

**BY-LAWS OF STOCK HORSE OF WISCONSIN
(a/k/a S.H.O.W.)**

ARTICLE 1. NAME

This organization is a Wisconsin non-stock corporation organized pursuant of Chapter 181 of the Wisconsin Statutes under the name of Stock Horse of Wisconsin Inc., a/k/a S.H.O.W. (hereinafter referred to as the "Corporation").

ARTICLE II. PURPOSE

S.H.O.W. will promote safe horsemanship and provide educational opportunities to all people interested in furthering their skills and relationships with their animal.

ARTICLE III. MEMBERSHIP

Section 3.01: Members. Any individual, who evidences interest in, promotes, supports the activations and purpose of the Corporation, may apply in writing for membership in the Corporation, which application shall include the annual membership fee set by the Board of Directors. The categories of membership shall be family, adult, and young adult.

Section 3.02: Members Rights. Every individual shall be permitted to cast one vote on each issue presented at meetings of the membership. Voting by proxy is not permitted.

Section 3.03: Membership, Suspension, Expulsion, Withdrawal. Every member shall continue as a member until suspension, expulsion or withdrawal. A member may be suspended for a period or expelled for (a) a violation of the by-laws of the Corporation; (b) conduct prejudicial to the best interest of the Corporation; or (c) the failure to pay dues for a period of three (3) months from the date on which such dues became payable.

Suspensions or expulsions shall be by two-thirds vote of the Board of Directors then in office after having given the member the notice of the time and place where the Board of Directors is to take action on the premises. Any member may withdraw from the Corporation after giving notice thereof, which shall be presented to the Board of Directors. A record of such resignation, suspension or expulsion shall be recorded in the membership rolls of the Corporation records.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01: Powers and Duties of Directors. The Board of Directors shall have full power and authority over the affairs of the Corporation and shall be responsible for the establishment of all policies governing the administration of the Corporation. The Board of Directors shall also have general charge and control of the management of the Corporation's funds and property not inconsistent with these By-Laws.

Section 4.02: General Powers as to Negotiable Paper and Contracts. The Treasurer shall be authorized to make and endorse the same on the behalf of the Corporation; in the absence of the Treasurer a member of the Executive Committee may be an authorized signer.

Section 4.03: Number and Term of Office. The Board of Directors, including officers, shall consist of not less than five (5) nor more than nine (9) members, ages 21 years and older, the number which shall be set from time to time by the Board of Directors. Directors shall be members in good standing and shall hold office for a term of three (3) years except that the terms so set shall be staggered such that one-third or less of the Directors terms shall expire each year. Directors shall hold office until the later of the end of their respective term or until their successor has been elected and qualified. At each annual meeting nominated Directors will be elected to succeed those Directors whose terms are expiring.

Section 4.04: Vacancies. Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, increase in the number of directors or otherwise, a majority of the directors then in office, though less than a quorum, may fill such vacancy at any meeting, and the person so elected shall be a director until the later of the end of the term for the Director position which has been filled or when their successor has been elected and qualified. The resignation of a director shall be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

ARTICLE V. OFFICERS

Section 5.01: Executive Officers. The executive officers shall consist of President, Vice-President, Secretary, and Treasurer of the Corporation. The executive officers shall be members of Stock Horse of Wisconsin, and the Board of Directors and shall be appointed by the Board of Directors. Each office shall be for a term of two years and may be re-elected by the Board of Directors.

Section 5.02: Duties of the Executive Officers.

A. **President.** The President shall be the chief executive officer of the Corporation. He shall oversee all committees. The President shall appoint all committee chairs, with the exception of the Finance Committee.

B. **Vice-President.** The Vice-President shall be vested with all the powers and shall perform all of the duties of the President in the absence, disability or by direct request of the President.

C. **Secretary.** The secretary shall record the minutes of all meetings of the Board of Directors, keep all the Corporation records, notify all Directors of regular, special and Annual meetings and perform all other duties customarily pertaining to the office including a list of the names and addresses of all Directors.

D. **Treasurer.** The Treasurer shall receive and deposit in the name of the Corporation, in a bank or trust company selected by the Board of Directors, all Corporation monies, issue receipts, make all authorized disbursements, and at each Board meeting render a itemized statement of the financial condition and of the receipts and disbursements of the Corporation. The Treasurer shall also submit a budget for the coming year to the Board of Directors at the Board meeting prior to the Annual meeting. The Treasurer shall also act as chair of the Finance Committee.

