

# **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 equine.
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 Wisconsin State Horse Council shall consist of persons, associations, businesses, societies or other bodies interested in the purposes of this Council. The Council shall have nine (3-12-14; 3-28-25) classifications of membership. The membership year shall be concurrent with the calendar year, except for the free Youth Membership – as delineated in Section 5.3. (3-25-09; 3-28-25)

- 1.1 **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 manufacturers 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

- 50 not participate in voting at Board of Directors meetings until the membership fee  
 51 or renewal of their organization or business is paid. (3-25-09)  
 52
- 53 1.2 The membership fee or renewal of a Level Three organization or business must  
 54 be paid by the organization or business and not personally by an individual.  
 55 Also, a completed membership form that indicates the name and contact info of  
 56 the chief officer of the organization or business, as well as the name and contact  
 57 info of their appointed Director and Alternate should be included with the  
 58 payment. (3-22-17)  
 59
- 60 1.3 All new Level Three applications will be reviewed by the Member Services  
 61 Committee to determine the legitimacy of the organization/business. The Member  
 62 Services Committee will inform the applicant and the Wisconsin State Horse  
 63 Council office if the application is or is not accepted. Thirty (30) days following  
 64 acceptance of the applicant, the new Level Three Director has voting privileges, as  
 65 long as a current Code of Conduct has been signed. (3-20-10; 3-28-25)  
 66
- 67 1.4 Each Level Three Member shall forward to the office of the Wisconsin State  
 68 Horse Council the name, address, telephone number and email address of its  
 69 designated Director and Alternate Director with the membership dues by March  
 70 1, of each year. (3-25-09)  
 71
- 72 2.1 LEVEL TWO MEMBERSHIP – This membership class is available to any equine  
 73 related organization or business that derives a portion of its income from the  
 74 equine industry. This membership shall include but is not limited to any breed of  
 75 equine, color, discipline, youth group, riding program or professional organization  
 76 that maintains a not-for-profit status. Examples of business memberships shall  
 77 include, but are not limited to: training and boarding stables, breeding facilities,  
 78 farms, tack shops, equine auctioneers, equine farriers, equine veterinarians,  
 79 equine feed stores, or manufacturers of equine products. Level Two Members  
 80 may participate in Districts and District meetings in much the same way as Level  
 81 One Members. If the membership of a Level Two organization happens to span  
 82 more than one District, the organization as a whole must choose one of those  
 83 Districts in which to participate. A Level Two organization or business has only 1  
 84 vote in District matters and as such should appoint an individual for attending  
 85 District meetings to represent them and vote. A Level Two appointee is eligible to  
 86 be elected as a Director from that particular District. In addition, a Level Two  
 87 appointee may not participate in voting at District meetings until the membership  
 88 fee or renewal of their organization or business is paid. (3-8-08; 3-25-09)  
 89
- 90 2.2 Each Level Two Member shall forward to the office of the Wisconsin State Horse  
 91 Council the name, address, telephone number and email address of its  
 92 designated contact person with the membership dues by March 1, of each year.  
 93 (3-25-09)  
 94
- 95 3.1 LEVEL ONE MEMBERSHIP – This membership class is available to any  
 96 individual person whose interest is similar to those of the Council. This  
 97 membership class, along with Level Two Members, elects Directors from the  
 98 District in which they live to represent that District. In addition, a Level One  
 99 Member may not participate in voting at District meetings until their membership  
 100 fee or renewal is paid. (3-8-08; 3-25-09)  
 101

- 102           3.2       Each Level One Member shall forward to the office of the Wisconsin State Horse  
103                   Council his/her name, address, telephone number and email address with his/her  
104                   membership dues by March 1, of each year. (3-25-09)  
105
- 106           4.       HONORARY MEMBERSHIP – This non-voting membership class is granted to  
107                   such individuals as the Directors may from time to time direct.  
108
- 109           5.1       YOUTH MEMBERSHIP – This membership is available to any youth ages 1-17  
110                   years of age as of January 1, of a membership year and residing with a parent or  
111                   guardian who is a current Level I Member. This membership class does not vote  
112                   and does not elect Directors from the District in which they live to represent that  
113                   District. Each Youth Member shall forward their name, current address, phone,  
114                   email, age, and name of the Level I parent to the office of the Wisconsin State  
115                   Horse Council by March 1. (6-27-07; 3-25-09)  
116
- 117           5.2       FREE YOUTH MEMBERSHIP - Youth who are in good standing with Equine  
118                   organizations such as 4-H, Wisconsin High School Rodeo, Wisconsin  
119                   Interscholastic Horse Association, Wisconsin Pony of the Americas Club, or other  
120                   similar organizations who are invested in youth members will qualify for free  
121                   membership to the Wisconsin Horse Council. The youth organizations must be  
122                   members of the Wisconsin State Horse Council, and in good standing with the  
123                   Wisconsin State Horse Council, preferably at a Level Three Director  
124                   Membership. Interested youth between 8 years of age and completion of high  
125                   school, may apply for the free membership with the Wisconsin State Horse  
126                   Council. Applicants under the age of 18 must have a parent or legal guardian  
127                   sign a consent form, to be included with the Wisconsin State Horse Council  
128                   Membership Application Form. (3-22-23; 9-25-24)  
129
- 130           5.3       This free membership will run concurrent with the student's school year and will  
131                   remain viable as long as the Youth Member is in good standing with their Host  
132                   organization, and the Host organization is in good standing with the Wisconsin  
133                   State Horse Council. (3-22-23)  
134
- 135           5.4       These Youth Members will be non-voting members in the Wisconsin State Horse  
136                   Council District that they reside in and are only eligible for email newsletters.  
137                   (3-22-23)  
138
- 139           5.5       If the Youth Member leaves the qualifying Host organization, their membership  
140                   would fall under the terms of the original Youth Membership. (3-22-23)  
141
- 142           6.       LIFETIME MEMBERSHIP – The membership class is available to an individual  
143                   whose interest is similar to those of the Council. Basically, this is a Level One  
144                   Membership with a one-time membership fee, giving the individual a paid-up  
145                   membership for his/her lifetime. The Council's Board of Directors may choose to  
146                   honor individuals with a free Lifetime Membership by a majority vote of Directors  
147                   present at any regular Council meeting. (3-20-10)  
148
- 149           7.       FAMILY MEMBERSHIP – This membership class is available to a family of 2 or  
150                   more whose interests are similar to those of the Council. This membership has 1  
151                   vote in the District in which they live in regards to the elections and business of  
152                   that District. (3-25-09)  
153

