

**WELSH PONY & COB  
SOCIETY OF AMERICA, INC.**



**BY-LAWS**

Revised February 2015

**WELSH PONY & COB SOCIETY OF AMERICA, INC.**

**BY-LAWS**

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Welsh Pony & Cob Society of America, Inc.  
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City, VA 22655  
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## **ARTICLE I - PURPOSE**

This Society shall be known as the WELSH PONY AND COB SOCIETY OF AMERICA, INC. and shall at all times be operated as a non-profit organization in accordance with the laws of the State of Illinois.

The purpose of this Society is to maintain a Registry for the recording of pedigrees and transfers of Welsh ponies and cobs, to promote the breeding and use of the breed while striving to maintain its purity and trueness to type and to further its welfare in every way.

## **ARTICLE II - MEMBERSHIP**

(a) Any person, partnership or corporation owning or interested in Welsh ponies shall be eligible for membership.

(b) There shall be two (2) classes of membership; voting and non-voting.

Voting memberships are defined as follows:

1. Senior Life Membership - those persons who have reached their eighteenth birthday by January 1st of the current year and who have made a single lifetime payment of dues as provided in the Rulebook of the Welsh Pony & Cob Society of America, Inc. (hereinafter referred to as WPCSA, Inc.).
2. Annual Membership - those persons who have reached their eighteenth birthday by January 1st of the current year and who have paid annual dues as provided in the Rulebook of the WPCSA, Inc.
3. Family/Firm - an immediate family unit consisting of parent/guardian and minor children (who have not reached their eighteenth birthday) or a corporation/firm or association who have paid their annual dues as provided in the Rulebook of the WPCSA, Inc. Family/Firm memberships shall be required to notify the Secretary in writing designating a member of the family, corporation/firm or association, who has reached his eighteenth birthday by January 1st of the current year, and who shall be entitled to cast its vote in all matters governed by the vote of the membership.

Non-Voting Memberships shall be defined as follows:

4. Junior Life Membership - those persons who have not reached their eighteenth birthday by January 1st of the current year and who have made a single lifetime payment of dues as provided in the Rulebook of the WPCSA, Inc.
5. Annual Associates - those persons who have reached their eighteenth birthday by January 1st of the current year and who have paid their annual

dues as provided in the Rulebook of the WPCSA, Inc. and who are interested in the breed but do not desire full membership privileges.

6. Junior Membership - those persons who have not reached their eighteenth birthday by January 1st of the current year and who have paid their annual dues as provided in the Rulebook of the WPCSA, Inc.

### **ARTICLE III - DUES**

(a) The dues shall be determined and amended by the Board of Directors.

(b) The Secretary shall notify members two months in arrears and those whose dues are not paid 45 thereafter shall be automatically dropped from the rolls of membership.

### **ARTICLE IV - MEETINGS - MEMBERS**

(a) Annual Meeting. The annual meeting of members shall be held at a time and place to be determined by the Board of Directors within six months of the end of the fiscal year. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these Bylaws, may be specified by the Directors or the President.

(b) Special Meetings. Special meetings of members may be called by the President or by the Directors. Upon written application of twenty percent or more of the members entitled to vote at the meeting, special meetings shall be called by the Secretary, or in case of death, absence, incapacity or refusal of the Secretary, by any other officer. The call for the meeting shall state the date, hour, place and purpose of the meeting.

(c) Notice of Meetings. Written notice of every meeting of members, stating the date, hour, and place thereof, and the purposes for which it is to be held, shall be sent to each member by the Secretary, or by the person calling the meeting, at least thirty days before the meeting by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid and addressed to such member at his address as it appears upon the books of the Society.

(d) Quorum. Those members present at Annual Meetings, Special Meetings in lieu of Annual Meetings and Special Meetings called by the President or a majority of the Board of Directors shall constitute a quorum. At Special Meetings held upon the request of not less than 20% of the members entitled to vote, 25% of the members entitled to vote shall constitute a quorum but a lesser number may adjourn any meeting from time to time without further notice.

(e) Voting. In all matters governed by the vote of the membership, each voting membership as specified in Article II, (b) of these ByLaws, in good standing and

who shall have paid their dues no less than 60 days immediately preceding any Annual or Special Meeting shall be entitled to one vote. No member may waive notice of, or appoint any person or persons to act as proxy or attorney in fact for them at any meeting or election of this Society.

(f) Action at Meeting. When a quorum is present, a majority of those memberships present and entitled to vote on a matter, except where a larger vote is required by law, the Articles of organization or these By-Laws, shall decide any matter to be voted on by the membership.

## **ARTICLE V - DIRECTORS**

(a) Powers. The property and business of the Society shall be under the management and entire control of the Board of Directors. Except in case of death, resignation, disqualification or removal, each Director shall hold office until his successor is chosen.

