



**WISCONSIN HUNTER & JUMPER  
ASSOCIATION, INC.  
BYLAWS (2011)**

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## WISCONSIN HUNTER & JUMPER ASSOCIATION, INC.

The Wisconsin Hunter and Jumper Association, Inc. (WHJA) was formed in 1964 to promote the competitive showing of horses by juniors and amateurs. It is the goal of this Association to provide leadership in the hunter and jumper areas and promote a friendly competitive atmosphere for juniors and amateurs.

WHJA was incorporated in 1976 as a tax-exempt organization under the Internal Revenue Code in order that it not pay taxes on income exceeding expenses. It is not, however, a charitable organization; therefore, dues and other contributions are not tax deductible.

The WHJA was reincorporated April 30, 1996. New articles of incorporation were filed with the State of Wisconsin.

### ARTICLES OF INCORPORATION OF THE WISCONSIN HUNTER and JUMPER ASSOCIATION, INC.

The undersigned executes these Articles of Incorporation for the purposes of forming a Wisconsin corporation pursuant to Chapter 181 of the Wisconsin Statutes, without stock and not for profit.

#### **Article I**

The name of the corporation shall be Wisconsin Hunter and Jumper Association, Inc.

#### **Article II**

The period of existence of the corporation shall be perpetual.

#### **Article III**

The purpose or purposes for which the corporation is organized is to engage in any lawful activity within the purposes for which

corporations may be organized under The Wisconsin Non-stock Corporation Law, Chapter 181, Wisconsin Statutes.

**Article IV**

The corporation shall have such class or classes of members, with qualifications, voting rights and all other matters related thereto, as may be set forth in the by-laws of the corporation.

**Article V**

The location of the principal office of the corporation shall be in Milwaukee, Wisconsin.

**Article VI**

The name and address of the initial registered agent of the corporation is KPMG Peat Marwick, 777 E. Wisconsin Avenue, Milwaukee, WI 53202.

**Article VII**

The number of directors of the corporation, other than the number constituting the initial board, shall be fixed by the by-laws but shall not be less than three. Directors shall have such qualifications, may be divided into such classes with such terms, and be elected or appointed in such manner as the by-laws prescribe.

**Article VIII**

The number of the directors of the corporation constituting the initial board shall be nine.

**Article IX**

The name and address of the incorporator is Tim Reardon; Reinhart, Boerner, Van Dueren, Norris & Rieselbach, SC; 1000 N. Water, Milwaukee, WI 53202.

# **BY LAWS OF THE WISCONSIN HUNTER & JUMPER ASSOCIATION**

## **Article I. Offices**

The principal office of the corporation shall be located in the City of Milwaukee, County of Milwaukee, State of Wisconsin. The corporation may have such other office or offices within or without the State of Wisconsin as the board of Directors may from time to time designate or as the purposes of the corporation may from time to time require.

## **Article II. Purpose**

The purpose of the corporation shall be to promote the competitive showing of horses by Junior and Amateurs within the State of Wisconsin, to encourage and assist in the conduct of horse shows, to provide a friendly competitive atmosphere for Juniors and Amateurs showing hunters and jumpers and to engage in any lawful activity necessary or convenient to accomplish the same. The definitions of “Junior”, “Amateur” and “Professional” shall be identical to the definitions contained within the current rules of **The United States Equestrian Federation (USEF)**.

## **Article III. Members**

### *Section 1. Class and Classification of Members*

The corporation shall have three classes of members. The classes shall be single, family and barn. Family membership may consist of husband and/or wife and children under 21 years of age who are full-time students. Barn memberships include up to two professionals. Any person or family whose interests are consistent with the purpose of this organization may become a member upon written application and the payment of the annual dues.

Membership shall continue on an annual basis and dues shall be payable to the Membership Secretary or designated person by December 1st each year. The corporation shall not deny membership because the applicant is not a resident

of the State of Wisconsin. Any registered membership/horse/rider of the corporation is eligible for year-end awards.

### *Section 2. Rights of Members*

Members may attend, and may participate in discussions and debates at meetings of members. Any individual member of a member family shall have all of the rights of a single member, subject to certain limitations contained herein. Any member who has attained the age of 18 and is a resident of the State of Wisconsin shall be eligible to serve as a director or officer of the corporation.

### *Section 3. Termination of Membership*

The directors of the corporation may, by two thirds vote, refuse membership or suspend or expel a member for such cause as is determined by them to be in the best interests of the corporation and reasonable under the circumstances.

### *Section 4. Resignation*

Any member may resign by filing written resignation with the Secretary.

### *Section 5. Transfer of Membership*

Membership is not transferable or assignable.

### *Section 6. Dues*

The annual membership dues of the corporation shall be determined by the Board of Directors and shall be payable prior to any points accruing.

## **Article IV. Meetings of Members**

### *Section 1. Meetings*

Special meetings of members may be called by the Board of Directors, President or Secretary and shall be called by the President upon the written request of 20 or more members. Beginning in the calendar year 1994, a general meeting of

the members shall be called in the month of September to include, but not be limited to, nominations for filling upcoming vacancies on the Board of Directors. Nominations will be accepted either in person at said meeting or in writing if written nomination is received by a current board member either prior to or at the general meeting.

