

**BYLAWS  
OF  
DODGE COUNTY MEAT ANIMAL SALE, INC.**

**ARTICLE I  
OFFICES**

1.01. Principal and Business Offices. Dodge County Meat Animal Sale, Inc., a Wisconsin non-stock, not-for-profit corporation (the “Corporation”), shall maintain a principal office in the State of Wisconsin. The Corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors (the “Board”).

1.02. Office of the Registered Agent. The registered office of the Corporation required by Chapter 181 of the Wisconsin Statutes or any successor thereto to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board.

**ARTICLE II  
PURPOSES**

2.01. Purpose. The purpose or purposes of the Corporation shall be as follows:

- (a) To provide youth members of Dodge County 4-H, Dodge County FFA, and Dodge County Youth Organizations an opportunity to prepare, present and have market livestock projects evaluated;
- (b) To provide incentive and to encourage greater participation in livestock feeding and production projects.
- (c) To recognize Youth Project Members who do quality work in selecting, feeding, and showing livestock projects.
- (d) To teach a greater understanding of meat animal evaluation, animal husbandry, ethical care and treatment of animals, and showmanship.
- (e) To establish rules and enforce compliance of regulations for participation in the Dodge County Meat Animal Sale, held annually at the Dodge County Fair (the “Sale”).
- (f) To examine and act upon issues and concerns expressed by Youth Project Members and people affiliated with Dodge County 4-H, Dodge County FFA or Dodge County Youth Organizations.

### **ARTICLE III**

#### **MEMBERS**

3.01. Membership. The Corporation shall have two classes of Members: voting and non-voting. Voting Members shall be youth members of Dodge County 4-H, Dodge County FFA and/or a Dodge County Youth Organization who are in good standing and are entering a beef, sheep or swine livestock project in the Sale for the current year (a “Youth Project Member” or a “Voting Member”). Non-Voting Members shall be any person affiliated with Dodge County 4-H, Dodge County FFA or a Dodge County Youth Organization who has an interest in furthering the objectives of the Dodge County Meat Animal Sale (the “Non-Voting Members” and together with the Voting Members, the “Members”). Each year at the Annual Member Meeting, the Secretary shall update the Voting Membership Roll, which shall list all current Voting Members and their contact information.

3.02. Termination. A membership shall terminate upon the occurrence of any of the following events: (a) resignation of the Member; (b) a Youth Project Member’s failure to remain in good-standing with Dodge County 4-H, Dodge County FFA, or a Dodge County Youth Organization; or (c) by the good faith determination of the Board, that the Voting or Non-Voting Member has engaged in conduct that is materially and seriously prejudicial to the Corporation’s purposes and interests, including without limitation, conviction of a felony or unethical conduct.

3.03. Annual Meeting. There shall be two annual meetings of the Members, one before the Sale (the “Pre-Sale Meeting”) and one following the Sale (the “Post-Sale Meeting” also referred to as the “annual meeting”). Members shall be required to attend either the Post-Sale Meeting or the Pre-Sale Meeting in order to be eligible to bring an animal to the Sale. Each of the Pre-Sale Meeting and the Post-Sale Meeting shall be held at such date and time as may be set by the Board; provided, that, the Post-Sale Meeting shall be held no later than ninety (90) days following the Sale. At the Post-Sale Meeting, Directors of the Board shall be elected and other proper business may be transacted.

3.04. Special Meetings. The Board, the President, or twenty percent (20%) or more of the Youth Project Members may call a special meeting of the Members for any lawful purpose at any time

3.05. Procedure for Calling Special Meetings. A special meeting called by the Members pursuant to Section 3.04 shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Members, and submitted to the President or any Director of the Corporation. The Secretary shall cause notice of any special meeting to be given promptly to the Youth Project Members stating that a meeting will be held at a specified time and date fixed by the Board; *provided, however*, that the meeting date shall be at least 30 but no more than 120 days after receipt of the request. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the President or the Board. No business, other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

3.06. Place of Meetings. Meetings of the Members shall be held at any place designated by the Board.

3.07. Notice. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member entitled to vote at that meeting at least 30 but no more than 120 days before the date of such meeting. Notices shall be delivered personally, by first-class mail, or by other means of written communication (including electronic mail) to each Member at the address on the current Membership Roll. The notice shall specify the place, date, and time of the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of the Annual Member Meeting shall list all Board positions which will be subject to election and include the names of all persons who are nominees when notice is given. Approval by the Members of any amendment to these Bylaws is valid only if the notice or written waiver of notice states the general nature of the proposed amendment, alteration or revocation.

