

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

BYLAWS OF UNITED STATES EQUESTRIAN FEDERATION, INC.

PART I – GENERAL PROVISIONS

Bylaw 101 – Name and Seal

Bylaw 102 – National Governing Body & National Federation

Bylaw 103 – Miscellaneous Provisions

Part II — MEMBERSHIPS AND AFFILIATIONS

Subpart A – General

Bylaw 201 – Eligibility

Bylaw 202 – Voting Constituency

Bylaw 203 – Competition Eligibility

Bylaw 204 – Dues and Fees

Bylaw 205 – Suspensions, Fines and Terminations

Subpart B – Individual Members

Bylaw 211 – Designation

Bylaw 212 –Member Categories

Subpart C – Affiliated Entities

Bylaw 221 – Affiliated Entities

Bylaw 222 – Recognized Affiliate Associations

Bylaw 223 – Affiliated Competitions

Bylaw 224 – Sustaining Affiliates

PART III – GOVERNANCE

Subpart A – Board of Directors

Bylaw 301 – General Authority and Responsibilities

Bylaw 302 – Composition

Bylaw 303 – Election of Directors

Bylaw 304 – Meetings

Bylaw 305 – Mid-Year and Annual Meetings

Bylaw 306 – Vacancies and Removal

Bylaw 311 – Councils

Bylaw 312 – General Duties and Responsibilities

Subpart C – Officers

Bylaw 331 – Officers

Bylaw 332 – Responsibilities of Officers

Bylaw 333 – Vacancies and Removal

Subpart D – General Provisions Applicable to Officers and Directors

Bylaw 341 – Indemnification of Officers and Directors

Bylaw 342 – General Standards of Conduct for Directors and Officers

- Bylaw 343 – Conflict and Duality of Interest
- Bylaw 344 – Liability of Directors for Unlawful Distributions
- Bylaw 345 – Loans to or from Directors and Officers Prohibited
- Bylaw 346 - Compensation of Directors and Officers
- Bylaw 347 - Whistleblower Policy
- Bylaw 348 – Non-Discrimination Policy

PART IV – ATHLETES

Subpart A – Athlete representatives

- Bylaw 401 – Athlete Representatives

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

- Bylaw 411 – Athlete Representation on the Board of Directors and Committees
- Bylaw 412 - Repealed
- Bylaw 413 — Athlete Elections and Appointments

Subpart C – Athlete Representation on USOPC Athletes’ Advisory Council

- Bylaw 421 – Athlete Representation on USOPC Athletes’ Advisory Council

Subpart D – Athlete Committees

- Bylaw 431 – Athlete Nominating Committee
- Bylaw 432 - Athletes’ Advisory Committee

Subpart E – Athlete Drug Testing

- Bylaw 441 – Athlete Drug Testing

PART V – COMMITTEES OF THE BOARD AND CORPORATION

- Bylaw 501 – General
- Bylaw 502 - Committees of the Board.
- Bylaw 503 - Committees of the Corporation
- Bylaw 504 – Vacancies and Removals

PART VI – ADMINISTRATION

Subpart A – Chief Executive Officer and Staff

- Bylaw 601 – Chief Executive Officer
- Bylaw 602 – Records of the Federation

Subpart B – Finances

- Bylaw 611 – Yearly Budget
- Bylaw 612 – Conveyances and Encumbrances
- Bylaw 613 – Audit

PART VII – COMPLAINTS AND DISPUTES

- Bylaw 701 – Administration of Complaints
- Bylaw 702 - General Hearing Procedures Applicable to All Complaints
- Bylaw 703 – NGB Compliance Complaints

Bylaw 704 - Opportunity to Participate Complaints

Bylaw 705 - Disciplinary Actions Complaints

Bylaw 706 - Excluded Proceedings

Bylaw 707 - No Retaliation

Bylaw 708 – Litigation

PART VIII – AMENDMENTS

Bylaw 801 – Amendments

BYLAWS OF UNITED STATES EQUESTRIAN FEDERATION, INC.

PART I – GENERAL PROVISIONS

Bylaw 101 – Name and Seal

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

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

Bylaw 102 – National Governing Body & National Federation

Section 1. Certification as a National Governing Body.

The Federation shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body 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 National Governing Body (“NGB”) as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) (the “Sports 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 these 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. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code;
 - vi. provide a body of rules with which to govern equestrian sport at the national level, along with an effective means of enforcing them, and a judicial process that is fair to competitors while providing for optimum integrity within the sport;
 - 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 its 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;
 - 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. establish clear athlete, team, and team official selection procedures approved by the Federation, and the USOPC for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials;
 - iii. effectively conduct, in accordance with such selection procedures, a selection process to select athletes for Delegation Event and international teams;
 - iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable;
 - v. maintain and implement effective plans for successfully training Delegation Event athletes; 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;
 - 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 Federation Equestre Internationale ("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 Board of Directors.

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

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

Section 4. Principles of Construction.

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

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

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

Section 7. Robert's Rules of Order. The Annual Meeting and other meetings of the Board of Directors shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order. In the event of any inconsistency between the specific Robert's Rule and the New York state law, the laws of New York shall govern.

PART II — MEMBERSHIPS AND AFFILIATIONS

SUBPART A – GENERAL

Bylaw 201 – Eligibility

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

Bylaw 202 – Voting Constituency

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

Section 2. Voting Athletes. Notwithstanding the foregoing, or anything to the contrary elsewhere in these bylaws, 10-Year Athlete Representatives (see definition in Bylaw 401) shall be entitled to directly vote for Athlete Representatives to the Board of Directors and the Federation Athlete Advisory Committee 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 Regular Competitions, Eventing Competitions at the Preliminary Level or above, Dressage Competitions, Combined Driving Competitions at the Advanced Level, Vaulting Competitions, or International Competitions, Classes or Programs, persons must be Senior Active Members or Junior Active Members of the Federation as provided in Bylaw 212, or if non-members must pay a registration fee as provided in the Rules. Lessees are considered owners in connection with this requirement. In the event of an entry under multiple ownership, only one owner need be a Senior Active Member or pay a registration fee. Participants in the following classes are exempted from the requirements of this rule: (1) leadline; (2) exhibitions; (3) games and races; (4) classes for 4H members; (5) Walk trot and Academy classes (Academy Classes are classes limited to horses regularly used in a lesson program); (6) USDF Introductory Level tests, Pas de Deux and Quadrille classes; (7) Assistant Handlers in Dressage Sport Horse Breeding Classes; and (8) citizens of other nations who have proof, in English, of current membership in good standing in their own National Federation.