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

**Section 3:** All individuals selected to serve as a Director or Alternate Director must sign a Code of Conduct form (as shown in Appendix "C"), prior to assuming the Directorship. Failure or refusal to sign the Code of Conduct form will result in the individual not being accepted as a Director or Alternate. (3-25-09)

**Section 4: LEGACY DIRECTORS**

4.1 Legacy Directors are expected to attend and participate in Wisconsin State Horse Council Board meetings. Directors may attend Board meetings in person or by any of the electronic means in use by Wisconsin State Horse Council. To remain a Legacy Director, each individual must attend 25% of the Board meetings per calendar year. Failure to attend 25% of the meetings will result in removing that individual as a Legacy Director. (3-23-22)

4.2 All previous Directors at Large as of August 23, 2006, known as "Legacy Directors" (3-12-14) shall remain Directors at Large until the individual director resigns, changes status/level, fails to renew their membership, or is removed by the Wisconsin State Horse Council Board of Directors. (6-27-07; 3-25-09)

**Section 5:** An Alternate Director cannot also hold a voting Directorship for another Level Three Membership.

**Section 6:** A director may hold only one (1) directorship at a time; be it appointed, elected, or legacy. (3-20-10)

**ARTICLE V – MANAGEMENT**

Except for the right of Level Three Members, Level Two Members and Level One Members to appoint or elect Directors as provided in Article IV of these bylaws, no individual member shall be entitled to vote on any matter with which the Wisconsin State Horse Council is concerned, the management of the Council being vested solely in its Board of Directors and Executive Board.

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

1. Ten (10) District Directors, two from each District. Initially there are five Districts throughout the State of Wisconsin as shown in Appendix "A". (3-22-23)
2. Unlimited number of Level Three Memberships. (3-25-09)
3. Other persons (organizations, agencies, etc.) invited to serve as advisors to the Board of Directors are the following: (3-28-25)
  - A. University of Wisconsin – Madison, School of Veterinary Medicine.
  - B. University of Wisconsin – River Falls Equine Program.
  - C. Wisconsin Department of Agriculture, Trade, and Consumer Protection.
  - D. Wisconsin Department of Natural Resources.
4. The Board of Directors may meet monthly or as decided by the Directors to participate in, or decide on the following issues: (3-8-08; 3-20-10)
  - A. Annual review and approval of the operating budget.
  - B. Annual election of Directors to the Executive Board.

- 206 C. Annual election of members to the Midwest Horse Fair Board.
- 207 D. Annual election of members to the WSHC Foundation Board.
- 208 E. Annual election of Directors to the Budget & Finance Committee.
- 209 (6-27-07)
- 210 F. Reports from the committees. (3-20-10)
- 211 G. Bring forth to the Executive Board, issues of concern or items requiring
- 212 action.
- 213 H. Set the direction and goals for the next 1, 5, and 10 years.
- 214

- 215 **Section 2: EXECUTIVE BOARD –** The Board of Directors elects the Executive Board  
 216 except for the District Directors at the Annual Meeting. The twelve (12) member  
 217 Executive Board is comprised of the following: (9-25-24)  
 218 1. Five (5) District Directors, one (1) from each District. This number is subject  
 219 to change based on the number of Districts.  
 220 2. Two (2) At-Large Directors from the Board of Directors  
 221 3. Three (3) elected officers, which are the President, Vice-President, and  
 222 Secretary. These officers are elected by the Board of Directors, from the  
 223 current Board of Directors.  
 224 4. One (1) Treasurer who is hired by the Wisconsin State Horse Council  
 225 Executive Board. (9-25-24)  
 226 5. One (1) Past President. Initially the Past President will be the last President  
 227 under the old bylaws.  
 228 6. To be eligible to be elected to one of the five (5) elected positions on the  
 229 Executive Board, the candidate must have been on the Board of Directors for  
 230 a minimum of twelve (12) consecutive months, immediately prior to election,  
 231 and regularly attending Wisconsin State Horse Council Board of Director  
 232 meetings. (3-25-09)  
 233 7. The number of Directors on the Executive Board may change to coincide  
 234 with the number of Districts and/or representation from Districts.  
 235

- 236 **Section 3: EXECUTIVE BOARD RESPONSIBILITIES –**  
 237 1. The Executive Board is responsible for the daily operation of the Wisconsin  
 238 State Horse Council as determined by the framework of the operating  
 239 budget. It is expected that this Board will have monthly meetings, as  
 240 needed. This Board will provide approved Minutes of those open meetings  
 241 within three (3) weeks to all Directors of the Board of Directors. Approved  
 242 Minutes of all open Executive Board meetings since the last Wisconsin State  
 243 Horse Council Board of Directors meeting will be provided at the following  
 244 General Meeting. (6-27-07; 3-25-09)  
 245 2. This Board will enforce the Code of Conduct.  
 246 3. This Board is Responsible for enforcing these bylaws and issuing  
 247 reprimands.  
 248 4. All records of the Executive Board are to be maintained in the corporate  
 249 offices.  
 250 5. The Executive Board has responsibility for all Wisconsin State Horse Council  
 251 employees and all matters pertaining to its employees, with the exception of  
 252 Midwest Horse Fair employees who are managed by the Midwest Horse Fair  
 253 Board. (3-20-10)  
 254 6. The Executive Board appoints a primary and an alternate to serve as our  
 255 delegates to the American Horse Council, a privilege of our membership in  
 256 AHC. The Executive Board will solicit recommendations for these  
 257 appointments from the Council's Legislative Committee. Each appointment

258 shall be for a period of three (3) years. The Legislative Committee may  
 259 recommend reappointments or changes in delegates at any time. (3-20-10)  
 260

261 **Section 4: OFFICERS –**

- 262 1. The officers are President, Vice-President, Secretary, and Treasurer.  
 263 (3-27-19) Their terms of office shall be for two years. (3-30-16)
- 264 2. The President and Vice-President shall be elected on alternate years.  
 265 (3-25-09)
- 266 3. The officers, except for Treasurer, (3-27-19) are elected at the Annual  
 267 Meeting by a majority vote of the Board of Directors.
- 268 4. The Treasurer is hired by the Executive Board. (3-27-19; 3-28-25)  
 269

