

Prepared in cooperation with the  
-Wisconsin Department of Agriculture  
Marketing Division, Bureau of Marketing Services

revised 02-12-11  
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RESTATED ARTICLES  
Of  
INCORPORATION

Resolved, That this cooperative hereby adopts the following Restated Articles of Incorporation which shall supersede the present Articles of Incorporation and all amendments thereto.

Article 1

Name

- 1.01 The name of this cooperative shall be: WISCONSIN ANGUS ASSOCIATION, COOPERATIVE.

ARTICLE 2

Principle Office and Address

- 2.01 The principle office of the cooperative shall be located in Lodi, Wisconsin, County of Columbia, State of Wisconsin, and the post office address shall be in care of Mrs. Ardel Quam, N706 Hwy 113, Lodi, Wisconsin 53555.

ARTICLE 3

Purposes

- 3.01 The purpose of the cooperative shall be:
- a. To promote and stimulate interest in the production of Angus cattle.
  - b. To encourage young people to participate in Angus projects.
  - c. To cooperate with other agents and organizations in promoting Angus programs.
  - d. To conduct and represent the Angus industry in activities pertaining to fairs, shows and sales.
  - e. To act as a clearing house for the dissemination of information pertaining to Angus cattle.
  - f. To engage in any other lawful activity within Chapter 185.

ARTICLE 4

Membership

- 4.01 Qualifications
- a. Any member who fails to pay his or her dues for any fiscal year shall automatically cease to be a member. Dollar amount of dues will be set by the board of directors.
  - b. Associate member dues shall be \$10 per year.
  - c. Any member who ceased to be a member shall lose all rights in the association.

- d. Any member may be discharged or expelled by a 2/3 vote of the Board of Directors at regular meeting or at any membership meeting if written notice is signed by the cooperative's secretary stating the reason for the proposed vote of expulsion is mailed to the members thirty (30) days prior to the date of the meeting that will consider the expulsion.
- 4.02 Voting Member. Any paid Wisconsin Angus Association member. One membership will receive only one vote. One membership may have only one director on the board.
- 4.03 Associate Member.
- a. Any natural person, partnerships, unincorporated associations and corporations interested in the advancement of Angus cattle in the State of Wisconsin.
  - b. Associate members may not show or sell cattle at any Wisconsin Angus Association sponsored event. There are no voting rights, or becoming a director with this membership. Associate members may upgrade to regular membership by paying an additional \$10.
- 4.04 Outside of State Membership
- a. The cost will be \$20 per fiscal year.
  - b. Out of state members will be able to serve on the Board of Director or become an officer of the Wisconsin Angus Association.
  - c. Out of state memberships will have no voting rights.
  - d. Sales Rights
    - 1. Members that reside within Wisconsin would have priority in placing cattle in any Wisconsin Angus Association sponsored sale. Only an inability to obtain a sufficient quantity and quality of cattle within the state would the out of state cattle be able to sell.
    - 2. In order to sell cattle in any Wisconsin Angus Association sponsored sale, cattle would have to be approved by the sale committee.
  - e. Out of state members would be able to show in any Wisconsin Angus Association sponsored show, however, they would be not be eligible for ROV state points.

## ARTICLE 5

### Meetings

- 5.01 Annual Meeting. The annual meeting of the cooperative shall be held as soon as possible after the audit report for the fiscal year is ready, but not later than one hundred twenty (120) days after the end of the fiscal year, at such time and at such place in Wisconsin, as the directors shall determine.
- 5.02 Special Meetings

- a. The president may call a special meeting of the cooperative upon giving notice to the members in the manner herein described for an annual meeting, except that the notice shall also specify the purpose of the special meeting.
  - b. Upon written demand signed by at least twenty percent (20%) of the members, the president shall call a special meeting for the purpose to which the demand relates, in the manner herein described.
- 5.03 Notice. Not less than fifteen (15) nor more than thirty (30) days before each annual meeting, written notice of the time and place of the meeting shall be given to the members personally or by mail to their last known address as shown on the association records.
- 5.04 Quorum. A quorum at a member meeting shall be ten percent (10%) of the first one hundred members plus five percent (5%) of additional members, present in person or represented by delegate. A quorum shall never be more than fifty (50) members nor less than five (5) members, or a majority of all members, whichever is smaller. Members represented by signed vote may be counted in computing a quorum only on those questions as to which the signed vote is taken.
- 5.05 Voting.
  - a. Each member is entitled to one and only one vote on each question. Voting by proxy is not allowed in the cooperative; members may submit a signed vote on a ballot which sets for the exact question to be voted upon.
  - b. Partnership or corporations holding one membership shall designate prior to each meeting one person authorized to cast the ballot. If not designated the Board of Directors shall authorize the voting member.
- 5.06 Order of Business. The order of business at annual meetings, and so far as applicable at other meetings of the members, shall be substantially as follows:
  - a. Call to Order
  - b. Reading and disposal of unapproved minutes
  - c. Reports of officers and committees
  - d. Unfinished business
  - e. Election of directors
  - f. Adjournment
- 5.07 Rules of Order. Meetings of the members and of the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (revised) except as otherwise provided in the articles.
- 6.01 Qualification. Any member in good standing may be elected a director.
- 6.02 Number. There shall be twelve (12) directors elected from the membership to serve as directors of the cooperative plus the President of the Wisconsin Angus Auxiliary and the President of the Wisconsin Junior Angus Association. Also an active local or district association within Wisconsin can designate one (1) person to sit in and vote in the State Board.

