

BYLAWS OF USA WORKING EQUITATION



Adopted: October 13, 2020

Amended: May 2022

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NOTE: The Colorado Revised Nonprofit Corporation Act both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Colorado Revised Nonprofit Corporation Act should be consulted.

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ARTICLE I **NAME**

SECTION 1. NAME

The name of this corporation shall be USA Working Equitation. The business of the corporation may be conducted as USA Working Equitation or USAWE.

ARTICLE II **PURPOSE AND POWERS**

SECTION 1. PURPOSE

USAWE is a non-profit corporation. The purposes of USAWE are exclusively those educational and charitable purposes allowed for organizations defined under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Within these limits, the purposes of USAWE include the following:

To promote the sport of Working Equitation through educational initiatives, community outreach, and the organization of Working Equitation competitions throughout the United States in a way that promotes the welfare of the horse and the practice of good horsemanship.

SECTION 2. POWERS

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

SECTION 3. NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION

A. Nonprofit Legal Status. USAWE is a Colorado non-profit public benefit corporation, and at the earliest opportunity shall apply to be recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

B. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

C. Distribution Upon Dissolution. Upon termination or dissolution of USAWE, any assets lawfully available for distribution shall be distributed to 1 (one) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the USAWE hereunder shall be selected at the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the USAWE, by 1 (one) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the United States of America.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the USAWE, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

ARTICLE III

DEFINITIONS

SECTION 1. DEFINITIONS

- A. Board of Directors.** The term Board of Directors refers to all Executive Committee Members and the Regional Directors, as a group.
- B. Director(s).** The term Director(s) refers to any member of the Board of Directors.
- C. Executive Committee.** The term Executive Committee refers to the Officers of the corporation as a group and includes the following (6) six Officers: President, Vice President (or President-Elect prior to change), Secretary, Treasurer, At-Large Director 1, and At-Large Director 2.
- D. Officers.** The term Officer refers to any member of the Executive Committee.
- E. At-Large Director(s).** The term At-Large Director(s) refers to the representatives of the general membership at-large elected to serve on the Board of Directors of the corporation. The At-Large Directors are Officers of the corporation and are members of the Executive Committee of the Board of Directors.
- F. Regional Director(s).** The term Regional Director(s) refers to any of the geographic representatives of the membership elected to serve on the Board of Directors of the corporation.

G. Member(s). The term Member(s) refers to individuals who submit a USAWE application along with the associated fee and are approved for membership in the corporation.

Membership Classes are defined as the following:

- 1. U.S. Adult** - Open to U.S. citizens and legal residents of the United States or the U.S. territories in the Pacific or Atlantic, as defined by the U.S. federal government. Members shall be considered adults if, as of January 1, they are 18 (eighteen) years of age or older.
- 2. U.S. Youth** - Open to U.S. citizens and legal residents of the United States or the U.S. territories in the Pacific or Atlantic, as defined by the U.S. federal government. Members shall be considered Youth if, as of January 1, they are 17 (seventeen) years of age or younger.
- 3. International Adult** - Open to non-U.S. citizens and people not legally residing in the United States or the U.S. territories in the Pacific or Atlantic, as defined by the U.S. federal government. Members shall be considered adults if, as of January 1, they are 18 (eighteen) years of age or older.
- 4. International Youth** - Open to non-U.S. citizens and people not legally residing in the United States or the U.S. territories in the Pacific or Atlantic, as defined by the U.S. federal government. Members shall be considered Youth if, as of January 1, they are 17 (seventeen) years of age or younger.

H. Affiliate Organization. The term Affiliate Organization (AO) refers to any independent legal entity situated in the U.S. or its territories which submits an application and the associated fee and meets current program requirements.

I. Region(s). The term region(s) refers to the distinct geographical groupings recognized by USAWE for the purposes of representation in governance and awards.

ARTICLE IV

MEMBERS

SECTION 1. RECORDS OF MEMBERS

The corporate Secretary shall maintain an accurate and current membership register containing the names, email addresses, mailing addresses and telephone numbers of all members, organized alphabetically. Such records shall be maintained in accordance with industry-standard data security practices, including but not limited to: i) storing personal information in encrypted, password-protected systems; (ii) limiting access to authorized personnel on a need-to-know basis; (iii) implementing appropriate data retention and destruction policies; and (iv) complying with applicable data privacy laws and regulations. Data security measures should be reviewed at least annually to ensure continued effectiveness.

SECTION 2. CLASSES, VOTING AND ROLES

A. Classes. USAWE is an organization of members. Membership shall be composed of 4 (four) classes of members:

1. U.S. Adult
2. U.S. Youth
3. International Adult
4. International Youth

B. Voting. All members in good standing are entitled to attend regular meetings of the USAWE Board of Directors and to participate in activities of the organization.

U.S. Adult members constitute statutory members under Colorado Revised Statutes § 7-126-201 and have voting rights for: (1) election of the Board of Directors, and (2) all matters requiring membership vote under Colorado law or these Bylaws, except for amending, repealing, or adopting Bylaws, which authority is reserved to the Board of Directors. All members shall abide by these Bylaws and any subsequent properly approved amendments.

C. Roles. Members in good standing are entitled to participate in the various programs, events and governance of USAWE according to their class of membership as defined below:

1. **U.S. Adult** - Members of this class may serve as Officers or Regional Directors; participate in the USAWE nomination process for those offices; vote in elections of officers or any election calling for a vote of the general membership; serve on any USAWE committee, and participate in any program for which they qualify.
2. **U.S. Youth** - Members of this class may serve on USAWE committees and participate in any USAWE program for which they qualify. They may not serve as Officers or Regional Directors nor participate in the nomination or voting processes for those offices.
3. **International Adult** - Members of this class may serve on USAWE committees and participate in any USAWE program for which they qualify. They may not serve as Officers or Regional Directors nor participate in the nomination or voting processes for those offices.
4. **International Youth** - Members of this class may serve on USAWE committees and participate in any USAWE program for which they qualify. They may not serve as Officers or Regional Directors nor participate in the nomination or voting processes for those offices.

SECTION 3. APPLICATION FOR MEMBERSHIP

Application for membership shall be open to all people and shall be made in such forms as prescribed by the Board of Directors. The application form must be accompanied by the required fee for current dues for the class of membership.

SECTION 4. GOOD STANDING

A member shall be considered a member in good standing if the member's dues are paid in full for the current year and the member has not been suspended or expelled from the organization pursuant to Section 5 (Suspension or Expulsion) below.

SECTION 5. SUSPENSION OR EXPULSION

A member may be suspended or expelled with or without cause from the organization pursuant to a 2/3 (two-thirds) majority vote of the Board of Directors. This member shall have at least 15 (fifteen) days written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than 5 (five) days before the effective date of the termination.

Failure to pay outstanding dues will result in immediate suspension without a Board of Directors hearing. Membership suspended for failure to pay dues will be reinstated without prejudice immediately upon payment of said dues.

Suspended or expelled members are ineligible for USAWE awards and give up all their rights and privileges as USAWE members for the duration of their suspension or expulsion. The decision of the Board of Directors is final and shall not be reviewable by any court.

