

- 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:** An Alternate Director cannot also hold a voting Directorship.
120

121 **Section 9:** Membership is not denied to any person because of race, color, or creed.
122

123 **Section 10:** All previous Directors at Large as of August 23, 2006, known as "Legacy Directors" (3-12-14) shall
124 remain Directors at Large until the individual director resigns, changes status/level, fails to renew their
125 membership, or is removed by the WSHC Board of Directors. (6/27/07; 3/25/09)
126

127 **Section 11:** A Director may hold only one (1) directorship at a time; be it appointed, elected, or legacy. (3/20/10)
128
129

130 **ARTICLE V – MANAGEMENT**

131
132 Except for the right of Level Three Members, Level Two Members and Level One Members to appoint or elect
133 Directors as provided in Article IV Of these by-laws, no individual member shall be entitled to vote on any matter
134 with which the Council is concerned, the management of the Council being vested solely in its Board of Directors
135 and Executive Board.
136

137 **Section 1: BOARD OF DIRECTORS** - Initially, the Board of Directors is composed of the following:
138 1. Ten (10) District Directors, two from each district. Initially there are five districts throughout the
139 State of Wisconsin as shown in Appendix "A."
140 2. Unlimited number of Level Three Memberships. (3/25/09)
141 3. Other persons (organizations, agencies, etc.) invited to serve as advisors to the Board of Directors
142 are the following.
143 A. University of Wisconsin - Madison, Extension Horse Specialist.
144 B. University of Wisconsin - Madison, School of Veterinary Medicine.
145 C. University of Wisconsin - River Falls Equine Program
146 D. Wisconsin Department of Agriculture, Trade, and Consumer Protection
147 E. Wisconsin Department of Natural Resources
148 4. The Board of Directors shall meet monthly or as decided by the Directors to participate in, or
149 decide on the following issues: (3/8/08) (3/20/10)
150 A. Annual review and approval of the operating budget.
151 B. Annual election of Directors to the Executive Board.
152 C. Annual election of members to the Midwest Horse Fair Board
153 D. Annual election of members to the WSHC Foundation Board.
154 E. Annual election of Directors to the Budget & Finance Committee. (6/27/07)
155 F. Reports from the committees. (3/20/10)
156 G. Bring forth to the Executive Board, issues of concern or items requiring action.
157 H. Set the direction and goals for the next 1, 5 and 10 years.
158
159
160

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

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

175
176 **Section 3: EXECUTIVE BOARD RESPONSIBILITIES -**

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

194
195 **Section 4: OFFICERS -**

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

201
202 **Section 5: AT-LARGE DIRECTORS -**

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

207
208 **Section 6: PAST PRESIDENT** - The former president serves in this position until the current president leaves
209 office and fills the Past President position. In the event the current president leaves the Council, the
210 past president remains on the Executive Board until replaced by a retiring president. If the Past
211 President leaves the Board of Directors, the position remains vacant.

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215 **Section 7:** The District Directors are elected at the district meeting prior to the Annual WSHC meeting by the
216 Level One and Level Two Members of the District they are to represent, for two (2) year terms and
217 may be re-elected without limit. (6/27/07)
218

219 **Section 8:** Any committee, committee members, group(s), or individuals requesting funds may not vote on
220 resolutions or motions to approve those funds if the requested funds are above the approved budget.
221

222 **Section 9:** All votes in open session except for elections or other ballot as needed will be voice votes. If the vote
223 is unanimous, it is accepted as approved. Any vote which is not clearly and obviously a majority voice
224 vote will necessitate a roll call vote. (3/8/08; 3/25/09; 3/19/11)
225

226 **Section 10:** Votes cast in closed sessions may be by ballot or by roll call (if requested by any Director). (3/25/09)
227

228 **Section 11:** Any action required by law to be taken, or any other action that may be taken at a meeting of the
229 Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so
230 taken, shall be signed by at least two-thirds of the Directors then in office. Such consent shall have the
231 same force and effect as a vote of the board of directors taken at a meeting and may be described as
232 such in any articles or document filed with the Wisconsin Department of Financial Institutions under
233 Chapter 181, Wisconsin Statutes. (3/12/14)
234

