

**AMENDED AND RESTATED BYLAWS
OF
UNITED STATES EQUESTRIAN FEDERATION, INC.**

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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. NGB COMPLIANCE. As the NGB and in accordance with the Ted Stevens Olympic and Amateur Sports Act and the United States Olympic Committee (“USOC”), the Federation shall:

- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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 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.
- f. Provide the strongest possible U.S. representation internationally in each of the FEI disciplines, including providing a selection process for each major event.
- g. 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.
- h. 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.

- i. 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.
- j. Provide effective and timely communication to every level of athlete, official, and organizer within the sport.
- k. Develop interest and participation in equestrian sport throughout the United States and work with Recognized Affiliate Associations, breed and discipline organizations, and other organizations to encourage participation.
- l. 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.
- m. Coordinate the calendar of competitions to ensure 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.
- n. Train and license officials.
- o. 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.
- p. 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.
- q. Establish national goals and encourage attainment of those goals.
- r. Aid the USOC in its mission to help U.S. athletes achieve sustained competitive excellence while inspiring all Americans and preserving the Olympic ideal.
- s. 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.
- t. 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.
- u. 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.
- v. Provide equitable support and encouragement for participation by women and minorities.
- w. Provide and coordinate technical information on physical training, equipment, its design, coaching and performance analysis.
- x. 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, Section 8.

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 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 Section 9 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 Section 9, 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 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 the Federation 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 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 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 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 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 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.

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.

Subpart C – AFFILIATED ENTITIES

Bylaw 221 – Affiliated Entities

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 – Recognized Affiliate Associations

Section 1. RECOGNIZED AFFILIATE ASSOCIATIONS. Recognized Affiliate Associations consist of corporations, organizations, and associations in good standing that have been approved by the Board of Directors of the Federation. Recognized Affiliate Associations shall 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 determined by the Federation. Recognized Affiliate categories shall include:

1. International Discipline Associations where the discipline is recognized through the Federation to the FEI or 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 in these Bylaws as the “FEI Affiliates”; or
2. National 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 National Affiliate Association ceases to affiliate with the Federation, the Board of Directors 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 Board of Directors may replace the organization with an appropriate Federation Breed or Discipline Committee. Such Committee shall be deemed a Recognized National Affiliate Association for purposes of Bylaw 303. Recognized National Affiliate Association requirements are established by the Board of Directors from time to time. 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 National Affiliate Associations are sometimes referred to in these Bylaws as “National Affiliates.”

Section 2. GROUP MEMBERS. A Recognized Affiliated Association may petition the Board of Directors to enlist members of such Recognized Affiliate Association in certain Federation 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 restrictions as indicated in the Rules.

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 – Sustaining Affiliates

Sustaining Affiliates are charitable organizations that have been formed for and continue to have the primary purpose of providing funding directly to the Federation and shall be entitled to representation on the Board of Directors of the Federation so long as the Sustaining Affiliate provides a voting seat on its Board of Directors for a Federation

representative appointed by the Federation President. The Federation shall have one sustaining member, the 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 that has knowledge of and experience in equestrian sport, including competencies that enhance the mission of the Federation. The Board of Directors shall be responsible for the development of the strategic direction of the Federation and shall set policy and delegate the responsibility for implementation to the Chief Executive Officer and staff. 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. development of policy and strategic direction for the Federation ;
2. assistance and review, through the President, of the Chief Executive Officer's implementation of the plans and initiatives to determine whether the Federation is achieving the desired outcome of the policies and strategic direction of the Federation;
3. approval of the Federation annual budget and audit;
4. participation in an active manner in fund raising for the Federation;
5. The Board may make contracts in its name and behalf or authorize such contracts to be made by the Officers of the Federation;
6. promulgation and approval of the rules governing Licensed 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 Councils;
7. 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;
8. after a hearing conducted in accordance with the provisions of Bylaw 701, to censure or fine a Licensed Competition for cause or suspend or terminate the license of any Competition for cause;
9. 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;
10. alter or amend the dues structure, including all fees, at any time as it deems warranted;
11. 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,
12. 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 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 19 Directors (or such greater number as increased pursuant to Bylaw 301(12), each of whom must be a Federation Senior Active Member, with each Director having one vote: Three Officers, including a President, Vice-President, and Secretary/Treasurer, elected as provided in Bylaw 331.

