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**BY-LAWS OF**  
**THE UNITED STATES PONY CLUBS, INC.**  
**MAY [], 2008**

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**THE UNITED STATES PONY CLUBS, INC.**

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

**ARTICLE 1**

**OFFICES**

**1.1 Principal Office.** The principal office of The United States Pony Clubs, Inc. (the "Corporation") shall be located at any place either within or outside the Commonwealth of Kentucky as designated in the Corporation's most current Annual Report filed with the Secretary of State of Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Governors of the Corporation (the "Board") may deem advisable from time to time.

**1.2 Registered Office.** The Corporation shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

**ARTICLE 2**

**NO CAPITAL SHARES**

**2.1 No Capital Shares.** The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation's gain, profit or property inure to the incorporators thereof, nor officer or director thereof, except as otherwise provided in ARTICLE II of the Corporation's Articles of Incorporation (the "Articles") with respect to compensation for services rendered, but the Corporation's entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in ARTICLE II of the Articles of Incorporation.

**ARTICLE 3**

**MEMBERS**

**3.1 Corporate Members.** Persons who are at least 18 years of age and pay the required annual Membership dues established by the Board in accordance with the By-Laws may apply to become Corporate Members. An applicant shall become a Corporate Member with the approval of two officers of the Corporation, one of whom must be the President.

**3.2 Life Members.** Persons who are at least 18 years of age and pay the required one-time Membership dues established by the Board in accordance with the By-Laws may apply to become Life Members. An applicant shall become a Life Member with the

approval of two officers of the Corporation, one of whom must be the President, and shall thereafter be a Life Member not required to pay annual dues. Throughout these By-Laws, the terms “Corporate Member” and “Corporate Members” shall be deemed to include Life Members.

### **3.3 Participating Members.**

**(a) Traditional Participating Members.** Traditional Participating Members in the Corporation shall be children who are members through December 31 of the year in which they are twenty-one (21) years, who have met the eligibility requirements set forth in ~~any~~ the Resolutions, Rules, Regulations and Policies adopted by the 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 Regions and the Registered Club. Traditional Participating Membership is not a vested right and may be denied or revoked as provided in the By-Laws. Traditional Participating Members shall not be entitled to voting privileges unless they are also Corporate Members.

**(b) Non-Traditional Participating Members.** Non-Traditional Participating Members in the Corporation shall be persons other than Traditional Participating Members who have met the eligibility requirements set forth in any Resolutions, Rules, Regulations and Policies adopted by the Board with respect to any program that has been approved by the Board (on either a permanent, temporary or test basis) that provides for Membership, provided that such persons have paid any dues and initiation fees established by the Board. A Non-Traditional Participating Member may become a Member of a Registered Club to the extent that such Membership is consistent with ~~any~~ the Resolutions, Rules, Regulations, and Policies adopted by the Board and he or she has been accepted into a Registered Club by the District Commissioner of that Club. Non-traditional Participating Membership is not a vested right and may be denied or revoked as provided in the By-Laws. Non-Traditional Participating Members shall not be entitled to voting privileges unless they are also Corporate Members.

**(c) Participating Members.** References in these By-Laws to Participating Members shall be to Traditional Participating Members and Non-Traditional Participating Members.

**3.4 Membership.** As used in these By-Laws, the terms “Member” and “Members” shall refer collectively to Corporate Members, Traditional Participating Members and Non-Traditional Participating Members, and the term “Membership” shall refer to the membership of Corporate Members, Traditional Participating Members and Non-Traditional Participating Members.

**3.5 Annual Membership Dues.** Annual Membership dues shall be paid by each Member (other than a Life Member) in an amount fixed by the Board from time to time. One-time membership dues shall be paid by each Life Member in an amount fixed by the Board from time to time.

**3.6 Period of Membership.** The period of Membership for all Corporate Members other than Life members shall be from the day after the conclusion of the Annual Meeting each year through the day of the conclusion of the Annual Meeting the following year. The period of Membership for all Participating Members shall be from January 1 through December 31 of each year.

