

BY-LAWS of UNITED STATES EVENTING ASSOCIATION, INC.

**RESTATED AS OF THE LAST AMENDMENT ON
December 10, 2016**

ARTICLE I

Name, Corporate Seal, Location, Fiscal Year, and Purpose

1. **Name.** The name of the Corporation shall be United States Eventing Association, Inc.
2. **Corporate Seal.** The Board of Governors may adopt and alter the seal of the Corporation.
3. **Location.** The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at the place set forth in the articles of organization of the Corporation. The Governors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth. The Corporation's headquarters and administrative and operating offices are in Leesburg, Virginia.
4. **Fiscal Year.** The fiscal year of the Corporation shall, unless otherwise decided by the Board of Governors, end on ~~September 30~~-November 30.
5. **Purpose.** The purpose of the Corporation shall be as set forth in its Articles of Organization and any amendments thereto.

ARTICLE II

Members

1. **Term.** Individual memberships, other than Life Members, shall end as of November 30 each year. Amended
2. **Annual Dues.** The Board of Governors shall, from time to time, fix the annual dues to be paid by each category of member, other than Life Members.

3. Life Member. Any member may become a "Life Member" upon payment to the Treasurer of such amount as Life membership dues as may be fixed from time to time by the Board of Governors and shall not thereafter be required to pay annual dues.
4. Full Member. The Board of Governors shall, from time to time, fix the annual dues to be paid by "Full Members".
5. Junior Member. The Board of Governors may provide for a reduced rate of dues for those members who are under the age of eighteen years or who will reach his or her eighteenth birthday on or before the end of the membership year, which is November 30 of the calendar year in which the reduced dues are paid. Once a Junior Member is no longer qualified by age to compete as a Junior, the Junior Membership must be changed to another category in order to be eligible to compete as a senior, adult or young rider.
6. Collegiate Member. The Board of Governors may provide for a reduced rate of dues for those members who attend a college or university that holds an affiliate membership with the USEA.
7. Non-Competing Member. The Board of Governors may provide for a reduced rate of dues for those members actively involved with the sport, but who do not desire the privilege of competing as a rider.
8. Member. The Board of Governors may provide for a reduced rate of dues for eventing enthusiasts who do not desire the privileges available to other categories of membership.
9. Change of Membership Category. At any time, a member may upgrade his/her membership to a category with different rights and privileges by paying the difference in the amount of dues. The rights and privileges become effective as of the date on which the payment for dues adjustment is received at the headquarters office or by the Secretary of a competition.; A member may reduce his/her membership to a category with lesser dues, rights, and/or privileges only at the time of renewal.
10. Censure, Suspension or Expulsion of Members The Board of Governors may censure, suspend or expel any member for cause after a hearing at any meeting of the Board of Governors, provided such member has been given twenty-one (21) calendar days notice of such hearing in the manner set forth in Article VIII, herein. Any member suspended, expelled or dropped from membership pursuant to this paragraph may only be reinstated by the affirmative vote of the majority of the Board of Governors at any regular or special meeting.
11. Resignation. Any member, against whom no complaint or charge is pending, may at any time resign by written resignation mailed or delivered to the Secretary.

12. Meetings

(a) Annual Meeting. The Annual Meeting of the members shall be held each year after the close of the competition season on a date and time designated by the Governors. The Annual Meeting may be held at the administrative office of the Corporation or at such place within the United States as the President or Governors shall determine.

If an Annual Meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting.

(b) Special Meetings. Special meetings of the members duly called may be held at any time and at any place within the United States. Special meetings of the members may be called by the President or by the Governors and shall be called by the Secretary or, in the case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, upon application of three (3) or more members.

13. Notice of Meetings.

(a) Annual and Regular Meetings. Notice shall be given to each member naming the date and place of a regular or Annual Meeting and specifying the purpose as provided in Article II, paragraph 6(c) below.

(b) Special Meetings. Notice shall be given to each member naming the date and place within the United States of a special meeting and specifying the purpose as provided in Article II, paragraph 6 (c) below.

(c) Reasonable and Sufficient Notice. It shall be reasonable and sufficient notice to a member to send notice in the manner set forth in Article VIII, herein, at least twenty (20) calendar days before the meeting. Such notice need not specify the purpose of the meeting, except as otherwise expressly provided or unless there are to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these By-Laws (as adopted by the Board of Governors or otherwise), (iii) increase or decrease in the numbers of Governors, or (iv) as otherwise required by law, the Articles of Organization, or these By-Laws.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by such member (or the member's attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

14. Quorum. At any meeting of the members, one-tenth of the membership or two hundred (200) members, whichever number is the smaller, shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each member eligible to vote shall be entitled to one vote.
15. Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented by proxy shall decide any question unless otherwise provided by law, the Articles of Organization or these By-Laws.
16. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing or by electronic means and the written or electronic consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.
17. Proxies. Members may vote either in person, or by written proxy dated not more than six (6) months before the meeting named therein. Such proxy must either be postmarked or transmitted and received via electronic mail or entered via electronic means, not less than fifteen (15) calendar days before said meeting or must be presented in person at the meeting by the proxy holder. All such proxies shall be filed before being voted with the Secretary or the person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting.
18. Rights and Privileges. Members shall be entitled to such additional rights and privileges as the Board of Governors may determine.

