



AMERICAN CONNEMARA PONY SOCIETY

BY LAWS

ARTICLE I

Name

The name of this organization shall be the American Connemara Pony Society, hereinafter referred to as the Society.

ARTICLE II

Objective and Policy

1. The objectives of the Society shall be:
 - a. To assist and promote the breeding, registration, importation, training, exhibition, and general use of the Connemara for pleasure, sport, equestrian competition and therapeutic horsemanship in North America.
 - b. To preserve the unique qualities of the Connemara through encouraging selective breeding for type and conformation as described in the Society's Standards for the Breed.
 - c. To assist and promote the Connemara in local, national and international equestrian competition.
 - d. To keep members of the Society informed in all matters concerning the Connemara.
2. It shall be the policy of this Society that it shall be non-commercial, and no part of the net earnings of this Society shall inure to the benefit of any member or individual and no substantial part of the activities of this Society shall be the carrying on of propaganda or otherwise attempting to influence legislation.
3. The fiscal year shall be the calendar year.
1. Connemaras are to be treated humanely at all times; mistreatment or neglect of any Connemara is unacceptable. Mistreatment includes, but is not limited to, every act or omission which causes or unreasonably permits the continuation of unnecessary or unjustifiable pain or suffering. Neglect includes, but is not limited to, failure to provide food, water, protection from the elements, opportunity for exercise, or other care which is normal, usual, or proper for a horse's health and well-being. Complaints with respect to alleged mistreatment, neglect, or other such abuse are to be handled by the Arbitration Committee in accordance with Arbitration Committee Policies and Procedures. As appropriate, members may be encouraged to contact respected equine welfare groups for support.

ARTICLE III

Membership

1. Membership in the Society shall be open to persons interested in the objectives of the Society. A member in good standing is one who has paid dues and who has no charges pending, as described in Article III 3.
2. Membership categories and dues shall be reviewed annually and set by the Board of Governors.
3. The Board of Governors may censure, suspend, or expel any member for just cause. Just cause shall include, but not be limited to, deliberate action taken by any member in flagrant disregard of the bylaws of the Society, prejudicial to its best interests or in a manner deemed improper, unethical, dishonest, unsportsmanlike, or intemperate. Charges of such conduct shall not be entertained unless submitted to the Board of Governors in writing by two Society members. Upon receiving the charges, the President shall refer them to the Arbitration Committee. Should any member with charges pending not agree with the decisions and recommendations of this committee, (s)he may appeal to the Board of Governors. Upon appeal, such member shall have the right to request a hearing at a meeting of the Board, the right to be present at such hearing, and the right to be represented by counsel at such hearing. Such member shall have the right to respond in writing, whether or not (s)he elects to be present or be represented by counsel at a meeting of the Board. A two-thirds vote of the Board at a meeting of the Board shall be required for disciplinary action. Disciplinary action shall not be taken by polling by mail. Restoration of membership shall require approval by a majority vote of the Board.

ARTICLE IV **Location**

The address of the principal office of the Society shall be that of the Secretary as set forth in the minutes of each annual meeting of the Society. The Society may create and fill such other offices as the Board of Governors may deem necessary or convenient, and such other offices may be discontinued at the pleasure of the Board of Governors.

ARTICLE V **Meetings of Members**

1. **Regular Meetings** The Board of Governors shall set the dates of the annual meeting of the voting membership, which shall be held in the last third of the calendar year, unless otherwise designated by the Board of Governors. Written notice of the annual meeting, stating time, place, and business to be transacted, shall be mailed at least thirty (30) days before the meeting to each voting member at his recorded address on the record books of the Society.
2. **Special Meetings** Special meetings of the voting members shall be called at any time by the President upon the written request of a majority of the Board of Governors, or upon the written request of at least one-fifth of the then voting members of the Society. Such special meetings shall be held no less than 30 days and no more than 90 days after receipt of such request. Notice of such special meeting, stating the time, place, and business to be transacted, shall be sent to each member as herein before provided in the case of the annual meeting.
3. **Quorum** At any meeting of the membership, one-fifth of all then voting members, present or represented by proxy, shall constitute a quorum. Less than a quorum may vote to adjourn. Any business may be transacted at a meeting reconvened when quorum requirements are met, which might have been transacted at the meeting originally called, provided that announcement of the time and place of the reconvened meeting is made to all members in attendance at the original adjourned meeting.
4. **Vote by Proxy** Voting members of the Society shall be entitled to vote, either in person or by written proxy, at every meeting of the members of the Society. A proxy shall be mailed at least thirty

(30) days before the meeting to each voting member at his recorded address on the record books of the Society. The vote by proxy shall be limited to voting for the Board of Governors, the amendments of the Articles of Incorporation, amendment of the By-Laws of the Society, and such other items of business as may be provided on the proxy. Such proxy shall be filed with the Secretary of the Society before or at any meeting of the membership.