(b) Election. There shall be two classes of Directors defined as follows:

1. The Board of Directors shall consist of twelve persons, classified as follows, viz: three classes of four Directors each; the term of office of a single class expiring in each year, and each class, being elected to hold office for the term or period of three years and until their successors are elected.

2. Eligibility:

a. WPCSA Senior Life members who have maintained a voting membership for the previous three (3) consecutive years **OR** WPCSA Annual members who have maintained a voting membership for the previous ten (10) years and agree to pre-pay WPCSA membership for the length of the term if elected.

b. Have produced and registered with the WPCSA a minimum of fifteen (15) foals (purebred Welsh and/or Half Welsh) **OR** Have owned or leased two (2) or more WPCSA registered purebred Welsh mares which have been reported on a WPCSA Stallion Service Report in the current year.

3. The successors to Directors whose term of offices expires in that year shall be elected by a plurality of votes cast by memberships eligible to vote as described in Article IV (e), voting by mail ballot, to hold office for the term or period of three years and until their successors are elected.

4. Nonvoting Directors shall be determined by the Board of Directors and may be appointed to honorary or special directorship by the Board of Directors. Honorary and special directors shall have no vote and shall be appointed to a specific term or life term.

(c) Nominating Committee. The President shall appoint a Nominating Committee by April 1 each year, consisting of not less than 5 Annual, Family/Firm or Life members, whose duty it shall be to prepare a list of nominees for election as Directors. Members may submit nominations for inclusion on the ballot by obtaining signatures representing 15 votes for any such nomination. All such nominations shall be mailed to the Secretary and must be received 90 days prior to the election. The Secretary shall forward all such nominations to the Nominating Committee. The Nominating Committee shall report its slate and all other nominations to the President within 15 days thereof and thereupon the Nominating Committee's list of nominees shall be sent by the Secretary to each member entitled to vote. Such notice shall be mailed to each member, eligible to vote, no less than 30 days prior to the published date of the election. Each nominee shall furnish a written statement of his eligibility and willingness to serve and a brief factual statement of his service and qualifications to be included in this notice.

(d) Voting. In the event of a contested election, an official ballot, listing all nominees alphabetically with no segregation of names or any wording that could be construed as influencing, directing or manipulating the vote, shall be sent to members along with specific instructions for submission. The Secretary shall mail the same material to any member who has not received his ballot by mail and requests the same. Each ballot shall be enclosed in a sealed blank envelope which shall be marked 'BALLOT', signed by the member, and returned to office no later than one week prior to the election. Each ballot shall be prefolded a sufficient number of times to insure secrecy. The person designated as addressee for returned ballots shall note the date of receipt and shall hold them in the outer envelope for delivery, unopened, until such time as the published date of the election.

The election of Directors shall be completed on the day of the Annual Meeting. An Inspectors Committee shall be appointed consisting of no less than three individuals whose duty it shall be to verify the date of receipt on the outer envelopes and check the signatures on the inner envelope of the mail ballots against the list of qualified voters prepared by the Secretary. The envelope will then be opened, the ballot removed and placed in a receptacle. When all inner envelopes have been processed, all properly marked ballots shall be counted. A plurality of those ballots cast by mail shall determine the election. The chairman and a majority of the Inspectors Committee shall certify the report and the results shall be announced at the Annual Meeting.

The President may employ an independent accounting firm who will be approved by the Board of Directors to receive the ballots and follow the above accounting procedures. The results will be delivered in a sealed envelope to the President to be opened and announced at the Annual Meeting.

In the event of an uncontested election, no ballot will be prepared and the President will declare the candidates elected at the Annual General Meeting.

(e) Vacancies. Any vacancy in the Board of Directors may be filled by the Directors. The Board of Directors shall advise the members of their action within thirty days after any vacancy is filled.

(f) Resignation. Any Director may resign by delivering his written resignation to the Society at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Any Director who does not attend at least one Directors meeting each calendar year following his election will be considered to have resigned and a successor will be chosen by the remaining Directors.

(g) Removal. A Director may be removed from office for cause by the affirmative vote of two-thirds of the members present and voting at an Annual or Special meeting, notices having been given to that effect. A Director may be removed for cause only after reasonable notice and opportunity for a hearing.

(h) Meetings. Regular meetings of the Directors may be held without call or notice at such places and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. A regular meeting of the Directors may be held without a call or notice at the same place as the annual meeting of the members, or the Special Meeting held in lieu thereof, following such meeting of members. Special meetings of the Directors may be held at any time and place designated in a call by the President or two or more Directors.