6.03 Election.

- a. At each annual meeting directors will be elected for terms of three (3) years each for those whose terms have expired. To fill a vacancy occurring before the end of the term the members shall elect for the unexpired term only. Each director shall hold office for the term for which he is elected and until his successor is elected and enters upon his duties.
- b. Members shall elect directors by ballot. Nominations may be made from the floor; or a nominating committee may be appointed by the Board (preferably elected by the membership), but the committee's nomination may be supplemented by nomination from the floor.

6.04 Ex-Officio Members.

- a. Ex-Officio members of the Board of Directors shall be approved by the Board of Directors and serve without voting rights.
- b. The Dean(s) of the College of Agriculture, University of Wisconsin-Madison, University of Wisconsin-Platteville and University of Wisconsin-River Falls, may nominate from his staff one (1) ex-Officio director who shall serve on the Board of Directors.
- c. The Secretary of the Wisconsin Department of Agriculture, Trade and Consumer Protection may nominate from his staff one (1) Ex-Officio director who shall serve on the Board of Directors.
- d. The Regional Manager for the Wisconsin area of the American Angus Association shall serve as an Ex-Officio director on the Board of Directors.

6.05 Terms of Directors. Upon adoption of these Articles a director shall be retired when he has served two (2) consecutive three (3) year terms, not exceeding six (6) years as a director. After a director is retired one or more years he shall be eligible for re-election or appointment to the Board of Directors.

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

6.07 Meetings

- a. Time. The directors shall hold their annual meeting immediately subsequent to the membership meeting. They shall hold at least three (3) regular meetings during the year at such time and place as the Board shall fix. The president may call an additional meeting at anytime and shall do so upon the demand of a majority of the directors.
- b. Notice. Notice need not be given of the annual meeting of the directors if it is held immediately after the annual meeting of members. Notice of all other directors meetings shall be given to each director; or a meeting may be held on written waiver of notice signed by all the directors.
- c. Quorum. A majority of the directors shall be a quorum at a Board meeting, but a less number may adjourn to another time upon giving notice to the absent members of the time and place of the adjourning meeting.
- d. Attendance. Any director missing two consecutive board meetings will be notified of possible termination. Upon missing three consecutive board

meetings, the board will vote on possible termination of that director. Any director receiving two notices within a three-year term will be terminated immediately. The board will select a replacement to fill that director's position until the next election.

- 6.08 Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or any provision of law to be taken by the Board of Directors or executive committee, may be taken without a meeting if a consent in writing, setting forth the action so take, shall be signed by all of the directors or executive committee members entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting.
- 6.09 Insurance. The directors shall provide for the adequate insurance of the property of the cooperative and property in its possession or stored by it, and not otherwise adequately insured, and for adequate insurance covering liability to employees and the public.
- 6.10 Bonds. The Board may require any officer, manager and employee to whom funds or other property of the cooperative are entrusted, or who is empowered to disburse or authorize the disbursement of its funds, or is charged with making and keeping its records, to furnish at cooperative expense, bond in such amount as the directors shall determine.
- 6.11 Employees. The Board of Directors may employ a manager or such other employees as they deem necessary, and shall fix the compensation of each position may vary.

