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BYLAWS OF UNITED STATES EQUESTRIAN FEDERATION, INC.

PART I – GENERAL PROVISIONS

Bylaw 101 – Name and Seal

Section 1. Name. The name of this corporation shall be the United States Equestrian Federation, Inc. (hereinafter referred to as the “Federation”).

Section 2. Seal. The Seal of the Federation shall be in the form of a circle and shall bear the name United States Equestrian Federation, Inc., the name of the State in which it was incorporated, the year of its incorporation and the words “Corporate Seal.”

Bylaw 102 – Objectives

Section 1. Vision Statement. The vision of the Federation is to provide leadership for equestrian sport in the United States of America, promoting the pursuit of excellence from the grass roots to the Olympic Games, based on a foundation of fair, safe competition and the welfare of its human and equine athletes, and embracing this vision, to be the best national equestrian federation in the world.

Section 2. Mission Statement. As the National Governing Body (NGB) of Equestrian Sport in the United States we will inspire, encourage interest in, and regulate equestrian competition by ensuring the safety and well-being of horses, regardless of value or competitive level; ensure the enforcement of fair and equitable rules and procedures up to and including the preparation for the Olympic Games; and endeavor to advance the level of horsemanship in the United States. Our mission is to govern the sport in compliance with the laws of the United States and the Constitution and Bylaws of the United States Olympic Committee (USOC), and in addition, to provide vision and leadership to equestrian sport in the United States, to promote the pursuit of excellence in equestrian sport from junior and grass roots programs to Olympic Games and international equestrian competitions (hereinafter “sport” or “equestrian sport”). To accomplish this mission, our members and staff, working together will:

- (1) Serve as the NGB for equestrian sport in the United States and member of the USOC. The Federation as NGB shall comply with all applicable laws and USOC requirements, including, without limiting the generality of the foregoing, compliance with the Ted Stevens Olympic and Amateur Sports Act, as amended, and with the USOC Bylaws.
- (2) Serve as the National Federation (NF) for equestrian sport in the United States and member of the Federation Equestre Internationale (FEI). Work together with the FEI in its mission to protect competition horses from any form of abuse, extend the universality of equestrian sport, and promote its visibility to the public.
- (3) Protect and support the welfare of horses by inspecting, monitoring and testing to deter use of forbidden substances and other cruel, unsafe and/or unsportsmanlike practices and by adopting and enforcing rules to prohibit such practices.
- (4) Promote and encourage physical fitness, promote sportsmanship and public participation in equestrian events and activities in the United States, and educate members and the public with respect thereto; assist organizations and individuals concerned with the development of programs for athletes in equestrian events; and provide services for members’ common benefit.
- (5) Assure the right of an equestrian athlete to compete in any international equestrian athletic competition conducted under the Federation’s auspices or that of any other equestrian sports organization or person, unless the

Federation establishes that its denial was based on evidence that the organization or person conducting the competition did not meet the requirements stated in Section 220522 of The Ted Stevens Olympic and Amateur Sports Act and Article VII, Section 2 of the USOC Bylaws; and protect the right of any athlete, coach, trainer, manager, administrator, or official to participate in athletic competition in equestrian events; and provide an equal opportunity to amateurs, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin and with fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate.

- (6) Provide the strongest possible U.S. representation internationally in each of the FEI disciplines, including providing a selection process for each major event.
- (7) Disseminate and distribute, or otherwise make readily available to equestrian athletes, coaches, trainers, managers, administrators, and officials, in a timely manner the applicable rules and any changes to such rules of the Federation, the USOC, the Federation Equestre Internationale ("FEI"), the International Olympic Committee, the International Paralympic Committee, and the Pan American Sport Organization; and provide for the swift and equitable resolution of conflicts and disputes involving its members.
- (8) Provide a body of rules with which to govern equestrian sport at the national level, along with an effective means of enforcing them, and a judicial process that is fair to competitors while providing for optimum integrity within the sport.
- (9) Encourage and support amateur athletic sports programs for individuals with a disability and the participation of individuals with a disability in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with a disability in programs of athletic competition for able-bodied individuals.
- (10) Provide effective and timely communication to every level of athlete, official, and organizer within the sport.
- (11) Develop interest and participation in equestrian sport throughout the United States and work with affiliate associations, breed and discipline organizations, and other organizations to encourage participation.
- (12) Serve as the coordinating body for equestrian activity in the United States; exercise jurisdiction over international equestrian activities, and sanction international equestrian competition held in the United States; promote the sponsorship of international equestrian competition held inside and outside the United States.
- (13) Coordinate the calendar of competitions to assure FEI level competitive opportunities domestically; enhance the level of national competition in all FEI disciplines; and provide for varying levels of regional and national competition in a wide variety of disciplines to increase the breadth and depth of the sport throughout the country.
- (14) Train and license officials.
- (15) Assign recognized status to those equestrian competitions whose operations have been certified by the Federation to further the interests of equestrian sports in the United States in order to serve and promote the best interests of recognized equestrian competitions and expand and enhance the image of equestrian sports.
- (16) Encourage and support research in the areas of sports medicine and sports safety for both the human and the equine athlete and disseminate information that is developed.
- (17) Establish national goals and encourage attainment of those goals.

- (18) Aid the USOC in its mission to help U.S. athletes achieve sustained competitive excellence while inspiring all Americans and preserving the Olympic ideal.
- (19) Select and recommend to the USOC individuals and teams to represent the United States in the equestrian disciplines in the Olympic, Pan American and Paralympic Games.
- (20) Select and designate individuals and teams to represent the United States in equestrian international athletic competition (other than the Olympic, Pan American and Paralympic Games) and certify, in accordance with the applicable international rules, the eligibility of such individuals and teams.
- (21) Foster the development of the athletic facilities for use by equestrian athletes training for equestrian competitions and assist in making such facilities available to such athletes.
- (22) Provide equitable support and encouragement for participation by women and minorities.
- (23) Provide and coordinate technical information on physical training, equipment, its design, coaching and performance analysis.
- (24) Promptly review every request for sanction to hold an international competition in the U.S. or to sponsor U.S. amateur athletes to compete in international competition outside the U.S. and determine whether to grant such sanction in accordance with the USOC Bylaws, Article VII, Sec. 2.

Section 3. Principles. The following governing principles shall apply to the Federation:

- (1) The Board of Directors, Officers, and Committees of the Federation shall be selected without regard to race, color, religion, national origin or sex.
- (2) The Federation shall provide for reasonable direct representation on its Board of Directors for any amateur equestrian organization ("ASO") which conducts, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition, a national program or regular national amateur athletic competition, and ensures that such representation reflects the nature, scope, quality, and strength of the programs and competitions of such amateur equestrian organization in relation to all other such programs and competitions in equestrian sport in the United States.
- (3) The Federation shall not have eligibility criteria relating to amateur status or to participation in the Olympic Games, the Pan American Games or the Paralympic Games which are more restrictive than those of the FEI.
- (4) The Federation shall not become a member of any other international sports federation which governs a sport included in the program of the Olympic or Pan American Games.
- (5) The Federation shall be autonomous in the governance of equestrian sport, shall independently determine and control all matters central to such governance, shall not delegate such determination and control and shall be free from outside restraint.
- (6) Neither the Federation nor any member of the Federation may deny or threaten to deny any equestrian athlete the opportunity to compete in the Olympic Games, the Paralympic Games, the Pan American Games, a World Championship competition or other such "protected competition" as that term is defined in the USOC Bylaws from time to time; nor may the Federation nor any such member of the Federation, subsequent to such competition, censure or otherwise penalize any such athlete who participates in any such protected competitions. Any equestrian athlete who alleges that he or she has been denied, or has been threatened to be denied, any such opportunity to compete shall immediately inform the President of the Federation, the Equestrian Athlete Ombudsman, the USOC Athlete Ombudsman and the USOC's AAC representative for equestrian, who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts taken to settle the

controversy, the athlete may (a) refer the matter promptly to the Chief Executive Officer of the USOC and pursue such remedies as may be appropriate under Article IX of the USOC Bylaws, and/or (b) file a grievance with the Federation's Hearing Committee pursuant to these bylaws. Any grievance filed with the Federation shall be heard and determined in accordance with the Federation's Rules governing the Hearing Committee's Grievance and Hearing Procedures. See also Article IX, USOC Bylaws ("Right of Opportunity to Participate in Certain International Amateur Athletic Competitions") attached as Appendix C, which is incorporated herein by reference, and made a part hereof.

Bylaw 103 – Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Federation shall be as established by the Board of Directors.

Section 2. Designated Contributions. The Federation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Federation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Federation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Federation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the tax-exempt purposes.

Section 3. References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 4. Principles of Construction.

- (a) These bylaws are the primary governing document of the Federation. The Rules of the Federation are published separately. In the event of a conflict between a provision of these bylaws and the Rules, the provisions of these bylaws shall prevail.
- (b) Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 5. Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 6. Savings Clause. Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of a majority of the members present at the meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees, councils or task forces.

Section 7. Robert's Rules of Order. The Annual Meeting and other meetings of the Board of Directors and the Executive Committee shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order. In the event of any inconsistency

between the specific Robert's Rule and the New York state law, the laws of New York shall govern.

PART II — Memberships and Affiliations

Subpart A – General

Bylaw 201 – Eligibility

Membership in United States Equestrian Federation, Inc. is open to any individual who is an athlete, rider, driver, handler, vaulter, longeur, horse owner or breeder, coach, trainer, manager, administrator, official active in equestrian sport, or any other individual having an interest in equestrian sport, and to any organization that conducts equestrian competitions or other programs or events in the sport on a national, regional, or local level.

Bylaw 202 – Voting Constituency

Section 1. Voting Members. Voting Members consist of those Senior Active Members from time to time qualified to vote as members of the Board of Directors.

Section 2. Voting Athletes. Notwithstanding the foregoing, or anything to the contrary elsewhere in these bylaws, Eligible Athletes shall be entitled to directly vote for Athlete representatives to the Board of Directors, Executive Committee, and Designated Committees or other governing boards as are from time to time required by the USOC Bylaws or by USOC Board Resolution.

Section 3. Balloting Procedures. Unless otherwise provided herein, whenever elections are required by these bylaws, the election process shall follow the procedures for the election of Athlete Directors as set forth in Bylaw 303.1 and 413.3 herein.

Bylaw 203 – Competition Eligibility

To be eligible to participate as a rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, at Federation Regular Competitions, Eventing Competitions at the Preliminary Level or above, Dressage Competitions, Combined Driving Competitions at the Advanced Level, Vaulting Competitions, or International Competitions, Classes or Programs, persons must be Senior Active Members or Junior Active Members of the Federation as provided in Bylaw 212, or if non-members must pay a registration fee as provided in the Rules. Lessees are considered owners in connection with this requirement. In the event of an entry under multiple ownership, only one owner need be a Senior Active Member or pay a registration fee. Participants in the following classes are exempted from the requirements of this rule: (1) leadline; (2) exhibitions; (3) games and races; (4) classes for 4H members; (5) Walk trot and Academy classes (Academy Classes are classes limited to horses regularly used in a lesson program); (6) USDF Introductory Level tests, Pas de Deux and Quadrille classes; (7) Assistant Handlers in Dressage Sport Horse Breeding Classes; and (8) citizens of other nations who have proof, in English, of current membership in good standing in their own National Federation.

Bylaw 204 – Dues and Fees

Each Member and Affiliated Entity shall pay to the Federation annual fees and/or dues in the amount determined by the Board of Directors and published in the Federation's Rules. The Board of Directors shall establish deadlines for the payment of fees.

Bylaw 205 – Suspensions, Fines and Terminations

Section 1. A Voting Member or Affiliated Entity failing to pay any dues and/or

fees due the Federation shall be provided notice of delinquency. If those fees are not paid within 30 days after the date specified in the notice of delinquency, the delinquent Member or Affiliated Entity shall be suspended from membership in the Federation. Unless otherwise provided by the Board of Directors, the membership or affiliation of a Member or Affiliated Entity shall be terminated automatically if the Member or Affiliated Entity has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The CEO shall notify the Member or Affiliated Entity of suspension and the date upon which membership or affiliation will be terminated if fees remain unpaid.

Section 2. The Board of Directors, upon a two-thirds vote of those members present at a duly called meeting, may suspend, fine, or terminate (or any combination thereof) the membership of any Member, the affiliation of any Affiliated Entity, or any member of the Board of Directors of the Federation if the Hearing Committee of the Federation (in accordance with applicable Federation Rules) determines that (1) the conduct of the Member or Affiliated Entity is adverse to the best interests of equestrian or the Federation, or (2) the Member or Affiliated Entity has not complied with the requirements of membership in the Federation. The Board may only act after a hearing, reasonable notice to the Member or Affiliated Entity of the time and place of the hearing, and providing the Member or Affiliated Entity with a reasonable opportunity to present evidence in support of the Member's or Affiliated Entities position. It shall take a majority vote of those members present at any duly called meeting of the Board to initiate a disciplinary action under this bylaw.

Section 3. A suspension or other disciplinary action imposed by the Federation in accordance with these bylaws shall be recognized by all Members and Affiliated Entities of the Federation upon notification by the Federation. Suspensions and other disciplinary actions taken by the FEI or Affiliated Entities of the Federation may be recognized by the Federation and all other Federation Members upon proper notification to the Federation and determination by the Federation's Hearing Committee that the party subject to the action received hearing and procedural rights substantially similar to those set forth in these bylaws and the Federation's Rules. However, should the Hearing Committee find that such procedural rights were not substantially similar, then the Committee may in its own discretion conduct a hearing after proper notice to the affected party and only after such hearing may the Hearing Committee recognize the suspension or other disciplinary action imposed by the Affiliated Entity of the Federation.

Subpart B – Individual Members

Bylaw 211 – Designation

Members consist of those persons who have joined the Federation in one or more of the membership **categories** as provided in the Rules. All members in good standing, except **Non-Competing** Members, and Individual Group Members, shall be eligible to participate in all classes and levels at Federation Regular Competitions, Eventing Competitions at the Preliminary Level or above, Dressage Competitions, Combined Driving Competitions at the Advanced Level and Vaulting Competitions as provided in Bylaw 203. Each Federation member will be required upon joining or renewing to designate a primary Breed/Discipline affiliation within the Federation (and may designate one or more secondary Breed/Discipline affiliations for informational purposes only). The record date for designations shall be November 30, with the primary designations of all Senior Active Members made since December 1 of the preceding year to be counted. A Senior Active Member who has renewed his or her membership for more than one year will be deemed to continue his or her primary and secondary affiliation designations unless prior to the record date such Senior Active Member notifies the Federation in writing of a change. A renewing Senior Active Member who fails to designate a primary affiliation shall not be counted for purposes of proportional representation, provided however, if such renewing Senior Active Member previously designated a primary and/or secondary affiliation such designation(s) will be deemed to continue for purposes of proportional representation unless prior to the record date such renewing Senior Active Member notifies the Federation in writing of a change. *BOD 9/16/08 Effective 12/1/08*

Bylaw 212 –Member Categories

Section 1. Competing Membership. Competing Members are those individuals who desire to participate in Federation Licensed Competitions. The Competing Membership categories are:

- (1) Life Members. Those persons who have made a single lifetime payment of dues.
- (2) Senior Active Members. Those persons who have reached their eighteenth birthday (in accordance with the applicable Federation Rules) and who have paid the requisite dues. Hereinafter, the use of the phrase "Senior Active Member" shall refer to any person who has reached his or her eighteenth birthday who is a Senior Active Member or Life Member in good standing.
- (3) Junior Active Members. Those persons who have not reached their eighteenth birthday (in accordance with the applicable Federation Rules), who have paid the requisite dues. Life members who have not reached their eighteenth birthday are also Junior Active Members.

Section 2. Non-Competing Membership. Non-competing members are those individuals who do not desire to participate in Federation Licensed Competitions. The non-competing membership options are described in the Federation Rules.

