

# **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.** Members of the Corporation agree to abide by the Codes of Ethics and Conduct as follows:

- a.** Code of Ethics. Principles, values, standards, or rules of behavior that guide the decisions, procedures, and systems of the Corporation in a way that
  - (1) contributes to the welfare of its members, and
  - (2) respects the rights of all members 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 the Corporation.
  - (7) We provide an acceptable environment free from hostility and prejudice in which to conduct business of the Corporation.
  - (8) We follow the social norms, rules, and responsibilities of, or proper practices for, an individual, party, or organization.
- c.** Ethical culture will be maintained by the Corporation'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 has 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 run 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 or 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 that 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 Robert's Rules of Disciplinary Action.

## **Article V: Officers and Directors**

**Section 1.** Officers of the Corporation shall consist of the President, Vice-President, Secretary, and Treasurer.

- a. The President and Vice-President shall be elected annually for one (1) year terms, with no more than three (3) consecutive years in the same position. The offices of Secretary and Treasurer shall serve two (2) year terms, with no more than three (3) consecutive terms in the same office. The Secretary shall be elected during even numbered years and the Treasurer during odd numbered years. Terms of office shall run from January 1 to December 31, or until replaced. Nominees for Officers must be members in good standing for at least twelve (12) months prior to the Annual Meeting, with active participation in at least one (1) Corporation program or activity (High Point, Futurity, Promotion, etc.) during the current calendar year.
- b. In the event three (3) or more members are nominated for an office and no nominee receives a majority of the total votes on the first ballot, the two (2) nominees receiving the highest number of votes shall move to the second ballot and be voted upon.
- c. The election of Officers shall precede the election of Directors.

- d. All elections of the Corporation shall be held at the Annual Meeting in November.
- e. In the event no one runs for an office where the current holder's consecutive terms have come to an end, the current office holder would be allowed to re-run per term length set in Section 1a.

**Section 2.** The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, the immediate Past President, and the Directors.

- a. One Director shall be elected per every twenty (20) voting members or portion thereof based on the July 1st membership of the current calendar year. Directors have a three (3) year term. Nominees for the Board of Directors must be members in good standing for at least twelve (12) months prior to the Annual Meeting, with active participation in at least one (1) Corporation program or activity (High Point, Futurity, Promotion, etc.) during the current calendar year.
- b. Board Vacancies. A Board vacancy created due to an election at the Annual Meeting shall be filled by election at that Annual Meeting. A Board vacancy occurring during the calendar year due to a resignation, death, etc., shall be filled at the Board's discretion at the following Board Meeting based upon a majority vote of the Board members in attendance. Board members unable to attend may vote by proxy.
- c. Elected positions may be held by more than one member of an immediate family.
- d. Special Board Meetings may be called by the President or at the request of a majority of the Board, provided written notice stating the purpose, location, time and date are emailed and/or mailed seven (7) days prior to the date designated for the meeting. Reconsideration at a Special Board Meeting for any subject from the previous Board Meeting will require 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 General Meetings and Board of Directors meetings. The President shall 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 promote 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 Corporation's funds, which shall be deposited in the name of the Corporation at institutions designated by the Board of Directors. The Treasurer shall 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 of Directors members are required to chair, co-chair, or actively participate on a committee for one of the Corporation 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.** A minimum of six (6) Board of Directors meetings must be held annually. Board meetings may be held in conjunction with General Membership meetings. Notice of location, date, and time of the Board meetings must be provided to Board members via written notice or email fourteen (14) days prior to the date designated for the meeting. One of the Board meetings must be held in November and will be designated as the Annual Meeting.

- a. The election of Officers, Directors, and Delegates will be conducted at the Annual Meeting. Committee Chairs shall be (re)appointed at the Annual Meeting.
- b. One of the six (6) meetings must be held within three (3) months of a show or equivalent event for the purpose of financial reporting.
- c. In the event that inclement weather or other catastrophe results in cancellation of a regular membership meeting, that meeting need not be rescheduled to meet the six (6) meeting requirement.

**Section 2.** The Board of Directors shall establish regular membership meeting dates for the upcoming year at the first Board meeting of the year, with General Membership meeting dates 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 ABA.

**Section 2.** Delegates are expected to attend Region 10 meetings in order to qualify for AHA Convention funding. Alternate Delegates ("Alternates") are encouraged to attend Region 10 meetings.

- a. Excused absences will be allowed for weather or family emergencies and require prior notice to the head delegate. Delegates and Alternates consistently missing meetings may be replaced by Board action.
- b. Delegates and Alternates who, in one (1) year, accumulate more than two (2) unexcused General Meetings absences may be replaced by Board action. The replacement shall serve the remainder of the term of the Delegate being replaced.
- c. In the event a Delegate cannot attend the AHA Convention after his/her registration is paid, an Alternate may attend in place of the Delegate.

**Section 3.** Delegates and a corresponding number of Alternates will be determined by priority of the number of votes received at the Annual Meeting.

**Section 4.** All Delegates and Alternates shall serve a two (2) year term, excluding the President. Delegates and Alternates may serve successive terms.

**Section 5.** The President shall serve as Regional Delegate and AHA Convention Delegate. The President, as head delegate, or his/her designee, shall submit a written report on the Region 10 meeting to the newsletter editor for inclusion in the next newsletter.

**Section 6.** Delegates and Alternates may be eligible for travel expense reimbursement.

- a. To be eligible for expense reimbursement, Delegates and Alternates will need to provide a Region 10 meeting report at the first General Meeting following the Region 10 meeting.
- b. Reimbursable travel expenses include actual cost of gas and food. Receipts must be presented for reimbursement to be considered.
- c. Convention monies, when available, will be decided by the Board of Directors, 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 7.** Region 10 Delegates and Alternates are expected to work at one (1) of the club events (shows, clinics, promotion booths, etc.) or to provide two (2) 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 (2) additional members shall be voted on annually. Responsible for drafting a list of nominees for office, directorship, Region 10 Delegates, and Alternate Delegates. Additional duties include ballot preparation, tallying results, and disclosure of outcome at the Annual Meeting.
- c. Directory: Appointed by the President and approved by the Board of Directors.
- d. Futurity: (To include purebred, half-Arabian, halter and performance, maturity). Chair appointed by the President and approved by the Board of Directors. Chair must attend Annual Meeting and submit 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 (1) for each meeting. Newsletters 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, 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. Parliamentary: 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. Shall be responsible for maintaining Corporation archives

**Section 5.** Each year, the President shall appoint a Budget Committee consisting of the Treasurer and two (2) 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 written for an amount over \$500 for 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 Robert's 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

Amended November 2020

Amended November 2022