



The Fell Pony Society of North America

Registered Overseas Branch of the Fell Pony Society (UK)

The Fell Pony is a native British pony breed that is listed as "endangered" by Britain's Rare Breed Survival Trust. The Fell Pony Society (FPS), based in the United Kingdom, is the "mother" breed society for the Fell pony breed. "The Fell Pony Society's aim is to foster and keep pure the old breed of pony which has roamed the northern fells for years and to circulate knowledge and general information about the pony breed." FPS maintains the Stud Book for the breed, as well as maintaining the breed standard for the breed along with certain rules and regulations for membership in the Society and for the registration of ponies. Unlike FPS, FPSNA is not a breed registry but is a breed association dedicated to supporting FPS and to promoting and preserving the traditional Fell ponies in North America. FPSNA, Inc., is the oldest and largest Fell Pony breed organization in North America and was incorporated as a not-for-profit organization in January 2002. FPSNA also became the first Registered Overseas Branch of FPS anywhere in the world in May 2004.

Bylaws of the Fell Pony Society of North America, Inc.

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Section 1 — Name, Address, Registration

1.1 The Fell Pony Society of North America, INC., hereafter referred to as “FPSNA” was formed to support the traditional British Fell Pony, their owners and supporters in North America.

1.2 The FPSNA Office: The registered address of the society is:
FPSNA, Inc., c/o Melissa Kreuzer, PO Box 361, Lafayette, TN 37083. *(Revised June 2018)*

Section 2 — Mission Statement

2.1 FPSNA, is a not-for-profit organization comprised of Fell pony owners, breeders and enthusiasts dedicated to facilitate the conservation of the Fell pony breed worldwide, but particularly as it relates to the population in North America, and to promote the Fell pony breed in North America in ways that are consistent with the aims and rules & regulations of the Fell Pony Society.

2.2 The primary goal of the FPSNA is as stated in the Memorandum of Association of the Fell Pony Society §3(1), "to foster and keep pure the old breed of pony which has roamed the northern fells for years and to circulate knowledge and general information about the Fell Pony breed".

2.3 FPSNA is an unselfish employer. It pursues purposes solely for the common interest in accordance with the taxation laws. Official funds are to be used for FPSNA purposes only. Members may not receive money out of FPSNA funds except for reimbursements for FPSNA business per Council-approved criteria. It is forbidden to favor any person monetarily with expenditures strange to the mission aim of the FPSNA or to pay overpriced fees. It is strictly forbidden to pursue political, racial or religious aims within the FPSNA.

2.4 The official positions are to be held honorably (i.e., gratis or without remuneration), unless indicated otherwise within these Bylaws or by decision of the General Assembly. Bearers of official positions may receive reimbursement for expenses incurred, provided these are documented and fulfill Council-approved criteria.

Section 3 — Membership

3.1 Applications for membership shall be in writing in such form as may be required by the FPSNA Council, but must include an undertaking to be bound by the Memorandum and Articles of Association of the Fell Pony Society as well as the Bylaws of FPSNA.

3.2 Membership in FPSNA includes membership in FPS subject to all of the constraints and benefits outlined in the Memorandum and Articles of Association of the Fell Pony Society . Most notable for the purpose of these bylaws are the following:

§2.2 The Council shall have the right to refuse an application for membership without giving any explanation or reason for exercising such right. Persons under the age of 16 years shall be Junior Members.

§2.3 The Council shall have the right for good and sufficient reason, and subject to a two-thirds majority of the Council taken on a poll, to terminate the membership of any member, provided that the member concerned shall have the right to be heard before any final decision is made.

3.3 The FPSNA Council shall have the right to refuse an application for membership without giving any explanation or reason for exercising such right.

3.4 The FPSNA Council shall have the right for good and sufficient reason, and subject to a two-thirds majority of the FPSNA Council taken on a vote, to terminate the membership

of any member, provided that the member concerned shall have the right to be heard before any final decision is made.