Bylaw 204 – Dues and Fees

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

Bylaw 205 – Suspensions, Fines and Terminations

Section 1. A Voting Member or Affiliated Entity failing to pay any dues and/or fees due the Federation shall be provided notice of delinquency. If those fees are not paid within 30 days after the date specified in the notice of delinquency, the delinquent Member or Affiliated Entity shall be suspended from membership in the Federation. Unless otherwise provided by the Board of Directors, the membership or affiliation of a Member or Affiliated Entity shall be terminated automatically if the Member or Affiliated Entity has failed to pay those fees for a period of 90

days after the date specified in the notice of delinquency. The CEO shall notify the Member or Affiliated Entity of suspension and the date upon which membership or affiliation will be terminated if fees remain unpaid.

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

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

SUBPART B – INDIVIDUAL MEMBERS

Bylaw 211 – Designation

Members consist of those persons who have joined the Federation in one or more of the membership categories as provided in the Rules. All members in good standing, except Non-Competing Members, and Individual Group Members, shall be eligible to participate in all classes and levels at Federation Regular Competitions, Eventing Competitions at the Preliminary Level or above, Dressage Competitions, Combined Driving Competitions at the Advanced Level and Vaulting Competitions as provided in Bylaw 203. Each Federation member will be required upon joining or renewing to designate a primary Breed/Discipline affiliation within the Federation (and may designate one or more secondary Breed/Discipline affiliations for informational purposes only). The record date for designations shall be November 30, with the primary designations of all Senior Active Members made since December 1 of the preceding year to be counted. A Senior Active Member will be deemed to continue his or her primary and secondary affiliation designations unless prior to the record date such Senior Active Member notifies the Federation in writing of a change.

Bylaw 212 –Member Categories

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

- 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 his or her eighteenth birthday who is a Senior Active Member or Life Member in good standing.

- 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 – Affiliated Entities

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

Bylaw 222 – Recognized Affiliate Associations

Section 1. RECOGNIZED AFFILIATE ASSOCIATIONS. Recognized Affiliate Associations consist of corporations, organizations, and associations in good standing that have been approved by the Board of Directors of the Federation. Recognized National Affiliate Association requirements are established and subject to amendment by the Board of Directors. 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. International Discipline Associations are sometimes referred to in these Bylaws as the "FEI Affiliates"; or
- b. National Associations where the national breed or discipline has competition rules which have been approved by the Board of Directors of the Federation for inclusion in the Federation's Rulebook. The Federation may only recognize one national breed/discipline association for each breed or discipline with competition rules in the Rulebook. Recognized National Affiliate Associations are sometimes referred to in these Bylaws as "National Affiliates."

Appeals involving the recognition of any association must be made in writing to the 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 2. Group Members. A Recognized Affiliated Association may petition the Board of Directors to enlist members of such Recognized Affiliate Association in certain Federation programs designed to serve special needs of competitions, or divisions, and/or levels thereof, endorsed by such Affiliate Association that are not recognized by the Federation. Competitions, divisions, and/or levels thereof approved within such petition shall be designated as the Federation Endorsed competitions, divisions or levels.

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

Bylaw 223 – Affiliated Competitions

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

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

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

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

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

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

Section 7. Local Competitions. Local Competitions consist of those competitions under the management of organizations, associations, corporations and others holding competitions which are limited by restrictions as indicated in the Rules.

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

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

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

Bylaw 224 – Sustaining Affiliates

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

PART III – GOVERNANCE

SUBPART A – BOARD OF DIRECTORS

Bylaw 301 – General Authority and Responsibilities

Section 1. The Federation shall have a Board of Directors that has knowledge of and experience in equestrian sport, including competencies that enhance the mission of the Federation. The Board of Directors shall be responsible for the development of the strategic direction of the Federation and shall set policy and delegate the

responsibility for implementation to the Chief Executive Officer and staff. Except as otherwise provided by these bylaws, the Board of Directors shall have all governance, supervising, and administrative authority of the Federation. The authority and responsibilities of the Board of Directors shall include:

- a. development of policy and strategic direction for the Federation;
- b. selection, compensation, evaluation, and termination of the Chief Executive Officer;
- c. assistance and review, through the President, of the Chief Executive Officer's implementation of the plans and initiatives to determine whether the Federation is achieving the desired outcome of the policies and strategic direction of the Federation;
- d. oversight of financial activities throughout the fiscal year;
- e. review and approval of the Federation annual budget, 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;
- 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 of Directors as it considers appropriate to provide (i) that at least 33.3 percent (33.3%) of the Board are voting Athlete Representatives eligible under the USOPC Bylaws, and (ii) that there is adequate representation and to ensure reasonable direct representation for any amateur sports organization that:
 - a. conducts a national program or regular national amateur athletic competition in equestrian sport on a level of proficiency appropriate for selection of athletes to represent the United States in international amateur athletic; and
 - b. ensures that the representation reflects the nature, scope, quality, and strength of the equestrian programs and competitions of that amateur sports organization in relation to all other equestrian programs and competitions in the United States.

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 of Directors or Officer of the Federation may serve as an officer of any other amateur sports organization that is recognized as a national governing body by the USOPC.

Bylaw 302 – Composition

Section 1. Beginning in January 2022, the Board of Directors consists of the following 21 Directors (or such greater number as increased pursuant to Bylaw 301.1(o), each of whom must be a Federation Senior Active Member, with each Director having one vote:

1. Three Officers, including a President, Vice-President, and Secretary/Treasurer, elected as provided in Bylaw 331.
2. Seven Athlete Representatives (or such greater number as needed to provide at least 33.3 percent (33.3%) athlete representation on the Board), elected as provided by Bylaw 303, Bylaw 411 and Bylaw 421, one of whom must be the USOPC AAC member and one of whom must be the USOPC AAC Alternate. At least one-half (1/2) of the Athlete Directors must be Athlete Representatives from the Olympic or Paralympic disciplines. No more than one-half (1/2) of the elected Athlete Directors can come from the same primary discipline. At least five Athlete Directors must be 10-Year Athlete Representatives and two Athlete Directors, with the exception of the USOPC AAC member and Alternate, can be 10-Year+ Athlete Representatives (see definition in Bylaw 401).
3. Three International Disciplines Council members, one from each of the three largest FEI disciplines shall be elected by the IDC in accordance with Bylaw 303. In 2022, the non-Olympic discipline seat shall convert to an Athlete Representative seat and shall be filled in accordance with Bylaw 303 below.
4. Four National Breeds & Disciplines Council members, one from each of the four largest breeds or non-FEI disciplines, elected as provided in Bylaw 303.
5. Three Independent members, as defined and elected as provided in Bylaw 303.
6. One representative from the Sustaining Member elected as provided in Bylaw 303.

