



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

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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 General. Membership is defined by these By-Laws, and by the eligibility requirements set forth in the Resolutions, Rules, Regulations, and Policies that provide for Membership and as adopted by the Board from time to time. Individuals meeting these requirements become Members upon payment of the dues and fees established by the Board.

3.2 Rights and Responsibilities of Members. All Members, regardless of category, are responsible for adhering to these By-Laws, and to the Resolutions, Rules, Regulations, and Policies of the Corporation. As used in these By-Laws, the terms "Member", "Members", and "Membership" shall refer collectively to Corporate and Life Members as well as other Members.

3.3 Corporate Members (Annual and Life). Persons who are at least 18 years of age may apply to become Corporate Members. Only Corporate Members are entitled to voting privileges, at Meetings of the Corporation in person or by proxy. Corporate Members may also have membership in another category.

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. Membership of any type is not a vested right and may be denied or revoked as provided in the By-Laws. Only Corporate 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. 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 or Life Members who are also Members in other categories shall pay appropriate dues on an annual basis.

3.6 Period of Membership. The period of Membership for all annual Corporate 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 other Members shall be from January 1 through December 31 of each year, unless otherwise determined in the policy specific to a Membership category.

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. All other Members may resign Membership at any time by delivering written notice of resignation to the Vice President of Regional Administration, or by not submitting dues or other Membership fees. 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 additional or modified Rules, Policies and Procedures for the denial or revocation of Membership of any 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 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 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, shall be mailed, at least 15 days prior to the scheduled date of such meeting, to each Corporate Mem-

ber 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.

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 Corporation; 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. Others including nonmembers may attend meetings of the 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

5.1 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 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, ei-

ther 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 (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. 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) fax 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.

ARTICLE 6

COMMITTEES

6.1 Executive Committee.

(a) Membership and Powers. The Board shall appoint, from among its members, an Executive Committee with 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: (i) amend, alter or repeal the By-Laws or any resolutions or policies adopted by the Board, (ii) remove any Executive Officer or any member of any committee or any Governor of the Corporation, (iii) amend the Articles of Incorporation, (iv) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, (v) authorize the voluntary dissolution of the Corporation or commence proceedings therefore, (vi) adopt a plan for the distribution of the assets of the Corporation, or (vii) 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) fax or email.

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 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. Eligibility to serve as an Advisory Committee member is limited to those Corporate Members who have previously served on the Board or as Administrative Officers of the Corporation; or as a Center Administrator. Advisory Committee members shall be appointed for three-year terms. Also the Board shall appoint each year the National Youth Board representative retiring from the Board of Governors for a one year term. 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 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 Regional Administration
- D. Vice President of Instruction
- E. Vice President of Activities
- F. Treasurer
- G. Secretary

(b) Authority and Terms 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 elected 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. Each Executive Officer shall hold office until his or her successor shall be duly elected, which may cause his or her term to be extended with approval by the Board; or until the Executive Officer shall die, resign or shall have been removed in the manner hereinafter provided. An Executive Officer may appoint one or more officers or assistant officers if authorized by the Board. The appointed assistant may simultaneously hold more than one office in the Corporation. The order of succession of the Vice Presidents is as follows: 1st Vice President, Vice President of Regional Administration, Vice President of Instruction and Vice President of Activities. Should a successor Vice President be unable to serve, the succession shall move to the next Vice President.

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 which shall be elected at the first meeting of the new board.

(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 Regional Administration. The Vice President of Regional Administration shall 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 of Regional Administration shall appoint all Regional Administration committee chairs, subject to confirmation by the Board. The Vice President of Regional Administration 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 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.

(d) 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.

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 Corporation; (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) verify that a quorum is present in person at each meeting of the Board and in person or by proxy at each meeting of the Corporation; (f) 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. If the Secretary shall be absent or refuse to act, a Secretary Pro-Tern shall be appointed by the President to perform the duties of the Secretary at any meeting 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 executive 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

8.7 Regions. The Board shall establish regions for administrative purposes, and the Board shall assign each Registered Club to a region. The Board may reestablish, enlarge or reduce such regions, or add or delete regions from time to time at 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. A majority of the voting members of the Regional Council must be local USPC leadership (such as District Commissioners, Joint District Commissioners, or Riding Center Administrators.)

