

***NPS America***  
***An International Area of the National Pony Society***

***Statement of Bylaws***  
***Including Mission, Vision and Appendices***

***5 December 2008***

**ARTICLE I - NAME**

**Section 1.** The name of this Organization shall be “NPS America” and the Organization will use the current Secretary’s address for correspondence.

**ARTICLE II – NPS COMPLIANCE**

**Section 1.** As an Area of the National Pony Society (NPS) of the United Kingdom, NPS America will abide by the NPS Charter and any NPS rules, policies, bylaws or actions. Any rules, policies, bylaws, actions or the like that are deemed to be in conflict or non-compliance with the NPS will be overridden.

**ARTICLE III – MISSION AND VISION**

**Section 1.** The NPS America strategy (what we must do) is how we realize our vision (what we seek to achieve), which reflects our mission (why the organization was established).

**Section 1a.** Mission: NPS America will promote, support, and recognize Mountain & Moorland (M&M) Ponies and British Riding Ponies (BRP) in the United States in addition to fostering the welfare of ponies in general.

**Section 1b.** Vision: NPS America seeks to achieve the following:

- Recognize and support events, both competitive and noncompetitive, that involve M&M and BRP ponies.
- Support M&M and BRP US judges in acquiring training from the NPS and other relevant sources.
- Market M&M and BRP ponies as versatile family and competitive mounts for the American public.
- Take on additional tasks and responsibilities in support of the Mission as the Organization develops and the Council deems appropriate.

**ARTICLE IV - LOCATION**

**Section 1.** The principal place of business of the Organization shall be determined by the Board of Officers. NPS America’s members, Officers, and Council Members may be residents of any state or territory of the United States of America.

## ARTICLE V - MEMBERSHIP

**Section 1. QUALIFICATION FOR MEMBERSHIP** – Membership is open to all persons who support the Mission, Vision, and Strategy of NPS America and its rules and regulations, have completed a membership application, and paid the appropriate membership fee.

**Section 2. CLASSIFICATION OF MEMBERSHIP** – There shall be four membership classifications: Junior (under 18 years of age), Standard, Farm/Family, and Lifetime. Those granted Lifetime Member status prior to January 1, 2009 shall be considered Founding Members of NPS America and guaranteed all the rights and privileges of “Founders’ Circle Members” as deemed by the Board of Officers. All members in good standing, except Junior Members, will be eligible to vote and hold either elected or appointed offices.

**Section 3. RESIGNATION AND TERMINATION** – Any member may resign by filing a written resignation with the Secretary. The NPS America Council shall have the right, for good and sufficient reason, and subject to two-thirds majority Council vote, to terminate the membership of any member, provided that the member concerned shall have the right to be heard before any final decision is made. Resignation or termination of membership does not require or imply the return of any membership dues paid to NPS America.

**Section 3a. REINSTATEMENT OF MEMBERSHIP** – The NPS America Council may, by two-thirds majority vote, reinstate a membership upon written request from the person(s) seeking reinstatement, providing that all unpaid dues (past and current), assessments, or other charges accompany said request. Should the request for reinstatement be declined, as a result of the Council’s two-thirds majority vote, current dues would be returned.

**Section 4. MEMBERSHIP FEES** – Each Junior, Standard, or Family/Farm member shall pay an annual Membership Fee. The membership fee, as determined by the Council, is due January 1<sup>st</sup> and will cover the calendar year. Fees shall not be prorated. Lifetime members shall not pay annual fees.

**Section 4a.** “Member in good standing” is defined as a member who has paid required dues and is not in arrears in any other monies due the Organization.

**Section 5. MEMBERSHIP APPLICATION** – Membership is a privilege, not a right. The Board of Officers may, by two-thirds majority vote, reject the application for membership of any person who has engaged in any act, whether in word or deed, that could adversely affect the purpose, mission, goals, or good name of NPS America.

**Section 6. LIABILITY** – No member shall be personally liable for debts, liabilities or obligations of NPS America, except as provided by law. Appropriate Officer/Council Liability Insurance will be purchased and put into place no later than December 31, 2010.

## **ARTICLE VI – BOARD OF OFFICERS AND OTHER GOVERNING BODIES**

**Section 1. BOARD OF OFFICERS** - The Board of Officers shall consist of:

1) Chairman, 2) Vice Chairman, 3) Secretary, and 4) Treasurer.