(i) Notice of Meetings. Notice of all special meetings of the Directors shall be given to each Director by the Secretary, or in case of death, absence, incapacity or refusal of the Secretary, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by telegram sent to his business or home address or by written notice mailed to his business or home address at least five days in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meetings is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purpose of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

(j) Quorum. At any meeting of the Directors, seven of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

(k) Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to decide any matter, unless a different vote is specified by law, by the Articles of Organization called the Charter, or by these By-Laws.

(l) Action by Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meeting. Such consent shall be treated as a vote of the Directors for all purposes.

## ARTICLE VI - OFFICERS

(a) Enumeration. The officers of the Society shall consist of a President, a Treasurer, a Secretary and such other officers, including one or more Vice Presidents, Assistant Treasurers, Assistant Secretaries as the Directors may determine.

(b) Election. The President, Vice-President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of members. Other officers may be chosen by the Directors at such meeting or at any other meeting.

(c) Qualification. The President and Vice-President shall be a Director. Any two or more offices may be held by the same person, provided that the President and Secretary shall not be the same person. Any officer may be required by the Directors to give bond for faithful performance of his duties to the society in such amount and with such sureties as the Directors may determine.

(d) Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the Annual Meeting of members or Special Meeting in lieu thereof and thereafter until his successor is chosen and qualified; and all other officers shall hold office until the first meeting following the Annual Meeting of members, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the Society at its principal office or to the President, or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

(e) Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors being given prior to action thereon.

(f) President and Vice-President. The President shall preside at all meetings of the Society and of the Board of Directors and shall, subject to the direction of the Directors, have general supervision and control of its business and property. Any Vice-President shall have such powers as the Directors may from time to time designate.

(g) Treasurer and Assistant Treasurer. The Treasurer shall, subject to the direction of the Directors have general charge of the financial affairs of the Society and shall cause to be kept accurate books of account. He shall have custody of all funds, which he shall deposit in the name of the Society in such bank or places of deposit as the Board of Directors shall designate and shall have custody of all securities, and valuable documents of the Society which he shall deposit in such safe deposit boxes or places of deposit as shall be designated by the Board of Directors. Any Assistant Treasurer shall have such powers as the Directors may from time to time designate.



(h) Secretary and Assistant Secretaries. The Secretary shall maintain the records of the Registry and shall perform the various duties connected therewith. The Secretary shall give notice of all elections, meetings of Members and of the Directors, and shall keep accurate records of the business transacted at such meetings. He shall be custodian of the seal of the Society, shall keep the membership ledger, and shall perform such other duties as may be assigned to him by the Board of Directors or the President. Any Assistant Secretary shall have such duties and powers as the Board of Directors may from time to time designate.

(i) Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as the Directors may from time to time designate.

#### **ARTICLE VII - PROVISIONS RELATIVE TO DIRECTORS, OFFICERS, MEMBERS AND EMPLOYEES.**

(a) Certain Contracts and Transactions. In the absence of fraud or bad faith, no contract or transaction by this Society shall be void, voidable or in any way affected by reasons of the fact that the contract or transaction is (i) with one or more of its officers, directors, members or employees, (ii) with a person who is in anyway interested in this Society or (iii) with a corporation, organization or other concern in which an officer, director, member or employee of this Society is an officer, director, stockholder, employee or in any way interested. The provisions of this section shall apply notwithstanding the fact that the presence of a director or member, with whom a contract or transaction is made or entered into or who is an officer, director, stockholder or employee of a corporation, organization or other concern with which a contract or transaction is made or entered into or who is in any way interested in such contract or transaction, was necessary to constitute a quorum at the meeting of directors (or of any authorized committee thereof) or members at which such contract or transaction was authorized and/or that the vote of such director or member was necessary for the adopting of such contract or transaction, provided that if said interest was material, it shall have been known or disclosed to the directors or members voting at said meeting on said contract or transaction. A general notice given to any person voting on said contract or transaction that an officer, director, member or employee has a material interest in any corporation, organization or other concern shall be sufficient disclosure as to such officer, director, member or employee with respect to all contracts and transactions with such corporation, organization or other concern.

(b) Indemnification. Each Director, officer and employee shall be indemnified by this Society against any cost, expense (including attorneys' fees), judgement and/or liability reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, (including any proceeding before any administrative or legislative body or agency) to which he may be made a party or otherwise involved

or with which he shall be threatened, by reason of his being a director, officer or employee of this Society or of any other corporation which he serves or has served as director, officer or employee at the request of this Society (whether or not he continues to be an officer, director or employee of this Society or such other corporation at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of this Society; in the event of settlement of any action, suite or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which this Society is advised by independent counsel (who may be the counsel regularly employed by the Society) that such director, officer or employee, in the opinion of such counsel acted in good faith in the reasonable belief that his action was in the best interests of this Society. The foregoing right of indemnification shall be in addition to any rights to which any director, officer or employee may otherwise be entitled and shall inure to the benefit of the executors or administrators of each such director, officer or employee.