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 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 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 of Record.

(a) Sponsors. Sponsors of Record of the Registered Clubs 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 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 and be at least 18 years of age. Sponsors may also be Corporate Members and / or hold Membership in any categories in which they meet the eligibility requirements set forth in any Resolutions, Rules, Regulations, and Policies that provide for Membership and as adopted by the Board, and have paid the respective dues and fees established by the Board.

(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 are subject to review by the USPC Vice President of Regional Administration.

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

8.6 Membership in Registered Clubs.

(a) Acceptance of Registered Club Members. Registered Club Members shall: (i) meet the eligibility requirements set forth in any Resolutions, Rules, Regulations, and Policies adopted by the Board from time to time, (ii) meet all Regional and Registered Club qualifications, (iii) pay dues and initiation fees, in compliance with the Policies of the Board, and (iv) have the approval of the District Commissioner or Joint District Commissioner in charge.

(b) Denial of Renewal of Registered Club Membership and Revocation of Existing Registered Club Membership. The request of any person to renew a Registered Club Membership may be denied with or without cause and the existing Membership of any Registered Club 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. Such denial of renewal or revocation of existing membership referred to in this section shall apply only to membership within the Registered Club and not to membership within the corporation or the Region. Membership in USPC may be denied or revoked as stated in Section 3.7 of these By-Laws. 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, 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 Participating Member'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 majority vote, provided that proposed changes to these By-Laws have been posted to the Corporation's website at least thirty days prior to the commencement of the meeting of the Board at which such vote is taken. During such meeting, the Board may adopt any of such proposed changes to these By-Laws, including any additional or different proposed changes to the By-Laws that result from comments of Members or discussion among Governors at such Board meeting without any need to post such additional or different proposed changes to the Corporation's website prior to adoption.

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 there on 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 there in, 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 there by, and to this extent, the provisions of these By-Laws are severable.

9.8 Conduct of Meetings. Except to the extent that they conflict with any provision of applicable law, the Articles of Incorporation or these By-Laws, any meeting 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.



Secretary of United States Pony Clubs, Inc.

Date: October 20, 2023

ARTICLE 1

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, 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 Members and Membership. Membership is defined by these By-Laws and by the eligibility requirements set forth in the Resolutions, Rules, Regulations, and Policies that provide for Membership and as adopted by the Board. Individuals meeting these requirements become Members upon payment of the dues and fees established by the Board from time to time. Membership of any type is not a vested right and may be denied or revoked as provided in the By-Laws. Members may participate in Regional Governance if they are Members of the Regional Council; and may participate in Club Governance if they are Sponsors of Record of the Club.

(a) Members. Members shall be individuals who have met the eligibility requirements set forth in any Resolutions, Rules, Regulations, and Policies as adopted by the USPC Board and have paid the dues and initiation fees established by the Board. Members may join a Registered Club, or other local entity entitled to accept members, if they have been accepted by the District Commissioner of that Club or by the person with authority to accept membership. Members must also have paid the dues and initiation fees established by the Registered Club or local entity and the Region.

(b) Denial of Renewal of Membership and Revocation of Existing Membership. The request of any person to renew a Membership may be denied with or without cause, and the existing Membership of any Member may be revoked with or without cause, as stated in Section 3.7 of the By-Laws of the United States Pony Clubs, Inc. Members of Registered Clubs may have Membership of the Registered Club denied or revoked by the District Commissioner with the advance written consent of the Regional Supervisor, or by the Regional Supervisor with the advance written consent of the USPC Vice President of Regional Administration. All decisions are subject to review by the USPC Vice President of Regional Administration.

(c) Period of Membership. The period of Membership for Members shall be from January 1 through December 31 of each year, unless otherwise determined in policy specific to a Membership category.

(d) Member Participation at USPC Activities. Members shall be eligible to take part in regional, national, and international

activities after complying with the policies specific to the respective membership category and the activity programs. Selection of Members of Registered Clubs or other local entity to take part in national activities as representatives of their Region shall be confirmed by the Regional Supervisor in a manner consistent with any applicable Resolutions, Rules, Regulations, and Policies adopted by the Board of Governors of USPC and shall be subject to review by the USPC Vice President of Regional Administration.