Section 2. The term of a member elected to fill a position referred to in Section 1 of this Bylaw at the Annual Meeting of the Board of Directors, who is elected for a full term and not to fill a vacancy, begins that term immediately after the adjournment of the meeting at which the individual was elected. An individual elected or appointed to fill a vacancy takes office immediately upon the election or appointment.

Section 3. Term Limits. Any member of the Board of Directors may serve a maximum of two consecutive four-year terms, or eleven years in total if the Director has been elected to fill a partial term, and may not be reelected to the Board of the Federation for 350 days following the expiration of the second term, except that any Director may be elected to an Officer position for a maximum of two additional consecutive four-year terms regardless of prior continuous service as a Director. A change of Officer position shall operate to extend the maximum term of such person, except however, after serving as President, an individual may not be elected either Vice-President or Secretary/Treasurer or to the Board of Directors of the Federation for 350 days following the expiration of that individual's term as President.

Bylaw 303 – Election of Directors

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

- a. Two Athlete Representatives shall serve the remaining one year of their terms, and beginning in 2023 and every fourth year thereafter, two Athlete Representatives shall serve four-year terms;
- b. One Athlete Representative shall serve the remaining two years of the current term, and one Athlete Representative shall be elected to serve an initial two-year term. Beginning in 2024 and every fourth year thereafter, two Athlete Representatives shall serve four-year terms;
- c. The USOPC AAC member shall serve the remaining three years of the current term, and the USOPC AAC Alternate member shall serve an initial three-year term. Beginning in 2025 and every fourth year thereafter, the USOPC AAC Athlete Representative and Alternate shall serve four-year terms;

- d. One Athlete Representative shall be elected to serve a four-year term, and beginning in 2026 and every fourth year thereafter one Athlete Representative shall serve four-year terms.

Section 2. Council Directors. The International Disciplines and National Breeds & Disciplines Councils shall elect four individuals from their respective Council to serve as Directors of the Federation. See Bylaw 302.3 for Term Limits.

- a. International Disciplines Council. In 2014, one member shall be elected to serve on the Board of Directors for an initial term of one (1) year and beginning in 2015 and every fourth year thereafter to serve a four (4) year term. In 2014, two members shall be elected to serve on the Board of Directors for an initial term of two (2) years and beginning in 2016 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for a term of four (4) years and every fourth year thereafter to serve a four (4) year term. Of the four seats above, one seat is a non-Olympic discipline seat, which shall be elected by the five (5) non-Olympic and ParaEquestrian council members only. In 2022, the non-Olympic discipline Director seat shall convert to an Athlete Director seat and shall be filled in accordance with section 1 above.
- b. National Breeds & Disciplines Council. In 2014, one member shall be elected to serve on the Board of Directors for an initial one (1) year term and beginning in 2015 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for an initial two (2) year term and beginning in 2016 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for an initial three (3) year term and beginning in 2017 and every fourth year thereafter to serve a four (4) year term. In 2014, one member shall be elected to serve on the Board of Directors for a four (4) year term and every fourth year thereafter to serve a four (4) year term.

Section 3. Independent Directors. The Board of Directors shall elect three individuals, who meet the criteria below. Such criteria must be maintained throughout the Independent Director's term of service. Beginning in 2017 and every fourth year thereafter, one elected individual will serve a four (4) year term. Beginning in 2019 and every fourth year thereafter, one elected individual will serve a four (4) year term. 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. has not served as a consultant, supplier, competition licensee, service provider, or Officer of the Federation; and none of the individual's relatives has served in any of the foregoing positions; and
- e. 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 sport programs from the Federation 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 IF, 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 IF, the international regional sport entity, or any sport family entity connected to the Federation;
- c. the individual was not affiliated with or employed by the Federation's outside auditor or outside counsel;
- d. an immediate family member of the individual was not affiliated with or not employed by the NGB's outside auditor or outside counsel as a partner, principal or manager;
- e. the individual was not a member of the Federation's Athletes' Advisory Council;
- f. the individual was not a member of any constituent group with representation on the Board;
- g. the individual receives no compensation from the Federation, directly or indirectly;
- h. the individual is not an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Federation.

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

Bylaw 304 – Meetings

Section 1. Meetings. The Board of Directors shall meet at least six times per year, including in person at the Annual Meeting of the Federation and at the Mid-Year Meeting. Except for Special Meetings addressed in Section 2 below, the Secretary/Treasurer must give at least three weeks' notice of such meetings to all members of the Board of Directors. Meetings other than the Annual Meeting and Mid-Year Meeting are permitted to be conducted by telephonic or other electronic means and date to be fixed by the Board or by the Officers. Notice of a meeting or special meeting (or waiver of notice) may be given by fax or by electronic communication, such as e-mail provided there is reasonable certainty that the destination is correct. Fax/electronic notification is invalid if undeliverable or if two consecutive notices are not delivered to the recorded number or address.

- a. Proposals to change any mileage rules must be published to the Federation's membership 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 of Directors at any time and must call a meeting when requested in writing to do so by one-third or more of the members of the Board. The Secretary/Treasurer shall provide notice of such meetings to each Director at least ten days prior to the meeting.

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

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

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

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

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

Section 7. Extraordinary Circumstances Participation. Under extraordinary circumstances, as determined in their absolute discretion by the unanimous agreement of the three Officers, members of the Board of Directors may participate in the Annual Meeting or Mid-Year Meeting of the Board by means of a conference telephone or similar electronic communications equipment which allows all persons participating in the meeting to hear each other at the same time. Any member of the Board may participate in a special meeting of the Board by conference telephone or similar electronic communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Agenda. Not less than seven (7) days prior to any meeting of the Board of Directors the Secretary/Treasurer shall cause to be mailed, faxed, or sent by electronic communication such as e-mail, to the Directors an agenda of matters proposed to be considered at such meeting. In order for the Board of Directors to take action on a specific matter at a particular meeting, the agenda for such meeting must describe the matter with sufficient particularity and be accompanied by sufficient supporting materials (to the extent then available) as to afford the Directors reasonable notice that it will be offered for consideration. Notwithstanding the foregoing, a specific matter not referred to in the agenda for the meeting of the Board of Directors may be considered and acted upon by the Board if (a) a supplement to the agenda, describing such matter in the same terms as provided above, has been sent by mailgram, facsimile transmission or email to the members thereof, not less than seventy-two (72) hours prior to the meeting in question; and (b) two-thirds (2/3) of the members present and voting at the meeting, vote to consider the matter. When not covered by the Agenda or the Agenda Supplement, New Business at a Board of Directors Meeting shall require the consent of eighty (80%) percent of the members present and voting at the meeting to consider the matter.