270 **Section 5: AT-LARGE DIRECTORS –**

- 271
- 272 1. Two (2) At-Large Directors serve on the Executive Board. (3-19-11)
- 273 2. One replacement At-Large Director is elected each year at the Annual  
 274 Meeting by the Board of Directors to a two (2) year term. (3-19-11)
- 275 3. This term of office shall be for two years. (3-12-14; 3-24-20)  
 276

277 **Section 6: PAST PRESIDENT –**

- 278
- 279 1. The former President serves in this position until the current President leaves  
 280 office and fills the Past President position.
- 281 2. In the event the current President leaves the Wisconsin State Horse Council,  
 282 the Past President remains on the Executive Board until replaced by a  
 283 retiring President.
- 284 3. If the Past President leaves the Board of Directors, the position remains  
 285 vacant.  
 286

287 **Section 7:** The District Directors are elected at the District meeting prior to the Annual  
 288 Wisconsin State Horse Council meeting by the Level One and Level Two  
 289 Members of the District they are to represent, for two (2) year terms and may be  
 290 re-elected without limit. (6-27-07)  
 291

292 **Section 8:** Any committee, committee members, group(s), or individuals requesting funds  
 293 may not vote on resolutions or motions to approve those funds.  
 294

295 **Section 9:** All votes in open session, except for elections or other ballot as needed, will be  
 296 voice votes. If the vote is unanimous, it is accepted as approved. Any vote  
 297 which is not clearly and obviously a majority voice vote will necessitate a roll call  
 298 vote. (3-8-08; 3-25-09; 3-19-11)  
 299

300 **Section 10:** Votes cast in closed sessions may be by ballot or by roll call (if requested by any  
 301 Director). (3-25-09)  
 302

303 **Section 11:** Any action required by law to be taken, or any other action that may be taken at a  
 304 meeting of the Board of Directors, may be taken without a meeting, if a consent  
 305 in writing, setting forth the action so taken, shall be signed by at least two-thirds  
 306 of the Directors then in office. Such consent shall have the same force and effect  
 307 as a vote of the Board of Directors taken at a meeting and may be described as  
 308 such in any articles or document filed with the Wisconsin Department of Financial  
 309 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. Code of Conduct will be referenced in Appendix “C”. (6-27-07; 3-8-08; 3-19-11; 3-22-23)

## ARTICLE VI – DUTIES OF THE OFFICERS

Officers of the Wisconsin State Horse 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 Wisconsin State Horse 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 of the Office of President. The Vice-President shall supervise all employees of the Wisconsin State Horse 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 and the Board of Directors, ensure that all notices are given in accordance with the provision of these bylaws or as otherwise required. The Secretary shall in general perform all duties incident to the office of Secretary. (9-25-24)

1. In the absence of the Secretary, the Administrative Assistant employed by the Wisconsin State Horse 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, which will be kept in a separate file in the cloud or computer. (9-25-24)

**Section 4:** The **TREASURER** is hired to a two-year term by a majority vote of the Executive Board. (3-28-25)

1. There is no limit to the number of terms for this office.
2. The Treasurer is a non-voting member of the Executive Board.
3. The Treasurer must be bonded. The bonding fee is to be paid by the Wisconsin State Horse 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. (3-20-20)  
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 Board of Directors meetings can be cancelled by a simply majority of the Executive Board. If a Board of Director meeting is cancelled, office staff will e-mail the decision to all members of the Board of Directors, as well as post an announcement on the opening page of the Wisconsin State Horse Council website and on the Wisconsin State Horse Council Facebook page. If an Executive Board meeting is cancelled, the President must notify all members of the Executive Board. (3-27-19)

**Section 3:** **SPECIAL MEETINGS** of the Board of Directors shall be held whenever called by the Executive Board, or by three (3) 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 seven (7) 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 or by digital media for the transaction of business. (3-20-10)

**Section 5:** A quorum for an Executive Board meeting shall consist of six (6) Executive Board members who are present in person or by phone or by digital media 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 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 5, the Executive Board may appoint the members of new committees. All Directors will be notified of these appointments when they are made. (3-8-08; 3-28-25)

1. Committee members annually elect the Committee Chair. Subject to approval by the Executive Board.
2. Committees will identify their own timeframe for confirming or choosing their chairman each year.
3. The term for the Committee Chair is for one year, to run concurrently with the fiscal year, and may be consecutive without limit. (3-8-08; 3-25-09)
4. Committee Chairs of standing committees may add or remove members with the approval of a majority of that committee's members.
5. Committee Chairs must be members of the Wisconsin State Horse Council and must sign the Code of Conduct form.
6. All committees are accountable to the Executive Board.
7. Each committee presents its goals and plans for the next fiscal year at the Annual Meeting and at the convention when one is held.
8. Progress reports shall be submitted at the regular Wisconsin State Horse Council meetings.

**Section 2: 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 term; 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 Wisconsin State Horse Council.
3. All members of the MHF Board must attend a minimum of two meetings per year of the Wisconsin State Horse Council Board of Directors.
4. The Chair of the MHF Board shall be elected by a majority of the members of the MHF Board.
5. To qualify for the chair position the individual must be a current member of the MHF 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.
8. Progress reports shall be submitted at the regular Wisconsin State Horse Council meetings.

**Section 3: 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. Each member will serve a two-year term. In odd years, 2 members will be elected to the Committee, and in even years, 3 members will be elected to the Committee.
3. The responsibilities of this committee shall be, but not limited to, the following:
  - A. Review current finances and create a financial plan for the future of the Wisconsin State Horse Council.
  - B. Hire audit accounting firm.
  - C. Hire tax preparation and accounting advisor firm.
  - D. Prepare Wisconsin State Horse Council annual budget.

**Section 4: TECHNOLOGY COMMITTEE –**

1. All social media sites will be under the purview of the Technology Committee.
2. The Technology Committee will develop policy and provide oversight for all Wisconsin Horse Council social media sites. (3-28-25)

**Section 5: Vacancies – A vacancy on any Board or standing Committee composed of elected members due to death, resignation, removal, disqualification or otherwise, will be filled as follows:**

1. An interim replacement may be appointed by the Executive Board within 2 weeks.
2. An election within 60 days by the Wisconsin State Horse Council Board of Directors will be held.
3. The Director nominated must accept the nomination, and be present in person or by phone, or by other digital media. (3-30-16)
4. The Director elected will fill the unexpired portion of the Board or standing Committee member position's term (if applicable).