**3.7 - Resignation, Denial and Revocation of Membership.** A Corporate Member may resign Membership at any time by delivering written notice of resignation to the Secretary of the Corporation. A Participating Member may resign Membership at any time by delivering written notice of resignation to the appropriate Regional Supervisor or the Vice President of Regional Administration. Failure to pay the required annual dues by the date fixed by the Board shall constitute the resignation of a Member. In addition to any other procedure in these By-Laws relating to the denial or revocation of Membership, the Board, the Executive Committee, or the Vice President of Regional Administration with the consent of the Executive Committee may deny or revoke the Membership of any Member at any time with or without cause and/or delegate the authority to do so. The Board may by resolution establish rules, policies and procedures for the denial or revocation of Membership of Non-Traditional Participating Members that shall have effect as if they were incorporated in these By-Laws.

#### ARTICLE 4

#### MEETINGS OF CORPORATE MEMBERS

**4.1 Annual Meeting.** An annual meeting of Corporate Members (the “Annual Meeting”) shall be held each year between January 1 and February 28 for the purpose of electing the new Governors of the Corporation, and transacting such other business as may properly come before the Corporate Members. The meeting shall be held at the time and place determined by the Board. Written notice of the annual meeting of the Corporation, setting forth the time and place of the meeting and the business to be transacted, shall be mailed, at least 30 days prior to the scheduled date of the annual meeting, to each Corporate Member at his or her address as it appears in the records of the Corporation.

**4.2 Special Meetings.** Special meetings of the Corporate Members may be called by the President or by the Board. In addition, the Secretary, or in the case of death, absence, incapacity or refusal of the Secretary, by any other officer, shall call a special meeting of the Corporate Members upon the written request of at least ten percent of the Corporate Members. Notice of a special meeting setting forth the time and place of the meeting and the business to be transacted, shall be mailed, at least 15 days prior to the scheduled date of such meeting, to each Corporate Member at his or her address as it appears in the records of the Corporation.

**4.3 Quorum and Voting.** Ten percent of the Corporate Members represented in person or by proxy shall constitute a quorum at a meeting of the Corporate Members; provided, if less than a quorum of Corporate Members is present at a meeting, a majority

of the Corporate Members present may adjourn the meeting from time to time without further notice. If a quorum of Members is present, the affirmative vote of a majority of Corporate Members represented at the meeting shall be the act of the Corporate Members. Each Corporate Member shall be entitled to one vote on all matters put to a vote of Corporate Members. Corporate Members may vote in person or by proxy. Written proxies shall be valid if delivered to the Secretary upon or prior to commencement of the meeting. The Corporate Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Corporate Members to leave less than a quorum. Participating Members may attend meetings of the Corporate Members, but are not entitled to a vote unless they are also Corporate Members.

## ARTICLE 5

### BOARD OF GOVERNORS

**5.1 General Powers.** All corporate powers and the business and affairs of the Corporation shall be managed, or exercised by, or under the authority and direction of its Board, subject to any limitation(s) set forth in the Corporation's Articles of Incorporation. Any specific delegation of authority hereinafter made in these By-Laws shall be subject to the review, control and oversight of the Board.

**5.2 Composition of Board.** The Board shall consist of not less than nine Governors or more than thirty-five Governors. The number of Governors shall be fixed by the Corporate Members at the annual meeting of the Corporation. All Governors must be Corporate Members.

**5.3 Election and Term.** Each Governor to succeed a retiring Governor shall be elected by the Corporate Members to a three-year term. Should the Corporate Members increase the number of Governors, they shall also designate for those Governors a one, two or three year term to ensure that the terms of approximately one-third of the Governors shall expire each year. The term of each Governor shall commence upon his or her election and shall expire upon the election of Governors at the Annual Meeting after expiration of ~~his~~ his or her term. Except as provided below for Executive Officers, no person may serve more than six consecutive years as a Governor, provided that any period during which any person serves as an Executive Officer of the Corporation shall not be counted as part of such six year period. A person disqualified from serving as a Governor by these provisions may be re-elected a Governor after a period of one year.

**5.4 Annual and Regular Meetings.** An annual meeting of the Board shall be held immediately following the adjournment of the Annual Meeting of the Corporation. Other regular meetings of the Board may be held at such time and place as the President or the Board may direct upon at least 30 days' prior notice to all Governors. The Board may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution.

