

**Wisconsin Angus Association
(Cooperative)**

By Laws

Article 1

Section 1.1: The provisions of the Restated Article of Incorporation of the association are hereby made a part of these by-laws.

Section 1.2 The name of this cooperative shall be: **WISCONSIN ANGUS ASSOCIATION, COOPERATIVE**

**Article 2
(Principal Office Location)**

Section 2.1: The principal office of the cooperative shall be located in Clinton, Wisconsin, County of Rock, State of Wisconsin, and the post office address shall be in care of Cassandra Garcia, 7620 E County Road X, Clinton, WI 53525

**Article 3
(Purpose of WAA)**

Section 3.1: 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 function as a clearing house for the dissemination of information pertaining to Angus cattle
- f. To engage in any other lawful activity as set forth in Wisconsin State Statute Chapter 185.

**Article 4
(Membership)**

Section 4.1: Qualification

- 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. Annual membership dues shall be paid before January 1st.

- 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.

Section 4.2: Voting Member

- a. Any paid Wisconsin Angus Association member. One membership will receive only one vote. One membership may have only one director on the board.

Section 4.3: Outside of State Membership

- a. Sale 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.

**Article 5
(Meetings)**

Section 5.1: Annual Meeting

- a. The annual meeting of the cooperative shall be held as soon as possible after the audit report for the fiscal year is ready. The annual membership meeting shall be held once in every calendar year with a maximum time of fifteen (15) months between meetings. The Board of Directors shall designate the time and place. All members will be notified by letter and/or in an official WAA electronic format as set for in Article 5: Section 5.3 of the by-laws.

Section 5.2: 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.

Section 5.3: Notice

- a. Not less than seven (7) 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, by mail, and/or through an official WAA electronic format to their last known contact information as shown on the association records as set forth by Wisconsin State Statute 185.15(1)

Section 5.4: Quorum

- a. A quorum at a membership 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.

Section 5.5: 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.

Section 5.6: Order of Business

- a. The order of business at annual meetings, and so far, as applicable at other meetings of the members, shall be substantially as follows:
 1. Call to Order
 2. Reading and disposal of unapproved minutes
 3. Reports of officers and committees
 4. Unfinished business
 5. Election of directors
 6. Adjournment

Section 5.7: Rules of Order

- a. 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.

**Article 6
(Board of Directors)**

Section 6.1: Qualification

- a. Any member in good standing may be elected a director, with the exception of those employed by the association.

Section 6.2: Number

- a. 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.

Section 6.3: 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.

Section 6.4: 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.

Section 6.5: Terms of Directors

- a. 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.

Section 6.6: Vacancies

- a. 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.

Section 6.7: Meetings

- a. Time.
 1. 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 any time and shall do so upon the demand of a majority of the directors.

- b. Notice
 - 1. 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
 - 1. 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
 - 1. 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.

Section 6.8: Informal Action Without Meeting

- a. 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.

Section 6.9: Insurance

- a. 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.

Section 6.10: Bonds

- a. 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.

Section 6.11: Employees

- a. The Board of Directors may employ a manager or such other employees as they deem necessary and the compensation of each position shall be determined by the board of directors.
- b. Employees shall not have voting rights on the Board.

**Article 7
(Officer and Duties)**

Section 7.1: Election

- a. 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.

Section 7.2: 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 President may declare the two high as candidates.
- b. All officers may be re-elected to as many terms of office as the directors approve.

Section 7.3: Officer Vacancy

- a. The directors shall elect an eligible member as an officer to the unexpired term for which there is a vacancy.

Section 7.4: 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. As set forth by Wisconsin State Statute 185.33.
- 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.

Section 7.5: Duties of Officers

a. President

1. The principal 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

1. The principal 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

1. The principal 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

1. 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.

Section 7.6: Check Signing

- a. 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)

Section 8.1: Budget

- a. The Board at the close of each fiscal year may prepare a budget for the coming year.

Section 8.2: Special Assessments

- a. Special assessment may be levied by the Board to be paid by all or certain members at any meeting.

Section 8.3: Income

- a. All dues, gifts and contributions shall be income to the cooperative.

Section 8.4: Losses

- a. 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.

Section 8.5: Net Earnings

- a. 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.

Section 8.6: Stock

- a. This cooperative is organized without capital stock.

Section 8.7: Liquidation

- a. 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 $\frac{1}{2}$ (one half) the amount received by other members.

Section 9.1: 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
(By Law Amendment)**

Section 10.1: By Law Amendment

- a. 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.
- b. All changes or amendments of the By-Laws made at any general membership meeting will become effective immediately.

**Article 11
(Fiscal Year)**

Section 11.1: The fiscal year of the cooperative shall end on December 31st.

**Article 12
(Committees)**

Section 12.1: Committees that are needed to execute the cooperative work shall be appointed by the board of directors.

These by laws were adopted by the membership at the annual meeting held on Saturday March 26, 2022, at Tomah, Wisconsin.

ACCEPTED:

BY _____ DATED _____

Mark Schmidt
President/Wisconsin Angus Association

BY _____ DATED _____

Cassandra Garcia

Secretary/Wisconsin Angus Association