board may change to coincide with the number of Districts.

Section 3: EXECUTIVE BOARD RESPONSIBILITIES -

1. The Executive Board is responsible for the daily operation of the Wisconsin State Horse Council as determined by the framework of the operating budget. It is expected that this Board will have monthly meetings. This Board will provide approved Minutes of those open meetings within three (3) weeks to all Directors of the Board of Directors. Approved Minutes of all open Executive Board meetings since the last WSHC Board of Directors meeting will be provided at the following General meeting. (6/27/07; 3/25/09)
2. This Board will enforce the Code of Conduct.
3. This Board is Responsible for enforcing these By-laws and issuing reprimands.
4. All records of the Executive Board are to be maintained in the corporate offices.
5. The Executive Board has responsibility for all Council employees and all matters pertaining to its employees, with the exception of Midwest Horse Fair employees who are managed by the Midwest Horse Fair Board. (3/20/10)
6. The Executive Board appoints a primary and an alternate to serve as our delegates to the American Horse Council, a privilege of our membership in AHC. The Exec Board will solicit recommendations for these appointments from the Council's Legislative Committee. Each appointment shall be for a period of three (3) years. The Legislative Committee may recommend reappointments or changes in delegates at any time. (3/20/10)

Section 4: OFFICERS -

1. The officers are President, Vice-President, Secretary, and Treasurer. (3-27-19) Their terms of office shall be for two years. (3-30-16)
2. The President and Vice-President shall be elected on alternate years. (3/25/09)
3. The officers, except for Treasurer, (3-27-19) are elected at the Annual Meeting by a majority vote of the Board of Directors. The Treasurer is appointed by the Executive Board. (3-27-19)

Section 5: AT-LARGE DIRECTORS -

1. Two (2) At-Large Directors serve on the Exec Board. (3/19/11)
2. One replacement At-Large Director is elected each year at the Annual Meeting by the Board of Directors to a two (2) year term. (3/19/11)
3. This term of office shall be for two years. (3/12/14; 3/24/20)

Section 6: PAST PRESIDENT - The former president serves in this position until the current president leaves office and fills the Past President position. In the event the current president leaves the Council, the past president remains on the Executive Board until replaced by a retiring president. If the Past President leaves the Board of Directors, the position remains vacant.

215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241
242
243
244
245
246
247
248
249
250
251
252
253
254
255
256
257
258
259
260
261
262
263
264
265
266
267
268

Section 7: The District Directors are elected at the district meeting prior to the Annual WSHC meeting by the Level One and Level Two Members of the District they are to represent, for two (2) year terms and may be re-elected without limit. (6/27/07)

Section 8: Any committee, committee members, group(s), or individuals requesting funds may not vote on resolutions or motions to approve those funds if the requested funds are above the approved budget.

Section 9: All votes in open session except for elections or other ballot as needed will be voice votes. If the vote is unanimous, it is accepted as approved. Any vote which is not clearly and obviously a majority voice vote will necessitate a roll call vote. (3/8/08; 3/25/09; 3/19/11)

Section 10: Votes cast in closed sessions may be by ballot or by roll call (if requested by any Director). (3/25/09)

Section 11: Any action required by law to be taken, or any other action that may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by at least two-thirds of the Directors then in office. Such consent shall have the same force and effect as a vote of the board of directors taken at a meeting and may be described as such in any articles or document filed with the Wisconsin Department of Financial Institutions under Chapter 181, Wisconsin Statutes. (3/12/14)

Section 12: Code of Conduct- In all issues involving conduct of Council members, the Code of Conduct shall be the governing document. Amendments to the Code of Conduct can be made by the general Board of Directors at any full Board meeting by a simple majority vote of the Directors present at the meeting. Whenever the Code of Conduct is amended or changed, the new version must be sent to all Directors, committee chairpersons, and District officers to sign and return to the Council office to be kept on file. (6/27/07; 3/8/08; 3/19/11)

ARTICLE VI - DUTIES OF THE OFFICERS

Officers of the Council shall be responsible for conducting all meetings of the Executive Board and the Board of Directors.