SECTION 6. ANNUAL MEETING

At least 1 (one) annual meeting of the members shall be held each year. This meeting shall be held the first Saturday of February at 10 a.m. Mountain Standard time unless a different time or date, not more than 14 (fourteen) months since the most recent annual meeting, is fixed by a unanimous vote of the then seated Board of Directors.

The annual meeting of the members may be held at a physical location or may be conducted through use of any means of communication by which all members participating may communicate with each other during the meeting. Annual meetings may be held by telephone, video conferencing, internet-based communication, or other method, so long as all participating members can hear and speak with each other. A member participating in such a meeting is deemed present for purposes of a quorum.

At the annual meeting, members shall hear and consider reports from the Board of Directors, and staff (if the corporation has any) concerning the activities, management, and budget of the corporation, and conduct any other business as needed.

U.S. Adult members will also vote on any other matters for which proper notice was given and as required in Section 9 (Notice of Member Meetings) below. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by telephone, video conferencing, internet-based communication, mail, fax, e-mail, or other method, so long as all members have equal opportunity to vote.

The failure to hold an annual meeting does not affect the validity of any corporate actions already in process.

The failure to hold or schedule an annual meeting as required above will bar the Board of Directors, in full or in part, from any corporate action until such a meeting is scheduled and announced to the members as required in Section 9 (Notice of Member Meetings) below.

Failure of a quorum of members as defined in Section 7 (General Membership Quorum) below

to attend a properly scheduled annual meeting does not affect the validity of any corporate action already in progress or approved.

SECTION 7. GENERAL MEMBERSHIP QUORUM

A minimum of 25 (twenty-five) percent of the total current U.S Adult membership shall constitute a quorum for any meeting of the general membership, including any Special Meeting. To establish quorum, roll call or electronic sign in shall be taken and recorded by the Secretary according to the timestamp set by the Board for this purpose by accounting for all members present, which can be by telephone, video conferencing, internet-based communication, or other method of being present and represented for the purposes of voting as determined by the Board in advance of the meeting. If a quorum is present, action is taken by an affirmative vote of a majority of the U.S. Adult members present in person or by proxy. If no quorum is achieved, no votes may be taken but reports and presentations may be given.

SECTION 8. SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

Special Meetings of the General Membership may be called by the Board of Directors or by a minimum of 15% (fifteen) percent of U.S. Adult members. Notice for a Special Meeting must be emailed to all individual voting members, at least 30 (thirty) days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special Meeting is called may be considered at the meeting. A quorum as described in Section 7 (General Membership Quorum) above must be achieved for any votes to take place. If a quorum is not achieved, the Special Meeting shall be adjourned.

SECTION 9. NOTICE OF MEMBERSHIP MEETINGS

Notice of all Membership Meetings shall be given to each member by mail, email communication, or other method of electronic or internet communication at least 30 (thirty) but not more than 60 (sixty) days before the meeting. The notice must contain the date, time, location (which may be virtual) and when required, the purpose of the meeting. Notices of Special Meetings always require a statement of the purpose(s) for which the meeting is called.

SECTION 10. RECORD DATE

The record date for determining the members entitled to receive notice of a meeting shall be the day before the day on which the notice is emailed. The record date to determine the members entitled to vote at a Members' meeting shall be the date of the meeting. Renewing members who renew membership in USAWE and new members who join USAWE after a meeting notice has been emailed to members shall receive a copy of the meeting notice at the time their membership application and payment of dues submission is processed and recorded if the meeting announced by the notice has not yet been called to order at the time of processing. This meeting notice shall be accepted by the renewing or new member as if it were received at least 30 (thirty) days before the day of the meeting, and USAWE shall not be liable for failure to give proper notice of a meeting in this case. USAWE is under no obligation to process new memberships or renewal memberships within 24 (twenty-four) hours of the start of any meeting.

SECTION 11. PROXY VOTING

U.S. Adult members may vote at a Membership meeting by written proxy. Proxies shall be in a

form approved by the Board of Directors and executed by such person or by his or her attorney-in-fact and filed with the Secretary. All proxies shall state the date, time, and location of the General Meeting and the nature of the matter(s) subject to the proxy vote. Proxy forms shall accompany notice of meeting. The member may mail or email the proxy to the office of the Association, or may send the proxy with another member, who shall submit it to the Secretary at the beginning of the meeting. The member filing the proxy may limit the proxy in nature to only grant voting authority for specific votes and specific vote ("yes" or "no") to the votes cast or may give the proxy holder full discretion to vote on any matter presented at the General Meeting.

SECTION 12. VOTING BY BALLOT

Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual or special meetings of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail or other method of electronic or internet communication.

The written ballot must:

1. set forth each nominee or proposed action; and
2. provide an opportunity to vote for each vacant Board position for which said member is eligible to vote, and for or against each proposed action.

Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action.

The vote is limited to the subject specified on the ballot.

All solicitations for votes by written ballot must also include the following information:

1. Indicate the number of responses needed to meet the quorum requirements;
2. State the percentage of approvals necessary to approve each matter other than election of Directors and Officers;
3. Specify a reasonable time by which a ballot must be received by the corporation to be counted.

Additionally, in the solicitation the organization shall state the way a ballot may be submitted to the organization, which may include by mail, fax, email, or in person at a meeting to discuss the action. A written ballot may not be revoked.

SECTION 13. WAIVER OF NOTICE

Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice shall be in writing, signed by the person entitled to notice, and shall be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice shall constitute a waiver of the full notice of that meeting.

SECTION 14. COUNTING VOTES FOR MEMBER MEETINGS

The Board of Directors, in conformance with the law applicable to non-profit corporations in Colorado, shall determine the process for counting and recording the vote.

SECTION 15. TIE VOTES FOR MEMBER MEETINGS

In the event of a tie vote, the ballots shall be recounted. If the result is still tied, the Board of Directors will break the tie by vote.

SECTION 16. MEMBERSHIP REGIONS

USAWE shall be structured into distinct geographical groupings to be referenced as Regions. The purpose of Regions is to provide geographically based representation in the governance of the corporation as well as to provide for regionally based awards.

Regions are defined as:

Region 1: Alaska, Washington, Oregon, Idaho, and Montana.

Region 2: California, Nevada, Utah, Arizona, Hawaii, and U.S. territories in the Pacific.

Region 3: Wyoming, North Dakota, South Dakota, Nebraska, Kansas, and Colorado.

Region 4: New Mexico, Texas, Oklahoma, Arkansas, and Louisiana.

Region 5: Minnesota, Iowa, Missouri, Wisconsin, Illinois, Michigan, Indiana, Ohio, and Kentucky.

Region 6: New York, Vermont, New Hampshire, Maine, Massachusetts, Rhode Island, Connecticut, New Jersey, Pennsylvania, Delaware, Maryland, West Virginia, Virginia, and the District of Columbia.

Region 7: Tennessee, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, and U.S. territories in the Atlantic.

International: All locations not listed above.