235 **Section 12:** Code of Conduct- In all issues involving conduct of Council members, the Code of Conduct shall be
236 the governing document. Amendments to the Code of Conduct can be made by the general Board of
237 Directors at any full Board meeting by a simple majority vote of the Directors present at the meeting.
238 Whenever the Code of Conduct is amended or changed, the new version must be sent to all Directors,
239 committee chairpersons, and District officers to sign and return to the Council office to be kept on file.
240 (6/27/07; 3/8/08; 3/19/11)
241

242 **ARTICLE VI - DUTIES OF THE OFFICERS**
243

244 Officers of the Council shall be responsible for conducting all meetings of the Executive Board and the Board of
245 Directors.
246

247 **Section 1:** The **PRESIDENT** shall be the principal officer of the council. In general, he/she shall perform all
248 duties incident to the office and other duties that may be prescribed by either the Executive Board or
249 the Board of Directors. This officer's voting privileges are for tie breaking purposes and elections only.
250 (6/27/07)
251

252 **Section 2:** The **VICE-PRESIDENT** shall perform such duties that may be assigned or delegated by the President.
253 The Vice-President shall perform the duties of the President during the absence of the President or a
254 vacancy in the Office of President. The Vice President shall supervise all employees of the Council,
255 other than Midwest Horse Fair employees. The Executive Board may assign this supervisory
256 responsibility to another member of the Executive Board.
257

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

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

265 2. The Secretary shall take Minutes of all closed meetings.
266
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269 **Section 4:** The **TREASURER** is appointed to a two-year term by a majority vote of the Executive Board.
 270 1. There is no limit to the number of terms for this office.
 271 2. The Treasurer is a nonvoting member of the Executive Board.
 272 3. The Treasurer must be bonded. The bonding fee is to be paid by the Council.
 273 4. The Treasurer shall have charge and custody of and be responsible for all funds and securities of
 274 the Council as directed by the Budget and Finance Committee.
 275 5. The Treasurer will maintain an account for each District.
 276 6. The Treasurer must present a reconciled statement of accounts at each meeting of the Board of
 277 Directors and Executive Board.
 278

279 **Section 5:** Any officer, elected or appointed by the Board of Directors, may be removed by a majority vote of the
 280 Board of Directors. Any such removal shall be without prejudice to the contract rights, if any, of the
 281 person so removed.
 282

283 **Section 6:** Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or
 284 otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term.
 285

286 **ARTICLE VII – MEETINGS**

287
 288 **Section 1:** The **ANNUAL MEETING** of the Board of Directors -
 289 1. The March meeting of each year will be the Annual Meeting. (3/20/10)
 290 2. The annual meeting shall be for the purpose of elections and any other business deemed
 291 appropriate.
 292

293 **Section 2: REGULAR MEETINGS** of the Board of Directors are monthly or as decided by the Board. (3/20/10)
 294 1. Notice of these meetings shall include location, date, time, and a tentative agenda.
 295 2. Notice shall be sent to each Director five (5) (3-12-14) days before the meeting.
 296 3. The annual budget will be approved at the June meeting.
 297 4. The Executive Board meetings and the regular BOD meetings can be cancelled by a simple
 298 majority of the Executive Board. If a BOD meeting is cancelled, office staff will e-mail the decision
 299 to all members of the BOD, as well as post an announcement on the opening page of the WHC
 300 web site and on the WHC Facebook page. If an Exec Board meeting is cancelled, the president
 301 must notify all members of the Exec Board. (3-27-19)
 302

303 **Section 3: SPECIAL MEETINGS** of the Board of Directors shall be held whenever called by the Executive Board,
 304 or two or more members of the Board of Directors.
 305 1. Notice of such meeting shall include date, time and place of the Special Meeting.
 306 2. Notice shall be sent to each Board of Directors member at least fourteen (14) days before the date
 307 of the meeting.
 308

309 **Section 4:** A quorum for an annual, regular, or special Board of Directors meeting shall consist of twelve (12)
 310 Directors entitled to vote and who are present in person or by phone for the transaction of business.
 311 (3/20/10)
 312

313 **Section 5:** A quorum for an Executive Board meeting shall consist of six (6) Exec Board members who are
 314 present in person or by phone for the transaction of business. (3/20/10)
 315

