

**BY-LAWS  
Of  
WISCONSIN SIMMENTAL ASSOCIATION**

**ARTICLE I**

1. The name of this corporation shall be the Wisconsin Simmental Association.

**ARTICLE II  
Aims and Objectives**

The Wisconsin Simmental Association has as its primary objectives the development and promotion of the Simmental breed of cattle in the State of Wisconsin. It is believed that the Simmental breed can make an important contribution to the improvement of the cattle industry of Wisconsin.

The Association is open to all persons interested in the development, improvement, and promotion of Simmental cattle in the State of Wisconsin. It is the intention of the Association to maintain high breeding standards with emphasis placed on production.

**ARTICLE III  
Membership**

1. Application for membership must be made in writing to the Membership Chairman of the Association.
2. The Board of Directors shall have the power to accept or reject any applications for membership. The Board of Directors shall have the power to suspend or expel any member who conducts himself in a manner detrimental to the Association' or fails to comply with the rules and regulations, without refund of membership fees or dues.
3. A member whose membership has been revoked must make a written application for reinstatement and can be reinstated only after having received three-fourths (3/4) affirmative vote from the Board of Directors.
4. Legal partnerships or Incorporated Companies shall specify in writing the person authorized to vote or act in their behalf at any meeting of the Association.
5. Members may vote by proxy at any general membership meeting if the delegate has in his possession the proxy of the undersigning member, executed and sworn before a Notary Public.
6. Active Members shall be owners or breeders of cattle who pay the membership fee.
7. Associate Members are non-voting members who may be interested in the advancement of the Association. Associate Members may not vote or hold elective offices.
8. Junior members shall be those under 21 years of age as of January 1<sup>st</sup> who have paid the prescribed fee. Junior Members are entitled to vote but not to hold elective offices.

9. Honorary Members are individuals who have made an outstanding contribution to the development of the Simmental breed in the State of Wisconsin. They are elected by the general membership of the Association provided they have been recommended for such an appointment by a prior resolution of the Board of Directors. Honorary Members are not entitled to vote and may not hold elective offices.
10. Charter members shall be all those who pay the appropriate membership fee and are accepted for membership before September 1, 1972.
11. Membership Dues and Fees shall be established by the Board of Directors.

#### **ARTICLE IV Officers and Directors**

##### 1. Duties of Officers.

- a. The President shall be the Chief Executive Officer of the Association. He shall preside at its meetings, and shall be Chairman of the Board of Directors. He shall carry on the business of the Association under the Articles of Incorporation, the By-Laws and the instructions of the Board of Directors.
- b. The Vice President, in the absence of the President or at his request, shall perform the duties of said officer.
- c. The Secretary may be a member of the Board of Directors, or he may be appointed or hired by the Board of Directors. He shall manage the business affairs of the Association in accordance with the policy and directives from the Board of Directors as communicated to him by the President. He shall have official responsibility for the seal. The Secretary shall hire and discharge all other employees of the Association subject to the approval of the Executive Committee.
- d. The Treasurer shall see to the financial affairs of the Association. He is responsible for the financial records and shall make such periodic reports as deemed necessary by the Board of Directors. The Treasurer shall be chairman of the Finance Committee.
  - i. Amended on this 12<sup>th</sup> day of March 2011, the fiscal year will be January 1<sup>st</sup> to December 31<sup>st</sup>.

##### 2. Duties of the Directors.

- a. The affairs of the Association shall be managed by a Board of Directors. Directors shall be elected by written ballot at the Annual meeting of the Association. A member can only be elected as a director if he/she is in good standing with the WSA as defined in ARTICLE IV, section 2, c. Initially the Board of Directors shall consist of nine (9) members whose terms of office shall be as follows:

Three (3) Directors for a three (3) year term.  
Three (3) Directors for a two (2) year term. .  
Three (3) Directors for a one (1) year term.

Thereafter all Directors shall be elected for a three (3) year term of office. Each Director shall be limited to two (2) three (3) year consecutive terms. He shall again be eligible for re-election after one (1) year's absence.

- i. The above paragraph was amended on this 12<sup>th</sup> day of March 2011 and will thereafter allow all Directors to be elected for a two (2) year term of office. Each Director shall be limited to three (3) two (2) year consecutive terms and can be eligible for re-election after one (1) year's absence.
- ii. Any Directors who were currently serving three (3) year terms as of the above amended date will finish that three (3) year term. If eligible for re-election and elected, they will serve a second three (3) year term which would complete a six (6) year board of directors term.

The Board of Directors of this Association, by a majority vote, shall have the power to increase or decrease the number of the Board of Directors from time to time, as deemed necessary, providing that any decrease does not prohibit a Director from serving his full term. The minimum number of the Board of Directors shall be nine (9).

- b. The Board of Directors shall have authority to fill the unexpired term of any Director who dies, resigns or retires. Such election may take place at any regular or special meeting of the Board of Directors.
- c. The Directors shall elect from among their own number a President and a Vice President whose terms of office shall be one (1) year. The Board of Directors may appoint additional officers as they see fit in order to carry out efficiently the affairs of the Association. However, only active paid up members in good standing may be officers. A member in good standing is defined as one that has no outstanding payments to WSA or WJSA and has conducted oneself in a manner that is beneficial to the Association. The board of directors must reach consensus on the decision of good standing.
- d. Each person who shall serve as a Director or Officer of the Association shall be indemnified by the Association against all costs and expenses incurred by or imposed upon him, in connection with or resulting from any action, suit or proceeding to which he is, or may be made a party, by reason of his being or having been a Director or Officer of the Association. Such indemnification shall include settlements made in amounts approved by the Board of Directors at the time of such settlement is effected, whether or not such person is a Director or Officer at the time such costs are incurred by or imposed upon him. Except, the indemnification shall not apply where he shall be finally adjudged to be liable by reason of having been negligent, guilty of misconduct or otherwise derelict in the performance of his duty as an Officer or Director. The rights of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.
- e. Elected Directors are expected to attend all meetings in so far as is reasonably possible and shall notify the Secretary if they are unable to attend. Three consecutive unexcused absences by a Director shall be reason for removal by a majority vote of the Board of Directors. The Directors in attendance shall

determine if an absence is excused or unexcused. Any Director so removed shall be notified in writing by the Secretary immediately following such action. Such vacancy shall be filled in accordance with Article IV, Paragraph 2b.