SECTION 17. RELATIONSHIP TO AFFILIATE ORGANIZATIONS

Members may choose to affiliate or not to affiliate with a USAWE Affiliate Organization at no additional cost of dues to USAWE. An Affiliate Organization may independently charge a membership fee to support its organization and its functions.

ARTICLE V **BOARD OF DIRECTORS**

SECTION 1. DUTIES OF THE BOARD

The Board of Directors is the primary governing body of the corporation and shall have ultimate oversight and management responsibility. This includes but is not limited to the authority to establish and regularly review the organization's policies and procedures, and to establish and have regular oversight of committees, programs, appointed liaisons, and their respective policies, management, budgets, and expenditures. The Board of Directors shall also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Members of the Board of Directors shall

diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed in order to carry out these tasks. The Board of Directors must meet at least 4 (four) times per year and shall strive to do this by meeting at least once each quarter of the year. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization.

SECTION 2. QUALIFICATIONS OF DIRECTORS

- A.** Nominees for positions on the Board of Directors must be U.S. Adult members in good standing at the time of nomination and must maintain their membership in good standing throughout their term of office.
- B. Special Requirement for Regional Directors.** A Regional Director must maintain residency as defined by state or territorial law of said Regional Director, in a state or territory within the region for which he or she was elected or appointed. At any time that a Regional Director representing a geographic region changes his or her residency from inside to outside the region, as defined by the law of the state or territory where said Regional Director resides, he or she must resign their position as Regional Director. If he/she does not resign, he/she is subject to removal by the Full Board of Directors. The vacancy thus created shall then be filled as set forth in Subsection F (Vacancies) of Section 4 (Election of Directors and Terms and Vacancies).

SECTION 3. NUMBER OF DIRECTORS

The Board of Directors shall consist of 13 (thirteen) voting Directors, consisting of:

- 1. (6) six Officers: President, Vice President (or President-Elect prior to change), Secretary, Treasurer, and At-Large Director 1 and At-Large Director 2.
- 2. (7) seven Regional Directors to represent each of the following geographic regions: Region 1, Region 2, Region 3, Region 4, Region 5, Region 6, and Region 7.

SECTION 4. ELECTION OF DIRECTORS, TERMS AND VACANCIES

- A. Election Policy and Procedures.** The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of an elections committee, and the schedule and procedures that must be used to hold elections.
- B. Nominations.** Nominations for Directors will be made by current U.S. Adult members in good standing at the time prescribed for making nominations and subject to the applicable provisions in these bylaws for certain Officer positions. Except for the President who must be a current or past member on the Board of Directors to be nominated.
- C. Election Process.** Elections for Directors may be conducted through established election management services or other approved methods that ensure that each eligible voting member can cast a single ballot in accordance with the corporation's election policies and procedures in a manner that ensures only 1 (one) ballot may be cast by each eligible voting member and shall comply with the election policy and procedures

established by the corporation.

- 1. President:** Candidates for President must currently be serving on the Board of Directors or have served on the Board in the past. If no current or past Director accepts the nomination, nominations may be expanded to include committee members. Both the President and Vice-President will be elected by a plurality of votes cast by U.S. Adult members eligible to vote at the time of the election. Beginning in 2026, the President shall serve for a 2 (two) year term, providing continuity in leadership and allowing the President to implement longer-term strategies and initiatives effectively. Elections for President shall take place in even years. The President may remain as a non-voting member on the Board as Past President for the year following their term.
- 2. Vice-President and President Elect:** Beginning in 2026, the corporation will transition from having a President-Elect who automatically assumes the Presidency after a 1 (one) year term to a system where both the President and the Vice-President are elected directly by members. The Vice President shall now be elected to serve a 2 (two) year term to be staggered with the President's term, and 2025 will be the final year a President-Elect rotates into the President's role. Elections for Vice President shall take place in odd years.
- 3. Secretary:** The Secretary will be elected by a plurality of votes cast by U.S. Adult members who are residing in the United States and are eligible to vote at the time of the election.
- 4. Treasurer:** The Treasurer shall not be elected by the members but instead shall be appointed by the Board of Directors from current U.S. Adult members.
- 5. At-Large Directors.** In an election, the At-Large Director candidate will be elected to a 2-year (two-year) term by a plurality of votes cast by U.S. Adult members of USAWE who are residing in the United States and are eligible to vote at the time of the election.
- 6. Regional Directors.** In an election, Regional Directors representing geographic regions shall be elected to a 2-year (two year) term by a plurality of votes cast by U.S. Adult members of USAWE who are residing in their respective regions in the United States and are eligible to vote at the time of the election. In the case where a member maintains more than 1 (one) primary U.S. residence, a single geographic region of residence must be declared and reported to the Membership Committee prior to the deadline for voting eligibility in any given election.

D. Terms of Service.

The President shall be elected in even years and the Vice-President in odd years, each serving two-year terms.

The Secretary shall be elected in even years for a 2 (two) year term.

At-Large Directors serve 2 (two) year terms with At Large 1 elected in odd years and At-Large 2 elected in even years.

Regional Directors serve 2 (two) year terms with Directors for Region 1, 3, 5 and 7 elected in odd years and Directors for Regions 2, 4, and 6 elected in even years.

E. Term Limits. Elected members of the Executive Committee (except for Treasurer) may serve a maximum of 6 (six) consecutive years on the Executive Committee, regardless of the Office role held (e.g. member could serve as Secretary for 2 (two) years, the At-Large Director for 2 (two) years, then President for 2 (two) years).

Executive Committee members must have a minimum of a 1 (one) year break after reaching their term limit prior to returning to a seat on the Executive Committee.

The Treasurer shall have no limit on terms of service if performance is satisfactory. The Treasurer's performance shall be evaluated by the Board of Directors annually.

Beginning in 2025, Regional Directors may serve a maximum of 4 (four) consecutive years (i.e., two 2-year terms). They may serve again after a two-year break. This may be waived by board approval if after good faith efforts no nominations are received.

F. Vacancies.

Executive Committee:

In the event the office of President becomes vacant due to death, resignation, retirement, removal, disqualification or any other cause, the Vice President (or President-Elect if applicable) shall automatically succeed to the office of President for the remainder of the unexpired term.

Following such succession, the Board of Directors shall, by majority vote, appoint a current Board member to serve as Interim Vice President. The Interim Vice President shall serve until the next regular election cycle at which time they may either stand for election as Vice-President or return to their previous Board position for the remainder of their original term, if applicable.

In the event of a vacancy in any Executive Committee office other than President, whether arising from death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors, even if fewer than a quorum, shall elect by majority vote qualified individuals to fill such vacancies. Such appointments shall be made to maintain at least the minimum number of Executive Committee as specified in Article V, Section 3 (Number of Directors), as may be amended from time to time. Officers

appointed under this provision shall serve until the next regular election cycle.

The Board of Directors shall convene a special meeting within thirty (30) days of any vacancy that causes the number of Officers to fall below the required minimum.

At such meeting, the Board shall appoint qualified Board members to fill the vacant Officer positions.

