

Wisconsin Desert Horse Association, Inc., By-Laws

Article I: Name

The name of this corporation shall be Wisconsin Desert Horse Association, Inc.

Article II: Affiliation

The Corporation shall be affiliated with the Arabian Horse Association (AHA) and Region 10 of said Association.

Article III: Purpose

The purpose of the Corporation as stated in its Certificate of Incorporation is to create, stimulate and maintain interest in the purebred and half-Arabian horse through any activities which promote this goal.

Article IV: Membership

Section 1. Code of Ethics/Expectations as follows

- a. Code of Ethics - "Principles, values, standards, or rules of behavior that guide the decisions, procedures and systems of an organization in a way that (1) contributes to the welfare of its members, and (2) respects the rights of all constituents affected by its operation.
- b. Code of conduct- (1) We show respect for all people in all situations. (2) We act fairly. (3) We think ethically. (4) We do not discriminate against anyone for any reason. (5) We are honest and transparent. (6) We are loyal to our club. (WDHA). (7) We will provide an acceptable environment free from hostility, and prejudice, in which to conduct the club business. (8) We will follow the social norms and rules and responsibilities of, or proper practices for, an individual, party or organization.
- c. Ethical Culture will be maintained by the organization's officers and board of directors who manifest their ethics in their attitudes and behavior.

Section 2. The Corporation shall have four (4) classes of membership which are as follows:

- a. Individual (with or without Competition Card): Individuals eighteen (18) years of age who have paid current dues and who are entitled to one vote.
- b. Junior: Individual under eighteen (18) years of age who have paid current dues but who have no voting privileges.
- c. Family: All members of an immediate family still living at home who have paid current dues. Two adult members who shall be designated at the time of application or renewal of membership are entitled to one vote each.
- d. Associate: Individuals who have paid current dues but have no voting privileges. Does not include membership or voting in AHA
- e. Junior Associate: Individual under eighteen (18) years of age who have paid current dues but does not include membership or voting in AHA.

Section 3a. A member in good standing is one who's voting membership dues are current. Motions presented for action at board, general or special meetings must be made by voting members in good standing.

Section 3b. Only members having voting privileges can hold positions on the Board of Directors.

Section 4. Membership in this Association is open to all persons without regard to race, color, sex, ethnic background or economic circumstance.

Section 5. Dues for all classes of membership shall be determined by the Board of Directors and approved at the annual meeting. Membership shall be for one year. Notice of membership dues may be sent to previous members. Associate membership runs January 1st through December 31st of that calendar year.

Section 6a. The Board of Directors shall, by two-thirds (2/3) vote, remove any officer, director or cancel or suspend a membership for any act that, in the opinion of the Board of Directors, shall be considered detrimental to the Corporation and its general purposes. Failure of an officer or director to renew voting membership shall subject the officer/director to removal from office.

Section 6b. Officers, directors or member subject to discipline for acts considered detrimental to the Corporation and its general purposes shall be subject to the procedures outlined in the current Roberts Rules of Disciplinary Action.

Article V: Officers and Directors

Section 1. Officers of the Corporation shall consist of president, vice-president, secretary and treasurer. The president and vice president shall be elected annually. Section 1a. The offices of president and vice-president serve one year terms, not more than three (3) consecutive years in the same position. The offices of secretary and treasurer shall serve two (2) year terms of office and not more than three consecutive terms in the same office. The Secretary shall be elected on even years and the Treasurer on odd numbered years. Terms of office shall run from January 1 to December 31, or until replaced. Nominees must have been members in good standing for at least the twelve months prior to the Annual Meeting, and have been an active participant in at least one WDHA program or activity (High Point, Futurity, Promotion, etc.) within the current calendar year. Nominees for Board of Directors and Officers must be voting members and must have had working participation in club functions during the year they are nominated.

Section 1b. In the event that more than two people are nominated for an office and no nominee receives a majority of the total votes on the first ballot, the two nominees receiving the highest number of votes shall be voted upon. The election of officers shall precede the election of directors.

Section 1c. All elections of the Corporation shall be held at the Annual Meeting in November. The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer, the immediate Past President and the Directors. One director per twenty (20) voting members or portion thereof based on the July 1st membership of the current calendar year, shall be elected to a three (3) year term.

Section 1d. The President shall serve as Regional Delegate and Delegate to the AHA Annual Meeting. Delegates and alternates in equal number to the delegates, will be specified by priority by number of votes received. Should a vacancy be created in the Board of Directors due to an election at the annual meeting, that vacancy shall be filled by an election at that annual meeting. If the vacancy occurs during the calendar year because of a resignation, death, etc., then that vacancy shall be filled at the

Board's discretion by a majority vote of the quorum of the Board of Directors present at the next Board Meeting after a vacancy occurs. Board members unable to attend may vote by proxy.

