



## **Wisconsin Shorthorn Association Bylaws**

*Adopted: February 18, 2017*

### **Article I Name**

This Association shall be known as the Wisconsin Shorthorn Association, officially abbreviated as WSA.

### **Article II Purpose**

The purpose of the Wisconsin Shorthorn Association shall be to:

- a) Promote membership in the Wisconsin Shorthorn Association and interest in Shorthorn and ShorthornPlus cattle;
- b) Support the individuals and groups who provide Shorthorn and ShorthornPlus cattle and products in our state;
- c) Provide education, promotion, youth development, and social opportunities; and
- d) Solicit, receive and administer funds for educational and promotional purposes.

In addition, in furtherance but not in limitation thereof:

The Association shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Association shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under section 501(c)(3) of the Code. The Association shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code.

In the event of dissolution or liquidation of the Association, any assets then remaining shall be distributed among such other Associations as shall qualify at the time as exempt Associations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (d).

No part of the net earnings of the Association shall inure to the benefit of any member of the Association or other private individual except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Association shall be distributed directly or indirectly to any member of the Association except in fulfillment of its charitable and educational purposes enumerated herein.

The Association also has such powers as are now or may hereafter be granted under the laws of Wisconsin that are in furtherance of the Association's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code

### **Article III Membership**

Section 1: Any breeder or other interested person may become a member of this Association by paying the annual dues.

Section 2: Each membership (dues payment) entitles the farm or individual to one vote.

### **Article IV Dues**

Section 1: The annual dues of this Association shall be determined at the annual meeting by a majority vote.

Section 2: Dues shall be payable annually and shall become due at the annual meeting or as determined by the Board of Directors.

Section 3: The fiscal year of this Association shall begin on January 1 of each year and end on December 31 of the same year.

### **Article V Executive Board of Directors, Officers and Committees**

Section 1: The governing body of this Association shall be a Board of Directors consisting of no less than 7 members elected by nomination of the general membership for 3 year terms as follows: Two directors are elected in even numbered years. Three directors are elected in odd numbered years. A Board member may not serve more than two consecutive terms.

Section 2: The Executive Board of Directors shall consist of 7 board members and Secretary and/or Treasurer, the Lassie Chairperson, the Junior Advisor and the Junior President. All Executive Board members must be paid members in good standing. The Lassie Chairperson, the Junior Advisor and the Junior President shall not have voting privileges. The Secretary and/or Treasurer shall not have voting privileges unless holding one of the 7 elected board positions. The Lassie Chairperson and Junior Advisor shall be approved by the Board.

Section 3: The officers of the Association shall be President, Vice President, Secretary and Treasurer. The President and Vice President shall be elected from the current Board for

1 year terms at a Board meeting immediately following the annual meeting. The Secretary and Treasurer shall be elected annually at the annual meeting. Only the 7 Executive Board of Directors has board voting privileges

Section 4: Nominations from the general membership for the Secretary and/or Treasurer position/s are required at each annual meeting. Two different people can be nominated to fill the Secretary and Treasurer positions. If the Secretary or Treasurer jobs are fulfilled by a non-Board member then that person/s does not have Board voting privileges.

Section 5: If an elected Director, Secretary, and/or Treasurer cannot serve the full term the remainder of the Executive Board may appoint a person to replace that officer until the time of the next election.

#### Section 6: Duties of Executive Board of Directors

The Executive Board shall have full management of the business affairs of the Association. The President may authorize expenditures in excess of the Association's approved annual budget without board approval when Executive Board meetings are not practical. The Secretary and/or Treasurer may pay budgeted Association expenses, not to exceed the approved amount. Expenses in excess of the budget must be approved by the President or the Executive Board.

#### Section 7: Duties of the Officers

President: It is the President's responsibility to preside at all meetings of the Wisconsin Shorthorn Association, Board of Directors and Executive Committee and shall perform the usual duties of a presiding officer; shall call special meetings of the Association or Board for due cause; shall act as parliamentarian unless he or she designates otherwise, and appoint Directors to standing and special committees.

Vice-President: Shall act in the capacity of President in the absence of the latter or when called to the chair by the President.

Secretary: Shall keep the minutes of all meetings of the Wisconsin Shorthorn Association, Board of Directors, and Executive Committee; shall handle all correspondence of the Association and Board.

Treasurer: Shall keep an account of all receipts and disbursements of the Wisconsin Shorthorn Association, shall submit a financial report at each meeting of the Board; shall submit an annual financial report of the Association; shall submit the books for review within 30 days of the end of the fiscal year; and serve as a member of the Finance Committee.

Directors: Shall serve on at least one committee of the Wisconsin Shorthorn Association.

#### Section 8: Standing Committees

Budget and Finance  
WSA State Show  
Farm Technology Days  
Fundraising  
Directory, Advertising, and Public Relations  
Lassies

A chairperson is selected by each individual committee to prepare and present a report for the annual meeting.

### **Article VI Annual Meeting**

Section 1: The annual meeting of the Association shall be held each year at a place and time to be determined by the Executive Board. The agenda may include (but is not limited to):

- 1) Minutes of previous annual meeting
- 2) Financial reports
- 3) Election of Executive Board
- 4) Establishment of annual dues
- 5) Selection of site for state picnic
- 6) Selection of site for the WSA State Junior and Open Shows
- 7) Junior Board report
- 8) Selection of WSA Lassie Queen
- 9) Review of the bylaws

### **Article VII Meetings**

Section 1: Those present and authorized to do the business of the Wisconsin Shorthorn Association shall constitute a quorum of voting members, provided that a majority of the Association Board of Directors is present.

Section 2: Roberts Rules of Order shall govern all meetings of the Wisconsin Shorthorn Association.

### **Article VIII Finance**

The Wisconsin Shorthorn Association Board of Directors shall appoint one or more qualified examiners to examine and review the books, records, and year-end report of the Secretary and/or Treasurer of the Wisconsin Shorthorn Association. The examination should include a full review of the account books, checkbook, receipts, and Secretary and/or Treasurer reports. The examination should result in a written report signed by the examiner(s) that includes starting and ending balances, summary of income and expenditures for all accounts and a statement indicating whether or not the books are in order. The examiner(s) should not be related to the Secretary and/or Treasurer. The Board shall first review the report with its

findings and recommendations. The report will then be presented annually to the Association at the annual meeting.

### **Article IX Amendment of Bylaws**

These bylaws may be amended by a two-thirds vote of the members present at an annual meeting. The WSA membership must be given two weeks (14 days) notice of the proposed amendment.