

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

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ESTABLISHMENT

1.1 Regions. The Board of Governors of the United States Pony Clubs, Inc. (“USPC”) establishes regions in accordance with its By-Laws. These regions are administrative organizations that assist in promoting the policies and purposes of the USPC by overseeing instructional and activities programs, assisting in the formulation of Registered Club policies, conducting regional activities, coordinating all inter-regional and national activities, and performing other duties as may be assigned from time to time by the USPC Board of Governors or Vice President of Regional Administration.

1.2 Registered Clubs. The Board of Governors of the USPC approves the assignment of Registered Clubs to Regions. As members of a Region, these Clubs shall plan for, assist with and participate in regional functions, attend Regional Council meetings, and contribute to the efficient administration of the region.

1.3 Participating Members.

(a) Traditional Participating Members. Traditional Participating Members 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 Resolutions, the 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 national and regional activities after complying with the policies of their Region and Club regarding active participation. Selection of Traditional Participating Members to take part in national activities as representatives of their Region shall be made by the Regional Supervisor. ~~All such regional and club policies are subject to review by the USPC Vice President of Regional Administration, and all such selections by Regional Supervisors are subject to review by 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. Non-Traditional Participating Members shall become eligible to take part in national and regional activities after complying with the policies of their Region~~requirements for participation established by the USPC Vice President of Regional Administration. The eligibility and s~~Selection of Non-Traditional Participating Members who are not Members of Registered Clubs to take part in ~~regional-national~~ activities as representatives of their Region shall be made by the Regional Supervisor in a manner in accordance with policies established by the USPC Vice President of Regional Administration~~consistent with any applicable Resolutions, Rules, Regulations and Policies adopted by the Board of Governors of USPC.~~

(c) ***Non-Traditional Participating Members of Registered Clubs.*** A Non-Traditional Participating Member may become a member of a Registered Club to the extent that such membership is consistent with any Resolutions, ~~the~~ Rules, Regulations, and Policies adopted by the USPC Board of Governors 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 Paragraph 1.3(a) of these By-Laws.

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

(e) ***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.

1.4 Applicability and Precedence. These By-Laws shall apply to all regions established by the USPC Board of Governors to provide common Regional By-Laws and shall take precedence over all other By-Laws and policies except the By-Laws of the USPC, which shall take precedence over these By-Laws.

OFFICERS

2.1 Administrative Officers. In accordance with USPC By-Laws, each Region is directed, supervised and controlled by a Regional Supervisor who may be assisted by one or more Vice Regional Supervisors. After considering the recommendations of the Regional Council, Regional Supervisors and Vice Regional Supervisors are appointed by and accountable to the USPC Vice President of Regional Administration as provided in the USPC By-Laws. Regional Supervisors and Vice Regional Supervisors, as well as District Commissioners and Joint District Commissioners, are Administrative Officers of the USPC. All Administrative Officers of USPC must be Corporate Members in accordance with USPC By-Laws. No person, or more than one member of a family, shall hold more than one administrative office within the same region without the written approval of the Regional Council.

2.2 Regional Officers. The Regional Council shall elect those Regional Officers as required herein. All duties, responsibilities, actions and decisions of Regional officers shall be subject to the direction, supervision, control or approval of the Regional Supervisor.

(a) Secretary. The Secretary of the Region shall not be the Regional Supervisor, a Vice Regional Supervisor or a member of the family of either of these Officers. The Secretary shall be responsible for (a) giving notice of all Regional Council meetings in accordance with the provisions of these By-Laws, (b) recording and filing the minutes of Regional Council meetings, (c) determining the presence of a quorum at Regional Council meetings, (d) maintaining Regional policies, and (e) performing other ~~assigned~~ duties as assigned by the Regional Supervisor and Vice Regional Supervisor.

(b) Treasurer. The Treasurer of the Region shall not be the Regional Supervisor, a Vice Regional Supervisor or a member of the family of any of these Officers. The Treasurer shall be responsible for (a) collecting dues and fees that constitute the Regional income, (b) making disbursements to pay the Regional expenses, (c) examining the validity of expenses incurred and tracking compliance with the budget, (d) keeping accurate records of the funds, (e) preparing financial statements in accordance with these By-Laws, and (f) performing other ~~assigned~~ duties as assigned by the Regional Supervisor and Vice Regional Supervisor.

