CONSTITUTION of the
UNITED STATES POLO ASSOCIATION

As unanimously adopted at a Special Meeting, December 28, 1954. Amended and Restated on ____________, 2016
and subsequently amended.

ARTICLE I
Name and Mission

The name of this organization will be the UNITED STATES POLO ASSOCIATION (the "Association"). It has been organized and exists for the purposes of promoting the game of polo, coordinating the activities of its Member Clubs (Clubs) and Registered Players (as those terms are defined below), arranging and supervising polo tournaments, competitions, and games and providing rules, handicaps, and conditions for those tournaments, competitions, and games including the safety and welfare of participants and mounts.

ARTICLE II
Board of Governors

SECTION 1. Board of Governors. There will be a Board of Governors of the Association consisting of the Circuit Governors, Governors-at-Large, and Officers, each of whom shall be Registered Player Members of the Association. Each member of the Board of Governors will hold office until his or her successor is elected and qualified. In the event that a member of the Board of Governors is absent from three

SECTION 2. Resignations. Any Governor may resign at any time by giving written notice to the Board of Governors, the Chairperson, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be

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necessary to make it effective. A Governor who fails to attend in person three (3) consecutive regularly scheduled meetings of the Board, that individual will be removed as a member of the Board of Governors unless reinstated by a two-thirds vote of the members of the Board of Governors present at a meeting of Governors (i.e., meetings that are not Special Board Meetings (as defined below) for reasons not excused by the Chairman shall be deemed to have resigned at the next meeting of the Board of Governors following the third unexcused absence.

SECTION 2. Vacancies. A vacancy existing among the Governors-at-Large or Officers by reason of death, resignation or any other cause, may be filled, to complete the unexpired term, by the affirmative vote of the majority of the Board of Governors present at a meeting. In the event of a vacancy by reason of death, resignation or any other cause of a Circuit Governor, the Chairman of the Association shall appoint an Interim Governor to serve until such time as the Member Clubs of the Circuit conduct an election to fill the vacancy.

SECTION 3. Powers and Duties. Subject to the provision of this Constitution, the Board of Governors will have the control and management of the affairs, property and policy of the Association, including the fixing of compensation of all Officers and employees. The Board of Governors may, by a majority vote, make and alter By-Laws or other rules not inconsistent with this Constitution.

SECTION 5. Committees with Board-Delegated Authority. The Board of Governors may, by resolution adopted by a majority of the Board of Governors, designate one or more committees, each to consist of two or more members of the Board of Governors and a majority of each committee’s membership to be members of the Board of Governors; provided, however, that committees appointed by the Board of Governors or otherwise authorized pursuant to this Constitution relating to the election, nomination, qualification, or credentials of the Board of Governors or other committees involved in the process of electing the Board of Governors may be composed entirely of
non-members of the Board of Governors. Any committee, to the extent
provided in the resolution of the Board of Governors and allowed by
law, shall have and may exercise all the powers and authority of the
Board of Governors in the management of the business and affairs of
the Association; provided, however, that no such committee shall have
the power or authority of the Board of Governors in reference to (a)
amending or repealing the By-laws or the Articles of Incorporation; (b)
electing, appointing, or removing any Officer, member of the Board of
Governors, or member of any committee, or fixing the compensation of
any member of a committee; (c) adopting a plan of merger or adopting
a plan of consolidation with another corporation; (d) authorizing the
sale, lease, exchange, or mortgage of all or substantially all of the
property or assets of the Association; (e) filling vacancies on the Board
of Governors or any of its committees; (f) adopting a plan for the
distribution of the assets of the Association or for dissolution; or (g)
amending, altering, repealing, or taking any action inconsistent with any
resolution or action of the Board of Governors which by its terms
provides that it shall not be amended, altered, or repealed by any such
committee (the duties collectively set forth in (a) through (g), the
“Non-Delegable Duties”).

SECTION 4.6. Executive Committee. The Board of Governors
may delegate specific powers and duties, by Resolution, to an Executive
Committee except the authority to make or alter By-Laws or rules.

provided, however, that no Non-Delegable Duties may be delegated.
All actions of the Executive Committee will be reported and approved
at the next meeting of the Board of Governors (unless such actions were
pre-approved by the Board of Governors and the Executive Committee
was authorized and directed to take action). The Executive Committee,
appointed which may be recommended by the Chairman and but shall be
approved by the Board of Governors, will be composed of eightnine (9)
members, consisting of the Chairman, three (3) Officers (other than the
Chairman), two (2) Governors-at-Large, and two Circuit Governors. In
the event of a tie vote of the Executive Committee, the Chairman
shall have an additional vote two (2) Circuit Governors, and either one
(1) additional Governor-at-Large or Circuit Governor, as shall be
determined from time to time by the Board of Governors.

