

## **WQHA Bylaws**

### **Article I**

#### **Name and Purpose**

This organization shall be known as the Wisconsin Quarter Horse Association, Inc., hereinafter referred to in these bylaws as the Association. The Association shall at all times be operated and conducted as a not-for-profit corporation in accordance with the laws of the State of Wisconsin pertaining to such organizations and by which it will acquire such rights as granted to associations of this kind. The purpose of this association shall be to promote in all ways the interest of the American Quarter Horse; to increase the number of breeders, exhibitors, and pleasure riders; to advance all events in which American Quarter Horses are shown ~~or raced~~; and to do any and all things necessary to advance general interest and knowledge of the American Quarter Horse in Wisconsin.

### **Article II**

#### **Relationship to Parent Organization**

The Association shall aspire to be the official affiliate of AQHA. All proceedings of the Association shall be in harmony with the policies and activities of the American Quarter Horse Association.

### **Article III**

#### **Membership**

Membership shall be open to an individual, family, partnership, farm, firm, or corporation within or outside the state of Wisconsin. Only Wisconsin residents may be elected to office. Members of the Association shall become subject to the rules and the bylaws then in force or later adopted by the Association, and shall be subject to disciplinary action by the Association as provided by these bylaws. A family membership shall include husband and wife, parent or legal guardian, legal domestic partnership and children 18 years of age and under. All members of the family and farm name, if any, must be designated. A single membership shall be open to persons of any age. Family, farm, partnership, and corporation memberships must designate on the membership application two (2) people to represent said memberships on voting matters. Annual membership categories shall include single, family, partnership, farm, firm, or corporation. A lifetime family membership shall also be available. All annual memberships expire on December 31st. All annual memberships become effective on the postmarked date of payment or actual date of transaction. If a membership is renewed or received after the last day of the current show season, that membership will receive the benefits for the remainder of the current year and the following year.

Annual dues for continuing members are due and payable on January 1 of each year; all annual memberships become effective on the postmarked date of payment or actual date of

transaction and are not retroactive. Dues shall be set and reviewed from time to time by the Board of Directors.

## **Article IV**

### **Districts**

The State of Wisconsin shall be divided into six (6) districts as follows:

DISTRICT 1 shall consist of Ashland, Barron, Bayfield, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Iron, Lincoln, Marathon, Oneida, Pepin, Peirce, Polk, Portage, Rusk, St. Croix, Sawyer, Taylor, Vilas, Washburn and Wood counties.

DISTRICT 2 shall consist of Brown, Door, Florence, Forest, Kewaunee, Langlade, Marinette, Menomonie, Oconto, Outagamie, Shawano, Waupaca and Winnebago counties.

DISTRICT 3 shall consist of Calumet Fond du Lac, Manitowoc, Ozaukee, Sheboygan and Washington counties.

DISTRICT 4 shall consist of Adams, Buffalo, Columbia, Crawford, Dodge, Green Lake, Jackson, Juneau, La Crosse, Marquette, Monroe, Richland, Sauk, Trempeleau, Vernon and Waushara counties.

DISTRICT 5 shall consist of Dane, Grant, Green, Iowa, Jefferson, LaFayette, and Rock counties.

DISTRICT 6 shall consist of Kenosha, Milwaukee, Racine, Walworth and Waukesha counties.

## **Article V**

### **Officers**

The officers of the Association shall be President, Vice-President, Secretary and Treasurer. The President shall preside at all regular and special meetings and perform such other duties as are customary to the office of President. The Vice-President shall assume the duties of the President when he/she is absent from a meeting or is unable to act for other reasons. The Secretary shall perform the customary duties pertaining to such offices subject to the authority of the Board of Directors. The treasurer shall be appointed by the Board of Directors. The appointed treasurer shall have previous experience in accounting and shall be knowledgeable and familiar with accepted accounting procedures. The appointed treasurer will be a ~~non~~-voting member of the Board of Directors and shall ~~not~~ be included when establishing a quorum.

### **Terms of Office**

The President shall be elected for a two-year term; the other officers shall be elected for a one-year term.