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

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

2.4 Resignation/Removal of Regional Supervisors and Vice Regional Supervisors. Regional Supervisors and Vice Regional Supervisors may resign at any time by giving written notice to the USPC Vice President of Regional Administration, who may fill any vacancies subject to confirmation by the USPC Board of Governors. Any Regional Supervisor or Vice Regional Supervisor may be removed at any time with or without cause as follows: (i) by the USPC Board of Governors, (ii) by the USPC Executive Committee or (iii) by the USPC Vice President of Regional Administration with the advance written consent of the Executive Committee.

2.5 Resignation/Removal of Administrative and Regional Officers. Administrative and Regional Officers other than Regional Supervisors or Vice Regional Supervisors may resign at any time by giving written notice to the Regional Supervisor (or a Vice Regional Supervisor when acting for the Regional Supervisor), who may fill any vacancies by appointment until the next Regional Council Meeting, at which time the Council may confirm or replace the appointee. Any Administrative or Regional Officer 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.

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APPOINTEES

3.1 Regional Advisors. The Regional Supervisor may from time to time appoint Regional Advisors to one-year terms to make available to the Region their expertise and assistance. Regional Advisors may be directed to assist in any part of the operation of the Region and may be assigned the task of organizing all or part of Regional activities. Advisors are not members of the Regional Council.

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REGIONAL COUNCIL

4.1 Regional Council. Each Region has, in accordance with USPC By-Laws, a Regional Council to provide the assistance, advice and cooperation necessary for the Regional Supervisor to effectively execute his/her duties and responsibilities.

(a) Membership. All USPC Administrative Officers within the region are members of the Regional Council, in accordance with USPC By-Laws. The President of the USPC, the Vice President of Regional Administration and any appointed representatives of these officers shall be ex-officio members of the Regional Council. All Regional officers and anyone designated by the Regional Council in a Regional policy shall be members of the Regional Council, providing that the majority of the membership consists of District Commissioners and Joint District Commissioners. Temporary membership may be conferred by any absent council member upon his/her designated representative.

(b) Nominating Committee. The Nominating Committee shall be elected at least 3 months before the Annual Meeting and shall select one of its members to serve as Chair of the Committee. The Regional Supervisor shall nominate the Committee for election by the Regional Council. The Committee shall consist of no less than three and no more than five members, the majority of whom shall be District Commissioners or Joint District Commissioners. The Nominating Committee shall propose a slate of Regional Officers and recommendations for Regional Supervisor and Vice Regional Supervisor(s) for presentation at the Annual Regional Council Meeting.

4.2 Regional Council Meetings. Regions shall have sufficient Regional Council meetings to enhance communication between all members of the Regional Council. It is essential that Regions hold an Annual Meeting as defined herein.

(a) Meeting Protocol. The Regional Supervisor, or the designated Vice Regional Supervisor, shall act as the Chair of the Regional Council at all meetings. All members of the Regional Council may make motions to initiate discussion of the subject issues. The Regional Council shall establish a policy that defines the voting rights for its membership and provides fair and equitable council representation for all clubs in the Region. Members representing a majority of the Registered Clubs assigned to the Region and the Regional Supervisor or a Vice Regional Supervisor shall constitute a quorum for the conduct of business. The Regional Supervisor, Vice Regional Supervisor, Secretary of the Region, USPC President, USPC Vice President of Regional Administration or a majority of the District Commissioners may call a meeting of the Regional Council.

4.3 Annual Meeting. An Annual Meeting of the Regional Council shall be held in the fall of each year for the purpose of transacting the Regional business on the agenda.

(a) Annual Meeting Notice. Notice of the Annual Meeting shall be sent by the Secretary of the Region to all members of the Regional Council at least 30 days prior to the date of the meeting. A copy of the meeting agenda shall be sent with the notice.

(b) Annual Meeting Agenda. The agenda for the Annual Meeting shall include: (i) the report of the Regional Supervisor on activities and general financial status, (ii) presentation and approval of the proposed financial plan for the next year, (iii) recommendations for a Regional Supervisor and one or more Vice Regional Supervisors based upon nominations of the nominating committee and nominations from the floor, (iv) election of Regional Officers for the next year, based on the report of the Nominating Committee and nominations from the floor, (e) amendments to the Regional Policies, (f) proposing, planning and establishing an activities calendar, (g) discussion of the value of the USPC national organization and appeal for donations to the USPC annual fund, and (h) such other issues and business that are germane to the effective operation of the Region.