SECTION 5.7. Nominating Committee. Within thirty (30) days after the Annual Member Meeting, the Chairman, with the consent of the Board of Governors, shall appoint a Nominating Committee consisting of seven (7) Registered Players, five (5) of whom shall be members of the Board of Governors and four (4) of whom shall be Circuit Governors.

SECTION 6.8. Other Board Committees. The Chairman, with the consent may recommend such other committees with Board-delegated authority as the Board deems desirable from time to time. The appointment of members to such committees shall be subject to the approval of the Board of Governors. May appoint such other committees as are deemed desirable and with each such committee shall have such duties, other than any Non-Delegable Duties, as may be prescribed, by the Board and shall satisfy the committee composition requirements set forth in Section 5 of this Article II. Each committee chair shall be an Individual Member of the Association as defined in the By-laws.

SECTION 7. Meetings. The Board of Governors will meet at the call of the Chairman or President at least twice a year.

SECTION 9. Advisory Committees. The Board of Governors may designate one or more advisory committees not having and exercising the authority of the Board of Governors in the management of the Association. Advisory committees may not act on behalf of the Association or bind it to any action but may make recommendations to the Board of Governors or to the Officers. Members of any such advisory committee may, but need not, be members of the Board of Governors, and the Board of Governors shall appoint the members thereof, except as and to the extent such authority shall be vested in an Officer or agent of the Association by the Board of Governors.

SECTION 10. Meetings. The Board of Governors will meet at the
call of the Chairman or President at least twice a year (each, a "Regular Board Meeting"). Special meetings of the Board of Governors (each, a "Special Board Meeting") may be called from time to time in accordance with the notice requirements set forth below in Section 11 of this Article II. Members of the Board of Governors, or any committee thereof, may participate in and act at any Special Board Meeting or committee meeting by means of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting; provided, however, that notwithstanding the foregoing, Governors must be present in person at any Regular Board Meeting in order to participate and be considered in attendance.

SECTION 8.11. Notices. Notices of meetings of the Regular Board of Governors Meetings will be written, conveyed by the Secretary to each Governor twenty-one (21) or more days before such meetings and shall state the time and place thereof. The Special Board Meetings may be called by either the Chairman or a majority of the Governors on seven (7) calendar days’ notice—may call Special Meetings of the Board of Governors—provided, however, that (a) a Governor may not be removed at any Special Board Meeting unless written notice of the proposed removal is delivered to all Governors at least twenty (20) days prior to such meeting; and (b) notwithstanding the foregoing, a Special Board Meeting may be called by either (i) the Chairman together with two (2) other Governors or (ii) a majority of the Governors, on forty-eight (48) hours’ advance notice to the Board. The notice of a Special Board Meeting will state the objectives thereof and no other business may be transacted thereat—A special meeting may be conducted in person or telephonically at the discretion of the Chairman—unless otherwise waived.

SECTION 9. Quorum. A Majority shall consist of a quorum
of the Board of Governors or the Executive Committee at any respective meeting; thereof; provided, however, that less than a quorum will have power to adjourn any meeting until a quorum be present when a quorum is present at any meeting of the Board of Governors or of the Executive Committee, the act of the respective majority thereof will be the act of the Board or the Executive Committee, as the case may be, unless a different vote is required by law or by the Constitution, the Illinois General Not for Profit Corporation Act of 1986, as amended (the “Illinois Not for Profit Corporation Act”), the Articles of Incorporation, this Constitution or the By-Laws. At all regular meetings, members of the Board of Governors will be represented in person. No member of the Board Member of Governors may assign or transfer their right to vote or act by proxy or otherwise on any matter.

SECTION 10. Elections. Elections for Officers, Circuit Governors and Governors-at-Large shall be conducted according to the procedures set down in these Sections. All contested elections shall be by confidential ballot vote.

SECTION 11. Removal. The Board of Governors may remove any member of the Board by an affirmative vote of three quarters of the entire Board at a regular meeting or a special meeting called for this purpose. Any vacancy by removal shall be filled as provided in this Constitution.

