

WISCONSIN PONY OF THE AMERICAS CLUB, INC.

BYLAWS

ARTICLE I

TITLE, LOCATION, AFFILIATION AND PURPOSE

- A. The name of the corporation shall be the WISCONSIN PONY OF THE AMERICAS CLUB, INC. (hereinafter, the “Club”)
- B. The Resident Agent and permanent address of the Club shall be:
 - Wisconsin Pony of the Americas Club, Inc.
 - c/o Judy Katzenberger
 - 5893 Highway 186
 - Vesper, WI 54489
- C. The Club is affiliated with the Pony of the Americas Club, Inc., Indianapolis, Indiana (hereinafter, the “POAC, Inc.”).
- D. The purposes of the Club shall be:
 - 1. To cooperate and aid the programs and functions of the POAC, Inc.
 - 2. To promote and stimulate interest in the POA breed in the state of Wisconsin.
 - 3. To promote proper and humane treatment for all horses and ponies in the state of Wisconsin.
 - 4. To promote youth leadership and responsibility.
 - 5. To maintain the integrity of the breed as one predicated upon color and height requirements and primarily bred for youth.
 - 6. To promote and participate in any proper and legal activity which may insure the success of the Club and its programs.
 - 7. To govern all futurities sponsored by the Club, regardless of location.
- E. The period of existence of the Club shall be perpetual. Should dissolution become necessary, the Club shall have a final membership meeting to determine by majority vote how to dispose of assets.

ARTICLE II

MEMBERSHIP

- A. Any person with a Wisconsin membership who is willing to abide by the Constitution and bylaws of the Club is eligible for one of the following memberships:
 - 1. Family membership: Immediate family members including spouse and any minor children, 18 years of age and under as of January 1 of that year, living in the household of the member.
 - 2. Individual membership: single adults, 19 years of age and over.
 - 3. Junior membership: Minor (18 years and younger) who are not included in a family membership.
- B. Club dues shall be established by the membership at the annual meeting for the ensuing year.
 - 1. The membership dues shall be paid on application for membership.
 - 2. WPOAC membership runs from January 1 to December 31 of the same year.
 - 3. Annual dues shall be postmarked by January 1 to coincide with the POAC, Inc.
 - 4. Membership will be suspended for non-payment of dues, effective December 15.

5. Any member suspended for non-payment of dues shall have their membership restored immediately upon payment of said dues.
 6. Dues paid by new members after October 1 shall be credited for the ensuing year.
- C. All money received from membership fees and annual dues will be used for breed advertisements, expenses of state shows and sales, breed promotion work, and other work in connection with the purposes of this club.
- D. Privileges for all active members and their families include the following:
1. Eligible to participate as a rider, driver, handler, owner, lessee, agent or trainer at any Club activity.
 - a. Youth 18 years of age (as of January of the current year) and under may exhibit in any class unless specified for adults only.
 - b. Adults may exhibit in halter classes, including in-hand trail, lunge line, and hunter in hand, driving classes and any other class designated as 19 & Over or Junior Pony Futurity Classic (JPFC).
 2. Eligible to qualify for state points and earn year-end awards.
 3. If the owner/exhibitor is a child not participating through a family membership, that child shall be required to obtain a Junior Membership before he/she may be eligible to participate.
- E. Privileges for adult active members shall be as follows:
1. All the privileges listed in Article II.D.
 2. Eligible to hold State office after membership of six (6) months.
 3. Eligible to be on committees and/or act as committee chairman immediately upon membership.
 4. Each membership has (1) vote. For example, a family membership only gets one even if there are two adults participating from that family.
- F. Memberships are non-transferable.
- G. There shall be no proxy voting at any general membership meeting.
- H. Those members abusing or misusing their privileges of membership may have their membership revoked by the Board of Directors.
1. “Abusing or misusing” is defined as taking any action that goes against the purposes of the Club as defined in Article 1 and/or violating any laws of the State of Wisconsin or the United States of America in any way that directly or indirectly harms the Club and/or its members.

ARTICLE III

MEETINGS OF MEMBERS

Fall: In relation to the time of the year, will mean the timeframe of September 1st through November 30th of that same year.