### *Section 2. Time and Place of Meetings*

Meetings shall be held on such date and at such time and place as the Board of Directors or President may designate, and in case the directors or President shall fail to make such a designation, the Secretary shall do so.

### *Section 3. Notice of Meetings*

The Secretary shall give written or printed notice of the date, time and place for annual and special meetings to each member, either personally or by mail, not less than 10 or more than 50 days before the date of such meeting. In case of a special meeting, or when required by statute, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid. Notice of any meeting may be waived in writing and signed by any member or members at any time.

### *Section 4. Record Date*

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date to be in any case not more than 50 days and in the case of a meeting of members, not less than 10 days prior to the date on which the particular action requiring such determination of members is to be taken. If

no record date is fixed for the determination of the members, the close of business on the date on which the notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof.

#### *Section 5. Voting Lists*

The officer or agent having charge of the record books of the corporation shall, before each meeting of members, make a complete list of the members entitled to vote at such meeting or any adjournment thereof, with the address of each, which list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original record books shall be prima facie evidence as to who are the members entitled to examine such list or record books or to vote at any meeting of members. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

#### *Section 6. Quorum*

Ten percent of the membership or 25 members (whichever is less) shall constitute a quorum at any meeting of members. If a quorum is not present, at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of a majority of the members represented shall be required for the adoption of any resolution or the taking of any action except where these by-laws require a greater number of percentage.

### *Section 7. Conduct of Meetings*

The President, and in his absence, a Vice President, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chairmen of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the members, but in the absence of the Secretary the presiding officer may appoint any other person to act as secretary of the meeting.

### *Section 8. Voting*

Each Single member shall be entitled to one vote and each Family and barn member shall be entitled to two votes at meetings of members. Members of the corporation may vote by Proxy, but no proxy holder shall be permitted to vote unless the proxy is in writing and filed with the secretary before the meeting. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy. Memberships registered in the name of a family may be voted in person or by proxy signed by any one or more the members of the family.

Should any issue come before the Board of Directors that is deemed by consensus of the Directors to be of great significance to the general membership, the Board shall take such issue before the general membership by the mailing of ballots to all registered members, or hold action on such issue until the next general meeting, in order for all members to become fully advised of the issue.

### *Section 9. Informal Action by Members*

Any action which may be taken at a meeting of members may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by the majority of the responding members entitled to vote with respect to the subject matter thereof.



## **Article V. Board of Directors**

### *Section 1. General Powers*

The affairs of the corporation shall be managed by its Board of Directors.

### *Section 2. Number, Tenure and Qualifications*

The board of Directors shall consist of 7 members. The directors shall be elected by a majority of the members at the annual meeting of members. All directors shall be elected for three year terms. Each director shall hold office until his resignation or removal, death or incapacitation or until the election of a qualified successor. Any member who has attained the age of 18 at the time he is to take office may qualify for election as director.

Nominations of board members will be conducted at the September general meeting. Letters nominating members not present will be accepted. Nominations will be closed at the conclusion of the meeting. Notice from the board secretary is to be sent to all candidates indicating the dates due for biographies, when the biographies will be published, and when the ballots will be distributed to the general membership, and the date that the ballots will be counted. At least three board members will be part of the delegation present for the ballot counting and may include up to three interested members of the organization. Ballots will be returned to the board member designated by a vote of the entire board, with the ballot presented in its pre-addressed sealed envelope with the word "ballot" noted on the lower left hand corner. The Board of Directors shall determine the appropriate date for ballots to be mailed, and returned by. No ballots received after the post-marked date will be accepted. Ballots will be opened and counted and results announced to the general membership. Term of office shall begin on December 1st following the election and shall terminate on November 30th, three years hence. Once a new board is chosen, the current officers and directors must

relinquish all their books and materials at the last board meeting of the year prior to the new directors taking office.

All directors and officers should turn over all materials to be placed in the storage facility until such time as a new board determines its officers at their first meeting in December. The books and materials can then be given to the new officers and directors of the committees immediately after the voting is concluded.

A member of the Board of Directors must be a Wisconsin resident. Any prior Board member who has resigned from the Board, may not run for a Board of Directors position for a term of 1 year from the date of resignation. Any person running for a Board position must be in good standing with the United States Equestrian Federation or with whatever governing body(ies) the organization follows for its rules and regulations. The Board of Directors may refuse nominations by majority vote, if it is determined that the candidate is considered to be not in good standing with any regulatory organization whatsoever. The candidate will be notified in writing prior to the mailing of the ballots and will have 10 days to reply to the notice.

### *Section 3. Resignation*

Any director may resign at any time by a signed, written resignation. Such resignation shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

### *Section 4. Removal*

A director may be removed from office by the affirmative vote of a majority of directors at a meeting of the directors called for that purpose for any reason deemed sufficient by the directors.