**5.5 Special Meetings.** Special meetings of the Board may be called by the President or at the request of twenty percent of the Governors of the Corporation. All special meetings of the Board shall be held at the principal office of the Corporation or such other place as may be specified in the notice of the meeting. Notice of any special meeting shall be given at least fifteen days prior thereto by written notice that is delivered either (a) personally, or (b) by first class mail to the Governor's address of record, or (c) by facsimile transmission to the Governor's facsimile number of record. Any such written notice shall also be sent on the same day by electronic mail to all Governors who have provided the Corporation with an electronic mail address. 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 or transmitted by facsimile, as the case may be. Any Governor may waive notice of any meeting. The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor 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 of the Board need be specified in the notice or waiver of notice of such meeting, except with respect to consideration of amendments of these By-Laws.

**5.6 Quorum.** One-half of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided, if less than a quorum of the Board is present at a meeting, a majority of the Governors present may adjourn the meeting from time to time without further notice. The Board may permit any or all Governors to participate in a regular or special meeting through the use of any means of communications by which all Governors participating may simultaneously hear, or have their words seen by, each other during the meeting. A Governor participating in a meeting by such means shall be deemed to be present in person at the meeting for all purposes, including constituting a quorum.

**5.7 Manner of Acting.** Except as provided in Section 5.9 of these By-laws, the act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified by the Articles creating the Corporation or these By-Laws.

**5.8 Records of Board Action.** The approved Minutes of meetings of the Board, copies of any written consent to action by the Board, and the Minutes of the meetings of the Executive Committee shall be the official record of the actions taken by the Board. These records shall be known as the Corporate Minute Book.

**5.9 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting upon the unanimous written consent of all Governors of the Corporation. Such consent by such Governors may be transmitted in any written or electronic form, including (without limitation) facsimile transmission or electronic mail.

**5.10 Resignation and Removal.** A Governor may resign at any time by delivering a notice to the Corporation. A resignation shall be effective when the notice is delivered. The Board may fill any vacancy. A Governor who fails to attend four meetings of the Board during any three-year period shall be considered to have resigned from the Board upon receipt of written notice from the President or the Secretary unless that Governor within ten days of receipt of such notice notifies the Board that he or she does not want to resign, and the Board subsequently determines that there has been no resignation. Whether or not to give such a notice is solely within the discretion of the President. A Governor may be removed, with or without cause, by the vote of a majority of Corporate Members present at any meeting of the Corporation or by the vote of a majority of the Governors present at a meeting at which a quorum is present.

**5.11 Vacancies.** If a vacancy occurs on the Board, the Board may fill the vacancy. If the Governors remaining in office constitute fewer than a quorum of the Board, they shall fill the vacancy by the affirmative vote of a majority of all the Governors remaining in office. A Governor elected to fill a vacancy shall hold office for the unexpired term of such Governor's predecessor in office.

**5.12 Reimbursement and Compensation.** By resolution of the Board, each Governor may be reimbursed for such Governor's reasonable expenses, if any, incurred while performing duties assigned to them by the Board. Except for the reimbursement of expenses, the Governors shall not be paid compensation for their services.

**5.13 Executive Sessions.** ~~The Board may determine to exclude persons who are not Governors from any meeting or any portion of any meeting.~~

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## ARTICLE 6

### COMMITTEES

#### 6.1 Executive Committee.

**(a) Membership and Powers.** The Board shall appoint, from among its members, an Executive Committee ~~with~~ ~~of~~ not less than five ~~nor~~ more than nine members. The Executive Committee shall be appointed at the annual meeting of the Board and may be altered or added to at any time. When the Board is not in session, the Executive Committee shall have and may exercise all of the authority of the Board unless otherwise prohibited in these By-Laws or by a resolution of the Board. All actions of the Executive Committee shall be reported to the Board at the regular meeting of the Board following said action and are subject to ratification by the Board. Neither the Executive Committee nor any other committee created by the Board shall have the authority of the Board to: ~~(a)~~ amend, alter or repeal the By-Laws or any resolutions or policies adopted by the Board, ~~(b)~~ remove any Executive Officer or any member of any committee or any Governor of the Corporation, ~~(c)~~ amend the Articles of Incorporation, ~~(d)~~ authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, ~~(e)~~ authorize the voluntary dissolution of the Corporation

or commence proceedings therefor, ~~(fvi)~~ adopt a plan for the distribution of the assets of the Corporation, or ~~(gvii)~~ change the number of Governors or fill vacancies on the Board. However the Executive Committee may consent to or direct any Executive Officer of the Corporation to suspend the powers of or remove from office any Administrative Officer, with or without cause.