At any meeting called to address Officer vacancies, the Board of Directors shall fill such vacancies as the first order of business before conducting any other corporate affairs. The appointment of Officers to fill vacancies shall require a majority vote of the Directors present at a meeting where a quorum is present, except as otherwise provided herein.

Regional Directors:

In the event of a Regional Director vacancy, the Board will request nominations from the eligible membership, review submissions, and select the candidate by a simple majority vote of the Board.

Any Director appointed pursuant to this section shall serve in their appointed position until the next regular election is held in accordance with Subsection D (Terms of Service). The Director must resign from any other Board position they currently hold prior to accepting the appointment.

G. Continuity of Government. Unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated, or appointed. Subsection F (Vacancies) above shall prevail over subsection E (Term Limits) above in any case where the consecutive term limits defined in subsection E (Term Limits) above would interfere with the filling of a vacancy on the Executive Committee or cause the sitting Directors to remain below the minimum number as defined in Article V, Section 3 (Number of Directors), or subsequent amendments thereof.

H. Unfilled Regional Director Seats. If any region is not represented by a Regional Director because of non-election, removal, or resignation, it shall not constrain the Board from conducting business; however, at minimum, one (1) Regional Director must be appointed (as outlined in Section 3. (Number of Directors)).

SECTION 5. REMOVAL OF DIRECTORS

Any Officer may be removed, with or without cause, by the Board of Directors by a vote of 2/3 (two-thirds) of the seated Board of Directors at the time the vote is called when in its judgment the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal.

Any Regional Director may be removed, with or without cause, at a meeting called for that purpose, by a 2/3 (two-thirds) majority of the Board of Directors. Any Regional Director may be removed, with or without cause, at a special meeting called for that purpose, by a simple majority vote of the members entitled to vote for that Regional Director position in a regular election. Proper notice must be given in advance, as required for a special meeting of the members, stating that the removal of a Regional Director is to be considered.

SECTION 6. RESIGNATION OF DIRECTORS

A Director may resign at any time. The resignation of a Director must be in writing and be delivered via email or standard mail to either the Board of Directors' current presiding officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable, and the Director is removed from their position and corporate email account(s).

Acceptance of the resignation by the Board of Directors or the corporation shall not be necessary to make it effective. The resignation shall take effect at the time specified within the resignation notice, or if no time is specified, the sending timestamp of the emailed notice or at midnight of the date of postal processing mark. In the case of multiple postal mark dates, the earliest date will be the official effective date of the resignation.

SECTION 7. ATTENDANCE

Any Director shall be subject to removal if they are absent from either: a) $\frac{1}{3}$ (one-third) of the total number regularly scheduled Board of Directors meetings in any rolling twelve-month period; or b) 3(three) consecutive regularly scheduled Board meetings.

The Secretary shall maintain a written record of attendance at all meetings of the Board of Directors. When a Director has missed either $\frac{1}{3}$ (one-third) of the planned regular meetings within a 12-month period or 3 (three) consecutive meetings, the Secretary shall immediately notify both the Executive Committee and the affected Director in writing.

At the next regularly scheduled Board meeting following the Secretary's notification, the Board shall vote on the Director's removal, which requires a simple majority vote of the Directors present and voting. The removal decision and the specific grounds for removal shall be documented in the meeting minutes. The Secretary shall notify the removed Director of their removal via certified mail, and return receipt requested, within five (5) business days of the meeting.

The removed Director may submit a written appeal, including documentation of extenuating circumstances within 14 (fourteen) days calendar days of receiving the removal notification. At the next meeting of the Board of Directors, the first order of new business shall be the hearing of the appeal. The Board of Directors, by a $\frac{2}{3}$ (two-thirds) majority vote, may nullify the removal and the absence shall be excused. If no appeal is filed, the Board of Directors may fill the vacancy after 14 (fourteen) days, or after the hearing of the appeal if the removal is not nullified.

If a Director whose initial removal was nullified is subsequently absent from any additional regularly scheduled Board of Directors meeting within the same calendar year, such Director shall be automatically and finally removed. The final removal shall be effective immediately at the conclusion of the additional meeting for which the Director is absent.

Any Director who is removed shall be ineligible for election or appointment to any elected or appointed position in USAWE for a period of 1 (one) year beginning on the effective date of their final removal. This ineligibility period applies to both initial and final removals.

SECTION 8. QUORUM AND ACTION

A quorum at a board meeting shall be a simple majority of all Directors in office immediately

before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law. If a quorum is present when a meeting is convened but is subsequently lost, the remaining Directors may continue meeting and conduct business. Any vote taken at said meeting shall be a valid and legally binding vote if the vote is confirmed by a majority of Directors needed to constitute a quorum. If a quorum is not achieved, said meeting shall be adjourned.

SECTION 9. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least quarterly with additional meetings to be called as deemed necessary by either the President or a majority of the Board of Directors. All Board meetings, including Executive Sessions, must comply with the requirements for notice (Article V, Section 16), quorum (Article V, Section 8), and voting (Sections 12, 13 and 14) as established for regular Board meetings.

SECTION 10. ALTERNATIVE MEETING VENUE

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may communicate with each other during the meeting. Meetings may be held by telephone, video conferencing, internet-based communication, or other method, so long as all participating directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

SECTION 11. CONDUCT OF DIRECTORS

Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation. Inappropriate conduct is subject to disciplinary action and/or removal as outlined in Section 5.

SECTION 12. DECISION-MAKING AND VOTING

The Directors must diligently and conscientiously attempt to make decisions by consensus and to consider minority views.

Board members may communicate with each other outside of meetings for informational and social purposes. Board members may discuss procedural matters, but no official Board action may be taken outside of properly convened Board meetings.

All Board decisions must be made at a properly noticed Board meeting through a clearly stated motion, a second, and a vote, all of which must be recorded in the written minutes. Each member of the Board of Directors will have 1 (one) vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion. Unless a greater proportion is required by law or by these Bylaws, a decision of the Board of Directors requires an affirmative vote of a majority of the Directors present at the meeting. Abstentions are counted toward the total number of votes cast, and do not reduce the number of affirmative votes required for passage of a motion.

Robert's Rules of Order, Revised may be consulted for guidance but shall not be binding.

SECTION 13. NO PROXY VOTING

No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

SECTION 14. DECISIONS BY MAIL OR EMAIL

Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision can be made and approved by U.S. mail or electronic means via email or some other electronic method, by the affirmative vote of the majority of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board by U.S. mail, email or some other electronic means. If the motion is sent by email or some other electronic method, then each Director must send their vote by that same method in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded and a majority affirmative "yes" vote is achieved. A printed record of each Director's vote must be kept in the corporate records. At the next meeting of the Board of Directors, the motion adopted pursuant to this Section 14 will be ratified by the Board of Directors and included in the Board meeting minutes.

SECTION 15. EXECUTIVE SESSION MEETINGS

The President or the Board by a 2/3 (two-thirds) vote of the Directors present may at any time decide to hold or go into an Executive Session meeting. If any Executive Session is scheduled in advance as part of a Board meeting, such Executive Session shall be included in the meeting agenda. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors and any guests the Board invites to join the meeting, which may include the clerical assistant, other staff, or any other person the Board wishes to invite.