BOD 9/16/08 Effective 12/1/08

Subpart C – Affiliated Entities

Bylaw 221 – Affiliated Entities

Section 1. Horse show committees and agricultural or other organizations shall be eligible for recognition as provided in the Federation's Rules. Where more than one competition is held in a given year by the same management under the same name, each competition shall be considered a separate entity. Competitions in foreign countries must be approved by their National Federation before receiving recognition. Any such recognized organization of the Federation in good standing may maintain full benefits and privileges and except as may be otherwise provided in these bylaws, operate under the complete rules on the payment of all required fees and/or dues.

Bylaw 222 – Affiliated Associations

Section 1. Affiliated Associations. Affiliated Associations consist of corporations, organizations, associations and other groups in good standing in a state, region or locality, educational institutions offering equine related programs or other organizations approved by the Executive Committee of the Federation which have federated together to form an association. Affiliated Associations must agree to comply with and be bound by these bylaws and the Rules of the Federation and decisions of the Federation including those of the Hearing Committee, and must pay annual fees and/or dues as provided in the Federation's Rules. Categories and affiliation requirements of Affiliated Associations shall be as specified in the Federation's Rules, and shall include:

- (1) International Discipline Associations where the discipline is recognized through the Federation to the FEI and the USOC. The Federation may only recognize one International Discipline Association for each discipline recognized by the FEI. International Discipline Associations are sometimes referred to herein as the "FEI Affiliates";
- (2) Recognized Associations where the national breed or discipline has competition rules which have been approved by the Board of Directors of the Federation for inclusion in the Federation's Rule Book. The Federation may only recognize one national breed/discipline association for each breed or discipline with competition rules in the Rule Book. If a Recognized Association ceases to affiliate with the Federation, the Executive Committee may in its discretion replace the organization that has seceded or been

removed for cause with another association involving the same breed or discipline or the Executive Committee may replace the organization with an appropriate Federation Breed or Discipline Committee. Such Committee shall be deemed a Recognized Association for purposes of Bylaw 303. Appeals involving the recognition of any association or committee must be made in writing to the National Office within 30 days of the announcement. Appeals will be heard by the Hearing Committee in the same manner as date disputes. The decision of the Hearing Committee shall be final and shall be deemed to have the force and effect of a ruling in arbitration. Recognized Associations are sometimes referred to herein as National Affiliates.

- (3) National Associations, where equestrian-related groups or individuals have formed a national association or organization;
- (4) State/Regional Associations where equestrian-related groups or individuals have formed an association in a State or region; and
- (5) Educational Associations, where educational institutions or colleges offer equine-related programs.

Section 2. Group Members. A Recognized Affiliated Association may petition the Executive Committee to enlist members of such Recognized Affiliate Association in certain U.S. Equestrian programs designed to serve special needs of competitions, or divisions, and/or levels thereof, endorsed by such Affiliate Association that are not recognized by the Federation. Competitions, divisions, and/or levels thereof approved within such petition shall be designated as the Federation Endorsed competitions, divisions or levels.

Section 3. Individual Group Members. Those persons who are members of a Recognized Affiliated Association of the Federation that has applied for and been approved to offer a Federation Group Program to its membership. Individual Group Members shall be eligible to compete in the Federation Endorsed competitions, divisions or levels, as provided in the Rules.

Bylaw 223 – Affiliated Competitions

Section 1. Dressage Competitions. Dressage Competitions consist of those competitions under the management of organizations, associations, corporations and others holding a Dressage Competition independently of a Regular or Local Competition.

Section 2. Driving Competitions. Driving Competitions consist of those competitions under the management of organizations, associations, corporations and others holding a Driving Competition independently of a Regular or Local Competition.

Section 3. Endurance Competitions. Endurance Competitions consist of those organizations, associations, corporations and others holding an Endurance Competition independently of a Regular or Local Competition.

Section 4. Eventing Competitions. Eventing Competitions consist of those competitions under the management of organizations, associations, corporations and others holding an Eventing Competition independently of a Regular or Local Competition.

Section 5. Honorary Competitions. Honorary Competitions, which shall pay no dues, consisting of those competitions outside the United States which are duly elected to honorary status by the Board of Directors.

Section 6. International Competitions, Classes or Programs. International Competitions, Classes or Programs consist of those competitions, classes or programs involving disciplines recognized by the FEI.

Section 7. Local Competitions. Local Competitions consist of those

competitions under the management of organizations, associations, corporations and others holding competitions which are limited by the following restrictions: (1) The total cash prizes must not exceed \$500 (not including the value of trophies offered), except 100% sweepstakes; (2) The designation "USEF Local Competition" must be stated on the cover of the prize list; (3) The Federation non-member fee will not apply; and, (4) Local Competitions benefit from all of the general rules of the Federation and must abide by applicable division rules unless class specifications are printed otherwise in the prize list.

Section 8. Regular Competitions. Regular Competitions consist of those competitions under the management of organizations, associations, corporations and others holding horse shows and agricultural and other fairs, meets and events which have applied for and received recognition.

Section 9. - Reining Competitions. Reining Competitions consist of those competitions under the management of organizations, associations, corporations and others holding a Reining Competition independently of a Regular or Local Competition.

Section 10. Vaulting Competitions. Vaulting Competitions consist of those competitions under the management of organizations, associations, corporations and others holding a Vaulting Competition independently of a Regular or Local Competition.

Bylaw 224 – Associated Youth Organizations

Upon application and approval by the Executive Committee of the Federation, a corporation, organization, association or other group having equestrian programs primarily limited to youth (age 21 or under) programs which are not specific to any one breed or discipline may receive Federation recognition as an Associated Youth Organization. The Federation Recognized Associated Youth Organizations shall pay dues, meet requirements and be accorded benefits as specified in the Rules, and upon joining as Senior Active Members their representatives are eligible to be nominated by the Nominating Committee to stand for election to the Board of Directors of the Federation and to be appointed to Federation Councils and Committees.

Bylaw 225 – Sustaining Affiliates

Sustaining Affiliates are charitable organizations that have been formed for the primary purpose of providing funding to U.S. Equestrian and shall be entitled to representation on the Federation's Board of Directors and Executive Committee. The Federation shall have two sustaining members:

- (1) USA Equestrian Trust
- (2) United States Equestrian Team Foundation

PART III – GOVERNANCE

Subpart A – Board of Directors

Bylaw 301 – General Authority and Responsibilities

Section 1. The Federation shall have a Board of Directors. Except as otherwise provided by these bylaws, the Board of Directors shall have all governance, supervising, and administrative authority of the Federation. The authority and responsibilities of the Board of Directors shall include:

- (1) the general management of the affairs of the Federation. The Board may make contracts in its name and behalf or authorize such contracts to be made by the Officers of the Federation;
- (2) making and enforcing the rules governing Recognized Competitions and Individual Members and all other persons, corporations,

- associations or other organizations bound by the Rules. The Board shall adopt in its discretion rules recommended by its Committees;
- (3) after a hearing conducted in accordance with the provisions of Bylaw 701, to censure, suspend or expel any officer or member of any committee of the Federation or any other person whose conduct shall be found to be adverse to the best interests of the sport or the Federation or in violation of its Bylaws or Rules;
 - (4) after a hearing conducted in accordance with the provisions of Bylaw 701, to censure or fine a Recognized Competition for cause or suspend or terminate the recognition of any Competition for cause;
 - (5) shall keep a record of its proceedings and shall report at the annual meeting of the Federation, or at any special meeting of the Board;
 - (6) alter or amend the dues structure, including all fees, at any time as it deems warranted;
 - (7) notwithstanding the above, the Hearing Committee shall have exclusive jurisdiction within the Federation to hear and determine grievances respecting "protected competitions" as provided in Bylaw 703; and,
 - (8) upon a majority vote of those members present at a duly called meeting of the Board, increase the number of directors on the Board of Directors as it considers appropriate to provide (a) that at least 20 percent of the voting members of the Board are Athletes, and (b) that there is adequate representation and to ensure reasonable direct representation for any amateur sports organization that either (i) conducts equestrian programs on a level of proficiency appropriate for selection of athletes to represent the United States in international competition or on a national basis, or (ii) conducts a regular national equestrian competition in the Olympic and Paralympic disciplines. For purposes of this section, "reasonable direct representation" means representation that reflects the nature, scope, quality, and strength of the equestrian programs and competitions of that amateur sports organization in relation to all other equestrian programs and competitions in the United States.

Section 2. No member of the Board of Directors or Officer of the Federation may serve as an officer of any other amateur sports organization that is recognized as a national governing body by the USOC.

Bylaw 302 – Composition

Section 1. The Board of Directors consists of the following 54 Directors (or such greater number as increased pursuant to Bylaw 301(8), each of whom must be a Senior Active Member, with each Director having one vote:

- (1) Twelve Eligible Athletes (or such greater number as needed to provide at least 20% Athlete representation on the Board), elected as provided by Bylaw 411 and Bylaw 421.
- (2) One representative from each Sustaining Member elected as provided in Bylaw 303 (considered At-Large Directors for caucus purposes).
- (3) One representative from each of the eight High Performance disciplines, elected as provided in Bylaw 303.
- (4) Eight representatives from the FEI Affiliates, elected as provided in Bylaw 303.
- (5) Seventeen representatives from the National Affiliates, elected as provided in Bylaw 303.
- (6) Eight At-Large representatives, elected as provided in Bylaw 303.
- (7) Such additional representatives as may be added pursuant to Bylaw 301(8).

Section 2. The officers of the Federation shall be elected from the members of the Board of Directors as provided in Bylaw 331.

Section 3. The term of an individual elected to fill a position referred to in Section 1 of this bylaw at the annual meeting of the Board of Directors, who is elected for a full term and not to fill a vacancy, begins that term immediately after the adjournment of the meeting at which the individual was elected. An individual elected or appointed to fill a vacancy takes office immediately upon the election or appointment.

Section 4. Term Limits. Starting in 2005, any member of the Board of Directors may serve a maximum of two consecutive four-year terms, or eleven years in total if the Director has been elected to fill a partial term, and may not be reelected to the Board of the Federation for 350 days following the expiration of the second term, except that any Director may be elected to a National Officer position for a maximum of two additional consecutive four-year terms, regardless of prior continuous service as a Director. A change of National Officer position shall operate to extend the maximum term of such person, except however, after serving as President, an individual may not be elected either Secretary or Treasurer or to the Board of Directors of the Federation for 350 days following the expiration of that individual's term as President.

Bylaw 303 – Election of Voting Directors

Section 1. Athlete Directors. The Athlete Directors shall be elected by Eligible Athletes as provided in Bylaw 413. In 2005 and every fourth year thereafter, the Eligible Athletes shall elect four Athletes to serve a four-year term as Director of the Federation, one from each of the three Olympic disciplines, and one from any of the three Olympic Disciplines, who shall also serve as the Federation's USOC AAC member. In 2005, the Eligible Athletes shall elect two Athletes (one each from Driving and Reining) to serve a three-year term as a Director of the Federation and in 2008 and every fourth year thereafter to serve a four-year term. In 2005, the Eligible Athletes shall elect two Athletes (one each from Endurance and Vaulting) to serve a two-year term as a Director of the Federation and, in 2007 and every fourth year thereafter to serve a four-year term. In 2005, the Eligible Athletes shall elect four Athletes (one from each Olympic discipline and one from ParaEquestrian) to serve a one-year term as a Director of the Federation and in 2006 and every fourth year thereafter to serve a four year term.

Section 2. High Performance Discipline Directors. The High Performance Discipline Directors shall be elected as provided in Bylaw 504. Beginning in 2005 and every fourth year thereafter, each of the three Olympic discipline High Performance Committees (Dressage, Eventing and Jumping) and the ParaEquestrian High Performance Committee shall elect an individual from their respective committee to serve a four-year term as a Director of the Federation. In 2005, each of the four non-Olympic discipline High Performance Committees (Driving, Endurance, Reining and Vaulting) shall elect an individual from their respective committee to serve a three-year term as a director of the Federation and in 2008 and every fourth year thereafter to serve a four-year term.

Section 3. FEI Affiliate Directors. Beginning in 2005 and every fourth year thereafter, the FEI Affiliates for each of the three Olympic disciplines (Dressage, Eventing and Jumping) shall elect an individual to serve a four-year term as a director of the Federation. In 2005, the FEI Affiliates for Driving and Reining shall elect an individual to serve a three-year term as a Director of the Federation and beginning in 2008 and every fourth year thereafter to serve a four-year term. In 2005, the FEI Affiliates for Endurance and Vaulting shall elect an individual to serve a two-year term as a Director of the Federation and beginning in 2007 and every fourth year thereafter to serve a four-year term. In 2005, the FEI Affiliate for Dressage shall elect an individual to serve a one-year term as a Director of the Federation and beginning in 2006 and every fourth year thereafter to serve a four-year term. Each FEI Affiliate shall publish annually to its membership, and provide a copy to the Federation, its election procedures for its representative to the Federation's Board of Directors.

Section 4. National Affiliate Directors.

- (a) In 2005, the National Affiliates shall elect 6 individuals to serve a one-year term as a Director of the Federation and beginning in 2006 and every fourth year thereafter to serve a four-year term, at least one of whom shall be from the National Western Committee. In 2005, the National Affiliates shall elect 7 individuals to serve a two-year term as a Director of the Federation and beginning in 2007 and every fourth year thereafter to a four-year term, at least one of whom shall be from the Recognized Association representing disabled riders. In 2005, the National Affiliates shall elect 4 individuals to serve a three-year term as a Director of the Federation and beginning in 2008 and every fourth year thereafter to serve a four-year term. The National Affiliate Directors shall be apportioned among the Recognized Associations as provided in subsection (b) of this section.
- (b) In order to ensure proportionate representation amongst the National Affiliate Members the National Affiliates positions on the Federation's Board of Directors shall be apportioned annually as follows:
- (1) Recognized Associations having at least two thousand (2,000) Senior Active Members of the Federation who have designated as of the preceding record date a primary affiliation with such breed or discipline shall be entitled to elect at least one representative to serve as a Director of the Federation. The record date shall be the last day of the competition year preceding the Annual Meeting. Each Recognized Association shall publish to its membership, and provide a copy to the Federation, its election procedures for its representative(s) to the Federation's Board of Directors. The primary affiliation designations of new Senior Active Members, renewing Senior Active Members and Senior Active Members who have renewed his or her membership for more than one year as of the record date shall form the basis for the number of Directors that can be elected by each such Recognized Association to serve on the Federation's Board of Directors. The Directors representing Recognized Associations are to be allocated among the above Breed/Disciplines in proportion to the primary affiliation designations of USEF Senior Active membership, provided, however, that the National Western Committee and the Recognized Association representing Disabled riders each shall be allocated at least one Director's seat.
 - (2) Each year at the annual meeting, the Nominating Committee shall issue a report of the number of Directors representing the National Affiliates Director positions that will be allocated that year (for election at the following year's annual meeting) in order to maintain the above described proportional representation as computed each year from the primary affiliation designations of the Federation Senior Active membership as of the record date. Appeals involving the allocation of any seat by this process must be made in writing to the office of the Federation within 30 days of the announcement. Appeals will be heard by the Executive Committee in the same manner as date disputes. The decision of the Executive Committee shall be final and shall be deemed to have the force and effect of a ruling in arbitration. Designation of representatives by the Recognized Association shall be submitted in writing to the Nominating Committee sixty days prior to the Annual Meeting. If a Recognized Association fails to submit its designations by

- sixty days prior to the Annual Meeting, and if such designation is still not received seven (7) business days following a written notice to the defaulting association sent sixty days prior to the Annual Meeting, the Nominating Committee may in its discretion select the applicable number of Senior Active Members needed from such organization to present a slate composed of a nominee and three alternates to the Board of Directors at the ensuing annual meeting.
- (3) A Director designated to a National Affiliates allocated position on the Board must have designated such Breed/Discipline as his or her primary affiliation and shall be deemed to continue to hold such Breed/Discipline position for the balance of his or her term, even if such Director changes his or her primary affiliation during such term.