Winter: In relation to the time of the year, will mean the timeframe of December 1st through February 28th of the following year with the exception being February 29th of the following year during a leap year.

Spring: In relation to the time of the year, will mean the timeframe of March 1st through May 31st of that same year.

Summer: In relation to the time of the year, will mean the timeframe of June 1 through August 31st of that same year.

- A. The annual meeting of the members of this Club shall be held during the Fall of each year, at the time and place designated by the Board of Directors. This meeting shall have the election of officers by paper ballot and must be held by in-person attendance. The Awards Banquet may be held in conjunction with the Fall or Winter meeting.

- B. There shall be a meeting in Winter and a mid-year meeting in Spring or Summer. These meetings shall have the same format as the Annual Meeting, with the exception of election of Officers.
- C. Notice of the Annual meeting and regular meetings shall be published on wpoac.org (WPOAC Website) and the primary social media outlet stating the time, place, and purpose of said meetings. The publication shall include the anticipated agenda. Notice shall be given 30 days prior to the date of the meeting
- D. All meetings shall be run according to Robert's Rules of Order unless otherwise specified in these Bylaws.
- E. At all meetings, the members shall transact such business as may come before them.
 - 1. The order of business for meetings shall be:
 - a. Call to Order.
 - b. Reading, correcting, and approving the minutes of the previous meeting, and the previous meeting of the Board of Directors, if any.
 - c. Treasurer's report.
 - d. Reports of the Officers, Directors, and Committees.
 - e. Old business.
 - f. Election of officers at the Annual meeting.
 - g. New business.
 - h. Adjournment.
 - 2. In order for any final decision to be made on an item falling under "new business", the item must have been included in the agenda published with the original notice of the meeting.
 - a. Any member can contact the president and request an item be placed on the agenda.
 - b. The president may not deny any member his/her request under this Article.
 - 3. If an item of new business is brought up for the first time at the meeting and was not included in that meeting's agenda under New Business, discussion of the item may occur, but final decision on the item must not come before proper notice is given on the Club's website and primary social media outlet.
 - a. This provision is to allow the entire membership to have the notice and input into all the Club's decisions and to prevent exclusion based on attendance of a meeting.
- F. Special Meetings
 - 1. Special meetings of the Club may be called by the President upon written notice of the membership posted on the Club's website and primary social media outlet at least ten (10) days prior to such special meetings, stating the purpose and items to be considered. No items may be considered that are not included in the call of the meeting.
 - 2. Special meetings may also be called by the President upon written demand of at least ten (10) active members and within twenty-one (21) days of receipt of such request and after due notice as in Section III.F.1.
- G. Electronic Meetings
 - 1. These electronic meetings shall be subject to all rules adopted by WPOAC and the National POAC to govern them which may include any reasonable limitations on and requirements for member participation.
 - 2. Except as otherwise provided in these bylaws or by the rules of the National POAC; meetings of committees or the Board of Directors may be conducted through use of electronic meeting services designed by Committee Chairs, BODs or WPOAC President that support visible display identifying those participating, identifying those seeking recognition to speak, showing/permitting the text of pending motions, and showing the results of votes
 - 3. Membership/Participants will use their own computer, phone, or other electronic device to connect to the electronic meeting. WPOAC will not be providing devices for members to connect to any electronic

meetings. Any issues with the connection to the meeting on the part of the member's device or connection are not the responsibility of WPOAC.

4. The application used for the electronic meetings must:
 - a. Show the current list of participants in the meeting
 - b. Indicate which member has the floor
 - c. Allow members in the meeting to seek recognition by the chair
 - d. Allow motions to be submitted in writing
 - e. View text of pending motions
 - f. Voting
 - g. View results of a vote
5. Electronic Meeting Rules:
 - a. Login Information: An email will be sent to every member invited to the meeting at least 7 days before each meeting
 1. Date and Time of the meeting
 2. URL and codes necessary to connect to the Internet meeting service
 - b. Signing In and Out: Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access (as best they can) throughout the meeting. Members shall sign out upon any departure before adjournment.
 - c. Technical Requirements and Malfunctions: Each member is responsible for his or her audio, video, and electronic meeting connections. No action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting. The meeting will not wait for or be postponed because of an individual member's technical issues.
 - d. Votes may be taken by electronic or audible roll call. The Chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