Section 1: The **PRESIDENT** shall be the principal officer of the council. In general, he/she shall perform all duties incident to the office and other duties that may be prescribed by either the Executive Board or the Board of Directors. This officer's voting privileges are for tie breaking purposes and elections only. (6/27/07)

Section 2: The **VICE-PRESIDENT** shall perform such duties that may be assigned or delegated by the President. The Vice-President shall perform the duties of the President during the absence of the President or a vacancy in the Office of President. The Vice President shall supervise all employees of the Council, other than Midwest Horse Fair employees. The Executive Board may assign this supervisory responsibility to another member of the Executive Board.

Section 3: The **SECRETARY** shall keep the Minutes of the Executive Board, ensure that all notices are given in accordance with the provision of these by-laws or as otherwise required. The Secretary shall in general perform all duties incident to the office of Secretary.

1. In the absence of the Secretary, the Administrative Assistant employed by the Council may serve as the recording secretary and take Minutes of all open meetings of the Executive Board and the Board of Directors. The Secretary is responsible for the accuracy of the Minutes and archiving the Minutes. (3/8/08)
2. The Secretary shall take Minutes of all closed meetings.

269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317
318
319
320
321
322

Section 4: The **TREASURER** is appointed to a two-year term by a majority vote of the Executive Board.
1. There is no limit to the number of terms for this office.
2. The Treasurer is a nonvoting member of the Executive Board.
3. The Treasurer must be bonded. The bonding fee is to be paid by the Council.
4. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Council as directed by the Budget and Finance Committee.
5. The Treasurer will maintain an account for each District.
6. The Treasurer must present a reconciled statement of accounts at each meeting of the Board of Directors and Executive Board.

Section 5: Any officer, elected or appointed by the Board of Directors, may be removed by a majority vote of the Board of Directors. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term.

ARTICLE VII – MEETINGS

Section 1: The **ANNUAL MEETING** of the Board of Directors -
1. The March meeting of each year will be the Annual Meeting. (3/20/10)
2. The annual meeting shall be for the purpose of elections and any other business deemed appropriate.

Section 2: REGULAR MEETINGS of the Board of Directors are monthly or as decided by the Board. (3/20/10)
1. Notice of these meetings shall include location, date, time, and a tentative agenda.
2. Notice shall be sent to each Director five (5) (3-12-14) days before the meeting.
3. The annual budget will be approved at the June meeting.
4. The Executive Board meetings and the regular BOD meetings can be cancelled by a simple majority of the Executive Board. If a BOD meeting is cancelled, office staff will e-mail the decision to all members of the BOD, as well as post an announcement on the opening page of the WHC web site and on the WHC Facebook page. If an Exec Board meeting is cancelled, the president must notify all members of the Exec Board. (3-27-19)

Section 3: SPECIAL MEETINGS of the Board of Directors shall be held whenever called by the Executive Board, or two or more members of the Board of Directors.
1. Notice of such meeting shall include date, time and place of the Special Meeting.
2. Notice shall be sent to each Board of Directors member at least fourteen (14) days before the date of the meeting.

Section 4: A quorum for an annual, regular, or special Board of Directors meeting shall consist of twelve (12) Directors entitled to vote and who are present in person or by phone for the transaction of business. (3/20/10)

Section 5: A quorum for an Executive Board meeting shall consist of six (6) Exec Board members who are present in person or by phone for the transaction of business. (3/20/10)

Section 6: Any annual, regular, or special meeting of the Board of Directors may be conducted in person or by telephone, conference call, video conference, instant messaging, or any other means now known or hereafter developed in which all participating Directors may simultaneously hear or read each other's communications during the meeting and all communications during the meeting are immediately

323
324
325
326
327
328
329
330
331
332
333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348
349
350
351
352
353
354
355
356
357
358
359
360
361
362
363
364
365
366
367
368
369
370
371
372
373
374
375
376

transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. (3-27-19)

ARTICLE VIII - COMMITTEES, BOARDS & EVENTS

Section 1: COMMITTEES - Except as provided for in Article VIII, Sections 3 and 4, the Executive Board appoints the members of new committees. All Directors will be notified of these appointments when they are made. (3/8/08)