Section 9. Election of Officers, and Independent Directors. The election of Officers and Independent Directors, which are to be elected by the Board, shall be conducted after the Nominating Committee's nominations for those positions have been received and accepted by the Board and after any other nominations for those positions, if any, have been made by members from the floor. At the close of all nominations for all positions that are to be elected at that particular meeting, the election of those particular positions shall then occur.

In the event of more than one person being nominated for a particular Officer, or an Independent Director position which is elected by the Board, then the election for that multi-candidate position shall be by secret ballot in which each board member would be entitled to cast one vote for one of the nominees for each multi-candidate position. A candidate must receive a majority of the votes cast in order to be elected. (A majority would be more than 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 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 and at least one in-person Board meeting during any twelve (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 – Mid-Year and Annual Meetings

Section 1. Mid-Year Meeting. The Mid-Year Meeting of the Federation's Board of Directors shall be in each year on such day or days and at such time and place as the Board of Directors or the Officers may designate. The Secretary/Treasurer must give at least three weeks notice of such meeting to all Board of Directors. The order of proceedings shall provide for receiving the nomination(s) of the Nominating Committee for the office of President as previously disclosed by the Nominating Committee in accordance with Bylaw 503. Additional nominations, if any, shall be received from members of the Board. Following the election of the President at this meeting, the individual elected shall be designated President-Elect until convening the second meeting of the Board at the Annual Meeting at which time the President-Elect shall assume the office of President. The President-Elect shall attend meetings of the Federation but shall have no vote as President-Elect, except as he or she is otherwise entitled to vote as a member of the Board.

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

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

- a. The first meeting shall be a meeting of the Board of Directors of the Federation (being the "Seated" Board of Directors) for closing out its business and for receiving the nominations of the Nominating Committee as previously disclosed by the Nominating Committee in accordance with Bylaw 503 and the election of the Vice-President and Secretary/Treasurer, if applicable, and for the election of Independent Directors, if any. Following this meeting, the second meeting shall be called and shall be the first meeting of the newly elected Board.
- b. Upon convening of the second meeting, the Board of Directors shall consider rule changes and receipt of Committee reports. At the Annual Meetings, the Board of Directors shall entertain such additional business as may properly come before it.

Bylaw 306 – Vacancies and Removal

Section 1. Vacancies. A Board vacancy may be caused by the 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 of Directors. 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 in person more than one-third (1/3) of the 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 twelve (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. 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 Athletes' Advisory Council 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 – COUNCILS

Bylaw 311 – Councils

Section 1. To operate efficiently and to maximize the expertise of the various volunteers, the Board shall have three councils: Member Services; International Disciplines; and National Breeds & Disciplines. The Federation's President, Vice-President, and Secretary/Treasurer shall be ex officio, non-voting members of each council. A council member may participate in the discussions of each council but may only vote in the council of which he or she is a member.

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

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

Section 3. International Disciplines Council (24 members) shall be composed of the following voting members who shall oversee the national and international sport programs for the FEI disciplines, all of whom shall have both international experience, as defined by Bylaw 331.2, and an understanding of the dynamics and diversity of the sport nationally;

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

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

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

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

- a. Fifteen (15) National Breeds & Disciplines Council seats shall be apportioned in order to ensure proportionate representation amongst the National Affiliate Associations. As such, the seats on the National Breeds & Disciplines Council shall be apportioned annually as follows, all of whom shall have an appreciation of the dynamics and diversity of the sport nationally;
- b. Three (3) National Breeds & Disciplines Council seats shall be populated by representatives of the National Breeds & Disciplines Council Advisory Group (Advisory Group), one (1) of whom must be an Actively Engaged Athlete Representative. The Advisory Group shall elect these representatives. The Advisory Group is made up of one representative from each National Breed/Discipline Recognized Affiliate Association who has not met the criteria in Subsection 1 to occupy a voting seat on the National Breeds & Disciplines Council. Additional representatives to the Advisory Group will come from any National Breed/Discipline in the Federation Rule Book not represented by a Recognized Affiliate Association.
 1. The four (4) largest National Affiliate Associations with Competing members of the Federation who have designated as of the preceding record date a primary affiliation with such breed or discipline shall be entitled to elect at least one representative to serve as a Member of the National Breeds & Disciplines Council of the Federation. The record date shall be the last day of the competition year preceding the Annual Meeting. The primary affiliation designations of new Competing Members, renewing Competing Members and Competing Members who have renewed his or her membership for more than one year as of the record date shall form the basis for the number of National Breeds & Disciplines Council Members that can be elected by each such National Affiliate Association to serve on the Federation's National Breeds & Disciplines Council. The National Breeds & Disciplines Council members representing National Affiliate Associations are to be allocated among the applicable breeds/disciplines in proportion to the primary affiliation designations of Federation competing members. For affiliates appointing three or more individuals to the Council, 33.3 percent (33.3%) of the affiliate appointments must include Actively Engaged Athlete Representatives.
 2. Each year at the Annual Meeting, the Nominating Committee shall issue a report of the number of National Breeds & Disciplines Council seats per breed/discipline that will be allocated that year (to be seated the following year) in order to maintain the above-described proportional representation as computed each year from the primary affiliation designations of the Federation competing membership as of the record date. Appeals involving the allocation of any seat by the process must be made in writing to the office of the Federation within 30 days of the announcement. Appeals will be heard by the Hearing Committee. The decision of the Hearing Committee shall be final and shall be deemed to have the force and effect of a ruling in arbitration.
 3. Each National Affiliate Association shall designate its representative(s) no later than sixty days prior to the Annual Meeting. It shall also publish to its membership, via its website, its procedures for the designation of its representative(s) to the National Breeds & Disciplines Council of the Federation, and provide the Federation with a link to those procedures.