## ARTICLE 7

### Officers and Duties

- 7.01 Election. The directors, at their annual meeting or at the first Board of Directors meeting shall elect from their number a president and a vice president. They shall elect a secretary and a treasurer, or a secretary/treasurer, and such other officers as may be necessary who may or may not be directors.
- 7.02 Method of Election.
  - a. Directors shall elect officers by ballot. A nominating ballot shall be taken on which each director may write the name of one nominee for the officer being elected. If none of the nominees have a clear majority on the informal ballot, the chairman may declare the two high as candidates.
  - b. All officers may be re-elected to as many terms of office as the directors approve.
- 7.03 Officer Vacancy. The directors shall elect an eligible member as an officer to the unexpired term for which there is a vacancy.
- 7.04 Executive Committee.
  - a. The Board of Directors may elect an executive committee of the President, Vice-President and one appointed director that shall have all the powers of the Board within the limitation fixed by law. (185.33 – Wisconsin Statutes)
  - b. A copy of the minutes of each meeting shall be placed on file and kept available to all directors. The Board, at its next meeting shall consider the committee minutes and ratify or disapprove the action of the committee.

7.05 Duties of Officers.

- a. President. The principle duties of the president shall be to preside at all meetings of the board of Directors and all the regular and special meetings of the members and to have a general supervision of the affairs of the cooperative. The president shall sign all certificates, contracts and legal instruments.
- b. Vice-President. The principle duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability for any cause whatever of the latter.
- c. Secretary. The principle duties of the secretary shall be to keep a record of the proceedings of the Board of Directors and special meetings and to safely and systematically keep all books, records, documents and correspondence belonging to the cooperative or in any way pertaining to the business thereof.
- d. Treasurer. The principle duties of the treasurer shall be to keep and account for all monies, credits and property of any and every nature of the cooperative which shall come into his hands; to keep an accurate account of all monies received and disbursed and of money and property on hand, and generally of all matter pertaining to this office as shall be required by the Board of Directors.

7.06 Check Signing. All checks, bills of exchange and other instruments call for the payment of money shall be issued by the cooperative shall be signed by such officers as the Board of Directors may from time to time designate.

## ARTICLE 8

### Capital Structure

- 8.01 Budget. The Board at the close of each fiscal year may prepare a budget for the coming year.
- 8.02 Special Assessments. Special assessment may be levied by the Board to be paid by all or certain members at any meeting.
- 8.03 Income. All dues, gifts and contributions shall be income to the cooperative.
- 8.04 Losses. In the event the cooperative suffers a loss in any year the Board may prescribe an extra assessment of dues to be borne by the members on an equitable basis.
- 8.05 Net Earnings. Any net earnings remaining after payment of all operating cost and expenses, together with reasonable and necessary reserves, may be retained by the cooperative as an unallocated surplus.
- 8.06 Stock. This cooperative is organized without capital stock.
- 8.07 Liquidation. The assets of this cooperative shall be distributed as follows in the event of dissolution or liquidation: The Board of Directors or its designee shall collect the assets of the cooperative, including amounts owed it by member; the Board of Directors or its designee shall have authority to sell, convey and dispose of all or any part of the assets of the cooperative wherever situated either at public or private sale. All assets of the cooperative and the proceeds from sale, conveyance or disposition thereof shall be applied to the expenses of such liquidation and to the payment of all liabilities and obligations of the cooperative, any remaining assets or proceeds shall be distributed among the cooperative members on a pro-rate basis so

that each member receives an equal amount from the dissolution or liquidation, except that an associate member shall receive only 1/2 (one half) the amount received by other members.

ARTICLE 9

Audits

- 9.01 At the close of each fiscal year or at such times as the Board shall determine the books and accounts of the cooperative shall be carefully examined by either a qualified auditor or a committee named by the Board of Directors who shall make a detailed written report thereon.

ARTICLE 10

Amendment of Articles

- 10.01 Member. Any articles may be adopted, amended and repealed by a vote of two-thirds of the association's members at any regular meeting or at any special meeting where a statement of the nature of the amendment, addition or deletion has been contained in the notice of such special meeting.
- 10.02 Board. The Board may not alter or repeal any article adopted by the members of the cooperative, but may adopt additional articles in harmony therewith. Any article adopted or amended by the Board shall be reported at the next regular member meeting.

ARTICLES 11

Fiscal Year

- 11.01 The fiscal year of the cooperative shall end on December 31<sup>st</sup>.

ARTICLES 12

Committees

- 12.01 Committees that are needed to carry on the cooperative work shall be appointed by the board of directors.

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THESE restated Articles were adopted by the membership at the annual meeting held on Saturday February 12, 2011 at Wisconsin Dells, Wisconsin.

ACCEPTED:

BY \_\_\_\_\_

DATED \_\_\_\_\_

Jim Hawthorne  
President/Wisconsin Angus Association

BY \_\_\_\_\_

DATED \_\_\_\_\_

Ardel Quam  
Secretary/Wisconsin Angus Association