



Bylaws

of

USA Water Polo, Inc.

As amended through January 30, 2021

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ARTICLE 1. NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be USA Water Polo, Inc. (referred to in these Bylaws as “**USA Water Polo**”). USA Water Polo may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status.

USA Water Polo shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of California. USA Water Polo shall be operated for charitable and educational purposes. USA Water Polo shall operate consistent with, and shall maintain, a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2. OFFICES

Section 2.1. Business Offices.

USA Water Polo’s principal office shall be at a location designated by the Board of Directors (the “**Board**”) or its designee. USA Water Polo may, at any time and from time to time, change the location of its principal office. USA Water Polo may have such other offices as the Board or designee may establish or as the affairs of USA Water Polo may require from time to time.

ARTICLE 3. MISSION

Section 3.1. Mission.

USA Water Polo’s mission is to grow the sport of water polo throughout the United States for all players of all ages, to foster national and international competition in the sport of water polo, to select and train world class national teams to compete in the Olympic, World Championship, and Pan American Games, and to support its membership with a strong, efficient organization driven by ethics, transparency and financial prudence.

ARTICLE 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body.

USA Water Polo shall seek and take all necessary actions to maintain certification by the United States Olympic & Paralympic Committee (the “**USOPC**”) as the National Governing Body (“**NGB**”) for the sport of water polo in the United States. In furtherance of that purpose, USA Water Polo shall comply with the requirements for recognition as a NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Water Polo shall:

- a. be certified as the NGB by the international sports federation recognized by the International Olympic Committee as the worldwide governing body for the sport of water polo;
- b. agree to submit to binding arbitration in any controversy involving:
 1. its certification as a national governing body as provided at 36 U.S.C. § 220529, upon demand by the USOPC; and
 2. the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition, upon the USOPC's demand or that of any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified and provided for in the USOPC's constitution and bylaws, except that, if the USOPC Athletes' Advisory Council and the National Governing Bodies' Council do not concur on any modifications to such Rules, and if the USOPC's executive committee is not able to facilitate such concurrence, the Commercial Rules of Arbitration shall apply unless at least two-thirds of the USOPC's board of directors approves modifications to such Rules;
- c. be autonomous in the governance of the sport of water polo by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- d. be a member of not more than one international sports federation that governs the sport of water polo;
- e. provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in water polo competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- f. provide all member athletes, coaches, trainers, managers, administrators, and officials with fair notice and opportunity for a hearing before declaring an individual ineligible to participate;
- g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- h. ensure that the selection criteria of individuals and teams that represent the United States are:
 1. fair, as determined by the USOPC in consultation with the national governing bodies, the Athletes' Advisory Council, and the United States Olympians and Paralympians Association;

2. clearly articulated in writing and properly communicate to athletes in a timely manner; and
 3. consistently applied, using objective and subjective criteria appropriate to the sport of water polo;
- i. ensure, based upon guidelines approved by the USOPC, the Athletes' Advisory Council and the National Governing Bodies' Council that:
 1. the Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members individuals ("**Athlete Directors**") who are:
 - (i) elected by Ten Year Athletes (as defined in Article 11.2); and
 - (ii) actively engaged in amateur water polo competition; and
 2. any exceptions to such guidelines have been approved by the USOPC and the Athletes' Advisory Council; and
 3. that the voting power held by those individuals is not less than one-third of the voting power held by its Board or other governance body;
 - j. provide for reasonable input to its Board for any sports organization that, in the sport of water polo, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition, a national program, or regular national athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that sports organization in relation to all other programs and competitions in the sport of water polo in the United States;
 - k. not have an officer who is also an officer of another sports organization that is certified by the USOPC as a NGB;
 - l. provide procedures for the prompt and equitable resolution of grievances of its members;
 - m. not have eligibility criteria relating to participation in the Olympic Games or Pan American Games that are more restrictive than those of the appropriate international sports federation;
 - n. provide annual reports to the USOPC that include, for each calendar year:
 1. a description of the manner in which USA Water Polo:
 - (i) carries out its mission to promote a safe environment in sports that is free from abuse of amateur athletes (including emotional, physical and sexual abuse); and