Section 5. At-Large Directors. The President, Secretary and Treasurer shall be At-Large directors and elected in accordance with Bylaw 331. In 2005 and every fourth year thereafter, the Voting Members shall elect three individuals, at least two of whom shall have international experience as defined in Bylaw 331, to serve a four-year term as an At-Large Director of the Federation. In 2005, the Voting Members shall elect one individual to serve a three-year term as an At-Large Director of the Federation and beginning in 2008 and every fourth year thereafter to serve a four-year term. In 2005, the Voting Members shall elect one individual, who must have international experience as defined in Bylaw 331, to serve a two-year term as an At-Large Director of the Federation and beginning in 2007 and every fourth year thereafter to serve a four-year term.

Section 6. Sustaining Affiliate Directors. In 2005, each Sustaining Affiliate shall elect an individual to serve a one-year term. Beginning in 2006 and every fourth year thereafter, each Sustaining Affiliate shall elect an individual to serve a four-year term.

Section 7. National Office Notification. When any committee or affiliate directly elects its representative(s) to the Federation's Board of Directors, it shall notify the Federation's Secretary of its election results in writing no later than sixty (60) days prior to the first meeting of the Annual Meeting of the Board.

Bylaw 304 – Election of Honorary (non-voting) Directors

The number of Honorary non-voting Directors of the Federation shall not be more than 20 and shall be elected in the following manner: The Presidents of the Equestrian Federations of Mexico and Puerto Rico and the Presidents of the Equestrian Federations of Group IV of the FEI shall be nominated by the Nominating Committee for election as honorary non-voting Directors, ex officio. The Nominating Committee may nominate as many as eight additional honorary non-voting Directors in recognition of distinguished service rendered to the sport of equestrian. Such honorary non-voting Directors shall be elected from the Senior Active Members by a plurality vote of the voting members present in person at the annual Directors' meeting. An Honorary non-voting Director elected in recognition of distinguished service shall serve for life and shall be exempt from payment of Federation dues. Honorary Directors shall have a voice but no vote at meetings of the Board of Directors and may not be counted in the determination of a quorum.

Bylaw 305 – Meetings

Section 1. Meetings. The Board of Directors shall meet at least twice each year, including at the annual meeting of the Federation and at least one other occasion during each year at a location and date to be fixed by the Board or by the Executive Committee. The President shall have the power to call a meeting of the Board of Directors of the Federation at any time and must call a meeting when requested in writing to do so by one-third or more of the members of the Board of Directors. The Secretary shall provide written notice of such meetings to each Director at least three weeks prior to the meeting.

Section 2. Special Meetings. The President shall have the power to call a special meeting of the Board or the Voting Members at any time and must call a meeting when requested in writing to do so by one-third or more of the members of the Board. The Secretary shall provide written notice of such meetings to each Director at least three weeks prior to the meeting.

Section 3. Quorum. At all meetings of the Voting Members and the Board of Directors one-third of its members shall constitute a quorum. In the event that a quorum shall not be present at an annual meeting such meeting shall be adjourned by the chair to a future date, notice of which shall be given to all Voting Members or Board members by the Secretary.

Section 4. Open Meetings. The Executive Committee may exclude from the annual meeting, or any regular or special meeting, any persons who are not Directors, Voting Members or Officers of the Federation.

Section 5. Proxies. Proxies at meetings of the Voting Members or the Board of Directors, the Executive Committee, and committees are not permitted.

Section 6. Extraordinary Circumstances Participation. Under extraordinary circumstances, as determined in their absolute discretion by the unanimous agreement of the 3 National Officers, members of the Board of Directors may participate in the Annual Meeting or Mid-Year Meeting of the Board by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Any member of the Board may participate in a special meeting of the Board by conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Agenda. Not less than fourteen (14) days prior to any meeting of the Board of Directors or Voting Members, the Secretary shall cause to be mailed to the Directors or Voting Members an agenda of matters proposed to be considered at such meeting. In order for the Board of Directors or Voting Members to take action on a specific matter at a particular meeting, the agenda for such meeting must describe the matter with sufficient particularity and be accompanied by sufficient supporting materials (to the extent then available) as to afford the Directors or Voting Members reasonable notice that it will be offered for consideration. Notwithstanding the foregoing, a specific matter not referred to in the agenda for the meeting of the Board of Directors or Voting Members may be considered and acted upon by the Board if (a) a supplement to the agenda, describing such matter in the same terms as provided above, has been sent by mailgram, facsimile transmission or email to the members thereof, not less than seventy-two (72) hours prior to the meeting in question; and (b) two-thirds (2/3) of the members present and voting at the meeting, vote to consider the matter. When not covered by the Agenda or the Agenda Supplement, New Business at a Board of Directors or Voting Members Meeting shall require the consent of eighty (80%) percent of the members present and voting at the meeting to consider the matter.

Section 8. Election of National Officers, Directors-at-Large and Executive Committee Members. The election of National Officers, Directors-at-Large and Executive Committee members, which are to be elected by the Board, shall be conducted after the Nominating Committee's nominations for those positions have been received and accepted by the Board and after any other nominations for those positions, if any, have been made by members from the floor. At the close of all nominations for all positions that are to be elected at that particular meeting, the election of those particular positions shall then occur.

In the event of more than one person being nominated for a particular National Officer, Director-at-Large or an Executive Committee position which is elected by the Board, then the election for that multi-candidate position shall be by secret ballot in which each board member would be entitled to cast one vote for one of the nominees for each multi-candidate position. A candidate must receive a majority of the votes cast in order to be elected. (A majority would be more than 50% of the total votes cast in that election.) In the

event no candidate receives a majority of the votes cast, and there are more than two candidates, the candidate receiving the fewest votes will be removed from the nominations and the remaining candidates will be voted on again by secret ballot. This process shall continue until there are no fewer than two candidates and until one of those candidates ultimately obtains a majority of the votes cast to be elected.

In the event there is only one person nominated for a particular position, then the candidate nominated by the Nominating Committee shall be voted upon by voice vote. In the event that the Nominating Committee's nominee is voted on and does not receive a majority of the votes, then the floor would be opened for additional nominees for that position.

Bylaw 306 – Mid-Year and Annual Meetings

Section 1. Mid-Year Meeting. The Mid-Year Meeting of the Federation's Voting Members and Board of Directors shall be in each year on such day or days and at such time and place as the Board of Directors or the Executive Committee may designate. The Secretary must give at least three weeks notice of such meeting to all Voting Members and Directors. Beginning in 2004 and every fourth year thereafter the order of proceedings shall provide for receiving the nomination(s) of the Nominating Committee for the office of President as previously disclosed by the Nominating Committee in accordance with Bylaw 502. Additional nominations, if any, shall be received from members of the Board. Following the election of the President at this meeting, the individual elected shall be designated President-Elect until convening the second meeting of the Board at the Annual Meeting at which time the President-Elect shall assume the office of President. The President-Elect shall attend meetings of the Federation but shall have no vote as President-Elect, except as he or she is otherwise entitled to vote as a member of the Board.

- (a) Proposals to change mileage rule or rules must be submitted by April 1 for consideration by the Board of Directors at its mid-year meeting. Any such amendments will have an effective date of December 1 of the following calendar year.

Section 2. Annual Meeting. The Annual Meeting of the Federation's Voting Members and Board of Directors shall be in each year on such day or days and at such time and place as the Board of Directors or the Executive Committee may designate. The Secretary must give at least three weeks' notice of such meeting to all Voting Members.

Section 3. Order of Proceedings at Annual Meetings. The order of proceedings at annual meetings shall be as follows:

- (a) The first meeting shall be a meeting of the Voting Members of the Federation (being the "Seated" Board of Directors) for closing out its business and for receiving the nominations of the Nominating Committee as previously disclosed by the Nominating Committee in accordance with Bylaw 502 and the election of the Secretary and Treasurer, if applicable, and for the election of At-Large Directors, if any. Immediately following this meeting, the second meeting shall be called and shall be the first meeting of the newly elected Board.
- (b) Upon convening of the second meeting, the Board shall caucus to make the annual designation of members to the Working Groups in accordance with Bylaw 311 and giving due consideration to the preference of the individual directors and their respective expertise. Each Working Group shall then caucus to select its chairman who shall serve on the Executive Committee. Once those working groups have been populated the Board will receive the nominations of the Nominating Committee for the three additional Directors to serve on the Executive Committee, additional nominations if any, shall be received from the members of the Board for receiving the report of the Nominating Committee as to proportional representation for the National Affiliates for the ensuing year; receiving the report of the

Treasurer; as well as any additional items as may properly come before the Board of Directors.

- (c) The third meeting shall be a second meeting of the newly elected Board of Directors, for the election of the Executive Committee and consideration of rule changes and receipt of Committee reports. At the annual meetings, the Board of Directors shall entertain such additional business as may properly come before it.

Bylaw 307 – Vacancies and Removal

Section 1. Vacancies. A Board vacancy may be caused by the death, incapacity, resignation or removal for cause of a director. If a vacancy occurs an individual shall be elected or appointed to serve the remainder of the term of such director position in the manner specified for that position under Bylaw 303.

Section 2. Removal. Any director, whose removal for cause is sought shall first be afforded an opportunity for a hearing conducted in accordance with the provisions of Bylaw 701. Removal for failure to pay dues shall not be deemed removal for “cause” and shall occur as provided in Bylaw 205. Notwithstanding any provision in these bylaws to the contrary, if any organization having proportional or direct representation on the Board fails to affiliate and pay required fees as an Affiliated Association of the Federation and be subject to all responsibilities and privileges of affiliation, such failure shall constitute cause for the removal of the Directors then serving on the the Federation Board representing such association or corporation and for the suspension of the election of any new Directors to such positions. If a Director other than an Athlete Director misses two consecutive Annual Meetings of the Board for any reason, the Director and the President shall be so advised in writing by the Recording Secretary of the Board. If an Athlete Director misses three consecutive meetings of the Board of Directors for any reason, the Athlete Director and the Chairman of the AAC shall be so advised in writing by the Recording Secretary of the Board, and the AAC Chairman in turn shall notify in writing the Secretary of the Corporation that said Athlete Director’s seat shall be deemed vacant. The Chairman of the AAC shall also inform in writing the Eligible Athlete who continues to meet USOC Requirements in the discipline where the vacancy occurs who received the next highest vote total in that Athlete Director’s election and who accepts such position that he or she shall complete the remainder of the term of such Athlete Director position and until his or her successor is elected. Any Director other than an Athlete Director who misses two consecutive Annual Meetings without being excused in advance by the President may be removed by the Executive Committee. For the purposes of the foregoing the meetings held during the annual meeting shall be counted as one meeting and shall be considered missed only if all are missed.

Subpart B – Working Groups

Bylaw 311 – Working Groups

Section 1. To operate efficiently and to maximize the expertise of the various board members, the Board shall have four working groups: Administration and Finance, FEI Affiliates, High Performance, and National Affiliates. The President, Secretary and Treasurer shall be ex officio, non-voting members of each Working Group. Working Group designations shall occur annually at the Annual Meeting as provided in Bylaw 306. A Director may participate in the discussions of each Working Group but may only vote in the Working Group to which he or she has been officially designated.

Section 2. The Working Groups shall be as follows:

- (1) the Administration and Finance Working Group (10 Directors) shall be composed of two Athlete Directors, the USET Foundation representative, USA Equestrian Trust representative, three National Affiliate Directors, one FEI Affiliates Director, and two At-Large Directors, at least one of whom must

- have international experience as defined in Bylaw 331. The USET Foundation representative and the USA Equestrian Trust representative shall not be eligible to serve as the chairman of the Working Group;
- (2) the FEI Affiliates Working Group (13 Directors) shall be composed of three Athlete Directors, seven FEI Affiliates Director, two National Affiliate Directors and one At-Large Director;
 - (3) the High Performance Working Group (13 Directors) shall be composed of four Athlete Directors, seven High Performance Discipline Directors, plus two At-Large directors, each of whom must have international experience as defined in Bylaw 331; and,
 - (4) the National Affiliates Working Group (15 Directors) shall be composed of three Athlete Directors and twelve National Affiliates Directors.

Section 3. Each year immediately after the Working Groups have been constituted, each Working Group shall meet to elect a Chairman who, for that year, shall act as chairman of the Working Group, serve as its representative to the Executive Committee, and as an officer of the Federation. The Chairman of the Administration and Finance Working Group shall also be known as the Vice President –Administration and Finance. The Chairman of the FEI Affiliates Working Group shall also be known as the Vice President – FEI Affiliates. The Chairman of the High Performance Working Group shall also be known as the Vice President –High Performance. The Chairman of the National Affiliates Working Group shall also be known as the Vice President –National Affiliates.

Section 4. The Working Groups shall meet at each regularly scheduled meeting of the Board of Directors. The Working Groups shall also meet upon a written request made by the Chairman or one-third of the members of the respective Working Group, or upon written request to the CEO by the President or made to the CEO by a majority of the members of the Executive Committee. A meeting shall be held after notice to all members of the Working Group with a copy to all members of the Board of Directors. A copy of the proposed agenda for each Working Group shall be provided to the Board of Directors prior to each Working Group meeting. Any member of a Working Group may participate in a meeting of the Group by conference telephone call or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall be deemed presence in person at the meeting.

Bylaw 312 – General Duties and Responsibilities

The President shall assign each Working Group specific matters within their respective expertise to consider and make a recommendation to the Board of Directors. Each Working Group shall be responsible for proposing an annual budget for the activities within its respective area of expertise as set forth in Bylaw 611. The Working Groups may further consider any policies or programs within their respective areas of expertise and make such recommendations to the Board as the Working Group finds appropriate. The Board then shall consider the Working Group's recommendations and take whatever action the Board considers appropriate.

Subpart C – Executive Committee

Bylaw 321 – General Authority and Responsibilities

The Federation shall have an Executive Committee. The Executive Committee shall act between meetings of the Board of Directors or as otherwise provided in these bylaws and when acting in such capacity shall have the same authority as the Board of Directors and be subject to the same limitations as the Board of Directors and such other limitations as imposed by New York Not-for-Profit Corporation Law.

Bylaw 322 – Composition

The Executive Committee is annually composed of the following fifteen individuals from the Board of Directors:

- (1) the President.
- (2) the Secretary.
- (3) the Treasurer.
- (4) the Vice President – Administration.
- (5) the Vice President – FEI Affiliates.
- (6) the Vice President – High Performance.
- (7) the Vice President – National Affiliates.
- (8) three Athletes (or such greater number as needed to provide at least 20% Athlete representation on the Executive Committee), one from each Olympic discipline, including the USOC/AAC representative, elected as provided by Bylaw 411 and Bylaw 421.
- (9) the USA Equestrian Trust representative to the Board of Directors.
- (10) the USET Foundation representative to the Board of Directors.
- (11) three additional members from the Board of Directors elected as provided by Bylaw 323.

Bylaw 323 – Election of Additional Executive Committee Members

The additional members of the Executive Committee shall be elected by the Board of Directors to a one-year term at each annual meeting. At the second meeting (the first meeting of the newly elected Board of the Federation), the Nominating Committee shall nominate three individuals to serve as these additional members of the Executive Committee. At the meeting, additional nominations for the Executive Committee, if any, shall be accepted from members of the Board. In making its nomination, the Nominating Committee shall consider the special expertise of the various Directors and how the nominated individuals add to the diversity of the Executive Committee.

