

Pony Club

Where it all begins

**BY-LAWS OF
THE REGISTERED CLUBS OF THE UNITED
STATES PONY CLUBS, INC.**

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THE UNITED STATES PONY CLUBS, INC.**

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ARTICLE 1

ESTABLISHMENT

1.1 Registered Clubs. The Board of Governors of the United States Pony Clubs, Inc. ("USPC") recognizes, as affiliated clubs, local clubs that conform to such regulations and requirements as are established by the Board of Governors and these By-Laws. These clubs are designated "Registered Clubs" and each club is assigned to a Region that is managed by a Regional Supervisor under the supervision of the USPC and its Vice President of Regional Administration. Registered Clubs provide an instruction program for Traditional Participating Members (and Non-Traditional Participating Members who are also Members of Registered Clubs) that embraces the requirements of the USPC Standards of Proficiency, and an activities program that allows Participating Members the opportunity to demonstrate the skills and knowledge that they acquire.

1.2 Participating Members.

(a) Traditional Participating Members. Traditional Participating Members shall be individuals who are members through December 31 of the year in which they become twenty-five (25) years, who have met the eligibility requirements set forth in the Resolutions, Rules, Regulations and Policies adopted by the USPC Board, have been accepted into a Registered Club by the District Commissioner of that Club, and have paid the dues and initiation fees established by the Board, the Region and the Registered Club. Traditional Participating Membership is not a vested right and may be denied or revoked as provided in the USPC By-Laws, the By-Laws of the Regions and the By-Laws of the Registered Clubs. Traditional Participating Members shall become eligible to take part in regional activities after complying with the policies of their Region and Club regarding active participation. Selection of Traditional Participating Members to take part in regional activities as representatives of their Registered Club shall be made by the District Commissioner after conferring with other officers of the Club. All such regional and club policies shall be subject to review by the USPC Vice President of Regional Administration, and all such selections by District Commissioners shall be subject to review by the Regional Supervisor and the USPC Vice President of Regional Administration.

(b) Non-Traditional Participating Members. Non-Traditional Participating Members are persons other than Traditional Participating Members who have met the eligibility requirements for Non-Traditional Participating Membership set forth in any applicable Resolutions, Rules, Regulations and Policies adopted by the Board of Governors of USPC. A Non-Traditional Participating Member may become a Member of a Registered Club to the extent that such membership is consistent with any Resolutions, Rules, Regulations, and Policies adopted by the USPC Board, and he or she has been accepted into a Registered Club by the District Commissioner of that Club. The eligibility and selection of Non-Traditional Participating Members who are Members of Registered Clubs to take part in regional activities shall be governed by Section 1.2 of these By-Laws.

(c) Denial of Renewal of Traditional Participating Membership and Revocation of Existing Traditional Participating Membership. The request of any person to renew a Traditional Participating Membership may be denied with or without cause, and the existing Membership of any Traditional Participating Member may be revoked with or without cause, as follows: (i) by the District Commissioner with the advance written consent of the Regional Supervisor, (ii) by the Regional Supervisor with the advance written consent of the USPC Vice President of Regional Administration and after consultation with the District Commissioner, or (iii) by the USPC Vice President of Regional Administration after consultation with the Regional Supervisor and with the consent of the USPC Executive Committee. The request of any person to renew a Non-Traditional Participating Membership as a Member of a Registered Club may be denied with or without cause, and the existing Membership of any Non-Traditional Participating Member who is also a Member of a Registered Club may be revoked with or without cause, as provided above in this paragraph. Such denial of renewal or revocation of existing membership referred to in this section shall apply only to membership within the Registered Club and not to membership within the corporation or the Region. Membership in USPC may be denied or revoked as stated in Section 3.7 of the Bylaws of the United States Pony Clubs, Inc. All decisions referred to in subparagraph (i) of this

paragraph are subject to review by the USPC Vice President of Regional Administration.

(d) Period of Membership. The period of Membership for all Traditional Participating Members and for all Non-Traditional Participating Members shall be from January 1 through December 31 of each year.