SECTION 14. Removal. In accordance with the Illinois Not for Profit Corporation Act, (a) any Circuit Governor may be removed by the affirmative vote of two-thirds of the votes cast by the Delegates in that Circuit; provided, however, that at least a majority of the Delegates in that Circuit must cast votes in order for the vote to be valid, and (b) any Governor-at-Large may be removed by the affirmative vote of two-thirds of the votes cast by the Registered Player Members; provided, however, that at least ten percent (10%) of the Registered Player Members must cast votes in order for the vote to be valid. Upon a motion made and approved by (i) the Board of Governors, (ii) with
respect to the proposed removal of a Circuit Governor, a majority of the Delegates in that Circuit, or (iii) with respect to the proposed removal of a Governor-at-Large, at least ten percent (10%) of the Registered Player Members, the Board of Governors shall establish a process and timetable for submitting the proposed removal to a vote that are as closely aligned with the process and timetable set forth herein for the election of such Governors as the Board of Governors deems practicable. Any Officer serving ex officio as a member of the Board of Governors may be removed as provided in Article VII, Section 4 of this Constitution. Any vacancy created by removal shall be filled as provided in Article II, Section 3 of this Constitution.

ARTICLE III
Membership and Delegates

SECTION 1. Delegates. The United States Polo Association will be an association of regularly organized polo clubs and associations or other entities (Clubs engaged in or related to the sport of polo (the “Member Clubs”) and of the individual Registered Players (Players) of such Member Clubs. Each Member Club will select a Delegate (defined as set forth below), according to the Member Club’s own internal rules and procedures, to represent it. Each Delegate will be a current Registered Player of the Association and be registered with the Member Club in which he or she is elected to represent. Whenever a new Delegate is selected to represent a Member Club, such Member Club will provide written notice to the Association identifying the selected Delegate. Only those Delegates representing Active Club Members shall have the right to vote on any matter submitted to a vote of the Delegates. Delegates representing all other categories of membership shall have no right to vote on any matter. No individual may serve as Delegate for more than one Member Club.

SECTION 2. Applicability of By-Laws. Any reference to or use of the terms “Active Member Club(s),” “Registered Player(s),”
“Individual Members” or “Delegate(s)” “Active Member Club(s),” “Registered Player(s),” “Registered Player Members,” “Individual Members” or “Delegate(s),” in this Constitution shall refer to and incorporate have the meaning ascribed to those terms in the By-Laws of the Association.

SECTION 3. Club Membership. Application for membership by a Member Club will be made in writing to the Secretary of the Association, accompanied by such information as the Board of Governors of the Association may prescribe. Such application will be presented for action at the next meeting of the Board of Governors. No Member Club will be admitted to membership which does not have at least three Individual Members registered with the Association, the written recommendation of the appropriate Circuit Governor, and control of or access to a suitable field or arena. The Board may from time to time adopt additional objective and nondiscriminatory criteria on which to evaluate, then approve or deny membership applications. The Board of Governors may, by a majority vote of those present at a meeting, reject the application, elect the applicant a provisional Member Club pending the receipt of additional information, or elect the applicant to full Member Club membership. The name of a provisional Member Club may be put forward at any subsequent meeting of the Board of Governors for election to full Active Member Club membership. Club membership shall have a term of one (1) year, renewable annually at the option of the Board of Governors. Member Clubs will be designated to one of several categories of membership as defined in the By-Laws of the Association.

SECTION 4. Membership Obligations. Acceptance of Club membership in the Association will bind each Member Club to uphold the provisions of the Association’s Articles of Incorporation, Constitution, By-Laws and the Rules of the Association, and all policies of the Association, all as in effect from time to time, and to honor all Association decisions based upon those provisions.
SECTION 5. Change of Classification. By a majority vote of the Governors present at a meeting of the Board of Governors, the classification of a Member Club may be changed whenever the Member Club ceases to meet the membership requirements of its classification.

SECTION 6. Individual Membership. Upon payment of the annual registration fee to the Association and agreeing to be bound, Application for membership by an Individual Member will be made in writing to the Secretary of the Association, accompanied by such information as the Board of Governors of the Association may prescribe. The Board may from time to time adopt objective and nondiscriminatory criteria on which to evaluate, and then approve or deny, membership applications. Notwithstanding the foregoing, in the discretion of the Board of Governors, an application for membership may be denied where the applicant previously was removed as an Individual Member by the Association pursuant to the procedures set forth in the By-Laws. By submitting an application for membership, a prospective Individual Member agrees to uphold the provisions of the Articles of Incorporation, Constitution, By-Laws and Rules of the Association, and any policies of the Association, all as in effect from time to time. Following evaluation by the Board and upon payment of the annual registration fee to the Association, each Individual Member will be designated to one of several categories of membership and will be considered eligible to participate in the activities of the Association to the extent defined in the By-Laws of the Association, and in accordance with the terms and conditions of the membership application.

ARTICLE IV
Circuits and Circuit Governors

SECTION 1. Circuits. The Board of Governors has established Circuits, the number of which shall be fixed from time to time by the Board of Governors and set forth in the By-laws of the Association.
The Member Clubs in the Association will be allocated among the fixed number of Circuits, in a manner designated by the Board of Governors of the Association, among several Circuits set by the Board of Governors of the Association. The Board of Governors may reassign Member Clubs to different Circuits.