- (ii) addresses any sanctions or temporary measures required by the U.S. Center for SafeSport;
 - 2. a description of any cause of action or complaint filed against USA Water Polo that was settled during the preceding calendar year; and
 - 3. a detailed statement of:
 - (i) USA Water Polo's income and expenses; and
 - (ii) the amount expended on stipends, bonuses and services for amateur athletes, organized by the level and gender of the amateur athletes; and
- o. meet any minimum standard or requirement set forth by the USOPC.

ARTICLE 5. MEMBERS

Section 5.1. Categories of Membership.

The Chief Executive Officer shall establish the membership categories for USA Water Polo, the criteria for membership, the privileges of membership (except as provided in Article 5.2) and any membership fees. Notwithstanding the above, USA Water Polo shall have individual and organization membership categories.

Section 5.2. Voting Members.

Individuals belonging to certain membership categories as determined by the Board shall be entitled to vote in an election for representatives of their USA Water Polo Zone ("**Zone Representatives**") who will vote to ratify the selection of directors to the Board as provided in Article 7.7. The election of Zone Representatives shall be conducted in accordance with the Zone Policies and Procedures Manual provided for in Article 6.

An individual may belong to more than one (1) membership category. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. An individual shall be at least eighteen (18) years of age in order to be eligible to vote. Notwithstanding these restrictions on voting, membership in USA Water Polo is open to individuals who are less than eighteen (18) years of age. An individual shall be a member of USA Water Polo sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Section 5.3. Membership Requirements and Dues.

Membership in USA Water Polo is a privilege. All members shall be bound by the provisions of these Bylaws, such Rules of Conduct as the Board may adopt with respect to each membership category to which a member may belong, USA Water Polo's membership agreement (as it may be amended from time to time) and such membership requirements and dues as the Board shall

deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Suspension and Termination of Membership.

The membership of any member may be suspended or terminated at any time with or without cause by the Board or as otherwise provided in these Bylaws. A member shall have the right to fair notice and an opportunity for a hearing prior to the suspension or termination of the member's membership. A member may only resign if the member has paid all dues then payable.

Section 5.5. Transfer of Membership.

Members may not transfer their membership in USA Water Polo.

Section 5.6. Property Rights of Members

Members shall have no ownership rights or beneficial interests of any kind in USA Water Polo's property.

ARTICLE 6. ZONES

Section 6.1. Creation of Zones.

Subject to approval by the Board, the Chief Executive Officer shall divide the United States into geographic zones ("Zones") as will best serve the interests of the sport of water polo. The current Zones of USA Water Polo are set forth in the Appendix to these Bylaws.

Section 6.2. Zone Governance.

The business of each Zone shall be conducted under the supervision of a Zone Chair. The Zone Chair of each Zone shall have such responsibilities and authority as may be prescribed in the Zone Policies and Procedures Manual, which shall also prescribe the term of office of the Zone Chairs. The Zone Chairs shall be volunteers who shall not be entitled to receive any compensation from USA Water Polo.

Section 6.3. Zone Policies and Procedures Manual

Subject to approval by the Board, the Chief Executive Officer shall promulgate a Zone Policies and Procedures Manual that shall prescribe, *inter alia*, procedures for Zone governance, including the term of office of the Zone Chairs, the manner of electing Zone Chairs and the responsibilities of the Zones.

Section 6.4. Zone Representatives.

Each Zone shall elect five (5) representatives to vote in elections for members of the Board, other than Athlete Board members. Such elections shall be conducted in accordance with procedures specified in the Zone Policies and Procedures Manual.