ARTICLE IV

BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the state President, Vice President, immediate Past President, Secretary, Treasurer, and two elected Directors at Large.
- B. The Board of Directors shall have the following duties:
 1. Appoint replacement officers to fill vacancies.
 2. Revoke memberships as they deem necessary.
 3. Audit the records of the Club, and specifically the Treasurer, at least once per year.
 4. Manage the affairs of the Club and carry out its purposes.
 5. Make sure all officers are fulfilling the duties of the office as laid out in Article V.
- C. Election for the Board of Directors shall occur for the President, Vice President, Secretary, Treasurer, and Directors at Large. The immediate past president shall remain such for two years, until the election of another president.
- D. The term of office of each elected director shall be for two years. Elections shall alternate with the President, Secretary, and one Director at Large being elected in even years, and the Vice President, Treasurer, and second Director at Large being elected in odd years.

- E. In the event of a vacancy before the end of a term, other than the President, the vacancy or vacancies shall be filled by appointment through a two thirds (2/3) vote of the Board of Directors at a special meeting called for this purpose. Notice of such meeting to the membership shall occur no later than 30 days after the meeting. A Director appointed in such manner shall be subject to election at the Annual meeting in the year of his/her appointment.
- F. No director shall be elected for more than two consecutive terms. Any term served by appointment shall not be considered under this section.
- G. No director shall receive any compensation for services as a director. Directors may be reimbursed for expenses authorized by the Board of Directors. Such authorization must be obtained prior to incurring the expense.

ARTICLE V

OFFICERS

- A. The officers of the Club shall be a President, Vice President, Secretary, and Treasurer. These officers shall be elected at the Annual meeting as described in Article IV.
- B. The President shall:
 - 1. Preside at all meetings of the Club and at meetings of the Board of Directors.
 - 2. Ensure that all meetings run smoothly and according to Robert's Rules of Order.
 - 3. Provide the agenda and notice of any meetings to the Publication Committee for publication.
 - 4. Appoint all special and standing committees subject to Board approval.
 - 5. Conduct the business of the Club.
 - 6. Be an ex-officio member of all committees.
- C. The Vice President shall:
 - 1. Perform duties assigned by the President.
 - 2. Act in the place of the President in the event of the President's absence or inability to act.
 - 3. Maintain an inventory of items owned by the Club.
 - 4. Be in charge of Club advertising.
 - 5. Coordinate the Winter and Fall meeting locations.
- D. The Secretary shall:
 - 1. Keep the minutes of all meetings.
 - 2. Provide a copy of the minutes to the members in charge of the WPOAC website and primary social media outlet for proper publication.
 - 3. Ensure publication of the minutes within 30 days of each meeting on the WPOAC website and primary social media outlet.
 - 4. Keep and safeguard the records of the Club.
 - 5. Issue notice of all calls to the directors and members.
- E. The Treasurer shall:
 - 1. Take charge of all the cash and assets of the Club and deposit the same in a bank account authorized by the Board.
 - 2. Deposit each month, at a minimum, any monies that have been paid into the Club.
 - 3. Keep an accurate record of all the receipts and disbursements of the Club and give a report thereof when called upon to do so by the President or Board of Directors.
 - 4. Give a report of the Club's assets and financial standing at the Annual meeting.
 - 5. Present the annual financial report to the Board of Directors thirty (30) days prior to the Annual meeting for an audit.

6. Transfer membership scholarship funds from membership dues and membership scholarship deposits to the scholarship account.
- F. In the event of a vacancy of the office of President by reason of death, resignation, or any other cause, the Vice President shall fill this vacancy pursuant to Article V.C.2. In the event of the vacancy of the offices of Vice President, Secretary, or Treasurer, said vacancy shall be filled pursuant to Article IV.E.

