

# Restated By-Laws of The New Forest Pony Society of North America A Non Profit Corporation EIN# 86-1076148

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## **Article I Name**

The name of the Corporation is:

“New Forest Pony Society of North America” (“NFPSNA”)

This organization was incorporated on August 13, 2003. The Montana non-profit filing number is D125796-489403.

## **Article II Purpose**

The NFPSNA shall promote the breed of New Forest Pony throughout North America by educating the public about its unique attributes and ensuring the purity of the breed by DNA testing all parents and offspring before registration. This non-profit corporation serves as the official recognized Registry and Daughter Stud Book in North America, as authorized by the Mother Stud Book of the New Forest Pony Breeding and Cattle Society which is located in England. The NFPSNA promotes the New Forest Pony by involving people through membership in the organization via its web site, a quarterly newsletter, a show awards program and through the sponsorship of events. To maintain breed standards throughout the United States and Canada, the NFPSNA is working with the University of Kentucky to build a DNA database of New Forest Ponies in North America. This DNA database serves to ensure the integrity of the breed, which helps protect its purity.

## **Article III Membership**

1. The membership of the society shall be open to all, subject to a written application, payment of the appropriate fee and minimum annual subscription.
2. The membership fees shall be determined by the Board of Directors at a board meeting held in November of each year. The entry fee for membership shall be due on joining the Society. Thereafter the fee is due on the 1<sup>st</sup> of January each year. Any member who has not paid by March 1 shall cease to be a member and would be reinstated on receipt of appropriate fee.
3. The classes of Membership are:
4. A. Individual, 1 person, 1 vote  
B. Farm/Family (Up to 2 adults and up to 2 Youth under 18 years of age), 2 votes  
C. Youth (under 18 years of age), no vote  
D. Friend, no vote  
E. Lifetime member, 1 person, 1 vote  
The general membership will have a vote on nominations and elections for the board and Officers and on any other issues determined by the Board and Officers.
5. If a member wishes to resign, he shall write a letter to the secretary stating his intent. No fees will be returned.

## **Article IV Meetings**

1. Annual meetings for the general membership shall be scheduled every year in a place to be determined by the Officers and Board. The general membership shall be given notice of the meeting not less than 24 days before the date of the meeting. The notice may be sent by e-mail

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or letter. At other times the Board may communicate with the membership by e-mail, letter or newsletter. An Annual Report and Statement of accounts for the previous year shall be sent to each member in January.

2. Special meetings of the membership may be called at any time by a member of the Board with a specific agenda item or items. Any member may ask the Board for a special meeting with a specific agenda and if 65% of the Directors concur this meeting will be held. No other business will be conducted at a special meeting other than that specified in the notice. Notices of special meetings shall be sent by e-mail or letter to all members at their contact specified on the membership roll book, at least ten (10) days before the scheduled date for the special meeting.
3. In the case of the general meeting 65% of those in attendance constitute a quorum.

### **Article V**

#### **Voting**

At all meetings except for the election of Officers and Directors, all votes shall be by voice. For the election of Officers and Directors, ballots shall be provided and there shall not appear any place on such ballot information or indication that might tend to indicate the person who cast such ballot.

### **Article VI**

#### **Order of Business**

1. Roll Call
2. Reading of the Minutes of the Preceding meeting
3. Reports of the Committees
4. Reports of the Officers
5. Old and Unfinished Business
6. New Business
7. Adjournment

### **Article VII**

#### **Board of Directors**

1. There shall be 4 Directors elected. Any standing or ad hoc committee as established by the board shall be chaired by at least one Director. At least 1 of the Board shall be of Canadian citizenship providing that there is an available nominee.
2. The term of office for Directors shall be two (2) years, except the position of president which shall have a 4 year term to promote consistency. Directors shall be eligible for re-election for 2 consecutive terms and may be re-elected after staying out a year.
3. The three elected Officers shall also be members of the Board of Directors.
4. Regular meetings of the Officers and the Board of Directors will be held at least every other month or as needed. An agenda will be sent by e-mail or mail at least 5 days before the meeting day.
5. Telephonic participation: The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting, or to conduct the meeting by using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
6. Action without Meeting by Unanimous Written Consent: Any action required or permitted to be

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taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. Consent under this section has the effect of a meeting vote and may be described as such in any document.