**Section 1a.** Officers shall serve a term of two years.

**Section 1b.** A Board of Officers quorum shall consist of 3 Officers.

**Section 1c.** In the event of a tie vote, the Chairman will cast the tie-breaking vote.

**Section 1d.** An Officer may be removed, by two-thirds majority vote of the Council, from his or her office for dereliction of duty, excessive absences, or if he or she has more than two unexcused absence from meetings in a calendar year.

**Section 2. COUNCIL** – The NPS America Council shall consist of the 4 members of the Board of Officers plus 5 other elected or appointed members in good standing. As decreed by the NPS, one Council position will be held ONLY by a BRP representative. If a BRP representative cannot be found to fill this position, the Council will remain at 8 Members.

**Section 2a.** Council Members shall serve a term of two years.

**Section 2b.** A Council quorum shall consist of 7 of 9 Council Members. The Council quorum will be adjusted if Council vacancies exist at the time of voting. A quorum will consist of no less than two-thirds of the number of total Council Members at that time. For example, if there are currently 7 Council Members (2 vacancies), then a quorum will consist of 5 members.

**Section 2c.** In the event of a tie vote, the Chairman will cast the tie-breaking vote.

**Section 2d.** A Council Member may be removed, by two-thirds majority vote of the Council, from his or her position for dereliction of duty, excessive absences, or if he or she has more than two unexcused absences from meetings in a calendar year.

**Section 3. COMMITTEES & Other Representatives** – The Board of Officers shall have the power to create and empower all committees, both standing and special, and to appoint their members. All committees, both standing and special, will be subordinate to the Board of Officers. The Board of Officers shall have the same powers to elect or appoint special representatives for NPS America, such as Regional Representative, Breed representatives, and other positions as deemed necessary.

**Section 4. DUTIES OF THE CHAIRMAN** – The Chairman is the Organization’s chief executive officer and is responsible for the overall management of NPS America. Under the Chairman’s leadership others are enabled to do the necessary day-to-day tasks to keep NPS America running. Ultimately, the Chairman is responsible for all NPS America activities and is the face put forward to the general membership and the public at large. Duties and Responsibilities of the Chairman are outlined in Appendix A.

**Section 5. DUTIES OF THE VICE CHAIRMAN** – The Vice Chairman is responsible for NPS America in the absence of the Chairman and should assist the Chairman and other Officers with their duties as needed. In order to be able to step in for the Chairman, the Vice Chairman must be current on everything that is occurring in NPS America as well as the duties of the Chairman. Duties and Responsibilities of the Vice Chairman are outlined in Appendix B.

**Section 6. DUTIES OF THE SECRETARY** – The Secretary is responsible for the management of all NPS America records. The Secretary should be ready and able to document the details of NPS America events, meetings, etc. Included in the management of NPS America records are the keeping of the minutes and attendance at all Officers, Council, and Membership meetings. Duties and Responsibilities of the Secretary are outlined in Appendix C.

**Section 7. DUTIES OF THE TREASURER** – The Treasurer will work closely with the Secretary to coordinate the collection and disbursement of money. Accurate record keeping is imperative to the Treasurer’s position. Duties and Responsibilities of the Treasurer are outlined in Appendix D.

**Section 8. DUTIES OF THE COUNCIL MEMBERS** – The NPS America Council Members are the steering Committee of NPS America. They are to offer their knowledge and experience to the Organization to assure it is upholding the Mission and Vision of NPS America and implementing appropriate strategies to achieve the Mission and Vision. NPS America Council Members are crucial to NPS America’s image and brand name and will be open minded in regards to the various breeds and breed societies while conducting NPS America business. Duties and Responsibilities of the Council are outlined in Appendix E.

## **ARTICLE VII – REPRESENTATION OF NPS AMERICA**

**Section 1.** Officers, Council Members, or other individuals representing NPS America: In order to hold any NPS America office or other volunteer position representing NPS America in any official capacity, an individual must (1) be a member in good standing of NPS America and (2) have signed the *Code of Conduct for all NPS America Representatives* on file with the Secretary. See Appendix F, the NPS America *Code of Conduct for all NPS America Representatives*.

**Section 2.** Request for NPS America representation or support at an event:  
All requests for NPS America support (financial or otherwise) by outside parties, individuals, or organizations must be sent to the Secretary on the appropriate form no less than 60 days prior to said event. The Council shall vote, by simple majority, on whether or not to offer support to said event and in what form the support shall be. This decision will be forwarded to the Requestor within 4 weeks of receipt.