Bylaw 324 – Meetings

Section 1. The Executive Committee shall meet at least 10 times per year, two of which shall be immediately prior to the regular Board of Director meetings. The Executive Committee shall meet upon a written request made to the CEO by the President or made to the CEO by a majority of the members of the Executive Committee. A meeting shall be held after notice to all members of the Executive Committee with a copy to the Board of Directors. Any member of the Executive Committee may participate in a meeting of the Committee by conference telephone call or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall be deemed presence in person at the meeting. Eight members of the Executive Committee shall constitute a quorum.

Section 2. The adopted minutes of each Executive Committee meeting (except those of executive sessions) shall be published to the membership in a timely manner to keep them fully informed of developments of the Federation.

Subpart D – Officers

Bylaw 331 – Officers

Section 1. The Officers of the Federation shall be a President, a Secretary, a Treasurer, a Vice President – Administration, a Vice President FEI Affiliates, a Vice President – High Performance, and Vice President – National Affiliates. The President, Secretary and Treasurer shall also be known, and sometimes referred to herein, as the “National Officers.” All Officers must be members of the Board of Directors and shall be elected as set forth in section 2 below. All Officers shall hold office until their successors are duly chosen. No person at any time may hold more than one office of U.S. Equestrian, unless otherwise provided herein.

Section 2.

- (a) The Board of Directors shall elect the President, Secretary and Treasurer from the Board of Directors as set forth in section 3 below.
- (b) To be eligible to serve as President an individual must have international experience. For purposes of these bylaws, “international experience” shall mean an individual who has sustained, verifiable experience with one or more of the FEI recognized disciplines at FEI competitions as: competitor, trainer, owner, competition organizer, licensed official, selector, Chef d’Equipe, team leader or veterinarian.
- (c) When a Director is elected a National Officer, he or she shall vacate his or her existing Director position and shall commence the term of the officer position to which he or she was elected. The director position vacated by that individual then shall be filled in accordance with the standard procedures for selecting that director position for the remainder of the unexpired term for that director position.
- (d) The Working Group Chairman/Vice Presidents shall be elected to serve a 1-year term as provided in Bylaw 311.

Section 3. The terms of officers are as follows:

- (1) the President: 4-year terms, beginning in 2005. *[NOTE: The president is elected at the Mid-Year meeting prior to taking office at the Annual Meeting.]*
- (2) the Secretary: a 2-year term being elected in 2005 and 4-year terms beginning in 2007.
- (3) the Treasurer: a 2-year term being elected in 2005 and 4-year terms beginning in 2007.
- (4) the 4 Vice Presidents: a 1-year term elected in 2005, elected annually thereafter.

Section 4. Term Limits for Officers are set forth in Bylaw 302.

Bylaw 332 – Responsibilities of Officers

Section 1. President.

- (a) The President shall be the chairman and preside at all meetings of the Board of Directors and the Executive Committee and shall be an ex officio member of each Working Group and all committees and task forces, except the Nominating Committee, the Athlete Nominating Committee, the Athletes’ Advisory Committee, High Performance Eligible Athlete committees, and the Certification Committee. The President may at any time call a meeting of the Voting Members, the Board of Directors, the Executive Committee or Working Groups and shall do so at the request of the appropriate number of Directors as set forth in these bylaws. The President shall appoint a recording Secretary.

- (b) The President shall serve as the Federation's representative to the FEI, or if unable to attend an FEI function, the President shall appoint a designee, who must have international experience, to represent the Federation at such function. The President, or the President's designee, shall serve as the the Federation's Board representative to the USOC. Any such designee must have international experience and must be approved by the Executive Committee. A designee so appointed, if not a Director, shall be a non-voting member of the Federation's Board of Directors.
- (c) The President, or Chief Executive Officer shall sign all contracts and obligations and perform such other duties as may be assigned to the President by the Board of Directors.
- (d) The President shall recommend a Chief Executive Officer to the Executive Committee for its approval. The President shall negotiate the terms and conditions of employment for the CEO and recommend such terms to the Compensation and Human Resources Committee and Executive Committee for its approval. The President shall be the liaison between the Board of Directors and the CEO and responsible for the CEO's implementation of the Board of Director's policies and directives and the CEO's overall management of the organization. The President shall report at least once annually to the Executive Committee on the performance of the Federation's CEO. The President shall submit any recommendations for change in the terms and conditions of the employment of the CEO to the Federation's Compensation and Human Resources Committee for its review and recommendation to the Executive Committee.
- (e) The President, or the Secretary if the President is unavailable, or the Treasurer if they both are unavailable, upon consultation with the applicable Vice Presidents, may make modification in the application of the Rules under special circumstances and shall report any such modification granted to the Executive Committee at its next meeting.
- (f) Subject to USOC Athlete Representation Requirements, including when applicable, requirements for the direct election of athlete representatives, the President shall appoint all ad hoc committee members, task forces, and such standing and special committee members as are specified in these bylaws. The President shall appoint those athletes as athlete representatives pursuant to USOC Requirements to committees other than Designated Committees that the Athletes' Advisory Committee name to serve on such Committees. Except as otherwise provided herein, a committee vacancy shall be filled by Presidential appointment in accordance with the same procedures applicable to the initial appointment to such committee where the vacancy occurs. The President shall nominate Eligible Athletes to stand for election to the athlete representative positions on the Hearing Committee, but such nominees shall be subject to the approval of the Athlete Nominating Committee. (See Bylaw 431.)

Section 2. Secretary. The Secretary shall give notice of all meetings of the Voting Members and of the Board of Directors. The Secretary shall be custodian of the seal of the Federation, shall notify all Recognized Competitions of the suspension of any person and the period thereof and shall perform such other duties as may be from time to time assigned to the Secretary by the Board or are assigned to the Secretary in the Bylaws and Rules. The Secretary shall be an ex officio member of each Working Group.

Section 3. Treasurer. The Treasurer shall oversee all funds and accounts of the Federation maintained under the direction of the CEO. The Treasurer shall oversee the keeping of proper books of account, showing the disposition of all funds of the Federation, and shall make a full report in writing covering the financial condition of the Federation at each annual meeting of the Federation and at such other times as requested by the Board of Directors. The Treasurer, with the approval of the Audit Committee, may cause independent auditors to investigate any financial matters of the Federation. The Treasurer shall be an ex officio member of each Working Group.

Section 4. Vice President – Administration and Finance. The Vice President – Administration and Finance shall be a member of the Executive Committee, the Chairman of the Administration and Finance Working Group and shall perform such other duties as directed by the President or the Board of Directors.

Section 5. Vice President – FEI Affiliates. The Vice President – FEI Affiliates shall be a member of the Executive Committee, the Chairman of the FEI Affiliates Working Group and shall perform such other duties as directed by the President or the Board of Directors.

Section 6. Vice President – High Performance. The Vice President – High Performance shall be a member of the Executive Committee, the Chairman of the High Performance Working Group and shall perform such other duties as directed by the President or the Board of Directors.

Section 7. Vice President – National Affiliates. The Vice President – National Affiliates shall be a member of the Executive Committee, the Chairman of the National Affiliates Working Group and shall perform such other duties as directed by the President or the Board of Directors.

Bylaw 333 – Vacancies and Removal

Section 1. An officer vacancy may be caused by the death, incapacity, resignation or removal for cause of an officer. If a vacancy of the presidency occurs, then as soon as practicable after the occurrence of that vacancy, the Nominating Committee shall nominate a Director as a replacement for the President for election by a majority vote of the members present at the next meeting of Board of Directors, or at a special meeting of the Board if the next meeting is not within 60 days. At the meeting, additional nominations for President, if any, shall be accepted from members of the Board. The Secretary shall serve as Acting President and the Treasurer shall serve as Acting Secretary and Treasurer until a new president is elected.

Section 2. If a National Officer vacancy, other than the presidency, occurs, then as soon as practicable after the vacancy occurs, the Nominating Committee shall nominate a replacement for election by a majority vote of the members present in person at the next meeting of the Voting Members or by a majority vote of the members present at the next Board meeting. At the meeting, additional nominations for the National Officer vacancy, if any, shall be accepted from members of the Board. A director elected to fill a National Officer position shall hold office for the remainder of the term for that Officer position and the remainder of the term of that director's position shall be filled in the same manner that the director elected to the Officer position had been selected.

Section 3. If a Vice President vacancy occurs, the Working Group shall elect a new Chairman/Vice President as provided in Bylaw 311.

Subpart E – General Provisions Applicable to Officers and Directors

Bylaw 341 – Indemnification of Officers and Directors

If any officer or director of the Federation is made a party to any civil or criminal action, suit or proceeding in any matter arising from the performance of his or her duties for or on behalf of Federation, then, to the full extent permitted by law including applicable provisions of the New York Not-For-Profit Corporation Law as in effect from time to time, the Federation shall indemnify the director or officer for all amounts paid by him or her in connection with the action, suit, or proceeding, including any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, or in connection with any appeals. This provision shall apply to both derivative and nonderivative actions to the extent permissible by law, and shall include an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust,

employee benefit plan or other enterprise, which any director or officer of the Federation served in any capacity at the request of the Federation, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Federation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. Notwithstanding any other provision of these bylaws, the Federation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Federation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Bylaw 342 – General Standards of Conduct for Directors and Officers

Section 1. Discharge of Duties. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of the Federation.

Section 2. Reliance on Information, Reports, etc. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Federation whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has a knowledge concerning the matter in question that makes reliance otherwise permitted by this Bylaw 342 unwarranted.

Section 3. Liability to Federation or Its Members. A Director or officer shall not be liable as such to the Federation or its members for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Bylaw 342.

Bylaw 343 – Conflict and Duality of Interest

Section 1. Generally. If any officer, Director or member of any other committee has a financial interest in any contract or transaction involving the Federation, such individual shall not participate in the evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other officers, Directors, or other committee members, but he or she shall be counted in determining the quorum for the meeting relating to the matter. If such disclosure is made, the contracts or transaction shall not be voidable if the officers, Directors, or committee members in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested officers, Directors, or committee members and the contract or transaction is fair to the Federation at the time it is authorized.

Section 2. Duality of Interest. Any duality of interest on the part of any Director shall be disclosed to the Board of Directors, and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action. Any Director having a duality of interest shall not vote or use his or her personal influence on the matter, but he or she shall be counted in determining the quorum for the meeting relating to the matter for which the duality exists. The minutes of the meeting shall reflect that a disclosure was made, the Director abstained from voting, and a quorum was present with the inclusion of the affected Director. Any new Director will be advised of this policy upon entering the

duties of his or her office.

Section 3. Conflict of Interest Policy. The Board of Directors shall adopt a Conflict of Interest Policy including minimizing conflict of interest situations regarding the selection of athletes, horses, coaches, trainers, managers, administrators, veterinarians, officials and others for competitions.

Bylaw 344 – Liability of Directors for Unlawful Distributions

Section 1. Liability of Corporation. A Director who votes for or assents to a distribution made in violation of the New York Not-for-Profit Corporation Law (NPCL) or the articles of incorporation of the Federation shall be personally liable to the Federation for the amount of the distribution that exceeds what could have been distributed without violating the NPCL or the articles of incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Bylaw 342 of this Subpart.

Section 2. Contribution. A Director who is liable under this Bylaw 344 for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under this Bylaw 344 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the NPCL or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the NPCL or the articles of incorporation.

Bylaw 345 – Loans to or from Directors and Officers Prohibited

No loans shall be made by the Federation to any of its Directors or to the Federation from any one or more of its Directors. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Federation for the amount of such loan until the repayment thereof.

PART IV – ATHLETES

Subpart A – Athlete Members and Eligible Athletes

Bylaw 401 – Athlete Members and Eligible Athletes

For purposes of seating athletes on Federation Committees set forth in the Bylaws, athletes must meet one of the definitions set forth as follows:

1. In order to be an Olympic discipline athlete who is eligible to serve on the committees outlined in USEF Bylaws 411, 421, 431, 432, 502, and 503.1, said athlete must be a USEF Senior Active Member and must meet all requirements outlined in USOC Bylaw Section 8.8.

2. In order to be an athlete who is eligible to serve on the non-FEI Breed/Discipline Committees, as outlined in USEF Bylaws 503.1 and 503.2, said athlete must be a USEF Senior Active Member and have competed at the top of his/her breed or discipline within the preceding ten (10) years.

3. In order to be an athlete from the FEI disciplines that are not on the program of the Olympic Games or the Paralympic Games and be eligible to serve on the committees outlined in USEF Bylaws 411, 421, 431, 432, 502, and 503.1, said athlete must be a USEF Active Senior Member and with the ten (10) years preceding the election or appointment must have represented the United States in a World Championship recognized by the FEI for which a competitive selection process was administered by the Federation or within the two (2) years preceding the election or appointment has demonstrated that he/she is

actively engaged in athletic competition by finishing in the top half of the Federation-sanctioned National Championship or team selection competition for the World Championship recognized by the FEI.

4. In order to be a Paralympic discipline athlete and be eligible to serve on committees outlined in USEF Bylaws 411, 421, 431, 432, 502, and 503.1, said athlete must be a USEF Senior Active Member and within the ten (10) years preceding the election or appointment has represented the United States in the Paralympic Games or a World Championship in events on the Paralympic Games program.

Subpart B – Athlete Representation on the Board of Directors and Committees

Bylaw 411 – Athlete Representation on the Board of Directors, Executive Committee and Designated Committees

Section 1. There shall be at least 20% Athlete Member representation on the Federation's Board of Directors, Executive Committee, and on any committees which are "Designated Committees" as defined in Section 8.8.1 of the United States Olympic Committee Bylaws. Those Athlete Members serving on the Federation's Board of Directors, Executive Committee, and Designated Committees shall meet the standards detailed in Section 8.8.2 of the United States Olympic Committee Bylaws.

Section 2. Vacancies. If an Athlete Director vacancy occurs before the end of his or her term, the Eligible Athlete who continues to meet USOC Requirements in the discipline where the vacancy occurs who received the next highest vote total and who was not elected in the last election shall complete the remainder of the term of such Athlete Director position and until his or her successor is elected.

Section 3. Attendance. If an Athlete Director misses three consecutive meetings of the Board for any reason, or if an Athlete Director who is a member of the Executive Committee misses three consecutive meetings of the Executive Committee for any reason, the Athlete Director and the Chairman of the AAC shall be so advised in writing by the Recording Secretary of the Board, and the AAC Chairman in turn shall notify in writing the Secretary of the Corporation that said Athlete Director's seat shall be deemed to have been vacated and the provisions of Section 2 of this Bylaw shall apply. For the purposes of the foregoing, the meetings held during the annual meeting shall be counted as one meeting and shall be considered missed only if all are missed.

Bylaw 412 — Athlete Representation on Other Committees

There shall be at least 20% Athlete member representation on the Federation's committees, and Athlete members serving on said committees shall meet the definitions set forth in USEF Bylaw 401.

Bylaw 413 — Athlete Elections and Appointments

Section 1. All elections regarding, and appointments to, Designated Committees and other Committees shall at all times and in all respects be conducted in accordance with applicable USOC Requirements, with all elections and appointments being conducted pursuant to the guidance and direction of the Officers, subject at all times to the supervision, control and oversight of the Executive Committee to ensure that USOC Requirements are met. As to appointments to other Committees which are not Designated Committees, the President shall appoint those athletes in accordance with USEF Bylaw 501.2.

Section 2. The procedures for electing Athletes shall be determined by the Athletes' Advisory Committee of the Federation, in accordance with USOC Guidelines, as

approved by the Executive Committee. The Chief Executive Officer and the National Office shall assist the AAC in conducting the election of Athletes to serve on the Board of Directors, Executive Committee and other Designated Committees.

Section 3.

