

Approved by Board of Directors PEHSC 12/03/16

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 - OBJECTIVES

The objectives 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.

Section 1.

ARTICLE III - MEMBERSHIP

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 objectives 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 Executive Committee of this Association shall be:

PRESIDENT

FIRST VICE PRESIDENT

SECOND VICE PRESIDENT

TREASURER

POINT RECORDER

DIRECTORY COORDINATOR

SECRETARY

Section 2. Voting

Each officer shall have only one vote.

Section 3. Election

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

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 or email 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 two-thirds majority vote by 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 break a tie. The President may appoint a Parliamentarian.

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 be the Chairman of the Banquet Committee and Spring Kick-Off Committee, and shall appoint members to said committees as needed. The First Vice President shall make arrangements for the Banquet, and Spring Kick-Off event accommodations including the location and pricing. Final arrangements and contracts for both events, shall meet budget set forth 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.

b. 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 the Second Vice President shall then be filled by a majority vote of the Executive Committee.

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

The Second Vice President shall be a member of the Banquet Committee, and coordinate the year-end awards.

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 the 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.

The Secretary shall be a member of the Spring Kick-Off Committee, and will provide all necessary documents.

c. 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.

The Treasurer shall receive all forms and payments due the organization.

The Treasurer shall forward all forms to the appropriate officers in a timely manner.

The Treasurer shall supply to the Secretary as verification of their personal

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Section 3. Meetings

Meetings of the Executive Committee shall be at the call of the President or any two (2) members of the Executive Committee. At any duly called meeting of the Executive Committee, a majority of four (4) shall constitute a quorum to transact business.

Section 4. Notification

Executive Committee shall be notified by mail, email, or telephone at least three (3) days in advance of said meeting.

ARTICLE VII - COMMITTEES

Section 1.

With the exception of the Nominating Committee, Banquet Committee, and Kick-Off 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. The term of the Banquet Committee shall continue through the completion of the banquet even if the committee member's terms on the Executive Committee have expired.

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. shall 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 of Pony Express Horse Show Circuit, Inc. against any, and all claims, liabilities, and expenses (including attorney's fees, judgments, fines, and amounts paid in settlement)

actually, and reasonably incurred, and arising from any threatened, pending, or completed action, suit, or proceeding, whether, civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. Any breach of such person's duty of loyalty to Pony Express Horse Show Circuit, Inc.

b. Any act or omission by such person not in good faith or which involves the intentional misconduct or where such person had reasonable cause to believe his/her conduct was unlawful; or

c. Any transaction from which such person derived any improper personal benefit.

The decision concerning whether a director or officer requesting indemnification meets the above criteria for indemnification shall be made on a case-by-case basis, by a majority vote of a quorum of the directors and officers who are not party to the suit, action, or proceeding. The term "party" includes being plaintiff, defendant, or fact witness in the matter.

ARTICLE IX - AMENDMENTS TO THE BYLAWS

The bylaws may be amended by two-thirds vote of the majority of the Board of Directors present at any regular meeting or at any special meeting of the Board provided that any new amended bylaws shall not be inconsistent with the Articles of Incorporation of the Association. A copy of the proposed amendment shall be sent with the notice of said meeting at least 14 days prior to the meeting to all members of the Board of Directors.

ARTICLE X - DISSOLUTION

Dissolution shall be pursuant to the Missouri statutes.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

These bylaws revised December 3, 2016. Tracy Kenaga, Secretary