

Proposed Edits to the By Laws of The United States Pony Clubs, Inc.

ARTICLE 3 MEMBERS

3.3 Corporate and Life Members (Annual and Life) Persons who are at least 18 years of age may apply to become Corporate or Life Members. An applicant shall become a Corporate or Life Member with the approval of two officers of the Corporation, one of whom must be the President. Only Corporate and Life Members have are entitled to voting privileges, normally exercised at the Annual at Meetings of the Corporation in person or by proxy. Corporate Members must pay the annual Corporate Membership dues established by the Board (in accordance with the By Laws. Life Members must pay the one-time membership dues established by the Board in accordance with the By Laws. Corporate Members may also have membership in another category. However, the dues required are separate and distinct.

Rationale: To clarify that Corporate Members may be either designated as Life Corporate Members or Annual Corporate Members. Both designations are Corporate Members. Approval process is not currently followed. Dues reference moved to 3.5.

3.4. Other Members. Other nonvoting Members and Membership categories are set forth in any Resolutions, Rules, Regulations, and Policies as adopted by the Board, and as shall be amended from time to time. ~~Such members shall pay the dues and fees established by the Board.~~ Membership of any type is not a vested right and may be denied or revoked as provided in the ByLaws. Only Corporate and Life Members are entitled to voting privileges at Meetings of the Corporation.

3.5 Annual Membership Dues Annual Membership dues and initiation fees established by the Board, the Regions, and Registered Clubs shall be paid by each Member required to pay annual dues. ~~(other than Life Member).~~ One-time membership dues shall be paid by each Life Corporate Member in an amount fixed by the Board from time to time. The dues required for Corporate and other membership categories are separate and distinct. Corporate Members who are also Members in other categories shall pay appropriate dues on an annual basis.

3.7 Resignation, Denial, and Revocation of Membership-

~~“A Corporate or Life Member may resign (etc.)”~~

ARTICLE 4 MEETINGS OF THE CORPORATION

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 of record. ~~at his or her address as it appears in the records of the Corporation.~~ Method of delivery, whether by postal service or electronic means (email), may be determined by the Board of Governors. Notice shall be sent to the Corporate Member’s address of record or email address of record.

4.2 Special Meetings. Special meetings of the Corporate Members may be called by the President or by the Board.....etc.

Written 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 or email as it appears in the records of the Corporation. Special meetings may be supported by electronic participation or proxies, as determined by the Board.

Rationale: These changes are consistent with Kentucky Not for Profit law and provide for flexibility should the Board determine in the future that a different method of providing notice is more cost effective and efficient.

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~~ Corporation; provided..... etc.

~~Participating Members~~ Others including nonmembers may attend meetings of the ~~Corporate Members~~ Corporation but are not entitled to a vote unless they are also Corporate Members. Only Corporate Members have voting privileges at Meetings of the Corporation.

ARTICLE 5 BOARD OF GOVERNORS

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 15 days prior thereto by written notice that is delivered (a) personally, (b) by first class mail to the Governor's address of record, or (c) by ~~electronic mail~~ email to the Governor's email address of record, or (d) by ~~facsimile transmission~~ fax to the Governor's ~~facsimile~~ fax number of record. Any such written notice shall also be sent on the same day by ~~electronic mail~~ email to all Governors who have provided the Corporation with an email address. Any such notice shall be deemed delivered on the earliest of the days it was personally delivered, deposited in the United States mail in a sealed envelope with postage prepaid, transmitted by email ~~electronic mail~~ or ~~transmitted by fax~~ 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.

5.9 Action Without Meeting (only change ~~facsimile~~ to fax in last sentence.)

ARTICLE 6 COMMITTEES

6.1 Executive Committee

7.1 (b) Consent to Action. May be transmitted in any written or electronic form, including (without limitation) ~~facsimile transmission~~ fax or ~~electronic mail~~ email.

Rationale: Simplify terminology

ARTICLE 7 EXECUTIVE OFFICERS

(b) Authority and Terms of Executive Officers

.....An Executive Officer may appoint one or more officers or assistant officers if authorized by the Board. ~~The same individual~~ The appointed assistant may simultaneously hold more than one office in the Corporation.

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~~ 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~~ (e) (f) verify that a quorum is present in person ~~or by proxy~~ at each meeting of the Board and in person or by proxy at each meeting ~~or of the Corporate Members~~ Corporation; (f) (g) in general, perform or delegate 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 Action 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~~ Corporation or of the Board.

Rationale: Changes reflect current practice and clarifies Board of Governors must be present in person (which includes by electronic means), not by proxy.