In the alternative, board action may be taken by electronic mail consents describing the action to be taken, responses from each director and shall be included in the minutes or filed with the corporate records reflecting the action taken. It shall be the responsibility of the member proposing the action via electronic mail to ensure compliance with the record keeping provisions required by this subsection.

7. A quorum at a regular board meeting shall not be less than 4 with at least 1 officer to be included in each case.
8. The Directors shall manage the business of the Society.
9. The Directors shall attend regular Board of Directors meetings and the Board has the power to call the seat vacant if a director does not attend 75% of the meetings.
10. Shall any elected Director choose to resign their position, the Board of Directors shall have the power to declare the seat vacant and appoint another Director to fill the vacancy until the next election.
11. Each Director shall have one vote and such voting may not be done by proxy.

### **Article VIII**

#### **Officers**

1. The Officers of the Board are: President, Vice President, and Secretary/Treasurer.
2. The President shall preside at all membership meetings. The President by virtue of office shall be Chairman of the Board of Directors. The President shall present at each general membership meeting to the organization a report of the work of the organization. The president shall appoint all committees, temporary or permanent. The president shall oversee the Secretary/Treasurer to ensure they complete all complete all duties necessary for their position. The president shall be one of the Officers who may sign the checks or drafts of the corporation. The president shall have such powers as may be reasonably construed as belonging to the chief executive of an organization.
3. In the event of the absence or inability of the President to exercise their office, the Vice President shall become acting president of the corporation with all the rights, privileges and powers as if they had been the duly elected president.
4. The Secretary/Treasurer shall keep the minutes and record of the corporation in appropriate books. It shall be the Secretary/Treasurer's duty to file any certificate required by any statute, federal or state. The Secretary/Treasurer shall give and serve all notices to members. The Secretary/Treasurer shall be the official custodian of the records of this organization, and shall keep minutes of all meetings, and publish the annual report. The Secretary/Treasurer may be one of the Officers required to sign the checks and drafts of the organization. The Secretary/Treasurer shall submit to the Board of Directors any communications which shall be addressed to them as Secretary of the organization. The Secretary/Treasurer shall attend to all correspondence of the organization and shall exercise all duties incident to the office of

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Secretary. The Secretary/Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Secretary/Treasurer shall maintain a permanent record book with a detailed account of all money received and all money paid out. The Secretary/Treasurer will insure that any excess funds to be invested shall be legal for a non-profit corporation. The Secretary/Treasurer shall file all tax forms necessary for continuation of the IRC 501 (c)(3) status, and exercise all duties incident to the office of Secretary/Treasurer.