1.3 Applicability and Precedence. These By-Laws shall apply to all Registered Clubs recognized by the USPC Board of Governors to provide common By-Laws of Registered Clubs and shall take precedence over all other By-Laws and policies except the By-Laws of the USPC and the By-Laws of USPC Regions, which shall take precedence over these By-Laws in that order.

ARTICLE 2

OFFICERS

2.1 Administrative Officers. In accordance with the USPC By-Laws, each Registered Club is directed and managed by a District Commissioner who may be assisted by one or more Joint District Commissioners. After considering any recommendations received from Club Sponsors, the Regional Supervisor shall appoint District Commissioners and any Joint District Commissioners. All District Commissioners and Joint District Commissioners are Administrative Officers of the USPC, Inc., and all Administrative Officers must be Sponsors of Record of the Club and Corporate Members of USPC at the time of their appointment and for the duration of their term in office. All District Commissioners and Joint District Commissioners are accountable to, and serve at the pleasure of, the Regional Supervisor, subject to review by the USPC Vice President of Regional Administration, and may be removed at any time with or without cause as provided in the Regional By-Laws and the USPC By-Laws.

2.2 Club Officers. The Sponsors shall elect those Club Officers as required herein. Club Officers must be Sponsors of Record of the club for the duration of their term. All duties, responsibilities, actions and decisions of Club Officers shall be subject to the direction, supervision, control or approval of the District Commissioner, subject to review by the Regional Supervisor and the USPC Vice President of Regional Administration.

(a) Secretary. The Secretary of the Club shall not be the District Commissioner, a Joint District Commis-

sioner or a member of the family of either of these officers. The Secretary shall be responsible for (i) giving notice of all Sponsors' Meetings in accordance with the provisions of these By-Laws, (ii) recording and filing the minutes of Sponsors' Meetings, (iii) maintaining a list of the Club's Sponsors, (iv) determining the presence of a quorum at Sponsors' Meetings, (v) maintaining Club policies, and (vi) performing other assigned duties.

(b) Treasurer. The Treasurer of the Club shall not be the District Commissioner, a Joint District Commissioner or a member of the family of any of these officers. The Treasurer shall be responsible for (i) collecting dues and fees that constitute the Club's income, (ii) making disbursements to pay the Club's expenses, (iii) examining the validity of expenses incurred, (iv) keeping accurate records of the Club's funds, (v) preparing financial statements in accordance with these By-Laws, (vi) filing any necessary tax forms, and (vii) performing other assigned duties.

(c) Additional Officers. The Club Sponsors may establish other Club offices required to manage the operations and activities of the Club efficiently in accordance with USPC By-Laws. The responsibilities of the newly created officers shall be defined in Club policy.

2.3 Term of Office. Administrative and Club Officers shall serve a one-year term that shall extend from January 1st to December 31st and may serve additional consecutive terms subject to Club policies.

2.4 Resignation/Removal of Officers. Club Officers may resign at any time by giving written notice to the District Commissioner or a Joint District Commissioner when acting for the District Commissioner. The District Commissioner may fill vacancies due to resignation by appointment until the next Sponsors' Meeting, at which time the Sponsors may confirm or replace the appointee. Any Club officer may be removed at any time with or without cause as follows: (a) by the vote of a majority of Club Sponsors present at any meeting at which there is a quorum, (b) by the District Commissioner with the advance written consent of the Regional Supervisor, (c) by the Regional Supervisor with the advance written consent of the Vice President of Regional Administration and after consultation with the District Commissioner, or (d) by the Vice President of Regional Administration after consultation with the Regional Supervisor and with the con-

sent of the USPC Executive Committee. All decisions referred to in subparagraph (a) and (b) of this paragraph are subject to review by the USPC Vice President of Regional Administration.

ARTICLE 3

APPOINTEES

3.1 Registered Club Advisors. The District Commissioner may, from time to time, appoint Club Advisors to one-year terms to make available to the Club their expertise and assistance. Club Advisors may be directed to assist in any part of the operation of the Club and may be assigned the task of organizing all or part of Club activities. Advisors may be Club Sponsors subject to the requirements for Sponsors herein.