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.

ARTICLE 2

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 (i) giving notice of all Regional Council meetings in accordance with the provisions of these By-Laws, (ii) recording and filing the minutes of Regional Council meetings, (iii) determining the presence of a quorum at Regional Council meetings, and (iv) performing other 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 (i) collecting dues and fees that constitute the Regional income, (ii) making disbursements to pay the Regional expenses, (iii) examining the validity of expenses incurred and tracking compliance with the budget, (iv) keeping accurate records of the funds, (v) preparing financial statements in accordance with these By-Laws, and (vi) performing other duties as assigned by the Regional Supervisor and Vice Regional Supervisor.

(c) Horse Management Organizer (HMO). The HMO communicates and works with the Regional Supervisor (RS), Horse Management Committee and other Instruction Council Committees, and the Region to disseminate USPC Horse Management (“HM”) policies and programs, oversees HM education for the Region’s leaders and HM staff, and coordinates staffing and judging for Regional competitions. Responsibilities of the HMO include (i) organizing/facilitating HM seminars for current and potential HM Staff, leaders, and members, (ii) recruiting Regional HM Staff; (iii) maintaining lists of current HM Staff and assisting organizers to fill competition staffing needs (iv) insure forms are available for HM Judging at competitions and that HM evaluations are provided, completed, and mailed, and (v) performing other duties as assigned by the Regional Supervisor and Vice Regional Supervisor.

(d) Regional Instruction Coordinator (RIC). The RIC communicates and works with the Regional Supervisor (RS) and Instruction Council Committees to disseminate USPC Instruction policies and programs. Responsibilities of the RIC include (i) providing support and assistance throughout the Region, to consistently use the USPC Standards of Proficiency as the curriculum for instruction programs (ii) promoting collaboration on “best practices” and instructional activities (iii) overseeing the regional instruction program for upper level members specific to the National Testing standards (iv) organizing the Standards and Certifications Clinic for instructors, local level examiners and Participating Members, covering, at a minimum, the D-1 through C-2 Standards of Proficiency; and maintaining a list of participants in the RIC Annual Report (v) encouraging and supporting new instructors and examiners within the Region (vi) performing other duties as assigned by the Regional Supervisor or Vice Regional Supervisor.

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.

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.

ARTICLE 3

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.

ARTICLE 4

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 their duties and responsibilities.

(a) Membership. All USPC Administrative Officers (Regional Supervisor, Vice Regional Supervisors, District Commissioners, and Joint District Commissioners); Center Administrators; and all Regional Officers within the region are members of the Regional Council, providing that the majority of the membership consists of local USPC leadership (such as District Commissioners, Joint District Commissioners, or Riding Center Administrators.) 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.

(b) Nominating Committee. The Nominating Committee shall be elected at least 30 days 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 must be local USPC leadership (such as District Commissioners, Joint District Commissioners, or Riding Center Administrators.) 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 among 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 Supervisor, Vice Regional Supervisor, Secretary of the Region, USPC President, USPC Vice President of Regional Administration, or a majority of the voting membership of the Regional Council may call a meeting of the Regional Council.

(b) Voting. 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. A person must be present to vote. No person may vote more than once on any item called for a vote. Administrative Officers of the Region and Regional Officers who also hold either the position of District Commissioner, or Center Administrator shall authorize in writing a designated representative to vote on behalf of their Club/Center. Regional Officer Positions which allow for sharing of responsibilities, such as the Regional Instruction Coordinator and/or Horse Management Organizer, are entitled to one vote per position regardless of how many share the duties of the position. The officer entitled to vote shall be designated at the time of election or appointment and may delegate their vote in their absence only to another person who shares the responsibilities and title of the position.

(c) 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, special, or annual 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.

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 (budget) 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, (v) proposing, planning and establishing 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 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.

4.4 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.

4.5 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.

4.6 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.

ARTICLE 5

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 by any applicable Resolutions, Rules, Regulations and Policies adopted by the Board of Governors of USPC.

(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, State, and USPC 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 nonprofit 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.

(a) Regional Branch Clubs. Regions which include a Branch Club(s), operating under the Region's Employer Identification Number (EIN) shall cooperate with the Branch Club(s) Treasurer to 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 provision of any future law.