ARTICLE 7. BOARD OF DIRECTORS

Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all of USA Water Polo's corporate powers shall be exercised by or under the authority of the Board. The business and affairs of USA Water Polo shall be conducted by the Chief Executive Officer under the oversight of the Board.

Section 7.2. Function of the Board.

The USA Water Polo Board shall represent the interests of the water polo community in the United States and its athletes by providing USA Water Polo with policy, guidance and strategic direction. The Board shall oversee USA Water Polo's management and its affairs, but it shall not manage USA Water Polo. The Board's paramount duty shall be to select a well-qualified and ethical Chief Executive Officer. The Board shall diligently oversee the Chief Executive Officer in the operation of USA Water Polo. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage the organization with effective Board oversight. The Board shall perform the following specific functions, among others:

- a. select, compensate, and evaluate the Chief Executive Officer and plan for management succession;
- b. review and approve USA Water Polo's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- c. set policy and provide guidance and strategic direction to management on significant issues facing USA Water Polo;
- d. actively support the organization's fundraising and sponsorship goals as directed by the Chief Executive Officer and the Board Chair (the "**Chair**");
- e. review and approve significant corporate actions;
- f. oversee the financial reporting process, communications with stakeholders, and USA Water Polo's legal and regulatory compliance program;
- g. oversee effective corporate governance;
- h. approve USA Water Polo's capital structure, financial strategies, borrowing commitments, and long-range financial planning;

- i. review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;
- j. monitor to determine whether USA Water Polo's assets are being properly protected;
- k. monitor USA Water Polo's compliance with laws and regulations and the performance of its broader responsibilities;
- l. ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. implement procedures to orient new directors, to educate all directors on the business and governance affairs of USA Water Polo, and to evaluate the Board's performance.

Section 7.3. Diversity.

The Board shall be sensitive to the desirability of diversity at all levels of USA Water Polo, including among its athletes. The Board shall develop and implement a policy of diversity at all levels of USA Water Polo, supported by meaningful efforts to accomplish that diversity. The Board shall develop norms that favor open discussion and favor the presentation of different views

Section 7.4. Qualifications.

Each director of the Board must be eighteen (18) years of age or older.

A director shall: (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Water Polo. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Water Polo. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the Independent Directors (as defined in Article 7.8), who shall also serve on the Audit Committee, shall have financial expertise.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the director for continuing Board service.

Section 7.5. Number.

The Board shall consist of at least seven (7) and up to twenty-four (24) total directors, at least twenty (20) percent of whom shall be Independent Directors, at least one-third of whom shall be Athlete Directors, and the rest of whom shall be drawn from the United States water polo community.

Section 7.6. Composition of Board.

The Board shall consist of the following categories of directors:

- a. *Independent Directors.* At least two and no less than (20%) of the directors shall be Independent Directors, as that term is defined in Article 7.8.
- b. *Ten Year Athlete Directors.* At least twenty percent (20%) of the directors shall be Ten Year Athletes, as that term is defined in Article 11.2, who are active in the sport of water polo. At least one Ten Year Athlete Director shall be male and at least one Ten Year Athlete Director shall be female.
- c. *Additional Athlete Directors.* Inclusive of the Ten Year Athlete Directors, at least one-third of the directors shall be Athletes, as that term is defined in Article 11.2, who are active in the sport of water polo.
- d. *Athlete Director Diversity.* USA Water Polo shall encourage Athletes of both genders to seek election to the Board so as to obtain gender diverse Athlete representation on the Board
- e. *At Large Directors.* The remaining directors shall be At Large Directors. The only restriction upon the eligibility of individuals to serve as At Large Directors shall be those set forth in Article 7.4.

