

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

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, Seal, and Definitions

Section 1. Name. The name of this corporation shall be the United States Equestrian Federation, Inc.

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.”

Section 3. Definitions. As used in these Bylaws, the term:

- a. “AAC” is the United States Equestrian Federation Athlete Advisory Committee composed entirely of USEF 10-Year Athletes or at least eighty percent (80%) USEF 10-Year Athletes and the remainder USEF 10-Year+ Athletes.
- b. “Amateur Athlete” means any athlete who meets the eligibility standards established by the Federation.
- c. The “Act” is the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 et seq) as amended.
- d. The “Board” means the Federation Board of Directors.
- e. “Bylaws” means the bylaws of the Federation.
- f. “CEO” means the Chief Executive Officer.
- g. “Claimant” means the person or owner of a horse directly affected by a violation of Federation rules or policies.
- h. “Competing Member” is an individual who desires to participate in Federation Licensed Competitions and who is a Life Member and/or Senior Active Member or Junior Active Member.
- i. “Complaint” is a NGB Compliance Complaint, Opportunity to Participate Complaint, or Disciplinary Action Complaint filed with the FRD in accordance with Part VII of these Bylaws.
- j. “COI Covered Person” means any Officer, Director, key person, committee member, and other person covered by the Federation conflict of interest policy.
- k. “Committee” includes the Executive Committee, councils, working groups, and task forces.
- l. “Covered Misconduct” means suspected improper conduct defined under the Whistleblower and Anti-Retaliation Policy.
- m. “Delegation Event” means, individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan Am Games.
- n. “Designated Committee” means any Committee that makes recommendations or decisions directly impacting its elite athletes, including at least the following (by name or function):
 - i. Allocation of USOPC and/or NGB provided resources
 - ii. Audit
 - iii. Budget/Finance
 - iv. Compensation
 - v. Ethics
 - vi. Judicial, grievance, and any other hearing panel affecting an individual’s participation in Protected Competition
 - vii. Nominating
 - viii. Governance
 - ix. Selection of athletes, coaches, and/or staff for Protected Competition, including development, approval, and implementation of selection criteria
- o. “Federation” means the United States Equestrian Federation.
- p. “FEI” means the Fédération Equestre Internationale.
- q. “FRD” means Federation’s Regulation Department.
- r. “IDC” means the International Disciplines Council.

- s. "IF" means international federation.
- t. "International Disciplines Association" means an association formally recognized by the Federation where the discipline is recognized through the Federation to the FEI or the USOPC. The Federation may only recognize one International Discipline Association for each discipline recognized by the FEI.
- u. "IOC" means the International Olympic Committee.
- v. "IPC" means the International Paralympic Committee.
- w. "Junior Active Member" means a person who has not reached their eighteenth birthday (in accordance with the applicable Federation Rules), and who has paid the requisite dues. Life members who have not reached their eighteenth birthday are also Junior Active Members.
- x. "Life Member" means a person who desires to participate in Federation Licensed Competitions and who has made a single lifetime payment of dues.
- y. "MSC" means Members Services Council.
- z. "National Associations" means associations formally recognized by the Federation where the national breed or non-FEI discipline has competition rules that have been approved by the Board for inclusion in the Federation's Rulebook.
- aa. "NBDC" means National Breeds & Disciplines Council.
- bb. "NGB" means National Governing Body recognized and certified by the USOPC as set out in Section 8 of the USOPC bylaws.
- cc. "Non-Competing Member" means a person who does not desire to participate in Federation Licensed Competitions and who pays the requisite dues.
- dd. "Petitioner" means a person who brings a Complaint under Part VII of these Bylaws.
- ee. "Protected Competition" means a Delegation Event or a Qualifying Competition.
- ff. "Qualifying Competition" as defined by the USOPC Bylaws, means either of the following:
 - i. NGB Qualifying Competition: Any competition or activity organized or approved by the Federation (e.g. team selection camp, tryout, national championship, Trials event) where the athlete's performance or results are considered in the published selection criteria to represent the United States in a USOPC Delegation Event.
 - ii. International Qualifying Competition: Any international competition where (i) athletes represent the United States against athletes representing other nations, (ii) the Federation officially designates entrants, as required by the competition organizers, and (iii) athlete results or performance are included in published criteria (i.e., FEI qualification system or Federation selection criteria) to qualify, or be selected, to represent the United States in a USOPC Delegation Event.
- ii. "Recognized Affiliate Association" means an association formally recognized by the Federation as an International Discipline Association and/or a National Association.
- jj. "Respondent" means a person against whom a report or Complaint is made alleging the person violated a Federation Bylaw, rule, or policy.
- kk. "Senior Active Member" is a person who has reached their eighteenth birthday (in accordance with the applicable Federation Rules) and who has paid the requisite dues. Life Members who have reached their eighteenth birthday are also Senior Active Members.
- ll. "Team USA Athletes' Commission" as defined in the USOPC Bylaws, where it is referred to by its previous name, the Athletes' Advisory Council, the entity established and maintained that:
 - i. is composed of, and elected by, amateur athletes to ensure communication between the USOPC and currently active amateur athletes; and
 - ii. serves as a source of amateur athlete opinion and advice with respect to policies and proposed policies of the USOPC.
- mm. "USADA" means the U.S. Anti-Doping Agency.
- nn. "USEF 10-Year Athlete"¹ means an athlete selected to represent the United States in a Delegation Event or has been selected to compete in a competition as defined by the AAC and approved by the NGB Athlete Representation Review Working Group, within the 10 years preceding election or appointment.

¹ Where an athlete representative must be a USOPC 10-Year Athlete, the following norms will apply: The period of eligibility starts when an athlete is named to Team USA in a Protected Competition and ends on December 31 of the tenth year after. Qualification within that period is measured from the date of the athlete representative's first day of service in the role; this measurement applies without adjustment or expiration throughout the term(s) of the position held by the athlete representative, including any

- oo. “USEF 10-Year+ Athlete” means an athlete selected to represent the United States in a Delegation Event or has been selected to compete in a competition as defined by the AAC and approved by the NGB Athlete Representation Review Working Group, but not within the 10 years preceding election or appointment.
- pp. “USOPC” means the United States Olympic & Paralympic Committee.
- qq. “USOPC 10-Year Athlete” means an athlete who has been selected by the Federation to represent the United States in a Delegation Event or other International Qualifying Competition within the previous 10 years.
- rr. “USOPC 10-Year+ Athlete” means an athlete who has been selected by the Federation to represent the United States in a Delegation Event or other International Qualifying Competition, but not within the previous 10 years.
- ss. “USEF Actively Engaged Athlete” means any athlete who is a USEF 10-Year Athlete, USEF 10-Year+ Athlete, or who within the 24 months preceding election/appointment has been actively engaged in competitions designated by the AAC and approved by the USOPC NGB Athlete Representative Review Working Group from time to time, and published on the Federation website.
- tt. “Whistleblower Covered Person” means any person covered under the Whistleblower and Anti-Retaliation Policy including Directors, Officers, members, employees, and others appointed or authorized to act on behalf of the Federation.

Bylaw 102 – National Governing Body & National Federation

Section 1. Certification as a National Governing Body.

The Federation shall seek and attempt to maintain certification by the USOPC as the NGB for the sport of equestrian in the United States. In furtherance of that purpose, the Federation shall comply with the requirements for certification as a NGB as set forth in the Act and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, the Federation shall:

- a. **Governance and Compliance.**
 - i. fulfill all responsibilities as an NGB as set forth in the Sports Act;
 - ii. adopt and maintain governance and athlete representation policies complying with the requirements of the USOPC Bylaws;
 - iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure;
 - iv. adopt and maintain appropriate good governance practices;
 - v. ensure all elections are administered fairly, consistently, and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated, election procedures are followed consistently);
 - vi. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code;
 - vii. adopt and enforce a code of conduct for its employees, members, board of directors, and officers including clear conflicts of interest principles;
 - viii. adopt and enforce ethics policies and procedures;
 - ix. demonstrate an organizational commitment to diversity and inclusion; and
 - x. satisfy such other requirements as are set forth by the USOPC or Congress.
- b. **Financial Standards and Reporting Practices.**
 - i. demonstrate financial operational capability to administer equestrian sport;
 - ii. be financially and operationally transparent and accountable to its members and to the USOPC;
 - iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP);
 - iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually;

consecutive reappointment term(s); in cases where the representative’s seat derives from an underlying office (e.g., a corporation Board member serving on a Board committee, an AAC member serving on a corporation Board committee) this measurement is made based on the underlying office rather than the new role (i.e., no additional measurement applied); and eligibility to serve as a USOPC 10-Year Athlete representative may not be obtained through events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competitions.

- v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years; and
 - vi. satisfy such other requirements as are set forth by the USOPC.
- c. Athlete Safety.
- i. comply with all applicable athlete safety and child protection laws;
 - ii. comply with the policies and requirements of the U.S. Center for SafeSport;
 - iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC and the U.S. Center for SafeSport;
 - iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of USADA; and
 - v. satisfy such other requirements as are set forth by the USOPC and the U.S. Center for SafeSport.
- d. Sport Performance.
- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport;
 - ii. publish athlete, coach, and staff participation criteria for all Protected Competitions (e.g., eligibility requirements and deadlines, conditions of participation, and selection criteria where applicable);
 - iii. where selection to participate in Protected Competition applies, establish selection procedures for athletes, coaches, and staff that are:
 - a. developed and approved by a Designated Committee, and
 - b. fair, clearly articulated in writing, and properly communicated and published in a timely manner.
 timely submit for USOPC approval athlete, coach, and staff selection procedures for Delegation Events;
 - iv. Consistently apply and effectively conduct in accordance with applicable selection procedures, a selection process;
 - v. competently and timely nominate to the USOPC athletes, and team officials for Delegation Event teams as applicable; and
 - vi. satisfy such other requirements as are set forth by the USOPC.
- e. Operational Performance.
- i. demonstrate managerial capability to administer its sport;
 - ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate;
 - iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability;
 - iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate, and agree to submit to binding arbitration for any controversy involving the opportunity to participate in competition;
 - v. adopt a whistleblower and anti-retaliation policy;
 - vi. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words "Olympic," "Paralympic" and "Pan American," and their derivatives, as well as their symbolic equivalents; and
 - vii. satisfy such other requirements as are set forth by the USOPC.