- 1. Committee members annually elect the committee chair subject to approved performance evaluation by the Executive Board. Committees will identify their own timeframe for confirming or choosing their chairman each year. Standards for performance must be in place and documentation of performance is required. The chairperson being removed has the option of disputing the decision. The term is for one year, to run concurrently with the fiscal year, and may be consecutive without limit. (3/8/08; 3/25/09)
- 2. Committee Chairs of standing committees may add or remove members with the approval of a majority of that committee’s members.
- 3. Committee chairs must be members of the Wisconsin State Horse Council and must sign the Code of Conduct.
- 4. All committees are accountable to the Executive Board.
- 5. No Director may hold more than 5 committee positions in the Wisconsin Horse Council granted or by appointment. Elected committees including but not limited to the Board of Directors, Executive Board, Budget & Finance, and Midwest Horse Fair Board do not count towards the 5-committee limit. Exception would be subcommittees within the committees. Enforcement of this bylaw would start 30 days after being voted in. (3-28-18)

Section 2: Each committee presents its goals and plans for the next fiscal year at the Annual Meeting and at our convention, when one is held. Progress reports should be submitted at the regular Council meetings.

Section 3: MIDWEST HORSE FAIR BOARD - The Midwest Horse Fair Board of Directors (MHF Board) is responsible for, and manages, all aspects of the Midwest Horse Fair.

- 1. The MHF Board will consist of six elected members, three of which must be current members of the Wisconsin State Horse Council, and three elected from the Board of Directors of the Wisconsin State Horse Council, serving a three-year terms and one member, elected by and from the Executive Board of the Wisconsin State Horse Council serving a one-year term.
- 2. Two additional board members may be elected to one-year terms by the MHF Board. These two members are to be selected from the community, are not on the Board of Directors and may or may not be members of the Council.
- 3. All members of the Midwest Horse Fair Board must attend a minimum of two meetings per year of the Wisconsin State Horse Council Board of Directors.
- 4. The Chair of the Midwest Horse Fair Board shall be elected by a majority of the members of the Midwest Horse Fair Board.
- 5. To qualify for the chair position the individual must be a current member of the Midwest Horse Fair Board and have served a minimum of two (2) years as a member of the MHF Board.
- 6. The term of office for the Midwest Horse Fair Chair shall be for one year to coincide with the fiscal year of the Wisconsin State Horse Council.
- 7. All employees of the Midwest Horse Fair shall report either directly or indirectly to the Chair of the MHF Board.

Section 4: Budget and Finance Committee -

- 1. The Budget and Finance Committee will consist of five (5) members elected from the Wisconsin State Horse Council (WSHC) Board of Directors. Also, the WSHC President and Treasurer will be on this committee as non-voting members. (3/8/08)
- 2. Initially members will be appointed by the Wisconsin State Horse Council President. Two

377 members will stand for election at the normal election time in 2007 and the remaining three will
378 stand for election at the normal election time in 2008. Starting in 2007 each member will serve a
379 two year term.

- 380 3. The responsibilities of this committee shall be but not limited to the following:

 - 381 A. Review current finances and create a financial plan for the future of the Wisconsin State
 - 382 Horse Council.
 - 383 B. Hire audit accounting firm.
 - 384 C. Hire tax preparation and accounting advisor firm.
 - 385 D. Prepare Wisconsin State Horse Council annual budget.

386
387 **Section 5: Vacancies –**

- 388 1. A vacancy on any Board or standing committee composed of elected members due to death,
- 389 resignation, removal, disqualification or otherwise will be filled as follows: 1) an interim
- 390 replacement may be appointed by the Executive Board within 2 weeks, 2) an election within 60
- 391 days by the WSHC Board of Directors will be held. The Director elected will fill the unexpired
- 392 portion of the Board or standing committee member position’s term (if applicable), 3) the Director
- 393 nominated must be present in person or by phone. (3-30-16)

394
395 **ARTICLE IX - TERMINATION & RESIGNATION**

396
397 **Section 1: Termination of Directors -**

- 398 1. An individual Director, including Level Three and Level Two members, a Director representing a
- 399 District, or a Legacy Director may be removed from the Council or as a Director by two thirds
- 400 (2/3) of the votes cast by the Directors present at any meeting held in accordance with the
- 401 provisions of this Article.
- 402 2. Three (3) reprimands of one (1) individual will cause a termination hearing of that individual,
- 403 where a simple majority is sufficient to terminate the membership or Directorship. The case
- 404 against the individual must be presented by the Executive Board within 30 days of the third
- 405 reprimand.