(a) The National Office of the Federation will develop and maintain mailing lists, complete and up to date as practical, of all Eligible Athletes and will compile a report regarding the upcoming election listing the vacancies which will be occurring in Athlete Directorships and in Athlete Committee positions requiring direct election by Eligible Athletes (other than the Hearing Committee) which will be filled at the ensuing annual meeting. In accordance with the timetable, the National Office of the Federation will send copies of the report and the mailing lists to each member of the ANC and will send copies of report to all Athletes together with a response form asking each Athlete if he or she wishes to nominate one or more Eligible Athletes to fill such vacancies. The discipline affiliation of each Athlete Director whose term is expiring shall be specified in the report and reflected in the ballots so that following the election the total number of Athlete Directors serving on the Board is in accordance with Bylaw 303. The ANC shall nominate at least two candidates willing to serve for each vacancy occurring in Athlete Directorships representing the respective disciplines that are on the equestrian programs in the Olympic, Paralympic, or Pan American Games or the FEI. The ANC's nominations must include Eligible Athletes who are willing to serve and who were nominated by Athletes via the response forms. A candidate representing a discipline must compete or have competed in such discipline. The President shall nominate at least two candidates willing to serve for each Athlete vacancy on the Hearing Committee. The list of Eligible Athletes nominated by the President to stand for election to the athlete representative positions on the Hearing Committee must be submitted to the ANC for approval. If the ANC rejects one or more of the President's nominees, then the President must submit additional nominees, as needed, to the ANC for approval. This process shall continue until a complete slate of Presidential nominees is approved by the ANC. The nominations by the ANC and the President, as the case may be, and the balloting procedures must ensure that after the election all USOC Requirements will be met. Pursuant to the timetable adopted by the Executive Committee, the list of the nominees of the President and the ANC shall be delivered to the National Office of the Federation, and the National Office of the Federation shall mail the following (in an envelope bearing the National Office return address) to the last known address of each Eligible Athlete on its mailing list who is eligible to vote:

- (i) A ballot in a plain unmarked sealable inside envelope for protecting the confidentiality of the vote;
- (ii) A list of Athletes who have been nominated by the ANC to stand for election as an Athlete Director (which shall identify the discipline represented), and a list of those Athletes who have been nominated by the President to stand for election as a member of the Hearing Committee;
- (iii) A biographical statement if submitted by a candidate; and
- (iv) A return envelope addressed to the National Office which will have a space in the upper left-hand corner for the typed or printed name and return address of the member which shall have the word "ballot" appearing on its face.

(b) The National Office shall mail the same material to any Eligible Athlete who has not received his or her ballot by mail and who requests same. All ballots which are properly marked and which are received in envelopes from Eligible Athletes by the National Office prior to the close of business on the day named for the election shall have the date and time of receipt noted thereon and shall be checked against the list of Eligible Athletes and shall be counted by the administrative staff of the National Office. The Executive Committee may extend the election day if in its discretion it is deemed advisable. Not more than one ballot per Eligible Athlete shall be counted. An Election Committee appointed by the ANC and any candidate may attend the opening and counting of the ballots by the National Office. In the event of a tie for a position of Athlete Director, the Federation will circulate the names of the individuals involved in the tie to the Athletes eligible to vote and ask them to vote for one individual. This process will be repeated until the tie is broken. Pursuant to the timetable adopted by the Executive Committee, the National Office shall

forward copies of the Report of Responses and, if requested, copies of the returned Ballots to the Nominating Committee which shall each year nominate Athletes from the names listed on the Ballots for the respective discipline vacancy or vacancies based upon the highest number of votes cast subject to USOC Requirements.

Subpart C – Athlete Representation on USOC Athletes’ Advisory Council

Bylaw 421 – Athlete Representation on USOC Athletes’ Advisory Council

Section 1. Following the conclusion of the summer Olympic Games, an athlete representative and alternate shall be elected to represent equestrian sport on the USOC’s Athletes’ Advisory Council for the next Quadrennial period. The Athlete selected as the USOC AAC representative also shall serve on the Federation’s Board of Directors and Executive Committee and shall be a member of the High Performance Working Group.

Section 2. The following procedures shall be followed to elect the equestrian representative and alternate to the USOC’s Athletes’ Advisory Council:

(a) The Federation will contact all of the Federation’s Eligible Athlete Members pursuant to Section 14 of the USOC Bylaws, for membership in the USOC’s Athletes’ Advisory Council, by letter signed by the President requesting their participation in the election of the equestrian representative to the USOC’s Athletes’ Advisory Council.

(b) The names of all such Eligible Athlete Members who have indicated a willingness to serve as the equestrian representative to the USOC’s Athletes’ Advisory Council will be placed on a ballot. The Federation will circulate this ballot to all of the Eligible Athlete Members and request that they vote for one individual to represent them on the USOC’s Athletes’ Advisory Council and to serve on the Federation’s Board of Directors and Executive Committee.

(c) The individual who receives the most votes will become the equestrian representative to the USOC’s Athletes’ Advisory Council. The individual of the gender opposite of the individual elected as the equestrian representative to the Council who receives the most votes will become the alternate equestrian representative to the USOC’s Athletes’ Advisory Council. This individual shall also serve as an alternate to the Federation’s Athlete Directors in accordance with Section 703 of New York Not-for-Profit Corporation Law, if not otherwise a Director.

(d) In the event of a tie for the position of the equestrian representative to the USOC’s Athletes’ Advisory Council, the Federation will circulate the names of the individuals involved in the tie to the Eligible Athlete Members and ask them to vote for one individual. This process will be repeated until the tie is broken.

(e) The Federation’s President will send a letter to the president of the USOC informing him/her of the outcome of the election. The Federation’s President will also send a letter to all athletes as hereinabove defined informing them of the outcome of the election.

Subpart D – Athlete Committees

Bylaw 431 – Athlete Nominating Committee

The Athlete Directors of the Federation shall annually comprise the Athlete Nominating Committee (“ANC”). The greater of three or one-third of the Athlete Nominating Committee shall constitute a quorum. It shall be the duty of this committee:

- (1) to nominate Eligible Athletes for election to the Athlete Director vacancies in the positions of the respective disciplines that are on the equestrian programs of the FEI;
- (2) to nominate Eligible Athletes for election to the Athlete positions on the Budget and Finance Committee, and the Audit Committee; (for election of Athletes to the Nominating Committee, see Bylaw 502, Section 19(a)).
- (3) to nominate Athlete Directors for election to the Athlete positions

- on the Executive Committee of the Federation;
- (4) to nominate Athletes for any other position within the Federation that requires direct election by Athletes pursuant to USOC Requirements. In each case the ANC must nominate Eligible Athletes nominated via the Athlete response forms as provided in Bylaw 413. It shall also be the duty of this committee to approve or reject the President's nominees to stand for election to the athlete representative positions on the Hearing Committee until a complete slate is approved.

Bylaw 432 - Athletes' Advisory Committee

There shall be an Athletes' Advisory Committee ("AAC") including a Chairman and Vice Chairman of up to twenty-eight (28) Athletes composed annually as follows: the Committee shall consist of the Athlete Directors, the Chairman and Vice-chairman of each of the Eligible Athlete High Performance Discipline Committee, (Exception: Driving, see Bylaw 504 Section 3(d)) plus the USOC Athletes' Advisory Council representative and alternate serving ex officio. A Chairman and Vice-Chairman of the Athletes' Advisory Committee shall be elected for the calendar year from its membership. The Vice Chairman shall serve in the place and stead of the Chairman when the Chairman is unavailable and shall otherwise assist the Chairman in the work of the Committee. The Committee will convene as needed to discuss matters of interest to equestrian athletes and to make recommendations to the Board of Directors for improvements in any phase of equestrian sport. The Athletes' Advisory Committee shall select and name eligible athletes pursuant to Bylaw 501.2. Eight (8) members of the Athletes' Advisory Committee shall constitute a quorum.

Subpart E – Athlete Drug Testing

Bylaw 441 – Athlete Drug Testing

Section 1. The Federation is committed to the eradication of illegal doping in sport and shall comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the independent anti-doping organization designated by the USOC to conduct drug testing.

Section 2. In accordance with the rules of the FEI and the World Anti-Doping Agency (WADA), Federation members shall comply with in-competition, no advance notice (NAN), and other out-of-competition drug testing conducted by the FEI, WADA, U.S. Anti-Doping Agency (USADA) or by a WADA-authorized or USADA-authorized organization at anytime without advanced notice. Failure to cooperate with such in-competition, NAN or other out-of-competition testing shall be a violation of Federation rules.

Section 3. To help facilitate NAN testing and other out-of-competition testing, the Federation shall submit the names, current addresses, telephone numbers, training times and training and competition locations for individuals and teams as requested by the FEI, WADA, or USADA to enable FEI, WADA, or USADA to conduct NAN or other out-of-competition drug testing. Notwithstanding the foregoing, compliance with anti-doping regulations rests with the individual subject to testing.

PART V – STANDING AND SPECIAL COMMITTEES

Bylaw 501 – General

Section 1. Composition. Standing and special committees are composed of non-athlete and Eligible Athletes ("Athletes") positions. Unless otherwise specified all standing and special committees are elected or appointed for four-year terms commencing

as of the opening day of the Annual Meeting of 2005, and every fourth year thereafter and continuing until their successors are appointed or elected, as the case may be. In the instance that a committee position is appointed by the President, the President shall consult with the appropriate Vice-President prior to making such appointment.

Section 2. Eligible Athletes. Eligible Athletes shall be selected by direct election by Eligible Athletes or by appointment by the President. As to appointments to committees which are defined in USEF Bylaw 401.1, 401.3 and 401.4, the President shall appoint those Eligible Athletes that the Athletes' Advisory Committee ("AAC") names to serve on those Committees. As to appointments to committees which are defined in USEF Bylaw 401.2, those athletes will be appointed by the President after taking into consideration recommendations from the outgoing committee.

Section 3. Quorum. Unless otherwise provided, a quorum shall be the greater of three or one-third of a committee, subcommittee, or task force.

Section 4. Participation. Any member of a standing committee, special committee, Breed/Discipline Committee, sub-committee, or task force may participate in a meeting of the same by conference telephone call or similar communications equipment allowing all members participating in the meeting to hear each other at the same time, except as follows. The Licensed Officials Committee shall not hold meetings by telephone conference call. The Hearing Committee shall not conduct evidentiary hearings by telephone conference call unless the parties consent, but may conduct all other matters by telephone conference call. Participation by such means shall be deemed presence in person at the meeting. *Committee members who attend less than 50% of the meetings in any calendar year may be removed from the committee and replaced by a senior active member subject to the appointment or the election procedures that were used in the initial seating of that position. Proportional representation of athletes must be maintained.*
BOD 1/18/09 Effective 12/1/08

Section 5. Vacancy. Except as otherwise provided herein, a committee vacancy shall be filled by Presidential appointment in accordance with the same procedures applicable to the initial appointment to such committee where the vacancy occurs.

Section 6. Subject to the approval of the Executive Committee, the President may appoint special committees as the President deems necessary to address a particular issue. Each special committee must have a specific objective, a specific deliverable and a term certain.

Section 7. Task Forces. A standing or special committee may decide by majority vote of the committee to appoint a task force of the committee which can include Senior Active Members of the Federation not serving on the respective committee subject to the approval of the appropriate Vice-President and the President. At the first meeting of a task force a charging document shall be created that describes the scope of responsibilities of the task force.

Section 8. Secret Ballot. Any standing or special committee or task force may be required to conduct any vote by secret ballot when requested by any member of said committee, sub committee, or task force.

Bylaw 502 - Administrative and Finance Committees

Section 1. Audit Committee. The Audit Committee shall consist of five (5) Senior Active Members of the Federation who do not serve on the Board of Directors, including at least one Eligible Athlete, elected in accordance with Bylaw 413, and the remaining members of the Committee shall be appointed by the President. The Chairman shall be elected by the committee. The Audit Committee shall recommend to the Board of Directors of the Federation the selection of the Independent Auditor, manage the relationship with the Independent Auditor, oversee and monitor Management's handling of

Internal Controls to ensure the quality of disclosure and the Financial Reporting of the organization. The Committee shall review the Audit findings and Auditor's management letter, report to the Board of Directors and recommend action as needed. The Audit Committee shall be able to investigate all matters of fiscal controls including but not limited to Budget Control, Risk Management, Legal Compliance, Conflict of Interest and Ethics/Code of Conduct. Following the investigation of any such matters, the Committee shall promptly report its findings to the Board and where appropriate make recommendations as needed. The Committee shall recommend the establishment of policies and controls that encompass any activity that may impact on the financial well-being of the Federation. The Audit Committee shall perform such other duties as directed by the Board of Directors or the President.

Section 2. Breeders' Committee. The Breeders' Committee shall be composed of fifteen (15) members who shall serve a four-year term and who shall be appointed by the President. The President shall appoint a Chairman of the Committee and a Vice-Chairman of the Committee who may act in the Chairman's place when the Chairman is not available. Members of the Breeders' Committee shall be Eligible Athletes or Senior Active Members of the Federation who are actively engaged in the breeding of horses which have exhibited in U.S. Equestrian Recognized competitions in two of the last three competition years. In making appointments to the Breeders' Committee, the President shall endeavor to select men or women thoroughly experienced in one or more breeds/disciplines either through exhibiting, managing or officiating at competitions for one or more breeds/disciplines. The President's appointments should, insofar as is practical, assure an equitable representation of breed/discipline interests on the Breeders' Committee by striving for geographic balance and fair representation of breeds/disciplines and breeder interests. The Breeders' Committee shall review reports of breeders' meetings and forums and foster and promote the best interests of all breeders.

Section 3. Budget and Finance Committee. The Budget and Finance Committee shall consist of five (5) or more Senior Active Members appointed by the President who, in making those appointments, shall appoint one representative designated by each of the Sustaining Affiliates. The President shall also appoint a Chairman from the Committee. The Budget and Finance Committee shall recommend policies and procedures for the financial management of the Federation and its investments and prepare an annual operating budget for approval by the Board as provided in Bylaw 611. Concurrently with the election by Eligible Athletes of Athlete Director positions on the Board of Directors of the Federation, a number of athletes sufficient to satisfy applicable USOC requirements shall be elected to the Budget and Finance Committee by Eligible Athletes following the procedures for the election of Athlete Directors. The ANC may nominate additional Eligible Athletes willing to serve on the athlete representative portion of the Budget and Finance Committee. The Athletes receiving the highest number of votes cast shall fill the Athlete vacancies on the Budget and Finance Committee. The President must appoint additional Senior Active Members as needed to fill non-Athlete positions (i.e., positions which may be but are not required by the USOC to be filled with Athletes) on the Budget and Finance Committee. The greater of three or one-third of the members of the Budget and Finance Committee shall constitute a quorum.

Section 4. Certification Committee.

- (a) Composition. The Certification Committee shall be composed of five (5) Senior Active Members, one of whom shall be an Eligible Athlete. Members are eligible for annual reappointment. Each year, the President will appoint the Chairman for that year. If the Chairperson is unavailable to perform his or her duties, he or she may appoint one of the other members to act as Temporary Chairman until he or she can resume such duties or until the President appoints a new Chairperson. Each year the President shall also appoint at least one alternate member; alternate members must be Senior Active Members and serve one-year terms, and will serve and participate in the conduct of the Committee only when one of the regular members is unable to participate. The alternate member will participate only until the regular member he or she is replacing resumes his or her duties or a new

regular member is appointed to serve the remainder of such member's term. When a regular or alternate member's term expires, that member shall continue to serve until his or her successor is appointed or he or she is reappointed. In the event that one or more members of the Certification Committee are not eligible to participate in a decision of the Committee due to a conflict of interest, then the President shall appoint such eligible member or members for a one-year term as are needed to form a separate conflict-free Certification Committee of five to decide such matter.