Section 2. Objectives as the National Federation.

The Federation recognizes the FEI as the sole international authority and governing body for FEI equestrian disciplines. The Federation agrees to be bound by the FEI rules and regulations. The Federation agrees not to become a member or recognize or otherwise support any other international organization with a similar purpose except those recognized by the FEI.

The Federation works with its members to regulate, promote, and develop equestrian nationally and to prepare athletes and horses for national and international competition. As the National Federation, the Federation's objectives are:

- a. to be the sole authority in the United States for the equestrian disciplines recognized by the FEI, and those disciplines and breeds for which the Federation has division rules in the Federation rulebook;
- b. to preserve and protect the welfare of the horse 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;
- c. to uphold, maintain and publish rules and regulations governing the sport of equestrian;
- d. to promote equestrian as a sport for people of all ages and abilities;
- e. to develop competition structures and pathways for athletes from beginner to elite level;
- f. to provide training and education opportunities for all involved in equestrian, including but not limited only to athletes, horses, trainer, grooms, veterinarians, officials, and organizers; and
- g. to ensure the integrity of equestrian and ensure fair competition free from doping and manipulation of the outcome of competitions.

Bylaw 103 – Miscellaneous Provisions

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

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. Whenever the context shall require, the singular pronoun "they" and its derivative forms (e.g., "them" and "their") shall be construed to include people of all genders; 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 or any Committee.

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

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.

Section 2. Voting Athletes. Notwithstanding the foregoing, or anything to the contrary elsewhere in these Bylaws, USEF 10-Year Athletes (see definition in Bylaw 401) shall be entitled to directly vote for Athletes to the Board and the AAC or other governing boards as are from time to time required by the USOPC Bylaws or by USOPC Board Resolution.

Section 3. Balloting Procedures. Unless otherwise provided herein, whenever elections are required by these Bylaws, the election process shall follow the procedures published on the Federation website.

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 Licensed Competitions, 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; and (7) Assistant Handlers in Dressage Sport Horse Breeding Classes.

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 and published on the Federation website. The Board shall establish deadlines for the payment of fees and/or dues.

Bylaw 205 – Suspensions, Fines, and Terminations

Section 1. A Board 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 Board member or Affiliated Entity shall be suspended from membership or affiliation in the Federation. The CEO shall notify the Board member or Affiliated Entity of the suspension and the date upon which membership or affiliation will be terminated if fees remain unpaid. Unless otherwise provided by the Board, the membership or affiliation of a Board member or Affiliated Entity shall be terminated automatically if the Board 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.

Section 2. The Board, 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, or the affiliation of any Affiliated Entity, 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 Entity's 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 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 it 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 Licensed Competitions as provided in Bylaw 203. Each 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 affiliation 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 their 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:

- a. Life Members. Those persons who have made a single lifetime payment of dues;
- b. 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 their eighteenth birthday who is a Senior Active Member or Life Member in good standing; and
- c. 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 - Repealed

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. Recognized Affiliate Association requirements are

established and subject to amendment by the Board. 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:

- a. International Discipline Associations where the discipline is recognized through the Federation to the FEI or the USOPC. The Federation may only recognize one International Discipline Association for each discipline recognized by the FEI; and
- b. National Associations where the national breed or discipline has competition rules which have been approved by the Board for inclusion in the Federation's Rulebook. The Federation may only recognize one national breed/discipline association for each breed or discipline with competition rules in the Rulebook.

Section 2. Appeals involving the recognition of any association must be made in writing to the Federation National Office within 30 days of publishing such recognition. 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.

Section 3. Group Members. A Recognized Affiliate Association may petition the Board 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 4. Individual Group Members. Those persons who are members of a Recognized Affiliate 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.

Section 5. Suspension. A Recognized Affiliate Association's status may be suspended upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board.

Section 6. Removal. Recognized Affiliate Associations are subject to removal by the Board upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board, after being provided an opportunity for a hearing by the Board, or a panel of Board members. Suspension prior to removal is not required.

Bylaw 223 - Repealed

Bylaw 224 – Sustaining Affiliate

The Federation shall have one sustaining affiliate, the United States Equestrian Team Foundation. A Sustaining Affiliate is a charitable organization that has been formed for and continues to have the primary purpose of providing funding directly to the Federation and shall be entitled to representation on the Board so long as the Sustaining Affiliate provides a voting seat on its Board of Directors for a Federation representative appointed by the Federation President.

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 shall be responsible for the development of the strategic direction of the Federation and shall set policy and delegate the responsibility for implementation to CEO and staff. Except as otherwise provided by these Bylaws, the Board shall have all governance, supervising, and administrative authority of the Federation. The authority and responsibilities of the Board shall include:

- a. Development and approval of policy and strategic direction for the Federation;

- b. selection, compensation, evaluation, and termination of the CEO;
- c. assistance and review, through the President, of the CEO'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;
- d. oversight of financial activities throughout the fiscal year;
- e. review and approval of the Federation annual budget, audited financial statements, annual reports, audit, financial control policies, and selection of independent auditors;
- f. participation in an active manner in fund raising for the Federation;
- g. contract execution in its name and behalf, or authorization for such contracts to be made by the Officers of the Federation;
- h. focus on the long-term objectives and impacts rather than on day-to-day management of the Federation;
- i. 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;
- j. assurance that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and the U.S. Center for SafeSport;
- k. after a hearing conducted in accordance with the provisions of Part VII of the Federation Bylaws, 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;
- l. after a hearing conducted in accordance with the provisions of Part VII of the Federation Bylaws, to censure or fine a Licensed Competition for cause or suspend or terminate the license of any Competition for cause;
- m. maintenance of a record of its proceedings and shall report at the Annual Meeting of the Federation, or at any special meeting of the Board;
- n. alteration or amendment of dues structure, including all fees, at any time as it deems warranted; and
- o. upon a majority vote of those members present at a duly called meeting of the Board, increase the number of directors on the Board as it considers appropriate to provide (i) that at least 33.3 percent (33.3%) of the Board are voting Athletes eligible under the USOPC Bylaws, and (ii) that there is adequate representation and to ensure reasonable and direct representation for any amateur sports organization, high-performance management organization, or Paralympic sports organization that:
 - i. conducts a national program or regular national amateur athletic competition in equestrian sport on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition; and
 - ii. ensures that the representation reflects the nature, scope, quality, and strength of the equestrian programs and competitions of the applicable organization in relation to all other equestrian programs and competitions in the United States.

Notwithstanding the foregoing, the Hearing Committee shall have exclusive jurisdiction within the Federation to administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with the Federation.

Section 2. No member of the Board 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 USOPC.

Bylaw 302 – Composition

Section 1. The Board consists of the following 21 Directors (or such greater number as increased pursuant to Bylaw 301.1(o)), each of whom shall have one vote:

- a. Three Officers, including a President, Vice-President, and Secretary/Treasurer, elected as provided in Bylaw 331;
- b. Seven Athletes (or such greater number as needed to provide at least 33.3 percent (33.3%) athlete representation on the Board), elected as provided by Bylaw 303, Bylaw 411 and Bylaw 421, and the following:
 - i. One Athlete must be the Team USA Athletes' Commission representative;
 - ii. One Athlete must be the Alternate Team USA Athletes' Commission representative;
 - iii. Beginning in 2023 one Athlete who earned their qualifying event in Para Equestrian;

- iv. At least one-half (1/2) of the Athlete Directors must be from the Olympic or Paralympic disciplines and have gained eligibility through a Delegation Event program at the time elected to the Board;
- v. No more than one-half (1/2) of the Athlete Directors can come from the same primary discipline; and
- vi. At least five Athlete Directors must be USEF 10-Year Athletes and two Athlete Directors, with the exception of the Team USA Athletes' Commission representative and Alternate Team USA Athletes' Commission representative can be USEF 10-Year+ Athletes.
- c. Three IDC members, one from each of the three largest FEI disciplines shall be elected by the IDC as provided in Bylaw 303;
- d. Four NBDC members, one from each of the four largest breeds or non-FEI disciplines, elected as provided in Bylaw 303;
- e. Three Independent Directors, as defined and elected as provided in Bylaw 303; and
- f. One representative from the Sustaining Member elected as provided in Bylaw 303.

Each Director must be a Federation Senior Active Member and meet the qualifications in Section 2 below:

Section 2. The term of a Director elected to fill a position referred to in Section 1 of this Bylaw at the Annual Meeting of the Board, 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 Director 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 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 for 350 days following the expiration of that individual's term as President.

Section 4. Qualifications. Directors must be at least 18 years old and have the legal right to work in the United States without sponsorship, and should have the highest personal values, judgment, and integrity, as well as a commitment to the Federation and Olympic and Paralympic ideals.