ARTICLE 4

SPONSORS

4.1 Sponsors. Sponsors of the Registered Club shall include those individuals who have executed the Articles of Organization of the Club and who have continuously paid the annual Registered Club Sponsors' fee; a parent of a Participating Member in the Registered Club who has paid the annual Registered Club Sponsors' fee; and other individuals who have indicated an interest in supporting the Registered Club and have paid the annual Registered Club Sponsors' fee ("Sponsors"). All persons becoming Sponsors must be approved by the District Commissioner, be at least 18 years of age and not be a current Traditional Participating Member. The annual period of sponsorship for Sponsors shall be from January 1 through December 31 of each year.

(a) Responsibilities. Sponsors of Record shall be notified of all Sponsors' Meetings. Sponsors of Record shall be entitled to attend and to participate in all Sponsors' Meetings with the power to move, discuss and vote upon issues properly before such Meetings. Sponsors shall establish an annual Sponsors' fee, and payment of such fee shall be a condition of continuance as a Sponsor. Sponsors shall have the power to elect officers other than the District Commissioner or Joint District Commissioner and to recommend persons for appointment as District Commissioner or Joint District Commissioner for consideration by the Regional Supervisor. The Sponsors may provide suggestions for the operation and administration

of the Club at Sponsors' Meetings and to do so effectively shall be entitled to examine (i) By-Laws of the USPC, of the Regions of the USPC, and of the USPC Registered Clubs, (ii) Club policies currently in effect, (iii) records of the Sponsors' Meetings, (iv) the Sponsors' List, (v) Club financial records, (vi) District Commissioners' handbooks, and (vii) any other documents pertaining to the Club.

(b) Sponsors' Term. The term of a Sponsor shall begin on January 1 of each year (or on such date as all requirements to become a Sponsor have been satisfied) and shall end on December 31 of each year. Sponsors may be accepted at any time during the year except for (i) the thirty day period prior to the Annual Sponsors' Meeting and (ii) the period from the day notice is given of any Annual, Regular or Special meeting of Sponsors through the day such meeting concludes.

(c) Sponsors' List. The Club Secretary shall maintain a list of current Sponsors to define the Sponsors of Record for the Club.

(d) Sponsors' Fee. The amount of the Sponsors' fee shall be established annually at the Annual Sponsors' Meeting. The Sponsors' fee shall be in keeping with the economics of the local area and shall be separate from any fundraising and Participating Members' dues.

(e) Nominating Committee. The Nominating Committee shall be elected at least 3 months before the Annual Sponsors' Meeting and shall select one of its members to serve as Chair of the Committee. The District Commissioner shall nominate the committee for election by the Sponsors. The Committee shall consist of no less than three and no more than five Sponsors of Record. The Nominating Committee shall propose a slate of Club Officers and recommendations for District Commissioner and Joint District Commissioner(s) for presentation at the Annual Sponsors' Meeting.

4.2 Sponsors' Meetings. Clubs shall have sufficient Sponsors' Meetings to enhance communication within the Club. Registered Clubs shall hold an Annual Meeting as defined herein.

(a) Protocol. Sponsors of Record with that Club, Regional Supervisors, and any USPC Executive Officer, Member of the USPC Board of Governors or USPC staff may attend any Sponsors' Meeting. Discussion may be open to all, but only Sponsors of Record may vote. Sponsors of Record must be pres-

ent to vote. Voting by proxy shall never be permitted. The District Commissioner, or the designated individual, shall chair the meeting. A quorum for the conduct of Club business shall be one-third (33%) of the Sponsors of Record present in person. The District Commissioner, Joint District Commissioner, Club Secretary, Regional Supervisor or Vice President of Regional Administration may convene a meeting of the Sponsors.

(b) Annual Meeting. An Annual Meeting of the Sponsors shall be held in the fall of each year or by the date established by the Vice President of Regional Administration for the purpose of transacting the Club business on the agenda.