3.5 (a) There are three forms of FPSNA membership. Individual Memberships and Family Memberships are considered full voting memberships subject to the exceptions described in §7.1 and 3.5.b. (Rev 01/2011)

(b) Overseas Patrons (i.e., nonresidents of North America) may also become members of FPSNA and are entitled to all the same rights and privileges of members residing within North America, EXCEPT that Overseas Patrons do not have voting privileges, and also have limited advertising privileges, subject to the discretion of the FPSNA Council. (Rev 01/2011)

3.6 Privileges of Members

(a) at least semi-annual North American supplement to the FPS newsletter, (*Revised June 2018*)

(b) assistance in working with FPS,

(c) participation in the General Assembly of the FPSNA, i.e., governance of FPSNA, and

(d) other benefits accrued to the general public by the existence of FPSNA (e.g., access to the sales list, rosters and web site maintained by FPSNA).

In addition to services provided by FPSNA as described by the bylaws herein, all members shall enjoy the following services provided by virtue of their attendant membership in the FPS which are enumerated in the Memorandum and Articles of Association of the Fell Pony Society §2.5 and include:

To register and transfer Fell Ponies in The Fell Pony Stud Book by FPS at a reduced fee.

To exhibit Registered Fell Ponies at shows organized by FPS and to receive notice of such shows. Please note that there are no shows organized by FPS in North America at this time nor in the foreseeable future.

To receive a notice of, and to attend all general meetings of FPS.

To receive the semi-annual FPS newsletter.

3.7 Membership Fees:

(a) The annual membership fee or any alteration thereto shall be recommended by the Council of FPSNA to the Annual General Meeting and Election and, if approved, take effect from 1st January the following year. Fees shall be due immediately when an application for membership is accepted by FPSNA.

(b) Members in arrear with their membership fees for more than 2 months shall forfeit the privileges of membership in the FPSNA and the FPS.

3.8 Rights of Members:

(a) All members 18 years or older who are individuals (not organizations) have the right of motion and voting.

(b) All members 18 years or older who are individuals (not organizations) can be charged with positions listed in §§ 8 to 10.

(c) All members have the right to use the facilities of the FPSNA in accordance with their intended purpose and to participate in FPSNA events.

3.9 Members are obligated:

(a) to obey the Bylaws of the FPSNA, the Memorandum and Articles of Association of FPS, the Rules & Regulations of the Fell Pony Society, as well as the decisions of the FPS and FPSNA Councils,

(b) to pay the annual membership fees to the FPSNA before the 15th of February of every calendar year.

Section 4 — General Meetings

4.1 The FPS shall hold general and extraordinary meetings in accordance with the Memorandum and Articles of Association of the Fell Pony Society §4.

4.2 The FPSNA shall host an Annual General Meeting and Election in North America. The notice shall include the FPSNA Treasurer's Report. Not more than fifteen months shall elapse between the date of one Annual General Meeting and Election of FPSNA and that of the next. FPSNA will host its first Annual General Meeting and Election within eighteen months of its establishment. The forum for such meetings shall nominally be a conventional meeting (at a specified date, place and time). At the discretion of the FPSNA Council, some or all members may "attend" such meeting via telecommunications (teleconference) and/or Internet (e.g. "chat room") or by other Council-approved forum. All matters requiring vote of the FPSNA General Assembly shall include the option of a postal ballot, which may include appropriately validatable electronic forms of balloting. *(Revised June 2018)*

4.3 The Council shall, on a requisition made in writing signed by at least 10% of the current members, at the expense of the requisitionists, immediately proceed to convene an Extraordinary General Meeting. Any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at the Registered Office of the FPSNA. At such a meeting only matters specified in the notice may be discussed.

4.4 All general meetings other than the Annual General Meeting and Election shall be called Extraordinary General Meetings.