**(b) Consent to Action.** Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting upon the unanimous written consent of all members of the Executive Committee. Such consent by such members may be transmitted in any written or electronic form, including (without limitation) facsimile transmission or electronic mail.

**6.2 Nominating Committee.** The Board shall appoint a Nominating Committee consisting of five members, all of whom must be Corporate Members. Members of the Nominating Committee shall be appointed for three-year terms. The Nominating Committee shall select one member to serve as Chair of the Committee. The Chair shall be a member whose term on the Nominating Committee is expiring at the next annual meeting of the Board. The Board shall define the duties of the Nominating Committee by policy or resolution.

**6.3 Advisory Committee.** The Board shall appoint an Advisory Committee of up to nine Corporate Members, who have previously served on the Board or as Administrative Officers of the Corporation. Advisory Committee members shall be appointed for three-year terms. In addition to appointed members, all past Presidents of the Corporation shall be *ex officio* members of the Advisory Committee. A member of the Advisory Committee nominated by the President and approved by the Board shall serve as Chair of the Advisory Committee. The Board shall define the duties of the Advisory Committee by policy or resolution.

**6.4 Other Committees and Councils.** The Board may create ~~such~~ other committees or councils as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Each such committee or council shall have such powers, authority and organization as the Board may, from time to time, establish for it.

**6.5 Resignation, Removal and Vacancies.** Any member of a Board committee or council may resign from the committee or council at any time by giving written notice to the Board or to the President, and a resignation shall be effective when the notice is delivered. The Board may remove any member of a Board committee/council at any time, with or without cause. The Board or the Executive Committee may fill any vacancy on a Board committee/council.

## ARTICLE 7

### EXECUTIVE OFFICERS

#### 7.1 Required Officers and Terms.

(a) **Election of Executive Officers.** The Board shall elect at least the following executive officers (the “Executive Officers”):

- A. President
- B. First Vice President - President Elect
- C. Vice President of Instruction
- D. Vice President of Activities
- E. Vice President of Regional Administration
- F. Treasurer
- G. Secretary

(b) **Authority of Executive Officers.** The Corporation shall be operated under the authority delegated by the Board to its Executive Officers. Each Executive Officer shall be a member of the Board, shall be appointed for a one-year term, shall receive no compensation (but may receive reimbursement as provided in Section 5.12 of these By-Laws) and may not serve more than three consecutive terms in the same office. A duly appointed Executive Officer may appoint one or more officers or assistant officers if authorized by the Board. The same individual may simultaneously hold more than one office in the Corporation. Each Executive Officer shall hold office until his or her successor shall be duly appointed or until the executive officer shall die, resign or shall have been removed in the manner hereinafter provided.

**7.2 President.** The President shall serve as the Chair of the Board and is empowered to implement and enforce these By-Laws and the policies and decisions adopted by the Board. The President shall preside over and propose the agenda for all meetings of the Corporate Members and shall appoint a Secretary Pro-Tempore for any meeting of the Corporate Members or the Board at which the Corporate Secretary is not present. The President shall nominate all standing Board committees subject to the advice and consent of the Board and shall serve as an ex-officio member of all such committees. The President may create task forces or ad hoc committees for the purpose of investigating a specific issue and reporting to the Board. The President is authorized to aid and assist all other Executive Officers in carrying out the duties of their offices and shall confer with them and be involved with the resolution of any major issue affecting their activities. The President shall also supervise the Executive Director as described in Section 7.8 of these By-Laws.

**7.3 Vice Presidents.** The Corporation shall establish and maintain at least the following Vice Presidents.

(a) **First Vice President.** In the absence of the President, or in the event of the President’s death or inability to act, the First Vice President shall perform the duties of the President and when so acting shall have all the powers, duties and limitations as are conferred upon the President. During the last year of a President’s term in office, the First Vice President shall also serve as President-Elect. The First Vice President shall perform such duties as may be assigned by the President or the Board.