(c) Annual Meeting Notice. Notice of the Annual Meeting shall be given by the Secretary of the Club to all Sponsors of Record at least 30 days prior to the date of the meeting. A copy of the meeting agenda shall be sent with the notice.

(d) Annual Meeting Agenda. The agenda for the Annual Meeting shall include: (i) the report of the District Commissioner on activities and general financial status, (ii) presentation and approval of the proposed financial plan for the coming year, (iii) recommendations for a District Commissioner and one or more Joint District Commissioners and election of officers for the next year, based on the report of the Nominating Committee and nominations from the floor, (iv) amendments to the Club policies, (v) establishment of an activities calendar, (vi) discussion of the value of the USPC national organization and appeal for donations to the USPC annual fund, and (vii) such other issues and business that are germane to the effective operation of the Club.

(e) Annual Meeting Minutes. The Secretary shall record, prepare, sign and submit a copy of the minutes of the Annual Meeting to the Regional Supervisor, the National Office and the Vice President of Regional Administration with the annual membership renewal. The minutes shall include recommendations for District Commissioner and Joint District Commissioners and election results for Club Officers, a copy of the agenda, and all documents (e.g. plans, budgets, rosters, lists, schedules, calendars, etc.) approved by the Sponsors at the Meeting. A year-to-date Club Financial Report shall also be included in the minutes.

(f) Regular Meetings. The District Commissioner may, from time to time, call a Sponsors' Meeting for purposes such as planning and organizing activities, discussing or resolving issues, or for any other purpose pertaining to the efficient operation of the Club. Notice of such meetings shall be given at least 15 days prior to the date of the meeting.

(g) Special Meetings. A Special Meeting of the Club Sponsors of Record may be convened, in unusual situations, by the Joint District Commissioner, the Club Secretary, the Regional Supervisor, or the Vice President of Regional Administration. It shall be called upon the written request to the Secretary of 20% of the Club Sponsors. Notice of a Special Meeting must be given at least 15 days prior to the date of the meeting. A copy of the minutes of the Meeting shall be submitted to the Regional Supervisor, the National Office and the Vice President of Regional Administration promptly following the Meeting.

(h) Notice of Meetings. Notice of any annual, regular or special meeting of Sponsors shall be given by written notice that is delivered either (i) personally, (ii) by first class mail to the Sponsor's address of record, (iii) by facsimile transmission to the Sponsor's facsimile number of record or (iv) by electronic mail to the Sponsor's electronic mail address of record. Any such notice shall be deemed delivered on the earliest of the day it was personally delivered, deposited in the United States mail in a sealed envelope with postage prepaid, transmitted by facsimile or sent by electronic mail, as the case may be. Any Sponsor may waive notice of any meeting. The attendance of a Sponsor at any meeting shall constitute a waiver of notice of such meeting, except where a Sponsor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting need be specified in the notice or waiver of notice of such meeting.

4.3 Denial of Renewal of Sponsorship and Revocation of Existing Sponsorship. The request of any person to renew a sponsorship may be denied with or without cause and the existing sponsorship of any Sponsor may be revoked with or without cause as follows: (i) by the District Commissioner with the advance written consent of the Regional Supervisor, (ii) by the Regional Supervisor with the advance writ-

ten consent of the USPC Vice President of Regional Administration and after consultation with the District Commissioner, or (iii) by the USPC Vice President of Regional Administration after consultation with the Regional Supervisor and with the consent of the USPC Executive Committee. All decisions referred to in subparagraph (i) of this paragraph are subject to review by the USPC Vice President of Regional Administration.

ARTICLE 5

MANAGEMENT OF THE CLUB

5.1 Funds. The District Commissioner shall develop and implement a plan to provide funds with which to support the expenses for Club administration and activities. Each year, the District Commissioner shall develop and present a proposed operating budget for the approval of the Sponsors. The budget shall estimate the income from the plan and establish an allocation to Club expense categories. The Club Treasurer shall assist in the development of the proposed operating budget and in the administration of the funds in accordance with the approved operating budget and the provisions of these By-Laws.