3.08. Voting. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Voting Members. If quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the Members unless a vote of a greater number is required elsewhere in these Bylaws, or by law or by the Articles of Incorporation. In any election of members of the Board, the candidates receiving the highest number of votes are elected. Youth Project Members must be present to cast a vote. Voting by proxy shall not be permitted.

3.09. Quorum. A quorum of the Members shall consist of at least fifty percent (50%) of the Members and at least one representative from each livestock species (beef, sheep, and swine).

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01. Eligibility; Composition.**

(a) Eligibility. Any person affiliated with Dodge County 4-H, Dodge County FFA or a Dodge County Youth Organization who has expressed interest in providing direction for the Corporation shall be eligible to serve on the Board as an Adult Representative (as defined herein). Any Youth Project Member shall be eligible to serve on the Board as a Youth Representative (as defined herein).

(b) Composition. The business and affairs of the Corporation shall be governed by a board of directors consisting of at least nineteen (19) directors (“Directors” each, a “Director”) comprised of the following individuals:

(i) Adult Representatives. Nine (9) adult representatives shall serve on the Board (“Adult Representatives”), with three (3) of such Adult Representatives serving for each livestock species (beef, sheep, and swine);

(ii) Youth Representatives. Nine (9) Youth Project Members shall serve on the Board (the “Youth Representatives”), with two (2) of such Youth Representatives serving for each livestock species (beef, sheep, and swine), and three (3) at large Youth Project Members serving as Youth Representatives; and

(iii) Financial Representative. One (1) individual in the field of agricultural lending, finance, or accounting, or with formal training or education in the field of finance (the “Financial Representative”) shall be appointed by the Adult Representatives and the Youth Representatives at a meeting following the elections at the annual meeting to serve on the Board as the Financial Representative in the office of Treasurer, in solely an advisory capacity with no voting rights.

(iv) Family Members. No two members of the same immediate family may serve on the Board in voting roles. Immediate family members include parents, guardians, children, siblings, and grandparents.

(v) Initial Board. The initial Board shall consist of the Directors identified in the Initial Consent to Action by the Incorporator, who shall serve until their respective terms have expired.

(c) Terms. Adult Representatives shall serve for three (3) year terms. Youth Representatives shall serve for one (1) year terms. The Financial Representative shall serve for one (1) year terms. Directors may serve any number of consecutive terms; *provided, that*, Youth Representatives must maintain their status as a Youth Project Member to be eligible. Terms shall begin at the close of the annual meeting at which Directors are elected.

(i) Staggered Terms. The Board shall attempt to assign staggered terms to the Director positions such that, as nearly as possible, the term for one Adult Representative from each species shall be expired (and available for election) at each Post-Sale Meeting. The Board shall publish term expiration dates for all Directors at the Post-Sale Meeting.

(ii) No Term Limits. Directors shall not be limited as to the number of terms they may serve.

(d) Election. At each Post-Sale Meeting, members of the Board (except for the Financial Representative) will be elected for those whose terms have expired in accordance with the following procedures:

(i) Nominations. The Board may appoint a Nominating Committee and Chair of the Nominating Committee. The Chair of the Nominating Committee (the “Chair”) shall be a Director whose term is not expiring at the upcoming Annual Member Meeting. Nominations may be submitted to the Chair in advance of the Post-Sale Meeting by written nomination signed by such Member and delivered personally or by mail or email to the Chair or made from the floor from any Youth Project Member at the Annual Member Meeting.

(ii) Procedure. The Chair of the Nominating Committee shall preside over the elections held at the Annual Member Meeting. For each open Board seat, the Chair will announce submitted nominations for such position. Youth Project Members will have an opportunity to make additional nominations from the floor. When there are no additional floor nominations, the Chair will call for a vote. Youth Project Members will submit their

written ballots, to be tallied immediately following the vote. Board members shall be elected by a majority vote of the Youth Project Members.

(e) Resignation. Any Director may resign at any time by giving written notice to the Board or the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Board or the President or Secretary of the Corporation as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

(f) Removal. Any Director may be removed by the super-majority vote of the Directors, then in office, if the Directors determine that it is in the best interest of the Corporation to remove that Director. "Super-Majority Vote" shall mean the affirmative vote of at least 67% of the Directors present at a meeting at which a quorum is present. If a Director is absent at three (3) consecutive regular meetings of the Board without excuse or otherwise fails to perform his or her duties, such Director may be removed by majority vote of the other Directors then in office.