## **ARTICLE VIII – MEETINGS**

**Section 1. ANNUAL GENERAL MEETING (AGM)** - The first Annual General Meeting shall be held when membership is deemed large enough by the Council to warrant such action. In lieu of an AGM, the Council will substitute a detailed correspondence packet for an in-person “live” meeting. Notice of this meeting or packet shall be sent to all members in writing at least 30 days in advance. The specific date, time, and location of this meeting or packet will be designated by the Board of Officers. Business for the upcoming year will be discussed at the AGM or outlined in the packet.

**Section 1a.** “Presence” at a meeting can be achieved via written proxy delivered to the Secretary at least seven (7) days prior to the meeting. “Presence” at a meeting can also be achieved through Council approved electronic means and teleconferencing.

**Section 1b.** Meetings can be held by correspondence. Meetings of this sort shall be identified as such in the meeting announcement and all resolutions to be voted upon shall be completely presented in the mailing accompanying the meeting notice. The due date for the return of completed correspondence votes shall be clearly identified in the meeting notice.

**Section 2. REGULAR MEETINGS** - Regular meetings of the Officers and Council Members shall be held at a time and place designated by the Chairman. These meetings may be in the form of electronic means/teleconferencing or in person.

**Section 3. SPECIAL MEETINGS** - Upon two weeks written notice, stating the place, day, and hour, a special meeting may be called by the Chairman or by simple majority vote of the Council. These meetings may be in the form of electronic means/teleconferencing or in person.

**Section 4. NPS ANNUAL GENERAL MEETING** - The Board of Officers shall decide if sufficient funds are available to send a representative of NPS America to the NPS Annual General Meeting (AGM) in the United Kingdom. If funds are available, the Council shall determine whom to invite to attend the meeting. Reimbursement of reasonable airfare and hotel accommodations for the duration of the meeting will be made available to the representative attending the AGM. A written report of the meeting findings and judges clinic (if available) will be presented to the Chairman within 30 days from the date of the AGM.

**Section 5. VOTING** - All issues to be voted on shall be decided by a simple majority (unless stated otherwise in these bylaws) of those present at the meeting in which the vote takes place, or in some cases, by mail-in voting as decided by the Chairman. “Presence” for the sake of voting on predefined matters can also be achieved via correspondence “balloting” (postal or electronic) of the members.

**Section 5a.** All members of NPS America over 18 years of age are entitled to vote at all general meetings of NPS America.

**Section 5b.** No member shall be entitled to vote at any meeting if his/her membership with NPS America is more than two months in arrears.

**Section 5c.** No objection shall be raised as to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to was tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.

**Section 5d.** The Council shall appoint two balloting officials, or a professional service, for processing postal/electronic ballots. The Chairman will be the final authority on resolving any questions resulting from this ballot processing.

**Section 5e.** In the event of a tie vote, the Chairman will cast the tie-breaking vote.

## **ARTICLE IX - ELECTIONS**

**Section 1. ELECTION OF OFFICERS AND COUNCIL** – The four (4) Officers and five (5) Council Members of NPS America shall be elected from and by the voting membership of NPS America. The Chairman, Treasurer and two Council positions will be voted upon in the same year. The Vice Chairman, Secretary, and the remaining three Council positions will be voted upon in the alternate year.

**Section 1a.** Nomination of Officers and Council Members shall be in writing, signed by two members and forwarded to the Secretary two months prior to the Annual General Meeting or any meeting where nominations are to be discussed. Appropriately authenticated electronic submission of nominations and acceptance are allowed.

**Section 1b.** Election to the Board of Officers and Council shall be by vote of the General membership except where noted in Article IX, Section 2.

**Section 2. INTERIM COUNCIL** – During the first two years of establishment of the Organization, the Council shall be an Interim Council consisting of individuals appointed by the Board of Officers.

**Section 3. NOMINATIONS** – A Nominating Committee shall be appointed by the Council. The Committee shall nominate candidates for each Officer and Council position. The Secretary, or a professional service, shall mail the slate of candidates to all voting members. Additional nominations may be made by mail, provided that such nominations shall be accompanied by the signatures of three voting members and a declaration signed by the nominee stating that he/she is willing to serve if elected.

**Section 4. VOTING** – The Secretary, or a professional service, shall prepare the ballots, including the nominations from the Committee and the nominations from membership, and shall deliver, via postal or electronic means, said ballots to the voting members no less than 30 days prior to the Annual General Meeting.

