

*approved by BGD. PEHSC  
11/4/2007*

**BYLAWS  
of  
Pony Express Horse Show Circuit, Inc.**

**ARTICLE I - NAME**

The name of this Association shall be Pony Express Horse Show Circuit, Inc.

**ARTICLE II - OBJECT**

The object of this not-for-profit corporation shall be to promote the breeding, development, exhibition, marketing and ownership of light horses and other equidae to promote good fellowship, and for the benefit and protection of members of this Association.

Its affairs shall not be conducted for pecuniary profit, and there shall be no capital stock.

The Association shall also have the right to buy, hold, sell and convey personal property and such real estate as may be necessary or convenient for the proper conduct of the affairs of the Association.

**ARTICLE III - MEMBERSHIP**

Section 1.

Under the terms and conditions prescribed by its bylaws, this Association may admit to full voting membership persons and organizations (hereinafter called "member shows") interested in the objects of this Association as set forth in Article II hereof and sponsoring and organizing a minimum of one member show as defined by the Board of Directors in the rules and regulations.

Section 2.

The Board of Directors is authorized to admit non-voting individual/junior memberships to those exhibitors who are not directors representing a member show, as described above.

Section 3.

The Board of Directors is authorized to require a signed application for each membership.

Section 4.

The annual membership fee for member shows as defined in Article III, Section 1 herein, shall be determined by the Board of Directors and payable at the time of the annual show date meeting. This membership allows one vote.

Section 5.

The annual membership fee for individual/junior membership, as defined in Article III, Section 2, herein, shall be determined by the Board of Directors and payable at the time of application. This membership does not allow voting.

Section 6.

Memberships in the Association are not transferable or refundable.

**ARTICLE IV - OFFICERS**

Section 1:

The officers of this Association shall be:

PRESIDENT

FIRST VICE PRESIDENT

SECOND VICE PRESIDENT

SECRETARY

TREASURER

POINT RECORDER

DIRECTORY COORDINATOR

**Section 2. Voting**

**Each officer shall have only one vote.**

**Section 3. Election**

**The officers of this Association shall be elected annually by the Board of Directors at the annual show date, with the terms of newly elected officers to take effect at the conclusion of the annual awards banquet.**

**Section 4. Vacancy**

**A vacancy in office shall be filled by the Executive Committee, except for the office of President and First Vice President, at an Executive Committee meeting, following notice of same, to complete term of resigning officer.**

**Section 5. Resignation**

**An officer desiring to resign from office shall submit notice of same in writing to the Secretary. Resignation will become effective at the ensuing meeting of the Board of Directors.**

**Section 6. Removal**

**An officer may be removed for cause by a two-thirds majority vote of the Board of Directors.**

**Section 7. Duties of Officers.**

**a. President**

**The President shall preside at all meetings of the Board of Directors and Executive Committee.**

**The President shall perform all such duties as bylaws pertain to his/her office.**

**The President shall fulfill such duties as may be assigned by the Board of Directors or the Executive Committee.**

**The President may cast his/her vote to make or break a tie.**

**The President may appoint a Parliamentarian.**

**The President shall appoint advisory breed representatives, who are to be notified of meetings. Unless serving as a representative of a member show, they are not authorized to vote.**

**The President shall appoint chairmen and members of any committees deemed necessary, as approved by the Board of Directors, or as otherwise specified by the bylaws.**

**All recommendations for changes in the Bylaws shall be referred by the President to the Bylaws Committee.**

**The President shall see that all orders and resolutions of the Board of Directors are carried into effect.**

**b. First Vice President**

The First Vice President shall assume the duties of the President in the absence or inability of the President.

The First Vice President shall assume the office of the President in the event of death, disability, resignation, or removal from office, and fulfill his/her term.

The First Vice President shall make arrangements for banquet accommodations, including location and pricing, for the annual awards banquet. Final arrangements and contract to be approved by the Executive Committee.

The First Vice President shall perform such other duties as may be assigned by the President and/or the Board of Directors.

**c. Second Vice President**

The Second Vice President shall assume the office of the First Vice President in the event of a vacancy in that office, shall then fulfill the term of the First Vice President. The office of Second Vice President shall then remain vacant until the next election of officers.

The Second Vice President shall preside at meetings of the Board of Directors and the Executive Committee in the absence of the President and the First Vice President.

The Second Vice President shall coordinate the year-end awards, excluding ribbons.

The Second Vice President shall perform such other duties as requested by the President and/or the Board of Directors.

**d. Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors and the Executive Committee.

The Secretary shall be the custodian of all records of the Association, unless otherwise specified herein.

The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law.

The Secretary shall perform all other duties as may be assigned by the President and/or Board of Directors.

**e. Treasurer**

The Treasurer shall be responsible for the books and accounts of the Association, which shall be kept in accordance with sound accounting practices.

The Treasurer shall present a Treasurer's Report at every meeting of the Board of Directors.

The Treasurer's records may be audited annually by a committee appointed by the President or by a qualified accountant as determined and approved by the Board of Directors

The Treasurer's records shall be audited at any time a new Treasurer is elected.