SECTION 2. Circuit Governors. Each Circuit shall be represented by one (1) Circuit Governor who shall be elected in accordance with the procedures set forth herein. The Active Member Clubs in each Circuit, as of June 1 of an election year, by vote of their Delegates, will elect one Circuit Governor to a term of two years who will represent the Circuit in its relations with the Association. The Circuit Governor election will occur in even-numbered calendar years. Circuit Governors will be elected according to the procedure outlined in ARTICLE IV, Section 3 of this Constitution. Their terms will begin at the next Annual Member Meeting and will expire at the second Annual Meeting following the beginning of their term immediately following his or her election, for a two-year term and until his or her successor has been elected and qualified or until his or her earlier resignation, removal from office, or death. A Circuit Governor completing the unexpired term of another will assume office immediately upon such appointment. After the Annual Meeting in 2006, no individual shall serve as a Circuit Governor for more than four (4) consecutive two-year terms as a Circuit Governor. A Circuit Governor completing the unexpired term of another may do so complete such term and still also be eligible for four (4) consecutive two-year terms.

SECTION 3. Nomination and Election. Not later than the second Tuesday of June in the election year, the Association will convey to the Delegates of each Active Member Club in good standing as of June 1, with a copy to the incumbent Circuit Governor: (a) a list of that club’s Registered Players of record as of June 1; (b) a nominating form for the nomination of a candidate for Circuit Governor; and (c) a list of all Active Member Clubs in the Circuit as of
June 1, including the name and address of each Delegate. The Association shall communicate to each Delegate the following procedure:

A. Nominations must be returned as directed in writing, on the form provided, and received by the Association no later than 5 p.m. EDT on the second Tuesday of July of each election year. No Delegate may nominate more than one (1) individual. Any individual receiving two (2) or more nominations will be considered a candidate for the office of Circuit Governor. All candidates must be Registered Players registered with an Active Member Club in the Circuit as of June 1 of the election year.

B. Not later than the third Tuesday of July of the election year, the Association will convey ballots listing the names of each Circuit’s candidates for Circuit Governor to the Delegate of each Active Member Club in the Circuit, and will provide a copy of the same to the incumbent Circuit Governor and each candidate for Circuit Governor, ballots listing the names of that Circuit’s candidates for Circuit Governor.

C. Completed ballots must be received at the Association office not later than 5 p.m. EDT on the second Tuesday of August of each election year. Votes representing at least a majority of the total number of votes entitled to be cast by all Delegates within a Circuit shall be required to be received in order for that Circuit election to be valid. The risk of late or non-delivered ballots by the deadline is on the Delegate. All Delegates and candidates will be notified of the results of the election not later than August 30 of that year.

D. Only Delegates representing Active Member Clubs in good standing which are in the Circuit and are of record on June 1 of each election year are entitled to nominate or vote for a candidate. No Delegate may assign or transfer the Active Member Club’s vote(s) or the right to vote by proxy or otherwise. Each Delegate may cast one (1) vote for a candidate for Circuit Governor per ballot. Each Delegate will receive the number of ballots set forth below based on the number of Registered Playing Player Members in the Active Member Club that
the Delegate’s Club represents:

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<thead>
<tr>
<th>Number of Registered Members</th>
<th>Playing Player</th>
<th>Delegate Votes</th>
<th>Number of Ballots</th>
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<tr>
<td>3 - 5</td>
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<td>1</td>
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<td>6 - 14</td>
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<td>15 - 29</td>
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<td>30 - 59</td>
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<td>4</td>
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<td>60 or more</td>
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E. In the event only one candidate is nominated for Circuit Governor, that candidate shall be considered elected and all Delegates will be so notified within 10 days of the close of nominations. The candidate in each Circuit receiving the greatest number of votes shall be elected as Circuit Governor of that Circuit. In the event of a tie between two (2) or more candidates the Chairman of the Association will cast the tie-breaking vote even though the Chairman may have previously voted as a Delegate for Circuit Governor in any Circuit, the Chairman and two other Governors shall call a Special Board Meeting that shall be held as soon as reasonably practicable following the determination that the votes cast for Circuit Governor resulted in a tie and upon forty-eight (48) hours’ advance notice to the Board of Governors in accordance with Article II, Section 11 of this Constitution, at which Special Board Meeting the Chairman shall recommend to the Board for its consideration, and upon the affirmative vote of at least a majority of the Board of Governors, such individual shall be deemed elected as the Circuit Governor of that Circuit.