#### **ARTICLE X - MONIES**

**Section 1. USAGE OF FUNDS** - All monies received shall constitute a fund to defray the expenses of business of this Organization under the direction of the Board of Officers. The Treasurer shall, subject to the direction of the Board of Officers, have general charge of the financial affairs of this Organization and shall keep accurate books of account. The Treasurer shall have custody of all funds, which he/she shall deposit in the name of NPS America in such bank or places of deposit as the Board of Officers shall designate.

**Section 2. DISSOLUTION** - In the event of dissolution of this Organization, all assets remaining after payment of all obligations, including those of the dissolution, shall be disbursed to a recognized equine charity.

#### **ARTICLE XI – AMENDMENTS TO BYLAWS**

**Section 1.** These bylaws may be amended by a two-thirds majority vote of the voting members present (in person, via electronic means, or by mail-in balloting) at any general membership meeting, providing a copy of the proposed amendment(s) are provided to each voting member at least 30 days prior to said meeting.

## **APPENDIX A - Duties of the NPS America Chairman**

The duties and responsibilities of the Chairman will include, but are not limited to:

- Guide the Council and Officers in setting goals and objectives.
- Communicate these goals to the NPS America members through various media.
- Delegate assignments to Officers, Council Members, and other volunteers as needed.
- Recognize task requirements, member's strengths/interests and appoint tasks to match those skills/interests.
- Publicly recognize the accomplishments of Officers, Council Members, and general members.
- Preside at all NPS America Board Meetings, Council Meetings, and General Membership meetings.
- Plan meeting agendas and send to participants one week in advance for feedback.
- Evaluate NPS America progress towards specific goals.
- Monitor the activities of all Officers, Council Members and Committee members.
- Motivate NPS America members to become active participants in activities.
- Establish a climate of enthusiasm and openness at all NPS America events and meetings.
- Train Officers, Council Members, and Committee members as necessary.
- Work with Secretary to develop a plan to recruit and retain members.
- Ensure a smooth transition for incoming Officers and Council Members by keeping files and reports in order.
- Follow up with Treasurer to make sure reports and deposits are filed correctly.
- Follow up with Secretary to make sure meeting minutes and other communications are distributed in a timely manner.
- Work closely with Marketing Officer to produce a professional and timely newsletter and other materials for membership.
- Obtain information from the preceding Chairman.
- Familiarize/train incoming Chairman.

## **APPENDIX B – Duties of the NPS America Vice Chairman**

The duties and responsibilities of the Vice Chairman will include, but are not limited to:

- Attend all Council Meetings and respond to official business matters in a timely manner.
- Oversee all Committee activities.
- Preside at all meetings in the absence of the Chairman.
- Report on Committee progress to Officers and Council as appropriate.
- Follow up with Committees to verify progress.
- Be familiar with all Officer duties and responsibilities.
- Recruit and retain members.
- Assist the Chairman on tasks as needed.
- Obtain information from the preceding Vice Chairman.
- Familiarize/train incoming Vice Chairman.

In addition, the Vice Chairman shall act as a “Marketing Representative” for NPS America. The Marketing Representative is responsible for disseminating information to members and the general public about NPS America and its activities.

Duties and responsibilities of the Marketing Representative will include, but are not limited to:

- Create and publish newsletters for members with agreed timeline from the Chairman.
- Design and publish advertisements for NPS America.
- Design and create business cards for NPS America Officers.
- Organize the design and purchase of NPS America paraphernalia such as logo bearing clothing, coffee mugs, tote bags, etc. The sales of such items will be done in conjunction with the Treasurer.
- Write and submit articles on the activities of NPS America for appropriate equine magazines and bulletins.
- Seek out and report on other sources of marketing for NPS America.
- Provide an annual budget to the Chairman for marketing ventures.
- Work with the Chairman to obtain sponsors for NPS America.
- Obtain information from the preceding Marketing Representative.
- Familiarize/train incoming Marketing Representative.

Working with the NPS America Webmaster the Marketing Representative will:

- Periodically check the NPS America Website for errors or outdated information and make the necessary changes.
- Provide reports to the Offices and Council on the status of the Website.
- Post the NPS America newsletter to the website.