(g) Vacancy. A vacancy on the Board, occurring by reason of death, incapacity, removal or resignation, or for any reason other than by expiration of a Director's term, shall be filled by appointment by the Board, with the newly-appointed Director to serve for the unexpired portion of the vacating Director's term.

(h) Authority. The Board shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The Board shall have the power to enact, maintain and enforce, and from time to time, amend, alter and repeal, all suitable lawful rules and regulations for the governance of the Corporation and the Sale, including the Meat Animal Sale Rules, attached hereto as Exhibit B (the "Meat Animal Sale Rules"), and perform other acts not inconsistent with law, these Bylaws, or the Articles.

(i) Compensation. Directors shall serve without compensation for their services in such capacity. Notwithstanding the foregoing, Directors may be entitled to reimbursement for reasonable expenses incurred by virtue of and in furtherance of their responsibilities as Directors, but only if and to the extent agreed upon in advance by the board, and only if supported by timely and thorough documentation of such expenses.

#### 4.02. Meetings, Notice; Quorum; Voting.

(a) Annual, Regular, Emergency and Special Meetings. The annual meeting of the Board shall take place in the month of September following the Dodge County Fair and after Post-Sale Meeting to elect new officers. The date, time and place shall be designated by the Board. Regular meetings other than the Pre-Sale and Post-Sale meetings shall be held at least quarterly, at such places and times as the board may determine. Special meetings of the Board may be called by the President or a majority of the Directors then in office. During the week of the Dodge County Fair, the President or two-thirds (2/3) of all Directors may call an emergency meeting ("Emergency Meeting") by providing notice to all Directors in accordance with Section 4.02(a); *provided, that*, an Emergency Meeting shall only require three (3) hours prior notice rather than 48 hours. No action may be taken at an Emergency Meeting unless a quorum of Directors are present. An Emergency Meeting shall be validly held and conducted under this Section 3.06 only if: (1) the

minutes of such Emergency Meeting specifies the Emergency Matter for such meeting; and (2) the minutes of such Emergency Meeting are read and approved at the next duly notice meeting of the Board.

(b) Notice. Notice of the date, time and place of any meeting shall be given by oral or written notice delivered by mail or personally (including electronic delivery) to the Members at the addresses on the current Membership Roll at least forty-eight (48) hours prior thereto. If notice is sent by e-mail, such notice shall be deemed to be delivered when sent to a Director at his or her e-mail address as it appears on the records of the Corporation. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Participation by Electronic Means. Any one or more Directors may participate in, and shall be deemed present at, any meeting conducted by means of communication whereby either:

(i) All participating Directors may simultaneously hear each other during the meeting; or

(ii) All communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

(d) Quorum. A quorum of the Board shall consist of at least one representative of each livestock species (beef, sheep, and swine), whether an Adult Representative or Youth Representative, and at least a majority of Directors then in office.

(e) Action. At each meeting of the Board, each Director, except the Financial Representative, shall be entitled to cast one (1) vote on all matters presented to the board for its approval. The act of a majority of Directors in attendance at a meeting at which a quorum is present shall be the act of the board, except to the extent that a greater number is required by law, the Articles or these Bylaws.

(f) Rule of Order. Meetings of the Board shall be conducted in accordance with and governed by the Roberts Rules of Order (Newly Revised), except as otherwise expressly provided in these Bylaws.

(g) Advisory Motions. For any action taken by the Board which requires a motion, other than those requiring affirmative approval by the Voting Members (elections and amendments to the Bylaws), any Member in attendance at a meeting of the Board may make an "Advisory Motion." Such Advisory Motion will set forth such Member's proposed and advised course of action for the Board to take on any eligible matter. The topic and nature of any Advisory Motion shall be included in the notice of the subsequent Board Meeting and added to the agenda of such meeting. At the following Board meeting, Advisory Motions shall be voted on by the Voting Members. Ballots for such Advisory Motions shall be named "Advisory Ballot." Advisory Motions and affirmative votes by Advisory Ballot shall not be binding on the Board, but will become part of the meeting minutes and recorded by the Secretary. The Board shall make final