- (b) Eligibility. Members of the Certification Committee may not be affiliated in any way with any competition management (for example as an owner, agent, board member, or employee), or otherwise have a personal, economic or other conflict of interest in any decisions affecting the recognition of competitions by the Federation. Members must be both in fact and in reasonable appearance unbiased in all matters that may require Committee action. Otherwise, there are no mandatory eligibility requirements. However, the President shall strive to appoint members familiar with general business principles, the business of sports federations, and the value of protecting both the quality and integrity of sporting and economic competition.
- (c) Appointment. The members shall be appointed by the President, but no one may serve on the Committee until the appointment has been approved by the Executive Committee. Once appointed, a member shall serve out his or her term unless removed for cause by a two-thirds vote of the Executive Committee. For purposes of removal "cause" shall be defined as any misconduct or failure to disclose a conflict of interest or a failure to carry out the duties as a member of the Certification Committee in good faith. It is not "cause" for a member to decide any matter or matters in a manner with which the Executive Committee or anyone else disagrees.
- (d) Duties and Responsibilities. It is the duty and responsibility of the Certification Committee to act in a timely manner on any applications brought before it for recognition of competitions pursuant to the Rules.
- (e) Notice, Quorum and Action. Three members of a Certification Committee shall constitute a quorum. Notice of any hearings, meetings, or deliberations of the Committee shall be given as provided in the Rules.
- (f) Authority of the Chairman. Subject to the Rules of the Federation and to any general rules of procedure adopted by the full Committee, the Chairman shall have authority over all matters involving the schedule, procedures for, or conduct of the processing of an application for recognition of a competition that is submitted to the Committee.
- (g) Hearings. If a hearing is held by the Certification Committee concerning an application, the Chairman shall have the authority to establish the schedule, procedures, and rules for the conduct of the hearing pursuant to the Rules.

Section 5. Compensation and Human Resources Committee. A Compensation and Human Resources Committee shall consist of five (5) or more Senior Active Members of the Federation appointed by the President who shall also appoint a Chairman from the Committee. When making appointments the President shall consult with each of the VPs to insure that High Performance, FEI Affiliates, National Affiliates, and Administration and Finance are represented on the committee. The committee shall meet as necessary for the purpose of reviewing issues related to staff compensation, benefits package, and employee policies and procedures. The Committee shall make recommendations to the President, CEO and the Board of Directors. The greater of two or one-third of the members of the Compensation and Human Resources Committee shall constitute a quorum.

Section 6. Competition Management Committee. There shall be appointed by the President a Competition Management Committee to consist of eleven (11) or more Senior Active Members of the Federation who are responsible for the organization of at least one Regular Recognized Competition or are competition managers or Eligible Athletes. The President shall appoint one of such persons to act as Chairman of the

Committee. This Committee shall hold at least one meeting annually and shall submit to the Board of Directors suggestions for the improvement of the Federation and of Recognized Competitions. The greater of three or one-third of the members of the Competition Management Committee shall constitute a quorum.

Section 7. Competition Secretaries Committee. There shall be appointed a Competition Secretaries Committee to consist of five (5) or more Senior Active Members of the Federation who are responsible for acting as secretary of at least one Recognized Competition or are Eligible Athletes. The President shall appoint one of such persons to act as Chairman of the Committee. This Committee shall hold at least one meeting annually and shall submit to the Board of Directors suggestions for the improvement of processes relating to the Federation and its Recognized Competitions. The greater of three or one-third of the members of the Competition Secretaries Committee shall constitute a quorum.

Section 8. Continuing Education Committee. There shall be appointed by the President a Continuing Education Committee to consist of eleven (11) or more Senior Active Members of the Federation. The President shall also appoint a Chairman from the Committee. This Committee shall hold at least one meeting annually and shall submit to the Board of Directors suggestions for the improvement of any phase of the continuing education program of the Federation. One-third of the members of the Continuing Education Committee shall constitute a quorum.

Section 9. Development Committee. There shall be appointed by the President a Development Committee, to consist of twelve (12) Senior Active Members of the Federation; one (1) representative each from the USA Equestrian Trust and the USET Foundation, two (2) each from the following five U.S. Equestrian Development Regions:

Region 1: CT, MA, ME, NH, RI, VT, NJ, NY, PA

Region 2: DC, DE, MD, NC, VA, WV, AL, FL, GA, MS, SC, TN

Region 3: IL, IN, KY, MI, OH, IA, MN, ND, NE, SD, WI

Region 4: AR, KS, LA, MO, OK, TX, AZ, CO, NM, UT

Region 5: ID, MT, OR, WA, WY, CA, NV, HI, AK

One person from each region shall serve a one-year term and the other person from each region shall serve a two-year term. Upon appointing the members of the Committee, the President shall designate the term of each appointee. The Committee Chairman shall be elected by the Committee for a one-year term. The Development Committee shall identify and solicit gifts (financial and otherwise) from individuals, corporations and foundations for the support of the Federation's current and future programs. This Committee shall hold at least one meeting annually and shall submit to the Board of Directors suggestions on all aspects of development and fundraising. The greater of three or one-third of the members of the Development Committee shall constitute a quorum.

Section 10. Equine Drugs and Medications Committee. The President shall appoint, with the approval of the Board of Directors, an Equine Drugs and Medications Committee consisting of eleven (11) or more Senior Active Members of the Federation. The President shall also appoint a Chairman from the Committee. It shall be the duty of this Committee to study the use of forbidden drugs in horses and recommend to the Directors drug testing policies and methods of control and to oversee the conduct of drug testing of horses at competitions to comply with all applicable requirements regarding forbidden, prohibited and/or foreign drugs, substances or medications for equines at sanctioned competitions pursuant to the Federation's Rules and the FEI Statutes, Regulations and Rules. The greater of three or one-third of the members of the Equine Drugs and Medications Committee shall constitute a quorum.

Section 11. Ethics Committee. There shall be appointed annually by the President an Ethics Committee to consist of five (5) or more Senior Active Members, two of whom must be members of the Board. The President shall appoint a Chairman from the Committee. The Ethics Committee shall draft a Code of Ethics for volunteers and staff ("the Code") establishing minimum standards for the volunteers (including members of the Board of Directors, Committees and task forces) and staff, for adoption by the Board of Directors.

The committee shall also provide continuing attention to the Code and its enforcement, make recommendations to the Board or Executive Committee with respect to ethical conduct, recommend to the Board amendments to the Code, and review and investigate such matters, referred to it, relating to ethical practice as it may deem appropriate. The greater of three or one-third of the members shall constitute a quorum.

Section 12. Hearing Committee.

- (a) There shall be a committee on protests, charges, grievances and hearings, hereinafter referred to as the Hearing Committee. This committee shall consist of not less than eleven (11) members who shall serve as Panel members during the hearings. The President shall appoint two (2) or more Co-Chairs of the Committee who shall be responsible for chairing the Committee, and deciding pre-hearing matters. The President shall appoint the remainder of Members who shall serve a one-year term which begins on December 1. These appointments should, insofar as practicable, assure an equitable representation of interests on the Board by striving for geographic balance and fair representation of all USEF members, affiliates, breeds and disciplines. The President shall nominate at least two candidates for each Athlete vacancy on the Hearing Committee for election to such Committee. The list of Eligible Athletes nominated by the President to stand for election to the Athlete representative positions on the Hearing Committee must be submitted to the ANC for approval. If the ANC rejects one or more of the President's nominees, then the President must submit additional nominees, as needed, to the ANC for approval. This process shall continue until a complete slate of Presidential nominees is approved by the ANC. The election process shall follow the procedures for the election of the Athlete Directors. At least 20% of the Hearing Committee shall be composed of those Eligible Athlete nominees receiving the highest number of votes cast in such election. The President must annually appoint such elected Athletes and the Executive Committee must annually approve such appointments. The Committee shall hold at least four sets of hearings each year (provided the caseload permits) and Committee members must commit to serve during at least two (2) sets of hearings. Three members of the Committee shall constitute a quorum, except as provided below. It shall be the duty of the Hearing Committee to hear protests and charges in connection with alleged violations of the rules in accord with the powers and duties as provided in Part VII of these bylaws and Federation Rule Chapter 6 and to hear appeals from the Licensed Officials Committee's nonrenewal or revocation of a licensed official's license.
- (b) The Hearing Committee shall provide fair notice and an opportunity to expeditiously hear grievances regarding the opportunity of any amateur athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official to participate in, or to attempt to qualify for selection to participate in, the Pan American Games, the Olympic Games, the Paralympic Games, World Championship competitions or any other "protected competitions" as that term is defined in Article I, Section 2 (g) of the USOC Bylaws whether such grievances be against a competition, athlete, coach, trainer, manager, administrator or official of the Federation, another organization which is an affiliate member of the Federation, a committee of the Federation, or a committee of an affiliate association or a committee of the Federation. Five members of the Hearing Committee shall be appointed by the co-chairs of the Hearing Committee, after consultation with the President, to constitute the hearing panel, of whom at least two shall be Athlete members of the Committee, who are not competing in the discipline which is involved in the dispute. The Hearing Committee shall promptly issue its findings in accordance with these bylaws and Chapter 6, which findings shall be final, except where otherwise provided in the Constitution and Bylaws of the USOC. For the rules and procedures which govern hearings of grievances

by athletes and others, see Part VII of these bylaws and Chapter 6 of the Federation's Rules.

Section 13. Legal Review Committee. There shall be appointed by the President with the approval of the Board, a committee to oversee the legal matters of the Federation. This Committee shall consist of five (5) or more Senior Active Members of the Federation, one of whom must be an attorney. The President shall appoint a Chairman. The Committee shall conduct a semi-annual review of all legal activities of the Federation and recommend policies and procedures for management of legal affairs of the Federation to the Board of Directors. The greater of three or one-third of the members of the Legal Review Committee shall constitute a quorum.

Section 14. Legislative Committee. There shall be appointed by the President a Legislative Committee to consist of five (5) Senior Active Members of the Federation, at least one of whom shall be an Eligible Athlete. The President shall appoint a Chairman. This Committee shall hold at least one meeting annually and shall be responsible for assigning each rule change proposal to a standing or special committee which would then have primary responsibility for such proposal and generally supervise the organization and conduct of the rule making process. The Legislative Committee may in its discretion assign a rule change proposal to one or more secondary standing or special committees for their input and recommendation for action to the Board of Directors. As provided in Bylaw 801, the Legislative Committee shall review all proposed amendments to these bylaws and make a recommendation for action to the Board of Directors. Three members of the Legislative Committee shall constitute a quorum.

Section 15. Licensed Officials' Committee. There shall be appointed by the President with the approval of the Board of Directors a Licensed Officials' Committee to consist of eleven (11) or more Senior Active Members of the Federation. The President shall appoint the Chairman of the Committee. The duties of the Licensed Officials' Committee shall be as outlined in Rules X and XI. Members of the Committee who fail to attend at least one meeting each year shall be automatically removed from the Committee and replaced by Presidential appointment at such time. One-third of the members of the Committee shall constitute a quorum.

Section 16. Marketing Committee. There shall be appointed by the President a Committee on Marketing, and Communications to consist of five (5) or more Senior Active Members of the Federation. At least one representative each from the USA Equestrian Trust and USET Foundation shall be appointed. The President shall appoint a Chairman of the Committee. This Committee shall hold at least one meeting annually and shall submit to the Board of Directors suggestions on all aspects of Marketing and Communications. The greater of three or one-third of the members of the Marketing Committee shall constitute a quorum.

Section 17. Nominating Committee.

- (a) Composition. The Nominating Committee shall consist of eight (8) Senior Active Members of the Federation who have been selected by the four Working Groups of the Board plus two (2) Eligible Athletes. Each of the four Working groups shall annually in January designate two (2) Senior Active Members who are not members of the Executive Committee to serve on the Nominating Committee. One of the individuals selected shall be from the eligible members of the respective Working Group, the second individual shall be a Senior Active Member who is not currently serving as a member of the Board of Directors. Eligible Athlete Directors shall annually in January elect two (2) Athletes to serve. One shall be elected from the Eligible Athlete directors who are not serving on the Executive Committee and the second shall be an Eligible Athlete who is not currently serving as a member of the Board of Directors. No individual may serve more than four consecutive years on the Nominating Committee. The Committee shall elect a Chairman.
- (b) Quorum. Seven (7) members of the Nominating Committee shall constitute

- a quorum.
- (c) Vacancy. Should a non-athlete vacancy occur on the Nominating Committee the pertinent Working Group shall select a Senior Active Member who does not serve on the Executive Committee to fill the position. If a vacancy occurs in an Athlete position, the next highest vote-getter from the Athlete election shall fill the vacancy.
 - (d) Duties. Thirty days prior to the first meeting of the annual meeting (the meeting of the Voting Members) of the Federation, the Nominating Committee shall submit, in writing to the Board, its nominations for At-Large Directors and for National Officers to be elected that year. Thirty days prior to the mid-year meeting at which meeting the President is to be elected in accordance with Bylaw 306(1), the Nominating Committee shall submit in writing to the Board its nomination for President. In making nominations for Directors-at-Large, the Nominating Committee shall take into account the wide variety of interests contained within the Federation. These nominations should, insofar as practicable and as required by law (i) assure an equitable representation of these interests on the Board by striving for geographic balance and fair representation of High Performance, FEI Affiliates, National Affiliates, and Administration and Finance. Nominations for Directors shall be in accordance with USOC Requirements and in accordance with Bylaws 303 and 331. At the meeting, additional nominations for Officers and Directors-at-Large shall be accepted from members of the Board. At the second meeting (the first meeting of the newly elected Board of Federation) at the annual meeting, the Nominating Committee shall also submit nominations for the election of three (3) additional members of the Board to the Executive Committee in accordance with Bylaw 323. At that meeting, additional nominations for Executive Committee, if any, shall be accepted from members of the Board.
 - (e) Suggestions for nominations for Directors-at-Large and National Officers shall be addressed to the Chairman of the Nominating Committee and must be received by the National Office sixty (60) days prior to the annual meeting. Nothing contained herein shall preclude nomination(s) from the floor at the annual meeting. Suggestions for nominations of President shall be addressed to the Chairman of the Nominating Committee and must be received by the National Office sixty (60) days prior to the mid-year meeting at which time the President will be elected. Nothing contained herein precludes nominations from the floor at the mid-year meeting.

Section 18. Open Governance Committee. The President shall appoint an Open Governance Committee to consist of five or more Senior Active Members of the Federation and a Chairman. The Committee shall hold at least one meeting annually and shall submit recommendations regarding requirements of confidentiality within the Federation, requirements of openness, and is charged with the development of a the standard of openness required to do business properly and to protect inclusiveness and diversity of the membership. The greater of three or one-third of the members of the Open Governance Committee shall constitute a quorum

Section 19. Owners' Committee. The Owners' Committee shall be composed of fifteen (15) members who shall serve a four-year term, and who shall be appointed by the President. The President shall also appoint a Chairman of the Committee and a Vice-Chairman of the Committee who may act in the Chairman's place when the Chairman is unavailable. The President shall consider the primary affiliations of his appointees and endeavor to appoint a Committee such that the respective Breed/Disciplines are represented in approximately the same proportion as they are represented on the Breed/Discipline Director portion of the Board. The President's appointments should, insofar as is practical, assure equitable representation of owner interests on the Owners' Committee by striving for geographic balance and fair representation of owner interests. Members of the Owners' Committee shall be Senior Active Members of the Federation who are owners or Eligible Athletes. Only those owners who have not attained professional

status as that term is defined in Chapter III, Art. 810 of the General Rules of the Federation and Eligible Athletes shall be eligible for appointment to the Owners' Committee. An owner must own one or more horses recorded with the Federation, and which were active in competing in Federation Recognized competitions in two of the last three competition years (leased horses are not eligible and horses with multiple ownership are not eligible unless all owners are members of the same family). The Owners' Committee shall review reports of owners' meetings and forums and foster and promote the best interests of all owners. One-third of the Owners' Committee shall constitute a quorum.

Section 20. Planning Committee. There shall be appointed by the President a Planning Committee and a Chairman to consist of eleven (11) or more Senior Active Members, three of whom must be members of the Board, to study and recommend proposals to the Board of Directors for long and short range plans for the future of the organization as well as goals, objectives and policies of the Federation. The greater of three or one-third of the members of the Planning Committee shall constitute a quorum.