A Director may only be excluded from any portion of Executive Session meetings if matters will be considered that constitute a conflict of interest for that Director. However, all Directors must be given notice of all Board meetings even if a Director will be excluded from all or part of that Board meeting.

Minutes of Executive Sessions shall be kept separate from regular meeting minutes and shall include, at minimum: (1) the date, time, and place of the Executive Session; (2) the members present; (3) the topics discussed in as much detail as appropriate while maintaining confidentiality; and (4) all formal actions or decisions made. The Secretary shall ensure these minutes protect sensitive information while maintaining sufficient detail to comply with the law. All formal actions taken during an Executive Session must be formally adopted by the Board of Directors at a regular or special meeting held in compliance with these bylaws.

If the Secretary must be excluded from the Board meeting, another Director shall be appointed to record the required information of the meeting in his/her absence. The requirements for regular Board meetings concerning notice (Section 16), quorum (Section 8), and voting (Section 12, 13, and 14) apply to all Board meetings, including Executive Sessions.

SECTION 16. NOTICE OF BOARD MEETINGS

For all Board of Directors meetings (including Executive Sessions, Regular Meetings, and Special Meetings), notice must be a) provided to every Director and b) posted on the USAWE website calendar of events. Such notice must be given at least 48 (forty-eight) hours before the meeting and must state the date, time, location, and, if required by law or these Bylaws, the purpose of the meeting.

Regular Meetings: Once initial notice is given for a series of regular meetings to be held at a fixed time and place, no further additional notices are required for each individual meeting within the series. The initial notice must state the time, date, and location of the meetings. The Board of Directors may, by resolution, establish or change the dates of regularly scheduled meetings, provided proper notice of such changes is given to all Directors.

SECTION 17. WAIVER OF NOTICE

Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the corporate Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

SECTION 18. AUTHORITY OF DIRECTORS

The President shall be the official spokesperson for the organization and may represent the organization and its positions whenever appropriate. No member of the Board of Directors may officially represent the positions of the organization or make agreements on behalf of the organization without specific approval by the Board of Directors to do so.

ARTICLE VI **OFFICERS AND STAFF**

SECTION 1. OFFICERS

The Officers of USAWE shall carry out the policies and decisions of the Board of Directors as directed by the Board. Beginning in 2026, the Officers must include a President, Vice President, Secretary, Treasurer, and 2 (two) At-Large Directors. The corporation designated a President-Elect position prior to 2026. The same person may not hold more than 1 (one) office at the same time. All Officers are members of the Board of Directors and thus have full voting rights on the Board of Directors.

SECTION 2. PRESIDENT

The President is the principal officer of the corporation and shall, in general, supervise or oversee the supervision of all the affairs of the corporation. The President generally shall preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President shall have the authority to enter into contracts on behalf of the corporation, if authorized to do so by the Board of Directors. The President may be the representative to WAVE and must provide updates to the Board. The President shall also

perform other duties as may be assigned by the Board of Directors.

SECTION 3. VICE PRESIDENT

In the absence of the President or in the event of the President's inability to act, the Vice President (or President-Elect, if no Vice President is yet elected) shall perform the duties of the President. The Vice President (or President-Elect), when acting as President, shall have all the powers of and be subject to all the restrictions on the President. The Vice President (or President-Elect) shall also perform other duties assigned by the Board of Directors.

SECTION 4. SECRETARY

The Secretary shall perform or oversee the performance of the following duties:

1. record and keep the minutes of the meetings of the Members and of the Board of Directors and of any Board committees, in 1 (one) or more books provided for that purpose;
2. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. be custodian of the corporate records;
4. be given access to a register of the mailing address of each voting member as provided by such member;
5. ensure that all required state and federal reports are prepared and filed in a timely fashion;
6. record all votes and the proceedings of the meetings of the Board, such votes to be permanently saved in such a method for easy retrieval and
7. perform or oversee all duties incident to the office of Secretary and Staff, and such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

SECTION 5. TREASURER

The Treasurer shall perform or oversee the performance of the following duties:

1. be responsible for the proper management and control of all funds of the corporation;
2. prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation;
3. present reports at every meeting of the Board of Directors and the annual general member meeting on the financial affairs of the corporation;
4. provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation.
5. Perform or oversee all duties incident to the office of Treasurer, and Staff, and such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

SECTION 6. AT-LARGE DIRECTORS

The (2) two At-Large Directors are officers of the corporation and as such shall serve as full voting members of the Executive Committee and the Board of Directors. They shall attend Board and Executive Committee meetings and perform other duties assigned by the Board of Directors. The At-Large Directors are responsible for coordinating and promoting educational opportunities for Regional Directors, facilitating information dissemination across all regions as needed, supporting Regional Directors, and being the primary contact for international members.

SECTION 7. CLERICAL ASSISTANT AND STAFF

The Board of Directors may appoint or employ a clerical assistant or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Clerical Assistant, if one exists, on an annual basis.

The Clerical Assistant shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the clerical assistant's presence. The Clerical Assistant shall have no vote on the Board of Directors or Executive Committee.

SECTION 8. USAWE WAWE Liaison

The Board of Directors may appoint an international liaison as the USAWE representative to the World Association of Working Equitation (WAVE). The WAVE Liaison must report to the Board on a regular basis and coordinate regularly with the USAWE President. The Board of Directors can remove the USAWE appointed WAVE Liaison without cause. The Board will perform an annual review of the position.

ARTICLE VII

COMMITTEES

SECTION 1. ESTABLISHMENT, MANAGEMENT, AND DISSOLUTION

1. The Board may establish and abolish any committee, except the Executive Committee and Standing Committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee.
2. The Executive Committee can perform Board level functions. All other committees are prohibited from performing those functions and must report to the Board of Directors.
3. The Board of Directors may remove any committee member with or without cause with a $\frac{2}{3}$ (two-thirds) vote of the board. The committee chair or member being considered for removal has no vote in the process of removal.
4. Committees must inform and seek approval (when required) from the Board of Directors for any changes in programs, policies and procedures.

SECTION 2. COMMITTEE CHAIRS

The Board of Directors shall appoint the committee chairs. Committee chairs are reviewed annually. The term of office for a committee chair shall continue until his or her successor is appointed unless the committee is terminated, the chair resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

All qualified USAWE members shall be eligible to serve as chairs on committees.

Committee Chair Vacancy. If any committee chair position becomes vacant, the vacancy must be announced to the general membership. Committee openings must include a job description and identify candidate skills and experience requirements when announced to the membership. The Committee members may make recommendations to fill the position. The Board of Directors shall appoint by majority vote committee chairs to fill such vacancies.

SECTION 3. COMMITTEE MEMBERS

The Board of Directors shall appoint all committee members (see Section 2 for committee chair appointments). Committee Chairs may recommend potential committee members to the Board of Directors for consideration. A committee member's term of office shall continue until (i) their successor is appointed, (ii) the committee is terminated, (iii) the member resigns or is removed, (iv) the member becomes ineligible to serve or (v) unless specifically identified term limit.