ARTICLE VI. COMMITTEES

6.01: Standing Committees and Responsibilities. Standing Committees are those constituted to perform a permanent and continuing function. Such committees shall, except where membership is required by their office, be appointed by the Board of Directors. All committees shall report to the Board of Directors and shall serve for a term of one (1) year. The standing committees are:

A. **Executive Committee:** The Executive Committee shall consist of not less than three (3) or more than four (4) members. The President, Vice-President, Secretary and Treasurer of the Corporation shall be members of the Executive Committee. The responsibilities of the Executive Committee are to set agendas and policy for Board of Directors approval and action. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation. All actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

B. **Finance Committee.** The Finance Committee responsibilities are to prepare budgets and administer to all financial matters of the Corporation. The Treasurer is the chairperson of the Finance Committee.

C. **The Luminere Scholarship Fund Committee.** The Luminere Scholarship Fund Committee shall include the President and Treasurer, and four (4) members.

D. **Membership/Volunteer Committee.** The responsibilities of the Membership/Volunteer Committee are to maintain membership records and give renewal notifications, as well as to direct and support all volunteer efforts for the Corporation. The Membership/Volunteer Committee shall maintain a pool of talent and volunteers for special projects.

E. **Education Committee.** The Education Committee is responsible for researching and presenting the Board of Directors with various education materials, clinics and/or shows.

Section 6.02: Special Committees. The President, with the approval of the Board of Directors, shall appoint such other committees, in addition to the Standing Committees, as may be needed to carry on the work of the Corporation and the President shall name the chairperson of each.

Section 6.03: Committee Members. All committees and each member thereof shall serve at the request of the Board of Directors. The Board of Directors shall have the power at any time to increase or decrease the number of members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof.

Section 6.04: Committee Procedure. All Committees, if there is no chairperson thereof, shall elect from their committee, a chairperson. All such committees shall prepare a written report, which shall be submitted to the succeeding meeting of the Board of Directors.

Section 6.05: Quorum of Committee Meetings. A majority of committee members then on a Standing or Special Committee shall constitute a Quorum for the transaction of business and the action of a majority of members present at the meeting shall constitute the action of the committee.

ARTICLE VII. MEETINGS

Section 7.01: Annual Members Meeting. The Annual Meeting of the membership of the Corporation shall be held in November or December of each year at such place within the State of Wisconsin as

may from time to time be designated by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting.

Section 7.02: Quorum of Members Meetings. The members present at any properly announced members' meeting shall constitute a quorum. Votes must be cast in person.

Section 7.03: Time, Place, Notice, and Calling of Members Meetings. Written notice of all meetings stating the time and place and purposes for which the meeting is called shall be given by the President or Secretary, unless waived in writing, to each member at the persons address as it appears on the books of the Corporation and shall be mailed, e-mailed or personally delivered not less than two (2) days nor more than thirty (30) days prior to the date of the meetings. Notice of the meetings may be waived before or after meetings. The regular annual meeting of members shall contain on the agenda the election of Directors. Special meetings of the members shall be held whenever called by the President or any two (2) members of the Board of Directors and must be called by such Officers upon receipt of a written request signed by one-third of the members.

Section 7.04: Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held without notice at such time or intervals and at such places as may be determined by the Executive Committee, which authorizes the President or Vice-President to fix the specific date and place of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided with respect to special meetings of the Board.

Section 7.05: Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held at any time or place upon the call of either (a) the President or (b) a member of the Executive Committee at the direction of not less than four (4) Directors then in office. Verbal, e-mailed or written notice of the time and place of all special meetings of the Board shall be duly served on or sent, mailed or e-mailed to each Director not less than 24 hours nor more than ten (10) days before the meeting. Meeting may be held at any time without notice if all the Directors are present or if those not present waive notice of the time, place and purpose of such meetings by verbal, e-mail or other writing either before or after the holding thereof.

Section 7.06: Quorum of the Board of Directors. The Board will follow Roberts Rules of Order.

Section 7.07: Meeting by Conference Telephone of Similar Communication Equipment. The Board of Directors may permit any or all directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted under this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting conducted in a manner described in the section is deemed to be present in person at the meeting. All action that can be considered and taken at a regular meeting of the Board of Directors can be taken at a meeting of the Board of Directors conducted under this section.