1. Four Eligible Athletes (or such greater number as needed to provide at least 20% Athlete representation on the Board), elected as provided by Bylaw 303, Bylaw 411 and Bylaw 421, one of whom must be the USOC AAC member. No more than two elected Eligible Athletes can come from the same primary discipline.
2. Four International Disciplines Council members, one from each of the three Olympic disciplines (Dressage, Eventing, Show Jumping) and one from any of the other five International disciplines, elected as provided in Bylaw 303.
3. Four National Breeds & Disciplines Council members, one from each of the four largest National Affiliates, elected as provided in Bylaw 303.
4. One Administration & Finance Council member, elected as provided in Bylaw 303.
5. Two Independent members, as defined and elected as provided in Bylaw 303.
6. One representative from each Sustaining Member elected as provided in Bylaw 303.

Section 2. The term of a member 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 3. TERM LIMITS. 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 an Officer position for a maximum of two additional consecutive four-year terms regardless of prior continuous service as a Director. A change of 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 Vice-President or Secretary/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 Directors

Section 1. ATHLETE DIRECTORS. The Athlete Directors shall be elected by Eligible Athletes as provided in Bylaw 413. The Eligible Athletes shall elect four Athletes from the FEI disciplines to serve as a Director of the Federation, one who shall also serve as the Federation's USOC AAC member. In 2014, one Eligible Athlete shall be elected to serve an initial one (1) year term and beginning in 2015 and every fourth year thereafter to serve a four (4) year term. In 2014 one Eligible Athlete shall be elected to serve an initial two (2) year term and beginning in 2016 and every fourth year thereafter to serve a four (4) year term. In 2014, one Eligible Athlete shall be elected to serve an initial three (3) year term and beginning in 2017 and every fourth year thereafter to serve a four (4) year term. In 2014, one Eligible Athlete shall be elected to serve a four (4) year term and every fourth year thereafter to serve a four (4) year term. At least one half of the Athlete Directors must be Athletes from the three Olympic Disciplines. No more than two elected Eligible Athletes can come from the same primary discipline.

Section 2. COUNCIL DIRECTORS. Beginning in 2014 each of the three Councils (Administration & Finance, International Disciplines, and National Breeds & Disciplines shall elect individual from their respective Council to serve as a

Director of the Federation. See Bylaw 302.3 for Term Limits.

- a. Administration and Finance Council. In 2014, one member shall be elected to serve on the Board of Directors for an initial term of two (2) years. Thereafter the term shall be a four (4) year term.
- b. International Disciplines Council. In 2014, one member shall be elected to serve on the Board of Directors for an initial term of one (1) year and beginning in 2015 and every fourth year thereafter to serve a four (4) year term. In 2014, two members shall be elected to serve on the Board of Directors for an initial term of two (2) years and beginning in 2016 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for a term of four (4) years and every fourth year thereafter to serve a four (4) year term. Of the four seats above, one seat is a non-Olympic discipline seat, which shall be elected by the five (5) non-Olympic and ParaEquestrian council members only.
- c. National Breeds & Disciplines Council. In 2014, one member shall be elected to serve on the Board of Directors for an initial one (1) year term and beginning in 2015 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for an initial two (2) year term and beginning in 2016 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for an initial three (3) year term and beginning in 2017 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for a four (4) year term and every fourth year thereafter to serve a four (4) year term.

Section 3. INDEPENDENT DIRECTORS. In 2014, the Board of Directors shall elect two individuals, who meet the criteria below, to serve an initial term of three (3) years. Beginning in 2017 and every fourth year thereafter, one elected individual will serve a four (4) year term. The other elected individual will serve a two (2) year term and beginning in 2019 and every fourth year thereafter, the 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 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 employee of the Federation or an affiliate of the Federation; and
- 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); and
- 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 made payments to, or received payments from, the Federation or an affiliate of the Federation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2 percent of the Federation's consolidated gross revenues. For purposes of this subparagraph, "payments" do not include charitable contributions; and
- d. has not served as a consultant, supplier, competition licensee, service provider, or Officer of the Federation; and none of the individual's relatives has served in any of the foregoing positions.
- e. the terms relative, affiliate, and key employee are expressly defined terms under New York law.
- f. for purposes of this Bylaw, any grant or reimbursement through sport programs from the Federation is not considered direct compensation.