ARTICLE VI

Regions

1. The Society shall be represented in the fifty states of the United States by ten Regions, designated as follows:
 1. Region 1: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut
 2. Region 2: New York, New Jersey, Pennsylvania
 3. Region 3: Maryland, Delaware, Virginia, West Virginia, North Carolina, Washington D.C.
 4. Region 4: Alabama, Florida, Georgia, Mississippi, South Carolina, Tennessee.
 5. Region 5: Illinois, Indiana, Kentucky, Michigan, Ohio
 6. Region 6: Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Wisconsin
 7. Region 7: Arkansas, Kansas, Louisiana, Missouri, Oklahoma, Texas
 8. Region 8: Colorado, New Mexico, Utah, Southern Idaho, Montana, Wyoming
 9. Region 9: Washington, Oregon, Northern Idaho, Alaska
 10. Region 10: Arizona, California, Nevada, Hawaii
2. **Regional Meetings** Regional meetings of the Society shall be held each year at such times and places as the Regional Chairperson shall designate.
3. **Regional Chairperson** A Regional Chairperson shall be elected annually in each Region by the voting members of the Society in residence in the Region. Qualifications for such office shall include Society membership in good standing for at least one year prior to nomination and a demonstrated record in advancing the purpose, objectives, and principles of the Society.
 - a. Regional Chairpersons must be elected prior to the annual membership meeting of the Society and notice of such election provided to the President and to the Secretary of the Society not less than thirty (30) days prior to said annual meeting.
 - b. The President may, with the approval of the Board of Governors, designate a Regional Chairperson for any Region which has not conducted an annual election as described in VI 3 a (above).
 - c. Regional Chairpersons will begin their duties at the time of the annual membership meeting.
 - d. Should the need arise to fill a vacancy for a Regional Chairperson, the Region shall have the option of holding a special election within 60 days of such vacancy. In the event the Region does not hold a special election within 60 days of the vacancy, the President of the Society shall appoint a Chairperson to complete the term.
 - e. Election of a Region Chairperson may be accomplished using proxies or email balloting.
 - f. A Regional Chairperson may appoint one or more assistant Regional Chairperson(s) to help with the duties of the Chair.
4. **Regional Chairpersons Duties and Responsibilities** shall include, but are not limited to, the following:
 - a. Foster and promote the best interests of the Society and its membership within their Region.
 - b. Conduct Regional meetings, and report the proceedings of those meetings to the President and the Secretary of the Society.
 - c. Submit a financial report annually as requested by the ACPS Treasurer.
5. **Quorum** At any meeting of the Regional membership, a simple majority of the voting members of the Society living in the Region, present or represented by proxy, shall constitute a quorum for the transaction of all business.
6. **Action** Any action taken by vote of Regional membership at a Regional meeting, except for election of a Regional Chairperson, shall not be binding upon the Society unless it is presented in

writing to a meeting of the Board of Governors, is within the scope and authority of the Board of Governors and is approved by vote of the Board of Governors.

7. **Official Activities** Regions may have written by-laws, policies and procedures not in conflict with those of the Society.