Section 21. Steward/Technical Delegate Committee. There shall be appointed by the President a Steward/Technical Delegate Committee to consist of eleven (11) or more Senior Active Members of the Federation who are Licensed Stewards, Technical Delegates, Eligible Athletes and others that the President may designate. The President shall appoint one of such persons to act as Chairman of the Committee. This Committee shall hold at least one meeting annually and shall submit to the Board of Directors suggestions for the improvement of the Federation in the areas related to Stewarding and Technical Delegating at Licensed Competitions, and as further delineated in the General Rules of the Federation. The greater of three or one-third of the members of the Steward/Technical Delegate Committee shall constitute a quorum. BOD 1/18/09 Effective immediately

Section 22. Safety Committee. There shall be appointed by the President a Safety Committee composed of eleven (11) or more Senior Active Members. The President shall appoint a Chairman. This Committee shall hold at least two meetings annually and shall be responsible for regularly assessing the safety equipment used at competitions or that is commercially available as well as safety procedures applicable to Federation recognized Competitions. It shall also be the responsibility of this Committee to review the circumstances of injuries that occur at Competitions to determine if steps can be taken in the future to eliminate or mitigate such injuries. The Committee shall make recommendations for rule changes to maintain and improve the safety of human and equine competitors at USEF recognized competitions and events. The greater of three or one-third of the members of the Safety Committee shall constitute a quorum. Committee members who attend less than 50% of the meetings in any calendar year may be removed from the committee and replaced by a senior active member recommended by the committee chairman and approved by the President. Proportional representation of athletes will be maintained.

Section 23. Veterinary Committee. There shall be appointed by the President a Veterinary Committee to consist of eleven (11) or more veterinarians and Eligible Athletes who are Senior Active Members of the Federation. The President shall appoint a Chairman of the Committee. The Committee shall submit to the Board of Directors suggestions for the improvement of the sport respecting veterinary matters. The greater of three or one-third of the members of the Veterinary Committee shall constitute a quorum.

Bylaw 503 - FEI and National Affiliates Committees

Section 1. Breed/Discipline Committees for Divisions Represented by a Recognized Affiliate Organization.

- (a) There shall be appointed separate committees of nineteen members for each Breed/Discipline listed in the Rules as a Division represented by a Recognized Affiliate Organization. Breed/Discipline Division Committees shall be appointed for four-year terms commencing on March 1, 2005 and March 1 of every fourth year thereafter, in accordance with the procedure set forth below, it being further provided, however, that

all committee appointments for non-athlete positions are subject to final approval and substitution by the Executive Committee. The number of members on a particular Breed/Discipline Committee may be modified at the suggestion of the President with the approval of the Executive Committee. The lesser of six or one-third of the members of a Breed/Discipline Division Committee shall constitute a quorum. In making appointments to these committees emphasis shall be placed upon the selection in each Breed/Discipline of men or women thoroughly experienced in the work of the Breed/Discipline either through competing, managing or officiating at competitions for the particular Breed/Discipline. Members of the Breed/Discipline Division Committees shall be Senior Active Members of the Federation. The President of the Federation shall be ex officio a member of all Breed/Discipline Committees, the Vice President FEI Affiliates shall also be ex officio a member of all FEI Affiliate Discipline Committees, and the VP National Affiliates shall also be ex officio member of all National Affiliate Breed/Discipline Division Committees, in addition to the appointed Committee members.

- (b)
- i. The Chairman of each committee for FEI Affiliate Disciplines shall be elected for a four-year term from its membership by the members of the committee. The nominee must have international experience as defined in Bylaw 331.2.b. The committee members may elect a Co-Chairman of each FEI Affiliate Discipline Committee.
 - ii. The Chairman of each committee for National Affiliate Breed/Discipline Divisions shall be appointed for a four-year term from its membership by the President. The President may appoint a Co-Chairman of one or more National Affiliate Breed/Discipline Division Committees.
- (c) It shall be the duty of the Breed/Discipline Division Committees to hold at least one meeting a year to consider the recommendations and suggestions submitted by the respective Affiliated Associations, the Breeders' Committee, the Owners' Committee, other standing committees and special committees; and to prepare, recommend and submit for consideration to the Board of Directors the standards for conduct of competitions and rules for the conduct of all classes within their respective Breed/Discipline with specific attention called to any rule change(s) being proposed that were not endorsed by the respective Affiliated Association. The Breed/Discipline Division Committees may be called upon by the President for advice and counsel as to technical questions regarding the conduct of the classes in the Breed/Disciplines.
- (d) Breed/Discipline Division Committees shall be appointed as follows:
- i. When appointing the Eligible Athletes to each committee, the President shall follow the procedures set forth in USEF Bylaw 501.2.
 - ii. If such Discipline for FEI Affiliates is represented by a seat or seats on the Board of Directors of the Federation, then 60% of such committee shall be appointed by the Recognized FEI Affiliate Discipline Organization and 20% will be appointed by the President, after taking into consideration recommendations from the outgoing committee. If such Breed/Discipline for National Affiliate Breed/Discipline Organizations is represented by a seat or seats on the Board of Directors of the Federation, then two-thirds of the remainder of such committee shall be appointed by the President at the recommendation of the board member(s) elected to represent said Breed/Discipline and a list of such recommendations shall be delivered to the President who shall then appoint the remaining members of such committee;
 - iii. If Section 1 (d) ii does not apply, then the remainder of such committee shall be appointed by the President after consultation with representatives of the respective Recognized Affiliate Organization for the division.
 - iv. Except as otherwise provided above, committee vacancies shall be filled by Presidential appointment in the same manner as the original appointee was appointed or elected.

Section 2. Breed/Discipline Committees for Divisions Not Represented by a Recognized Affiliate Organization.

(a) General: There shall be appointed separate committees for the following Breed/Disciplines not represented by a Recognized Affiliate Organization; the National Western Committee (representing the Western and Reining Seat Equitation Divisions). National Breed/Discipline Committees shall be appointed for four-year terms in accordance with the procedure set forth herein, it being further provided, however, that all committee appointments for non-athlete positions are subject to final approval and substitution by the Executive Committee. The number of members on a particular National Breed/Discipline Committee may be modified at the suggestion of the President with the approval of the Executive Committee. The lesser of six or one-third of the members of a Breed/Discipline Division Committee shall constitute a quorum. In making appointments to these committees emphasis shall be placed upon the selection in each Breed/Discipline of men or women thoroughly experienced in the work of the Breed/Discipline either through exhibiting, managing or officiating at competitions for the particular Breed/Discipline. Balanced geographic representation shall also be a consideration of appointment. Members of the Breed/Discipline Committees shall be Senior Active Members of the Federation. The President of the Federation shall be ex officio a member of all National Breed/Discipline Committees, the Vice President FEI Affiliates shall also be ex officio a member of all FEI Affiliate National Discipline Committees, and the VP National Affiliates shall be ex officio member of all National Affiliate Breed/Discipline Division Committees in addition to the appointed Committee members.

(b) National Western Committee. In 2005 and every fourth year thereafter, a National Western Committee shall be appointed to represent the member constituency participating in the Western division of the Federation. There shall be up to 39 members who shall be appointed by the President, subject to the requirement that 20% of the National Western Committee shall be composed of Eligible Athletes who meet the definition set forth in USEF Bylaw 401.2. Thirteen members of the National Western Committee shall constitute a quorum.

- i. The National Western Committee shall elect a Chairman and a Vice-Chairman.
- ii. It shall be the duty of the National Western Committee to hold at least two meetings a year to prepare, recommend and submit for consideration to the Board of Directors the rules for the conduct of all classes within the Western Division of the Federation with specific attention called to any rule change(s) being proposed that may be considered controversial within the National Western Committee. The National Western Committee may be called upon by the President and/or the Vice-President – National Affiliates for advice and counsel as to technical questions regarding the conduct of classes in the Western Division.
- iii. The National Western Committee shall designate Senior Active Members of the Federation to the National Affiliates position for Western on the Board of Directors as provided in Bylaw 303.
- iv. The National Western Committee may form sub-committees or task forces for specific purposes, provided however, that such sub-committees or task forces comply with all USOC requirements.

Section 3. Adaptive Sports Committee. There shall be appointed by the President an Adaptive Sports Committee to consist of five (5) or more Senior Active Members of the Federation. At least one member of the Committee must have competed as a Para Equestrian rider/driver within the ten (10) year period preceding his or her appointment. The President shall appoint one of the members to act as Chairman of the Committee. The Committee shall hold at least two meetings each year and shall submit to the Board of Directors recommendations on the inclusion of athletes with a disability in equestrian sport and on ways to encourage competitions for equestrian athletes with a

disability. The greater of three or one-third of the members shall constitute a quorum.

Section 4. Youth Sports Committee. There shall be appointed by the President a Youth Sports Committee to consist of seven (7) or more Senior Active Members of the Federation and a Chairman. The Committee shall hold at least two meetings annually and shall make recommendations to the Board of Directors regarding issues of importance to junior and young riders participating in the disciplines recognized by the FEI. One-third of the members of the Youth Sports Committee shall constitute a quorum. The Committee duties include, but are not limited to:

- (1) Oversight and guidance of the development of the North American Young Riders Competition program in the United States, including the development of qualifying criteria and site selection.
- (2) Encourage the development of Juniors, Children's, Pony Riders, and Young Rider's competitions.
- (3) Coordinate communication with Canada and Mexico on North American competitions.
- (4) Coordinate the development of Junior Olympic programs.
- (5) Coordinate efforts to interface youth and young rider programs between breed/disciplines throughout the Federation.

Bylaw 504 – High Performance Committees

Section 1. Anti-Doping Committee. There shall be appointed by the President with the approval of the Board of Directors an Anti-Doping Committee to consist of five (5) or more Senior Active Members of the Federation and a Chairman who must be a Director or an M.D. The Federation shall comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the United States Anti-Doping Agency (USADA). The Committee shall recommend drug testing education programs for Athletes. The greater of three, or one-third, of the members of the Anti-Doping Committee shall constitute a quorum.

Section 2. High Performance Discipline Committees.

- (a) There shall be a High Performance Discipline Committee of eleven (11) members for each FEI discipline, (except Driving which will have twelve (12) members). Beginning in 2005, the High Performance Discipline Committees will be appointed to terms coinciding with the term of office for the High Performance Discipline Director for each discipline. Four members of the Driving HP Committee and three members of each other High Performance Discipline Committee shall be Eligible Athletes elected by Athletes as provided in Bylaw 504 Section 3. The balance of the Committee (i.e. eight (8) members) shall be appointed by the President or President-Elect. In making such appointments the President shall consult with the VP High Performance, the FEI affiliate representative on the Board, the current Chairman of the respective High Performance Discipline Committee, as well as the Chairman of the respective Eligible Athletes High Performance Discipline Committee. Such appointments shall be subject to approval and substitution by the Executive Committee. The VP High Performance shall serve ex officio as a member of all High Performance Discipline Committees. In addition, the Managing Director of High Performance will serve ex officio as a non-voting member of the Committees.
- (b) Each High Performance Discipline Committee shall make recommendations to the High Performance Working Group of the Board and the Executive Committee as to teams, individual athletes, chefs d'equipe, and coaches to be designated to represent the United States in future Olympic Games, Paralympic Games, Pan American Games and other international competitions in its discipline. Each High Performance Discipline Committee shall make recommendations to the High Performance Working Group of the Board as to administrators, sports staff, and personnel, including but not limited to, veterinarians and farriers to be designated to provide support

services to those teams and individual athletes designated to represent the United States in future Olympic Games, Pan American Games, and other international competitions in its discipline. Each High Performance Discipline Committee shall recommend to the High Performance Working Group of the Board criteria and selection procedures of the applicable FEI discipline. Each FEI Discipline High Performance Committee shall (i) assist the High Performance Working Group of the Board in the supervision of the selection processes, (ii) develop annually the high performance plans and proposed budgets for the respective discipline, (iii) direct and approve the training plans for such discipline including recommendations of coaches and other staff positions, scheduling of clinics and practices, and recommendations on logistical matters regarding teams and individual participation in international competitions, (iv) develop plans for application for USOC funds in its discipline, if applicable, and the administration of those funds and shall recommend these plans to the High Performance Working Group of the Board. At any meeting of a High Performance Discipline Committee the presence of at least five members shall constitute a quorum provided that at least one athlete member must be present. Once constituted, each High Performance Discipline Committee shall choose its Chairman, who will serve as a Director of the Federation, and a Vice-Chairman. Every fourth year as soon as practicable following the election of athlete representatives to each High Performance Discipline Committee and the approval by the Executive Committee of other Committee members, but no later than 45 days before the first meeting of the Annual Meeting, each High Performance Discipline Committee shall meet for the sole purpose of electing from among their members a High Performance Discipline Director to serve on the Board of Directors beginning the following January.

- (c) High Performance Discipline Committees are required to meet jointly with the corresponding FEI Affiliate Committee at least once annually for the purpose of creating a functional interface between high performance and national matters. During this meeting, recommendations from both Committees shall be considered in the formation of a Credentials & Waivers Task Force of each High Performance Discipline Committee. Each Task force shall be charged with the development of criteria for competing in international competition, including waivers, that shall be published on the Federation website. Such criteria, however, as they may relate to amateur status or eligibility to participate in the Olympic Games, the Pan American Games, or Paralympic Games may not be more restrictive than those of the FEI.
- (d) High Performance Committees shall keep minutes of their respective proceedings which shall be available to the High Performance Working Group of the Board, the Executive Committee and the Board of Directors, where applicable. In all cases, the High Performance Committees shall have an advisory role to the High Performance Working Group of the Board.

Section 3. Eligible Athletes High Performance Discipline Committees.

- (a) There shall be an Eligible Athletes High Performance Discipline Committee (EAHPD Committee) for each of the following High Performance disciplines: Dressage, Driving Singles, Driving Pairs, Driving Ponies, Driving Four-In-Hand, Endurance, Eventing, Reining, Jumping, and Vaulting and Para Equestrian. In January of the last year of the Committee's term, each Committee shall determine its number of members, which shall be between five (5) and eleven(11).
- (b) Committee members shall be elected for four-year terms by the active athletes in their respective disciplines. Their term shall run until the first meeting of the Board of Directors following the Summer Olympic Games or until the election of their successors. The members on the respective Eligible Athletes High Performance Discipline Committee shall elect the Committee Chairman and

- Vice Chairman for the four-year term, except that Driving shall elect a Chairman for each of the four Driving EAHPD Committees. Committee Chairmen may serve a maximum of two four-year terms, if otherwise eligible.
- (c) The Chairmen and Vice Chairmen of the Eligible Athletes High Performance Discipline Committees, and another member from the same Committee, elected by the respective Committee will serve on the corresponding High Performance Discipline Committee, provided, however, that the Chairman of each of the four Driving EAHPD Committees shall serve on the Driving High Performance Committee.
 - (d) The Chairman and Vice Chairmen of the Eligible Athletes High Performance Discipline Committees and two of the Chairmen of the four Driving EAHPD Committees as selected by the four Chairmen of those committees will also serve on the Athletes Advisory Committee.
 - (e) The Eligible Athletes High Performance Discipline Committees will serve as advisors to the High Performance Discipline Committees, and VP High Performance with respect to the recommended programs and selection procedures for the training and preparing of horses and riders for international competition including but not limited to the Olympic Games, Paralympic Games, World Championships and Pan American Games.
 - (f) Vacancies on the committees will be filled by naming the athlete with the next highest number of votes from the respective committee election.