## **APPENDIX C – Duties of the NPS America Secretary**

The duties and responsibilities of the Secretary will include, but are not limited to:

- Attend all Council Meetings and respond to official business matters in a timely manner.
- Maintain all records of NPS America memberships, dues payments, and Council activity.
- Document NPS America proceedings through meeting minutes.
- Maintain attendance records for meetings and activities.
- Coordinate all NPS America correspondence.
- Maintain records for dues invoices and membership forms in conjunction with the Treasurer.
- Work with the Marketing Representative to submit articles for publication in appropriate venues.
- Prior to each Board Officer meeting, recommend to the Chairman a list of business items for the agenda.
- Record member participation in NPS America activities.
- Respond to all correspondence within seven days of receipt of such and inform all Officers and pertinent Council Members of communication.
- Create a filing system for NPS America materials and pass all files on to incoming Secretary.
- Prepare a report for Board Officers meetings (and Council Meetings if deemed appropriate) that includes the following: number of new members, number of total members, status of various NPS America projects and activities (with input from Committees and Volunteers).
- Help maintain and file any paperwork for legal status of the Organization with government entities and the NPS.
- Obtain information from the preceding Secretary.
- Familiarize/train incoming Secretary.

## **APPENDIX D – Duties of the NPS America Treasurer**

The duties and responsibilities of the Treasurer will include, but are not limited to:

- Attend all Council Meetings and respond to official business matters in a timely manner.
- Collect and record member dues.
- Prepare annual budget and ensure that activities adhere to budget.
- Create and maintain accurate financial records.
- Establish a book of accounts showing all financial transactions.
- Inform Board Officers of the Organization's financial strengths and weaknesses.
- File the appropriate forms with the IRS if necessary (form 990 if revenue exceeds \$25,000).
- Research the benefits, consequences and eligibility of obtaining 501 (c) 3 status.
- Disburse funds and pay bills promptly as approved by the Board Officers.
- Invoice members for unpaid dues.
- Deposit all NPS America funds within two weeks of receipt.
- Provide receipts to members and others providing NPS America with funds.
- Prepare a budget for the year following last term in office.
- Research and recommend Liability Insurance.
- Obtain information from the preceding Treasurer.
- Organize all financial records for the incoming Treasurer.
- Familiarize/train the incoming Treasurer.

## **APPENDIX E – Duties of the NPS America Council**

The duties and responsibilities of the Council will include, but are not limited to:

- Attend all Council Meetings and respond to official business matters in a timely manner.
- Implement and review Mission, Vision and Strategies of NPS America.
- Assist in planning NPS America activities and meetings.
- Assist in the promotion of NPS America.
- Evaluate NPS America progress towards stated goals.
- Network to increase awareness of NPS America and assist in the recruiting of NPS America members.

## APPENDIX F

### Code of Conduct for all NPS America Representatives

NPS America has adopted the following Code of Conduct to promote consistent high standards of conduct and personal integrity among its Officers, Council Members, Representatives and any individual member representing NPS America in an official capacity (hereafter referred to as “Representatives”). Representatives shall bear in mind that a Code of Conduct is more than a set of rules, it is a commitment to a high standard of behavior in owning, breeding, training, selling and representing Mountain & Moorland and British Riding ponies and representing NPS America as an organization which is an Area of the National Pony Society (NPS) in the United Kingdom. Adhering to the *spirit* of the Code is as important as adherence to any of its specific provisions.

All individuals representing NPS America shall read and, by their signature, agree to abide by this Code of Conduct.

*I understand that by acting as a Representative of NPS America I am joining a team with common goals and obligations to operate with a spirit of cooperation, respect, and support for all members of NPS America. I shall, whether at home, at competitions, or other equine events, display good sportsmanship and conduct myself in a manner that reflects positively on NPS America and the Mountain & Moorland and British Riding Pony breeds. I acknowledge my obligation to uphold the highest standard of horsemanship and place the safety of horse and human above all else. I willingly accept the role of NPS America ambassador, and to that end, I pledge to continue my own education about and on behalf of all the Mountain & Moorland, British Riding Ponies, the NPS, and NPS America.*

*I shall, to the best of my ability, support NPS America Representatives, NPS America members, the NPS, and the owners of all Mountain & Moorland and British Riding ponies, regardless of where individual ponies were purchased or bred, which breed or breed society they may be a part of, regardless of an individual person’s breed preference or society affiliation, and regardless of an individual person’s chosen equestrian discipline.*

*Per NPS America’s Bylaws, I agree to maintain myself as a member in good standing of NPS America in each membership year. I agree to perform those duties asked of me to the best of my abilities.*

*Repeated failure of a Representative to abide by this Code of Conduct shall result in loss of any and all NPS America positions held, as well as any other such action as might be deemed appropriate by the Officers, Council Members, and membership of NPS America.*

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Signature of NPS America member

Date

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NPS America member name (please print)