4.5 The FPSNA Council may, whenever it deems necessary, convene an Extraordinary General Meeting. Advance notice to all members is required for all General Meetings. Only matters specified in the notice may be discussed.

Section 5 — Notice of General Meetings

5.1 At least 21 days before every Annual General Meeting and Election and every Extraordinary General Meeting, notice specifying the place, the day and the hour of meeting, and agenda shall be given to all members and the Auditors of the Society.

5.2 The accidental omission to give notice to, or the non-receipt of a notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

Section 6 — Proceedings At General Meetings

6.1 "Presence" at a meeting can be achieved via written proxy delivered to the Secretary at least seven (7) days prior to the meeting. "Presence" for the sake of voting on predefined matters can also be achieved via correspondence "balloting" per §7. "Presence" at a meeting can also be achieved through Council-approved electronic means (e.g., teleconference).

6.2 No business shall be transacted at any meeting unless a quorum of not less 25% of the membership at the time (rounding down to the nearest whole number) having the right to vote at the meeting is present at the commencement of such business.

6.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other use it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved.

6.4 The chairman of FPSNA, or in his or her absence, the Vice Chairman shall preside at every general meeting of the FPSNA. If neither the Chairman nor the Vice Chairman are present at the time of holding the seating, the members present shall choose a member of the Council to be Chairman of the meeting.

6.5 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if directed by the meeting) adjourn a meeting, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days notice shall be given specifying the time and place of the adjourned meeting and the nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

6.6 A resolution put to the vote at a general meeting shall be decided on by written vote. All members unable to attend the meeting are entitled to vote by written ballot if such ballots are received by FPSNA within the specified timeframe. A vote may be demanded:

(a) by the Chairman; or

(b) by at least five members having the right to vote at the meeting.

6.7 Unless a vote is demanded a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the FPSNA shall be conclusive evidence of the fact without proof of the proportion or number of votes recorded in favor or against the resolution.

6.8 Resolutions are carried by no less than 2/3 of the members participating in the consideration of the resolution (rounding down to the nearest whole number).

6.9 Meetings can be held totally by correspondence. Meetings of this sort shall be identified as such in the meeting announcement and all resolutions to be voted upon shall be completely presented in the mailing accompanying the meeting notice. The due date for the return of completed correspondence ballots shall be clearly identified in the meeting notice.

Section 7 — Votes of Members

7.1 All members of the FPSNA are entitled to vote at all general meetings of the FPSNA, with the following restrictions:

(a) Only persons 18 years and older may vote.

(b) Only individuals, c.f. organizations, may vote.

7.2 No member shall be entitled to vote at a general meeting if his or her membership with the FPSNA is more than 2 months in arrears.

7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

7.4 The council shall appoint two postal balloting officials from the Council for processing postal ballots. There shall be at least two members of this ballot processing commission. The Chairman will be the final authority on resolving any questions resulting from this ballot processing.

7.5 All votes are considered to be confidential.

Section 8 — The FPSNA Council of Management

8.1 The management of the affairs of FPSNA shall be conducted by a Council, herein referred to as “Council”.

8.2 The elected portion of the Council shall consist of no less than 6 members of the FPSNA – 1 member from each regional zone (*Revised June 2018*), and 1 member from any region to serve in the Promotions director position (*Revised April 2014*). Each regional director must have a permanent residence in the zone he or she is representing. The General Secretary is an ex-officio member of the Council. The maximum size of the Council shall not exceed 5% of the total membership of the FPSNA.

8.3 At least one or nominally 1/3 of the elected Council (rounding down to the nearest whole number), whichever is greater, shall retire each year beginning at the time of the first Annual General Meeting and Election. Retiring members shall be eligible for immediate re-election at the Annual General Meeting with appropriate nomination as outlined in 8.5 (*Revised June 2018*). The intent being that no unbroken term of office on the Council without re-election should exceed three years.