#### **ARTICLE VIII - COMMITTEES**

The President with the approval of the Directors shall appoint all standing and ad hoc committees. He shall define their duties and shall be ex-officio member of all committees except the nominating committee.

#### **ARTICLE IX - MONIES**

All monies received shall constitute a fund to defray the expenses of maintaining a registry and other charges incidental to the transaction of the business of this Society under the direction of the Board of Directors.

#### **ARTICLE X - REGISTRY**

Every certificate of entry or transfer in the Registry is based on the representation contained in the application therefore. If animals have been admitted to entry or transferred through error, misrepresentation or fraud, such entries or transfers are void, together with any entries or transfers that may have been made of descendants of such animals and the Society assumes no liability for damages from such entry or transfer.

#### **ARTICLE XI - MISREPRESENTATION**

(a) Censure and Suspension. The President shall appoint a Hearing Committee, whose duty it shall be to examine all charges of misrepresentation or misconduct as described in the Rulebook of the WPCSA, Inc. who shall, after a hearing, determine

whether any such charges warrant censure or suspension of any officer, member or any other person whose conduct shall be found to be prejudicial to the best interests of the Society or in violation of its By-Laws or Rules. The Hearing Committee shall report its findings and recommendations to the Board of Directors, who shall, by a majority vote, censure or suspend any member, officer or other person.

(b) Expulsion. The President shall appoint a Hearing Committee to examine all charges of misrepresentation or misconduct as described in the Rulebook of the WPCSA, Inc. who shall, after a hearing, determine whether such charges warrant expulsion. The Hearing Committee shall report its findings and recommendations to the Board of Directors who shall then cause the Secretary to give notice to all members of such time and place of an annual meeting at which the offending member may be expelled by a vote of 75% of all members present in person and entitled to vote at the annual meeting.

(c) Penalties. Any officer, member or other person censured, suspended or expelled shall be subject to penalties prescribed in the Rulebook of the WPCSA, Inc. and shall be considered "not in good standing".

## **ARTICLE XII - MISCELLANEOUS PROVISIONS**

(a) Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the Society shall be the twelve months ending the last day of August.

(b) Seal. The seal of the Society shall, subject to alteration by the Directors, bear CORP. SEAL WELSH PONY AND COB SOCIETY OF AMERICA, INC., ILLINOIS 1946.

(c) Execution of Instruments. All deeds, leases, registrations, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Society in its behalf shall be signed by the President or the Treasurer or the Secretary except as the Directors may generally or in particular cases otherwise determine.

(d) Voting of Securities. Except as the Directors may otherwise designate, the President or Treasurer shall vote at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this Society.

(e) Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and members, and the registration and transfer records, and the records containing the names of all members of their record addresses shall be kept at the principal office of the Society. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any member for any

proper purpose but not to secure a list of members for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interests of the applicant, as a member, relative to the affairs of the Society.

(f) Articles of Organization. All reference in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Society, as amended and in effect from time to time.

(g) Amendments. The President shall appoint a By Law Committee whose duty shall be to review all proposed amendments to these By Laws. Proposed amendments may be submitted by the Board of Directors, the By Law Committee or by written petition of 15 or more of those members entitled to vote. All such amendments shall be mailed to the Secretary and must be received no less than 180 days prior to the notice of the Annual Meeting. The Secretary shall forward all such amendments to the By Law Committee. The By Law Committee shall make editorial changes as needed and shall contact the sponsor(s) if substantive changes are necessary for the proposed amendment to be in proper order. The By Law Committee shall report its findings and recommendations to the Board of Directors no less than 90 days prior to the Annual Meeting. The Secretary shall mail notice of all such amendments to each member, eligible to vote, no less than 30 days prior to the Annual Meeting. A 2/3 majority of those ballots cast by mail in accordance with the voting procedures set forth in Article V(d) shall determine the outcome. The Chairman and a majority of the Inspectors Committee shall certify the report and the results shall be announced at the Annual Meeting.

(h) These By-Laws are governed, in all respects, by the Laws of the State of Illinois.

### **ARTICLE XIII - LITIGATION**

Every member, by joining the Society, or non-member, by purchasing Welsh ponies or cobs, filing registration applications or other documents with the Society or participating in WPCSA, Inc. approved events, does thereby agree:

1. If unsuccessful in an attempt to overturn Society decisions, actions, rules or regulations, to reimburse the Society for its reasonable attorney's fees, court costs and other expenses in defense of such suit; and
2. That he will not commence any action, whether in law or equity, against the Society in any Courts other than those Federal and State courts located in Frederick County, Virginia.