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

ARTICLE 6

MISCELLANEOUS

6.1 Amendments. The Board shall have the power and authority to alter, amend, or repeal these By-Laws by a majority vote, provided that proposed changes to these By-Laws have been posted to the Corporation's website at least thirty days prior to the commencement of the meeting of the Board at which such vote is taken. During such meeting, the Board may adopt any of such proposed changes to these By-Laws, including any additional or different proposed changes to the By-Laws that result from comments of Members or discussion among Governors at such Board meeting without any need to post such additional or different proposed changes to the Corporation's website prior to adoption.

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(s) or Registered Club(s), 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 The United States Pony Clubs, Inc.

Date: October 20, 2023

ARTICLE 1 ESTABLISHMENT

1.1 Registered Clubs. The Board of Governors of the United States Pony Clubs, Inc. (USPC) recognizes, as affiliated clubs, the local clubs that conform to such regulations and requirements as are established by the Board of Governors and these By-Laws. These clubs are designated "Registered Clubs". Each is assigned to a Region that is managed by a Regional Supervisor under the supervision of the USPC and its Vice President of Regional Administration. Registered Clubs provide an instruction program for Members who embrace the requirements of the USPC Standards of Proficiency, and an activities program that allows Members the opportunity to demonstrate the skills and knowledge they acquire.

1.2 Members and Membership. Membership is defined by these By-Laws and by the eligibility requirements set forth in the Resolutions, Rules, Regulations, and Policies that provide for Membership and as adopted by the Board from time to time. Individuals meeting these requirements become Members upon payment of 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 By-Laws. Members may participate in Club Governance if they are Sponsors of Record of the Club.

(a) Members. Members shall be individuals who have met the eligibility requirements set forth in the Resolutions, Rules, Regulations, and Policies as adopted by the USPC Board from time to time, and have paid the dues and initiation fees established by the Board. Members may join a Registered Club if they have been accepted by the District Commissioner of that Club and have paid the dues and initiation fees established by the Registered Club and the Region.

(b) Denial of Renewal of Membership and Revocation of Existing Membership. The request of any person to renew a Membership may be denied with or without cause, and the existing Membership of any Member may be revoked with or without cause, as stated in Section 3.7 of the By-Laws of the United States Pony Clubs, Inc. Members of a Registered Club may have Membership of the Registered Club denied or revoked by the District Commissioner with the advance written consent of the Regional Supervisor, or by the Regional Supervisor with the advance written consent of the USPC Vice President of Regional Administration, and after consultation with the District Commissioner. Such denial of renewal or revocation of existing Membership referred to in this section shall apply only to Membership within the Registered Club and not to Membership within the corporation or the Region. All decisions are subject to review by the USPC Vice President of Regional Administration.

(c) Period of Membership. The period of Membership for Members shall be from January 1 through December 31 of each year, unless otherwise determined in policy specific to a membership category.

(d) Member Participation at USPC Activities. Members shall become eligible to take part in regional, national, and international activities after complying with the policies specific to the respective Membership category and the activity programs. Selection of Members of Registered Clubs to take part in regional activities as representatives of their Registered Club shall be

made by the District Commissioner after conferring with other officers of the Club, and selection of Members of Registered Clubs to take part in national activities as representatives of their Region shall be confirmed by the Regional Supervisor. All selections are determined in a manner consistent with any applicable Resolutions, Rules, Regulations, and Policies adopted by the Board of Governors of USPC and shall be subject to review by the USPC Vice President of Regional Administration.

1.3 Applicability and Precedence. These By-Laws shall apply to all Registered Clubs recognized by the USPC Board of Governors to provide common By-Laws of Registered Clubs and shall take precedence over all other By-Laws and policies except the By-Laws of the USPC and the By-Laws of USPC Regions, which shall take precedence over these By-Laws in that order.