**ARTICLE IX – TERMINATION & RESIGNATION**

**Section 1: Termination of Directors –**

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

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

1. Notification shall include date, time and place of hearing, and set forth the charge(s) for possible expulsion.

2. Directors representing Level Three Memberships may be removed as above; however, the organization being represented must be notified in accordance with this Article. The organization has the prerogative to remove and/or replace the Director with no further action being taken by the Council. In the event that a Director representing an association is removed by vote of the Board of Directors, this individual is no longer eligible to be named a Director representing that association. (3-8-08)
3. The charged individual shall be given opportunity to show cause why termination is not justified.

**Section 3: Cause for removal** of Director(s) may include, but not be limited to:

1. Failure to attend three consecutive Council Board meetings without an excused absence. An excused absence may be obtained from the President, Secretary, or notification of the office staff of the Council prior to the meeting being called to order. (3-20-10)
2. Violation of the Code of Conduct. See Appendix "C" for the Code of Conduct form. (3-22-23)

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

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

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

**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 Wisconsin State Horse Council Board of Directors will not be accepted as a Director at any level or as part of any entity of the Wisconsin State Horse Council 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 (1) the Annual Meeting, and/or (2) the September meeting. Notice of such amendments shall be given by the 15<sup>th</sup> of February and by the 15<sup>th</sup> of August with voting occurring no less than 10 days before the Annual or September meeting. Tabulation of ballots will be completed, and results will be presented at the Annual or September meeting. (3-19-11; 3-22-23; 9-25-24)

## **ARTICLE XI – ROBERT’S RULES OF ORDER**

Robert's Rules of Order shall serve 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 Wisconsin State Horse 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”. (3-22-23)
- 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.
- Section 5:** District Organization
1. 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 or Level Three membership and have been elected by his/her District as a Director.
  2. Each District will elect two Directors to the Wisconsin State Horse Council Board of Directors to serve a two (2) year term at the District meeting preceding the Annual Wisconsin State Horse Council meeting and may be re-elected without limit. The first year one Director will be elected to a one (1) year term. (3-8-03; 9-25-24)
  3. Of the two Directors, one will be elected as the representative to the Wisconsin State Horse Council Executive Board, with election at the time of the District Officers’ election preceding the Annual Meeting. This representative to the Wisconsin State Horse Council Executive Board may be changed by an election and majority vote within the District with notice of such change being sent to the Wisconsin State Horse Council Executive Board. (3-8-08; 9-25-24; 3-28-25)
  4. Each District will elect a President, a Vice-President, and a Secretary for a two (2) year term. They may be re-elected without limit. (3-8-08)

5. 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 office within five (5) working days of being elected. (3-8-08)
6. All Officers take office on the first day of July following the election.
7. District committees will be subcommittees of statewide committees, e.g., Trails Committee.
8. Each District may sponsor events in its own District. The District may request funding from the Board of Directors in the annual budget.
9. 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.
10. All District Officers and District Directors must be current Level One or Level Two or Level Three Members, or Youth Members of the Council and sign the Code of Conduct form prior to taking office. (3-8-08; 3-28-25)

#### **ARTICLE XIV – WISCONSIN STATE HORSE COUNCIL EQUINE FOUNDATION**

As the sole member of the Wisconsin State Horse Council 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 Wisconsin State Horse Council Executive Board to ensure that the Foundation operates in accordance with the Foundation's Bylaws. See Appendix "B". (3-22-23)

**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 Wisconsin State Horse Council.

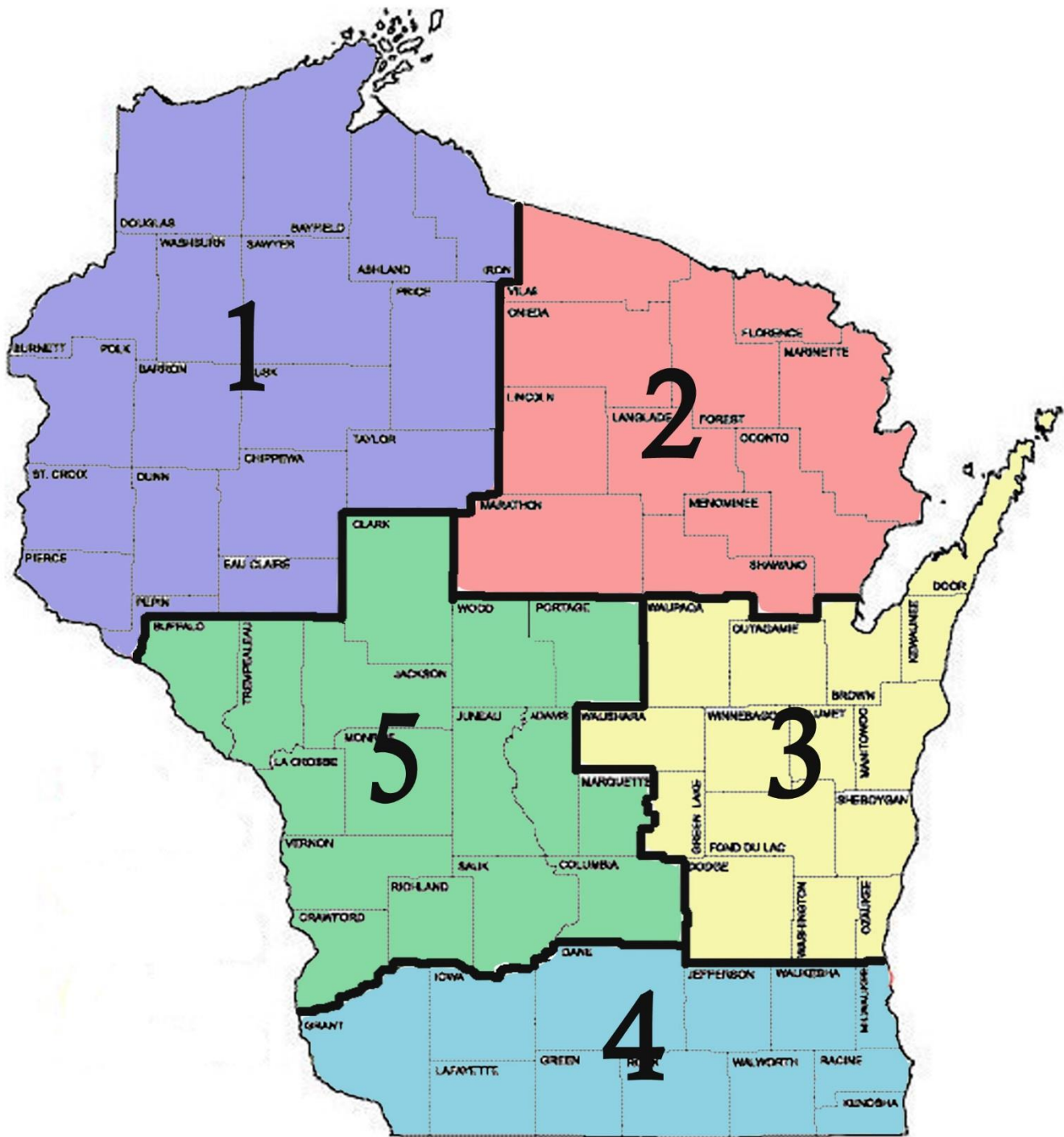
1. One member to the Foundation Board of Directors shall be appointed by the Midwest Horse Fair Board from the Midwest Horse Fair Board, and one member shall be appointed by the Wisconsin State Horse Council Executive Board from the Wisconsin State Horse Council Executive Board.
  - a. The Director appointed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