406
407 **Section 2: Notification** shall be sent to those involved, at least fourteen (14) days prior to the hearing and shall
408 include the charge(s) against the individual.

- 409 1. Notification shall include date, time and place of hearing, and set forth the charge(s) for possible
- 410 expulsion.
- 411 2. Directors representing Level Three Memberships may be removed as above; however, the
- 412 organization must be notified in accordance with this Article. The organization has the
- 413 prerogative to remove and/or replace the Director with no further action being taken by the
- 414 Council. In the event that a Director representing an association is removed by vote of the Board
- 415 of Directors, this individual is no longer eligible to be named a Director representing that
- 416 association. (3/8/08)
- 417 3. The charged individual shall be given opportunity to show cause why termination is not justified.

418
419 **Section 3: Cause for removal** shall include but not be limited to:

- 420 1. Failure to attend three consecutive Council Board meetings without an excused absence. An
- 421 excused absence may be obtained from the president, secretary, or notification of the office staff
- 422 of the Council prior to the meeting being called to order. (3/20/10)
- 423 2. Violation of the Code of Conduct.

424
425 **Section 4:** The charged Director shall be given the opportunity to resign without prejudice.

426
427 **Section 5:** The Executive Board will conduct this hearing in a closed session.

428
429 **Section 6:** It is the responsibility of the Level Three memberships to fill vacancies of their Directors.

431
432
433
434
435
436
437
438
439
440
441
442
443
444
445
446
447
448
449
450
451
452
453
454
455
456
457
458
459
460
461
462
463
464
465
466
467
468
469
470
471
472
473
474
475
476
477
478
479
480
481
482
483
484

Section 7: Any Director, officer, or Committee Chair may resign at any time, by notifying the President or the Secretary in writing. Such resignation shall take effect at the time specified in the resignation not to exceed 30 days.

Section 8: Any Director removed from the Council by a vote of the WSHC Board of Directors will not be accepted as a Director at any level or as part of any entity of the WSHC for a minimum of five (5) years. (6/27/07)

ARTICLE X – AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors who cast a ballot by use of either electronic (on-line) or paper ballots to coincide with the timing of the annual meeting. Notice of such amendments shall be given 30 days in advance of the annual meeting with voting occurring no less than 10 days before the annual meeting. Tabulation of ballots will be completed before and presented at the annual meeting. (3/19/11)

ARTICLE XI - ROBERT’S RULES OF ORDER

Robert’s Rules of Order shall serve only as a guideline for conduct of business at all meetings of this organization.

ARTICLE XII - ABSENTEE BALLOTS

Section 1: Absentee ballots will be accepted and counted for all pre-published motions. Changing a motion cancels an absentee ballot. (3/20/10)

Section 2: Absentee ballots will be accepted and counted for all elections. (3/20/10)

Section 3: Absentee Ballots will not be accepted for the termination of a director, or an officer. (3/8/08)

Section 4: Proxy votes will be prohibited unless specifically approved for a single event by a majority of the Council for specific application.

ARTICLE XIII – DISTRICTS

Section 1: District boundaries will coincide with county boundaries.

Section 2: District boundaries may be adjusted to equalize equine or human populations. (6/27/07)

Section 3: Populations shall be based on the number of individual, business, and group members.

Section 4: Initially the State will be divided into five districts. See Appendix “A.”

District 1: Ashland, Barron, Bayfield, Burnett, Chippewa, Douglas, Dunn, Eau Claire, Iron, Pepin, Pierce, Polk, Price, Rusk, Sawyer, St Croix, Taylor, and Washburn.

District 2: Florence, Forest, Langlade, Lincoln, Marathon, Marinette, Menominee, Oconto, Oneida Shawano, and Vilas.

