This document does not include all Bylaws. Those can be found [here](#). This document identifies the Bylaws affected by the proposed changes by the Governance Committee. The changes contained herein are intended to keep pace with best governance practices and streamline the decision-making process.

Proposed new language is indicated in **bold italic**, and proposed deletions are indicated with **strikeout**.

**Table of Contents**

I. Establishing an Executive Committee for the purpose of streamlining decision-making  
II. Dedication one athlete seat to ParaEquestrian  
III. Include a retention vote for Directors eligible for a second term to increase efficiencies  
IV. Inclusion of criteria to ensure the Board and committees are populated with people with the utmost integrity  
V. Restructure International Disciplines Council and National Breeds & Disciplines Council  
VI. Replacing Preliminary with Modified, as it is now the lowest level in Eventing offered by the Federation
I. Establishing an Executive Committee for the purpose of streamlining decision-making

Bylaw 103 – Miscellaneous Provisions

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, Executive Committee, committees, councils, working groups, or task forces.

Section 7. Robert’s Rules of Order. The Annual Meeting and other meetings of the Board of Directors and 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.

Bylaw 304 – Meetings

Section 6. Proxies. Proxies at meetings of the Board of Directors, the Executive Committee, and committees are not permitted.

Bylaw 305 – Mid-Year and Annual Meetings

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

b. Prior to the convening of the second meeting, the Board shall provide the Athlete Directors an opportunity to meet and select their Executive Committee members and the President to select three Executive Committee nominees (one Independent Director, one International Disciplines Council Director, and one National Breed and Disciplines Director). Once the selections have been made, the Board shall receive the Presidential nominations for the three Directors to serve on the Executive Committee; additional nominations from the floor, if any, shall be received from the members of the Board. Following an election by the Board, the results shall be announced along with the results of the Athlete Directors’ selections of three Athlete Representatives, and identification of the other Executive Committee members.

c. Upon convening of the second meeting, the Board of Directors shall consider rule changes and receipt of Committee reports. At the Annual Meetings, the Board of Directors and shall entertain such additional business as may properly come before it.

Subpart C – Officers Executive Committee

Bylaw 321 – General Authority and Responsibilities

Beginning in 2023, 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 subject to the same limitations as the Board of Directors and such other limitations as imposed by New York Not-for-Profit Corporation Law and by these Bylaws. The Executive Committee shall not have the authority to approve Bylaw Amendments or rule changes;
the annual budget, unbudgeted expenditures over $150,000.00, or decisions that have a major financial impact; or the hiring or firing of the Chief Executive Officer.

Bylaw 322 – Composition The Executive Committee is annually composed of the following nine individuals from the Board of Directors:

(1) the President;
(2) the Vice President;
(3) the Secretary/Treasurer;
(4) one Independent Director;
(5) one International Disciplines Council Director;
(6) one National Breeds & Disciplines Council Director; and
(7) three Athletes (or such greater number as needed to provide at least 33.3% Athlete representation on the Executive Committee), two of whom must be from an Olympic or Paralympic discipline, elected by the Athlete Directors.

Bylaw 323 – Election of Executive Committee Members

The Independent Director and Directors from the International Disciplines Council and National Breeds & Disciplines Council 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 President shall nominate three individuals to serve as 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 the nominations, the President 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 monthly, except for any month that the Board convenes a regular Board meeting. 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. Six 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 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 Board of Directors. A CEO’s employment once retained may be terminated upon 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 of the Board of Directors or Executive Committee. The President shall report on the performance of the CEO to the Board of Directors as set forth in Bylaw 332;
b. Attend all meetings of the Board of Directors and 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 USOPC, the USEF Foundation, 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 USOPC. 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 Board of Directors and Executive Committee and a record of all waivers of notices of meetings of the Board of Directors and Executive Committee. Board and Executive Committee meeting minutes should state high-level topics discussed in executive session and should include when individuals recuse themselves due to a conflict of interest. Board and Executive Committee minutes shall be made available on the Federation website within a reasonable time after approval of such minutes.
II. **Dedication one athlete seat to ParaEquestrian**