determinations on actions based upon the educational and best interests of youth exhibitors, as determined in its sole discretion. Notwithstanding the foregoing, Voting and Non-Voting Members may submit Advisory Motions in writing to the Secretary (electronically or via mail) to be addressed at the Pre-Sale Meeting and the Post-Sale Meeting at least 7 days prior to the meeting date (the “Advisory Motion Period”). If Advisory Motions have been submitted to the Secretary for the Pre-Sale Meeting or Post-Sale Meeting, as applicable, during the Advisory Motion Period, the Secretary shall notice the Members with a new agenda containing the topic and nature of each Advisory Motion submitted to the Secretary which shall be addressed at the Pre-Sale Meeting or Post-Sale Meeting, as applicable, as New Business. Advisory Motions delivered to the Secretary during the Advisory Motion Period may be voted on by the Voting and Non-Voting Members at the Pre-Sale Meeting or Post-Sale Meeting, as applicable. Advisory Motions and affirmative votes by Advisory Ballot shall not be binding on the Board, but will become part of the meeting minutes and recorded by the Secretary.

4.03. Informal Action by Directors. Any action which may be taken at a meeting of the Board, or of any committee of the Board, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors or committee members then serving who are entitled to vote with respect to the subject matter thereof, as the case may be. Any consent signed by all the Directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions or any other office. Any written consent described under this section may be transmitted or received by electronic means (i.e., email or DocuSign).

4.04. Committees. The Board may establish committees as it shall deem appropriate for the conduct of the business of the Corporation; provided, however, that any such committee shall include at least one (1) Director of the Corporation, along with such additional individuals as the board may determine. The Board annually shall designate the members of all committees and shall appoint a chairperson for each such committee. Committee members shall serve at the pleasure of the Board.

## **ARTICLE V**

### **CORPORATE OFFICERS**

5.01. Number and Qualifications. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as determined by the Board.

5.02. Election. Except as otherwise provided herein, the officers of the Corporation shall be elected from the members of the Board by ballot vote a majority of the Directors eligible to vote at the first meeting of the Board following the Post-Sale Meeting. The first nomination shall be led by the Financial Representative.

5.03. Term of Office. Each officer shall hold office for a term of one (1) year and until a successor shall have been duly elected and qualified or until his or her prior death, resignation or removal. Each officer may serve an unlimited number of one (1) year terms.

5.04. Removal. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

5.05. Vacancies. A vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board for the unexpired portion of the term.

5.06. President. The President shall preside at all meetings of the Board, shall perform any other duties prescribed in these Bylaws or assigned by the Board, and shall coordinate the work of the officers and committees of the Corporation in order that its purposes be promoted.

5.07. Vice President. The Vice President shall act as an aide to the President and shall perform the duties of the President when required.

5.08. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board.

5.09. Treasurer. The office of Treasurer shall be held by the Financial Representative appointed by the Board by majority vote. The Treasurer shall have custody of all funds of the Corporation, shall keep an accurate account of receipts and expenditures, shall make disbursements as authorized by the Board, and shall make a financial report at the annual meeting or as necessary. The Treasurer shall be responsible for the maintenance of a permanent account and record book showing gross income, receipts and disbursements of the Corporation, and such other duties and authority as delegated or assigned.

5.10. Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally. Such assistant or acting officer or other agent so appointed by the Board shall have the power to perform all the duties of the office to which he or she is appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board.

## **ARTICLE VI**

### **CORPORATE ACTS, LOANS, AND DEPOSITS**

6.01. Corporate Acts. Unless otherwise directed by resolution of the Board or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the Treasurer, or other person(s) as designated by the Board.

6.02. Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.



6.03. Deposits. All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board may select.

## **ARTICLE VII** **INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS**

7.01. Mandatory Indemnification. The Corporation shall to the maximum extent permitted under the Wisconsin nonstock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

## **ARTICLE VIII** **NO SEAL**

8.01. Seal. The Corporation shall not have a corporate seal.

## **ARTICLE IX** **AMENDMENTS**

9.01. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of two-thirds of the Youth Project Members present at the Post-Sale Meeting or any special meeting that has been duly noticed by the Secretary in accordance with Section 3.07.

## **ARTICLE X** **DISSOLUTION**

10.01. Dissolution. The Corporation may be dissolved subject to a majority vote of the Board. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispense of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

**EXHIBIT B**

MEAT ANIMAL SALE RULES

[Attached.]