ARTICLE VII **Board of Governors**

1. **Powers** The Board of Governors is hereby vested with the management and control of the property, business, and affairs of the Society, and shall fix the salaries and compensation of all employees and shall have all the powers possessed by the Society itself insofar as this delegation of authority is not inconsistent with the laws of the state.
2. **How Chosen** The Board shall consist of not less than twenty one (21) nor more than thirty (30) members, chosen as follows:
 - a. Ten (10) Regional Governors, representing each of the ten (10) Regions, shall be elected by the members of each Region.
 - i. Regional Governors must be elected by the voting members of the Society in residence in the Region prior to the annual membership meeting of the Society, and notice of such election provided to the President and to the Secretary of the Society not less than thirty (30) days prior to said annual meeting.
 - ii. Election of a Regional Governor may be accomplished using proxies or email balloting.
 - iii An individual may serve concurrently as both a Regional Chairperson and a Regional Governor.
 - b. At-Large Governors shall be elected by the Society at the annual membership meeting, and shall number not less than eleven (11) and not more than twenty (20).
3. **Terms of Office** Governors shall have terms of office as follows:
 - a. Governors shall be elected for a term of three years, which term shall commence immediately following the Annual Meeting, except that the term shall be the balance of the unexpired term when an election is held to fill a vacancy.
 - b. Governors may serve unlimited terms, but not more than three consecutive terms.
4. **Qualifications** Qualification for members of the Board of Governors shall include Society membership in good standing for at least one year prior to election and a demonstrated record in advancing the purpose, objectives, and principles of the Society.
5. **Removals** The Governors, by a two-thirds vote of the entire Board, may remove, at any time, for just cause, any member of the Board of Governors.
6. **Vacancies** If a Regional Governor resigns, or is otherwise unavailable to serve, before the completion of his/her term, the Region shall have the option of holding a special election within 60 days of such vacancy and the elected successor shall serve the balance of the unexpired term. If the Region does not hold a special election within 60 days, or in the case of an At-Large Governor who resigns or is otherwise unavailable to serve, the remaining Governors may, at any meeting called for the purpose before the next annual meeting, vote to fill the position with a person who meets the qualifications for Board membership. Such person shall serve until the next annual meeting, at which time any remaining portion of the unexpired term shall be filled through election by the Region or the Society, as the case may be.
7. **Meetings** A regular meeting of the Board of Governors to elect officers and the Chair and members of the Nominating Committee shall be held immediately following the annual membership meeting of the Society. Other meetings may be held at such times and places as designated by the President,

or, in the case of the President's absence, resignation or disability, the Vice President. All actions taken by the Board will be promptly reported to the members by the Secretary.

8. **Notice** No notice of the annual Board of Governors meeting shall be required for its validity as long as proper notice was given for the annual membership meeting. Notice of special meetings of the Board of Governors shall be given not less than fifteen (15) days in advance orally, in writing, or by email by the officer calling the meeting. Notice of the time and place of any meeting of the Board of Governors may be waived either before or after the meeting by the written assent of every Governor on the Board.
9. **Quorum** At any meeting of the Board of Governors, one-third of the Governors, but in no event less than five, shall constitute a quorum. Less than a quorum may vote, however, to adjourn a meeting. Any business may be transacted at a meeting reconvened when quorum requirements are met, which might have been transacted at the meeting originally called, provided that announcement of the time and place of the reconvened meeting is made to all Governors in attendance at the original adjourned meeting. The act of a majority of the Governors present at a regular meeting at which a quorum is present shall be the act of the Board of Governors, unless otherwise specified.
10. **Polling by Mail** Any officer or any Governor may submit one or more questions in writing to the President, who shall thereupon mail said question or questions in writing to the Secretary, who shall thereupon mail said question or questions to all Governors and only those actions approved by mail by a majority of the Board shall constitute a duly adopted resolution of the Board of Governors. . Email may be used for this purpose, as long as reasonable assurance is made that each Governor has received the communication and has had an opportunity to vote on the question.
11. **Executive Committee** The Executive Committee shall consist of the Officers of the Society and the immediate past President, except that the Secretary of the Society shall be an ex officio member, with no vote. During the interval between meetings of the Governors, the Executive Committee shall possess and may exercise, under the control and direction of the Governors, all of the powers of the Governors and management and control of the business of the Society. All action taken by the Executive Committee shall be reported promptly to the Governors, which shall have power to revise or rescind the same, except that the rights of third parties shall not be affected by such action of the Board of Governors. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VIII

Officers

1. **Officers** The officers of the Society shall be those of President, Vice-President, Treasurer, and Secretary. The Society may have an Assistant Treasurer, an Assistant Secretary and/or a Second Vice-President. The Secretary of the Society shall serve as an ex officio member of the Board of Governors and of the Executive Committee, with no right to vote. The officers, except as herein otherwise provided, shall have such powers and duties as the Board of Governors shall specify.
2. **How Chosen** The President and all other officers, except for the Secretary, shall be elected by the Board of Governors. Any person may hold two or more offices, except that the President shall not also be the Secretary or the Treasurer. The Secretary shall be appointed by the Board of Governors and shall serve at their pleasure.
3. **Qualifications** Qualification for election as an officer of the Society, except for the Secretary, shall be membership on the Board of Governors. The President must have served on the Board of Governors for at least three years and all other officers for at least one year prior to election, however, this provision may be waived by the written consent of two-thirds of the Board of

Governors.

4. **Terms of Office** Subject to the provisions of this article, the officers of the Society shall hold their offices for one year or until their successors are elected.

5. **Removals** The members of the Board of Governors, by a two-thirds vote of the entire Board, may remove, at any time, for just cause, any officers or other persons elected or appointed by it.