**(b) Vice President of Instruction.** The Board shall establish an instruction program under the direction of the Vice President of Instruction. The Vice President of Instruction shall appoint all instruction program committee chairs, subject to confirmation by the Board. The Vice President of Instruction shall have the power to confirm nominees appointed by committee chairs to serve on said committees. The Vice President may, with or without cause, remove from office any person he/she appointed or confirmed. The Vice President shall confer regularly with the President and obtain the President's involvement in the resolution of any issues that may have a general effect on the Corporation. The Vice President shall perform such other duties as are assigned by the Board.

**(c) Vice President of Activities.** The Board shall establish an activities program under the direction of the Vice President of Activities. The Vice President of Activities shall appoint all activity program committee chairs, subject to confirmation by the Board. The Vice President of Activities shall have the power to confirm nominees appointed by committee chairs to serve on said committees. The Vice President may, with or without cause, remove from office any person he/she appointed or confirmed. The Vice President shall confer regularly with the President and obtain the President's involvement in the resolution of any issues that may have a general effect on the Corporation. The Vice President shall perform such other duties as are assigned by the Board.

**(d) Vice President of Regional Administration.** The Board shall appoint a Vice President of Regional Administration to supervise and direct all Registered Clubs, Regions, District Commissioners, Joint District Commissioners, Regional Supervisors and Vice Regional Supervisors. The Vice President of Regional Administration shall appoint all Regional Supervisors and Vice Regional Supervisors, subject to confirmation by the Board. The Vice President of Regional Administration shall have the power to confirm nominees appointed by Regional Supervisors to serve as District Commissioners or Joint District Commissioners. The Vice President shall confer regularly with the President and obtain the President's involvement in the resolution of any issues that may have a general effect on the Corporation. The Vice President shall perform such other duties as are assigned by the Board.

**7.4 Treasurer.** The Treasurer, subject to the supervision and control of the Board, shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit all monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected by the Board; (c) in general, perform or delegate all the duties incident to the office of Treasurer and such other duties assigned by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of such officer's duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer is authorized to establish and close accounts at institutions designated by the Board.

**7.5 Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the Board, the Executive Committee and the Members of the Corporation in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal, if any, of the Corporation; (d) be responsible for authenticating records of the Corporation; (e) keep a register of the mailing address of each Member of the Corporation, which shall be furnished to the Secretary by each Member; (f) verify that a quorum is present in person or by proxy at each meeting of the Board or of the Corporate Members; (g) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board. In addition to the foregoing Corporate Minute Book and Corporate records, the Secretary shall delegate and supervise the maintenance of an "Official Actions Book." The Official Actions Book shall categorize by subject and include each action approved, disapproved or directed by the Board, and each item shall have a cross reference as to where it may be found in the Corporate Minute Book. If the Secretary shall be absent or refuse to act, a Secretary Pro-Tem shall be appointed by the President to perform the duties of the Secretary at any meeting of the Members of the Corporation or of the Board.

**7.6 Additional Executive Officers.** The Board may create additional Executive Officers from time to time. Any resolution creating a new Executive Officer shall designate that officer's duties, powers and authority.

**7.7 Resignation and Removal of Officers.** An Executive Officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered. The Board may fill the vacancy. The Board may remove any Executive Officer at any time, with or without cause, by the affirmative vote of three-fourths of all Governors.

**7.8 Executive Director.** Upon the recommendation of the President or at least five members of the Board, a majority of the members of the Board may hire as a paid employee an executive director who shall act as the chief operating officer of the Corporation (the "Executive Director"). The Executive Director, who is not an Executive Officer, shall manage and control the operation of the Corporation's national office and its staff, have the responsibility for carrying out the daily activities of the national office in an efficient and economical fashion through the coordination and use of facilities, staff and resources of the national office, shall assist the President in conducting the legal and fiscal matters of the Corporation and shall perform such additional duties as assigned by the President or the Board. The Executive Director shall serve at the pleasure of the Board, shall report directly to the President in all matters and may be terminated at any time with or without cause by the Board or the Executive Committee. The Executive Director may attend meetings of the Board or of the Executive Committee unless requested not to attend by the President and, while in attendance, make presentations, proposals or requests directly to the Executive Committee or the Board as a non-voting, *ex-officio* member of the Board.