ARTICLE III

Board of Governors

1. General. The affairs of the Corporation shall be managed by the Board of Governors.
2. Number. At each Annual Meeting of the members, the members may elect a number of Area Governors such that the total will be equal to 21 Governors consisting of one Governor for each of the Corporation's geographic Areas and additional Governors At Large. The geographic Areas of the Corporation shall be

determined by the Board of Governors pursuant to state lines and with the consent of the Members.

3. Tenure and Term Limits. The term of an Area Governor shall be three years. In each Area, the Area Governor shall hold office until his successor is elected and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified. The term of an At-large Governor shall be one, two or three years, provided that said Governor shall hold office until his successor is elected and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified. The total terms of all Governors shall be staggered in such a manner that approximately one-third of the total of all terms shall expire each year. No Governor may serve more than six consecutive years as a voting member of the Board of Governors, but may serve additional nonconsecutive terms as a Governor; provided, however, a Governor whose service as President of the Board of Governors commences after the fourth consecutive year as a Governor, may continue to serve as a voting member of the Board of Governors until the expiration of his three year term as President.

4. Qualification and election.

(a) Qualification. Governors shall be Life Members or Full Members of the Corporation.

(b) Elected by Members. At each Annual Meeting of the members, sufficient Governors shall be elected to fill the terms that have expired and any vacancies that have arisen.

(c) Vacancies. In the case of vacancies, death, resignation, removal or disqualification of one or more of the Governors, the Board of Governors may elect a Governor to fill such vacancy at any special or regular meeting of the Board. A Governor so elected by the Board of Governors shall serve the remainder of the term of the vacancy. In the alternative, the vacancy may be allowed to continue until the election of Governors at the next Annual Meeting of the members.

Regardless of the method of election, a vacancy in the term of an Area Governor shall be filled to the end of the three-year term of that Governorship.

One or more candidates for each vacancy shall be recommended by the Nominating Committee.

5. Resignation. Any Governor may resign at any time by giving written notice to the Board of Governors. Such resignation shall be effective at any prospective time specified therein or, if no time is specified, upon actual receipt by the Corporation at its administrative office as set forth in Article I, paragraph 3. Acceptance thereof shall not be necessary to make it effective unless it so states.

6. Suspension or Removal. Any Governor may be suspended or removed with cause by vote of a majority of the Governors then in office, provided such Governor has been given twenty-one (21) calendar days notice, in the manner set forth in Article VIII, herein, of a meeting of the Board of Governors to vote on such suspension or removal.
7. Compensation. Governors shall not receive any compensation for their services as Governors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation. Nothing contained herein shall preclude a Governor from serving the Corporation in any other capacity and receiving reasonable compensation for such services.

ARTICLE IV

Meetings of the Board of Governors

1. Place of Meeting. The meetings of the Board shall be held at the administrative office of the Corporation or at any place within the United States which the Board may from time to time designate.
2. Annual Meetings. The Board shall meet each each year after the close of the competition season on a date and time designated by the Governors, which is subsequent to the election of Governors at the Annual Meeting of the members, unless otherwise provided by resolution of the Board of Governors. Other regular meetings of the Board of Governors shall be held at such time and place as may be specified by resolution of the Board.
3. Special Meetings. Special meetings of the Board of Governors may be called at any time by the President or two or more Governors.
4. Notice of Meetings.

(a) Regular Meetings. No call or notice shall be required for regular meetings of Governors, provided that reasonable notice (i) specifying the purpose of a regular meeting shall be given to each Governor if either contracts or transactions of the Corporation with interested persons or amendments to these By-Laws are to be considered at the meeting; and (ii) shall be given as otherwise required by law, the Articles of Organization, or these By-Laws.

A meeting of the Board of Governors may be held via teleconferencing (and/or, at the discretion of the Chief Executive Officer of the Association, webconferencing). Furthermore, members who are not physically present at an in-person meeting of the Board of Governors may participate fully in such meeting via teleconference. Such members participating via teleconference in an otherwise in-person meeting shall be

counted as “present” for purposes of meeting the quorum requirement set forth in these By-Laws. Amended May, 2006

(b) **Special Meetings.** Reasonable notice of the time and place of special meetings of the Governors shall be given to each Governor in the manner set forth in Article VIII, herein. Such notice need not specify the purpose of the meeting, except as otherwise expressly provided or unless there are to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these By-Laws, (iii) suspension or removal of a Governor, (iv) election of a Governor to fill a vacancy, (v) censure, suspension or expulsion of a member, or (vi) suspension of an officer.

