

WISCONSIN HEREFORD ASSOCIATION  
(cooperative)

~~BY-BY~~LAW I

Section 1. The provisions of the Article of Incorporation of the association are hereby made a part of these ~~by-laws~~.

Section 2. Purpose of the WHA

- (a) To develop and promote the Hereford breed through education, research, and sponsorship of shows, breed improvement programs, breeder institutes, and other programs to encourage improved genetics to advance the breed.
- (b) To promote the Hereford breed by owning and publishing newsletters, and periodicals devoted primarily to the breed and to prepare and distribute pamphlets, circulars, news releases, directories, and all other kinds of publications as well as using every type of communication media to aid the growth and development of the Hereford breed.
- (c) To do any or all other things necessary, legal, and proper to advance the interests of Herefords.
- (d) The Wisconsin Hereford Association is organized exclusively for the purpose of providing educational information and services to any person/persons who have an interest in beef cattle.

~~BY-BY~~LAW II Fiscal Year

The fiscal year of the association shall end on December 31 of each year.

~~BY-BY~~LAW III Meetings Section 1.

Meetings

- (a) The Annual Meeting of the association shall be held within sixty days of the end of the fiscal year, at such time as the Board of Directors determine. Notice of said meeting shall be sent thirty days in advance to all members.
- (b) Regular meetings of the association may be held throughout the fiscal year. Notices of the time and place of these meetings will be sent to all members within thirty days of said meeting.
- (c) Special meetings may be called by the president of the association. Members of the association shall be informed of the time and place and purpose of special meetings within thirty days of said meeting.
- (d) Special meetings may be called upon written demand of at least twenty percent of the membership. Notification of such meetings will follow the procedures as stated above.

## Section 2. Quorums

The number of members necessary to constitute a quorum at a meeting of this association shall be as follows:

- (a) At the Annual Meeting and regular meetings, a quorum shall consist of 15% of the membership.
- (b) At any special meetings, a quorum shall consist of 10% of the membership. This quorum may transact any business other than amending the Articles of Incorporation, which must be done at an Annual Meeting.

## Section 3. Voting

Each membership is entitled to one vote on each question. Voting by proxy and e-voting will be accepted as prepared by the association. If paper ballot is needed member must request.

## Section 4. Order of Business

The order of business of the Annual Meeting, and so far as applicable, at all other meetings shall be substantially as follows:

- (a) Meeting called to order
- (b) Secretary's report
- (c) Treasurer's report
- (d) Reports of officers and committees
- (e) Old Business
- (f) New Business
- (g) Election of Directors
- (h) Adjournment

Rules of order: Meetings of the members and of the Board of Directors shall be conducted according to Roberts Rules of Order (revised) except as otherwise provided in these ~~By-By~~ laws.

## Section 5. Membership

- (a) Active Membership – available to individuals who are interested in the breeding of Hereford cattle. A membership may be issued under a breeder–member's individual name or a breeder–member's firm name. Memberships are issued and renewable annually by paying the annual membership fees. Each membership carries with it full voting privileges – one vote per membership.
- (b) Associate Membership – available to those involved in commercial herds, education and research stations, and others who desire the privilege of receiving circular letter information and periodicals from the WHA. They would not receive voting privileges. Memberships are issued and renewable annually by paying the annual associate membership fees.
- (c) Junior Membership – available to any boy or girl under 21 years of age who in interested in Hereford cattle, by paying the designated junior membership fee. A junior membership carries no voting privileges and shall cease upon reaching the age of 21, at which time they receive a one year free membership in the WHA.