## **Article VI**

### **Regional Vice-Presidents**

The number of regional Vice-Presidents shall be three (3). One Vice-President shall be elected by the members residing in districts 1 and 2. One Vice-President shall be elected by the members residing in districts 3 and 4. One Vice-President shall be elected by the members residing in districts 5 and 6. Each Regional Vice-President shall assist the District Directors in his/her region, provide help with shows if requested, and see that the District Directors call meetings in October in the respective districts to nominate one or more candidates for District Director and one or more candidates for Regional Vice-President to be placed on the ballot for the annual election.

## **Article VII**

### **District Directors**

Each district shall elect one or more persons to serve as District Directors in the ratio of one Director per 50 membership votes, i.e. one Director for 1-50 membership votes; 2 Directors for 51-100 membership votes; and 3 Directors for any number over 100 membership votes. The number of Directors representing each of the Wisconsin districts shall be determined by the total number of membership votes in each district on October 1st of the previous year. The duty of the District Director shall be to serve on the Board of Directors and vote on such matters as come before the Board. Each elected Director shall have the right to select an alternate from his/her district to attend and vote at meetings of the Board of Directors which the Director is unable to attend. In case of vacancy due to death, resignation, suspension, or a move from the district, The Board of Directors shall by a majority vote of the entire Board, elect a successor from the respective district to serve until the next regular annual meeting.

## **Article VIII**

### **National Directors**

Candidates for National Director for the state of Wisconsin may be nominated by the Association membership for approval by the American Quarter Horse Association. The National Directors from Wisconsin and any honorary AQHA Vice-Presidents residing in Wisconsin may be asked to serve as voting members of the Board of Directors. In return for their voting privileges, their duties shall be:

- a) To consider any question brought to them by any member residing in the state and to willingly give their counsel and advice;
- b) To bring to the attention of the AQHA any question or problem which cannot be resolved by the state Board of Directors and follow through until resolution;
- c) To update the WQHA Board of Directors at meetings held thru out the year. If unable to attend, a report shall be emailed to the Board prior to the meeting.
- d) To report to the membership pertinent details of the AQHA annual convention. This report shall be published in the minutes of the Association on the WQHA website. The responsibilities of the National Directors in the American Quarter Horse Association are outlined in the AQHA

rule book. The Board of Directors may reimburse travel expenditures of the National Directors with prior approval.

When a vacancy occurs in the AQHA National Directorship for Wisconsin and due notification of the vacancy has been received from the AQHA, an election to establish a nominee from the state of Wisconsin to fill this vacancy shall be conducted. The nominations shall follow the process indicated in Article XI of the bylaws. The individual selected as the Wisconsin nominee in the voting process will be the candidate nominated by the WQHA to the AQHA nominating and credentials committee. The AQHA nominating and credentials committee will select the National Director from a list of candidates including the WQHA Nominee.

## **Article IX**

### **Board of Directors**

The Board of Directors shall consist of the elected Officers, the three Regional Vice-Presidents, the District Directors, the Immediate Past President, the National Directors, Directors-at-Large, Directors Emeritus and Honorary AQHA Vice-Presidents residing in Wisconsin. The general management of the Association shall be conducted by the Board of Directors. The term of office of the Board of Directors shall be one (1) year beginning January 1. Meetings of the Board shall be called by the president at such time as he/she feels is necessary. At least one meeting shall be called and convened every sixty (60) days. If the President does not call this meeting, it may be called by any five (5) Directors of the Board. Notice of meetings of the Board of Directors shall be given in a reasonable time to each Director by mail, telephone, fax or e-mail.

Reasonable notice and the method of giving notice shall be determined by the President and the Secretary, keeping in mind the urgency of the business to be conducted. Location of the meeting shall be determined by the President. A majority of the Board (including alternates) shall constitute a quorum for conducting business. The ex-officio members of the Board (past president, National Directors, Directors-at-Large, Directors Emeritus, and Honorary AQHA Vice-Presidents) shall not be counted in the quorum but their votes shall count in the conduct of business. If any member of the Board of Directors misses three (3) consecutive meetings ~~without a valid excuse or without sending an alternate, this Board member may~~ shall be removed from office and shall not be eligible for office for a one-year term. ~~at the discretion of the Board of Directors, and~~ A successor shall be appointed by the Board to serve the remaining term of office. Any District Director or Regional Vice-President may be removed from office at any time by a majority vote of the members in his/her district or region at a meeting called for that purpose, provided at least a ten (10) day notice has been given in writing to each member of that district or region. An officer of this Association may be removed at any time by a majority vote of the general membership attending a meeting called for that purpose, provided at least a ten (10) day notice has been given in writing to each member of the Association. The quorum for this action shall be that as defined in Article XIX Section 2 of these bylaws.