(c) Annual Meeting Minutes. The Secretary shall record, prepare, sign and submit a copy of the minutes of the Annual Meeting to the National Office and to the Vice President of Regional Administration in a timely manner relative to published USPC schedules. The minutes shall include copies of the agenda, and all documents (e.g.: plans, budgets, rosters, lists, schedules, calendars, etc.) approved by the Regional Council at the Meeting. A year-to-date Regional Financial Report shall also be included with the minutes.

4.3 Regular Meetings. The Regional Supervisor may from time to time call a meeting of the Regional Council for purposes such as planning and organizing activities, discussing and resolving problems, or any other purpose needed to maintain the efficient operation of the Region. Notice of such meetings shall be given at least 15 days prior to the date of the meeting.

4.4 Special Meetings. A Special Meeting of the Regional Council may be convened, in unusual situations, by the Vice Regional Supervisor, the Secretary of the Region, or the Vice President of Regional Administration. It shall be called upon the written request to the Secretary of 20 % of its members. 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 Vice President of Regional Administration promptly following the meeting.

4.5 Notice of Meetings Notice of any Annual, Regular or Special Meetings shall be given by written notice that is delivered either (a) personally, (b) by first class mail to the person's address of record, (c) by facsimile transmission to the person's facsimile number of record or (d) by electronic mail to the person'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 person may waive notice of any meeting. The attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided in Section 4.3(a), ~~Neither~~ the business to be transacted at, nor the purpose of, any annual, regular or special meeting need be specified in the notice or waiver of notice of such meeting.

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MANAGEMENT OF THE REGION

5.1 Funds. The Regional Supervisor shall develop and implement a plan to provide funds with which to support the expenses for Regional administration and activities. Each year, the Regional Supervisor shall develop and present, for the approval of the Regional Council, a proposed budget that estimates the income from the plan and establishes an allocation to Regional expenses categories. The Treasurer of the Region shall assist in the development of the plan and the administration of the funds in accordance with the approved budget and the provisions of these By-Laws.

(a) Financial Reports. The Regional Treasurer shall prepare a financial report for each meeting of the Regional Council as well as when requested by the Regional Supervisor. The report shall detail income, expenses and assets for the fiscal year-to-date by the categories established in Regional policy.

(b) Annual Financial Statement. The Regional 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 during the past fiscal year. Copies of the Annual Financial Statement shall be sent to the National Office, the Vice President of Regional Administration and all members of the Regional Council by the date established by the Vice President of Regional Administration.

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

5.2 Tax Status. The Regions 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. Each Region shall obtain an Employer Identification Number (EIN) and shall comply with all other legal requirements imposed on IRS Code Section 501(c)(3) designated corporations. The Regions shall provide a copy of their EIN assignment to the National Office.

5.3 Fiscal Year. The Fiscal Year for Regions shall be from January 1st to December 31st.

(a) Policies. Each Region shall develop policies that establish the standard criteria and processes for management of the Regional operations and activities. The Regional Supervisor, or a committee designated by the Regional Supervisor, shall be responsible for drafting the proposed initial policies. Any member of the Regional Council may propose a policy amendment. The Regional Council shall review all policies and amendments. Policies and amendments shall become effective when adopted by the Regional Council and approved by the USPC Vice President of Regional Administration.

(b) Active Participation. Each Region shall establish criteria that fairly define active participation for Traditional Participating Members and for Non-Traditional Participating Members ~~who are Members of Registered Clubs~~. These criteria shall be the basis of a Regional policy that establishes the standing in the Region of Traditional Participating Members and Non-Traditional Participating Members ~~who are Members of Registered Clubs~~. The Regional criteria shall not conflict with the criteria or policies of USPC. The criteria shall include, but shall not be limited to, regular attendance at instructional activities, and where appropriate to a Member's rating, teaching, coaching and taking part in mounted competitive activities as a member of a club or regional team. The criteria shall consider and acknowledge special circumstances that may limit a Member's participation. All such criteria are subject to review by the USPC Vice President of Regional Administration.

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MISCELLANEOUS

6.1 Amendments. These By-Laws may be amended or modified solely by the USPC Board of Governors.

6.2 Transfer of Assets. Should a Region be dissolved or otherwise terminated, its assets shall be transferred by the Vice President of Regional Administration to another Region or Registered Club, 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 Region shall not be a chapter or branch of any other organization. A Region may be a member of, or establish an association with, horse councils, land conservancies and similar organizations with the consent of the Vice President of Regional Administration.

6.5 Trademarks. A Region 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 USPC Board of Governors.

Secretary of United States Pony Clubs, Inc.

Date: _____