Section 4. SUSTAINING AFFILIATE DIRECTORS. Beginning in 2006 and every fourth year thereafter, each Sustaining Affiliate shall elect an individual to serve a four-year term.

Bylaw 304 – Meetings

Section 1. MEETINGS. The Board of Directors shall meet at least six times per year, including in person at the

Annual Meeting of the Federation and at the Mid-Year Meeting. Except for Special Meetings addressed in Section 2 below, the Secretary/Treasurer must give at least three weeks' notice of such meetings to all members of the Board of Directors. Meetings other than the Annual Meeting and Mid-Year Meeting are permitted to be conducted by telephonic or other electronic means and date to be fixed by the Board or by the Officers. Notice of a meeting or special meeting (or waiver of notice) may be given by fax or by electronic communication, such as e-mail provided there is reasonable certainty that the destination is correct. Fax/electronic notification is invalid if undeliverable or if two consecutive notices are not delivered to the recorded number or address.

- a. Proposals to change any mileage rules must be published to the Federation's membership on or by April 1. Any such amendments will have an effective date of December 1 of the following calendar year.

Section 2. SPECIAL MEETINGS. The President shall have the power to call a special meeting of the Board of Directors 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/Treasurer shall provide notice of such meetings to each Director at least ten days prior to the meeting.

Section 3. QUORUM. At all meetings of 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 Board members by the Secretary/Treasurer.

Section 4. ACTION BY UNANIMOUS WRITTEN CONSENT. Whenever Directors are required or permitted to take any action by vote, such action may be taken without a meeting upon consent of all of the Directors entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Directors of the Board shall be filed with the minutes of the proceedings of the Board.

Councils and committees may take action by unanimous written consent in the same manner as the Board.

Section 5. OPEN MEETINGS. The Officers may exclude from the Annual Meeting, or any regular or special meeting, any persons who are not Directors or Officers of the Federation.

Section 6. PROXIES. Proxies at meetings of the Board of Directors and committees are not permitted.

Section 7. EXTRAORDINARY CIRCUMSTANCES PARTICIPATION. Under extraordinary circumstances, as determined in their absolute discretion by the unanimous agreement of the three 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 electronic 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 electronic 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 8. AGENDA. Not less than seven (7) days prior to any meeting of the Board of Directors the Secretary/Treasurer shall cause to be mailed, faxed, or sent by electronic communication such as e-mail, to the Directors an agenda of matters proposed to be considered at such meeting. In order for the Board of Directors 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 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 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 Meeting shall require the consent of eighty (80%) percent of the members present and voting at the meeting to consider the matter.

Section 9. ELECTION OF OFFICERS, AND INDEPENDENT DIRECTORS. The election of Officers and Independent Directors, 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 Officer, or an Independent Director 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 305 – Mid-Year and Annual Meetings

Section 1. MID-YEAR MEETING. The Mid-Year Meeting of the Federation's 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 Officers may designate. The Secretary/Treasurer must give at least three weeks notice of such meeting to all Board of Directors. 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 503. 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.

Section 2. ANNUAL MEETING. The Annual Meeting of the Federation's 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 Officers may designate. The Secretary/Treasurer must give at least three weeks' notice of such meeting to all members of the Board of Directors.

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 Board of Directors 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 503 and the election of the Vice-President and Secretary/Treasurer, if applicable, and for the election of Independent Directors, if any. 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 of Directors shall consider 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 306 – 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. If a Director misses both the Annual Meeting and the Mid-Year Meeting in the same year 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 both the Annual Meeting and the Mid-Year Meeting in the same year 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/Treasurer 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 both the Annual Meeting and the Mid-Year Meeting in the same year without being excused in advance by the President may be removed by the Board of Directors. 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 – COUNCILS

Bylaw 311 – Councils

Section 1. To operate efficiently and to maximize the expertise of the various volunteers, the Board shall have three councils: Administration and Finance; 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.