PART VI – ADMINISTRATION

Subpart A – Chief Executive Officer and Staff

Bylaw 601 – Chief Executive Officer

Section 1. The Federation shall have a Chief Executive Officer (CEO). The CEO shall be recommended by the President and approved by the Executive Committee. A CEO's employment once retained may be terminated upon the concurrence of the President and two-thirds of the Executive Committee or by a two-thirds vote of the Directors present at a duly called meeting of the Board of Directors.

Section 2. The CEO shall:

- (a) Report to the President, and keep the Board of Directors, Executive Committee and Officers fully informed of the conditions and operations of the Federation and all material concerns. The CEO shall not be directed by individual members, including members of the Board of Directors and Executive Committee. The President shall report on the performance of the CEO to the Board of Directors and Executive Committee as set forth in Bylaw 332;
- (b) Attend all meetings of the Board of Directors, Executive Committee and serve on all committees as an ex officio, non-voting member. The CEO may participate in these meetings, and provide adequate staff support, in order to effectively interact, communicate and implement the directives and policies of the Federation;
- (c) Remain neutral with respect to all Federation elections;
- (d) Recommend to the Board of Directors plans, policies and programs that will further the objectives of the Federation and promote interest and active participation in the sport of equestrian. The CEO shall have available the full resources of the Federation to support the implementation of the Federation's goals and objectives;
- (e) Assist in the preparation of the Federation's budget, operate the Federation within its budget, and maintain proper books and accounts for the Federation, including sufficient financial controls and all applicable reporting requirements;

- (f) Supervise, develop and maintain a professional staff capable of successfully implementing and supporting the operational needs of the organization;
- (g) Direct all employees, consultants, independent contractors and others providing services for the Federation, except the Federation's independent auditors who shall report directly to the Audit Committee;
- (h) Execute such contracts and commitments in accordance with the Federation's budget or as authorized by the Board of Directors, the Bylaws or Rules;
- (i) Maintain effective communications and relations with the USOC, the USET Foundation and the USA Equestrian Trust and such other organizations, public and private;
- (j) Serve, or appoint a designee to serve, as the Secretary General and Chief Staff liaison to the FEI and the USOC. Any designee appointed by the CEO must have international experience as defined in Bylaw 332.

Bylaw 602 – Records of the Federation

Section 1. Minutes, etc. The Federation shall keep as permanent records minutes of all meetings of the Voting Members, Board of Directors and Executive Committee and a record of all waivers of notices of meetings of the Board of Directors and Executive Committee.

Section 2. Accounting Records. The Federation shall maintain appropriate accounting records.

Section 3. Membership List. The Federation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 4. Records in Written Form. The Federation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 5. Records Maintained at National Office. The Federation shall keep a copy of each of the following records at its principal office:

- (a) The Certificate of Incorporation;
- (b) The Bylaws;
- (c) The Rules;
- (d) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of the members;
- (e) The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past four years;
- (f) All written communications within the past four years to the members generally as the members;
- (g) A list of the names and business or home addresses of the current Directors and officers;
- (h) A copy of the most recent corporate report delivered to the New York secretary of state;
- (i) All financial statements prepared for periods ending during the last four years that a member of the Federation could have requested under Sec. 6 of this bylaw;
- (j) The Federation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (k) All other documents or records required to be maintained by the Federation at its principal office under applicable law or regulation.

Section 6. Inspection of Records Maintained at National Office by Members.

A voting member shall be entitled to inspect, during regular business hours at the Federation's main office, any of the records of the Federation described in section 5 above, provided that the voting member gives the Federation written demand at least five business days before the date on which the voting member wishes to inspect such records. Upon written request listing specific documents and payment of a reasonable fee, in the discretion of the Officers copies may be provided in due course. In the discretion of the Officers, non-voting members may be permitted to inspect during regular business hours at the Federation's main office such records as the Officers deem appropriate, provided the non-voting member gives the Federation at least five business days prior written notice of his or her request. The Officers in their discretion may permit copying in accordance with the procedures established by the Officers for voting members.

Subpart B – Finances

Bylaw 611 – Yearly Budget

Section 1. *Each year the Federation shall develop a quad plan that will include a proposed budget for the next fiscal year and projections for the remaining three years. This quad plan will be developed as follows:*

- (1) Each Working Group shall prepare *a quad plan* detailing all of the proposed activities within its respective areas of expertise and specifically setting forth all revenues and expenses associated with those activities. The Working Group shall then submit this *plan* to the Budget and Finance Committee at least 30 days in advance of the Mid-Year Meeting of the Board of Directors.
- (2) The Budget and Finance Committee shall review the proposed *quad plans* for each Working Group, verify the accuracy of all proposed expenses and revenues and compare those figures to historical performance. If the Budget and Finance Committee believes there may be a material deficiency, it shall notify the respective Working Group of such deficiency. The Working Group and Budget and Finance Committee shall work cooperatively to eliminate any deficiency.
- (3) *Once the Budget and Finance Committee has approved the individual Working Group Budgets, a combined comprehensive quad plan shall be referred to the Board of Directors for preliminary review at their Mid-Year Meeting.* If the Board feels modifications to the budget are warranted, it shall return the budget to the respective Working Group(s) with specific comments as to why modification is requested. The Working Groups shall then provide a revised *quad plan* to the Budget and Finance Committee for its approval and recommendation to the Board.
- (4) The Board of Directors shall accept, reject *or modify* the *next fiscal year's* budget *and approve, in concept only, the remaining three year projections* by a majority vote of the Directors present at a *special meeting held prior to the beginning of the fiscal year, noticed in accordance with Bylaw 305.2. The Board of Directors may participate in this meeting by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time.* If the Board rejects the *next fiscal year's* budget, it shall return it to the Working Groups with specific comments as to why it was rejected. The Working Groups shall then provide a revised proposed budget to the Budget and Finance Committee for its approval and recommendation to the Board. *In the event the next fiscal year begins without an approved budget,* the Executive Committee shall approve an

emergency interim budget consistent with the comprehensive budget recommended by the Budget and Finance Committee as needed to allow the Federation to operate until a final budget is approved. *BOD 1/18/09 Effective 2/1/09*

- (5) The CEO and staff shall assist the Working Groups and Budget and Finance Committee in the preparation of the Federation's annual budget.

Bylaw 612 – Conveyances and Encumbrances

Section 1. Property of the Federation may be assigned, conveyed or encumbered by such officers of the Federation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Federation shall be authorized only in the manner prescribed by applicable statute.

Section 2. No officer, employee or agent of this Federation shall, nor shall they have the authority to, make or execute any contracts or agreements of any nature if said contract or agreement causes or may cause this Federation to be obligated to pay unbudgeted expenditures or other obligations the sum of which exceeds \$10,000 for any fiscal year, or if the obligation has a term or establishes a term extending beyond one year, then the sum of which exceeds \$15,000 over the life of the obligation, unless and until such contract or agreement has been approved by the Board of Directors at a duly called meeting of the Board.

Bylaw 613 – Audit

Each year the Federation shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. (See Bylaw 502). The Audit Committee shall provide the auditors report to the Board of Directors upon completion.

PART VII – HEARINGS, GRIEVANCES AND DISPUTES

Bylaw 701 – Hearing Procedures

Section 1. In all hearings conducted under these bylaws, the parties shall be accorded:

- (1) notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
- (2) reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- (3) the right to have the hearing conducted at a time so as to make it practicable for the person charged to attend; *BOD 1/18/09 Effective 4/1/09*
- (4) a hearing before a disinterested and impartial body of fact finders;
- (5) the right to be assisted in the presentation of one's case at the hearing;
- (6) the right to call witnesses and present oral and written evidence and argument;
- (7) the right to confront witnesses, including the right to be provided the identity of the witnesses in advance of the hearing;
- (8) the right to have a record made of the hearing if desired; and,
- (9) a written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion.

Section 2. Rules and procedures governing protests, charges, administrative penalties, plea agreements, and hearings are set forth in Federation Rule VI.

Bylaw 702 – Opportunity to Participate

Section 1. Fair notice and an opportunity for a hearing shall be accorded to any amateur athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official before the Federation may declare such individual ineligible to participate in any amateur athletic competition. Any hearing conducted hereunder shall be conducted in accordance with the provisions of Bylaw 701 and Federation Rule VI.

Section 2. Neither the Federation nor any member of the Federation may deny or threaten to deny any member athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official the opportunity to compete in the Olympic, Paralympic, or Pan American Games, World Championship competitions or such other “protected competition” as defined in the USOC Bylaws; nor may the Federation, or any member of the Federation, subsequent to such competition, censure or otherwise penalize any such athlete who participates in any such competition.

Section 3. Any individual identified in Section 2 above who alleges that he or she has been denied by the Federation or a member of the Federation a right established by Section 2 of this Article shall immediately inform the President of the Federation and the Federation’s USOC AAC representative who shall cause an investigation to be made and steps to be taken to settle the controversy. Notwithstanding any efforts taken by the Federation to settle the controversy informally or through the Federation’s grievance procedures set forth in Bylaw 703 and the Federation’s Rules, the individual may refer the matter to the CEO of the USOC for action, as appropriate, under Article IX of the USOC Bylaws, a copy of which is attached as an Appendix to these bylaws.

Section 4. The construction and application of Federation’s bylaws and rules are governed by the laws of the State of New York. The Federation Hearing Committee shall hear athlete and other grievances in accordance with these bylaws and Federation Rule VI.

Bylaw 703 – Grievances Related to Opportunities to Participate

Section 1. Any athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official or any member of the Federation may file a grievance against the Federation, another organization which is an Affiliated Entity of the Federation, a committee of the Federation, a committee of an Affiliated Entity of the Federation, or any athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official or any member of the Federation pertaining to any matter within the cognizance of the Federation and alleging a violation of any provision of the Federation’s Bylaws or Rules, the Ted Stevens Olympic and Amateur Sports Act, or the USOC’s Bylaws. A grievance may be filed by any amateur athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official regarding his/her opportunity to participate in, or to attempt to qualify for selection to participate in any equestrian event of the Pan American Games, the Olympic Games, Paralympic Games, World Championship competitions or any other protected competitions as that term is defined in Article I, Section 2(G) of the USOC Bylaws, including any domestic amateur athletic competition or event organized and conducted as part of the selection procedure directly qualifying each successful competitor therein as an athlete representing the U.S. in such equestrian international competitions. Any grievance must be made in writing over the signatures of the person or persons presenting the same, and must state the full name(s) and address(es) of the athlete, coach, trainer, manager, administrator, official, the Federation, another organization which is an Affiliate Entity of the Federation, a committee of the Federation or a committee of an Affiliate Member of the Federation against whom the grievance is made, and must include with specificity a complete statement of the acts which constitute such grievance, including the requested relief sought. The maker(s) must be prepared to

substantiate the grievance at a hearing by a preponderance of the evidence, including by personal testimony of a witness or witnesses with personal knowledge subject to cross-examination and by sworn statements, other witnesses and by other competent evidence. The requirement of personal testimony may be excused by the Hearing Committee if the parties to the grievance stipulate to the relevant facts.

Section 2. The grievance should be addressed to the Hearing Committee and should be transmitted to the attention of the Federation's CEO at the Federation's main office by hand delivery or by certified mail or by facsimile as soon as practicable following the events which are the subject of the grievance. Upon receipt of a grievance by an athlete, the CEO shall instruct the athlete on how to contact the USOC Athlete Ombudsman.

Section 3. As soon as practicable after the receipt of such grievance, the CEO shall promptly communicate informally with the parties and the President of the Federation and the Federation's USOC AAC representative, or, in the event there is a conflict of interest, the AAC alternate representative and they shall make every effort to resolve the grievance to their and the parties' mutual satisfaction, and if unsuccessful, the CEO shall, without prejudice to the right of the complainant to pursue remedies available pursuant to the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws, arrange for a prompt hearing of the grievance by the Hearing Committee.

Section 4. Any person, committee, association or organization, including the Federation or any affiliate, member or member organization, against whom a grievance has been filed pursuant to these bylaws or the Federation's Rules is entitled to a hearing in accordance with the provisions of Bylaw 701.

Section 5. The Hearing Committee shall review the record of any grievance hearing and promptly issue its written findings and determination based on the evidence in record in accordance with these bylaws and Rule VI, which shall be final and binding upon the parties, except where otherwise provided in the Bylaws of the USOC.

Section 6. The hearing shall take place no earlier than 20 days after receipt of notice by the person charged and not later than 60 days from such receipt so as to ensure that the person charged has sufficient time to prepare a defense. Upon the request of an Athlete or other party that it is necessary to expedite such hearing in order to resolve a matter relating to a competition which is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the hearing shall be so expedited to be concluded prior to the competition.

Bylaw 704 – Disputes and Grievances By and Among Members

Section 1. The Federation shall hear any complaint by one member or Affiliated Entity against another member or Affiliated Entity or any complaint by an individual, member or Affiliated Entity which alleges that (a) a member or Affiliated Entity has failed to comply with its membership or affiliation requirements in the Federation, or (b) the Federation has failed to comply with its membership requirements in the USOC. Any such complaint shall be in writing and signed under oath by the individual, or chief executive of the organization if an organization is making the complaint. The complaint shall be filed with the Federation's CEO by hand delivery, certified mail, facsimile, or guaranteed overnight delivery with a copy served on the other parties by the same method of delivery at the same time. The complaint shall set forth the factual allegations in numbered paragraphs with each paragraph containing a single factual allegation. The complaint shall also contain, at a minimum –

- (1) the names and addresses of the parties;
- (2) the alleged grounds of noncompliance;
- (3) supporting evidence of documentation forming the basis of the complaint; and,
- (4) the relief sought.

Section 2. The complaint shall be heard by Hearing Committee in accordance with the procedures set forth in Bylaws 701 and 703 and Rules VI. Upon the request of an Athlete or other party that it is necessary to expedite such hearing in order to resolve a matter relating to a competition which is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the hearing shall be so expedited to be concluded prior to the competition.

Bylaw 705 – Arbitration

The Federation agrees to submit to binding arbitration in any controversy involving (i) its recognition as a national governing body, as provided for in Article VIII of the USOC Bylaws, upon demand of the USOC or (ii) the opportunity of any amateur athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach to participate in amateur athletic competition, as provided for in Article IX of the USOC Bylaws, upon demand of the USOC or any aggrieved amateur athlete, rider, driver, handler, vaulter, longeur, owner, lessee, agent or trainer, riding coach or driving coach, coach, trainer, manager, administrator or official conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified in accordance with Section 220522 (a)(4)(B) of the Ted Stevens Olympic and Amateur Sports Act.

Bylaw 706 – Litigation

No member, affiliate, or participant in the Federation and its programs may invoke the aid of the courts of the United States or a State without first exhausting all available remedies within the appropriate equestrian organization, and as provided within the Federation, including any rights to bring claims to the United States Olympic Committee. This bylaw does not apply to the commencement of an arbitration proceeding under these bylaws or the USOC Bylaws or the enforcement of a decision rendered in such a USOC proceeding.

PART VIII – AMENDMENTS

Bylaw 801 – Amendments

These bylaws, and any resolution adopted by the founding directors prior to the adoption of these bylaws, may be added to or amended at any meeting of the Board of Directors or the Voting Members at which a quorum is present upon a two-thirds vote of those Directors or Voting Members present at the meeting. Amendments to these bylaws may be proposed by any member of the Board of Directors. All proposed amendments shall be submitted to the CEO in writing at least 30 days prior to a Board meeting. Upon receipt of a proposed amendment, the CEO shall refer the proposed amendment to the Legislative Committee for its review and recommendation to the Board and shall place it on the agenda for the next meeting of the Board. The CEO shall then provide notice of the proposed amendment and the Legislative Committee's report to the Board at least two weeks prior to the meeting.

APPENDICES

Appendix A – Ted Stevens Olympic and Amateur Sports Act

Appendix B – USOC Definition of Athlete

Appendix C – Article IX of the USOC Bylaws

These documents can be found at the USOC website: www.usolympicteam.com, under the section entitled "Legal."