8.4 Members shall not be eligible for election to the Council unless they have been Members of FPSNA since the time of establishment of FPSNA OR have been Members for at least two consecutive years.

8.5 Nominations for the Council shall be in writing, signed by two members and forwarded to the Secretary preceding the Annual General Meeting and Election (*Revised June 2018*). Nominations must be agreed to by the person who is nominated. Appropriately authenticated electronic submissions of nominations and acceptance are allowed.

8.6 Election to the Council shall be by a vote of the General Assembly.

8.7 Until the first Annual General Meeting and Election the Council shall consist of an Interim Council nominated and elected by a vote of the subscribers to the Bylaws.

8.8 The quorum for a Council Meeting shall be 2/3 of members of the Council (rounded down to the nearest whole number).

8.9 The Council shall:

(a) have control over all the affairs and property of the FPSNA and shall exercise all such powers of the FPSNA as it thinks fit;

(b) engage all such officers and employees as it considers necessary and shall regulate their duties and fix their salaries;

(c) maintain a record of all assets owned or held in trust by the FPSNA and keep the same comprehensively insured to the replacement value

8.10 The Council shall have the right for good and sufficient reason, and subject to a two-thirds majority of the Council taken on a poll, to terminate the position of any Council member, provided that the Council member concerned shall have the right to be heard before any final decision is made. (*Revised June 2018*)

* Council Regions:

Zone 1: (roughly) northeastern United States & Canadian Provinces:

ME, VT, NY, CT, RI, MA, NH, Quebec, Newfoundland and Labrador, Nova Scotia, New Brunswick, Prince Edward Island

Zone 2: (roughly) southeastern United States:

PA, WV, NJ, DE, MD, VA, NC, SC, GA, FL

Zone 3: (roughly) central/eastern United States & Canadian Provinces:

MN, IA, MO, AR, LA, MS, AL, TN, KY, IL, WI, MI, IN OH, Ontario
Zone 4: (roughly) central/western United States & Canadian Provinces:
NV, MT, ID, UT WY, AZ, NM, CO, ND, SD, NE, KS, OK, TX, Saskatchewan, Manitoba
Zone 5: (roughly) western United States & Canadian Provinces:
WA, OR, CA, AK, HI, British Columbia, Alberta (*Revised June 2018*)

Section 9 — Officers

9.1 Chairman. The Chairman of FPSNA shall be a member of the Council and shall be elected by the Council by a vote at the next Council meeting after the Annual General Meeting and Election in each year. The Chairman's duties with respect to the General Assembly and voting matters are as previously described. The Chairman and his representative are the official representation of the FPSNA, both in and out of Court. The Chairman will see that all Orders and Resolutions of the Council are carried into effect. The Chairman and/or his/her designated representative(s) are responsible for official communication with FPS. Copies of any such communication should be forwarded to the Executive Secretary for recording purposes. The Chairman will preside at all meetings of the Council.

9.2 Vice Chairman. The Vice Chairman of FPSNA shall be a member of the Council and shall be elected by the Council by a vote at the next Council meeting after the Annual General Meeting and Election in each year. The Vice Chairman is responsible for assisting the Chairman with his/her duties upon request. The Vice Chairman will have such powers and will perform such duties as may be specified in these bylaws or prescribed by the Council or the Chairman. In the event of absence or disability of the Chairman, the Vice Chairman will temporarily succeed to the powers and duties as designated by the Council.

9.3 Executive Secretary. The Executive Secretary shall be a member of the Council and shall be elected by the Council by a vote of the next Council meeting after the Annual General Meeting and Election in each year. The Executive Secretary is responsible for overseeing the work of the General Secretary and for maintaining a log of correspondence regarding any decisions made, voting or any other official business. The Executive Secretary will see that minutes of the meetings of the Council, as well as those of the General Assembly, are kept. The Executive Secretary will notify the Council of all meetings and perform such other duties as may from time to time be prescribed by these bylaws or by the Council. The Executive Secretary is responsible for performing and/or overseeing such duties as FPSNA mailings, membership correspondence/billing and other duties requested by the Council.