Bylaw 302 – Composition

Section 1. **Beginning in January 2022**, the Board of Directors consists of the following 21 Directors (or such greater number as increased pursuant to Bylaw 301.1(o)), each of whom must be a Federation Senior Active Member and meet the qualifications in Section 2 below. Each Director shall have one vote:

1. Three Officers, including a President, Vice-President, and Secretary/Treasurer, elected as provided in Bylaw 331.

2. Seven Athlete Representatives (or such greater number as needed to provide at least 33.3 percent (33.3%) athlete representation on the Board), elected as provided in Bylaw 303, Bylaw 411, and Bylaw 421, one of whom must be the USOPC AAC member, and one of whom must be the USOPC AAC Alternate, and beginning in 2023 one of whom must have achieved a qualifying ParaEquestrian qualifying event.
   a. At least one-half (1/2) of the Athlete Directors must be Athlete Representatives from the Olympic or Paralympic disciplines.
   b. No more than one-half (1/2) of the elected Athlete Directors can come from the same primary discipline.
   c. At least five Athlete Directors must be 10-Year Athlete Representatives and two Athlete Directors, with the exception of the USOPC AAC member and USOPC AAC Alternate, can be 10-Year+ Athlete Representatives (see definition in Bylaw 401).

3. Three International Disciplines Council members, one from each of the three largest FEI disciplines shall be elected by the IDC in accordance with Bylaw 303. In 2022, the non-Olympic discipline seat shall convert to an Athlete Representative seat and shall be filled in accordance with Bylaw 303 below.

4. Four National Breeds & Disciplines Council members, one from each of the four largest breeds or non-FEI disciplines, elected as provided in Bylaw 303.

5. Three Independent members, as defined and elected as provided in Bylaw 303.

6. One representative from the Sustaining Member elected as provided in Bylaw 303.

Bylaw 303 – Election of Directors

Section 1. **Athlete Directors.** The Athlete Directors shall be elected by 10-Year Athlete Representatives who are also Federation Senior Active Members as provided in Bylaw 413. At least one-half (1/2) of the Athlete Directors must be Athlete Representatives 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 Athlete Representatives shall serve the remaining one year of their terms, and beginning in 2023 and every fourth year thereafter, two Athlete Representatives shall serve four-year terms, and one of whom must have achieved a qualifying ParaEquestrian qualifying event;

b. One Athlete Representative shall serve the remaining two years of the current term, and one Athlete Representative shall be elected to serve an initial two-year term. Beginning in 2024 and every fourth year thereafter, two Athlete Representatives shall serve four-year terms;
c. The USOPC AAC member shall serve the remaining three years of the current term, and the USOPC AAC Alternate member shall serve an initial three-year term. Beginning in 2025 and every fourth year thereafter, the USOPC AAC Athlete Representative and Alternate shall serve four-year terms;
d. One Athlete Representative shall be elected to serve a four-year term, and beginning in 2026 and every fourth year thereafter one Athlete Representative shall serve four-year terms.
III. Include a retention vote for Directors eligible for a second term to increase efficiencies

Bylaw 303 – Election of Directors

Section 6. Vote of Retention After Four Years.

If a director has been elected to and served four years, 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 four years of service or whether that director position will be opened to be filled by a new director. The AAC will vote as to whether an athlete representative director will be so retained, the International Disciplines Council will vote as to whether an IDC representative director will be so retained, and the National Breeds & Disciplines Council will vote as to whether an NBDC representative director will be so retained, in each case according to the election procedures approved by the Board.
IV. **Inclusion of criteria to ensure the Board and committees are populated with people with the utmost integrity**

Bylaw 302 – Composition

**Section 6. Qualifications.** Directors must be at least 18 years old and have the legal right to work in the United States without sponsorship, and should have the highest personal values, judgment, and integrity, as well as a commitment to the Federation and Olympic and Paralympic ideals.

An individual is ineligible for a leadership role if they have:

a. A felony conviction involving harm to animals or a member of a vulnerable population such as children, elderly, or individuals with a disability;
b. A felony conviction for sexual abuse or assault of any kind;
c. A felony conviction for a hate crime;
d. Served a period of ineligibility for an Anti-Doping Rule Violation as determined by USADA, WADA, FEI, or the Federation, not subsequently overturned; or
e. Served a period of ineligibility for a safe sport violation as defined by the U.S. Center for SafeSport or the Federation, not subsequently overturned.