6. **Vacancies**

- a. Any officer may resign by submitting a written letter of resignation to the President of the Society. The resignation shall take effect at the time of its acceptance by the Board of Governors, unless a time is specified in the resignation. In that case, such resignation shall take effect from the time so designated therein.
- b. The Board of Governors may fill any vacancy in any office for the remainder of the term.

7. **Duties and Responsibilities** Society officers shall have duties and responsibilities as prescribed below.

- a. The President shall be the Chief Executive Officer of the Society, and shall:
 - i. preside at all meetings of the Board of Governors and the general membership;
 - ii. represent the Society in all matters related to the purposes of the Society;
 - iii. sign all contracts and obligations and perform such other duties as may be assigned by vote of the Board of Governors;
 - iv. appoint the chairpersons of all standing and ad hoc committees, with the exception of the Nominating Committee;
 - v. make recommendations to the Board of Governors and to the general membership of plans, policies and programs which will further the objectives of the Society.
- b. In the event of the absence, resignation or disability of the President, the Vice-President shall serve unless the Board shall otherwise determine.
- c. The Treasurer shall be the general financial officer, and shall keep full and accurate accounts of receipts and disbursements of the Society and shall deposit all monies and other valuables in the name and to the credit of the Society in such depositories as may be designated by the Board of Governors.
 - i. The Treasurer may be asked to give bond in such penal sum as to be required by the Board of Governors and may be required to furnish sureties approved by them if they so elect.
- d. The Secretary shall be sworn and shall:
 - i. keep a true record of all meetings of the Society and of the meetings of the Board of Governors and of the Executive Committee;
 - ii. keep such record books, papers and other documents as shall be required by law to be kept in the Secretary's office and which shall be open for inspection by all persons entitled thereto by law;
 - iii. see to the giving and serving of all notices;
 - iv. furnish reports as required by the President or the Board of Governors;
 - v. perform all other duties pertaining to the office.
- e. In the absence of the Secretary, a Secretary Pro Tem may be appointed by the presiding officer, who shall be duly sworn, and who shall perform the duties of the regular Secretary.
- f. The Board may also appoint a registrar who shall be responsible for the registration and transfer of all Connemaras and for the maintenance of the Registry and Stud Book.
- g. Vice-President and Other Officers. The Vice President, and other officers, shall have such duties and powers as may be assigned to or vested in any of them by the Board of Governors.

ARTICLE IX **Committees**

1. Standing and Ad Hoc Committees There shall be the following Standing Committees and such other Ad Hoc Committees as the Board may deem necessary to create.

1. ARBITRATION
2. AWARDS
3. BYLAWS
4. FINANCE
5. INSPECTION
6. INTERNET
7. MAGAZINE
8. MEMBERSHIP
9. NOMINATING
10. PROMOTION

2. Committee Chairs and Membership Except for the Nominating Committee, the President shall appoint all Committee Chairpersons annually and Committee Chairs shall choose the members of their committees, subject to approval of the President. The President shall be an ex officio member of all Committees.

3. Committee Policies and Procedures Committees shall develop their own Policies and Procedures, subject to the approval of the Board. Upon approval of the Board, these Policies and Procedures will become Society policy.

4. Nominating Committee

a. Election and Term The Nominating Committee shall consist of three members of the Society who shall be elected to a three-year term by the Board at the annual meeting of the Board. The terms shall be staggered such that only one term expires each year. A proposed slate of candidates for the Chairperson and new members of the Nominating Committee shall be presented to the Board by the Nominating Committee and additional candidates may be nominated from the floor by any Governor. Voting shall be by secret ballot and the candidates receiving a majority of the votes cast shall be elected. Their terms shall commence at the close of the Annual Meeting. A person who has served two three-year terms shall be ineligible for re-election until an interval of one year has passed. If for any reason a Nominating Committee member is unable to serve a complete term, the Board shall elect, as soon as possible, a replacement recommended by the Nominating Committee to serve the balance of the unexpired term.

b. Powers, Duties and Responsibilities The Nominating Committee shall:

- i. determine what qualifications and skills are needed by the Board;
- ii. seek the names of individuals from among members of the Society and from among the community at large as potential nominees;
- iii. review each such nominee's background, qualifications, ability to contribute to the Board, willingness to commit substantial time to the Board, and other such attributes as the Committee deems appropriate;
- iv. ascertain such nominee's interest in serving on the Board;
- v. after due consideration of the qualifications and interest of potential nominees, present a list of the names of nominees for the Board of Governors to the President and to the Secretary in time to be included in the notice of the Annual Meeting and from time to time as requested by the Board in order to fill vacancies;
- vi. present proposed nominees for the Officers of the Board and for the Chairperson and new members of the Nominating Committee to the President and the Secretary, which shall be mailed or emailed to Governors not less than two weeks prior to the Annual meeting of the Board and from time to time as requested by the Board in order to fill vacancies;

- vii. be responsible for educating new members of the Board and providing ongoing training to all Board members about their duties and responsibilities as Governors.
- viii. The nominees for the Board of Governors shall be included in the notice of the Annual Meeting and members shall have an opportunity to vote for new Board members by proxy.