Section 1. Election

- ~~(a) The State of Wisconsin shall be divided into four districts of approximate equal membership. Each district shall be represented by 2 board members and 4 (statewide) at large members, elected by mail or electronic ballot from their respective districts. The membership districts should be reapportioned every ten years.~~
- ~~(b) The retiring director, or in his absence, the president, shall present nominations from his district to the secretary forty five days prior to the Annual Meeting. The secretary shall notify each member electronically with the Annual Meeting notice. All countable mail in ballots/electronic votes must be submitted to the secretary prior to the Annual Meeting or brought to the Annual Meeting. Write-in candidates will be permitted on the ballots.~~
- ~~(c) Directors are elected to a three year term. A director may be re-elected for one second year term. At the conclusion of that second term, there must be a lapse of one year before re-election to the board.~~
- (a) The Board of Directors shall consist of twelve (12) members, all elected at large by the full membership. Directors shall represent the organization on a statewide basis, with no geographic district divisions. All directors shall be nominated and elected without regard to regional affiliation, giving equitable representation of the membership throughout Wisconsin. Directors shall be elected by mail or electronic ballot.
- (b) The retiring director, or in their absence, the president, shall present nominations to the secretary no later than forty-five (45) days prior to the Annual Meeting. The secretary shall distribute notice of the nominees and ballots electronically along with the Annual Meeting announcement. All valid mail-in or electronic ballots must be submitted to the secretary prior to the Annual Meeting or delivered in person at the meeting. Write-in candidates will be permitted on the ballots.
- (c) Directors are elected to a three-year term. A director may be re-elected for one consecutive three-year term. After serving two consecutive terms, the director must step down for at least one year before being eligible for re-election.

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Section 2. Vacancies

Vacancies occurring of the Board of Directors, except any caused by removal by association members, may be filled by the remaining directors until the next election by the members of the association.

Section 3. Meetings

- (a) Time – The directors shall hold their annual meeting within ten days after the annual meeting of the WHA. They shall hold a regular meeting at least once every six months at such time and place as the board so chooses. The president may call an additional meeting at any time or shall do so upon a majority of the board of directors.
- (b) Notice – Need not be given at the annual meeting of the board of directors if it is held immediately following the Annual Meeting of the membership. Notice of all other board meetings will be given to directors at least two weeks prior to said meeting.

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Section 4. Quorum

A majority of the directors shall constitute a quorum.

Section 5. Compensation

Each director shall receive no compensation for services as a director.

#### Section 6. General Powers and Duties

The directors shall conduct, manage, and control the affairs and business of the WHA. They shall have an adequate accounting system in place and require the proper records of all business transactions to be kept and audited, and reports made to the Secretary of State and other officials annually, or as otherwise required by law.

#### Section 7. Officers

The directors at their annual meeting shall elect from their number, a president and vice-- president. They shall also select a secretary and treasurer, or contracted accounting firm, who will carry out the business of the association. Compensation for the secretary and treasurer, or contracted accounting firm, will be established by the board of directors.

#### Section 8. Executive Committee

The officers of the board of directors shall serve as the Executive Committee and perform the business of the WHA within the written limitations fixed by law (Section 180.13(2), Wis Statues 1943.

#### Section 9. Committees

The president shall appoint the following committees: sale, membership, promotion, and any other committees as deemed necessary for the operation of the WHA functions. Committee members may serve any number of terms.

#### ~~Section 10: Bonding~~

~~The board of directors shall require that every officer, who is entrusted with over \$1,000 of association funds, be bonded in such amount as the directors determine.~~

#### Section ~~11~~10. Insurance

The board of directors will provide ~~for~~ adequate liability insurance to cover employees, members, and the public and shall maintain fidelity insurance to safeguard the association's financial assets.

#### ~~BY-BY~~LAW V Secretary and Treasurer Duties

##### Section 1 – Secretary

The secretary shall have general charge of the ordinary and usual business operations of the association, under and subject to the direction and approval of the board of directors. The secretary shall carefully preserve all books, documents, correspondence, and records of whatever kind pertaining to the business of the association.

##### Section 2 – Treasurer

The treasurer, or contracted accounting firm, shall be required to maintain all financial records and accounts in such a manner that the condition of the association may be correctly ascertained at any point in time. He shall render annual and periodic statements in the form and manner prescribed by the board of directors.

#### ~~BY-BY~~LAW VI Audits

Section 1 – At the close of each fiscal year, and at such other times as the board shall determine, the treasurer, or contracted accounting firm, will make an accurate written statement of the financial condition of the association, including an accurate inventory of all property.

Section 2 – At the close of the each fiscal year, and at such times as the board shall determine, the books and accounts of the association shall be carefully audited by a committee appointed by the president. This committee will make a detailed report to the board of directors and the association membership.

#### ~~BY-BY~~LAW VII Capital Structure

Section 1 – Capital Reserves – the board of directors is authorized to retain reasonable reserves in order to carry out effectively the purposes of the association. However, no part of the income of the association shall be given back to the members of the association, except for services rendered. No part of the net earnings shall insure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes of the Wisconsin Hereford Association.