All qualified USAWE members shall be eligible to serve as members on committees.

Committee Vacancy. If any committee position becomes vacant, the vacancy must be announced to the general membership. Committee openings must include a job description and identify candidate skills and experience requirements when announced to the membership. The Committee Chair may make recommendations to fill the position(s). The Board of Directors shall appoint by majority vote committee member(s) to fill such vacancies until the minimum number of prescribed members for that committee are met.

SECTION 4. LIMITATION OF POWERS

No committee may:

1. elect, appoint, or remove any member of the Board of Directors;
2. authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
3. authorize the dissolution of the corporation or revoke proceedings therefore;
4. amend, alter, or repeal the Articles, the Bylaws, or any resolution of the Board of Directors; or
5. authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.
6. perform any other action or responsibility that is already included in the powers of the Board, including authorizing expenditures, adopting budgets, setting policy, defining programs, or assigning official titles not identified in the bylaws.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

SECTION 5. COMMITTEE TYPES

EXECUTIVE COMMITTEE

- A. The Executive Committee consists of the following officers: President, Vice President (or President-Elect prior to change), Treasurer, Secretary, and 2 (two) At-Large Directors.
- B. The Executive Committee must follow the provisions of the Bylaws regarding the Board of Director meetings and decisions.
- C. The Executive Committee of the Board of Directors are empowered to conduct necessary business between Board of Directors' meetings.
- D. All Executive Committee decisions must be recorded in the official minutes as required in Section Article V, Section 15.
- E. Members of the Executive Committee and the Board of Directors shall be notified of any Executive Committee meeting at least 48 (forty-eight) hours prior to the beginning of said meeting. Notice by email shall be sufficient. All Executive Committee meetings shall be open to all members of the Board of Directors.

STANDING COMMITTEES

The Standing Committees are permanent bodies that specialize in the essential operational functions for the organization.

1. COMPETITIONS COMMITTEE

The Competitions Committee is responsible for overseeing all aspects of USAWE competition licensure, the USAWE competition manual and providing technical support for show managers.

2. ETHICS COMMITTEE

The Ethics Committee is responsible for reviewing allegations that the USAWE Staff, Board Members, Committee, or USAWE members have violated a USAWE policy including Code of Conduct, Code of Ethics, Conflict of Interest Policy, or Social Media Policy. The Ethics Committee will also provide guidance to the Board regarding ethical issues and best practice. The ethics committee members have no term limits.

The committee must consist of 4 (four) to 9 (nine) members; 1 (one) member will be a Regional Director. The committee membership cannot include a current judge, TD, WE Professional Instructor, or member of the Executive committee.

3. FINANCIAL OVERSIGHT COMMITTEE

The Financial Oversight Committee is responsible for financial oversight of the organization's income and expenses.

The committee must consist of 2 (two) or more persons, including at least 1 (one) person with some financial experience or experience with bookkeeping, who are not the organization's check signers or bookkeepers. In lieu of a committee, the Board of Directors may contract this role to a qualified individual, firm or organization.

The committee or hired party shall oversee the organization's financial transactions and oversee the implementation of the organization's financial policies and:

- review on a quarterly basis, or oversee a quarterly review of the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements.
- report any questions or concerns about the organization's finances to the Board of Directors.
- make the necessary arrangements for and oversee the organization's annual audit or annual financial review (see Article IX, Section 5).

4. LICENSED OFFICIALS COMMITTEE

The Licensed Officials Committee is responsible for the licensing of USAWE licensed officials, including judges and technical delegates.

This committee shall consist of four or more persons, no more than 2 (two) of whom may be USAWE Licensed Officials (Judges or Technical Delegates). The USAWE Licensed Officials are limited to two-year terms and may not serve as Committee Chair due to potential conflict of interest. This may be waived by board approval if after good faith efforts no nominations are received.

The Licensed Officials Committee is responsible for maintaining the licensed officials program requirements; identifying and providing programs to train and test judges and technical delegates; maintaining complete and accurate records of all relevant applications and continuing education documentation; and making recommendations to the Board of Directors for licensing of officials.

5. RULES COMMITTEE

The Rules Committee is responsible for maintaining the rules under which working

equitation competitions shall be conducted in the United States, including designation of the dressage tests for each level.

This committee shall consist of 4 (four) or more persons, including at least 1 (one) USAWE Licensed Official (Judge or Technical Delegate).

The Rules Committee shall solicit and review rule change proposals on an annual basis. The Rules Committee shall ensure that a current version of the Rules is available for dissemination on the USAWE website.

SECTION 6. SELECT COMMITTEES

The Board may establish select committees as it deems appropriate. These select committees are created for a specific purpose. They can be permanent but have a more limited range of responsibilities and may include any number of working committees and advisory committees.

SECTION 7: TASK FORCES

Task forces are short term, ad hoc teams created to address a specific concern, question, or task, provide a report to the Board, and disband. The Board, Executive Committee or President defines the parameters of the task forces and assigns the task members and timeline for completion.

ARTICLE VIII **AFFILIATE ORGANIZATIONS**

SECTION 1. AFFILIATIONS

USAWE may enter affiliations with other organizations to provide USAWE members educational and competition opportunities. Affiliate Organizations may overlap in the geographic area covered by their membership or activities. The geographical area of an Affiliate Organization may span multiple states, regions, national or international locations. USAWE shall not regulate or assign exclusive rights over any geographical area to any Affiliate Organization.

The Affiliate Organizations shall be independent legal entities (non-profit corporations, LLCs, etc.) located within or external to the United States of America.

SECTION 2. APPLICATION

To become a recognized Affiliate Organization, an application describing the Affiliate Organization and providing contact information and a website (if available) must be submitted, along with any annual fee, as set by the Board.

SECTION 3. RELATIONSHIP BETWEEN USAWE AND AFFILIATE ORGANIZATIONS

The responsibility for providing current descriptions and contact information that USAWE can share with members lies with the Affiliate Organizations.

SECTION 4. REMOVAL OF AFFILIATE ORGANIZATIONS

An Affiliate Organization may decide to disaffiliate on its own volition or may have its affiliation terminated, with or without cause, by action of the USAWE Board of Directors.

In the event that an Affiliate Organization decides to disaffiliate, the Affiliate Organization must notify in writing via email or standard mail the Regional Director for the region in which the Affiliate Organization is located or one of the At Large directors if the Affiliate Organization is national or international in location. Acceptance of the disaffiliation notice by the Board of Directors or the corporation shall not be necessary to make it effective. The disaffiliation shall take effect at the time specified within the disaffiliation notice, or if no time is specified, at the sending timestamp of the emailed notice or at midnight of the date of postal processing mark. In the case of multiple postal mark dates, the earliest date will be the official effective date of the disaffiliation.