9.4 General Secretary. If the Council deems the position plausible, a General Secretary shall be appointed by the Council and shall be an ex-officio Member of the Council. The General Secretary shall be appointed for such term at such remuneration and upon such conditions as the Council may think fit. The General Secretary is under the Council's direct supervision. The position of General Secretary is appointed and may be held by a paid employee, volunteer or group of volunteers, to aid the Executive Secretary in performing such duties as FPSNA mailings, membership correspondence/billing and other duties requested by the Council.

9.5 Treasurer. The Treasurer shall be shall be a member of the Council and shall be elected by the Council by a vote of the next Council meeting after the Annual General Meeting and Election in each year. The Treasurer must continually oversee the financial affairs of FPSNA, including those involving the Executive and/or General Secretary. He/she is responsible for the annual financial report at the end of every year. He/she must present this in

written form to the General Assembly. At the request of the Council, he must file additional financial reports. The Treasurer will keep accurate accounts of all funds of the FPSNA received or disbursed. The Treasurer will deposit all funds, drafts and checks in the name of and to the credit of the FPSNA, in such banks and depositories as the Council, by Resolution, designates from time to time. The Treasurer will have power to endorse for deposit, all notes, checks and drafts received by the FPSNA. The Treasurer will cause to be rendered the Council whenever required, an account of all transactions of the Treasurer and the financial condition of the FPSNA, and will perform such other duties as may from time to time be prescribed by these bylaws, the Council, and in general, will perform all duties incident to the office of Treasurer. When necessary, in times where no member of Council can appropriately hold the position of Treasurer, the office of Treasurer may be filled by either any willing current member of FPSNA, or via the hiring of an outside party to fulfill the role. In such times, the individual and/or party may be nominated by any current member of Council. The nominee must be approved by a 2/3 vote of current Council. The successful nominee shall not be eligible for voting rights on Council, nor any other rights nor capacities outside the duties of Treasurer. *(Revised June 2018)*

9.6 Additional functional positions within FPSNA may be defined by the Council. FPSNA members may fill these positions at the pleasure of the Council for an indefinite period of time. These positions may include but are not limited to positions such as Newsletter Editor, Promotional Director, and Web Steward.

9.7 Individual Council members may hold more than one office (9.1 – 9.5) with the exception of the offices of Chairman and Vice Chairman which cannot be held by the same person. Likewise, the Chairman, Executive Secretary and Treasurer positions cannot be held by the same person.

9.8 An FPSNA/FPS Liaison will be appointed by the FPSNA Council for a one year term, which may be renewed annually with the approval of the FPSNA Council. The FPSNA/FPS Liaison is an Ex-Officio member of the FPSNA Council. (This was a new item added to the bylaws.)

9.9 General Election results do not present an arbitrary expiration to re-elected or midterm Council members in Officer positions. Voting rights of returning Council members shall be considered legitimate until the next Council Officer election. *(Revised June 2018)*

Section 10 — Auditors

Auditors shall be appointed and their duties regulated in accordance with relevant business law commensurate with the status of the FPSNA.

Section 11 — The Breed Standard

FPSNA shall support the Fell Pony Breed Standard established by the FPS as outlined in the Memorandum and Articles of the Fell Pony Society.

Section 12 — Bylaw Alteration

12.1 Alterations to the bylaws may only be decided upon if they have been duly announced on the agenda and according to the prescriptions outlined in Sections 4 through 7.

12.2 An alteration to the Bylaws requires a two-thirds (2/3) majority of the members with voting privileges present (as defined in §6.1) at the General Assembly.