4. If a National Affiliate Association fails to submit its designation by the time prescribed by the Federation, the seat will remain vacant through the next Board meeting at which time the seat(s) will be filled with a Presidential appointee(s).
5. A member designated to an allocated position on the Council must have designated such Breed/Discipline as his or her primary affiliation and shall be deemed to continue to hold such Breed/Discipline position for the balance of his or her term, even if such Council Member changes his or her primary affiliation during such term.
 - a. Three (3) National Breeds & Disciplines Council seats shall be elected by the National Breeds & Disciplines Council Advisory Group. Any National Affiliate not meeting the criteria set above in subsection 1 to occupy a voting seat on the National Breeds & Disciplines Council shall be considered a member of the Advisory Group of the National Breeds & Disciplines Council. The Advisory Group shall elect three (3) members to serve as voting members for the Advisory Group on the National Breeds & Disciplines Council, one (1) of whom must be an Actively Engaged Athlete Representative. Each Advisory Group Member is eligible to nominate candidates and vote for the voting members to serve in the Advisory Group seats on the National Breeds & Disciplines Council.
 - b. The Chair of the National Breeds & Disciplines Council shall be elected by the Council. Only Council members that represent the four largest National Affiliates are eligible to serve as Chair of the National Breeds & Disciplines Council.

Section 5. Notwithstanding any provision in these Bylaws to the contrary, if any organization having proportional or direct representation on any Council fails to affiliate and pay required fees as a Recognized Affiliate of the Federation and be subject to all responsibilities and privileges of affiliation, such failure shall constitute cause for the removal of the Council member(s) then serving on the Council representing such association or corporation and for the suspension of the election of any new Council members to such positions.

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

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

Section 7. COUNCIL MEETINGS. The Councils shall meet at least quarterly.

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

Section 9. Council Responsibilities. Each Council shall create its own budget in conjunction with and at the direction of the Budget & Finance Committee. The International Disciplines Council and the National Breeds & Disciplines Council each shall elect four members who shall serve on the Federation Board of Directors.

Section 10. Term. The term of each Council member shall be two years. There is no limit as to the number of terms that any Council member is eligible to serve. In 2014, the Athlete Representatives appointed to the International Disciplines Council shall serve an initial term of one year and beginning in 2015 and every second year thereafter serve a two (2) year term, except the AAC representative whose initial term is three (3) years and then four (4) years thereafter.

Bylaw 312 – General Duties and Responsibilities

The President shall assign each Council specific matters within their respective expertise to consider and make a recommendation to the Board of Directors. Each Council shall be responsible for proposing an annual budget for the activities within its respective area of expertise as set forth in Bylaw 611. The Councils may further consider

any policies or programs within their respective areas of expertise and make such recommendations to the Board as the Council finds appropriate. The Board then shall consider the Council's recommendations and take whatever action the Board considers appropriate.

SUBPART C – OFFICERS

Bylaw 331 – Officers

Section 1. The Officers of the Federation shall be a President, Vice-President and a Secretary/ Treasurer. All Officers shall be elected as set forth in section 2 below. All Officers shall hold office until their successors are duly chosen. No person at any time may hold more than one office of the Federation, unless otherwise provided herein.

Section 2.

- a. The Board of Directors shall elect the President, Vice-President and a Secretary/ Treasurer as set forth below. To be eligible to serve as any of these Officers, the individual must have served on the Federation Board of Directors within the last six years preceding the election of the applicable seat.
- b. To be eligible to serve as President an individual must have both international experience and an appreciation of the dynamics and diversity of the sport nationally. For purposes of these bylaws, "international experience" means an individual who demonstrates an understanding of and embraces the critical importance of the Federation's role in international sport.
- c. If an elected Officer holds a position as an existing Director, he or she shall vacate his or her existing Director position and shall commence the term of the officer position to which he or she was elected. The Director position vacated by that individual then shall be filled in accordance with the standard procedures for selecting that director position for the remainder of the unexpired term for that director position.

Section 3. The terms of officers are as follows:

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

Bylaw 332 – Responsibilities of Officers

Section 1. President.

- a. The President shall be the chairman and preside at all meetings of the Board of Directors and shall be an ex officio member of each Council and all committees and task forces, except the Ethics Committee, the Nominating Committee, and the Athletes' Advisory Committee. The President shall not appoint himself nor be elected nor serve as chairman of any committee except the Board of Directors. During the term of office, the President shall not be an employee of the Federation. The President may at any time call a meeting of the Board of Directors or Councils and shall do so at the request of the appropriate number of Directors as set forth in these bylaws. The President shall appoint a recording Secretary.
- b. The President shall oversee the reporting system, checks and balances from the Councils to ensure that the Board approved plans are followed and implemented.
- c. The President shall guide the strategic growth and direction of the Federation that has been approved by the Board of Directors. He shall see that it is implemented by the CEO.
- d. The President shall preside over the volunteer leadership structure to provide inspiration and encouragement to Board of Directors, committee members, and volunteers to serve and contribute their time and talents.

- e. The President shall recommend a Chief Executive Officer to the Board for its approval. The President shall negotiate the terms and conditions of employment for the CEO and recommend such terms to the Board of Directors for its approval. The President shall be the liaison between the Board of Directors and the CEO and responsible for the CEO's implementation of the Board of Director's policies and directives and the CEO's overall management of the organization. The President shall report at least once annually to the Board of Directors on the performance of the Federation's CEO. The President shall submit any recommendations for change in the terms and conditions of the employment of the CEO to the Board of Directors.
- f. The President, or the Vice-President if the President is unavailable, or the Secretary/Treasurer if they both are unavailable, may make modification in the application of the Rules under special circumstances and shall report any such modification granted to the Board of Directors at its next meeting.
- g. Subject to USOPC Athlete Representation Requirements, including when applicable, requirements for the direct appointment or election of Athlete Representatives, the President shall appoint all committee members and task force members as are specified in these bylaws.

Section 2. Vice-President. The Vice-President shall perform the duties of the President or other duties when requested by the President or in the event of the President's resignation, incapacity, removal, or death. The Vice-President shall preside over all meetings of the Board at which the President is not present. The Vice-President shall serve as an ex officio, non-voting member of each of the three Councils.