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

#### **ARTICLE XV – INDEMNIFICATION (3-12-14)**

- 671     **Section 1:**     The Wisconsin State Horse Council shall, to the fullest extent permitted or  
 672                         required by the Statute, indemnify each Director and Officer against any and all  
 673                         Liabilities, and advance any and all reasonable Expenses as incurred by a  
 674                         Director or Officer, arising out of or in connection with any Proceeding to which  
 675                         such Director or Officer is a Party because he or she is a Director or Officer of the  
 676                         Wisconsin State Horse Council. The rights to indemnification granted hereunder  
 677                         shall not be deemed exclusive of any other rights to indemnification against  
 678                         Liabilities or the advancement of Expenses to which such person may be entitled  
 679                         under any written agreement Board resolution, vote of members, the Statute or  
 680                         otherwise. The Corporation may, but shall not be required to, supplement the  
 681                         right to indemnification against Liability and the advancement of Expenses under  
 682                         this Section 1 by the purchase of insurance on behalf of any one or more of such  
 683                         persons, whether or not the Corporation would be obligated to indemnify such  
 684                         person under this Section1. The term "Statue", as used in this Article XV, shall  
 685                         mean Sections 181.0871 through 181.0889 of the Wisconsin Nonstock  
 686                         Corporation Law and all amendments thereto which permit or require the  
 687                         Corporation to provide broader indemnification rights prior to the amendment. All  
 688                         other capitalized terms used in the Article XV and not otherwise defined herein  
 689                         shall have the meaning set forth in Section 181.0871 of the Statute.  
 690
- 691     **Section 2:**     Each individual (other than an employee of the Corporation) who provides  
 692                         services to or on behalf of the Corporation without compensation ("Volunteer")  
 693                         shall be immune from liability to any person for damages, settlements, fees,  
 694                         fines, penalties, or other monetary liabilities arising from any act or omission as a  
 695                         Volunteer, to the fullest extent provided by the Statute or any similar successor  
 696                         provision thereto. For purposes of this section, it shall be conclusively presumed  
 697                         that any Volunteer who is licensed, certified, permitted or registered under state  
 698                         law and who is performing services to or on behalf of the Corporation without  
 699                         compensation is not acting within the scope of his or her professional practice  
 700                         under such license, certificate, permit or registration, unless otherwise expressly  
 701                         indicated to the Corporation in writing.

## APPENDIX A



**APPENDIX B**



BY-LAWS

OF

WISCONSIN STATE HORSE COUNCIL EQUINE FOUNDATION, INC.

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TO  
BY-LAWS  
OF  
WISCONSIN STATE HORSE COUNCIL EQUINE FOUNDATION, INC.

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BY-LAWS  
OF  
WISCONSIN STATE HORSE COUNCIL EQUINE FOUNDATION, INC.

ARTICLE I. OFFICES

The principal office of the Corporation shall be located in the City of Columbus, County of Columbia, State of Wisconsin. The Corporation may have such other office or offices, either within or without the State of Wisconsin, as the Board of Directors may from time to time designate or as the purposes of the Corporation may require from time to time.

ARTICLE II. PURPOSES

The Corporation is organized exclusively for charitable, educational, and scientific purposes and to foster national and international amateur sports competition and for the prevention of cruelty to animals within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), and is operated, supervised and controlled by Wisconsin State Horse Council, Inc., which is an organization described in sections 501(c)(6) and 509(a)(2) of the Code. In furtherance of the aforementioned purposes, the Corporation's specific purposes shall include the following:

1. To advance the charitable, educational, scientific, fostering of national and international amateur sports competition and prevention of cruelty to animals purposes for which Wisconsin State Horse Council, Inc. was formed.
2. To lessen the burdens of government by developing, operating and maintaining recreational and exhibition facilities open to the public at large.
3. To solicit, collect and receive gifts, bequests, devises or grants of real or personal property, to accept the same subject to such restrictions as may be imposed thereon, from individuals, estates, trusts, associations, corporations or other entities, all to or for the benefit of, or to advance the charitable, educational, scientific, fostering of national and international amateur sports competition and prevention of cruelty to animals purposes of the Wisconsin State Horse Council, Inc.
4. To hold, invest and administer property and to make expenditures to or for the benefit of, to carry out the purposes of, and to perform the charitable, educational, scientific, fostering of national and international amateur sports

competition and prevention of cruelty to animals purposes for which the Wisconsin State Horse Council, Inc. was formed.

5. To make distributions of assets and funds to organizations that qualify as exempt organizations under section 501(c)(3) of the Code in the furtherance of the purposes set forth herein.

6. To acquire, buy, receive, own, lease and enjoy, any and all kinds or types of property, either real, personal or mixed, and to mortgage, sell, exchange, transfer or assign such properties where required in furtherance of the purposes set forth herein.

7. To exercise any, all and every power which a nonprofit corporation, organized under the provisions of the Wisconsin Nonstock Corporation Law for charitable, educational, scientific, fostering of national and international amateur sports competition and prevention of cruelty to animals purposes, all for the public welfare, can be authorized to exercise, but not any other purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not contribute to, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

### ARTICLE III. MEMBERS

SECTION 3.01. Members. The Corporation shall have one class of members. The sole member will be the Wisconsin State Horse Council, Inc.