ARTICLE VI

COMMITTEES

- A. A committee may be created at any meeting to address any business as the Club may require.
- B. Such creation shall be by the president, pursuant to Article V.B.3. The president may appoint the committee chair or one may volunteer.
- C. There shall be no limit on the number of committees or the length of time served on a committee for any active member. Only active members with voting rights may serve on any committee.
- D. Standing committees and their duties shall be as follows.
 1. Publication Committee
 - a. Includes the WPOAC website and primary social media outlet.
 - b. Duties shall be as stated in Article VIII.
 2. Show Committee
 - a. Includes all the Show Chairs and members of the Futurity/Maturity Committees.
 - b. Publish, distribute, and maintain “A Guide to Running a POA Show in Wisconsin”.
 - c. Coordinate the selection and hiring of judges.
 - d. Coordinate the selection and reservation of show grounds.
 - e. Decide on show dates and provide those to the Publication Committee.
 - f. Perform any duties required by the POAC, Inc. to get shows approved.
 - g. Appoint a show chair or chairs for each show.
 3. Futurity/Maturity Committee
 - a. Includes the Halter and Performance Futurities/Maturities for all exhibitors.
 - b. Provide entry forms for the Wisconsin Futurity/Maturity for publication.
 - c. Review annually the Futurity/Maturity Rules and publish them with the entry forms.
 - d. Receive any entries and the monies thereof.
 - e. Coordinate any fundraising efforts to supplement the payouts.
 - f. Coordinate with the Show Committees for the planning of the Futurity/Maturity show.
 - g. Tabulate the Futurity/Maturity placings and provide that, along with the money to be distributed, to the Treasurer for payout.
 - h. Compile a report of the entries and payouts to be published and distributed to the membership by the Publication Committee.
 4. Bylaws Committee
 - a. Perform an annual review of the bylaws.
 - b. Propose any changes to the bylaws.
 - c. Ensure publication of the bylaws and any proposed changes.
 - d. Solicit opinions from the general membership about possible changes to the bylaws.
 - e. Review the POAC, Inc. bylaws for any changes that may be applicable to the state bylaws.

5. Membership Committee
 - a. Provide an updated membership form for the current year in the fall of the preceding year.
 - b. Ensure publication of the membership form on the WPOAC website and on the primary social media outlet.
 - c. Collect membership dues and membership scholarship donations from members via mail or in person.
 - d. Deposit membership dues and membership scholarships to the WPOAC bank account.
 - e. Notify the Treasurer of the deposit and the amounts that are for Memberships and for the Scholarship fund.
 - f. Maintain a Membership Directory.
 - g. Maintain a list of current year paid members viewable on the WPOAC website.
 - h. In the event there is no Membership Committee, the roles of the Membership Committee are to be taken on by a Director at Large.

6. Point Secretary
 - a. Maintain and use the computer program as required by the POA National Club.
 - b. Handle show pre-entries.
 - c. Provide all necessary printed show reports to the Show Secretary prior to the start of the show.
 - d. Provide all necessary forms needed to conduct a show to the Show Secretary prior to the start of the show.
 - e. Send results and payments to the National Club after a show as directed by the National Club.
 - f. Maintain membership year end point totals for year end awards.
 - g. Provide a list of members who qualify for year end show participation.
 - h. This is a compensated position paid on a show by show basis. Changes in the compensation must be voted on by Membership.
 - i. This position can be filled by a volunteer or voted on by membership if there are multiple people interested in the position.
 - j. This position has a 3 year term.

ARTICLE VII

YOUTH COMMITTEE

- A. There shall be a Youth Committee for the purpose of allowing the youth in the Club to have a voice and make recommendations to the general membership.

- B. The Youth Committee shall consist of all of the youth who either have a junior membership or are part of a family membership.

- C. The governing body of the Youth Committee shall be the Queen, King, Youth Princess, Youth Prince, Tiny Tot Princess, and Tiny Tot Prince. Collectively these shall be known as the WPOAC Royalty.
 1. Any requirements of the WPOAC Royalty shall be decided at the Annual Meeting.
 2. Selection of Royalty shall be done through an application and interview process to be published on the website and on the primary social media outlet. Interviews shall take place during the meeting associated with the Awards Banquet. Announcement of Royalty shall take place at the Awards Banquet.
 3. It is not necessary to have all Royalty positions filled at all times.
 4. WPOAC Royalty shall be entitled to a free stall at the Futurity show in August.