Any other felony conviction must be disclosed in advance of consideration for service as a Director and may be considered in evaluations. Any misdemeanor, suspension, or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Leaders have an ongoing duty to disclose.

The Nominating Committee, or its designee, will receive these disclosures and resolve questions and disputes in eligibility and the application of these qualifications for service.

Renumber section 2 and 3

Bylaw 501 – General

Section 1. Composition. Committees of the Board are comprised solely of Directors. Committees of the Corporation are comprised of Federation Senior Active Members, who meet the qualifications in Bylaw 302, Section 2 and which may include Directors. All Committees of the Board and Committees of the Corporation, also referred to as working groups from time to time, shall have a one-year term, unless otherwise stated below or in a relevant Charter. All committee appointments, except for Athlete Representative appointees, are subject to approval by the Board. There shall be no term limits for service on committees unless otherwise stated below.
V. Restructure International Disciplines Council and National Breeds & Disciplines Council

Bylaw 311 & 321 – Repeal (relocating to Part V)

Part V – COMMITTTTES AND COUNCILS

Subpart A

Subpart B

Bylaw 311 Bylaw 511 – Councils

Section 1. To operate efficiently and to maximize the expertise of the various volunteers, the Board shall have three councils: Member Services; International Disciplines; and National Breeds & Disciplines. The Federation’s President, Vice-President, and Secretary/Treasurer shall be ex officio, non-voting members of each council. A council member may participate in the discussions of each council but may only vote in the council of which he or she is a member. A member designated to an allocated position on the International Disciplines Council or the National Breeds & Disciplines Council must have designated such Breed/Discipline as his or her primary affiliation, and participation must occur or have occurred primarily in such Breed/Discipline. The member shall be deemed to continue to hold such Breed/Discipline position for the balance of his or her term.

Section 2. The Member Services Council shall be composed of the following 7 to 11 voting members who shall oversee the direct member benefit functions of the Federation’s operations:

a. A minimum of 33.3 per cent (33.3%) Athlete Representatives, appointed by the AAC; and
b. The remaining members shall be appointed by the President, one-half (1/2) of whom must meet the requirements of an Independent Director as defined by Bylaw 303.

Section 3. International Disciplines Council (24 members, which number may increase or decrease depending on how many disciplines are recognized by the FEI) shall be composed of the following voting members who shall oversee the national and international sport programs for the FEI disciplines recognized by the FEI, all of whom shall have both international experience, as defined by Bylaw 331.2, and an understanding of the dynamics and diversity of the sport nationally:

a. One representative from each of the FEI Sport Committees designated by the relevant Sport Committee;
b. One representative from each of the International Discipline Associations, designated by the relevant Recognized Affiliate association. If no such association exists for a FEI discipline recognized by the FEI then the Federation President shall appoint a representative for the relevant discipline; and
c. One Athlete Representative from each of the eight FEI disciplines recognized by the FEI, appointed by the AAC.

If an International Discipline Affiliate fails to submit its designation by the time prescribed by the Federation, the seat will remain vacant through the next Board meeting at which time the seat(s) will be filled with a Presidential appointee(s).

Section 4. National Breeds & Disciplines Council Beginning in 2023, (15 members) shall be composed of the following voting members who shall oversee the programs for the breeds and non-FEI disciplines for which the Federation has division rules in the Rulebook, and all of whom shall have an appreciation of the dynamics and diversity of the sport nationally:
a. Twelve representatives from each of the four breeds and/or non-FEI disciplines with the most Federation Life, Senior Active, and Junior Active members designated as of the preceding competition year a primary affiliation with such breed or discipline:
   i. One representative from each of the four Breed/Discipline Committees;
   ii. One representative from each of the four Recognized National Affiliate Associations; and
   iii. One Actively Engaged Athlete Representative from each of the four breed/discipline committees, recommended by the relevant Recognized National Affiliate Association or breed/discipline committee, and approved by the AAC.

b. Three representatives appointed by the National Breeds & Disciplines Council Advisory Group (Advisory Group), one of whom must be an Actively Engaged Athlete Representative recommended by the Advisory Group and approved by the AAC. The Advisory Group is made up of one representative from each national breed or discipline with division rules in the Federation rulebook that has not met the criteria in Subsection a above to occupy a voting seat on the National Breeds & Disciplines Council.