The Treasurer shall perform all other duties as may be assigned by the President and/or the Board of Directors.

f. Point Recorder

The Point Recorder shall maintain a record of points accumulated throughout the current show season of all equidae, and riders according to the nomination forms as completed and submitted by the exhibitors and in conjunction with the class placings submitted by the member shows.

The Point Recorder shall tabulate the accumulated points at the end of the current show season, and determine appropriate ribbons, in preparation for the year-end high point awards of the Association.

g. Directory Coordinator

The Directory Coordinator shall coordinate the publication of the Association's annual directory.

The Directory Coordinator shall include in the annual directory, but not be limited to: listing member shows, point system explanation, listing of approved point classes, rules and regulations, listing of directors and member shows.

Such coordination may also include listing of special awards criteria, champions, and any other information as determined by the Executive Committee as well as advertising.

## Article V - Board of Directors

### Section 1. Composition

The Board of Directors shall consist of one representative from each member show, as designated on the current Show Affiliation and Information Form, and the Executive Committee. In the event a Show Director is unable to attend a meeting of the Board of Directors, another individual authorized by the member show, in writing, may attend with voice and vote.

### Section 2. Resignation

A Board member may resign from the Board of Directors by submitting a written resignation to the Secretary, naming replacement, if known.

### Section 3. Removal

A Board member may be removed for cause by a two-thirds vote of the Board of Directors.

### Section 4. Retiring President/Presidents

The retired President (or Presidents) of the Association may be an honorary board member for three years following retirement, and may have voting privileges. In the event the President is removed from office for cause, he shall not continue on the Board of Directors.

## **Section 5. Meetings**

**At any duly called meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of all business of the Board of Directors.**

**The show date confirmation meeting shall be the deadline for receiving show dates and dues for full publicity benefits in the annual directory.**

**The date of the annual rule change meeting shall be the date for changing rules, regulations, and classes for the upcoming year.**

## **Section 6. Voting**

**Each member of the Board as defined herein shall have only one vote. Voting by mail is permitted when a copy of the question, motion or resolution is attached to such vote. Voting by proxy is prohibited.**

## **Section 7. Compensation of Officers**

**The officers of this Association shall serve without compensation, but shall receive such actual and necessary expenses while transacting business of the Association as may be authorized by the Board of Directors or by the bylaws.**

## **Section 8. Fiscal Year**

**The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year or other such date as may be fixed from time to time by the Board of Directors.**

## **Section 9. Additional Rules and Regulations**

**The Board of Directors of this Association may establish, revise, and enforce any and all additional rules and regulations deemed advisable and necessary to the daily operation of the organization and for promulgating said rules and regulations to the membership.**

## **Section 10. Membership in Other Organizations**

**The Association may join other organizations as approved by the Board of Directors.**

## **Section 11. Duties of the Board of Directors**

- a. The Board of Directors shall manage the affairs of the Association
- b. The Nominating Committee of three (3) members shall be elected by the Board of Directors at the annual rules change meeting.
- c. Elect officers at the annual show date meeting. The Nominating Committee shall present a slate of officers for the election at the show date meeting. The election shall be by ballot unless there is only one nominee for each office, then, the election may be by voice. Nominations from the floor shall be in order.
- d. Fill vacancies in offices, unless otherwise provided herein
- e. Ratify actions of the Board of Directors for previous year at the annual election of officers meeting.
- f. Assist in activities benefiting and promoting the Association

## **Article VI - Executive Committee**

### **Section 1. Composition**

The Executive Committee shall be composed of the elected officers, consisting of the President, the First and Second Vice Presidents, the Secretary, Treasurer, Point Recorder and Directory Coordinator.

### **Section 2. Duties**

The Executive Committee is authorized to assume the responsibilities of the Board of Directors between board meetings to act upon such matters not specifically delegated to a particular officer or committee of the Association.

### **Section 3. Meetings**

Meetings of the Executive Committee shall be at the call of the President or any two members of the Executive Committee. At any duly called meeting of the Executive Committee, a majority (4) shall constitute a quorum to transact business.

### **Section 4. Notification**

Executive Committee shall be notified by mail or telephone at least three days in advance of said meeting.

## **ARTICLE VII - COMMITTEES**

### **Section 1.**

With the exception of the Nominating Committee, special committees may be appointed by the President, as needed.

### **Section 2. Duties**

Duties of committees shall be under the direction of the President and the Board of Directors. Committees shall perform only such duties as shall be prescribed.

### **Section 3. Term**

Term of committees shall be limited to the purpose for which appointed, and/or, concurrent with the term of the officers.

### **Section 4. Members**

Committee members need not be members of the Board of Directors.

## **ARTICLE VIII- DISCIPLINARY PROCEDURE AND INDEMNIFICATION**

Pony Express Horse Show Circuit, Inc. will maintain standard procedures to address any and all disciplinary actions.

To the fullest extent permitted by the laws of the State of Missouri, including future amendments of those laws, Pony Express Horse Show Circuit, Inc., shall indemnify and hold harmless each director and officer