Section 2. Administration and Finance Council (11 members) shall be composed of the following voting members who shall oversee the administrative portion of the Federation’s operations:

- a. Two elected Eligible Athlete members;
- b. Three members elected directly from the International Disciplines Council;
- c. Three members elected directly from National Breeds & Disciplines Council; Two Presidential Appointees; and
- d. Federation Secretary/Treasurer.

Section 3. International Disciplines Council (27 members) shall be composed of the following voting members who shall oversee the national and international sport programs for the FEI disciplines, 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. Eight FEI Sport Committee Members, one from each sport;
- b. Two representatives from each of the three International Discipline Associations for the Olympic Disciplines (Dressage, Eventing, and Show Jumping);
- c. One representative from each of the remaining five International Discipline Associations; and
- d. One elected Eligible Athlete member from each of the eight FEI disciplines.
- e. Each International Discipline Affiliate 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 International Disciplines Council of the Federation, and provide the Federation with a link to those procedures.
- f. 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 (19 members) shall be composed of 16 representatives from the Recognized National Affiliate Association, plus twenty percent (20%) Active Athletes recommended by the National Breeds & Disciplines Council but appointed by the President, all of whom are voting members and shall oversee all breed sport programs and non-FEI discipline sport programs, including the Hunter discipline.

- a. 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. One National Breeds & Disciplines Council seat shall be populated by a representative of the National Breeds & Disciplines Council Advisory Group (Advisory Group). The Advisory Group shall elect this representative. 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 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.

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. One National Breeds & Disciplines Council seat 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 one member to serve as the voting member for the Advisory Group on the National Breeds & Disciplines Council. Each Advisory Group Member is eligible to nominate a candidate and vote for a voting member to serve the Advisory Group seat on the National Breeds & Disciplines Council.

- b. 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. 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. Each year immediately after the Councils have been constituted, each Council shall meet to elect a Chairman who shall act as chairman of the Council.

- a. 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. Each Council shall create its own budget in conjunction with and at the direction of the Budget & Finance Committee. The International Disciplines Council and the National Breeds & Disciplines Council each shall elect four members who shall serve on the Federation Board of Directors. The Administration & Finance Council shall elect one member who shall serve on the Federation Board of Directors.

Section 10. TERM. The term of each Council member shall be two years. There is no limit as to the number of terms that any Council member is eligible to serve. In 2014, the Eligible Athletes elected 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.

Bylaw 312 – General Duties and Responsibilities

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.

Subpart C – OFFICERS

Bylaw 331 – Officers

Section 1. The Officers of the Federation shall be a President, Vice-President and a Secretary/ Treasurer. All Officers 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 the Federation, unless otherwise provided herein.

Section 2.

- a. The Board of Directors shall elect the President, Vice-President and a Secretary/ Treasurer as set forth below. To be eligible to serve as any of these Officers, the individual must have served on the Federation Board of Directors within the last six years preceding the election of the applicable seat.
- b. To be eligible to serve as President an individual must have both international experience and an appreciation of the dynamics and diversity of the sport nationally. For purposes of these bylaws, “international experience” means an individual who demonstrates an understanding of and embraces the critical importance of the Federation’s role in international sport.
- c. If an elected Officer holds a position as an existing Director, 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.

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 Vice-President: a 2-year term being elected in 2005 and 4-year terms beginning in 2007. [NOTE: the Vice-President is elected at the Annual Meeting.]
3. The Secretary/Treasurer: a 2-year term being elected in 2005 and 4-year terms beginning in 2007. 2015 and 2-year terms thereafter. [NOTE: The Secretary/Treasurer is elected at the Annual Meeting.]