- D. The Youth Committee shall be entitled to coordinate their own fundraisers to help pay for activities for the youth. Such activities may take place at any time.

- E. The Youth Committee shall have an Advisor who is an active member of the membership. The Advisor shall bring recommendations of the Youth Committee to the membership so the youth may have input in the running of the Club.
- F. The Youth Committee may make recommendations to the membership on any matter of importance to the Youth. The membership shall not disregard these recommendations without consideration but are also not required to follow them.

ARTICLE VIII

MEMBERSHIP PUBLICATIONS

- A. The Wisconsin Pony of the Americas Club, Inc. shall publish a newsletter (at least once a year) in addition to a website and primary social media outlet for the purpose of distributing information about the Club and its activities.
- B. The Publication Committee shall have the following duties:
 - 1. The creation and distribution of the newsletter.
 - 2. The creation and maintenance of a website at wpoac.org or wpoac.com.
 - a. Maintenance of the website includes ensuring any fees for the publication or domain name usage are paid and updates to the website are made as soon as new information is available, or at least once every 3 months.
 - 3. The creation and maintenance of a primary social media outlet.
 - 4. Maintenance of records related to the yearly and monthly cost of the publication and distribution of Newsletter, primary social media outlet, and website for report at the Annual meeting.
- C. The number of newsletters shall be determined by a majority vote of the membership at the Annual meeting.
- D. Members of the Publication Committee shall be reimbursed for any costs associated with the publication and distribution of the newsletter and website.
- E. Members of the Publication Committee may be compensated for the time spent on the publication, distribution, and maintenance of the newsletter and website. Any such compensation shall be determined by majority vote of the membership at the Annual meeting.

ARTICLE IX

MEMBERS LIABILITY

- A. The private property of the members of the Club shall not be liable for its debts or obligations.
- B. The Club shall not be civilly or criminally liable for the actions of the individual members unless those actions are done at the direction of the membership. Such direction is determined by a majority vote.

ARTICLE X

REVISION OF THE BYLAWS AND RULES

- A. The Bylaws shall be reviewed by the Bylaw Committee on an annual basis.
- B. Any changes to the foregoing Bylaws shall be done in the following manner:

1. The Committee shall present any recommended changes and additions to the membership through publication on the WPOAC website and on the primary social media outlet no later than 30 days prior to any membership meeting. A separate notification of the recommended changes in the Bylaws may be required.
 2. The recommendations shall be distributed to the membership, read, and approved at a minimum of two meetings within the same calendar year.
 3. The membership shall make any modifications to the recommendations at these meetings, which shall then be published on the website and on the primary social media outlet. A separate notification of the proposed changes in the Bylaws may be required.
 4. The final reading of the recommended changes shall be done at a subsequent membership meeting. At this time, the membership may vote on the final proposed changes. If substantial additional changes are made at this meeting it may be necessary to publish the new proposals an additional time.
 5. No final vote on Bylaws amendments or additions shall be made without at least two publications and two readings of the proposed changes.
 6. After proper publication, the proposed changes may be adopted with a two thirds vote of the membership present. There must be at least 25% of the current membership present in order to vote in person at the meeting. If 25% of the membership is not present, mailed ballots shall be required.
- C. It shall be the responsibility of the Bylaws Committee Chair to provide the proposed Bylaw changes to the Website Administrator in time for the proper notice to the Club's website. The Bylaws Committee Chair is responsible for providing proper notice of proposed Bylaw changes on the primary social media outlet in time for proper notice to members. It may be necessary for the Bylaws committee Chair to provide a separate notification of the proposed changes to the Bylaws.
- D. Any changes in the Bylaws shall go into effect as soon as is practicable, dependent on the individual clause.
- E. No Bylaw may be adopted that conflicts with the Articles of Incorporation of this Club.