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

- a. A felony conviction involving harm to animals or a member of a vulnerable population such as children, elderly, or individuals with a disability;
- b. A felony conviction for sexual abuse or assault of any kind;
- c. A felony conviction for a hate crime;
- d. A conviction for a crime of fraud or moral turpitude within the previous 15 years;
- e. Committed an Anti-Doping Rule Violation under USADA, WADA, FEI, or the Federation, which resulted in a sanction that included any period of ineligibility not subsequently overturned;
- f. Served a period of ineligibility for an Equine Anti-Doping Violation for a Banned Substance as determined by the FEI or a Category IV substance as determined by the Federation, not subsequently overturned;
- g. Served a period of ineligibility for a safe sport violation as defined by the U.S. Center for SafeSport or the Federation, not subsequently overturned; or
- h. Served a period of ineligibility for unethical treatment, cruelty, or abuse of a horse, not subsequently overturned.

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

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

Bylaw 303 – Election of Directors

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

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

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

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

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

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

An Independent Director is an individual Director who:

- a. is not, and has not been within the last three years, an employee or key person of the Federation or an affiliate of the Federation, and does not have a relative who is, or has been within the last three years, a key person of the Federation or an affiliate of the Federation;
- b. has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Federation or an affiliate of the Federation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by law);
- c. is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or

services to, or received payments, property or services from, the Federation or an affiliate of the Federation if the amount paid by the Federation to the entity or received by the Federation from the entity for property or services in an amount which, in any of the last three fiscal years, exceeded the lesser of \$10,000 or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; \$25,000 if the entity's consolidated gross revenue was \$500,000 or more but less than \$10,000,000; \$100,000 if the entity's consolidated gross revenue was \$10,000,000 or more. For purposes of this subparagraph, "payments" do not include charitable contributions;

- d. within the last three years, has not served as a consultant, supplier, or service provider of the Federation; and none of the individual's relatives has served in any of the foregoing positions during the last three years;
- e. within the last three years, has not served as a competition manager, competition licensee, or held a financial interest in any entity that is or has been a competition licensee or responsible for the management of a competition licensed by the Federation;
- f. is not and has not served as an Officer of the Federation; and
- g. is not and does not have a relative who is a current owner, whether wholly or partially, director, officer, or employee of the Federation's outside auditor or who has worked on the Federation's audit at any time during the past three years.

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

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

Within two years preceding election:

- a. the individual was not employed by or held any governance position (whether a paid or volunteer position) with the Federation, the FEI, the international regional sport entity, or any sport family entity connected to the Federation;
- b. an immediate family member of the individual was not employed by or held any governance position (whether a paid or volunteer position) with the Federation, the FEI, the international regional sport entity, or any sport family entity connected to the Federation;
- c. neither the individual nor an immediate family member of the individual was not affiliated with or not employed by the Federation's outside auditor or outside counsel as a partner, principal or manager;
- d. the individual was not a member of the AAC;
- e. the individual was not a member of any constituent group with representation on the Board;
- f. the individual receives no compensation from the Federation, directly or indirectly; and
- g. the individual is not an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Federation;
- h. the individual is/was not the parent or close family member or coach or trainer of an athlete or horse that has competed in a Protected Competition;
- i. the individual is/was not a member of the NGB in a membership category that participates in Protected Competitions

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

Section 6. Vote of Retention. If a Director has been elected to and served in a Board seat, they may choose to stand for a vote of retention. The Board will vote as to whether an Officer or Independent Director will be so retained to serve another term or whether that Director position will be opened to be filled by a new Director. The AAC will vote as to whether an Athlete Director will be so retained, the IDC will vote as to whether an IDC Director will be so retained, and the NBDC will vote as to whether a NBDC representative Director will be so retained, in each case according to the election procedures approved by the Board.

Bylaw 304 - Meetings

Section 1. Meetings. The Board 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. 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 at least sixty days prior to the meeting at which the Board will take such proposals under consideration. Such proposals must be considered by the Board after January 1 and before September 1 at a regularly scheduled Board meeting, not a Special Meeting. 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 at any time and must call a meeting when requested in writing to do so by one-third (1/3) or more of the members of the Board. The Secretary/Treasurer shall provide notice of such meetings to each Director at least ten (10) days prior to the meeting.

Section 3. Quorum. At all meetings of the Board one-third (1/3) 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 their 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.

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 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 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 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 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 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 Board 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 Meeting shall require the consent of eighty percent (80%) 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 Board 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 one-half (1/2) 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.

Section 10. Attendance. A Director shall attend at least two-thirds (2/3) of all regular meetings of the Board during any 12-month period and at least one in-person Board meeting during any 12-month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Any absence approved by the President in writing in advance of the missed meeting will be deemed an excused absence.

Bylaw 305 – Annual and Mid-Year Meetings

Section 1. Annual Meeting. The Annual Meeting of the Board shall be in each year on such day or days and at such time and place as the Board or the Officers may designate. The Secretary/Treasurer must give at least three weeks' notice of such meeting to all members of the Board.

Section 2. 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 (being the "Seated" Board) 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. Prior to the convening of the second meeting, the Board shall provide the Athlete Directors an opportunity to meet and select their Executive Committee members and the President to select three Executive Committee nominees (one Independent Director, one IDC Director, and one NBDC Director). Once the selections have been made, the Board shall receive the Presidential nominations for the three Directors to serve on the Executive Committee; additional nominations from the floor, if any, shall be received from the members of the Board. Following an election by the Board, the results shall be announced along with the results of the Athlete Directors' selections of three Athletes, and identification of the other Executive Committee members.
- c. Upon convening of the second meeting, the Board shall consider receipt of Committee reports and shall entertain such additional business as may properly come before it.

Section 3. Mid-Year Meeting. The Mid-Year Meeting of the Board shall be in each year on such day or days and at such time and place as the Board or the Officers may designate. The Secretary/Treasurer must give at least three weeks notice of such meeting to all members of the Board. The order of proceedings shall provide for receiving the nomination 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 the floor 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 all the Federation Board meetings but shall have no vote as President-Elect, except as they are otherwise entitled to vote as a member of the Board.

Bylaw 306 – Vacancies and Removal

Section 1. Vacancies. A Board vacancy may be caused by the Director's death, incapacity, resignation, removal, or upon expiration of the Director's term.

Section 2. Resignations. Any Director may resign at any time by giving written notice to the Federation President, except the President's resignation shall be given to the Board. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal. A Director shall be removed by the Board if the Director fails to attend at least two-thirds (2/3) of all regular meetings of the Board during any twelve (12)-month period or if the Director fails to attend at least one in-person Board meeting during any 12-month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Any absence approved by the President in writing in advance of the missed meeting will be deemed an excused absence. In such circumstances, the absent Directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

Section 4. Removal of Athlete Directors. Athlete Director positions can only be removed by the AAC in the same manner described above that a Director can be removed from the Board. Any vacancy occurring in the Athlete Board positions shall be filled as set forth for the election of the Athlete Director positions. An Athlete Director elected to fill a vacancy shall be elected for the unexpired term of such Athlete Director's predecessor in office.

SUBPART B – EXECUTIVE COMMITTEE

Bylaw 321 – General Authority and Responsibilities

Beginning in 2023, the Federation shall have an Executive Committee. The Executive Committee shall act between meetings of the Board or as otherwise provided in these Bylaws and when acting in such capacity shall have the same authority as the Board subject to the same limitations as the Board and such other limitations as imposed by New York Not-for-Profit Corporation Law and by these Bylaws. The Executive Committee shall not have the authority to approve Bylaw Amendments or rule changes; the annual budget, unbudgeted expenditures over \$250,000.00, decisions that have a major financial impact; or the hiring or firing of the CEO. The Executive Committee must provide a summary report of its actions to the Board of Directors within seven (7) business days following each meeting.

Bylaw 322 – Composition

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

- (1) the President;
- (2) the Vice President;
- (3) the Secretary/Treasurer;
- (4) one Independent Director;

- (5) one IDC Director;
- (6) one NBDC Director; and
- (7) three Athletes (or such greater number as needed to provide at least 33.3% Athlete representation on the Executive Committee), one of whom must be from an Olympic or Paralympic discipline and one of whom must be from the Paralympic discipline, elected by the Athlete Directors.

Bylaw 323 – Election of Executive Committee Members

The Independent Directors and Directors from the IDC and NBDC shall be elected by the Board to a one-year term at the second meeting of the Annual Meeting (the first meeting of the newly elected Board). Nominations for such seats shall come from the President who shall nominate three individuals to serve as members of the Executive Committee (one Independent Director, one IDC Director, and one NBDC Director). In making the nominations, the President shall consider the special expertise of the various Directors and how the nominated individuals add to the diversity of the Executive Committee. At the meeting, additional nominations for the Executive Committee, if any, shall be accepted from the floor from Voting Members of the Board.

Bylaw 324 – Meetings

Section 1. The Executive Committee shall meet monthly, except for any month that the Board convenes a regular Board meeting. The Executive Committee shall meet upon a written request made to the CEO by the President or made to the CEO by a majority of the members of the Executive Committee. A meeting shall be held after notice to all members of the Executive Committee with a copy to the Board. Any member of the Executive Committee may participate in an Executive Committee meeting by conference telephone call or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall be deemed presence in person at the meeting. Six members of the Executive Committee shall constitute a quorum.

Section 2. The adopted minutes of each Executive Committee meeting (except those of executive sessions) shall be published to the membership once approved by the Executive Committee, generally at the next regularly scheduled meeting, to keep them fully informed of developments of the Federation.

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 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 Board 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, they shall vacate their existing Director position and shall commence the term of the Officer position to which they were 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:

- a. The President: 4-years, beginning in 2005. (NOTE: The President is elected at the Mid-Year Meeting prior to taking office at the Annual Meeting)
- b. The Vice-President: 4-years, beginning in 2007. (NOTE: the Vice-President is elected at the Annual Meeting)
- c. The Secretary/Treasurer 4-years, beginning in 2007. (NOTE: The Secretary/Treasurer is elected at the Annual Meeting)

Bylaw 332 – Responsibilities of Officers

Section 1. President.