## ARTICLE 8

### REGIONAL ADMINISTRATION

**8.1 Regions.** The Board shall establish regions for administrative purposes, and the Board shall assign each Registered Club to a region. The Board may re-establish, enlarge or reduce such regions, or add or delete regions from time to time in its discretion, provided that the Board shall give notice of the change to the Regional Council for such region prior to the Board meeting at which action is to be considered. The Regional Council shall be entitled to be heard at the Board meeting prior to the Board taking any final action on the proposed change of the affected region.

**8.2 Regional Council.** Each region shall have a Regional Council. All administrative officers serving for a region shall be members of the Regional Council for such region. Registered Clubs in each region may, by adoption of a written regional policy approved by the Vice President of Regional Administration, provide for additional members of their respective Regional Councils and set the number, method of selection, terms, duties and authority of any such additional members. A majority of the voting members of the Regional Council must be District Commissioners or Joint District Commissioners.

**8.3 Regional Administrative Officers.** Regional Supervisors and Vice Regional Supervisors shall be Administrative Officers of the Corporation.

**(a) Appointment.** Administration of each region shall be supervised by a Regional Supervisor with the assistance of one or more Vice Regional Supervisor(s). Regional Supervisors and Vice Regional Supervisors shall be Corporate Members and shall be appointed for one-year terms by the Vice President of Regional Administration after considering any recommendation that may have been received from the Regional Council for such region. The appointment of Regional Supervisors and Vice Regional Supervisors shall require confirmation by the Board or by the Executive Committee.

**(b) Duties, Authorities, and Responsibilities.** Each Regional Supervisor and Vice Regional Supervisor shall have the duties, authority and responsibilities prescribed by the Board or the Vice President of Regional Administration. Said duties, authority and responsibilities shall include, but not be limited to, the direction, supervision and control of all matters in the region and in the regional clubs. All actions and decisions of the Regional Supervisor and Vice Regional Supervisors shall be in accordance with ~~any~~ **the Resolutions, Rules, Regulations and Policies** of the Board and shall be subject to the direction, supervision and control of the Vice President of Regional Administration.

**(c) Resignation.** A Regional Supervisor or Vice Regional Supervisor may resign at any time by delivering a notice to the Vice President of Regional Administration. A resignation shall be effective when the notice is delivered. The Vice President of

Regional Administration may fill the vacancy. Said appointments are subject to confirmation by the Board.

*(d) Removal.* Any Regional Supervisor or Vice Regional Supervisor may be removed at any time with or without cause by the Board, the Executive Committee or the ~~the~~ Vice President of Regional Administration, with the advance written consent of the Executive Committee. A vacancy in any Regional Supervisor or Vice Regional Supervisor position may be filled by the Vice President of Regional Administration (in consultation with the Regional Council) for the remainder of the term of the previous Regional Supervisor or Vice Regional Supervisor, subject to confirmation by the Board.

**8.4 Registered Clubs.** The Board shall recognize as affiliated clubs local Pony Clubs that conform to such Resolutions, Rules, Regulations, Policies —and ~~Requirements~~, including the payment of any initiation fees and annual dues, as shall be promulgated by the Board. A club so recognized shall be described as a “Registered Club of the United States Pony Clubs, Inc.” and is referred to herein as a “Registered Club.” The Board may withdraw recognition from any Registered Club that does not conform to the regulations, policies and requirements established by the Board. The Board or the Treasurer, acting subject to the oversight of the Board, may refuse to accept the annual dues of any Registered Club or its participants and sponsors. Such refusal shall constitute withdrawal of recognition of the Registered Club. The Board shall arrange to furnish Registered Clubs with literature, logos, insignia and other appropriate materials and shall advise and assist, through Regional Administration, in the activities of Registered Clubs in such manner and to such extent as is deemed appropriate to further the purposes of the Corporation. A Registered Club must maintain a minimum of five (5) sponsors.

**8.5 Registered Club Sponsors.**

*(a) Acceptance of 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 child 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.~~

*(b) 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 written consent of the Vice President of Regional Administration and after consultation with the District Commissioner, or (iii) by the Vice President of Regional Administration after consultation with the Regional Supervisor and with the consent of the Executive

Committee. All decisions referred to in subparagraph (i) of this paragraph are subject to review by the USPC Vice President of Regional Administration.

**(c) Term of Sponsorship.** The annual term of sponsorship for Sponsors shall be from January 1 through December 31 of each year.