## **Article X**

### **Executive Committee**

The Executive Committee (EC) shall consist of the elected Officers and the Regional Vice-Presidents. Only one member of a family (husband, wife and children 18 years of age and under) may serve as a voting member of the Executive Committee at any time. The Executive Committee shall act on behalf of the Board to conduct the day-to-day business of the Association which does not require a full meeting of the board. Meetings of the Executive Committee shall be held at the discretion of the President as required to conduct the business of the Association. The agenda of the Executive Committee meetings shall be communicated to the Board of Directors one week prior to the meeting of the committee. Location of the meetings shall be determined by the President. A majority of the Executive Committee shall constitute a quorum for conducting business.

## **Article XI**

### **Elections**

A nominating committee, consisting of the Regional Vice-Presidents, shall prepare a slate of nominees for officers of the Association. The nominee for President must have experience as a member of the WQHA board. At district meetings held prior to the annual meeting, nominees shall be selected from the floor for the offices of District Director and Regional Vice-President. The nominating member must reside in the nominee's district or region. All nominees shall be presented at the annual meeting by the Elections Committee. Additional nominations for all positions may be taken from the floor providing the nominator and nominee are current members of WQHA. The election of the Board of Directors (Officers, District Directors, Regional Vice-Presidents), and the confirmation of a National Director Nominee, shall be by mail ballot. Ballots shall be mailed within two (2) weeks of the annual meeting to all members in good standing of the Wisconsin Quarter Horse Association. There shall be space on the ballot for write-in candidates. Ballots shall include the date of the December Board of Directors meeting at which the votes will be validated.

Each member shall vote for all Officers and for the District Directors and Regional Vice-President from his/her respective district and region. A family, partnership, farm, firm or corporation membership shall be allowed two (2) votes; a single membership is allowed one (1) vote. All marked ballots shall be placed in a sealed envelope and received by the Election Committee at the designated address by the first Saturday of December. Ballots will be counted and election results validated by an in-person meeting of at least three members of the Executive Committee. The Election Committee chairperson appointed by the EC shall present the results of the voting at the December meeting of the Board of Directors. The Board shall consider any election challenges and shall validate election results. The decision of the board is final. If at the close of nominations at the duly held annual meeting, there are no contested positions, the Executive Officer may call for a vote of acclimation from the floor, this vote will supersede

the mailing of ballots and nominated officers and directors will stand as elected. This process will only be used in lieu of a ballot vote when there are no contested positions. If upon the close of nominations there are no contested races for Executive Committee Members, the chair may call for a vote of the members present to elect the Executive Committee and advise the elections committee to mail ballots to the respective districts with contested races for District Director.

## **Article XII**

### **Committees**

Various committees and their chairpersons may be appointed by the president and approved by the Board to help conduct the business of the Association. Committee chairpersons may attend any meetings of the Board as non-voting members. Committee chairs are required to submit a proposed budget for approval by the Board of Directors. ~~Committees are to submit a report for all Board of Director Meetings.~~ All committees shall report to the Board on their activities and recommend policy changes to the Board. All expenditures beyond the budgeted amount for the committee must be approved by the Board prior to the expenditure. All financial transactions conducted by committees (i.e. disbursements and receivables) will be conducted through the office of the WQHA treasurer. Chairpersons must submit a financial report to the Board at the conclusion of their committee's activities for the current fiscal year. Committees shall be required to turn over all hard copy and digital files to the WQHA Board of Directors upon request at completion of the committee's activities, or upon chairperson's resignation. Any member of a committee who fails to perform his/her duties may be removed from the committee by a two-thirds vote of the Executive Committee.

## **Article XIII**

### **Meetings**

The annual meeting of the Association shall be held at a location and time determined by the President, not prior to the second Saturday in October, nor later than the second Saturday in November. Notice of the annual meeting shall be published in the calendar of events on the WQHA website, emailed and/or mailed. The annual awards banquet shall be held on a date approved by the Board of Directors. District members select nominees for district office. In addition to the annual meeting, a general membership meeting may be held in the spring if called by the Board of Directors with proper notice to the membership.

