The following changes to the By-Laws are being proposed to clarify what constitutes attendance at a Regional Council meeting and a Club Sponsor meeting, including for purposes of determining a quorum. While in person meetings are always preferable, attendance by members by electronic means by agreement of the Regional Council has been allowed in practice but was not previously stated in the By-Laws. Attendance at a Club Sponsor meeting must be in person. Other adjustments to Article 4.2 in each set of By-Laws are for formatting consistency and not substantive.

If you have any comments or questions regarding these proposed By-Law changes, please direct them to execassistant@ponyclub.org no later then October 26, 2018.

Current text below, with deletions in strikethrough and additions in red font:

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. Administrative Officers of the Region; Regional Officers; the District Commissioner, or Joint District Commissioner, or the designated representative (authorized in writing by the District Commissioner) of each Registered Club; and the Center Administrator or designated representative (authorized in writing by the Center Administrator) of each Recognized Pony Club Riding Center, are each entitled to one vote. The same voting rights shall also apply to any other local entities entitled to accept members in the Region consistent with any requirements in Resolutions, Regulations, Rules and Policies adopted by the Board of Governors of USPC.

(b) Quorum. Members representing a majority of the voting membership of the Regional Council and the Regional Supervisor or Vice Regional Supervisor shall constitute a quorum for the conduct of business. The Regional Council may permit any or all regional council members to participate in a regular or special meeting through the use of any means of communications by which all members participating may simultaneously hear, or have their words seen by, each other during the meeting. A member 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.
ARTICLE 4

SPONSORS OF RECORD

4.1 Sponsors

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 present 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) **Voting** Discussion may be open to all, but only Sponsors of Record may vote. Sponsors of Record must be present to vote. Voting by proxy shall never be permitted.

(c) **Quorum** A quorum for the conduct of Club business shall be one-third (33%) of the Sponsors of Record present in person.

4.3 Annual Meeting

(a) **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.

(b) **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) establishment of the Sponsors Fee, (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.

(c) **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.

4.4 **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.

4.5g **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.

4.6) 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.

4.7 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 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. All decisions are subject to review by the USPC Vice President of Regional Administration.