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 shall be an ex officio member of each Council and all committees and task forces, except the Ethics Committee, the Nominating Committee, the Athlete Nominating Committee, and the Athletes’ Advisory Committee. The President shall not appoint himself nor be elected nor serve as chairman of any committee except the Board of Directors. During the term of office, the President shall not be an employee of the Federation. The President may at any time call a meeting of the Board of Directors or Councils 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 oversee the reporting system, checks and balances from the Councils to ensure that the Board approved plans are followed and implemented.
- c. The President shall guide the strategic growth and direction of the Federation that has been approved by the Board of Directors. He shall see that it is implemented by the CEO.
- d. The President shall preside over the volunteer leadership structure to provide inspiration and encouragement to Board of Directors, committee members, and volunteers to serve and contribute their time and talents.
- e. The President shall recommend a Chief Executive Officer to the Board for its approval. The President shall negotiate the terms and conditions of employment for the CEO and recommend such terms to the Board of Directors 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 Board of Directors 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 Board of Directors.
- f. The President, or the Vice-President if the President is unavailable, or the Secretary/Treasurer if they both are unavailable, may make modification in the application of the Rules under special circumstances and shall report

any such modification granted to the Board of Directors at its next meeting.

- g. 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. VICE-PRESIDENT. The Vice-President shall perform the duties of the President or other duties when requested by the President or in the event of the President's resignation, incapacity, removal, or death. The Vice-President shall preside over all meetings of the Board at which the President is not present. The Vice-President shall serve as an ex officio, non-voting member of each of the three Councils.

Section 3. SECRETARY/TREASURER. The Secretary/Treasurer shall give notice of all meetings of the Board of Directors. The Secretary/Treasurer shall be custodian of the seal of the Federation and shall perform such other duties as may be from time to time assigned to the Secretary/Treasurer by the Board or are assigned to the Secretary/Treasurer in the Bylaws and Rules. The Secretary/Treasurer shall oversee all funds and accounts of the Federation maintained under the direction of the CEO. The Secretary/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 Secretary/Treasurer, with the approval of the Audit Committee, may cause independent auditors to investigate any financial matters of the Federation. The Secretary/Treasurer shall be an ex officio member of each Council.

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 Vice-President shall serve as Acting President until a new president is elected.

Section 2. If an 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 Board of Directors. At the meeting, additional nominations for the Officer vacancy, if any, shall be accepted from members of the Board. A director elected to fill an 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.

Subpart D – 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 the Federation, then, to the fullest 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 Officer or Director 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 non-derivative 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 Officer or Director 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 an Officer or Director of the Federation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. If any provision of the New York Not-For-Profit Corporation Law or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Federation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the New York Not-For-Profit Corporation Law or these bylaws that shall not have been invalidated. 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 conflict of interest as defined in the Federation's Conflict of Interest Policy with regard to any financial or other transaction involving the Federation, such individual may not:

- a. be present at or participate in Board or committee deliberations or voting on any matter giving rise to such conflict; or
- b. attempt to influence Board or committee deliberations with respect to the transaction.

However such a person may present information concerning such the transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto. But he or she shall be counted in determining

the quorum for the meeting relating to the matter. In the absence of any conflict of interest, after full disclosure pursuant to the requirements of the Federation's Conflict of Interest Policy, 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. DISCLOSURE OF DIRECTORS' CONFLICTS OF INTEREST. Prior to the initial election of any Director, and annually thereafter, each Director shall complete, sign and submit to the Secretary of the Board a statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Federation has a relationship, and any transaction in which the Federation is a participant in which the Director might have a conflicting interest. The Secretary shall provide a copy of all completed statements to the chair of the Audit Committee.

Section 3. CONFLICT OF INTEREST POLICY. The Board of Directors shall adopt a written Conflict of Interest Policy including minimizing conflict of interest situations regarding the Directors, Officers, and key employees, and including selection of athletes, horses, coaches, trainers, managers, administrators, veterinarians, officials and others for competitions. The Board, in conjunction with the Audit Committee, shall oversee the adoption and implementation of, and compliance with, the Conflict of Interest Policy. At a minimum, the Conflict of Interest Policy shall include (1) a definition of circumstances that constitute a conflict of interest, (2) procedures for disclosing a conflict of interest to the Audit Committee, (3) a requirement that the person with a conflict of interest not be present at or participate in board or committee deliberations or voting on the matter giving rise to such conflict, (4) a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict, (5) a requirement that the existence and resolution of the conflict be documented in Federation records, including in the minutes of any meeting at which the conflict was discussed or voted upon, (6) procedures for disclosing, addressing and documenting related-party transactions, and (7) a requirement that Directors complete, sign, and submit annual conflict of interest disclosure statements to the Federation.