## **ARTICLE V**

### **Meetings**

#### 1. Membership Meetings.

- a. Annual Membership Meetings and Special Membership Meetings constitute the general membership meetings of the Association.
- b. An Annual Membership Meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between meetings. The time and place shall be designated by the Board of Directors. All members will be notified by letter or in the official organ of the Association at least thirty (30) days prior to such meeting.
- c. A quorum for any general Membership meeting shall consist of the Active Members in good standing present.
- d. Only Active and Junior Members who are in good standing and those whose membership is paid up are entitled to vote at any general Membership Meeting.
- e. Roberts' Rules of Order will be followed at all meetings of the Association membership and at all meetings of the Board of Directors.
- f. Special membership meetings may be held at the discretion of the Board of Directors. All members will be notified by letter at least ten (10) days prior to the meeting date. Special business shall be mentioned in the notice of meeting and no other business shall be transacted.

#### 2. Board of Directors Meetings.

- a. The regular meeting of the Board of Directors shall be held each year in conjunction with and at the same place as the Annual Membership Meeting.
- b. In addition to the meeting provided for in paragraph "a" above, the Directors shall meet annually at a time and place to be selected by the Board of Directors. This meeting shall occur approximately six (6) months prior to the next Annual Membership Meeting.
- c. Special meetings of the Board of Directors may be held on call of the President by giving ten (10) days notice in writing of time, place and purpose.
- d. The majority of Directors shall constitute the quorum at any Directors Meeting.

## **ARTICLE VI**

### **Committees**

1. Executive Committee. This Committee shall consist of the President, Vice President and an additional Director to be elected by the Board of Directors with the President as Chairman. It shall be their duty to conduct the affairs of the Association between the Directors Meetings and carry out the instructions of the Board of Directors. The Secretary and Treasurer are considered an ex-officio member of this Committee.
2. Rules Committee. It shall be the duty of this Committee to interpret all Rules and Regulations and to recommend such changes as they deem necessary to the Board of Directors for their approval.
3. Financial Committee. The Treasurer shall be the Chairman and two Directors. Their purpose shall be to prepare a budget and submit it to the Board of Directors for their approval. They shall also make recommendations to the Board of Directors for the investment of available funds.
4. Exhibition Committee. This Committee shall make recommendations pertaining to live animal and carcass display.
5. Nominating Committee. The Nominating Committee shall be appointed annually at least ninety (90) days prior to the general meeting to nominate Directors of the Association. As soon thereafter as possible this Committee shall report the names of its candidates to the Secretary, who shall in turn notify the general membership of the nominations at least thirty (30) days in advance of the General Membership Meeting.
6. Membership Committee. Shall-promote and encourage membership in the Association.
7. Sales Committee. Shall set sale rules which uphold the performance and quality of the Simmental cattle in state sanctioned sales.
8. Promotion Committee. Shall make recommendations concerning the advertising and promotion of Simmental cattle to insure the proper image at sales and in state Association publications.

## **ARTICLE VII**

### **By-Law Amendments**

1. The By-Laws of the Association may be amended by an affirmative vote of the majority of the members present at any general membership meeting. Notice however, of all proposed amendments must be made in writing to the Secretary sixty (60) days prior to any general membership meeting and must be included in the notice calling the meeting.
2. All changes or amendments of the By-Laws made at any general membership meeting will become effective immediately.

**ARTICLE VIII**  
**Wisconsin Junior Simmental Association**

1. The Wisconsin Junior Simmental Association has the ability to govern itself by its By-Laws, but the Wisconsin Simmental Association has total oversight and authority to govern and oversee all junior members, advisors and their activities.
2. The Junior Advisory Committee will replace the previous role and title of Junior Advisor. The Junior Advisory Committee will have the authority to act under the WSA by-laws and consist of at least 1 WSA Board member and at least 2 WSA paid members, one of whom will be elected as chair person by the Junior Advisory Committee. This committee will be evaluated and reappointed yearly by the WSA Board of Directors and because the committee will over-see the Junior Board & Junior members, a Junior will not be able to sit on the Junior Advisory Committee.
3. At any time the WSA can request and must receive secretary and/or treasurer/financial reports from the junior association within a reasonable amount of time decided by the Executive Committee.
4. At the end of the fiscal year the junior treasurer is to submit a proposed budget and year-end report to the WSA Board of Directors.
5. At the end of the membership year the junior secretary is to submit a yearly secretary's report of the previous year's activities to the WSA Board of Directors.

Adopted this 9th day of June 1972  
Amended this 28th day of March 1981  
Amended this 11<sup>th</sup> day of November 2007  
Amended this 12<sup>th</sup> day of March 2011  
Amended this 8<sup>th</sup> day of March 2014  
Amended this 12<sup>th</sup> day of March 2016