- a. The President shall be the Chair and preside at all meetings of the Board and Executive Committee and shall be an Ex Officio Non-Voting member of all committees, except the Audit Committee, Ethics Committee, Nominating Committee, and the AAC. The President shall not appoint oneself nor be elected nor serve as Chair of any committee except the Board. 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 or Executive Committee 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 and the 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. The President 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 the Board, Committee members, and volunteers to serve and contribute their time and talents.
- e. The President shall recommend a CEO 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 for its approval. The President shall be the liaison between the Board and the CEO and responsible for the CEO's implementation of the Board policies, directives and the CEO's overall management of the organization. The President shall report at least once annually to the Board 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 for approval.
- f. The President, or the Vice-President if the President is unavailable, or the Secretary/Treasurer if they both are unavailable, may make modifications in the application of the Rules under special circumstances and shall report any such modification granted to the Board at its next meeting.
- g. The President shall appoint all Committee members and task force members as are specified in these Bylaws, except that the AAC shall appoint Athletes pursuant to the USOPC Athlete requirements.

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 Council.

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall give notice of all meetings of the Board. 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. 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 Non-Voting member of each Council.

Bylaw 333 – Vacancies and Removal

Section 1. An Officer vacancy may be caused by the death, incapacity, resignation or removal 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 Voting Members present at

the next meeting of Board, 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 Voting 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 Voting Members present in person at the next meeting of the Board. At the meeting, additional nominations for the Officer vacancy, if any, shall be accepted from Voting 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 their 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 them 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 they, their 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 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. Conflict of Interest Policy. The Board shall adopt a written conflict of interest policy that complies with applicable New York law and the USOPC compliance standards, that is aimed to minimize conflict of interest situations involving the transaction of Federation business, including selection of athletes, horses, and staff for competitions. The policy shall require each COI Covered Person to disclose actual and potential conflicts of interest prior to participating in a discussion or vote on any matter pertaining to such conflict.

At minimum, the conflict of interest policy shall include (a) a definition of circumstances that constitute a conflict of interest, (b) procedures for disclosing a conflict of interest or possible conflict of interest to the Audit Committee, and procedures for the Audit Committee to determine whether a conflict exists, (c) a requirement that the person with a conflict of interest not be present at or participate in Board or Committee deliberations or vote on the matter giving rise to such conflict, provided that nothing in this section shall prohibit the Board or Committee from requesting that the person with the conflict of interest present information as background or answer questions at a Committee or Board meeting prior to commencement of deliberations or voting relating thereto, (d) 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, (e) a requirement that the existence and resolution of the conflict be documented in the Federation's records, including in the minutes of any meeting at which the conflict was disclosed or discussed, and (f) procedures for disclosing, addressing, and documenting related party transactions.

Section 2. Disclosure of Conflicts of Interest. Prior to the initial service of any COI Covered Person, and annually thereafter, each COI Covered Person shall complete, sign and submit to the General Counsel a written statement and questionnaire identifying, to the best of their knowledge, any actual or potential conflict of interest that the COI Covered Person might have, including any entity of which such COI Covered Person is an officer, director, trustee, member, owner (regardless of the percentage of interest), or employee and with which the Federation has a relationship, and any transactions in which the Federation is a participant and in which the COI Covered Person might have a conflicting interest. The General Counsel shall provide a copy of all completed statements to the Audit Committee for review.

Section 3. Related Party Transactions. The Federation is prohibited from entering into any Related Party Transaction unless the transaction is determined by the Board to be fair, reasonable and in the Federation's best interest at the time of such determination. Any Director, Officer, or Key Person 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 3 shall be deemed to refer to the Audit Committee.

Before engaging in a Related Party Transaction, the Board 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

From time to time, the Federation may choose to provide reasonable compensation to individual Directors or Officers for services rendered subject to written terms approved by disinterested Board members. 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. The Federation shall reimburse Board members elected as Athlete representatives for reasonable travel costs incurred to attend in-person Board meetings.

Bylaw 347 – Whistleblower and Anti-Retaliation Policy

The Board shall adopt a whistleblower and anti-retaliation policy consistent with the requirements of federal law, New York state law for not-for-profit corporations, and the USOPC Bylaws and compliance standards.

Bylaw 348 – Non-Discrimination Policy

The Federation shall not discriminate on the basis of race, color, religion (creed), sex, gender identity, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

PART IV – ATHLETES

SUBPART A – ATHLETE REPRESENTATIVES

Bylaw 401 – Athlete Representatives

For purposes of seating Athletes on the Federation Board or Committees, Athletes must be a Federation Senior Active Member and meet the applicable definitions set forth in the USOPC Bylaws for a USEF 10-Year Athlete, USEF 10-Year+ Athlete, or a USEF Actively Engaged Athlete.

SUBPART B – ATHLETE REPRESENTATION ON THE BOARD AND COMMITTEES

Bylaw 411 – Athlete Representation on the Board and Committees

Section 1. There shall be at least 33.3 percent (33.3%) athlete representation on Board, Councils, and on all Committees, unless an exception is provided by the USOPC. Those Athletes serving on the Board, and Committees shall meet the standards detailed in the USOPC Bylaws.

Section 2. Vacancies. If an Athlete Director vacancy occurs before the end of the Athlete's term, the Athlete who continues to meet USOPC 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 their successor is elected.

Bylaw 412 - Repealed

Bylaw 413 — Athlete Elections and Appointments

Section 1. All elections and appointments to Committees shall at all times and in all respects be conducted in accordance with applicable USOPC requirements.

Section 2. The procedures for electing Athletes shall be determined by the AAC, in accordance with USOPC Guidelines, as approved by the Board.

SUBPART C – ATHELETE REPRESENTATION ON USOPC TEAM USA ATHLETES’ COMMISSION

Bylaw 421 – Athlete Representation on USOPC Team USA Athletes’ Commission

Following the conclusion of the summer Olympic Games, the USOPC 10-Year Athletes shall elect one USOPC 10-Year Athlete qualified through their representation in a Delegation Event, and one Alternate who shall also be a USOPC 10-Year Athlete qualified through their representation in a Delegation Event, to represent equestrian sport on the USOPC Team USA Athletes’ Commission for the next Quadrennial period. The election procedures approved by the AAC, and approved by the Board, will govern the election process and will be published on the Federation website. The Athlete selected as the Team USA Athletes’ Commission representative also shall serve on the Board, AAC, and shall be a member of the IDC. The Athlete selected as the Alternate Team USA Athletes’ Commission representative shall also serve on the Board and the AAC.

SUBPART D – ATHLETE COMMITTEES

Bylaw 431 – Athlete Nominating Committee

The AAC may annually appoint an Athlete Nominating Committee (“ANC”), which shall consist of five (5) USEF 10-Year Athletes. The ANC shall elect a chair. No individual may serve more than four consecutive years on the ANC. The greater of three or one-third of the ANC shall constitute a quorum. It shall be the duty of this Committee:

1. to nominate Athletes for election to the Athlete Director positions on the Board; and
2. to nominate Athletes for any other position within the Federation that requires direct election by Athletes pursuant to USOPC Requirements. In each case the ANC must nominate Athletes. It shall also be the duty of the ANC to assist the AAC with Athlete appointments to the Federation Committees.

If the AAC chooses not to appoint an ANC, then the duties prescribed above will be fulfilled by the AAC.

Bylaw 432 - Athletes’ Advisory Committee

There shall be a AAC including a Chair and Vice Chair of up to fifteen (15) Athletes elected every two-years beginning in January 2022 composed as follows: one 10-Year Athlete from each of the disciplines recognized by the FEI, with the exception of Para Equestrian which shall have two (2) Athletes on the Committee, all of whom are elected by USEF 10-Year Athletes in their respective discipline; the Team USA Athletes’ Commission representative and Alternate. The Athletes elected to the AAC may appoint any remaining seats with USEF 10-Year or USEF 10-Year+ Athletes, ensuring that USEF 10-Year Athletes occupy eighty percent (80%) or more of the seats at all times. The number of USEF 10-Year+ Athletes on the Committee shall not exceed twenty percent (20%) of the occupied seats on the Committee. A Chair and Vice-Chair of the AAC shall be elected by the Committee. The Vice Chair shall serve in the place and stead of the Chair when the Chair is unavailable and shall otherwise assist the Chair in the work of the Committee. The Committee will convene as needed to perform the following duties: ensure communication between the Federation and current USEF 10-Year Athletes, to serve as a source of athlete opinion and advice to the Board with regard to both current and contemplated policies of the Federation that affect USEF 10-Year Athletes, to help ensure a strong and effective athlete voice in Federation governance, and discuss matters of interest to equestrian athletes and to make recommendations to the Board for improvements in any phase of equestrian sport. One-third of the AAC shall constitute a quorum.

SUBPART E – ATHLETE DRUG TESTING

Bylaw 441 – Athlete Drug Testing

It is the duty of individual members of the Federation to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the FEI, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FEI, the USOPC and USADA. Athlete members agree to submit to drug testing by the FEI and/or USADA, or their designees, at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FEI, if applicable or referred by USADA. It is the additional duty of individual members of the Federation competing under a Para Equestrian dispensation certificate/classification to comply with the IPC Anti-Doping Code.