ARTICLE 2

OFFICERS

2.1 Administrative Officers. In accordance with the USPC By-Laws, each Registered Club is directed and managed by a District Commissioner who may be assisted by one or more Joint District Commissioners. After considering any recommendations received from Club Sponsors, the Regional Supervisor shall appoint District Commissioners and any Joint District Commissioners. All District Commissioners and Joint District Commissioners are Administrative Officers of the USPC, Inc., and all Administrative Officers must be Sponsors of Record of the Club and Corporate Members of USPC at the time of their appointment and for the duration of their term in office. All District Commissioners and Joint District Commissioners are accountable to, and serve at the pleasure of, the Regional Supervisor, subject to review by the USPC Vice President of Regional Administration, and may be removed at any time with or without cause as provided in the Regional By-Laws and the USPC By-Laws.

2.2 Club Officers. The Sponsors shall elect those Club Officers as required herein. Club Officers must be Sponsors of Record of the club for the duration of their term. All duties, responsibilities, actions and decisions of Club Officers shall be subject to the direction, supervision, control or approval of the District Commissioner, subject to review by the Regional Supervisor and the USPC Vice President of Regional Administration.

(a) Secretary. The Secretary of the Club shall not be the District Commissioner, a Joint District Commissioner or a member of the family of either of these officers. The Secretary shall be responsible for (i) giving notice of all Sponsors' Meetings in accordance with the provisions of these By-Laws, (ii) recording and filing the minutes of Sponsors' Meetings, (iii) maintaining a list of the Club's Sponsors, (iv) determining the presence of a quorum at Sponsors' Meetings, (v) performing other assigned duties.

(b) Treasurer. The Treasurer of the Club shall not be the District Commissioner, a Joint District Commissioner or a member of the family of any of these officers. The Treasurer shall be responsible for (i) collecting dues and fees that constitute the Club's income, (ii) making disbursements to pay the Club's expenses, (iii) examining the validity of expenses incurred, (iv) keeping accurate records of the Club's funds, (v) preparing

financial statements in accordance with these By-Laws, (vi) filing any necessary tax forms, and (vii) performing other assigned duties.

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

2.4 Resignation/Removal of Officers. Club Officers may resign at any time by giving written notice to the District Commissioner or a Joint District Commissioner when acting for the District Commissioner. The District Commissioner may fill vacancies due to resignation by appointment until the next Sponsors' Meeting, at which time the Sponsors may confirm or replace the appointee. Any Club officer may be removed at any time with or without cause as follows: (i) by the vote of a majority of Club Sponsors present at any meeting at which there is a quorum, (ii) by the District Commissioner with the advance written consent of the Regional Supervisor, (iii) by the Regional Supervisor with the advance written consent of the Vice President of Regional Administration and after consultation with the District Commissioner, or (iv) by the Vice President of Regional Administration after consultation with the Regional Supervisor and with the consent of the USPC Executive Committee. All decisions referred to in subparagraph (i) and (ii) of this paragraph are subject to review by the USPC Vice President of Regional Administration.

ARTICLE 3

APPOINTEES

3.1 Registered Club Advisors. The District Commissioner may, from time to time, appoint Club Advisors to one-year terms to make available to the Club their expertise and assistance. Club Advisors may be directed to assist in any part of the operation of the Club and may be assigned the task of organizing all or part of Club activities. Advisors may be Club Sponsors subject to the requirements for Sponsors herein.

ARTICLE 4

SPONSORS OF RECORD

4.1 Sponsors. Sponsors of Record 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, 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 and be at least 18 years of age. Sponsors may also be Corporate Members and/or hold Membership in any categories in which they meet the eligibility requirements set forth in any Resolutions, Rules, Regulations, and Policies that provides for Membership as adopted by the Board from time to time and have paid the respective dues and fees established by the Board.

(a) Responsibilities. Sponsors of Record shall be notified of all Sponsors' Meetings. Sponsors of Record shall be entitled to attend and to participate in all Sponsors' Meetings with the

power to move, discuss and vote upon issues properly before such Meetings. Sponsors shall establish an annual Sponsors' fee, and payment of such fee shall be a condition of continuance as a Sponsor. Sponsors shall have the power to elect officers other than the District Commissioner or Joint District Commissioner and to recommend persons for appointment as District Commissioner or Joint District Commissioner for consideration by the Regional Supervisor. The Sponsors may provide suggestions for the operation and administration of the Club at Sponsors' Meetings and to do so effectively shall be entitled to examine (i) By-Laws of the USPC, of the Regions of the USPC, and of the USPC Registered Clubs, (ii) Policies of the USPC, (iii) records of the Sponsors' Meetings, (iv) the Sponsors' List, (v) Club financial records, (vi) District Commissioners' handbooks, and (vii) any other documents pertaining to the Club.