Section 2 – Capital Termination – In the case of dissolution, any remaining funds of the Association shall automatically be given to the Wisconsin Junior Livestock Show's general fund. The Wisconsin Junior Livestock Shows ( also known as the Wisconsin Livestock Breeders Association) must qualify as a 501 C (3) organization at the time of distribution. Upon the dissolution of the Wisconsin Hereford Association, assets shall be distributed for one or more tax exempt purposes within the meaning of section 501 C (3) of the Internal Revenue Service. Any such assets not disposed of shall be disposed of by the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Section 3 – The Wisconsin Hereford Association will not include in its activities the carrying on of propaganda or otherwise attempting to influence legislation and will not participate or intervene in any political campaign on behalf of any candidate for public office. The WHA shall not participate in any other activities that are not permitted by a 501 C (5) tax exempt association.

#### ~~BY-BY~~LAW VIII Amendment of By-Laws

By a vote of a majority of the membership voting, ~~by-by~~ laws may be enacted, amended, or repealed at any regular meeting or at any special meeting of the association members called for that purpose.

#### ~~BY-BY~~LAW IX Provisions of laws govern

Each provision of these ~~By-By~~ Laws and of each amendment or addition thereto, will be effective only if and so long as it is not contrary or inconsistent with the law or with the Articles of Incorporation of this association.

These ~~By-By~~ Laws were adopted by the membership meeting held on February 5, 1953 at Madison, Wisconsin.

~~By-By~~ Law 4, Section 1 C and Section 6 were amended at the annual meeting on February 4, 1961 at Wisconsin Dells, Wisconsin.

~~By-~~Law 4, Section 1 A and C were amended at the annual meeting on February 19, 1972 at Waukesha, Wisconsin.

~~By-By~~ Law 3, Section 1 B; ~~By-By~~ Law 4, Section 7; and ~~By-~~Law 4, Section 8 B were amended at the annual meeting on February 24, 1973 at Fond du Lac, Wisconsin.

~~By-By~~ Law 3, Section 1 B was amended at the annual meeting on February 28, 1976 at Stevens Point, Wisconsin.

~~By-By~~ Law 1, adding Section 2; ~~By-~~Law 3, Section 1 B amendment; ~~By-~~Law 5 to delete Section 1 and ~~re-re~~ number section; and add Section 7 A, B, and C to ~~By-~~Law 3 was amended at the annual meeting on February 3, 1990 at Tomah, Wisconsin.

~~By-By~~ Law 1, Section 2; ~~By-~~Law 3, Section 1,2,3,5; ~~By-~~Law 4, Section 1C, and ~~By-~~Law 5 were amended at the annual meeting on February 1, 2003 at Portage, Wisconsin.

~~By-By~~ Law 1, Section 2 D; and ~~By-~~Law 7, Sections 1,2,3 were amended at a special membership meeting held on November 2, 2003 at Tomah, Wisconsin.

Association Name, ~~By-By~~ Law 1, Section 2 A,B, C, D; ~~By-~~Law 3, Section 5 A,B,C; ~~By-~~Law 4, Section 3 A, 6, 8, and 9 and ~~By-By~~ Law 6, Section 1,2,3 changed the terminology of Polled Hereford to Hereford and revised WPHA to read WHA. ~~By-By~~ Law 6, Section 3 amended the tax status from 501 C 3 to 501 C 5 at the annual meeting held on February 11, 2012 at Wisconsin Dells, Wisconsin.

~~By-By~~ Law 4, Section I A was amended to define the election of district directors at the Annual Meeting on January 31, 2015 at Wisconsin Dells, Wisconsin.

By-Law III, Section 3, was amended to allow voting by electronic methods, as prepared by the Association. Paper ballots will be available to members that request. ~~By-~~Law4, Section 1 A, B, was amended to allow representation by ~~Directors-at-Large~~; to allow the President to nominate District Directors (if a nomination is not presented by the retiring Director), and to allow electronic notification of elections/ Annual Meeting. ~~By-~~Law III, Section 3 and ~~By-~~Law4, Section 1 A, B, were amended at the Annual Meeting on January 20, 2024 at Mauston, WI.

Signed:

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Steven Merry, WHA President

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Date

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Lisa Davis, Secretary

\_\_\_\_\_  
Date