12.3 An alteration in the mission of the FPSNA requires a three-fourths (3/4) majority of all the voting members present at the General Assembly. At the same time, this number

must constitute at least half (1/2) of all members at the time of the meeting. Alternatively, an Extraordinary General Assembly can be called. It must take place not later than three (3) months after the General Assembly, yet no earlier than two (2) months to the same. If a second vote becomes necessary, an alteration of the mission of the FPSNA can be determined by a three-fourths (3/4) majority of the voting members present (per §6.1). In this case, a decision can be made regardless if this number represents one-half (1/2) of the members or not.

12.4 The Council is to make alterations to the Bylaws accordingly and to present them to its members, as addenda, no later than two (2) months after the changes take effect.

12.5 Editorial and lawful alterations can be made at any time to the Bylaws, so as not to hinder or delay the necessary application procedure.

12.6 The FPSNA shall endeavor to track alterations made to the FPS Memorandum and Articles of Association that correspond to provisions of the FPSNA Bylaws. Said alterations to the FPSNA bylaws shall be made in a timely manner (less than 3 months) in response to alterations made by FPS to their Memorandum and Articles of Association. Said alterations require a two-thirds (2/3) majority vote of the FPSNA Council.

Section 13 — Dissolution of the FPSNA

13.1 The Dissolution of the FPSNA requires an appropriate decision made by a three-fourths (3/4) majority of the members.

13.2 The Dissolution of the FPSNA must be accepted as a proposition in the agenda of the General Assembly. This must be announced one (1) month before the General Assembly. The proposition must include a detailed explanation.

During the dissolving of the FPSNA or the discontinuation of a purpose belonging to the essential tasks of the FPSNA, all facilities of the FPSNA, without exception, become property of FPS, with the restriction it is to be put to immediate use and for nonprofit purposes in the sense of the FPSNA.

13.3 If a decision cannot be reached by the General Assembly, another General Assembly must be called. At this second assembly meeting, a majority of three-fourths (3/4) of the present active members is necessary in order to reach a quorum.

13.4 Provided the General Assembly doesn't determine differently, the Chairman is to act as entitled liquidator.

13.5 The present regulations take effect upon dissolution of the FPSNA or loss of legal function.

Section 14 — Severability

14.1 In the event a single provision of these bylaws is contrary to law and thereby null and void, the remaining provisions retain their validity. When in doubt, the provisions are to be used in the manner which comes closest to the meaning of the applicable laws of the jurisdiction in question and the majority perception of the members.

Signature, Names and Addresses of Subscribers

Mary Jean Gould-Earley & Edward Earley (Cogan Station, Pennsylvania, USA)

Wendy & Larry Ihlant (Rainier, Washington, USA)

Kristen and Randy Staehling (Suffolk, Virginia, USA)

Buck and Heidi Cook (Spanaway, Washington, USA)

John & Cathy Skivington (Scottsville, New York, USA)

Sarah Vogeley (Troy, Virginia, USA)

Ben Beres & Ellen Eisenberg (Marshfield, Massachusetts, USA)
Lyle & Mary Nygaard (Englewood, Florida, USA)
Roxanne Dimyan (Vancouver, Washington, USA)
Joanna Gilbert (Grass Valley, California, USA)
Shannon Albert (Denison, Texas, USA)
Karen Sorensen (Denison, Texas, USA)
Kris Fulwiler (Algoma, Wisconsin, USA)
Diane Dupont (Spotsylvania, Virginia, USA)
Jane Mills (Spotsylvania, Virginia, USA)
Heather Rutherford (Ontario, Canada)
Barb Hanel (Hood River, Oregon, USA)
Susan Roy (Duxbury, Massachusetts, USA)
Lass Tomkins (Micanopy, Florida, USA)
Judith Bean-Calhoun (Ellsworth, Maine, USA)
Marci Wenn (Lake Placid, NY, USA)
Jan Heseldin-MacIlvrive (Alberta, Canada)

DATED this first day of November 2001

Revised June 2004; January 2011; April 2014, June 2018