ARTICLE VIII. ELECTIONS

Section 8.01: Nominating Committee. The Board of Director shall appoint, at least sixty (60) days before the date of the Annual Meeting, a Nominating Committee of three (3) members. The Nominating Committee shall prepare a ticket of nominees for full-term potential Directors from the current membership and shall report these names to the Board no later than the earlier of (a) thirty (30) days prior to the Annual Meeting or (b) the last meeting of the Board of Directors prior to the Annual Meeting.

Section 8.02: Announcement to Membership. The Secretary shall announce the names of nominated candidates by mail to all directors at least ten (10) days prior to the Annual Meeting.

Section 8.03: Other Nominations. Additional nominations may be made from the floor immediately following the report of the Nominating Committee at the Annual Meeting.

Section 8.04: Ballots. Election shall be held at the Annual Meeting and shall be by secret ballot, except in such cases where the number of candidates is exactly equal to the number of offices to be voted upon, in which case the voting may be by voice vote or show of hands.

Section 8.04.1: Absentee Ballots. An absentee ballot with the nominations for the Board of Directors will be emailed to all members no less than two weeks prior to the annual meeting. Absentee ballots must be mailed to the Stock Horse of Wisconsin P. O. Box with Attn: Absentee Ballot on the address line. Ballots will be gathered up to the last possible day before the annual meeting. Any ballot received after the annual meeting is void. An individual may request a ballot by mail by contacting the Secretary.

ARTICLE IX. INDEMNIFICATION

Section 9.01: Third Party Suits. To the extent permitted by Wisconsin law from time to time in effect and subject to the provisions of the ARTICLE VIII, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that the person is or was a director, officer or agent of the Corporation, against expenses, (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation.

Section 9.02: Suits By or In Right of the Corporation. To the extent permitted by Wisconsin law from time to time in effect and subject to the provisions of this ARTICLE VIII, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for:

- A. A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.
- B. A violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- C. A transaction from which the director or officer derived an improper personal profit.
- D. Willful misconduct.

Section 9.03: Indemnification Against Expenses. To the extent that a person who is a director, officer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.01 and 9.02 ARTICLE IX, or in defense of any claim, issue or matter herein, the Corporation shall indemnify him or her against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.04: Determination That Indemnification Is Proper. Any indemnification under the ARTICLE IX shall be made by the Corporation only upon a determination that indemnification of the person is proper in the circumstances because the person has not acted to the detriment of the Corporation; such determination shall be made (A) By the Board by a majority vote of a quorum consisting of Directors who are not parties to the action, suit or proceeding, or (b) if a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, or (c) by independent legal counsel in a written opinion.

Section 9.05: By-Laws Not Exclusive. The indemnification provided by this ARTICLE IX shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, agreement, vote of disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding his office or performing functions on behalf of the Corporation, except to the extent that such indemnification may be contrary to law.

Section 9.06: Insurance. The Corporation may, to the extent the insurance is commercially available and economically feasible, purchase and maintain insurance (and pay the entire premium therefore) on behalf of any person which is a director, officer or agent acting on behalf of the Corporation against any liability asserted against such person or incurred by such person in such capacity arising out of the person's status as such, whether or not such liability under the provision of the ARTICLE IX, or any federal, state or municipal law.

Section 9.07: Severability. The invalidity or unenforceability of any provisions of this ARTICLE IX shall not affect the validity or enforceability of the remaining provisions contained herein.

ARTICLE X. AMENDMENTS

Section 10.01: Amendments. These By-Laws can be changed, amended or repealed by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the Board of Directors of Stock Horse of Wisconsin Inc. (S.H.O.W.). Written notice of any proposed changes in the By-Laws must be sent to the Board of Directors at least ten (10) days prior to the date of the meeting.

Section 10.02: Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect, but is taken or authorized by affirmative vote of not less than the number of directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far as is necessary to permit the specific action so taken or authorized.

ARTICLE XI. MISCELLANEOUS

Section 11.01: Fiscal Year. The fiscal year of the Corporation shall begin on January first and end on December thirty-first.

Section 11.02: Singular and Plural; Masculine and Feminine. The pronouns and relative words used throughout these articles are, for the most part, in the masculine and singular only. If one can be of the feminine sex or neuter gender, such words shall be read as if written in full, feminine or neuter, singular or plural as the case may be.

Section 11.03: Powers. The Corporation shall have all of the powers granted corporations under the laws of the State of Wisconsin.

Section 11.04: Dissolution. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes.

BY-LAWS APPROVED 11-10-2007

BY-LAWS APPROVED 11-14-2009

BY-LAWS APPROVED 11-4-2011

BY-LAWS APPROVED 11-20-2013