Section 1e. Elected positions may be held by more than one member of an immediate family.

Section 1f. Special Board Meetings may be called by the President or at the request of a majority of the Board, provided written notices stating the purpose, location, time and date are emailed and/or mailed (7) days prior to the date designated therein for said meeting. Reconsideration of any subject from the previous Board Meeting at a Special Board Meeting requires a three-fourths (3/4) vote of the entire board. If action is required by the Board of Directors that cannot be accomplished at a regular or special meeting, the President may poll individual Directors to conduct the necessary business. A quorum shall consist of a majority of the Board of Directors. A non-vote in this instance only will be considered a yes vote. In the event that a Board of Directors meeting is held in conjunction with a General Membership meeting, the rules governing a quorum for the General Membership meeting apply.

Article VI: Duties of Officers

Section 1. The President shall preside at the general meetings and the Board of Directors meetings; have general supervision of the affairs of the Corporation, subject to the approval of the Board of Directors.

Section 2. The Vice President shall, in the absence of the President, assume the President's duties. The Vice-President shall also be in charge of promoting the Arabian horse for the Corporation. The Vice President shall keep accurate attendance records of officers, directors, delegates and alternates.

Section 3. The Secretary shall keep records of the proceedings of the Corporation, submit a summary of the proceedings to the newsletter editor for publication and send material advantageous to the promotion of the Arabian horse to newspapers and magazines for publication, cooperatively with the Promotional Chairman.

Section 4. The Treasurer shall have custody of the funds of the Corporation which shall be deposited in the name of the Corporation at such institutions as designated by the Board of Directors; keep full and accurate accounts of all receipts and disbursements of the Corporation; present a balanced set of books for audit at the January meeting; and submit a current financial statement at each meeting. All disbursements of the Corporation shall be made by check. It is recommended that an outside audit be done at the end of the Treasurer's term of office, if the Board of Directors deems one necessary. The Treasurer shall collect annual financial statements from all financed functions of the Corporation such as the Newsletter, Shows, Futurities, etc. at the annual meeting.

Section 5. Board members are required to chair, co-chair, or be on a committee for one of the club functions, and work at a show or provide \$50.00 in class sponsorships. Members of the Board of Directors who miss more than two (2) unexcused meetings in one year may be replaced by Board action. The replacement shall serve the remainder of the term of the director replaced. The Vice-President will monitor Director attendance and volunteered time.

Section 6. Attendance: Board members unable to attend a meeting are required to contact either the Vice President or Secretary prior to the meeting or the absence will be unexcused.

Article VII: Meetings

Section 1. At least six (6) Board of Directors meetings must be held annually. These meetings may be held in conjunction with General Membership meetings. One of such meetings must be held in November and will be designated as the Annual Meeting. The election of officers, directors and delegates will be conducted at the annual meeting. Committee Chairs shall be (re)appointed at the Annual Meeting. One of the six (6) meetings must be held within three (3) months of a show (or equivalent) for the purpose of financial reporting. The location, time and date of the meetings are to be designated in written notice and email and/or mail fourteen (14) days prior to the date designated therein for said meeting.

Section 1a. In the event that inclement weather or other catastrophe causes a cancellation of a regular membership meeting, that meeting need not be rescheduled to meet the six meeting requirement.

Section 2. The Board of Directors shall establish dates of the regular membership meetings for the upcoming year at the first Board meeting of the year to be published in the newsletter.

Section 3. A quorum shall consist of a majority of the voting members present at a membership meeting.

Article VIII: Delegates

Section 1. Delegates are the Corporation's representatives to Region 10 and AHA.

Section 2. Delegates are expected to attend Region 10 meetings in order to qualify for Convention funding. Excused absences will be given for weather or family emergencies; either require a call to the head delegate. Delegates and alternatives consistently missing meetings may be replaced by Board action. Alternates are encouraged to attend Region 10 meetings. In the event a delegate cannot attend the Convention after his/her registration is paid, an alternate may step in and attend.

Section 3. All delegates and alternates shall serve a two (2) year term, except the President. Delegates and alternates may succeed themselves.

Section 4. Delegate and alternate travel expenses to Region 10 meetings may be reimbursed actual cost of gas and food, with receipts, per meeting.

Section 4a. Convention monies, when available, will be decided by the Board of Directors and be dependent on the financial condition of the Corporation. Confirmation of delegates will be verified by vote at the September meeting. Delegates meeting attendance qualifications will be funded for travel, hotel, per diem and registration if monies are available. Delegates not meeting attendance qualifications will be funded registration only.