(b) Sponsors' Term. The term of a Sponsor shall begin on January 1 of each year (or on such date as all requirements to become a Sponsor have been satisfied) and shall end on December 31 of each year. Sponsors may be accepted at any time during the year except for (i) the thirty day period prior to the Annual Sponsors' Meeting and (ii) the period from the day notice is given of any Annual, Regular or Special meeting of Sponsors through the day such meeting concludes.

(c) Sponsors' List. The Club Secretary shall maintain a list of current Sponsors to define the Sponsors of Record for the Club.

(d) Sponsors' Fee. The amount of the Sponsors' fee shall be established annually at the Annual Sponsors' Meeting. The Sponsors' fee shall be in keeping with the economics of the local area and shall be separate from any fundraising and Members' dues.

(e) Nominating Committee. The Nominating Committee shall be elected at least 30 days before the Annual Sponsors' Meeting and shall select one of its members to serve as Chair of the Committee. The District Commissioner shall nominate the committee for election by the Sponsors. The Committee shall consist of no less than three and no more than five Sponsors of Record. The Nominating Committee shall propose a slate of Club Officers and recommendations for District Commissioner and Joint District Commissioner(s) for presentation at the Annual Sponsors' Meeting.

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. The District Commissioner, or the designated individual, shall chair the meeting. 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 a simple majority of the Sponsors of Record. The Club may

permit any or all Sponsors to participate in a regular, special or annual meeting through the use of any means of communications by which all Sponsors participating may simultaneously hear, or have their words seen by, each other during the meeting. A Sponsor 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.

4.3 Annual Meeting. An Annual Meeting of the Sponsors shall be held in the fall of each year or by the date established by the Vice President of Regional Administration for the purpose of transacting the Club business on the agenda.

(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.

4.5 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 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.

ARTICLE 5

MANAGEMENT OF THE CLUB

5.1 Funds. The District Commissioner shall develop and implement a plan to provide funds with which to support the expenses for Club administration and activities. Each year, the District Commissioner shall develop and present a proposed operating budget for the approval of the Sponsors. The budget shall estimate the income from the plan and establish an allocation to Club expense categories. The Club Treasurer shall assist in the development of the proposed operating budget and in the administration of the funds in accordance with the approved operating budget and the provisions of these By-Laws.

(a) Financial Reports. The Club Treasurer shall prepare a financial report for each Sponsors' Meeting as well as when requested by the District Commissioner or the Vice President of Regional Administration. The report shall detail income, expenses and assets for the fiscal year-to-date by categories established by any applicable Resolutions, Rules, Regulations and Policies adopted by the Board of Governors of USPC.

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

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

5.2 Tax Status. Registered Clubs 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 and shall comply with all other legal requirements imposed on IRS Code Section 501(c)(3) designated corporations.

(a) Branch Clubs. Registered Clubs which do not have their own Employer Identification Number (EIN) shall be considered a Branch of their Region and will operate under the Region's Employer Identification Number (EIN) and shall report to and cooperate with the Regional Treasurer to 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.

5.3 Fiscal Year. The fiscal year for Clubs shall be from January 1st to December 31st.

5.4 Annual Membership Renewal. The District Commissioner shall oversee and manage the USPC Membership renewal of all Members of the Club and submit the renewal to the National Office and the Regional Supervisor by the specified due date.

ARTICLE 6

MISCELLANEOUS

6.1 Amendments. The Board shall have the power and authority to alter, amend or repeal these By-Laws by a majority vote, provided that proposed changes to these By-Laws have been posted to the Corporation's website at least thirty days prior to the commencement of the meeting of the Board at which such vote is taken. During such meeting, the Board may adopt any of such proposed changes to these By-Laws, including any additional or different proposed changes to the By-Laws that result from comments of Members or discussion among Governors at such Board meeting without any need to post such additional or different proposed changes to the Corporation's website prior to adoption.

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

6.5 Trademarks. A Registered Club 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 Board of Governors.



Secretary of The United States Pony Clubs, Inc.

Date: October 20, 2023