Section 4. National Breeds & Disciplines Council shall be composed of eighteen 18 representatives from the Recognized National Affiliate Associations, 33.3 percent (33.3%) of whom must be voting Actively Engaged Athlete Representatives (see definition in Bylaw 401). The Federation President may appoint additional voting Actively Engaged Athletes, with the approval of the AAC, if necessary to ensure that at least 33.3 percent (33.3%) of the committee population consists of voting Actively Engaged Athlete Representatives. The National Breeds & Disciplines Council shall oversee all national breed sport programs and non-FEI discipline sport programs, including the Hunter discipline.

a. Fifteen (15) National Breeds & Disciplines Council seats shall be apportioned in order to ensure proportionate representation amongst the National Affiliate Associations. As such, the seats on the National Breeds & Disciplines Council shall be apportioned annually as follows, all of whom shall have an appreciation of the dynamics and diversity of the sport nationally;

b. Three (3) National Breeds & Disciplines Council seats shall be populated by representatives of the National Breeds & Disciplines Council Advisory Group (Advisory Group), one (1) of whom must be an Actively Engaged Athlete Representative. The Advisory Group shall elect these representatives. The Advisory Group is made up of one representative from each National Breed/Discipline Recognized Affiliate Association who has not met the criteria in Subsection 1 to occupy a voting seat on the National Breeds & Disciplines Council. Additional representatives to the Advisory Group will come from any National Breed/Discipline in the Federation Rule Book not represented by a Recognized Affiliate Association.

1. The four (4) largest National Affiliate Associations with Competing 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 Member of the National Breeds & Disciplines Council of the Federation. The record date shall be the last day of the competition year preceding the Annual Meeting. The primary affiliation designations of new Competing Members, renewing Competing Members and Competing 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 National Breeds & Disciplines Council Members that can be elected by each such National Affiliate Association to serve on the Federation’s National Breeds & Disciplines Council. The National Breeds & Disciplines Council members representing National Affiliate Associations are to be allocated among the applicable breeds/disciplines in proportion to the primary affiliation designations of Federation competing members. For affiliates
appointing three or more individuals to the Council, 33.3 percent (33.3%) of the affiliate appointments must include Actively Engaged Athlete Representatives.

2. Each year at the Annual Meeting, the Nominating Committee shall issue a report of the number of National Breeds & Disciplines Council seats per breed/discipline that will be allocated that year (to be seated the following year) in order to maintain the above-described proportional representation as computed each year from the primary affiliation designations of the Federation competing membership as of the record date. Appeals involving the allocation of any seat by the process must be made in writing to the office of the Federation within 30 days of the announcement. Appeals will be heard by the Hearing Committee. The decision of the Hearing Committee shall be final and shall be deemed to have the force and effect of a ruling in arbitration.

3. Each National Affiliate Association shall designate its representative(s) no later than sixty days prior to the Annual Meeting. It shall also publish to its membership, via its website, its procedures for the designation of its representative(s) to the National Breeds & Disciplines Council of the Federation, and provide the Federation with a link to those procedures.

4. If a National Affiliate Association fails to submit its designation by the time prescribed by the Federation, the seat will remain vacant through the next Board meeting at which time the seat(s) will be filled with a Presidential appointee(s).

5. A member designated to an allocated position on the Council 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 Council Member changes his or her primary affiliation during such term.

   a. Three (3) National Breeds & Disciplines Council seats shall be elected by the National Breeds & Disciplines Council Advisory Group. Any National Affiliate not meeting the criteria set above in subsection 1 to occupy a voting seat on the National Breeds & Disciplines Council shall be considered a member of the Advisory Group of the National Breeds & Disciplines Council. The Advisory Group shall elect three (3) members to serve as voting members for the Advisory Group on the National Breeds & Disciplines Council, one (1) of whom must be an Actively Engaged Athlete Representative. Each Advisory Group Member is eligible to nominate candidates and vote for the voting members to serve in the Advisory Group seats on the National Breeds & Disciplines Council.