Section 4. RELATED PARTY TRANSACTIONS. The Federation is prohibited from entering into any Related Party Transaction unless the transaction is determined by the Board of Directors to be fair, reasonable and in the Federation's best interest at the time of such determination. Any Director, Officer, or Key Employee who has an interest in a related party transaction shall disclose in good faith to the Board, or an authorized committee thereof, and/or the Audit Committee, the material facts concerning such interest. The Board may delegate the review and approval of Related Party Transactions to the Audit Committee, in which case all references to the Board in this Section 4 shall be deemed to refer to the Audit Committee.

Before engaging in a related party transaction, the Board of Directors shall:

- a. consider alternative transactions to the extent available;
- b. approve the transaction by not less than a majority vote of the Directors present at the meeting; and
- c. contemporaneously document in writing the basis for the decision, including its consideration of any alternative transactions.

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.

Bylaw 346 - Compensation of Directors and Officers

No Director or Officer may participate or be present at any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that such person present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting.

Bylaw 347 - Whistleblower Policy

The Board, through the Audit Committee, shall adopt a whistleblower policy to protect from retaliation persons who report suspected improper conduct. Such policy shall provide that no Director, officer, employee or volunteer who in good faith reports any action or suspected action taken by or within the Federation that is illegal, fraudulent or in violation of any adopted policy of the Federation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence. The whistleblower policy shall include (1) procedures for the reporting of violations or suspected violations of laws or corporate policies, including procedures for preserving the confidentiality of reported information; (2) a requirement that an officer, Director or employee be designated to administer the whistleblower policy and to report to the Audit Committee; and (3) a requirement that a copy of the policy be distributed to all officers, Directors, employees and volunteers who provide substantial services to the Federation.

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 Federation Bylaws 411, 421, 431, 432, and 503, or any committee outlined in a Committee Charter, said athlete must be a Federation 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 the Committee Charter, said athlete must be a Federation 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 Federation Bylaws 411, 421, 431, 432, and 503, or any committee outlined in a Committee Charter, said athlete must be a Federation 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 Federation Bylaws 411, 421, 431, 432, and 503, or any committee outlined in a Committee Charter, said athlete must be a Federation 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 and Designated Committees

Section 1. There shall be at least 20% Athlete Member representation on the Federation’s Board of Directors, Councils, 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 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 both the Annual Meeting and the Mid-Year Meeting in the same year 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 Federation 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. As to appointments to other Committees which are not Designated Committees, the President shall appoint those athletes in accordance with Federation 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 Board of Directors.

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 shall be a member of the International Disciplines Council.

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.
- 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 503).
3. to nominate Athlete Directors for election to the Athlete positions on the Councils 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 eighteen (18) Athletes composed annually as follows: the Committee shall consist of two (2) Eligible Athletes from each of the FEI Sport Committees, 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. One-third 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 – COMMITTEES OF THE BOARD AND CORPORATION

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, which may include Directors. All Committees of the Board and Committees of the Corporation are subject to approval by the Board annually, unless otherwise stated below.

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 Federation 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 Federation 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 three or one-third of a committee, subcommittee, or task force, whichever is greater.

Section 4. PARTICIPATION. Any member of a 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 that 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.

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. The Board of Directors may establish committees that serve in an advisory capacity. Each established committee must have a Charter describing its purpose, number of committee members, and the term of service. Subject

to the approval of the Board of Directors of the Federation, the President may appoint task forces as the President deems necessary to address a particular issue. Each task force must have a specific objective, a specific deliverable and a term certain.

Bylaw 502 - Committees of the Board.