SECTION 3.02. Annual Meeting. An annual meeting of the members shall be held in the month of June of each year, at such time and at such place in the State of Wisconsin as may be designated in the notice of the meeting for the purpose of electing directors and providing the members with a general update on the activities of the Corporation. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the members shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

SECTION 3.03. Special Meetings. Special meetings of the members may be called at any time by the President of the Corporation to be held at such time and place as the President of the Corporation shall designate. A special meeting

shall also be called by the Secretary of the Corporation on the written request of any four directors of the Corporation at such time and place as is designated in the written request of such directors.

SECTION 3.04. Notice. Notice stating the place, day and hour of all meetings, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the members by giving personal delivery of, telecopying, telephoning or e-mailing such notice at least 24 hours before the time set before such meeting, or if notification is by mail, by mailing such notice at least 72 hours before the time set for such meeting, unless a different time shall be described for a particular action under the Wisconsin Nonprofit Corporation Law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the members at their addresses as they appear on the records of the Corporation.

SECTION 3.05. Action by Written Ballot. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when: (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes casts by ballot. A written ballot may not be revoked.

SECTION 3.06. Action by Written Consent. Any action required to be approved at a meeting of the members, or any other action which may be approved at a meeting of the members, may be approved without a meeting if a consent in writing, describing the actions so taken, is signed by at least 51% of the members entitled to vote with respect to the subject matter thereof. All signatures on the written consent shall be dated and, in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members may be counted. Written notice of member approval under this section shall be given to all members who have not signed the written consent. If written notice is required, member approval under this section shall be effective ten (10) days after such written notice is given.

SECTION 3.07. Fixing of Record Date. For purposes of determining the members entitled to notice of a meeting of the members, the Board of Directors may fix a future date as the record date. If no such record date is fixed, members

at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. A record date fixed under this section may not be more than seventy (70) days before the meeting or action requiring a determination of members occurs.

#### ARTICLE IV. BOARD OF DIRECTORS

SECTION 4.01. General Powers and Number. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall exercise its full authority as granted by the Articles of Incorporation, by these By-Laws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Corporation.

The Board of Directors of the Corporation shall initially be comprised of those individuals designated in the Corporation's Articles of Incorporation. The full, complete Board of Directors of the Corporation shall be not less than three in number and shall be no more than fifteen in number.

SECTION 4.02. Tenure and Qualifications. Except as provided in Section 4.02(a) below and the Articles of Incorporation, each director shall serve for a term of two years, whose terms shall be staggered so that approximately one-half of the directors shall be elected each year to two-year terms at the annual meeting of the members. Additional directors appointed to expand the number of directors will be appointed to first year terms in a manner that conforms to the one-half rule. No person shall be eligible to serve more than three consecutive full two-year terms as a director of the Corporation. Members of the Board of Directors shall hold office until their resignation, removal, death or incapacity, or until the appointment of a qualified successor. Directors may be removed by the sole member. Directors need not be residents of the State of Wisconsin. (Revised: 8/24/16)

(a) Directors Elected by the Sole Member. Fifty percent of the members of the Board of Directors plus one additional member of the Board of Directors shall be elected by the sole member. The sole member shall elect one member of the Board of Directors from each of the following committees within the Wisconsin State Horse Council, Inc. (the "Horse Council Committees"): the Midwest Horse Fair Board, the Executive Board and the Equine Facility and Implementation Board. Each Horse Council Committee may nominate one of its respective committee members (the "Committee Nominee") to serve on the Board of Directors. If the sole member elects a Committee Nominee, the term of such person shall be as follows:

(i) If the Committee Nominee was nominated by the Midwest Horse Fair Board, then such person shall serve for a term of three years.

(ii) If the Committee Nominee was nominated by the Executive Board, then such person shall serve for a term of one year.

(iii) If the Committee Nominee was nominated by the Equine Facility and Implementation Board, then such person shall serve for a term of two years.

(b) Directors Elected by the Board of Directors. The remaining members of the Board of Directors shall be elected by the Board of Directors.

SECTION 4.03. Resignation. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary of the Corporation, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 4.04. Annual Meeting. An annual meeting of the Board of Directors shall be held on the first Wednesday in the month of June of each year, or at such other time and date within 30 days thereof as may be authorized by the Board of Directors and set forth in the notice of meeting, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as convenient.

SECTION 4.05. Special Meetings. Special meetings of the Board of Directors may be called at any time and for any purpose or purposes by the President. A special meeting shall also be called by the Secretary of the Corporation upon the oral or written request of any two directors. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in section 4.06.

SECTION 4.06. Notice; Waiver. Written notice of the date, time and place of all meetings of the Board of Directors, annual or special, shall be given by the Secretary of the Corporation to each director. Such notice shall either be delivered personally, e-mailed, faxed or mailed to each director at the appropriate location

designated by the director in writing and filed with the Secretary. Personally delivered or mailed notices must be delivered not less than 72 hours before said meeting or if e-mailed or faxed, notices must be delivered not less than 24 hours before said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 4.07. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

SECTION 4.08. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws.

SECTION 4.09. Methods of Conducting Meetings. Any and all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or may conduct the meeting through the use of, any means of communications by which either of the following occurs:

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

(b) All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. If a meeting is to be conducted through the use of any of the means described in this section, all participating directors shall be informed that a meeting is taking place at which time official business may be transacted. A director participating in a meeting by any means described in this section is considered to be present in person at the

meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

SECTION 4.10. Action by Written Consent. An action required or permitted to 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 is signed by two-thirds of the directors then in office. A consent under this section shall have the same force and effect as a vote of the Board of Directors taken at a meeting. If written action is taken under this section by all directors, the written action shall be effective when signed by all directors, unless a different effective date and time are specified in the written consent. If written action is taken under this section by less than all directors, all directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide notice under this section shall not invalidate the action taken by written consent under this section. A director who does not sign or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the written action shall be effective on the date specified in the written consent or on the tenth day after the date on which notice is given, whichever is later.

SECTION 4.11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 4.12. Vacancies. Except as otherwise provided herein, any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the Board of Directors until the next election by the sole member.

SECTION 4.13. Failure to Attend Meetings. A director of the Corporation that fails to attend two (2) consecutive meetings for which such director was duly notified, may be removed by the Board of Directors at its discretion. If such director was elected by the sole member, then the sole member shall elect a replacement director.