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall give notice of all meetings of the Board of Directors. The Secretary/Treasurer shall be custodian of the seal of the Federation and shall perform such other duties as may be from time to time assigned to the Secretary/Treasurer by the Board or are assigned to the Secretary/Treasurer in the Bylaws and Rules. The Secretary/Treasurer shall oversee all funds and accounts of the Federation maintained under the direction of the CEO. The Secretary/Treasurer shall oversee the keeping of proper books of account, showing the disposition of all funds of the Federation, and shall make a full report in writing covering the financial condition of the Federation at each Annual Meeting of the Federation and at such other times as requested by the Board of Directors. The Secretary/Treasurer, with the approval of the Audit Committee, may cause independent auditors to investigate any financial matters of the Federation. The Secretary/Treasurer shall be an ex officio member of each Council.

Bylaw 333 – Vacancies and Removal

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

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

SUBPART D – GENERAL PROVISIONS APPLICABLE TO OFFICERS AND DIRECTORS

Bylaw 341 – Indemnification of Officers and Directors

If any Officer or Director of the Federation is made a party to any civil or criminal action, suit or proceeding in any matter arising from the performance of his or her duties for or on behalf of the Federation, then, to the fullest extent permitted by law including applicable provisions of the New York Not-For-Profit Corporation Law as in effect from time to time, the Federation shall indemnify the Officer or Director for all amounts paid by him or her in connection with the action, suit, or proceeding, including any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, or in connection with any appeals. This provision shall apply to both derivative and non-derivative actions to the extent permissible by law, and shall include an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Officer or Director of the Federation served in any capacity at the request of the Federation, by reason of the fact that he or she, his or her testator or intestate, was an Officer or Director of the Federation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. If any provision of the New York Not-For-Profit Corporation Law or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Federation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the New York Not-For-Profit Corporation Law or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Federation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Federation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Bylaw 342 – General Standards of Conduct for Directors and Officers

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

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

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

Bylaw 343 – Conflict and Duality of Interest

Section 1. Generally. If any officer, Director or member of any other committee has a conflict of interest as defined in the Federation's Conflict of Interest Policy with regard to any financial or other transaction involving the Federation, such individual may not:

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

However, such a person may present information concerning such the transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto. But he or she shall be counted in determining the quorum for the meeting relating to the matter. In the absence of any conflict of interest, after full disclosure pursuant to the requirements of the Federation's Conflict of Interest Policy, if such disclosure is made, the contracts or transaction shall not be voidable if the officers, Directors, or committee members in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested officers, Directors, or committee members and the contract or transaction is fair to the Federation at the time it is authorized.

Section 2. Disclosure of Directors' Conflicts of Interest. Prior to the initial election of any Director, and annually thereafter, each Director shall complete, sign and submit to the Secretary of the Board a statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Federation has a relationship, and any transaction in which the Federation is a participant in which the Director might have a conflicting interest. The Secretary shall provide a copy of all completed statements to the chair of the Audit Committee.

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

Section 4. Related Party Transactions. The Federation is prohibited from entering into any Related Party Transaction unless the transaction is determined by the Board of Directors to be fair, reasonable and in the Federation's best interest at the time of such determination. Any Director, Officer, or Key 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 4 shall be deemed to refer to the Audit Committee.

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

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

Bylaw 344 – Liability of Directors for Unlawful Distributions

Section 1. Liability of Corporation. A Director who votes for or assents to a distribution made in violation of the New York Not-for-Profit Corporation Law (NPCL) or the articles of incorporation of the Federation shall be personally liable to the Federation for the amount of the distribution that exceeds what could have been

distributed without violating the NPCL or the articles of incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Bylaw 342 of this Subpart.

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

Bylaw 345 – Loans to or from Directors and Officers Prohibited

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

Bylaw 346 - Compensation of Directors and Officers

No Director or Officer may participate or be present at any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that such person present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting. The Federation shall reimburse Board members elected as Athlete Representatives for reasonable travel costs incurred to attend Board meetings.

Bylaw 347 - Whistleblower Policy

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

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 Athlete Representatives on Federation Committees, athletes must be a Federation Senior Active Member and meet the definitions set forth in the USOPC Bylaws, which include the following:

1. 10-Year Athlete Representative: An athlete who has represented the United States in one of the following within the 10 years preceding election or appointment:
 - a. a Delegation Event (Olympic, Paralympic, Pan Am, ParaPan); or
 - b. an Elite Protected Competition as defined by the Federation AAC and approved by the USOPC NGB Athlete Representative Review Working Group from time to time. See Federation website for the list of approved Elite Protected Competitions.
2. 10-Year+ Athlete Representative: Same as 10-Year Athlete Representative, but representation was not within the previous 10 years.
3. Actively Engaged Athlete Representative: An athlete who:
 - a. Is a 10-Year Athlete Representative;
 - b. Is a 10-Year+ Athlete Representative;
 - c. With the 24 months preceding election/appointment has been actively engaged in competitions defined by the Federation AAC and approved by the USOPC NGB Athlete Representative Review Working Group from time to time. See Federation website for the list of approved competitions.

SUBPART B – ATHLETE REPRESENTATION ON THE BOARD OF DIRECTORS AND COMMITTEES

Bylaw 411 – Athlete Representation on the Board of Directors and Committees

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

Section 2. Vacancies. If an Athlete Director vacancy occurs before the end of his or her term, the Athlete Representative 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 his or her successor is elected.

Bylaw 412 - Repealed

Bylaw 413 — Athlete Elections and Appointments

Section 1. All elections regarding, 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 Athlete Representatives shall be determined by the Athletes’ Advisory Committee of the Federation, in accordance with USOPC Guidelines, as approved by the Board of Directors.

SUBPART C – ATHLETE REPRESENTATION ON USOPC ATHLETES’ ADVISORY COUNCIL

Bylaw 421 – Athlete Representation on USOPC Athletes’ Advisory Council

Section 1. Following the conclusion of the summer Olympic Games, the 10-Year Athlete Representatives shall elect a 10-Year Athlete Representative qualified through their representation in a Delegation Event, an alternate who shall also be a 10-Year Athlete Representative qualified through their representation in a Delegation Event, to represent equestrian sport on the USOPC’s Athletes’ Advisory Council for the next Quadrennial period. The Athlete Representative selected as the USOPC AAC representative also shall serve on the Federation’s Board of

Directors and shall be a member of the International Disciplines Council. The Athlete Representative selected as the USOPC AAC alternate representative shall also serve on the Federation's Board of Directors.