316 **Section 6:** Any annual, regular, or special meeting of the Board of Directors may be conducted in person or by
 317 telephone, conference call, video conference, instant messaging, or any other means now known or
 318 hereafter developed in which all participating Directors may simultaneously hear or read each other's
 319 communications during the meeting and all communications during the meeting are immediately
 320 transmitted to each participating Director, and each participating Director is able to immediately send
 321 messages to all other participating Directors. (3-27-19)
 322

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

- 377 3. The responsibilities of this committee shall be but not limited to the following:
- 378 A. Review current finances and create a financial plan for the future of the Wisconsin State
- 379 Horse Council.
- 380 B. Hire audit accounting firm.
- 381 C. Hire tax preparation and accounting advisor firm.
- 382 D. Prepare Wisconsin State Horse Council annual budget.
- 383

Section 5: Vacancies –

- 384
- 385 1. A vacancy on any Board or standing committee composed of elected members due to death,
- 386 resignation, removal, disqualification or otherwise will be filled as follows: 1) an interim
- 387 replacement may be appointed by the Executive Board within 2 weeks, 2) an election within 60
- 388 days by the WSHC Board of Directors will be held. The Director elected will fill the unexpired
- 389 portion of the Board or standing committee member position’s term (if applicable), 3) the Director
- 390 nominated must be present in person or by phone. (3-30-16)
- 391
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ARTICLE IX - TERMINATION & RESIGNATION

Section 1: Termination of Directors -

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

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.

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- 406
- 407 1. Notification shall include date, time and place of hearing, and set forth the charge(s) for possible
- 408 expulsion.
- 409 2. Directors representing Level Three Memberships may be removed as above; however, the
- 410 organization must be notified in accordance with this Article. The organization has the
- 411 prerogative to remove and/or replace the Director with no further action being taken by the
- 412 Council. In the event that a Director representing an association is removed by vote of the Board
- 413 of Directors, this individual is no longer eligible to be named a Director representing that
- 414 association. (3/8/08)
- 415 3. The charged individual shall be given opportunity to show cause why termination is not justified.
- 416

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

- 417
- 418 1. Failure to attend three consecutive Council Board meetings without an excused absence. An
- 419 excused absence may be obtained from the president, secretary, or notification of the office staff
- 420 of the Council prior to the meeting being called to order. (3/20/10)
- 421 2. Violation of the Code of Conduct.
- 422

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

431 exceed 30 days.

432 **Section 8:** Any Director removed from the Council by a vote of the WSHC Board of Directors will not be accepted
433 as a Director at any level or as part of any entity of the WSHC for a minimum of five (5) years.
434 (6/27/07)

435
436 **ARTICLE X – AMENDMENTS**

437
438 These bylaws may be amended by a majority vote of the Board of Directors who cast a ballot by use of either
439 electronic (on-line) or paper ballots to coincide with the timing of the annual meeting. Notice of such amendments
440 shall be given 30 days in advance of the annual meeting with voting occurring no less than 10 days before the
441 annual meeting. Tabulation of ballots will be completed before and presented at the annual meeting. (3/19/11)

442
443 **ARTICLE XI - ROBERT’S RULES OF ORDER**

444
445 Robert’s Rules of Order shall serve only as a guideline for conduct of business at all meetings of this organization.
446

447
448 **ARTICLE XII - ABSENTEE BALLOTS**

449
450 **Section 1:** Absentee ballots will be accepted and counted for all pre-published motions. Changing a motion
451 cancels an absentee ballot. (3/20/10)

452
453 **Section 2:** Absentee ballots will be accepted and counted for all elections. (3/20/10)

454
455 **Section 3:** Absentee Ballots will not be accepted for the termination of a director, or an officer. (3/8/08)

456
457 **Section 4:** Proxy votes will be prohibited unless specifically approved for a single event by a majority of the
458 Council for specific application.

459
460 **ARTICLE XIII – DISTRICTS**

461
462 **Section 1:** District boundaries will coincide with county boundaries.

463
464 **Section 2:** District boundaries may be adjusted to equalize equine or human populations. (6/27/07)

465
466 **Section 3:** Populations shall be based on the number of individual, business, and group members.

467
468 **Section 4:** Initially the State will be divided into five districts. See Appendix “A.”

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

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

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

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

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

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

485 his/her district as a Director.

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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)

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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.