F. Any variation from the foregoing election procedure must be reported in writing to the Board of Governors prior to the Annual Member Meeting of the Association by letter to the Chairman. If the Board finds that the variation substantially affected the fairness or the outcome of an election or was inconsistent with the Illinois Not for Profit Corporation Act, the Board will declare said election void and hold a new election complying as closely as possible with the foregoing procedure; otherwise the said election will be deemed valid.
ARTICLE V
Governors-at-Large

SECTION 1. Governors-at-Large. There shall be not less than eight (8) nor more than twelve (12) Governors-at-Large, as directed recommended by the Chairman, and approved by the Board of Governors on or before the last Tuesday of April in each year, or else the number shall remain the same as the prior year. Governors-at-Large shall be elected by the vote of the Registered Players for a two-year term in good standing as of June 1 of the election year. Each Governor-at-Large shall serve for a two-year term and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death. Governor-at-Large elections shall be held in odd-numbered calendar years. A Governor-at-Large may not serve more than four (4) consecutive two-year terms, except that a Governor-at-Large elected to complete the unexpired term of another, may still serve a maximum of four may complete such term and also be eligible for four (4) consecutive two-year terms.

SECTION 2. Nomination and Elections. The candidates for Governor-at-Large will be presented for election by the Nominating Committee according to the following procedure:

A. On or before the last Tuesday of May, the Nominating Committee will nominate not less than one (1) candidate for each available Governor-at-Large position to be filled. The Nominating Committee’s list of candidates will be immediately forwarded to the Secretary of the Association.

B. No later than the second Tuesday of June, the Secretary will distribute to the Delegates of Active Member Clubs in good standing as of June 1 of the election year the following:
   i. The list of candidates prepared by the Nominating Committee;
   ii. Nominating forms for candidates for Governor-at-Large; and
iii. The procedure by which Delegates may nominate additional candidates for Governor-at-Large.

C. A Delegate may nominate any Registered Player who is duly registered with the Association as of June 1 as a candidate for Governor-at-Large by returning the completed nomination form to the office of the Association not later than 5 p.m. EDT on the first Tuesday of July. Any Registered Player timely receiving five (5) or more Delegate nominations will be considered a nominee and a potential candidate. No Delegate may make more than one (1) nomination in any given election.

D. At the close of the Governor-at-Large nominating period, the Secretary will prepare a list for the Nominating Committee consisting of: (i) the initial recommendations of the Nominating Committee and (ii) the names of the potential candidates receiving five (5) or more Delegate nominations. The Nominating Committee will then prepare a provisional ballot containing not less than one (1) candidate for each of the minimum number of Governor-at-Large positions as mandated, recommended by the Chairman, and approved by the Board.

E. The Nominating Committee, having prepared a list of potential candidates for Governor-at-Large, will ascertain which are willing to be candidates and willing to serve if elected and submit the final ballot list to the Secretary of the Association. If a candidate nominated by five (5) or more Delegates who nominated a candidate who chooses not to run or serve, such five (5) or more Delegates will be so advised immediately by the Secretary. The final list of candidates for balloting purposes will list the candidates alphabetically all nominated candidates who are willing to serve, with an asterisk or similar designation next to the names identifying those candidates nominated by the Nominating Committee. On or before the third Tuesday of July, the Secretary will convey a written ballot to every Registered Player with each Registered Player’s Association number printed thereon and directing the number of Governors-at-Large to be elected, as mandated, recommended by the Chairman and approved by the Board, to be elected.

F. Each election year, each qualified Registered Player (as of the
record date) may vote for one (1) candidate for each Governor-at-Large position to be filled up to the total number to be elected as mandated recommended by the Chairman and approved by the Board.

G. Registered Players must sign their ballots prior to delivery, as directed on the ballot, and ballots must be received at the office of the Association on or before 5 p.m. EDT on the third Tuesday of August of each election year. Risk of a late or non-delivered ballot by the deadline is on the Registered Player. Ballots representing at least one-tenth (1/10) of the total number of Registered Players as of the June 1 record date must be received by the Association in order for the election to be valid.

H. All votes for each candidate will be tallied and candidates receiving the greatest number of votes will be elected as Governors-at-Large up to the total number of Governors to be elected.

The results of the election will be announced not later than August 30 of that year.

I. Elected Governors-at-Large will take office at the next Annual meeting and Member Meeting (as defined below). Their terms will expire at the second Annual meeting Member Meeting following the beginning of their terms.