Special meetings may be called by the President or by any five (5) members of the Board of Directors with at least a ten (10) day written notice and an agenda indicating the purpose of the meeting. At all meetings of the Association, holders of a family, partnership, farm, firm or corporation membership shall be allowed two (2) votes provided the designated representatives are present; holders of a single membership shall be allowed one (1) vote. Proxy votes will be accepted for any member in good standing provided that the presiding

officer has a signed statement authorizing the proxy vote. Board members attending via teleconference or virtually, shall have one vote and will count towards a quorum. In the event that a quorum is not present for a Board of Directors meeting, members in attendance from a director's home district may be appointed by the presiding officer to proxy for that director provided that no district may be represented by more than their allotted votes.

#### **Article XIV**

##### **Employees**

Some paid positions are necessary for the day-to-day operations of the Association. The Board of Directors shall review all applications for paid positions and hire applicants on a yearly basis by a majority vote. Applications for paid positions shall be submitted no later than October 30 of each year. Employee contracts shall run from January 1 through December 31 each year. Paid positions shall receive compensations including salary and office expenses as determined by the Board of Directors. All paid ~~and unpaid~~ positions shall submit a written ~~monthly~~ report for each Board of Directors meeting. All paid positions, ~~paid or unpaid~~, shall be required to turn over all hard copy and digital files to the WQHA Board of Directors upon request, annually upon completion of term, or upon resignation.

#### **Article XV**

##### **Disciplinary Action**

Any person placed under disciplinary sanction by the American Quarter Horse Association, i.e. expulsion, suspension, etc. is automatically placed under sanction by the Association. Sanctions shall apply to all Association activities, i.e. show, futurities, etc., Disciplinary restrictions imposed by the Association shall conform to the restrictions imposed by the AQHA. The following acts and proof of their commission established to the satisfaction of the Board of Directors shall be sufficient grounds for suspension or expulsion of any member from the Wisconsin Quarter Horse Association: Not paying or giving a worthless check for entry fees, office charges, stall charges, stock charges, advertising payments and any other fees or debts delinquent over 90 days, provided that the members are provided with written notice by certified mail of the impending suspension. Board of Directors request for a hearing must be made in writing to the President within 15 days of receipt of the suspension notice. Any member is entitled to a fair and impartial public hearing to appeal a potential suspension or expulsion prior to a vote by the Board of Directors. Notification of suspension or expulsion shall be by certified mail, return receipt requested. A member suspended or expelled by this Association may be reinstated by a majority vote of the Board of Directors. Reinstatement following sanctions imposed by the AQHA shall require written proof of reinstatement by the AQHA and approval of the Executive Committee of the WQHA.

#### **Article XVI**

##### **WQHA State Show**

The annual Wisconsin Quarter Horse Association State Show shall be held as approved by the American Quarter Horse Association.

#### **Article XVII**

##### **Fiscal Year**

The fiscal year of the Association shall be from January 1 through December 31.

#### **Article XVIII**

##### **Contracts**

Written contracts of the Association shall be executed on behalf of the Association by the President, provided they are reviewed and approved by the Executive Committee and/or the Board of Directors.

#### **Article XIX**

##### **Amendments**

These bylaws may be amended in either of the following ways:

1) At any annual or general meeting of the Association by a majority vote of those present and voting provided that:

a) the amendment has been approved and recommended by a majority of the Board of Directors present at a properly convened meeting and

b) all proposed amendments have been published on the WQHA website and/or emailed to the membership prior to the meeting at which they are to be voted on: or

2) At any annual or general meeting by three-fourths of the members present and voting provided there is a quorum of one-fourth of the membership from within the state of Wisconsin. A proxy (as defined in Article XIII) shall be counted toward the quorum.

3) If unforeseen circumstances arise affecting the way business is conducted by the Wisconsin Quarter Horse Association or the By-Laws of the Wisconsin Quarter Horse Association a temporary change to an Amendment can be made providing number 1 or 2 under Article XIX is followed and a time frame is stated when it pertains to a specific year or circumstance.

#### **Article XX**

##### **Dissolution of the Association**

In the recent event that the Association is dissolved for any reason, the assets of the corporation shall be designated for the American Quarter Horse Youth Association Scholarship Fund.

*Updated at the October, 2020 WQHA Annual Meeting*