5. All Officers shall, by virtue of their office be members of the Board of Directors.
6. No officer shall for reason of their office be entitled to receive any salary or compensation.
7. The term of office for Officers shall be 4 years for President, 2 years for vice president, and 2 years for Secretary/ Treasurer. The Officers shall be eligible for re-election for 2 consecutive terms and may be re-elected after staying out a term.
8. Nominations for the Officers and Directors shall be made by the general membership September 15-October 15 either by e-mail or mail. NO nominations will be accepted after October 15 unless if mailed, postmarked by that date. Elections will take place November 1-30. Voting shall be completed by November 30 with voting either by email or mail. Votes after November 30 will not be counted unless if mailed, postmarked by that day. The nominees shall have been a member of the Society for 1 year and have agreed to be nominated. The results will be announced in January either by email, mail, or newsletter. Nominations and votes sent by email will be confirmed by the secretary or other designated member.
9. The Board of Directors shall appoint a Registrar and Assistant Registrar.
  - a. The Registrar and Assistant Registrar shall be appointed by a 65% vote of the Board of Directors.
  - b. The Registrar and Assistant Registrar shall be registered members of the NFPSNA.
  - c. Each year the Board of Directors will evaluate the registrar and assistant registrar and if they are not performing to the expectations of the position they shall be replaced, however there are no term limits for these positions.
  - d. The Registrar and Assistant Registrar work together to ensure that records of every registered pony are accurately entered and maintained in the NFPSNA data base.
  - e. The Registrar and Assistant Registrar shall both review each registration and DNA test to ensure that the ponies are correctly registered by their bloodlines and ownership and that they meet all criteria to be registered in the NFPSNA registry.
  - f. The Registrar and Assistant Registrar must be in agreement that the applicant pony is eligible for registration.
  - g. The Registrar and Assistant Registrar shall determine which type of registration the applicant pony is eligible for.
  - h. The Registrar or Assistant Registrar shall issue certificates of registration to ponies upon their approval in the registry.
  - i. The Registrar and Assistant Registrar shall make every effort to ensure the veracity and safety of the registration documents.
  - j. The Registrar and Assistant Registrar shall ensure that all registry documents are transferred to their successor upon their departure.
  - k. The Registrar or Assistant Registrar shall attend regular Board of Director meetings but shall not by virtue of their office be Directors, nor be able to vote at said meetings.

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**Article IX  
Conflict of Interest**

1. Any Director who has a financial, personal or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner will offer to the Board to voluntarily excuse themselves and will vacate their seat and refrain from discussion and voting on said item.
2. This corporation has adopted a Conflict of Interest Policy. See Appendix A

**Article X  
Non Discrimination Policy**

The Directors, Officers, committee members, employees and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, marital status, race, color, creed, handicap, national origin, political affiliation or religion.

**Article XI  
Fiscal Policy**

The Fiscal year of the Corporation shall be January 1 through December 31.

**Article XII  
Amendments**

These By-Laws may be amended by a 65% majority of all general membership voting, and a copy of the proposed amendments shall be provided to each member at least one week prior to said vote.

**Article XIII  
Dissolution**

The corporation may be dissolved by a resolution passed by 65% majority of all general membership voting at a Special Meeting held for that purpose. 21 days notice shall have been given prior to any such meeting held for the purpose of voting on the issue of dissolution. . The votes may be e-mailed, or mailed by the designated date. Disposition of Corporate assets shall be conducted in accordance with the requirements of the Internal Revenue Code, and the Articles of Incorporation of the Corporation.

**These By-Laws were approved by the general membership of New Forest Pony Society of North America \_\_\_\_\_ 2011 and hereby replace all prior By-Laws of the New Forest Pony Society of North America.**

**Signed \_\_\_\_\_ Date \_\_\_\_\_**  
**Secretary NFPSNA**

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## New Forest Pony Society of North America By-Laws Appendix A Conflict of Interest Policy

### **Article I Purpose**

The purpose of the conflict of interest policy is to protect this tax exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non Profit and charitable organizations.

### **Article II Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below is an interested person.

#### **2. Financial Interest**

**A person has a financial interest if the person has, directly or indirectly, through business, investment or family:**

- a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article II, Section 2 a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person to committee to investigate alternatives to the proposed transaction or arrangement.
- c. after exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organizations best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible

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conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and any action taken to determine whether a conflict of interest was present, and the governing boards or committees decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V** **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. Any voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly from the Organization either individually or collectively is prohibited from providing information to any committee regarding compensation.

### **Article VI** **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Article VII** **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organizations written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Article VIII** **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII the organization may, but need not, use outside advisors. If outside experts are used their use shall not relieve the governing board of its responsibility for insuring periodic reviews are conducted.

This policy was approved by the Board of Directors of the NFPSNA on \_\_\_\_\_ 2011.

Signed \_\_\_\_\_  
Secretary NFPSNA

Date \_\_\_\_\_