ARTICLE X **Corporate Seal**

The Corporate seal of the Society shall be in the form of a circle bearing the name of the Society, with an outline map of Ireland inside the circle, with the figure of a Connemara imposed thereon. The seal shall be used for official Society purposes.

ARTICLE XI **Amendments**

These By-Laws may be amended as recommended by majority vote of the Board of Governors and as ratified by vote of a majority of the voting membership of the Society present or voting by proxy at an Annual Meeting. Notice of any By-Laws changes proposed by the Board of Governors must be submitted in writing to the voting members not less than thirty (30) days prior to an Annual Meeting.

ARTICLE XII **Dissolution**

In the event of the dissolution of the Society, all of the Society's assets on hand at the time of such dissolution, including principal and accumulated income therein, shall be distributed to one or more organizations having an exempt status under and pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE XIII **Liability and Indemnification**

1. **Personal Liability of Governors and Officers** Any Governor or Officer of the Society shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless: (1) the Governor or Officer has breached or failed to perform the duties of his office under Section 870 of Title 13.1, Chapter 10, Article 9 of the Code of Virginia.(relating to standard of conduct for directors or any successor provision); and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
2. **Indemnification** The Society shall indemnify any person (and his or her heirs, executors and administrators) who is or was a party, witness or other participant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the Society) by reason of the fact that such person is or was a Governor or Officer of the Society, or is or was serving at the request of the Society as a Director or Officer of another corporation, partnership, joint venture, trust, foundation, or other enterprise, against any and all expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgment, decree, fine, penalty, and amounts paid in settlement, actually and reasonably incurred, to the fullest extent authorized by Title 13.1, Chapter 10, Article 9 of the Code of Virginia (1950), as amended, or any successor provision thereto. Determination and Authorization of indemnification shall be made in accordance with the provisions of Section 880 of Title 13.1, Chapter 10, Article 9 of the Code of Virginia, or any successor provision.

3. **Payment in Advance** The Society may pay for or reimburse the reasonable expenses (including attorneys' fees) of a Governor or Officer who is a party to a proceeding, in advance of the final disposition of the proceeding, in accordance with the provisions of Section 13.1-878 of the Code of Virginia, or any successor provision.
4. **Insurance** The Society shall purchase and maintain insurance on behalf of an individual who was or is a Governor or Officer against liability asserted against or incurred by him in that capacity or arising out of his or her status as a Governor or Officer, whether or not the Society would have the power to indemnify him against the same liability under Title 13.1, Chapter 10, Article 9 of the Code of Virginia.
5. **Expenses of a Witness** The Society may pay for or reimburse the reasonable expenses (including attorneys fees) of an individual who was or is a Governor and appears as a witness in a court or arbitration proceeding involving the Society.
6. **No Presumption** The termination of an action, suit or proceeding referred to in Sections A and B above of any claim, issue or matter therein, by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that a person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Society or that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or negligence.
7. **No Duplication of Payments** The Society shall not be liable under this Article to make a payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment under any insurance policy, contract, agreement or otherwise.

Revision History:

Date	Changes	By-Laws amended by vote of the membership
1/2011	Updated bylaws ratified by membership	Lexington, Ky
7/2010	Changes approved by Board, not yet ratified	
8/4/2006	Address mistreatment of Connemaras	Leesburg, VA
9/25/2004	Change some Committee designations	St. Charles, MO
9/7/2002	Establish Internet and Inspection Committees Revise name of Grievance Committee to Arbitration Committee	Rochester, NY
9/16/2000		La Jolla, California
9/6/97		Indianapolis, Indiana
1/15/93		Atlanta, Georgia (mail ballot)
9/12/92		Lexington, Kentucky (mail ballot)
1/17/91		Mail Ballot
10/5/86		Mundelein, Illinois
8/16/85		Rochester, New York
5/27/80	Breed Standard approved	St. Charles, MO