J. In the event of a tie between two (2) or more candidates the Chairman will cast the tie-breaking vote in each instance for Governor-at-Large. The Chairman and two other Governors shall call a Special Board Meeting that shall be held as soon as reasonably practicable following the determination that the votes cast for Governor-at-Large resulted in a tie and upon forty-eight (48) hours’ advance notice to the Board of Governors in accordance with Article II, Section 11 of this Constitution, at which Special Board Meeting the Chairman shall recommend to the Board for its consideration, and upon the affirmative vote of at least a majority of the Board of Governors, such individual shall be deemed elected as a Governor-at-Large.

K. Any variation from the foregoing election procedure must be reported in writing to the Board of Governors prior to the Annual meeting Member Meeting. If the Board finds that the variation substantially affected the fairness or the outcome of an election or was
inconsistent with the Illinois Not for Profit Corporation Act, the Board will declare said election void and hold a new election complying as closely as possible with the foregoing procedure; otherwise the election will be deemed valid.

ARTICLE VI

Annual Member Meeting of the Association Meeting

SECTION 1. Annual Member Meetings. The Annual Meeting of the Members of the Association (Annual Meeting, the “Annual Member Meeting”) will be held between the 1st day of August and the 31st day of October in each year at such place and hour as the Chairman designates.

SECTION 2. Special Member Meetings. Special Meetings of the Members of the Association (each, a “Special Member Meeting”) may be called by the Chairman or by the Board of Governors.

SECTION 3. Notice of Meetings. Unless waived by two-thirds of the Delegates present, thirty days’ notice of the time and place of the Annual Member Meeting and two (2) weeks notice of the time and place of any Special Member Meeting will be delivered by the Secretary in writing to all member Clubs. A notice of any Special Member Meeting will state the objectives thereof and no other business will be transacted thereat.

SECTION 4. Voting Privileges. At all meetings of the Members of the Association, each Active Member Club (Club) is entitled to be represented by one (1) Delegate and has one (1) vote. Voting may be in person or by proxy, duly certified by an Officer of the active Active Member Club. In the absence or disability of a Delegate, the Active Member Club may appoint a substitute by providing written notice to the Association.
SECTION 5. Quorum. A majority of the active Active Member Clubs represented in person, by Delegates or by their substitutes, or represented by proxy, constitutes a quorum at any meeting of the Members.

ARTICLE VII
Officers

SECTION 1. Elections. The Officers of the Association shall be the Chairman, President, Secretary and Treasurer. Officers shall be Registered Players of the Association and shall serve ex officio as voting members of the Board of Governors. Officers will be elected for a term of one (1) year by the Board of Governors at the Board meeting concurrent with, or immediately prior to, the Annual Member Meeting of the Association. In the event of a vacancy in any Office, the Board of Governors shall, at a regular or special Board meeting, nominate and elect a replacement to serve until the next regular election. Officers will assume their offices immediately following their election. No Officer may hold the same office for more than four (4) successive terms except that an Officer elected to complete the unexpired term of another may do so and still be eligible for an additional four (4) successive one-year terms.

SECTION 2. Nominations and Elections. The Secretary of the Association will convey a notice of Officer nominations made by the Nominating Committee to the Board of Governors at least eight weeks in advance of the Regular Board of Governors Meeting occurring immediately prior to, or concurrent with, the then-upcoming Annual Member Meeting. Independent nominations for Officers may be made in writing, signed by seven (7) members of the Board of Governors, and delivered to the Secretary at least four (4) weeks in advance of this Meeting. No member of the Board of Governors shall submit more than one (1) independent nomination for each office. Not less than two (2) weeks prior to the Meeting, the Secretary shall distribute to each member of the Board of Governors...
a ballot listing all properly nominated candidates for office. Completed ballots may be returned, as directed on the ballot or must be cast in person by the Governors at the Meeting. In the event of three consecutive votes of the Board held at the same Regular Board Meeting, all of which result in a tie vote, the Chairman shall cast an additional, deciding ballot.

SECTION 3. Powers and Duties. The Chairman will preside at all meetings of the Members of the Association and all meetings of the Board of Governors and perform the usual duties of such office. During the absence or inability of the Chairman to act, the President will act in his place and stead. The Secretary and Treasurer will perform the usual duties incident to such offices.

SECTION 4. Removal. Any Officer elected by the Board of Governors may be removed, with or without cause, at any regular or any special meeting of the Board called for this purpose, notice of which is delivered at least twenty (20) days prior to any such special meeting, by the vote of a majority of all Governors then in office, whenever, in the judgment of the Board of Governors, the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person or persons so removed.

