

12/18/2024

The Governance Committee of the United States Pony Club is proposing the following revisions to the bylaws of the corporation, regions, and clubs for the purpose of standardizing, simplifying, and modernizing the wording of articles detailing meeting notices.

## USPC By-Laws

### 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~~ **delivered by a verifiable means to all corporate members of record** at least 30 days prior to the scheduled date of the Annual Meeting. ~~to each Corporate Member of record.~~ 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. In addition, ~~the Secretary, or any other Officer in the case of death, absence, incapacity or refusal of the Secretary,~~ shall **may** call a special meeting of the Corporate Members upon the written request of at least ten percent of the Corporate Members. **Written** notice of a special meeting ~~setting forth the time and place of the meeting and the business to be transacted~~ **including the time, place, and agenda,** shall be ~~mailed,~~ **delivered to all corporate members of record by a verifiable means** 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.

## Board of Governors

### 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~~ **scheduled by** the President or the Board ~~may direct upon~~ **with** at least 30 days’ prior **written** notice to all Governors. The Board may ~~provide by resolution~~ **set** the time and place **for regular meetings,** either within or without the Commonwealth of Kentucky through a resolution, ~~for the holding of regular meetings without other notice than~~ **that 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~~ **another location** as may be specified in the notice of the meeting. **Written** notice of any special meeting ~~special~~ **including the time, place, and agenda,** shall be given at least fifteen days prior ~~thereto to the~~ **scheduled meeting.** by written notice that is delivered (a) personally, (b) by first class mail to the Governor’s address of record, or (c) by email to the Governor’s email address of record, or (d) by fax to the Governor’s fax number of record. ~~Any such written notice shall also be sent on the same day by 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 or transmitted by fax.~~ **Notice must be delivered by a verifiable means as approved by vote of the same body.**

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.

## **Regional By-Laws**

### Regional Council

#### 4.6 Notice of Meetings.

**Written** 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~~ **must be available to the voting membership prior to the scheduled meeting according to timelines for each meeting type as specified in Articles 4.3(a), 4.4, 4.5. Notice must be delivered by a verifiable means as approved by vote of the same body.** ~~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.

## **Club By- Laws**

### Sponsors

#### 4.6 Notice of Meetings.

**Written** 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~~ **must be available to the voting membership prior to the scheduled meeting according to timelines for each meeting type as specified in Articles 4.3(a), 4.4, 4.5. Notice must be delivered by a verifiable means as approved by vote of the same body.** ~~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. **Except as provided in Section 4.3(a),** ~~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.