### *Section 5. Meetings*

The first Board of Directors meeting for the year shall be called by the previous President for the purpose of electing officers. Meetings of the Board of Directors may be called at any time for any purpose by the President upon request, or by any three directors. Meetings of the Board of Directors shall be held on such date and at such time and place as the President may designate. Any member of the corporation who wishes to present business before the Board of Directors may do so by letter, e-mail or in person with the approval of the Board of Directors.

### *Section 6. Notice of Meetings*

Notice of all Board of Directors meetings must be given orally or in writing or by email by the Secretary or President not less than 72 hours before said meeting.

### *Section 7. Quorum*

One third of the elected and acting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but through less than such quorum is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

### *Section 8. Manner of Acting*

The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these by-laws. Any change in rules must be approved by a true majority of the Board of Directors. An absentee ballot may be issued to a board member in their absence.

*Section 9. Vacancies*

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase of the number of directors may be filled by act of the Board of Directors for either the remaining portion of the term or until the next annual meeting of members, as the Board of Directors in their discussion shall determine.

*Section 10. Presumption of Assent*

A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action of any corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such an action.

*Section 11. Informal Action by Directors*

Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors entitled to vote with respect to the subject matter thereof.

*Section 12. Compensation*

No director shall be entitled to compensation for serving as a director. A director shall be entitled to reimbursement for any reasonable expenses incurred in the performance of his duties as a director and to payment of reasonable compensation for services authorized by the Board of Directors and rendered to the corporation other than as director.

## **Article VI. Officers**

### *Section 1. Number*

The principal officers of the corporation shall be the President, a Vice President, a Secretary and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

### *Section 2. Election and Term of Office*

The officers of the corporation must be members of the Board of Directors, and shall be elected annually by the Board of Directors at their first meeting. Each officer shall hold office only until his resignation, removal, death or incapacity, or until the next annual meeting of directors and the election of a qualified successor. Term of office shall begin on December 1st following their election and shall terminate on November 30th.

### *Section 3. Removal*

Any officer may be removed by a majority of the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby. Election or appointment shall not itself create contract rights. At the Board's discretion, any board member that is absent for two consecutive meetings without being excused may be dismissed from the Board and replaced by the next highest vote receiver from the previous election or by appointment of a majority vote of the Board of Directors.

### *Section 4. Vacancies*

A vacancy in any office may be filled by act of a majority of the Board of Directors for the remaining portion of the term.

### *Section 5. Chairman of the Board*

The Chairman of the Board, if one be designated by the directors, shall preside at all meetings of the members and

shall perform such other duties as from time to time may be assigned to him by the Board of Directors or the President.

*Section 6. President*

The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall have the general and active management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried out. He shall, when present, preside at all meetings of the members and of the Board of Directors. He shall call all meetings, annual, regular, and special. He may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, any deeds, contracts or other instruments which the Board has authorized to be executed, except in cases where signed and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

*Section 7. Vice President*

The Vice President shall perform the duties of the President in the event of the death, inability, or refusal to act of the President and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

*Section 8. Secretary*

The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and the corporation seal; and in general, perform all duties incident to the office

of Secretary and other such duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### *Section 9. Treasurer*

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He 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 by the Board of Directors; keep the accounts of the corporation and its other financial record; make such reports of the financial condition of the corporation as may be required by law or by the Board of Directors; shall give a copy of the monthly bank statements to the Secretary of the Corporation to be held in a separate record book; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

### **Article VII. Committees**

There shall be the following committees: Awards Committees, Entertainment and Social Committee, Horse Show Committee, Membership and Public Relations Committee, Professional Committee, and Rules Committee. The Board of Directors shall establish and determine the duties of such committees, as it deems advisable to assist in management and to carry out the purpose of the corporation. The President shall nominate and the Board of Directors shall elect members of the Board of Directors to act as Chairman of each such committee. The administration of the Junior Committee is at the discretion of the current board. The chairman of each committee shall have the authority to appoint a Vice-Chairman of that committee and

to delegate such duties to the Vice-Chairman, as he deems appropriate and to revoke such designation of duties from time to time. The Board of Directors may from time to time eliminate committees or establish and determine the duties of such additional committees, as it deems advisable.

## **Article VIII. Contracts, Loans, Checks and Deposits**

### *Section 1. Contracts*

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument for in the name of and on behalf of the corporation. Such authorization may be general or confined to specific circumstances.

### *Section 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.

### *Section 3. Checks, Drafts, etc.*

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### *Section 4. Deposits*

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as may be determined by the resolution of the Board of Directors.



*Section 5. Specification of Officers*

When the execution of any contract or other instrument has been authorized without specification of the executing officers, the President or the Vice President, together with the Secretary or the Treasurer, may execute the same for, in the name of, and on behalf of the corporation.

**Article IX. Seal**

The corporation shall have a seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of the incorporation and the words “Corporation Seal”.

**Article X. Certificate of Membership**

The corporation shall issue certificates of membership evidencing membership in the corporation, in such form as shall be approved by the Board of Directors.

**Article XI. Amendments**

These by-laws may be amended or repealed and new By-Laws may be adopted only by act of the Board of Directors.