In the event the USAWE Board of Directors decides to terminate an Affiliate Organization's affiliation, with or without cause, written notice shall be given to the Affiliate Organization's designated contact person via email or mail. Decisions of the Board of Directors are final and not subject to court review. No fees will be returned in the event that an Affiliate Organization decides to disaffiliate or has its affiliation terminated. If an Affiliate Organization does not pay its annual dues, the process for termination will be started by the USAWE Board.

ARTICLE IX

CONTRACTS, BUDGETS, & FINANCES

SECTION 1. BUDGETS & BANKING

Itemized budgets must be submitted by each committee to the Board of Directors each year by October 1st.

Annual budgets must be reviewed and approved by the Board of Directors.

All checks, drafts, or other order for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed or released by the Treasurer or the President or Vice President.

All funds of the corporation not otherwise employed shall be deposited at appropriate time intervals to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

SECTION 2. LOANS

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 3. COMPENSATION OF OFFICERS, DIRECTORS, AND COMMITTEE MEMBERS

No Officer, Director, or committee member shall receive any compensation for fulfilling the responsibilities of a Director or of an Officer or a committee member.

However, the corporation may pay compensation to Officers, Directors, or committee members for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed and services hired and costs for said services are approved by the Board of Directors.

Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board.

Officers, Directors, and committee members may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

SECTION 4. FINANCIAL CONTROLS

The Board of Directors shall adopt formal policies that comply with current federal and state regulations establishing a system of financial controls that are designed to 1)to prevent the misuse, embezzlement or theft of the organization's funds and assets and 2) detect any such misconduct if it occurs.

The financial policies shall require that there must be 3 (three) separate levels of financial operations, and that those operations shall be performed by different entities:

1. those with the authority to spend the organization's money ;
2. those who record and track the income and expenditures.
3. those who monitor the financial wellbeing and implementation and compliance of the organization's financial policies.

To maintain separation of duties: 1) individuals authorized to use the corporation's accounts (including checks, debit/credit cards or electronic payments) may not serve as the organization's bookkeeper(s); and 2) bookkeeper(s) may not be granted authority to spend organizational funds, sign checks, use payment cards or issue electronic payments.

If any individual holds dual authority to both spend and track expenditures (as described in item 1 and 2 above), the Financial Oversight Committee shall implement enhanced monitoring and oversight procedures for that individual's activities.

Financial accounting access shall be allocated as follows:

1. Full Access (including fund transfer authority): President, Vice President, and Treasurer
2. View-Only Access: All other Executive Committee members

Any transfer of funds requires:

1. Review and approval by the President
2. Additional approval from one Executive Committee member (rotating basis) who is not the fund requestor
3. Verification that:
 - a. A proper expenditure request exists
 - b. The expense is authorized
 - c. The request falls within the approved budget
4. Final authorization from the Treasurer to initiate payment

SECTION 5. ANNUAL FINANCIAL ASSESSMENT

The Board of Directors shall annually engage a qualified accounting firm or organization to perform one of the following: 1) an audit, 2) a financial review, 3) a financial compilation, or 4) a financial assessment. While a formal General Accepted Accounting Principles (GAAP) audit is not required, the chosen review method must be sufficiently comprehensive to detect any potential misappropriation, embezzlement or theft of the organization's funds or assets.

The financial oversight committee shall be responsible for: 1) selecting the qualified professional to perform the annual financial review and 2) presenting the resulting report to the full Board of Directors.

SECTION 6. AGREEMENTS, CONTRACTS, AND RECORDS

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President or other persons to whom the corporation has delegated authority by resolution of the Board of Directors to execute such documents in accordance with policies approved by the Board.

The corporation shall maintain accurate and complete copies of all agreements, books, contracts and financial records. The corporation shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

The corporation shall maintain all corporate records in a secure electronic document management system that implements industry- standard security measures, including but not limited to encryption, access controls, and regular backups.

SECTION 7. TAX YEAR

The tax year of the corporation is the calendar year.

SECTION 8. CONFLICT OF INTEREST

A conflict of interest exists when an individual's personal interests potentially interfere with or appear to interfere with their duty to act in the best interests of USA Working Equitation's charitable purposes.

A conflict of interest automatically exists in any situation where USA Working Equitation provides monetary compensation, other forms of compensation, or any tangible or intangible benefits to 1) any Officer; 2) any Board member; 3) any committee member; 4) any employee; 5) any employer of the aforementioned individuals; or 6) any family members of the aforementioned individuals.

Some conflicts of interest may be significant enough that they require limits being placed on individuals serving in certain positions or roles. Some conflicts of interest may be resolved through abstaining from certain activities.

All conflicts of interest must be promptly reported to and reviewed by the Board of Directors. Such reports may be submitted by: 1) the person with the conflict of interest; 2) any USAWE member who has concerns regarding a potential conflict of interest; or 3) any member of the Board of Directors. The Board will determine a plan to reduce or resolve the conflict of interest. The resolution must be approved by an affirmative vote of a majority of all the members of the Board of Directors who do not have a conflict of interest in the issue being reviewed. The decision of the board is final.

All Directors, Officers, and committee members must sign a written acknowledgment and pledge to: 1) disclose all existing conflicts of interest upon assuming their roles and 2) promptly disclose any new conflicts of interest that arise during their term of service.

SECTION 9. NO DISCRIMINATION

In accordance with Federal civil rights law, USAWE, in its acceptance of nominated and elected Directors; selection of committee members, staff, program participants; and in the delivery of its services to the public, does not discriminate for or against any person on the basis of race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted, sponsored or funded by USAWE.

ARTICLE X
COUNTERTERRORISM AND DUE DILIGENCE POLICY

SECTION 1. POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, USAWE shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for U.S. Based Charities" is not mandatory, USAWE willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

USAWE shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XI
DOCUMENT RETENTION POLICY

SECTION 1. PURPOSE

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of USAWE records.

SECTION 2. POLICY

- A. General Guidelines.** Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, USAWE may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

- B. Exception for Litigation Relevant Documents.** USAWE expects all Officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that **all Officers, Directors, and employees should note the**

following general exception to any stated destruction schedule: If you believe, or USAWE informs you, that corporate records are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

SECTION 3. MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES

- A. Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- B. Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least 7 (seven) years from the date of filing the applicable return.
- C. Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for 3 (three) years from the date of the hiring decision, in accordance with EEOC requirements. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for 7 (seven) years.
- D. Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than 3 (three) years by the corporation.
- E. Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- F. Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of 10 (ten) years.
- G. Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally 3 (three) years. An exception to the 3-year (three-year) policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least 3 (three) years beyond the life of the agreement.
- H. Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to

the corporation and are protected as a trade secret where the corporation:

1. derives independent economic value from the secrecy of the information; and
2. has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

- I. Contracts.** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least 3 (three) years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- J. Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for 2 (two) years.
- K. Banking and Accounting.** Accounts payable ledgers and schedules should be kept for 7 (seven) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for 3 (three) years. Any inventories of products, materials, and supplies and any invoices should be kept for 7 (seven) years.
- L. Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- M. Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for 3 (three) years.