SECTION 4.14. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors, may designate one

or more committees, each committee to consist of three or more of the Board of Directors who shall be appointed by the President of the Corporation to exercise, when the Board of Directors is not in session, the powers the Board of Directors delegates to such committee or committees. The President may also appoint one or more members of the Board of Directors as alternate members of any committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or the Chair of such committee. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

## ARTICLE V. OFFICERS

SECTION 5.01. Number. The principal officers of the Corporation (to the extent determined necessary by the Board of Directors) shall be a President, one or more Vice Presidents, a Treasurer and Secretary, and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

SECTION 5.02. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at their annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The President, Treasurer and Secretary must be elected from among the Board of Directors; other officers need not be members of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or until his or her prior death, incapacity, resignation or removal.

SECTION 5.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment shall not of itself create contract rights.

SECTION 5.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5.05. President. The President, subject to the control of the Board of Directors, in general (a) administer all of the business and affairs of the Corporation; (b) have authority, subject to such rules as may be prescribed by the

Board of Directors, to appoint such agents and employees of the Corporation, as the President shall deem necessary, to prescribe their powers, duties, terms and compensation and to delegate authority to them; (c) have authority to sign, execute and acknowledge, on behalf of the Corporation, reports and other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolutions of the Board of Directors; and (d) perform all duties incident to the office of President.

SECTION 5.06. Vice President. One or more Vice Presidents shall perform such duties as the President or the Board of Directors may from time to time specify.

SECTION 5.07. Secretary. The Secretary shall (a) keep the minutes of the members meetings and of the Board of Directors meetings; (b) give all notices in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Corporation's records and of the seal of the Corporation and affix the seal to all documents the execution of which, on behalf of the Corporation and under its seal, is duly authorized; (d) keep a register of the post office address of each member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 5.08. Treasurer. The Treasurer shall see that a true and correct accounting of the financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall have the care and custody of the funds of the Corporation, and shall cause the same to be deposited in such manner in such banks as the Board of Directors may direct.

## ARTICLE VI. CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which he, she or they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which he, she or they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his, her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of

Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This ARTICLE VI shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VII. INVESTMENT MANAGEMENT POLICY

SECTION 7.01. Investment Policy. The Board of Directors shall adopt a formal investment policy (the "Investment Policy") with respect to the management of the Corporation's investment portfolio. At least annually, the Board of Directors shall (a) review the Corporation's investments and applicable prudence, liquidity and diversification standards; and (b) examine actual investments and investment alternatives in depth by (i) comparing actual investment results to the results reported for alternative investments; (ii) comparing the characteristics of alternative investments and investment vehicles; and (iii) examining and reconsidering the Investment Policy.

SECTION 7.02. Appointment of Investment Advisor. The Board of Directors may appoint one or more investment managers to supervise and direct the investment and reinvestment of all or any portion of the Corporation's investment assets. Any investment manager so appointed shall be an investment advisor registered under the Investment Advisors Act of 1940, a bank defined in such act or an insurance company which is qualified to manage the assets of employee benefit plans under the laws of the State of Wisconsin. As a condition to his, her or its appointment, an investment manager shall acknowledge in writing that he, she or it is a fiduciary with respect to the Corporation. The Board of Directors shall furnish the investment manager with the written Investment Policy for investment, which guidelines may include directions with respect to the diversification of the investments. The Corporation may pay such compensation to any investment manager as the Board of Directors shall deem reasonable.

SECTION 7.03. Distributions. The Corporation may make distributions of unrestricted funds in furtherance of its tax-exempt purposes in the manner determined by the Board of Directors.

## ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

SECTION 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President and by the Secretary and, when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

SECTION 8.02. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 8.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

SECTION 8.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

## ARTICLE IX. INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

### SECTION 9.01. General Scope and Definitions.

(a) The rights of directors, officers and, where applicable, volunteers of the Corporation provided in this ARTICLE IX shall extend to the fullest extent permitted by the Wisconsin Nonstock Corporation Law and other applicable laws as in effect from time to time.

(b) For purposes of this ARTICLE IX, "director or officer" means a natural person who is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other

enterprise or who, while a director or officer of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan, and, unless the context requires otherwise, the estate or personal representative of a director or officer.

(c) For purposes of this ARTICLE IX, "volunteer" means a natural person, other than an employee of the Corporation, who provides services to or on behalf of the Corporation without compensation.

(d) For purposes of this ARTICLE IX, "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law (including federal or state securities laws) and which is brought by or in the right of the Corporation or by any other person.

(e) For purposes of this ARTICLE IX, "expenses" means fees, costs, charges, disbursements, attorneys' fees and any other expenses incurred in connection with a proceeding, including a proceeding in which a director or officer asserts his or her rights under this ARTICLE IX, and, if the context requires, liabilities, including the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan.

#### SECTION 9.02. Mandatory Indemnification.

(a) To the extent that a director or officer has been successful on the merits or otherwise in the defense of any proceeding (including, without limitation, the settlement, dismissal, abandonment or withdrawal of any action where he or she does not pay or assume any material liability), or in connection with any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses actually and reasonably incurred by him or her in connection therewith to the extent that he or she was a party to the proceeding because he or she is or was a director or officer.

(b) In cases not included under section 9.02(a), the Corporation shall indemnify any director or officer against expenses actually and reasonably incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is or was a director or officer, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any

of the following: (i) a willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer had a material conflict of interest; (ii) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (iii) a transaction from which the director or officer derived an improper personal profit; or (iv) willful misconduct. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this subsection.

(c) Indemnification under this section is not required to the extent that the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

SECTION 9.03. Determination of Right to Indemnification. Unless otherwise provided by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under section 9.02 of this ARTICLE IX shall make a written request for indemnification which shall designate one of the following means for determining his or her right to indemnification: (a) by a majority vote of a quorum of the Board of Directors or a committee of directors consisting of directors who are not at the time parties to the same or related proceedings; (b) by independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in section 9.03(a) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings; (c) by arbitration; or (d) by an affirmative vote of a majority of the directors provided, however, that directors who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

Any determination hereunder shall be made pursuant to procedures consistent with the Wisconsin Nonstock Corporation Law unless otherwise agreed by the Corporation and the person seeking indemnification. Such determination shall be completed, and eligible expenses, if any, shall be paid to the person requesting indemnification hereunder within 60 days of the Corporation's receipt of the written request required hereunder.