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**8.6 Traditional Participating Members.** (a) Traditional Participating Members (and Non-Traditional Participating Members who are Members of Registered Clubs) shall: (a) meet the eligibility requirements set forth in any Resolutions, the Rules, Regulations and Policies adopted by the Board; (b) meet all Regional and Registered Club qualifications; (c) pay dues and initiation fees, in compliance with the Policies of the Board; and (d) have the approval of the District Commissioner or Joint District Commissioner in charge.

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

**8.7 Administrative Officers.** The District Commissioners and Joint District Commissioners shall be Administrative Officers of the Corporation.

**(a) Appointment.** Each Registered Club shall propose for approval and appointment by the Regional Supervisor, or during the Regional Supervisor's absence or disability, by the Vice Regional Supervisor in charge, one Corporate Member to serve a one-year term as District Commissioner. Such term shall be from January 1 through December 31 of any year. The Registered Club may also propose one or more Corporate Members to assist the District Commissioner in the role of a Joint District Commissioner(s) for the Registered Club. Appointments made by the Regional Supervisor or by the Vice Regional Supervisor in charge shall be based upon the proposals from the Registered Club Sponsors and shall require confirmation by the Vice President of Regional Administration.

**(b) Duties, Authority, Responsibilities.** A District Commissioner, with or without the assistance of one or more Joint District Commissioners, shall direct and manage all matters in the Club. All actions of the District Commissioner or Joint District Commissioner shall be in accordance with any Resolutions, ~~the~~ Rules, Regulations and Policies adopted by the Board and shall be subject to the direction, supervision and control of the Regional Supervisor or Vice Regional Supervisor in charge and by the Vice President of Regional Administration. Upon the request of a majority of the Registered Club Sponsors, the District Commissioner or Joint District Commissioner in charge shall consider revocation of a child's or Sponsor's participation in the Registered Club.

**(c) Resignation.** A District Commissioner or Joint District Commissioner may resign at any time by delivering a notice to the Regional Supervisor or Vice Regional Supervisor in charge. A resignation shall be effective when the notice is delivered. The Regional Supervisor or Vice Regional Supervisor in charge may fill the vacancy, subject to confirmation.

**(d) Removal.** Any Administrative or Regional Officer (other than a Regional Supervisor or Vice Regional Supervisor) including (without limitation) any District Commissioner or Joint District Commissioner may be removed at any time with or without cause as follows: (i) by the Regional Supervisor with the advance written consent of the Vice President of Regional Administration, (ii) by the Vice President of Regional Administration after consultation with the Regional Supervisor and with the consent of the USPC Executive Committee, or (iii) by the USPC Board of Governors or Executive Committee.

## ARTICLE 9

### Miscellaneous

**9.1 Amendments.** The Board shall have the power and authority to alter, amend or repeal these By-Laws by a vote of majority of the board of Governors.

**9.2 Fiscal Year.** The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

**9.3 Seal.** The Board may adopt a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, Kentucky as the state of incorporation and the words "CORPORATE SEAL."

**9.4 Waiver of Notice.** Whenever any notice is required to be given under the provisions of these By-Laws, the Articles or Kentucky law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**9.5 Construction.** Unless the context specifically requires otherwise, any reference in these By-Laws to any gender shall include all other genders, any reference to

the singular shall include the plural and any reference to the plural shall include the singular.

**9.6 Limitations.** Notwithstanding any other provision hereof, the Corporation shall take no action contrary to the provisions of ARTICLE II of the Articles, and if at any time the Corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended (“Code”), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

**9.7 Severability of Provisions.** Except as may conflict with the provisions of ARTICLE II of the Articles of Incorporation, if any provision of these By-Laws, or its application to any person or circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the remainder of these By-Laws, or the application of such provisions to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these By-Laws are severable.

**9.8 ~~Conduct of Meetings~~*Robert’s Rules of Order*.** Except to the extent that they conflict with any provision of applicable law, the Articles of Incorporation or these By-Laws, ~~all any meetings~~ of the Corporation, of the Board and of any Board committee shall be conducted in accordance with the Tenth Edition of *Robert’s Rules of Order Newly Revised*, or any subsequent edition of that publication in effect as of the date of such meeting.

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