ARTICLE VIII
Simultaneous Titles

No individual may simultaneously hold more than one title as an Officer, Governor-at-Large, or Circuit Governor. Any member of the Board of Governors elected or appointed to another position on the Board of Governors will immediately resign the prior position, upon acceptance of such appointment or election.
ARTICLE IX
USOC-Related Provisions

The following provisions are included for purposes of adopting and implementing provisions from the Ted Stevens Olympic and Amateur Sports Act (the “Sports Act”) and the Bylaws of the United States Olympic Committee (the “USOC”) as applicable to member organizations of the USOC, and will automatically take effect and become operative, subject to the requirements of the Illinois Not for Profit Corporation Act, without further action required by the Association, only if and when the Association becomes a competing sporting member organization of the USOC:

SECTION 1. Definitions. For purposes of this Constitution:

A. “International Polo competition” means a polo competition between one or more teams officially designated by the Association as representing the United States and one or more teams representing a foreign country (including the Olympic Games, the Pan American Games and World Championship competition).

B. “Protected Competition” means an International Polo Competition, as well as any domestic polo competition organized and conducted by the Association in its selection procedure and publicly announced in advance as a competition directly qualifying each successful team and/or players therein as representing the United States in an International Polo Competition.

C. “Qualified Player” means a player who is actively engaged in polo competition or who has represented the United States in International Polo Competition within the preceding ten (10) years. “Actively engaged in polo competition” shall mean competing at a level of proficiency (i.e., with the requisite handicap as established from time-to-time by the Association) which entitles the player to apply for selection (or otherwise to be selected) to International Polo
Competitions. If and to the extent further required for the Association’s membership in the USOC, the Association shall also incorporate into this definition the standards for athlete representatives as set forth in Section 17.7 of the USOC Bylaws, as amended from time to time (or provisions adopted in substitution therefore).

D. “Designated Committees” means (i) nominating committees, (ii) budget committees, (iii) hearing committees empowered to resolve grievance or disciplinary matters pertaining to the eligibility or opportunity of a registered player or team to participate in a protected Competition, and (iv) committees which prepare, approve or implement programs with respect to (I) the expenditure of funds allocated to the Association by the USOC and (II) selection of teams and team members for International Polo Competitions (including coaches, administrators and support staff). If and to the extent further required for the Association’s membership in the USOC, the Association shall also incorporate into this definition any other applicable requirements of Section 17.7 of the USOC Bylaws, as amended from time to time (or provisions adopted in substitution therefore).

SECTION 2. Powers and Purposes. The Association shall be autonomous in the governance of the sport of polo in pursuit of the mission of the Association set forth in Article I of this Constitution. It shall independently exercise jurisdiction over all matters central to such governance. Subject to applicable requirements of the USOC and the Federation of International Polo (FIP), in which organizations the Association will serve as a member, such jurisdiction shall include, but not be limited to, the following with respect to the sport of polo:

A. To represent the United States in FIP.

B. To act as the coordinating body for all polo activity within the United States relating to Protected Competitions (as defined in this Article IX) promoted by or related to FIP or the USOC.

C. To decide all matters pertaining to national participation in Protected Competitions and to establish procedures for determining eligibility standards for such participation.
D. To promptly review every request submitted by a sports organization or person for a sanction (i) to hold an International Polo Competition held in the United States or (ii) to sponsor United States players to compete in International Polo Competition held outside the United States, and to determine whether to grant such sanction in accordance with applicable requirements.

E. To allow an eligible player to compete in any International Polo Competition conducted under the auspices of the Association or that of any other sports organization or person, unless the Association establishes that its denial was based on evidence that the organization or person conducting the competition did not meet the applicable requirements.

SECTION 3. Duties. In furtherance of the purposes and powers described above, the Association shall have the following duties with respect to the sport of polo:

A. To develop participation throughout the United States in polo activities.

B. To minimize, through coordination with other sports organizations, conflicts in the scheduling of practices and competitions.

C. To keep registered players informed of policy matters and reasonably reflect their views in policy decisions of the Association.

D. To provide an equal opportunity for registered players, coaches, trainers, managers, administrators and officials to participate in Protected Competitions, without discrimination on the basis of race, color, religion, age, gender or national origin, whether as an organization or individual, with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate in Protected Competitions.

E. To provide for swift resolution of conflicts, disputes and grievances involving member clubs, registered players, coaches, trainers, managers, administrators and officials, regarding participation in Protected Competitions and governance over which the Association has jurisdiction.
F. To promote and coordinate technical information on training, equipment design (but not specifying or requiring any particular equipment), coaching and performance analysis to encourage and support research, development and dissemination of information in the areas of medicine and safety.