PART V – COMMITTEES AND COUNCILS

SUBPART A – COMMITTEES

Bylaw 501 – General

Section 1. Composition. Committees of the Board are comprised solely of Directors. Committees of the Corporation are comprised of Federation Senior Active Members, who meet the qualifications in Bylaw 302, Section 2 and which may include Directors. All Committees of the Board and Committees of the Corporation, shall have a one-year term, unless otherwise stated below or in a relevant Charter. All Committee appointments, except for Athlete appointees, are subject to approval by the Board.

Section 2. Athletes. Athletes shall be selected by direct appointment by the AAC. Designated Committees must include at least 33.3 percent (33.3%) voting Athletes, with USEF 10-Year Athletes comprising at least one-half (1/2) of the 33.3 percent (33.3%), and either USEF 10-Year Athletes or 10-Year+ Athletes comprising the rest. Unless otherwise approved by the USOPC, all other Committees must include at least 33.3 percent (33.3%) voting athlete representation by USEF Actively Engaged Athletes.

Section 3. Quorum. Unless otherwise provided, a quorum shall be three or one-third of a Committee, whichever is greater.

Section 4. Participation. Any member of a Committee 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. Participation by such means shall be deemed presence in person at the meeting.

Committee members who attend less than one-half (1/2) of the meetings in any calendar year may be removed from the Committee in accordance with Bylaw 504 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 in accordance with the same procedures applicable to the initial appointment to such Committee where the vacancy occurs.

Section 6. The Board 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. 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.

Section 7. The Federation shall not compensate individuals for their service on a Committee.

Section 8. Term Limits. Unless otherwise stated in these Bylaws or a Charter, any member of a Committee may serve a maximum of four consecutive terms on the same committee, and may not be reappointed to the Committee on which they have served the maximum terms for 350 days following their last day of service.

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:
 - i. any material risks and weaknesses in internal controls identified by the auditor;
 - ii. any restrictions on the scope of the auditor's activities or access to requested information;
 - iii. any significant disagreements between the auditor and management; and
 - iv. 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 complaints. 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; and
- g. perform such other duties as directed by the Board 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 Chair 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, and Committees) and staff, for adoption by the Board. 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.

Section 2. Hearing Committee. The Hearing Committee shall (i) generally administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with the Federation; (ii) generally administer and oversee all grievances related to any alleged violation of the U.S. Center for SafeSport rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in Part VII of these Bylaws; (iii) hear complaints brought under Part VII of these Bylaws where the Federation Bylaws or rules afford a party a hearing, including appeals or procedural reviews brought in accordance with the Federation Bylaws or rules; (iv) identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels; (v) if disinterested, sit on hearing panels; and (vi) perform such other duties as assigned by the Board. This Committee shall consist of not less than eleven (11) members who shall serve as Panel members during the hearings along with other non-Committee members when necessary. 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 assisting with the appointment of Hearing Panels. These appointments should, insofar as practicable, assure an equitable representation of interests by

striving for geographic balance and fair representation of all Federation members, affiliates, breeds and disciplines. The term of this Committee is two years.

Section 3. Nominating Committee.

- a. Composition. The Nominating Committee shall consist of the following seven (7) Senior Active Members of the Federation:
 - i. one (1) individual appointed by each of the three councils;
 - ii. three (3) USEF 10-Year Athletes or two (2) USEF 10-Year Athletes plus (1) USEF 10-Year+ Athlete appointed by the AAC; and
 - iii. one (1) member of the Governance Committee appointed by the Governance Committee.

No individual may serve more than four consecutive years on the Nominating Committee. The Committee shall elect a Chair.

- b. Quorum. Four (4) members of the Nominating Committee shall constitute a quorum.
- c. Vacancy. Should a vacancy occur on the Nominating Committee a replacement member shall be appointed to serve the remainder of the term of the seat vacated in the manner specified for that position as prescribed in a. above.
- d. Duties. Thirty (30) 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 at the Annual Meeting. At the meeting, additional nominations shall be accepted from the floor from members of the Board.

Thirty (30) 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 shall be accepted from the floor from members of the Board.

Suggestions for nominations for President, Independent Board Members, and Officers shall be addressed to and received by the Federation National Office no later than the date published in the call for nominations.

Bylaw 504 – Vacancies and Removals

Section 1. Vacancies. A Committee vacancy may be caused by the Committee member's death, incapacity, resignation, removal, or upon the expiration of the Committee member's term.

Section 2. Resignations. A Committee member may resign at any time by giving written notice to the Federation CEO. Such resignation shall take effect at the time specified therein, or immediately upon receipt if not specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removals. A Committee member may be removed by the Board if the individual fails to attend in person more than one-half (1/2) of the regular meetings during any twelve (12) month period, unless the individual is able to demonstrate to the Board, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Committee member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Committee member in question, if also a Director). Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Committee member in question, if also a Director) and after being provided a seven (7) day period to submit a written statement to the CEO for consideration by the Board prior to removal. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director).

Any vacancy occurring in a Committee shall be filled as set forth for the appointment of that Committee member. A Committee member appointed to fill a vacancy shall be appointed for the unexpired term of such Committee member's predecessor in office.

Section 4. Removal of Athletes. Athletes can only be removed by the AAC in the same manner described above that a member can be removed from a Committee. Any vacancy occurring in the Athlete positions shall be filled as set forth for the appointment of the Athlete positions, or election if a Team USA Athletes' Commission seat. An Athlete appointed or

elected to the AAC to fill a vacancy shall be appointed to the AAC for the unexpired term of such Athlete's predecessor in office.

SUBPART B – COUNCILS

Bylaw 511 – Councils

Section 1. To operate efficiently and to maximize the expertise of the various volunteers, the Board shall have three councils MSC; IDC; and NBDC. The Federation's President, Vice-President, and Secretary/Treasurer shall be Ex Officio, Non-Voting members of each council. A member designated to an allocated position on the IDC or the NBDC must have designated such Breed/Discipline as their primary affiliation, and participation must occur or have occurred primarily in such Breed/Discipline. The member shall be deemed to continue to hold such Breed/Discipline position for the balance of their term.

Section 2. MSC. Beginning in 2022, the MSC shall be composed of the following 7 to 11 voting members who shall oversee the direct member benefit functions of the Federation's operations:

- a. A minimum of 33.3 percent (33.3%) Athletes, appointed by the AAC; and
- b. The remaining members shall be appointed by the President.

Section 3. IDC. Beginning in 2022, the IDC shall be composed of the following voting members who shall oversee the national and international sport programs for the disciplines recognized by the FEI, all of whom shall have both international experience, as defined by Bylaw 331.2, and an understanding of the dynamics and diversity of the sport nationally;

- a. One representative designated by and from each of the FEI Sport Committees;
- b. One representative designated by and from each of the International Discipline Associations. If no such association exists for a discipline recognized by the FEI then the Federation President shall appoint a representative for the relevant discipline; and
- c. Beginning in 2025, one Athlete from each of the disciplines recognized by the FEI, each appointed by the AAC. The Team USA Athletes' Commission representative will have an ex-officio non-voting seat on the IDC, unless they are appointed by the AAC to fill an open Athlete seat for the discipline in which they competed at an event qualifying them as a USOPC 10-Year Athlete.

Section 4. NBDC. Beginning in 2024, the NBDC shall be composed of the following voting members who shall oversee the programs for the breeds and non-FEI disciplines for which the Federation has division rules in the Rulebook, and all of whom shall have an appreciation of the dynamics and diversity of the sport nationally:

- a. Three representatives from each of the four breeds and/or non-FEI disciplines with the most Federation Life, Senior Active, and Junior Active members designated as of the preceding competition year a primary affiliation with such breed or discipline:
 - i. One representative from each of the four relevant Breed/Discipline Committees;
 - ii. One representative from each of the four relevant National Associations; and
 - iii. One USEF Actively Engaged Athlete from each of the four relevant breed/discipline Committees, recommended by the relevant National Association or breed/discipline Committee, and approved by the AAC.
- b. Three representatives appointed by the NBDC Advisory Group (Advisory Group), one of whom must be a USEF Actively Engaged Athlete Representative recommended by the Advisory Group and approved by the AAC. The Advisory Group is made up of one representative from each national breed or discipline with division rules in the Federation rulebook that has not met the criteria in Subsection (a) above to occupy a voting seat on the NBDC.

Section 5. Each Recognized Affiliate Association shall designate its representative(s) by the time prescribed by the Federation. It shall also publish to its membership, via its website, its procedures for the designation of its representative(s) to the relevant Council of the Federation, and provide the Federation with a link to those procedures. If a Recognized Affiliate Association fails to submit its designation by the time prescribed by the Federation, the seat will remain vacant until the next Board meeting at which time the seat will be filled with a Presidential appointee.

Notwithstanding any provision in these Bylaws to the contrary, if any organization having 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. Any vacant seat will be filled by a Presidential appointee.

Section 6. Council Chairs. Immediately after the Councils have been constituted, each Council shall meet to elect a Chair who shall act as chair of the Council for a two-year term. Beginning in 2022, Council Chair terms are limited to two consecutive two-year terms.

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

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

Section 9. Council Responsibilities. The Councils are responsible for the following: (i) bi-annual review, evaluation, and oversight of the relevant programs under that council's purview; (ii) review and recommendation of a budget prepared by Federation staff for review by the Budget & Finance Committee; (iii) review and recommendation of relevant rule submissions in accordance with the Federation's rule change process; and (iv) any other tasks as assigned by the Federation's President or CEO.

Section 10. Term and Term Limits. The term of each Council member shall be two years. Beginning in 2022, any member of a Council may serve a maximum of four consecutive two-year terms on the same Council, or nine years in total if the Council member has been appointed to fill a partial term, and may not be reappointed to the Council on which they have served the maximum terms for 350 days following their last day of service. Beginning in 2024, the IDC shall have no staggered terms.