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

- a. The Federation will contact all of the Federation 10-Year Athlete Representatives, who are also Senior Active Members, requesting their participation in the election of the equestrian representative to the USOPC's Athletes' Advisory Council.
- b. The names of all such 10-Year Athlete Representatives qualified through their representation in a Delegation Event who have indicated a willingness to serve as the equestrian representative to the USOPC's Athletes' Advisory Council will be placed on an electronic ballot. The ballot will be accessible to all 10-Year Athlete Representatives who are also Senior Active Members. The Federation will request that they vote for one individual to represent them on the USOPC's Athletes' Advisory Council and to serve on the Federation's Board of Directors.
- c. The individual who receives the most votes will become the equestrian representative to the USOPC's Athletes' Advisory Council. The next individual who receives the most votes will become the alternate equestrian representative to the USOPC's Athletes' Advisory Council and will also serve on the Federation's Board of Directors.
- d. In the event of a tie for the position of the equestrian representative to the USOPC's Athletes' Advisory Council, the Federation will circulate the names of the individuals involved in the tie to the 10-Year Athlete Representatives who are also Senior Active Members and ask them to vote for one individual. This process will be repeated until the tie is broken.
- e. The outcome of the election will be announced and the USOPC will be notified accordingly.

SUBPART D – ATHLETE COMMITTEES

Bylaw 431 – Athlete Nominating Committee

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

1. to nominate Athlete Representatives for election to the Athlete Director positions on the Federation Board of Directors; 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 Athlete Representatives. It shall also be the duty of this committee to assist the AAC with Athlete Representative appointments to the Federation councils and committees.

Bylaw 432 - Athletes' Advisory Committee

There shall be an Athletes' Advisory Committee ("AAC") including a Chairman and Vice Chairman of up to fifteen (15) Athlete Representatives composed annually as follows: one 10-Year Athlete Representative from each of the eight FEI disciplines, elected by 10-Year Athlete Representatives; the USOPC AAC representative and alternate; and up to five (5) additional 10-Year Athlete Representatives, appointed by the aforementioned elected AAC Athlete Representatives. A Chairman and Vice-Chairman of the AAC shall be elected for the calendar year from its membership. The Vice Chairman shall serve in the place and stead of the Chairman when the Chairman is unavailable and shall otherwise assist the Chairman in the work of the Committee. The Chairman of the AAC shall be elected for the calendar year from its membership. The Vice Chairman shall serve in the place and stead of the Chairman when the Chairman is unavailable and shall otherwise assist the Chairman in the work of the Committee. The Committee will convene as needed to perform the following duties: ensure communication

between the Federation and current Actively Engaged Athletes, to serve as a source of athlete opinion and advice to the Federation Board of Directors with regard to both current and contemplated policies of the Federation that affect Actively Engaged 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 of Directors for improvements in any phase of equestrian sport. One-third of the Athletes' Advisory Committee shall constitute a quorum.

SUBPART E – ATHLETE DRUG TESTING

Bylaw 441 – Athlete Drug Testing

It is the duty of 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 a 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.

PART V – COMMITTEES OF THE BOARD AND CORPORATION

Bylaw 501 – General

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

Section 2. Athlete Representatives. Athlete Representatives shall be selected by direct appointment by the AAC, unless stated otherwise in the relevant committee Charter. Designated Committees (committees that make recommendations or decisions directly impacting elite athletes by name or function) must include at least 33.3 percent (33.3%) voting Athlete Representation, with 10-Year Athlete Representatives comprising at least one-half (1/2) of the 33.3 percent (33.3%), and either 10-Year Athlete Representatives or 10-Year+ Athlete Representatives comprising the rest. All other committees must include at least 33.3 percent (33.3%) voting athlete representation by Actively Engaged Athletes.

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

Section 4. Participation. Any member of a committee or task force may participate in a meeting of the same by conference telephone call or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. 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 of Directors may establish committees that serve in an advisory capacity. Each established committee must have a Charter describing its purpose, number of committee members, and the term of service. 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 council, committee, task force, or working group.

Bylaw 502 - Committees of the Board.

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

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

Bylaw 503 - Committees of the Corporation

Section 1. Ethics Committee. There shall be appointed by the President, and subject to approval by the Board, an Ethics Committee to consist of five (5) or more Senior Active Members, two of whom must be members of the Board. The President shall appoint a Chairman from the Committee. The Ethics Committee shall draft a Code of Ethics for volunteers and staff ("the Code") establishing minimum standards for the volunteers (including members of the Board of Directors, Committees and task forces) and staff, for adoption by the Board of Directors. The committee shall also provide continuing attention to the Code and its enforcement, make recommendations to the Board with respect to ethical conduct, recommend to the Board amendments to the Code, and review and investigate such matters, referred to it, relating to ethical practice as it may deem appropriate. The greater of three or one-third of the members shall constitute a quorum.

Section 2. Hearing Committee.

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 disputes 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 on the Board 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 nine (9) Senior Active Members of the Federation two (2) elected by each of the three Councils, two (2) Athlete Representatives appointed by the AAC, and one (1) member of the Federation's Governance Committee. One of the individuals elected from each Council shall be an individual who is currently serving on the Board of Directors and the second individual shall be a Senior Active Member who is not currently serving as a member of the Board of Directors. The Federation's Governance Committee shall annually appoint a Governance Committee member to serve. No individual may serve more than four consecutive years on the Nominating Committee. The Committee shall elect a chairman.
- b. **Quorum.** Six (6) members of the Nominating Committee shall constitute a quorum.
- c. **Vacancy.** Should a non-athlete vacancy occur on the Nominating Committee the pertinent Council or the Governance Committee shall appoint a replacement member to serve the remainder of the term of the seat vacated in the manner specified for that position as prescribed in a. above. If a vacancy occurs in an Athlete Representative position, the AAC shall appoint an Athlete Representative to fill the vacancy.
- d. **Duties.** Thirty days prior to the first meeting of the Annual Meeting of the Federation, the Nominating Committee shall submit, in writing to the Board, its nominations for Independent Board Members and for Officers to be elected that year. Thirty days prior to the Mid-Year Meeting at which meeting the President is to be elected in accordance with Bylaw 305, the Nominating Committee shall submit in writing to the Board its nomination for President. At the meeting, additional nominations for Officers shall be accepted from members of the Board.
- e. **Suggestions for nominations for Independent Board Members and Officers** shall be addressed to the Chairman of the Nominating Committee and must be received by the National Office sixty (60) days prior to the Annual Meeting. Nothing contained herein shall preclude nomination(s) from the floor at the Annual Meeting. **Suggestions for nominations of President** shall be addressed to the Chairman of the Nominating Committee and must be received by the National Office sixty (60) days prior to the Mid-Year Meeting at which time the President will be elected. Nothing contained herein precludes nominations from the floor at the Mid-Year Meeting.