(c) **Reasonable and Sufficient Notice.** Except as otherwise expressly provided in these By-Laws, it shall be reasonable and sufficient notice to a Governor to send notice in the manner set forth in Article VIII, herein, at least ten (10) calendar days or by facsimile transmission, electronic mail, overnight (next day) delivery service or telegram at least seventy-two (72) hours before the meeting addressed to such Governor at his or her usual or last known business or residence address or to give notice to such Governor in person or by telephone at least seventy-two (72) hours before the meeting.

(d) **Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Governor if a written waiver of notice, executed by such Governor (or the Governor’s attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Governor who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

5. **Quorum.** At any meeting of the Governors, one-third of the Governors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
6. **Action by Vote.** When a quorum is present at any meeting, a majority of the Governors present shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-Laws.
7. **Action by Writing.** Any action required or permitted to be taken at any meeting of the Governors may be taken without a meeting if all Governors consent to the action in writing and the written consents are filed with the records of the meetings of the Governors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE V

Officers

1. Enumeration. The officers of the Corporation shall consist of the President, the Treasurer, the Secretary, the President Elect, if any, and such other officers, including one or more Vice Presidents, Assistant Treasurers, and Assistant Secretaries, as the Board of Governors may from time to time determine.

2. Election. The President shall be elected by the Board of Governors at their Annual Meeting immediately prior to his or her term of office. A President Elect shall be elected by the Board of Governors at their Annual Meeting one year prior to the expiration of the term of the sitting President or as soon thereafter as possible as determined by the Board of Governors. The Treasurer and Secretary shall be elected by the Board of Governors at their Annual Meeting immediately prior to their term of office. Other officers may be elected by the Board of Governors at their Annual Meeting or at any other meeting.

3. Qualification. No person who is not a Governor may be an officer, provided, however, that Assistant Treasurers and Assistant Secretaries need only be members to qualify for such offices, and further provided that the Executive Director of the Corporation may, at the Board's discretion, be designated as Chief Executive Officer of the Corporation. The President shall have served a minimum of two years as a Governor and one year as a member of the Executive Committee prior to taking office. The President Elect shall have served a minimum of one year as a Governor prior to taking office. The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Board of Governors to give bond for the faithful performance of his or her duties in such amount and with such sureties as the Board of Governors may determine.

4. Tenure *and Term Limits.*

(a) **One Year Terms for Non-President Officers.** Except as otherwise provided by law, by the Articles of Organization, or by these By-Laws, the Treasurer and Secretary shall hold office until the next Annual Meeting of the Board of Governors and until their respective successors are chosen and qualified; and all other officers, except as otherwise provided for in part (b) below, shall hold office until the next Annual Meeting of the Board of Governors and until their successors are chosen and qualified, or for such shorter term as the Board of Governors may fix at the time such officers are chosen elected.

(b) **Term and Limits for President.** Except as otherwise provided by law, by the Articles of Organization, or by these By-Laws, the President shall hold office until the third Annual Meeting of the Board of Governors following election to the Presidency and may not be re-elected to a consecutive term, except that the President may serve for

one year immediately following his or her term as a non-voting President Emeritus upon confirmation by the Board of Governors.

(c) Resignation. Any officer may resign by delivering his or her written resignation to the Executive Director of the Corporation at its administrative office as set forth in Article I, paragraph 3. The Executive Director shall forthwith give such notice to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some other prospective time or upon the happening of some other prospective event. Acceptance thereof shall not be necessary to make it effective unless it so states.

5. Removal. The Board of Governors may remove any officer with or without cause by a vote of a majority of the entire number of Governors then in office; provided, however, that an officer may be removed for cause only after notice to such officer has been given in the manner set forth in Article VIII, herein, at least ten (10) calendar days or, if by facsimile transmission, overnight (next day) delivery service or telegram, at least seven (7) calendar days prior to the removal action and opportunity to be heard by the Board of Governors.
6. Vacancies. Any vacancy in the term of any officer may be filled for the unexpired portion of the term by the Board of Governors.
7. President and Vice Presidents. The President shall be the Chairman of the Board of Governors of the Corporation and shall also be the Chief Executive Officer, except when the Board in its discretion, designates the Executive Director of the Corporation as the Chief Executive Officer. The Chief Executive Officer shall, subject to the direction of the Board of Governors, have general supervision and control of the Corporation's business. Unless otherwise provided by the Board of Governors, the President shall preside, when present, at all meetings of the Board of Governors. Amended December, 2005

Any Vice President shall have such powers and shall perform such duties as the Board of Governors may from time to time designate.

8. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Board of Governors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Governors may from time to time designate or otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Governors may from time to time designate.

9. Secretary and Assistant Secretaries. The Secretary shall keep records of the meetings of the members and the Board of Governors. In the absence of the Secretary from any meeting of the members or the Board of Governors, an

Assistant Secretary, if one is present, or, if none is present, a temporary secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

10. Other Powers and Duties. Subject to these By-Laws, each officer of the Corporation shall have, in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to the office, and such duties and powers as may be designated from time to time by the Board of Governors.

ARTICLE VI

Committees

1. Executive Committee. The Board of Governors shall appoint an Executive Committee from the members of the Board, consisting of not less than three nor more than nine members. The Board of Governors shall have authority at any time to remove any member from the Executive Committee and to appoint additional members. During the intervals between meetings of the Board of Governors, the Executive Committee shall possess and may exercise, under the control and direction of the Board of Governors, all of the powers of the Board of Governors in the management and control of the business of the Corporation including, without limitation, the setting of dues and the determination of the rights and privileges of members. All action taken by the Executive Committee shall be reported to the Board of Governors at their meeting thereafter and shall be subject to revision or rescission by the Board of Governors, provided, however, the rights of third parties shall not be affected by any such action of the Board of Governors. Three members of the Executive Committee or a majority, whichever is less, shall constitute a quorum.
2. Nominating Committee. The Board of Governors shall designate three or more persons as a Nominating Committee to recommend, pursuant to procedures established by the Board of Governors, the names of persons to be placed in nomination for election as Governors and officers of the Corporation. The recommendations for Governors shall be provided to members at their Annual Meeting. The recommendations for officers shall be provided to the Board of Governors at their Annual Meeting.
3. Other Committees. The Board of Governors may designate such other committees consisting of two or more persons, who may or may not be Governors, and may reasonably delegate to such committee or committees all such authority of the Board of Governors that it deems necessary and proper.
4. Limitations. No committee or committees created pursuant to this Article shall have and exercise any authority of the Board of Governors specifically precluded from delegation by the laws of the Commonwealth of Massachusetts.

5. Replacement Members. The Board of Governors may designate one or more Governors as alternate members of any such committee, who may replace any absent member or members at any such meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board of Governors. The designation of any such committee and the delegation of authority thereto shall not relieve any Governor of any responsibility imposed by law. An advisory committee or any other committee shall report any actions taken to the meeting of the Board of Governors next following the taking of such action, unless the Board of Governors otherwise requires. As far as applicable, the provisions of these By-Laws relating to the conduct of meetings of the Board of Governors shall govern meetings of the advisory and other committees.
6. At any committee meeting, one-third of the committee members then in office shall constitute a quorum.
7. When a quorum is present at any meeting, a majority of the votes cast shall decide any question unless otherwise provided by law, the Articles of Organization or these By-Laws.

ARTICLE VII

Conferences

1. Conduct of Conference. Regional conferences of the members may be held at such times and places and serving such areas as the Board of Governors shall designate. All arrangements and rules of conduct for the conferences shall be under the supervision and control of the Board of Governors.
2. Presiding Officer. The President of the Corporation or such officer as he shall designate in writing shall preside at such conferences.
3. Action at Conferences. At each conference, the members present may adopt such resolutions as they deem appropriate, and such resolutions shall be submitted to the Board of Governors as an expression of the opinions or preferences of the members of the Corporation present at such conference. Such resolutions shall be treated as a recommendation to the Board of Governors and shall not be binding upon the Corporation, its members, or the Board of Governors.

ARTICLE VIII

Notice

Any notice required by these By-Laws shall, unless otherwise specified herein, be deemed to be reasonable and sufficient if given in the manner of any one of the following: (i) regular first-class United States Mail, postage prepaid and correctly addressed to the addressee's usual or last known business or residence address; (ii) overnight (next day) delivery service, with proof of delivery to the addressee's usual or last known business or residence address, (iii) telegram, with proof of delivery to the designated recipient; (iv) facsimile transmission to a fax number listed to the designated recipient or otherwise identified by the designated recipient as a fax number to which such transmissions to him or her may be sent, with a copy sent by regular United States Mail, as set forth in [subsection] (i) herein; or (v) hand-delivery to the designated recipient of a written communication; or (vi) email transmission to an email address identified by the designated recipient as an email address to which transmissions to him or her may be sent.

ARTICLE IX

Amendment

The Board of Governors may make, amend or repeal these By-Laws in whole or in part, except with respect to any provisions hereof which by law or the Articles of Organization requires action by the members. (Dated 7.17.97.)