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. 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.

Section 2. The CEO shall:

- a. Report to the President, and keep the Board 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. The President shall report on the performance of the CEO to the Board as set forth in Bylaw 332;
- b. Attend all meetings of the Board 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 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, the Bylaws, or Rules;
- i. Maintain effective communications and relations with the USOPC, the USET Foundation, and such other organizations, public and private; and
- j. Serve, or appoint a designee to serve, as the Secretary General and Chief Staff liaison to the FEI and the USOPC. Any designee appointed by the CEO must have international experience as defined in Bylaw 332.

Bylaw 602 – Records of the Federation

Section 1. Minutes, etc. The Federation shall keep as permanent records minutes of all meetings of the Board and Executive Committee and a record of all waivers of notices of meetings of the Board and Executive Committee. Board and Executive Committee meeting minutes should state high-level topics discussed in executive session and should include when individuals recuse themselves due to a conflict of interest or in the absence of any recusals state that no Board member declared a conflict. Board and Executive Committee minutes shall be made available on the Federation website once approved by the Board, generally at the next regularly scheduled Board meeting.

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 Federation 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 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 Board and records of all action taken by the Board 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 Federation 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 their 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

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, 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 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 the Federation to be obligated to pay unbudgeted expenditures or other obligations the sum of which exceeds \$150,000 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 \$250,000 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 upon completion.

PART VII – COMPLAINTS AND DISPUTES

Bylaw 701 – Administration of Complaints

Section 1. Types of Complaints. The Federation has the authority to hear and render decisions on the following types of complaints pursuant to the complaint procedures set forth in Part VII of the Federation's Bylaws (the "Complaint Procedures"):

- a. NGB Compliance Complaints. A complaint alleging that the Federation has (i) violated a Federation Bylaw, rule, regulation, or policy, or (ii) failed to comply with its obligations as a National Governing Body under the USOPC Bylaws or the Sports Act.
- b. Opportunity to Participate Complaints. A complaint alleging that the Federation denied or threatened to deny the opportunity of an athlete, coach, trainer, manager, administrator, or official to participate in an upcoming Protected Competition as defined in the USOPC Bylaws ("Protected Competition") or other competition licensed or sanctioned by the Federation.
- c. Disciplinary Action Complaints. A complaint alleging that the conduct of an individual, organization, or entity other than the Federation and over whom the Federation has jurisdiction violated Federation rules, regulations, or policies. A Complaint may not include matters within the exclusive jurisdiction of the IOC, IPC, WADA, FEI, USOPC, USADA, or the U.S. Center for SafeSport, or matters that are accepted by the U.S. Center for SafeSport under discretionary jurisdiction.

Anyone who brings any of the foregoing types of complaints ("Petitioner"), or anyone who otherwise seeks a hearing afforded under the Federation Bylaws or rules, does so subject to the Complaint Procedures set forth in Part VII of the Federation Bylaws and in the Supplemental Procedures for Complaints and Grievances promulgated by the FRD.

Section 2. Applicable Law. The construction and application of the Federation's rules are governed by the laws of the State of New York.

Section 3. Federation's Regulation Department. The FRD will generally administer and oversee all Complaints such that Complaints are heard in a timely, fair, and impartial manner. Parties to the proceedings will be afforded basic rights as described below. The FRD may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of reports of violations or formal Complaints received by the Federation.

The FRD will determine if a Complaint: (a) was properly filed; (b) satisfies the minimum requirements for that type of Complaint; (c) should be re-designated as a different type of Complaint; and (d) was accompanied by the applicable fee. The FRD does not have the authority to dismiss a Complaint of its own accord. Instead, if the FRD determines that a Complaint was improperly designated (such as an Opportunity to Participate Complaint filed as a Disciplinary Action Complaint), the FRD will give written notice to the parties of the improper designation, and that the FRD has changed it to the proper designation. If filing deficiencies are identified as a result of the re-designation, the Petitioner will be given an opportunity to remedy the deficiencies and/or re-file.

If the FRD otherwise determines that a Complaint was not properly filed or failed to satisfy the minimum requirements for such Complaints, then the FRD will provide the parties the opportunity to remedy the deficiencies and/or re-file. The foregoing process does not preclude the Respondent from filing a motion to dismiss the Complaint, which will be heard by a panel as described below.

Bylaw 702 - General Hearing Procedures Applicable to All Complaints

Notice of Complaint

Section 1. Notice of the Complaint. Upon the filing of a Complaint, the Director of the FRD will acknowledge receipt of the Complaint to the Petitioner. Once the Complaint is determined to be properly filed and designated, the FRD will promptly provide written notice with a copy of the Complaint to the Respondent. The notice will briefly describe the allegations made against the Respondent, the Respondent's opportunity to provide a response if such opportunity has not already been provided, the Respondent's right to have a representative present and provide assistance throughout the proceedings, and any potential consequences to Respondent if the allegations are proven.

Section 2. Hearing Panel Appointment. Upon its determination that a proper Complaint has been filed, the FRD will appoint a Hearing Panel consisting of at least three (3) disinterested individuals to hear the Complaint. The FRD will also appoint a chair of the Hearing Panel from the individuals selected. The composition of the Hearing Panel must meet the requirements under the USOPC Bylaws regarding athlete representation.

Within the deadlines set forth in the Notice of Complaint, any party may object in writing to the appointment of any member of the Hearing Panel, showing good grounds for recusal, including bias or conflict of interest. The FRD will as soon as practicable notify the parties of its determination of whether the challenged panel member(s) should be disqualified and, if so, the identity of the replacement panel member(s). Once the final Hearing Panel has been identified, that Hearing Panel will rule on all substantive issues raised in the proceeding. In the interests of economy, the Hearing Panel may delegate decisions on certain administrative matters to the FRD. The Hearing Panel may rely on advice from legal counsel on legal issues, but legal counsel shall not vote on the decision of the matter.

Section 3. Right to a Representative and Counsel. Any party to a proceeding under these General Hearing Procedures has the right to be represented by legal counsel and to have a representative present during such proceedings at their own expense.

Section 4. Conduct of the Proceedings. The Respondent may file a motion to dismiss on the grounds that the Complaint: (a) was not timely filed; (b) fails to allege facts that would support a violation of an applicable rule, Bylaw, statute, policy, or procedure; (c) should be dismissed on account of pending litigation or other circumstances; and/or (d) it is not within the Federation's jurisdiction. Following an opportunity for briefing by the parties, the Hearing Panel will decide on the motion, and can dismiss the matter with or without prejudice to re-file, as appropriate.

If the Complaint is not dismissed, the parties will be sent written notice of a hearing date. The Notice of Hearing will include a schedule with deadlines for the proceeding, which will include a deadline for the parties to exchange a list of anticipated witnesses, with a brief description of their expected testimony, and any exhibits that the parties anticipate using at the hearing. The Notice of Hearing may also refer to certain rules regarding the proceeding and the conduct of the hearing as necessary.

In this administrative hearing context, the Hearing Committee may take reasonable steps that impact the nature, process, or length of the hearing. The hearing may be conducted by teleconference or videoconference at the discretion of the Hearing Panel. Regardless of the format, each party will have the right to appear personally or through a representative, to be represented by counsel, to give opening and closing statements, to object to evidentiary and procedural matters, to seek exclusion of certain witnesses or testimony, and to present and cross-examine witnesses subject to orders from the Hearing Panel. Each witness that testifies will do so under oath and subject to cross-examination by the opposing party and questioning by the Hearing Panel.

Any party may request a court reporter to make a transcript of the hearing. If a request is made, the FRD will arrange for a court reporter. The expense of the court reporter and the transcript will be the responsibility of the requesting party, unless the parties mutually agree to share the cost.

In any Complaint, the Petitioner bears the burden of proving alleged violations by a preponderance of the evidence. At the

conclusion of the hearing, the Hearing Panel will review the evidence presented to determine whether the Petitioner has met its burden of proof. A decision will be determined by a majority vote of the Hearing Panel. The Hearing Panel's written decision will be distributed to the parties as soon as practicable following the close of the hearing. In the event that the circumstances of the hearing require a speedy decision, the Hearing Panel may issue a brief written interim decision followed by a longer written decision.

Section 5. Statute of Limitations. Disciplinary Action Complaints must be brought within a reasonable time after discovery of the alleged violation, except for alleged violations of the USEF Safe Sport Policy. All other Complaints must be filed within one hundred and eighty (180) days of the occurrence of the alleged incident giving rise to the Complaint. Failure to file within these time periods could be grounds for dismissal of the Complaint.

Section 6. Informal Resolution/Mediation. The parties may agree in writing to informally resolve a matter, through mediation or otherwise and the Federation may attempt to assist in reaching such resolution. An informal resolution that is agreed to by all parties in writing will be considered a final disposition of the matter. Informal resolution of a Complaint filed under Bylaw 701 is subject to approval by the appointed Hearing Panel. If an informal resolution results from a matter that was reported to the Federation, notice of the resolution may be sent to the reporting party that contains details of the resolution. Informal resolution efforts will not toll or extend the statute of limitations unless all parties to the dispute have signed a written agreement to that effect.