Bylaw 504 – Vacancies and Removals

Section 1. **Vacancies.** A committee (sometimes referred to as a working group) or task force vacancy may be caused by the committee or task force member's death, incapacity, resignation, removal, or upon the expiration of the committee or task force member's term.

Section 2. Resignations. A committee or task force member may resign at any time by giving written notice to the Federation Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removals. A committee or task force 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 Directors of the Board, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force 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 and task force 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 Chief Executive Officer for consideration by the Board prior to removal. Committee members and task force 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 or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 4. Removal of Athlete Representatives. Athlete Representatives can only be removed by the Athletes' Advisory Council in the same manner described above that a member can be removed from a committee or task force. Any vacancy occurring in the Athlete Representative positions shall be filled as set forth for the appointment of the Athlete Representative positions, or election if an AAC seat. An Athlete Representative appointed, or elected to the AAC, to fill a vacancy shall be appointed, or elected to the AAC, for the unexpired term of such Athlete Representative's predecessor in office.

PART VI – ADMINISTRATION

SUBPART A – CHIEF EXECUTIVE OFFICER AND STAFF

Bylaw 601 – Chief Executive Officer

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

Section 2. The CEO shall:

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

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

Bylaw 602 – Records of the Federation

Section 1. Minutes, etc. The Federation shall keep as permanent records minutes of all meetings of the Board of Directors and a record of all waivers of notices of meetings of the Board of Directors. Board meeting minutes should state high-level topics discussed in executive session and should include when individuals recuse themselves due to a conflict of interest. Board minutes shall be made available on the Federation website within a reasonable time after approval of such minutes.

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

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

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

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

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

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

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

SUBPART B – FINANCES

Bylaw 611 – Yearly Budget

Section 1. Each year the Federation shall develop a proposed budget for the next fiscal year. This budget will be developed in accordance with a timeline approved by the Board in the first quarter of the calendar year.

Bylaw 612 – Conveyances and Encumbrances

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

Section 2. Only the Board of Directors at a duly called meeting of the Board has the authority to, make or execute contracts or agreements of any nature if said contract or agreement causes or may cause this Federation to be obligated to pay unbudgeted expenditures or other obligations the sum of which exceeds \$100,000 for any fiscal year, or if the obligation has a term or establishes a term extending beyond one year, then the sum of which exceeds \$150,000 over the life of the obligation.

Bylaw 613 – Audit

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

PART VII – COMPLAINTS AND DISPUTES

Bylaw 701 – Administration of Complaints

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 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.

A claimant who brings any of the foregoing types of complaints, or 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.

2. Applicable Law

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

3. Federation's Regulation Department

The Federation's Regulation Department ("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 claimant 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 the Hearing Committee Panel as described below.

Bylaw 702 - General Hearing Procedures Applicable to All Complaints

Notice of Complaint

1. Notice of the Complaint

Upon the filing of a complaint, the Director of the FRD will acknowledge receipt of the complaint to the claimant. 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, the respondent's right to have a representative present and provide assistance throughout the proceedings, any potential consequences to respondent if the allegations are proven.

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.

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.

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 claimant 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 claimant 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.

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 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.

6. Informal Resolution/Mediation

The parties may agree in writing to informally resolve a matter, 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.

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
- 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

8. Expedited Procedures

In the event that a claimant 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 claimants' 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.

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 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

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 claimant agrees to be subject to the applicable Complaint Procedures and to be bound by any decision rendered pursuant to those Complaint Procedures.

2. Filing Requirements

- a. Manner of Filing. An NGB Compliance Complaint 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 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 claimant 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 claimant's showing of hardship or other good cause.

3. Hearing

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

Bylaw 704 - Opportunity to Participate Complaints

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 claimant agrees to be subject to the applicable Complaint Procedures and to be bound by any decision rendered pursuant to those Complaint Procedures.

2. Filing Requirements

- a. Manner of Filing. An Opportunity to Participate Complaint 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 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 claimant'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 claimant 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 claimant's showing of hardship or other good cause.

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.

4. No Exhaustion Requirement for Complaints Involving a Protected Competition

If the competition in question is a Protected Competition, the claimant is not required to exhaust internal remedies with the Federation by filing an Opportunity to Participate Complaint. Instead, claimant may elect to pursue the matter with the USOPC by following the process set forth in Section 9 of the USOPC Bylaws.

5. 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 claimant 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 30 days of the issuance of the final decision, a claimant may appeal the Hearing Panel's final decision to the arbitral organization designated by the Federation 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

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 claimant agrees to be subject to the applicable Complaint Procedures and to be bound by any decision rendered pursuant to those Complaint Procedures.

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 complaint 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:
 1. Information supporting a violation that is uncovered by the Federation in the normal course of its business;
 2. 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;
 3. 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;
 4. 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 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, cruelty and abuse shall include, but shall not be limited to, any of the acts enumerated in GR839.4, and, in addition, killing, crippling, abandoning, mistreating, neglecting, or any other form of abuse of a horse.

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.

4. Temporary Measures

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

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.

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 any, 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.

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.**

1. If the Federation declines to file a Disciplinary Action Complaint, then the Federation must advise the reporting party (if the report was not made anonymously) that, the reporting party may still file a Disciplinary Action Complaint with the FRD so long as the reporting party is either: a Life Member, Senior Active Member, or parent of a Junior Active member of the Federation, or any Federation official.
2. Following receipt of notice that the Federation declined to pursue the case, if the reporting party elects to file a complaint with the FRD, then the reporting party is responsible for all aspects of pursuing the case, including without limitation the reporting party's expenses in pursuing the case. However, the Federation will provide the reporting party with any relevant information collected by the Federation.

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 claimant's showing of hardship or other good cause.

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.

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 or sanctioned 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 Federation 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

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 Center 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 report under these Complaint Procedures. 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.

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 of Directors or the Voting Members at which a quorum is present upon a two-thirds vote of those Directors or Voting Members present at the meeting. Amendments to these bylaws may be proposed by any member of the Board of Directors. All proposed amendments shall be submitted to the CEO in writing at least 30 days prior to a Board meeting. The CEO shall then provide notice of the proposed amendment to the Board at least seven days prior to the meeting.

[END OF DOCUMENT]