

Bylaw 303 – Election of Directors

Section 1. Athlete Directors. The Athlete Directors shall be elected by USEF 10-Year Athletes who are also Federation Senior Active Members as provided in Bylaw 413, except that the Para Equestrian Athlete Director shall be elected by USEF 10-year Athletes who earned their qualifying event in Para Equestrian. At least one-half (1/2) of the Athlete Directors must be Athletes from the Olympic or Paralympic disciplines. No more than one-half (1/2) of the elected Athlete Directors can come from the same primary discipline. The Athlete Directors shall be elected as follows, beginning in 2022:

- a. Two Athletes shall serve the remaining one year of their terms, and beginning in 2023 and every fourth year thereafter, two Athletes shall be elected to serve four-year terms, one of whom must have achieved a ParaEquestrian qualifying event;
- b. One Athlete shall serve the remaining two years of the current term, and one Athlete shall be elected to serve an initial two-year term. Beginning in 2024 and every fourth year thereafter, two Athletes shall be elected to serve a four-year term;
- c. The USOPC AAC representative shall serve the remaining three years of the current term, and the Alternate USOPC AAC Alternate representative shall serve an initial three-year term. Beginning in 2025 and every fourth year thereafter, the USOPC AAC representative and Alternate shall be elected to serve a four-year term; and
- d. One Athlete shall be elected to serve a four-year term, and beginning in 2026 and every fourth year thereafter, one Athlete shall be elected to serve a four-year term.

Section 2. Council Directors. The IDC and NBDC shall elect individuals from their respective Council to serve as Directors of the Federation. See Bylaw 302.3 for Term Limits.

- a. IDC. Three members shall be elected.
 - i. Beginning in 2020, two members shall be elected to serve on the Board for a four (4) year term and every fourth year thereafter to serve a four (4) year term; and
 - ii. In 2022, one member shall be elected to serve on the Board for a four (4) year term and every fourth year thereafter to serve a four (4) year term.
- b. NBDC. Four members shall be elected.
 - i. In 2014, one member shall be elected to serve on the Board for an initial one (1) year term and beginning in 2015 and every fourth year thereafter to serve a four (4) year term;
 - ii. In 2014, one member shall be elected to serve on the Board for an initial two (2) year term and beginning in 2016 and every fourth year thereafter to serve a four (4) year term;
 - iii. In 2014, one member shall be elected to serve on the Board for an initial three (3) year term and beginning in 2017 and every fourth year thereafter to serve a four (4) year term; and
 - iv. In 2014, one member shall be elected to serve on the Board for a four (4) year term and every fourth year thereafter to serve a four (4) year term.

Section 3. Independent Directors. The Board shall elect three individuals who meet the criteria below. Such criteria must be maintained throughout the Independent Director's term of service.

1. Beginning in 2017 and every fourth year thereafter, one elected individual will serve a four (4) year term;
2. Beginning in 2019 and every fourth year thereafter, one elected individual will serve a four (4) year term; and
3. Beginning in 2020 and every fourth year thereafter, one elected individual will serve a four (4) year term.

An Independent Director is an individual Director who:

- a. is not, and has not been within the last three years, an employee or key person of the Federation or an affiliate of the Federation, and does not have a relative who is, or has been within the last three years, a key person of the Federation or an affiliate of the Federation;
- b. has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Federation or an affiliate of the Federation (other than reimbursement

for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by law);

- c. is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Federation or an affiliate of the Federation if the amount paid by the Federation to the entity or received by the Federation from the entity for property or services in an amount which, in any of the last three fiscal years, exceeded the lesser of \$10,000 or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; \$25,000 if the entity's consolidated gross revenue was \$500,000 or more but less than \$10,000,000; \$100,000 if the entity's consolidated gross revenue was \$10,000,000 or more. For purposes of this subparagraph, "payments" do not include charitable contributions;
- d. **within the last three years**, has not served as a consultant, supplier, ~~competition licensee,~~ **or** service provider, ~~or Officer~~ of the Federation; and none of the individual's relatives has served in any of the foregoing positions **during the last three years**; ~~and~~
- e. **within the last ten years, has not served as a competition manager, competition licensee, or held a financial interest in any entity that is or has been a competition licensee or responsible for the management of a competition licensed by the Federation;**
- f. **is not and has not served as an Officer of the Federation; and**
- g. is not and does not have a relative who is a current owner, whether wholly or partially, director, officer, or employee of the Federation's outside auditor or who has worked on the Federation's audit at any time during the past three years.

The terms relative, affiliate, and key person are expressly defined terms under New York law. For purposes of this Bylaw, any grant or reimbursement through Federation sport programs is not considered direct compensation.

Section 4. Independent Director Additional Criteria. Beginning in 2022, at least one Independent Director must also satisfy, and maintain, the criteria below for their entire term and any successive term with the exception of holding any governance position with the Federation, Federation membership, and reimbursement of reasonable expenses related to their service.

Within two years preceding election:

- a. the individual was not employed by or held any governance position (whether a paid or volunteer position) with the Federation, the FEI, the international regional sport entity, or any sport family entity connected to the Federation;
- b. an immediate family member of the individual was not employed by or held any governance position (whether a paid or volunteer position) with the Federation, the FEI, the international regional sport entity, or any sport family entity connected to the Federation;
- c. the individual was not affiliated with or employed by the Federation's outside auditor or outside counsel;
- d. an immediate family member of the individual was not affiliated with or not employed by the Federation's outside auditor or outside counsel as a partner, principal or manager;
- e. the individual was not a member of the Federation AAC;
- f. the individual was not a member of any constituent group with representation on the Board;
- g. the individual receives no compensation from the Federation, directly or indirectly; and
- h. the individual is not an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Federation.

Section 5. Sustaining Affiliate Directors. Beginning in 2006 and every fourth year thereafter, each Sustaining Affiliate shall elect an individual to serve a four-year term.

Section 6. Vote of Retention

If a Director has been elected to and served in a Board seat, they may choose to stand for a vote of retention. The Board will vote as to whether an Officer or Independent Director will be so retained to serve another term or whether that Director position will be opened to be filled by a new Director. The Federation AAC will vote as to whether an Athlete Director will be so retained, the IDC will vote as to whether an IDC Director will be so retained, and the NBDC will vote as to whether a NBDC representative Director will be so retained, in each case according to the election procedures approved by the Board.