SECTION 4. ELECTRONIC MAIL

E-mail that needs to be saved should be either:

1. printed in hard copy and kept in the appropriate file; or
2. downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XII **TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL** **INFORMATION WITH THE GENERAL PUBLIC**

SECTION 1. PURPOSE

By making full and accurate information about its mission, activities, finances, and governance publicly available, USAWE practices and encourages transparency and accountability to the general public. This policy will:

1. indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;
2. indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public; and
3. specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

SECTION 2. FINANCIAL AND IRS DOCUMENTS

USAWE shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

SECTION 3. MEANS AND CONDITIONS OF DISCLOSURE

USAWE shall make “Widely Available” the aforementioned documents on its internet website: usawe.org, to be viewed and inspected by the general public.

1. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
3. USAWE shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
4. USAWE shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 (seven) days for mailed requests.

SECTION 4. IRS ANNUAL INFORMATION RETURNS (Form 990)

USAWE shall retain a Certified Public Accountant to prepare the corporation’s annual information return (Form 990), which shall be submitted to the Board of Directors prior to its submission to the IRS. While neither the approval of the Form 990 or a review of the 990 is required under current Federal law, the corporation’s Form 990 shall be submitted to each Director via (hard copy or email) at least 10 (ten) days before the Form 990 is filed with the IRS.

SECTION 5. BOARD

1. All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
2. All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
3. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

SECTION 6. STAFF RECORDS

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
4. Staff records shall be made available to the Board when requested.

SECTION 7. DONOR RECORDS

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
4. Donor records shall be made available to the Board when requested.

ARTICLE XIII

CODE OF ETHICS AND WHISTLEBLOWER POLICY

SECTION 1. PURPOSE

USAWE requires and encourages Directors, Officers, staff and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of USAWE to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

SECTION 2. REPORTING VIOLATIONS

If any Director, Officer, staff member, or employee reasonably believes that any policy, practice, or activity of USAWE violates the law, that person must file a written complaint with any Directors or the Ethics Committee.

SECTION 3. ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

SECTION 4. RETALIATION

USAWE shall not retaliate against any Director, Officer, staff member, or employee who in good faith, has made a protest or raised a complaint against some practice of USAWE or of another individual or entity with whom USAWE has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

USAWE shall not retaliate against any Director, Officer, staff member, or employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of USAWE that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

A person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of USAWE and provide USAWE with a reasonable opportunity to investigate and correct the alleged unlawful activity.

SECTION 5. CONFIDENTIALITY

Violations or suspected violations may be submitted to any Director or member of the Ethics Committee on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

SECTION 6. HANDLING OF REPORTED VIOLATIONS

The President, Vice President or Secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within 5 (five) business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all Directors, Officers, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIV **CORPORATE INDEMNITY**

SECTION 1. RIGHT TO INDEMNIFICATION

USAWE shall indemnify and hold harmless any person who is or was a Director, Officer, staff member, or appointed committee chair or committee member against any and all expenses, liabilities and losses (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties and amounts to be paid in settlements approved by USAWE) reasonably incurred or suffered by such person in connection with or by reason of the fact that he or she is or was or has agreed to be a Director, Officer, staff member, or appointed committee chair or member and/or to the extent acting as a Director, Officer, staff member, or appointed committee chair or member, all to the fullest extent required or permitted by applicable law.

In addition, USAWE shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by laws such other persons as the Board may determine from time to time. Any amendment to Article

XIV Corporate Indemnity) shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

Notwithstanding the foregoing, USAWE shall not be required to indemnify any person for his or her own gross negligence or willful misconduct. Notwithstanding any other provision of the Bylaws, USAWE shall neither indemnify any person nor purchase any insurance in any amount to any extent that would jeopardize or be inconsistent with the qualification of USAWE 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 section 4941 or 4948 of the Internal Revenue Code.

SECTION 2. NONEXCLUSIVITY OF RIGHTS

The right to indemnification and the advancement and payment of expenses conferred in this Article XIV (Corporate Indemnity) shall not be exclusive of any other right which any person may have or hereafter acquire under law (common or statutory), provision of the Articles of Incorporation of USAWE, Bylaws, agreement, vote of members or disinterested directors otherwise.

SECTION 3. INSURANCE

USAWE shall have the power to purchase and maintain at its expense insurance on behalf of the persons listed in Article X, Section 1 (Miscellaneous Provisions, Compensation of Officers and Directors) to the fullest extent permitted by applicable law, whether or not USAWE would have the power to indemnify such person under this Article XIV (Corporate Indemnity).

SECTION 4. SAVINGS CLAUSE

If this Article XIV (Corporate Indemnity) or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then USAWE shall nevertheless indemnify and hold harmless each Director, Officer, staff member, or appointed committee chair or member, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article XIV (Corporate Indemnity) that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE XV **DISSOLUTION**

SECTION 1. PAYMENT OF LIABILITIES AND DISPOSAL OF ASSETS

The dissolution of the Corporation shall occur only by the majority vote of the entire Board of Directors. In the event of dissolution and after paying and adequately providing for the just debts of the Corporation, any remaining funds shall be distributed to 1 (one) or more regularly organized and qualified charitable, educational, scientific or philanthropic institution or Corporation to be selected by unanimous vote of the then-existing Board of Directors according to the state law of Colorado.

SECTION 2. PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, Officers, members or other private person except that USAWE shall be authorized or empowered to pay a reasonable compensation for services rendered. No substantial part of the activity of USAWE shall be a carrying on of lobbying or otherwise attempting to influence legislation that USAWE shall not participate in or intervene in any political campaign on the behalf of the candidate for public office. Notwithstanding any other provisions of these articles, USAWE shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI **AMENDMENTS**

SECTION 1. AMENDMENT OF BYLAWS

To make, alter, amend or repeal any portion of these Bylaws, a three-step process shall be followed. Before any change can be made to these Bylaws and before any proposed change can be added to the agenda for a vote by the Full Board of Directors, proper advance written notice must be given to the USAWE Board of Directors and members, and a period of comment and input must be allowed.

SECTION 2. PROCEDURE

In order for any amendment to these Bylaws to be voted on, adopted or enacted the following procedures must take place:

1. First, the written copy of the proposed changes to be included on the agenda of a meeting of the Board of Directors, along with the date when that meeting will be held, shall be given to all members of the Board of Directors.
2. Second, upon the affirmative vote of at least $\frac{2}{3}$ majority of the seated Board at the time the vote is taken, the proposed change shall be presented in writing to the membership of USAWE for a period of no less than 45 days for comment and input.
3. Third, once the membership comment period has ended, the proposed change shall be added to the agenda for a vote by the Board of Directors at a regularly scheduled meeting of the Board of Directors. For a proposed change to be approved, it must receive the affirmative vote of at least $\frac{2}{3}$ majority of the seated Board at the time the vote is taken.

CERTIFICATE OF ADOPTION OF BYLAWS

I, the undersigned, do hereby certify that the foregoing Bylaws constitute the Bylaws of USA WORKING EQUITATION (USAWE), as duly adopted by the Initial Listing Board of Directors on the

15th day of September, 2025.

Signed this __15th__ day of __September__, 2025.



Tracey M. Erway, President, USAWE