Section 7. Fair Process. The parties will be afforded certain fair process rights, including, but not limited to, the following:

- a. each party will have the right to appear personally and/or through a representative;
- b. Respondents will receive written notice of any alleged violation or Complaint against them, along with a reference to potential consequences;
- c. Respondents will be given a reasonable time before a hearing in which to prepare a defense;
- d. the Hearing Panel will hold the hearing in as prompt and timely a manner as is practicable under the circumstances. The Hearing Panel will strive to schedule a hearing within ninety (90) days of the determination that a Complaint is properly filed, and to issue its written decision within thirty (30) days after a hearing;
- e. parties will be given a reasonable opportunity to present and examine evidence, cross-examine witnesses that testify at the hearing, and present argument, all subject to limiting rulings by the Hearing Panel;
- f. The parties may present live witnesses or affidavits or other witness statements and documentary proof to support their arguments subject to limiting rulings by the Hearing Panel. The Hearing Panel will typically give less weight to affidavits or witness statements when the author is not subject to cross-examination at the hearing;
- g. all parties will receive a written decision from the Hearing Panel, which will include notice of the applicable appeal procedures;
- h. subject to applicable provisions below related to Temporary Measures, individuals will be provided with fair notice and opportunity for a hearing before being declared ineligible to participate; and
- i. in cases where a temporary measure is implemented, the opportunity for a hearing will be provided on an expedited basis so as to hear the matter as soon as practicable.

Section 8. Expedited Procedures. In the event that a Petitioner demonstrates in writing that an expedited process is necessary because the Complaint relates to a competition that is scheduled such that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the FRD shall arrange for an expedited hearing that allows for a hearing and ruling sufficiently in advance of the subject competition so as not to prejudice the a Party's ability to participate. In such a case, the Hearing Panel may hear and decide the Complaint pursuant to such procedures as are reasonably necessary under the circumstances.

Section 9. Temporary Measures. The Federation may implement Temporary Measures at any time, which shall be effective immediately upon notice, unless stated otherwise, (a) to ensure the safety or well-being of others, or horses; or (b) where an allegation is sufficiently serious. Temporary measures may include, but are not limited to, altering training schedules, providing chaperones, limiting contact, removal from the venue, and suspensions. The Respondent must be afforded an opportunity for a provisional hearing within a reasonable amount time after the imposition of temporary measures, including being allowed to request expedited procedures if it affects Respondent's practical opportunity to participate in an approaching competition. The provisional hearing is not a full hearing on the merits, but rather will simply determine

whether there is reasonable cause to continue the temporary measure(s) pending a full hearing. The Respondent will still be afforded a hearing on the merits in a timely manner thereafter.

As an exception to this provision, temporary suspensions and other temporary measures imposed by WADA, FEI, USADA, USOPC, and the U.S. Center for SafeSport in accordance with their procedures shall be honored by the Federation without further proceedings.

Bylaw 703 – NGB Compliance Complaints

Section 1. Jurisdiction. The Hearing Committee has jurisdiction to hear NGB Compliance Complaints as defined above that are properly filed against the Federation by any Life Member, Senior Active Member, or Junior Active Member, so long as the Petitioner agrees to be subject to the applicable Complaint Procedures and to be bound by any decision rendered pursuant to those Complaint Procedures.

Section 2. Filing Requirements.

- a. **Manner of Filing.** An NGB Compliance Complaint must be filed with the FRD at disputes@usef.org with a copy to the Federation President at president@usef.org and the General Counsel at generalcounsel@usef.org, using the form provided by the Federation on the Federation's website.
- b. **Requirements for Complaint.** An NGB Compliance Complaint must set forth in clear and concise language, preferably in numbered paragraphs: (i) the facts supporting the alleged violation; (ii) each rule, Bylaw, or regulation allegedly violated; (iii) the identity of any parties claimed to have been aggrieved by the violation; (iv) the identity of any individuals or entities that allegedly caused or contributed to the alleged violation; and (v) the remedy requested. The Petitioner must sign the Complaint and provide their current contact information on the form, including their preferred email address for receipt of communications regarding the matter.
- c. **Filing Fee.** A filing fee must be submitted with any NGB Compliance Complaint filed with the FRD. The amount of the fee can be found on the Federation fee schedule at www.usef.org. The filing fee may be waived by the FRD upon the Petitioner's showing of hardship or other good cause.

Section 3. Hearing. Hearings will be conducted in accordance with the applicable Complaint Procedures in Bylaw 702.

Section 4. Appeal. Decisions in actions brought under this Bylaw are not appealable.

Bylaw 704 – Opportunity to Participate Complaints

Section 1. Jurisdiction. The Hearing Committee has jurisdiction to hear Opportunity to Participate Complaints as defined above that are properly filed against the Federation by any athlete, coach, trainer, manager, administrator, or other official participating in, or who believes he should be allowed to participate in, a Licensed or sanctioned Competition, so long as the Complaint alleges a denial or threatened denial of an opportunity to participate as set forth in Bylaw 701(1)(b), and the Petitioner agrees to be subject to the applicable Complaint Procedures and to be bound by any decision rendered pursuant to those Complaint Procedures.

Section 2. Filing Requirements.

- a. **Manner of Filing.** An Opportunity to Participate Complaint must be filed with the FRD at disputes@usef.org with a copy to the Federation President at president@usef.org and the General Counsel at generalcounsel@usef.org using the form provided by the Federation on the Federation's website.
- b. **Requirements for Complaint.** The Complaint must set forth in clear and concise language, preferably in numbered paragraphs: (i) the facts supporting the alleged denial or threat of denial of Petitioner's opportunity to participate; (ii) the identity of the Respondent and any affected parties, including other potentially affected athletes; (iii) the particular competition in which the individual's or affected parties' participation could be impacted; (iv) the remedy requested, and (v) a list of any individuals who may be affected by the outcome of the matter. The Petitioner must sign the Complaint and provide their current contact information in the signature block, including their preferred email address for receipt of communications regarding the matter.

- c. **Filing Fee.** A filing fee must be submitted with any Complaint filed with the FRD. The amount of the fee can be found on the Federation fee schedule at www.usef.org. The filing fee may be waived by the FRD upon the Petitioner's showing of hardship or other good cause.

Section 3. Hearing. Hearings for an Opportunity to Participate Complaint will be conducted in accordance with the Complaint Procedures set forth in Bylaw 702. In addition, all affected athletes, as determined by the Hearing Panel, will be treated as parties to the case, and will be provided an opportunity to participate in the hearing.

Section 4. In any Opportunity to Participate Complaint, the petitioner filing the complaint must submit with the Complaint a list of all athletes they believe may be adversely affected by the outcome. The Federation will also promptly submit to a Hearing Committee Co-Chair a list of individuals it believes may be adversely affected by the outcome. If requested by the Hearing Committee Co-Chair, the Federation may also include a list of parties it believes to be affected. The Hearing Committee Co-Chair has the ultimate authority to determine which individuals will be included in the pool of affected athletes. The Hearing Committee Co-Chair will then promptly ensure those individuals are provided with notice of the dispute. The Hearing Committee Co-Chair will also approve the notice to be given. Any individual identified as an affected party and so notified of the Complaint, will have the option to participate as a party in a hearing on the Complaint filed. If an individual is notified of the Complaint, then that individual will be bound by the decision of the Hearing Panel even though the individual chose not to participate.

Section 5. No Exhaustion Requirement for Complaints Involving a Protected Competition. If the competition in question is a Protected Competition, the Petitioner is not required to exhaust internal remedies with the Federation by filing an Opportunity to Participate Complaint. Instead, Petitioner may elect to pursue the matter with the USOPC by following the process set forth in Section 9 of the USOPC Bylaws.

Section 6. Appeal. If the Hearing Committee renders a final decision on an Opportunity to Participate Complaint that involves a Protected Competition, any party other than the Federation who wishes to challenge the decision may file a complaint with the USOPC under Section 9 of the USOPC Bylaws. After the filing of a Section 9 complaint with the USOPC, or simultaneously thereto, the Petitioner may file a demand for arbitration with the arbitral organization designated by the USOPC in accordance with any procedures and deadlines established in the USOPC Bylaws. The arbitration decision will be a final and binding decision.

If the competition at issue in the Hearing Committee's final decision is not a Protected Competition, but is a Federation Licensed or sanctioned competition, within thirty (30) days of the issuance of the final decision, a party may appeal the Hearing Panel's final decision to the arbitral organization designated by the USOPC for a final and binding decision. Any such appeal shall be limited to review of the record considered by the Hearing Panel, and the standard for review on appeal is only whether (i) the Hearing Panel's determination was arbitrary, capricious or in bad faith, or (ii) the hearing process lacked the minimal fair process required for hearings by the USOPC and the Sports Act. A party may not present for the first time on appeal an issue or any evidence that was not raised during the original hearing. The appeal tribunal can order a new arbitration hearing or remand the case to the Federation Hearing Panel for corrections or further review. The hearing on appeal, if any, shall not exceed one day unless exceptional circumstances justify a longer hearing. Decisions that do not result in a suspension or ineligibility to compete are not appealable.

Bylaw 705 – Disciplinary Actions Complaints

Section 1. Jurisdiction. The Hearing Committee has jurisdiction to hear Disciplinary Action Complaints as defined above that are properly filed against a participant in Federation activities who has allegedly violated Federation rules or regulations relating to conduct, other than matters within the exclusive jurisdiction of WADA, the FEI, USADA, USOPC, the U.S. Center for SafeSport, or accepted by the U.S. Center for SafeSport under discretionary jurisdiction. Disciplinary Action Complaints can be filed by any Life Member, Senior Active Member, or parent of a Junior Active member of the Federation, or any Federation official, or can be filed by the Federation following its discovery of the violation or following its receipt of a report of a violation. In any case, the Petitioner agrees to be subject to the applicable Complaint Procedures and to be bound by any decision rendered pursuant to those Complaint Procedures.

Section 2. Reporting.