Section 1. AUDIT COMMITTEE. There shall be an Audit Committee, which shall consist of no less than three but no more than five members of the Board who meet the definition of Independent Director in Bylaw 303.3. The Chairman shall be elected by the committee. The Audit Committee in conjunction with the Board shall oversee the accounting and financial reporting processes of the Federation and the audit of the Federation's financial statements, annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. In addition to such duties, the Audit Committee shall:

- a. review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- b. upon completion of the audit, review and discuss with the independent auditor:
 1. any material risks and weaknesses in internal controls identified by the auditor;
 2. any restrictions on the scope of the auditor's activities or access to requested information;
 3. any significant disagreements between the auditor and management; and
 4. the adequacy of the Federation's accounting and financial reporting processes.
- c. consider the performance and independence of the independent auditor and report on the committee's activities to the Board. Only Independent Directors may participate in any Board or committee deliberations or voting relating to matters relating to the audit.
- d. investigate all matters of fiscal controls including but not limited to Budget Control, Risk Management, Legal Compliance, Conflict of Interest, Ethics/Code of Conduct and Whistleblower Policy. Following the investigation of any such matters, the Committee shall promptly report its findings to the Board and make recommendations as needed.
- e. recommend the establishment of policies and controls that encompass any activity that may impact on the financial well-being of the Federation.
- f. submit recommendations regarding requirements of confidentiality within the Federation, requirements of openness, and is charged with the development of a standard of openness required to do business properly.
- g. perform such other duties as directed by the Board of Directors or the President.

Bylaw 503 - Committees of the Corporation

Section 1. ETHICS COMMITTEE. There shall be appointed by the President, and subject to approval by the Board, 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 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 2. 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. Subject to approval by the Board, 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.

At least 20% of the Hearing Committee shall be composed of Eligible Athletes. 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 Federation members, affiliates, breeds and disciplines. 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 these bylaws and the Federation Rule Book. The term of this Committee is two years.

- 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 3. NOMINATING COMMITTEE.

- a. Composition. The Nominating Committee shall consist of nine (9) Senior Active Members of the Federation two (2) elected by each of the three Councils, two (2) elected Eligible Athletes, and one (1) member of the Federation’s Governance Committee. One of the individuals elected from each Council shall be an individual who is currently serving on the Board of Directors and 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. The Federation’s Governance Committee shall annually appoint a Governance Committee member to serve. No individual may serve more than four consecutive years on the Nominating Committee. The Committee shall elect a chairman.
- b. Quorum. Six (6) members of the Nominating Committee shall constitute a quorum.
- c. Vacancy. Should a non-athlete vacancy occur on the Nominating Committee the pertinent Council or the Governance Committee shall appoint a replacement member to serve the remainder of the term of the seat vacated in the manner specified for that position as prescribed in a. above. 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 of the Federation, the Nominating Committee shall submit, in writing to the Board, its nominations for Independent Board Members and for 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 305, the Nominating Committee shall submit in writing to the Board its nomination for President. At the meeting, additional nominations for Officers shall be accepted from members of the Board.
- e. Suggestions for nominations for Independent Board Members and 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.

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 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 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. 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 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 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 Board of Directors and a record of all waivers of notices of meetings of the Board of Directors.

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 proposed budget for the next fiscal year. This budget will be developed in accordance with a timeline approved by the Board in the first quarter of the calendar year.

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. Only the Board of Directors at a duly called meeting of the Board has the authority to, make or execute 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 \$100,000 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 \$150,000 over the life of the obligation.

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;
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 Rules, Chapter 6.

Section 3. The Federation is committed to the eradication of misconduct in sport and shall comply with the policies and procedures of the USOC and the independent Safe Sport organization designated by the USOC to investigate and resolve all claims of misconduct. Federation members and non-members are subject to the exclusive jurisdiction of the independent Safe Sport organization for all allegations of sexual misconduct. The independent Safe Sport organization shall have discretionary jurisdiction over Federation members and non-members subject to agreement between the independent Safe Sport organization and the Federation.

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 Rules, Chapter 6.

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 Section 9 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 Rules, Chapter 6.

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 under this Bylaw only when the alleged violation affects the opportunity of the complaining 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 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 Section 1.3 (w), 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 Federation Rules, Chapter 6, 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 Chapter 6. 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 Section 10 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 Section 9 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. The CEO shall then provide notice of the proposed amendment to the Board at least seven days prior to the meeting.

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