Section 5. Delegates and alternates, in order to receive delegate expense reimbursement, are expected to report Region 10 meetings at the first WDHA general meeting following the Region 10 meeting. The president, as head delegate, or his designee, shall submit a written report on the Region 10 meeting to the newsletter editor for inclusion in the next newsletter. Delegates and alternates who, in one year, miss more than two (2) unexcused

WDHA general meetings may be replaced by Board action. The replacement shall serve the remainder of the term of the delegate being replaced.

Section 6. Region 10 delegates and alternates are expected to work at one of the club events (shows, clinics, promotion booths, etc.) or to provide two class sponsorships at a show.

Article IX: Committees

Section 1. All standing committees may be appointed by the President and approved by the Board for one calendar year.

Section 2. The President shall be an ex-officio member of all standing committees.

Section 3. Each standing committee shall present a written report at the Annual Meeting each year. Committee financial reports shall be submitted to the Treasurer annually. Each committee head shall submit a budget request to the Treasurer by January 1.

Section 4. The standing committees for the Corporation shall be as follows, with Chairs as indicated:

- a. Budget: Chaired by the Treasurer. The Budget Committee is responsible for expenditure planning.
- b. Nominating Committee: Chaired by the president. Two additional members shall be voted on annually. Responsible for drafting a list of nominees for office, directorship, Region 10 Delegate, and Delegate Alternates. To prepare ballots for, tally results, and report results at the Annual Meeting.
- c. Directory: Appointed by the President, approved by the Board of Directors.
- d. Futurity: (To include purebred, half-Arabian, halter and performance, maturity). Chair appointed by the President, approved by the Board of Directors. Chair must attend Annual Meeting and turn in a written Annual Report covering qualifying horses and financial reports. Reports presented at each general membership meeting are recommended.
- e. High Point: Chaired by the High Point Secretary, who is appointed by the President and approved by the Board of Directors.
- f. Newsletter: Chaired by the Newsletter Editor, who is appointed by the President and approved by the Board of Directors. There is to be a minimum of six (6) newsletters published annually, or one for each meeting. They should include general meeting summary, High Point and Futurity information and a calendar.
- g. Promotion: Appointed by the President and approved by the Board of Directors, acting with the Vice President. Promotion should include general meeting summaries and other information published regularly in the newsletter and available on the website. newspapers, magazines, and/or similar publications. Promotional Chair should work with the Secretary.
- h. Membership: Appointed by the President and approved by the Board of Directors.
- i. Parliamentarian: Appointed by the Board of Directors with the approval of the President.
- j. All Show Committees: Appointed by the Board of Directors with the approval of the President.
- k. Historian: Appointed by the President and approved by the Board of Directors and shall be responsible for maintaining Corporation archives.

Section 5. Each year the President shall appoint a Budget Committee consisting of the Treasurer and two other members. The proposed budget for the following year shall be presented at the first general membership meeting of the year. The budget guidelines shall be adhered to by the Board of Directors and the general membership, however funds may be transferred within the budget by a majority vote of the Board of Directors or a three-fourths (3/4) vote of the quorum at a general membership meeting. If the need arises that additional expenditures beyond the original budget are necessary, such monies may be appropriated provided such expenditure proposals be published at least fourteen (14) days prior to a general meeting and said proposals be passed by a majority of the members at that meeting.

Section 6. Ad hoc committees may be appointed as necessary and will be dissolved when stated purpose has been presented to the Board. A written report should be given to the Secretary by the Committee.

Section 7. All corporate checks that are made out over \$500 for the expenses not already listed in the proposed budget for the operating year must be approved by the board.

Section 8. Donations: When money is available, the Corporation will donate up to \$100.00 upon approving vote of the Board or General Membership. Upon the death of a current voting member a memorial in an amount not to exceed \$30.00 will be sent.

Article X: Proceedings

Any proceedings not covered by the Articles and By-Laws of said Corporation shall be governed by the latest edition of Roberts Rules of Order.

Article XI: Amendments

Section 1. These by-laws may be amended, repealed, or additions hereto adopted by the Board of Directors' recommendation, subject to the ratification by a majority of those members attending the Annual meeting.

Section 2. Any by-laws to be considered for amendment, repeal or addition, must be submitted to the By-Law Committee at the general meeting prior to the Annual Meeting and must be emailed and/or mailed to the general membership at least fourteen (14) days prior to the Annual Meeting.

Amended November 2004

Amended November 2005

Amended November 2006

Amended November 2007

Amended November 2010

Amended November 2011

Amended November 2017