SECTION 4. Limitations. The Association shall comply with and enforce all applicable requirements, rules and regulations of the USOC and FIP in carrying out its mission, powers and purposes and duties. In doing so, the Association shall not:

A. Delegate its autonomous governance of the sport of polo.
B. Have eligibility criteria relating to eligible status for Protected Competitions that are more restrictive than those of FIP.
C. Allow any of its officers to serve as an officer of any other sports organization that is recognized as a national governing body.
D. Be a member of more than one international sports federation as required by the Sports Act. That federation is FIP, in which the Association is a member.

SECTION 5. Composition of the Board of Governors, the Executive Committee and Designated Committees.

A. Qualified Registered Players shall constitute at least twenty percent (20%) of the membership and voting power on (i) the Board of Governors, (ii) the Executive Committee and (iii) any Designated Committees of the Association. They shall be selected in accordance with the customary provisions of the Association for selection of members to such bodies, with the participation of the Players Advisory Committee as referred to in Section 6 of this Article IX.
B. Members of the Board of Governors shall be elected without regard to race, color, religion, national origin or sex.
C. The Association shall also provide for reasonable and direct representation on the Board of Governors for any amateur sports organization that conducts programs or competition in the sport
of polo on a national basis and on a level of proficiency appropriate for
the selection of players to represent the United States in the FIP
Championships or other International Polo Competitions and, further
provided, that such organization has greater than 50 registered
players fifty (50) Qualified Registered Players, one-half (1/2) of which
have a handicap of greater than three (3) goals. The representation of
such national amateur sports organization on the Board of Governors
shall reflect the nature, scope, quality and strength of the programs and
competitions of such amateur sports organization in relation to all other
such programs and competitions in the sport of polo in the United
States.

SECTION 6. Players Advisory Committee. The Association will
have a Players Advisory Committee, which will exist for the purpose
stated below (and otherwise as established from time to time by the
Board of Governors).

A. The Players Advisory Committee shall consist of five (5)
Qualified Registered Players who will each (i) have a handicap as
assigned in accordance with applicable provisions of the Association’s
By-laws, of one (1) goal or higher or (ii) have represented the United
States in International Polo Competition.

B. The members of the Players Advisory Committee will initially be
selected by the Board of Governors and, every three (3) years
thereafter, as soon as reasonably possible after the FIP World
Championships, by the Players Advisory Committee itself based on
procedures to be adopted by the Committee, may make
recommendations for its membership, subject to the approval of the
Board of Governors.

C. If, after the normal election and appointment processes
contemplated by this Constitution for the Board of Governors, the
Executive Committee and such other Designated committees have been
completed, the requisite twenty percent (20%) Qualified Registered
Player representation has not been obtained, then the Players Advisory
Committee shall have the right and obligation to promptly
recommend to the appropriate electing body such number of
additional members of the subject body as necessary to cause the voting power held by Qualified Registered Players on such body to be at least twenty percent (20%). In the case of the Board of Governors, the persons so recommended Qualified Registered Players would, if properly elected, serve as additional Governors-at-Large, to have terms of service that would be established, to the extent reasonably determinable, consistent with the provisions and limitations of this ARTICLE IX.

SECTION 7. Membership. Membership Subject to ARTICLE III and to the By-laws of the Association, membership in the Association shall be open to the following upon payment of annual dues as established by the Board of Governors and agreeing to be bound to uphold the provisions of the Articles of Incorporation, Constitution, By-laws and Rules, and any policies adopted by the Board of Governors.

A. Any individual who is an amateur athlete, coach, trainer, manager, administrator or official in the sport of polo.

B. Any amateur sports organization which conducts programs or competitions in the sport of polo on a national basis and a level of proficiency appropriate for the selection of players to represent the United States in the FIP Championships or other International Polo Competitions and, further, provided, that such organization has greater than fifty (50) Qualified Registered Players, one-half (1/2) of which have a handicap of greater than three (3) goals.

ARTICLE X
Amendments

This Constitution may be amended at a meeting of the Association by the affirmative vote of two-thirds (2/3) of the votes cast by Member Club Delegates present and voting in attendance or by proxy, provided person or by proxy at a meeting of the Members of the Association at which a quorum of the Active Member Clubs are represented by Delegates, provided that written notice of the proposed
amendment is sent delivered to the Delegates of all Active Member Clubs at least thirty (30) days prior to the meeting.

ARTICLE XI

Writings and Electronic Signatures

Any action required in this Constitution to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Governors, Members, Delegates, Officers, or committee members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission. Any action required in this Constitution to be “signed” or to have a “signature by or of” a Governor, Member, Delegate, Officer, or committee member shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation, the By-laws, this Constitution, or the Illinois Not for Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The presence at any meeting of a person or persons entitled to notice thereof shall be deemed a waiver of such notice by such person or persons unless the person at the meeting objects to the holding of the meeting because proper notice was not given.
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