(a) Financial Reports. The Club Treasurer shall prepare a financial report for each Sponsors' Meeting as well as when requested by the District Commissioner or the Vice President of Regional Administration. The report shall detail income, expenses and assets for the fiscal year-to-date by categories established in Club policy.

(b) Annual Financial Statement. The Club Treasurer shall, at the end of the fiscal year, prepare a financial statement that discloses fully, the source and utilization of all funds obtained and disbursed for expenses during the past fiscal year. Copies of the Annual Financial Statement shall be sent to the Regional Supervisor, National Office and the Vice President of Regional Administration by the date established by the Vice President of Regional Administration.

(c) Federal and State Taxes. The Club Treasurer shall be responsible for compliance with all Federal and State tax requirements imposed on the Club, including (without limitation) IRS Code Section 501(c)(3). The Annual Financial Statement shall serve as the basis for determining which State and Federal tax returns need to be filed.

5.2 Tax Status. Registered Clubs shall maintain the non-profit corporation status of the United States Pony Clubs, Inc. as defined in Section 501(c)(3) of the IRS Code or similar provisions of any future law and shall comply with all other legal requirements imposed on IRS Code Section 501(c)(3) designated corporations.

(a) Branch Clubs. Registered Clubs which do not have their own Employer Identification Number (EIN) shall be considered a Branch of their Region and will operate under the Region's Employer Identification Number (EIN) and shall report to and cooperate with the Regional Treasurer to maintain the non-profit corporation status of the United States Pony Clubs, Inc. as defined in Section 501(c)(3) of the IRS Code or similar provisions of any future law.

5.3 Fiscal Year. The fiscal year for Clubs shall be from January 1st to December 31st.

5.4 Policies. Each Registered Club shall develop policies that establish the standard criteria and processes for the management of the operations and activities of the Club. The District Commissioner, or a committee designated by the District Commissioner, shall be responsible for drafting the proposed initial policies. Any officer or Sponsor of the Club may propose a policy amendment. The Sponsors shall review all policies and amendments. Policies and amendments shall become effective when adopted by the Sponsors and approved by the Regional Supervisor, subject to review by the Vice President of Regional Administration.

5.5 Annual Membership Renewal. The District Commissioner shall oversee and manage the USPC membership renewal of all Participating Members of the Club and submit the renewal to the National Office and the Regional Supervisor by the specified due date.

ARTICLE 6

MISCELLANEOUS

6.1 Amendments. The Board shall have the power and authority to alter, amend or repeal these By-Laws by a majority vote, provided that proposed changes to these By-Laws have been posted to the Corporation's website at least thirty days prior to the commencement of the meeting of the Board at which such vote is taken. During such meeting, the Board may adopt any of such proposed changes to these By-Laws,

including any additional or different proposed changes to the By-Laws that result from comments of Members or discussion among Governors at such Board meeting without any need to post such additional or different proposed changes to the Corporation's website prior to adoption.

6.2 Transfer of Assets. Should a Registered Club be dissolved or otherwise terminated, its assets shall be transferred by the Vice President for Regional Administration, after conferring with the Regional Supervisor, to a Region(s) or another Registered Club(s), or any other Corporation having a 501(c)(3) or like designation as provided in the Internal Revenue Code of the United States.

6.3 Severability of Provisions. If any provision of these By-Laws or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, that invalidity shall not affect any other provisions or applications of these By-Laws that can be given effect without the invalid provision or application, and, to this end, the provisions of these By-Laws are severable.

6.4 Associations. A Registered Club shall not be a chapter or branch of any other organization. A Registered Club may be a member of, or establish an association with, horse councils, land conservancies and similar organizations with the consent of the Regional Supervisor and the Vice President of Regional Administration.

6.5 Trademarks. A Registered Club may use the USPC Trademarks in printed materials and publications and on clothing and other saleable items, subject to the terms and conditions specified by the Board of Governors.

Secretary of United States Pony Clubs, Inc.

Date: _____