SECTION 9.04. Allowance of Expenses as Incurred. Within 30 days of a written request by a director or officer who is a party to a proceeding because he or she is or was a director or officer, the Corporation shall pay or reimburse his or

her reasonable expenses as incurred if the director or officer provides the Corporation with all of the following: (a) a written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation; and (b) a written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under section 9.03 of this ARTICLE IX that indemnification under section 9.02 of this ARTICLE IX is not required and indemnification is otherwise not ordered by a court. The undertaking under this section shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

#### SECTION 9.05. Partial Indemnification.

(a) If it is determined pursuant to section 9.03 of this ARTICLE IX that a director or officer is entitled to indemnification as to some claims, issues or matters in connection with any proceeding, but not as to other claims, issues or matters, the person or persons making such determination shall reasonably determine and indemnify the director or officer for those expenses which are the result of claims, issues or matters that are a proper subject for indemnification hereunder in light of all of the circumstances.

(b) If it is determined pursuant to section 9.03 of this ARTICLE IX that certain expenses (other than liabilities) incurred by a director or officer are for any reason unreasonable in amount in light of all the circumstances, the person or persons making such determination shall authorize the indemnification of the director or officer for only such amounts as he or they shall deem reasonable.

SECTION 9.06. Indemnification of Employees and Agents. The Board of Directors may, in its sole discretion, provide indemnification and/or allowance of expenses in advance of a final determination of any proceeding to an employee or agent of the Corporation who is not a director or officer in connection with any proceeding in which the employee or agent was a defendant because of his or her actions as an employee or agent of the Corporation; provided, however, that prior to such indemnification or allowance of expenses, the Board of Directors shall first determine that the employee or agent acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation.

#### SECTION 9.07. Limited Liability of Directors and Officers.

(a) Except as provided in sections 9.07(b) and 9.07(c), a director or officer is not liable to the Corporation, its members or creditors, or any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the acts of misconduct listed in section 9.02(b) of this ARTICLE IX.

(b) Except as provided in section 9.07(c), this section does not apply to any of the following: (i) a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; (ii) a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; or (iii) the liability of a director under Wisconsin Statutes sections 181.0832 and 181.0833.

(c) Sections 9.07(b)(i) and (ii) do not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

SECTION 9.08. Severability of Provisions. The provisions of this ARTICLE IX and the several rights to indemnification, advancement of expenses and limitation of liability created hereby are independent and severable and, in the event that any such provision and/or right shall be held by a court of competent jurisdiction in which a proceeding relating to such provisions and/or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this ARTICLE IX shall remain enforceable and in full effect.

SECTION 9.09. Nonexclusivity of Rights. The rights to indemnification and advancement of expenses provided for in this ARTICLE IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement authorized by the Board of Directors, any By-Law of the Corporation, any vote of the disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation may not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses, pursuant to any such additional rights unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under section 9.02(b) of this ARTICLE IX. A director or officer who is a party to the same or related proceeding for which

indemnification or an allowance of expenses is sought may not participate in a determination under this section.

SECTION 9.10. Purchase of Insurance. The Corporation shall use its best efforts to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this ARTICLE IX.

SECTION 9.11. Limited Liability of Volunteers.

(a) Except as provided in section 9.11(b), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following: (i) a violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (ii) willful misconduct; (iii) if the volunteer is a director or officer of the Corporation, an act or omission within the scope of the volunteer's duties as a director or officer; or (iv) an act or omission for which the volunteer received compensation or any thing of substantial value in lieu of compensation.

(b) Exceptions.

(i) Except as provided in section 9.11(b)(ii), this section does not apply to any of the following: [a] a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; [b] a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; [c] claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer; [d] a proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration; or [e] proceedings based upon a cause of action for which the volunteer is immune from liability under Wisconsin Statutes section 146.31(2) and (3), 146.37, 895.44, 895.48, 895.51 or 895.52.

(ii) Section 9.11(b)(i) does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.

SECTION 9.12. Benefit. The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE IX shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 9.13. Amendment. No amendment or repeal of this ARTICLE IX shall be effective to reduce the obligations of the Corporation under this ARTICLE IX with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

## ARTICLE X. GENERAL

SECTION 10.01. Location. The headquarters of the Corporation shall be located at 132 A South Ludington, Columbus, Wisconsin, as long as the Wisconsin State Horse Council, Inc. is located at the same address.

SECTION 10.02. Corporate Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

SECTION 10.03. Amendment of By-Laws. During any period in which the Corporation has members, the Board of Directors may alter or amend these By-Laws of the Corporation or adopt new By-Laws, only with the consent of the sole member.

SECTION 10.04. Dissolution. If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all residual assets shall be surrendered to the Circuit Court located in the county in which the

Corporation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under the Code section 501(c)(3).

SECTION 10.05. Procedure. If the By-Laws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.



**WISCONSIN STATE HORSE COUNCIL, INC  
DIRECTOR CODE OF CONDUCT**

As a duly elected or appointed representative of the WSHC Board of Directors, I acknowledge and embrace the responsibilities inherent in my role. I am committed to fulfilling my duties with integrity and professionalism, adhering to both the legal framework established by the State of Wisconsin, and the Bylaws of the Wisconsin State Horse Council and its affiliated entities. It is my duty to oversee the assets and operations of the Wisconsin State Horse Council and its entities with honesty, fairness, diligence, and ethical conduct, acting only within the confines of my authority.

In accordance with these principles, I pledge to uphold the following Code of Conduct:

1. I will prioritize the Mission of the Council, which is to advocate for and promote a thriving equine industry in Wisconsin.
2. I will engage with constituents, actively seeking their input on significant matters.
3. I will adhere to this Code of Conduct, fostering a transparent decision-making process and conducting Council business in an open manner.
4. I will disclose any potential conflicts of interest and abstain from voting on related matters.
5. I will respect and abide by the majority decisions of the WSHC.
6. I will stay informed about the concerns of my constituents, as well as relevant State and National issues.
7. I will adhere to the procedural guidelines outlined in the WSHC Bylaws.
8. I will honestly and equitably represent the viewpoints of my constituents, refraining from imposing my personal opinions.
9. I will conduct myself with honesty, fairness, and integrity towards fellow Council Directors and members, including refraining from perceived sexual or financial misconduct.
10. I will treat all WSHC representatives with respect and courtesy.
11. I understand that any violation of this Code will be subject to review by the Executive Board, potentially resulting in disciplinary action, including removal from the Council as outlined in the WSHC Bylaws.

I hereby acknowledge that I have thoroughly read and comprehend the WSHC Code of Conduct. I willingly commit to upholding the principles and standards outlined herein.

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Printed Name

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Signature

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Date