- a. Reporting to the Federation. Any individual may report alleged misconduct to the Federation, either verbally or in writing. In a report, the individual is encouraged, but not required, to provide the following information: (i) the identity of the individual or individuals alleged to have violated the Federation rules or regulations related to conduct; (ii) details regarding the complained of misconduct, including, to the extent possible, the identity of any alleged victims or witnesses; and (iii) the reporting or complaining party's contact information, including a preferred email address, unless the report or allegation was made anonymously.
- b. The Federation may also pursue a possible violation of Federation rules or regulations based on information received other than by a report described here, including but not limited to:
 - i. Information supporting a violation that is uncovered by the Federation in the normal course of its business;
 - ii. Receipt of notice that disciplinary action has been taken by an administrative agency, arbitration or other tribunal body, humane society, other National Governing Body, or a court of law;
 - iii. Receipt of notice that a court of law has entered a judgment or final order for monies owing to a Federation Senior Active or Life Member related to equestrian activities (e.g. training fees, coaching fees, stabling fees, horse board, horse transport, veterinary fees) and in connection with a Licensed Competition, which order or judgment is final and not subject to further appeal; or
 - iv. Receipt of an indictment, information, or charge, or a civil, criminal, or administrative proceeding or arbitration or other tribunal finding, that found that the Respondent has committed or participated in any plan or conspiracy to commit any act of unethical treatment, cruelty, or abuse to a horse, whether or not any such alleged or actual act, plan, or conspiracy occurred on the grounds of a Licensed Competition, or was in conjunction with, or was an element of some other offense, actual or alleged. For purposes of this subsection, unethical treatment of a horse shall include, but shall not be limited to, any actions or inactions prohibited under GR838, cruelty, abuse, killing, crippling, abandoning, or the mistreatment or neglect of a horse.

Section 3. Anonymous Reporting. Reports can also be made anonymously to the Federation. If the Federation determines that a proper investigation cannot be conducted while maintaining the reporting party's anonymity, the Federation shall so inform the reporting party and attempt to obtain the reporting party's consent to continue the investigation without a promise of anonymity.

Section 4. Temporary Measures. The Federation may impose temporary measures at any time pursuant to the terms in Bylaw 702.9.

Section 5. Preliminary Inquiry/Investigation. Upon receipt of a report of an alleged violation of the Federation rules or regulations related to conduct, the Federation will undertake a preliminary inquiry into the matter and gather any relevant information it can regarding the alleged misconduct that is readily available. If the Federation determines that a formal investigation is required before proceeding with the case, then the Federation will conduct, or direct to be conducted, an unbiased and impartial investigation of the report.

Section 6. Informal Resolution. Pursuant to the terms of Bylaw 702.6, at any time prior to a final decision, the Federation may pursue an informal resolution of any Disciplinary Action Complaint. An informal resolution that is agreed to by the parties and approved by the Hearing Panel is a final decision and will not be appealable. The Federation will notify the reporting party, if reasonably possible, that an informal resolution has been reached. The Federation may, but is not required to, provide the reporting party with the details of the resolution. If an informal resolution is reached and the matter is final, the reporting party cannot pursue the matter further.

Section 7. Party Responsible for Pursuit of Case.

- a. The Federation Pursues the Case. Upon its own initiative or after review of the initial report, any preliminary information gathered, or investigation results, the Federation may initiate a Complaint by issuing a Disciplinary Action Complaint through the FRD. The Federation maintains full discretion whether to issue a Disciplinary Action Complaint or to otherwise pursue the Complaint.
- b. The Federation Declines the Case.
 - i. If the Federation declines to file a Disciplinary Action Complaint, then the Federation must advise the Claimant(s), or parent/legal guardian if Claimant is a minor, (if the report was not made anonymously) that, they may still file a Disciplinary Action Complaint with the FRD so long as Claimant is either: a Life

Member, Senior Active Member, or parent/legal guardian of a Junior Active member of the Federation, or any Federation official.

- ii. Following receipt of notice that the Federation declined to pursue the case, if the Claimant elects to file a Complaint with the FRD, then the Claimant is responsible for all aspects of pursuing the case, including without limitation the reporting party's expenses in pursuing the case.

Section 8. Filing Requirements.

- a. **Manner of Filing.** A Disciplinary Action Complaint filed by anyone other than the Federation must be filed with the FRD at disputes@usef.org using the form provided by the Federation on the Federation's website.
- b. **Requirements for Complaints.** The Disciplinary Action Complaint will set forth in clear and concise language, preferably in numbered paragraphs: (i) the identity of the individual or individuals alleged to have violated the Federation rules or regulations related to conduct; (ii) details regarding the misconduct, including, to the extent possible, the identity of any alleged victims or witnesses; (iii) the specific Federation Rules or regulations allegedly violated; and (iv) the initial report of the alleged misconduct.
- c. **Filing Fee.** A filing fee must be submitted with any Disciplinary Action Complaint filed with the FRD, except for Safe Sport complaints or Complaints filed by the Federation. The amount of the fee can be found on the Federation fee schedule at www.usef.org. The filing fee may be waived by the FRD upon the Petitioner's showing of hardship or other good cause.

Section 9. Hearing. The hearing in a Disciplinary Action Complaint will be conducted in accordance with the Complaint Procedures set forth in Bylaw 702. However, minors will not be required to submit to cross-examination by the Respondent or the Respondent's representative, and may instead be examined by the members of the Hearing Panel, including based on written questions submitted by the Respondent and/or Respondent's representative.

Section 10. Appeal. If a Respondent found in violation of Federation Rules disputes the Hearing Committee's decision rendered under these Complaint Procedures where the decision of the Hearing Panel involves a denial, or threatened denial, of an opportunity to participate in a Protected Competition, the individual may file a complaint with the USOPC under Section 9 of the USOPC Bylaws. After the filing of a Section 9 complaint with the USOPC, or simultaneously thereto, the individual may file a demand for arbitration with the arbitral organization designated by the USOPC in accordance with any procedures and deadlines established in the USOPC Bylaws. The arbitration decision will be a final and binding decision.

If the Hearing Panel's decision does not involve a denial, or threatened denial, of an opportunity to participate in a Protected Competition, but does involve a Federation Licensed competition, within 30 days of the issuance of the final decision, the Respondent may appeal the Hearing Panel's decision to the arbitral organization designated by the USOPC for a final and binding decision. Any such appeal shall be limited to review of the record considered by the Hearing Panel, and the standard for review on appeal is only whether (i) the Hearing Panel's determination was arbitrary, capricious or in bad faith, or (ii) the hearing process lacked the minimal fair process required for hearings by the USOPC and the Sports Act. A party may not present for the first time on appeal an issue or any evidence that was not raised during the original hearing. The appeal tribunal can order a new arbitration hearing or remand the case to the Federation Hearing Panel for corrections or further review. The hearing on appeal, if any, shall not exceed one day unless exceptional circumstances justify a longer hearing.

Decisions that do not result in a suspension or ineligibility to compete are not appealable.

Bylaw 706 - Excluded Proceedings

Section 1. Scope of Jurisdiction

The Federation does not have jurisdiction over complaints in the following areas:

- a. **Anti-Doping Violations.** A decision concerning a doping violation adjudicated by the USADA, WADA, or the FEI is not be reviewable through, or the subject of, these Complaint Procedures. The Federation shall enforce any sanctions issued by these entities without further proceedings.
- b. **FEI Decisions.** Any action taken by the FEI is not reviewable through, or the subject of, these Complaint Procedures. The Federation shall enforce any sanctions issued by the FEI without further proceedings.

- c. SafeSport Decisions. A report or decision concerning a SafeSport Code violation under the jurisdiction of or adjudicated by the U.S. Center for SafeSport shall not be reviewable through, or the subject of, these Complaint Procedures. The Federation shall enforce any sanctions issued by the U.S. Center for SafeSport without further proceedings.
- d. USOPC Athlete Safety Policy Reports/Complaints. A report and/or complaint submitted pursuant to the USOPC Athlete Safety Policy will not be reviewable through, or the subject of, these Complaint Procedures, and will be conducted in accordance with the USOPC Athlete Safety Policy. The Federation shall enforce any sanctions issued by the USOPC without further proceedings.
- e. Federation Background Check Review. Any review of a self-disclosure or red-light finding of a criminal or driving record that was completed pursuant to the Federation Background Check Policy, will not be reviewable through, or the subject of, these Complaint Procedures, and will be conducted in accordance with the Federation Background Check Policy.
- f. Field of Play Decisions. The final decision of a person designated to have discretion to make field of play decisions, i.e. Judge, Technical Delegate, or Ground Jury, during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of that official) shall not be reviewable through, or the subject of, these Complaint Procedures unless the decision is: (i) outside the official's scope of authority, or (ii) the product of fraud, corruption, partiality or other misconduct of the person making the decision.

Bylaw 707 - No Retaliation

Neither the Federation nor any Federation member, participant, employee, coach, or Board member shall retaliate against an individual for the filing of a Complaint or reporting in good faith under these Complaint Procedures or cooperating in good faith with an investigation or resolution process. Retaliation against an individual for the filing of a report or complaint shall constitute a violation of the Federation rules and grounds for discipline thereunder.

Retaliation is when adverse action occurs, which may include an action, threat, or inaction that would seemly punish or otherwise dissuade a reasonable person from raising a concern about a possible violation of the Federation rules or policies or engaging in the process regarding the same.

Bylaw 708 – 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 organization, and as provided within the Federation, including any rights to bring claims to the USOPC. This Bylaw does not preclude the commencement of an arbitration proceeding in accordance with these Complaint Procedures or the USOPC Bylaws. Arbitration decisions are final and binding and cannot be challenged in a court of law.

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 at which a quorum is present upon a two-thirds vote of those Directors present at the meeting. Amendments to these Bylaws may be proposed by any member of the Board. 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.

[END OF DOCUMENT]