District 3: Brown, Calumet, Dodge, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Outagamie, Ozaukee, Sheboygan, Washington, Waupaca, Waushara, and Winnebago.

District 4: Dane, Grant, Green, Iowa, Jefferson, Kenosha, Lafayette, Milwaukee, Racine, Rock, Walworth, and Waukesha.

District 5: Adams, Buffalo, Clark, Columbia, Crawford, Jackson, Juneau, La Crosse, Marquette, Monroe, Portage, Richland, Sauk, Trempealeau, Vernon, and Wood.

485
486
487
488
489
490
491
492
493
494
495
496
497
498
499
500
501
502
503
504
505
506
507
508
509
510
511
512
513
514
515
516
517
518
519
520
521
522
523
524
525
526
527
528
529
530
531
532
533
534
535
536
537
538

Section 5: District Organization. To be eligible to be a District Director, the person must be current with his/her Wisconsin State Horse Council Level One or Level Two Membership, and have been elected by his/her district as a Director.

1. Each District will elect two Directors to the Board of Directors to serve two (2) year terms at the district meeting preceding the Annual WSHC meeting and may be re-elected without limit. The first year one Director will be elected to a one (1) year term. (3/8/08)
2. Of the two Directors, one will be elected as the representative to the Executive Board, for a term of one year, with election at the time of the district officers' election preceding the Annual Meeting. This representative to the Executive Board may be changed by an election and majority vote within the District with notice of such change being sent to the Executive Board. (3/8/08)
3. Each District will elect a president, a vice-president, and a secretary for two-(2) year terms. They may be re-elected without limit. (3/8/08)
4. Each District will elect officers for the coming year prior to the Annual Meeting and Convention. Each District shall forward to the Office of the Wisconsin State Horse Council the name, address, telephone number and email address of each elected officer within five (5) working days of being elected. (3-8-08)
5. All officers take office on the first day of July following the election.
6. District committees will be subcommittees of statewide committees, e.g., Trails Committee.
7. Each District may sponsor events in its own district. The district may request funding from the Board of Directors in the annual budget.
8. All District records, including Minutes of meetings, will be forwarded to the Office of the Wisconsin State Horse Council to be kept on file at the Council's headquarters.
9. All District Officers and District Directors must be current Level 1 or Level 2 members of the Council and sign the Code of Conduct prior to taking office. (3/8/08)

ARTICLE XIV – WISCONSIN STATE HORSE COUNCIL EQUINE FOUNDATION

As the sole member of the WSHC Equine Foundation, it shall be the duty of the Wisconsin State Horse Council Executive Board to monitor the operations of the Foundation.

Section 1: It shall be the responsibility of the WSHC Executive Board to ensure that the Foundation operates in accordance with the Foundation's Bylaws.

Section 2: Fifty percent of the members of the Foundation Board of Directors plus one additional member of the Foundation Board of Directors shall be elected by the Council.

1. One member to the Foundation Board of Directors shall be appointed by the Midwest Horse Fair Board from the Midwest Horse Fair Board, and one member shall be appointed by the WSHC Executive Board from the WSHC Executive Board.
 - a. The Director appointed by the Midwest Horse Fair Board shall serve a term of one year.
 - b. The Director appointed by the WSHC Executive Board shall serve a term of one year.
2. Each additional member to the Foundation Board of Directors appointed by WSHC shall be elected at large from Directors of WSHC and serve two (2) year terms. (6/27/07; 3/24/20)

Section 3: The WSHC Equine Foundation is required to present to the WSHC Board of Directors an audited Financial Statement or other financial statements as required by the WSHC Executive Board at every meeting of the WSHC Board of Directors. (6/27/07; 3/8/08)

539
540
541
542
543
544
545
546
547
548
549
550
551
552
553
554
555
556
557
558
559
560
561
562
563
564
565
566
567
568
569

ARTICLE XV – INDEMNIFICATION (3/12/14)

Section 1: WSHC shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of WSHC. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and the advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term “Statute,” as used in this Article XV, shall mean Sections 181.0871 through 181.0889 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights the prior to the amendment. All other capitalized terms used in this Article XV and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2: Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by the Statute or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.