The Chair of the National Breeds & Disciplines Council shall be elected by the Council. Only Council members that represent the four largest National Affiliates are eligible to serve as Chair of the National Breeds & Disciplines Council.

Section 5. Each International Discipline Recognized Affiliate Association shall designate its representative(s) by the time prescribed by the Federation no later than sixty days prior to the Annual Meeting. It shall also publish to its membership, via its website, its procedures for the designation of its representative(s) to the International Disciplines relevant Council of the Federation, and provide the Federation with a link to those procedures. If a Recognized Affiliate Association fails to submit its designation by the time prescribed by the Federation, the seat will remain vacant until the next Board meeting at which time the seat will be filled with a Presidential appointee.

Notwithstanding any provision in these Bylaws to the contrary, if any organization having proportional or direct representation on any Council fails to affiliate and pay required fees as a Recognized Affiliate of the Federation and be subject to all responsibilities and privileges of affiliation, such failure shall constitute cause for the
removal of the Council member(s) then serving on the Council representing such association or corporation and for the suspension of the election of any new Council members to such positions.

Section 6. Council Chairs. Immediately after the Councils have been constituted, each Council shall meet to elect a Chairman who shall act as chairman of the Council for a two-year term. Council Chair terms are limited to two consecutive two-year terms.

The Chair of the National Breeds & Disciplines Council shall be elected by the Council. Only Council members that represent the four largest National Affiliates are eligible to serve as Chair of the National Breeds & Disciplines Council.

Each Council Chairman shall facilitate program development for his Council, including long-term planning within each breed/discipline in his Council. The Chairman shall be responsible for his Council budget and shall facilitate internal program review.

Section 7. Council Meetings. The Councils shall meet at least quarterly.

Section 8. Participation. Each Council member who attends less than 50% of the meetings in any calendar year may be removed from the respective Council and replaced subject to the appointment or election procedures that were used in the initial seating of that position.

Section 9. Council Responsibilities. The International Disciplines Council and National Breeds & Disciplines Council must meet at least quarterly and is responsible for (i) bi-annual review, evaluation, and implementation of the relevant strategic plan and sport programs under that council’s purview; (ii) development of each Council shall create its own budget in conjunction with the Federation staff and at the direction of the Budget & Finance Committee; (iii) review and recommendation of relevant rule submissions in accordance with the Federation’s rule change process; and (iv) any other tasks as assigned by the Federation’s President or Chief Executive Officer. The International Disciplines Council and the National Breeds & Disciplines Council each shall elect four members who shall serve on the Federation Board of Directors.

Section 10. Term and Term Limits. The term of each Council member shall be two years. Any member of a Council may serve a maximum of four consecutive two-year terms on the same Council, or nine years in total if the Council member has been appointed to fill a partial term, and may not be reappointed to the Council on which they have served the maximum terms for 350 days following their last day of service. In 2014, the Athlete Representatives appointed to the International Disciplines Council shall serve an initial term of one year and beginning in 2015 and every second year thereafter serve a two (2) year term, except the AAC representative whose initial term is three (3) years and then four (4) years thereafter. Beginning in 2024, the terms of the IDC Athlete Representatives shall run consistent with the other Council members, and not staggered.

Bylaw 312 – General Duties and Responsibilities (moved up to different Bylaw)

The President shall assign each Council specific matters within their respective expertise to consider and make a recommendation to the Board of Directors. Each Council shall be responsible for proposing an annual budget for the activities within its respective area of expertise as set forth in Bylaw 611. The Councils may further consider any policies or programs within their respective areas of expertise and make such recommendations to the Board as the Council finds appropriate. The Board then shall consider the Council’s recommendations and take whatever action the Board considers appropriate.
VI. Replacing Preliminary with Modified, as it is now the lowest level in Eventing offered by the Federation

Bylaw 203

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 PreliminaryModified Level or above . . .

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 PreliminaryModified Level or above . . .