

BY-LAWS

OF

**WISCONSIN INTERSCHOLASTIC
HORSEMANSHIP ASSOCIATION, LTD.**

ADOPTED MAY 15, 2011

AMENDED DECEMBER 13, 2017

BY-LAWS

OF

**WISCONSIN INTERSCHOLASTIC
HORSEMANSHIP ASSOCIATION, LTD.**

ARTICLE 1. NAME AND PURPOSE

1.1 Name. The name of this organization shall be "Wisconsin Interscholastic Horsemanship Association, Ltd.", a non-stock, non-profit, corporation (hereinafter referred to as "Corporation").

1.2 Purpose. The purpose of this Corporation shall be to promote continuous growth in programs fostering horsemanship education, to sponsor activities to encourage interscholastic participation and to have cooperative adult supervised leadership for all students in grades 6 through 12.

ARTICLE 2. BOARD OF DIRECTORS

2.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be as set forth in Section **2.2**.

2.2 Number, Tenure. The number of Directors shall be not less than three (3) and not more than seven (7). The Directors shall be selected as specified in Section 2.7 of these By-Laws. Directors shall serve staggered terms of three (3) years each. Each Director shall serve no more than two (2) successive terms. A Director shall be eligible for re-election as specified in Section 2.7 after a resting period. The resting period shall commence upon expiration, resignation, or removal as provided in these By-Laws and continue for two (2) years. The length of the resting period may be reduced on a case-by-case basis by the affirmative vote of two-thirds (2/3) of the Board of Directors at any duly called regular or special meeting of the Board of Directors. Each Director shall hold office until a successor shall have been elected, or until death, resignation, or removal as provided in these By-Laws. A Director may be removed from office by an affirmative vote of a majority of the Directors at a special meeting of the Directors called for that purpose. A Director may resign at any time by filing a written resignation with the Secretary of the Corporation.

2.3 Annual and Regular Meetings. The annual meeting of the Board shall be held in the month of November at the principal offices of the Corporation or such other place as the President may designate by notice to the Directors. Regular meetings of the Board shall be held monthly at the principal offices of the Corporation, via tele-conference or such other place as the President may designate by notice to the Directors. Directors shall attend all annual and regular meetings.

2.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any one Director. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

2.5 Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by mail to each Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting shall be specified in the notice or waiver of such meeting, unless specifically required by law or by these By-laws.

2.6 Quorum. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

2.7 Appointment, Election and Vacancies. Directors shall be elected for three-year terms by affirmative vote of the majority of the current Directors and District Chairs at the Annual Meeting of the Corporation. Only duly registered District Chairs who have held the position for nine (9) months or more shall be eligible to vote. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the Directors then in office at a meeting called for such purpose even though they compose less than a quorum of the Board of Directors.

2.8 Agenda for Meetings.

- Call to Order
- Review, amend, if necessary, and approval of minutes of prior meeting
- Financial Report from Treasurer
- Election of Officers (annual meeting only)
- Report of President
- Old Business
- New Business
- Adjourn

2.9 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-laws or any provision of law to be taken at a meeting of the Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

2.10 Vacancies. The Board of Directors may at any time elect a successor to fill any vacancy on the Board.

2.11 Compensation. Directors shall serve in that capacity without compensation or any other "private inurement" as defined in the Internal Revenue Code.

ARTICLE 3. OFFICERS

3.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. Any two or more offices may be held by the same person, except for the offices of President and Vice President.

3.2 Election and Term of Office. All nominations for officers of the Corporation shall be submitted to the Board of Directors no later than October 25th. The officers of the Corporation shall be elected by majority vote of the Directors at the first regular meeting of the Board of Directors, which shall be held immediately following the annual meeting. Each officer shall hold office for a one year term, with the exception of Treasurer. The Treasurer shall hold office for a two (2) year term. Thereafter, at the annual meeting, the term of office shall expire. Each officer shall hold office until a successor shall have been duly qualified. Any officer may be removed from office by a majority vote of the Board of Directors. Officers may, but are not required to be, members of the Board of Directors.

3.3 President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors shall have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by Statute to some other officer or agent of the Corporation; and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.4 Vice President. In the absence of the President, or in the event of such person's inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the Board of Directors.

3.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall prepare and provide a financial report at the annual meeting. The Treasurer shall not act as a signatory for any district bank account.

3.6 Secretary. The Secretary shall keep the Minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records;

and in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

3.7 District Chair. Each district shall appoint and register with the Corporation one (1) District Chair. The District Chair shall, in general, supervise the business and affairs of the district and report on the same to the Board of Directors. The District Chair shall be entitled to vote at the annual meeting in the following matters: (1) election of new members of the Board of Directors, as specified in Section 2.7 of these By-Laws, and (2) any other matter as resolved by majority vote of the Directors. The number of districts and boundaries of each district may be changed by an affirmative vote of a majority of the Directors.

ARTICLE 4. COMMITTEES

4.1 General. There shall be such standing committees as are necessary to carry out the purposes and programs of the Corporation. As soon as reasonably possible after the annual meeting, the President shall appoint the chairperson of each committee with the approval of the Board of Directors. The President shall serve as ex-officio to all committees.

ARTICLE 5. EXECUTION OF PAPERS

5.1 Contracts. All documents made, accepted, or executed by Corporation shall be signed by the President and the Secretary.

5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.3 Checks, Drafts, etc. All checks drawn against funds of Corporation shall be signed by the President or Secretary/Treasurer.

5.4 Deposits. All funds of Corporation shall be deposited from time to time to the credit of Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

5.5 Gifts. The Board of Directors may accept on behalf of Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE 6. FUNDRAISING

6.1 General. All fund-raising activities must have the approval of the Board of Directors prior to any activities taking place. Liabilities arising from unauthorized projects are not the responsibility of the Corporation.

ARTICLE 7. AMENDMENTS

7.1 Amendments. These By-laws may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors at any duly called regular or special meeting of the Board of Directors.

ARTICLE 8. FISCAL YEAR

8.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December in each year.

ARTICLE 9. OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY

9.1 Liability of Directors and Officers. No person shall be liable to Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by her or him as a director or officer of the Corporation, or of any other corporation which she or he serves as a director or officer at the request of the Corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of her or his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which she or he had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled **as a** matter of law.

9.2 Indemnity of Officers and Directors. Every person who is or was a director or officer of the Corporation (together with the heirs, executors and administrators of such person) be indemnified by the Corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interests of Corporation and with no reasonable cause to believe that the action was illegal.

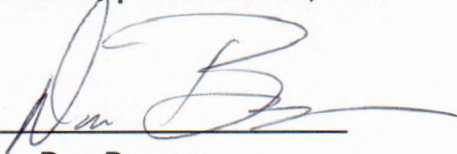
9.3 Employees. Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of Corporation with respect to any action taken or not taken in his or her capacity as such employee.

9.4 Rights of Law. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

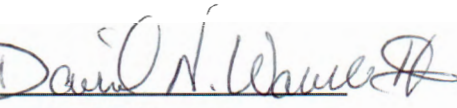
[signature page follows]

These By-Laws have been ratified and approved by resolution of the Board of Directors on this 13th day of December, 2017.

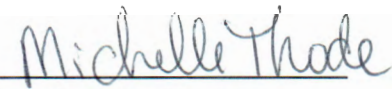
**Wisconsin Interscholastic
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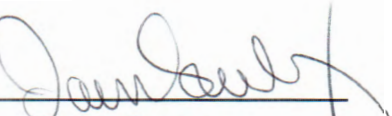
Name: Dan Barnes
Title: Director and President

By: 

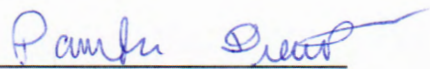
Name: David Warner
Title: Director and Vice President

By: 

Name: Michelle Thode
Title: Director and Secretary

By: 

Name: Dawn Scully
Title: Director and Treasurer

By: 

Name: Pam Drewek
Title: Director