Section 7.7. Election of Directors

- a. *Election of Independent Directors and At Large Directors.* The Nominating and Governance Committee shall nominate candidates for Independent Directors and At Large Directors, which nominations shall be presented to the Zone Representatives elected pursuant to Article 6.4 at the USA Water Polo Assembly. Persons nominated by the Nominating and Governance Committee and receiving a majority of the votes of the Zone Representatives in attendance at the USA Water Polo Assembly at which the vote is taken shall be elected as Board members.
- b. *Election of Ten Year Athlete Directors and Additional Athlete Directors (collectively, "Athlete Directors"); Term of Office*
 1. USA Water Polo's representative and alternate representative to the USOPC Athletes' Advisory Council shall serve as Athlete Directors. The term of office of Athlete Directors so elected shall commence and

terminate concurrently with the commencement and termination of their positions on the USOPC Athletes' Advisory Council.

2. In the event that the election of more than two Athlete Directors is required in order for USA Water Polo's Board to be composed of not less than one-third Athlete Directors:
 - (i) On or before August 15 of every fourth year, commencing with August 15, 2020, USA Water Polo's Chief Executive Officer shall provide notice to all Athletes eligible to serve as an Athlete Director as of January 1 of the following year that nominations may be submitted for the then required position or positions as Athlete Directors of USA Water Polo (other than the Athlete Directors appointed to such position by virtue of their being USA Water Polo's representative and alternate representative to the USOPC Athletes Advisory Council).
 - (ii) Athletes wishing to serve as an Athlete Director (other than those wishing to serve as USA Water Polo's representative and alternate representative to the USOPC Athlete's Advisory Council) may place their name in nomination at any time prior to October 15 of the year in which the election is to be held. All such nominations shall designate whether the nominee is a Ten Year Athlete.
 - (iii) On or before November 1 of the year in which the election is to be held, USA Water Polo shall distribute ballots to all of its members who qualify as Ten Year Athletes as of January 1 of the year following the year in which the election is to be held containing all of the names of the Athletes nominated as a director and directions for submitting votes on account of such ballots. Each Athlete receiving a ballot may cast votes equal in number to the number of directors to be elected; provided that an Athlete may only cast one vote for any single nominee.
 - (iv) All ballots duly submitted in accordance with the instructions set forth on the ballot on or before November 15 of the year in which the election is being held shall be counted.
 - (v) The Ten Year Athletes receiving the greatest number of votes on ballots so submitted (other than those elected by reason of their service as USA Water Polo's representative and alternate representative to the USOPC Athlete's Advisory Council) shall be elected as directors, until the number of Ten Year Athletes so elected equals at least twenty percent (20%) of the total directors then in office.

- (vi) After accounting for the election of Ten Year Athletes comprising at least twenty percent (20%) of the total directors then in office, the Athletes receiving the greatest number of votes on ballots so submitted (other than those elected by reason of their service as USA Water Polo's representative and alternate representative to the USOPC Athletes' Advisory Council) shall be elected as directors until the total number of Athlete Directors (inclusive of USA Water Polo's representative and alternate representative to the USOPC Athletes' Advisory Council) equals one-third of the total directors then in office.
 - (vii) The term of office of Athlete Directors elected pursuant to this provision shall commence on January 1 of the year following the year in which the election for that office is held and shall be of four (4) years duration.
3. In the event that the election of one or more additional Athlete Directors is required to ensure that not less than one-third of USA Water Polo's Board are Athlete Directors between the dates provided for the regular election of Athlete Directors in sections 7.7(b)(1) and (2):
- (i) As soon as reasonably practicable following the need to expand the Board to include an additional Athlete Director, USA Water Polo's Chief Executive Officer shall provide notice to all Athletes eligible to serve as an Athlete Director as of the prior January 1 that nominations may be submitted for the then required position as Athlete Director of USA Water Polo and whether the open position must be filled by a Ten Year Athlete.
 - (ii) Athletes eligible to fill the vacancy and wishing to serve as Athlete Director may place their name in nomination at any time within fifteen (15) days following the foregoing notice.
 - (iii) Within ten (10) days following the last day to submit nominations, USA Water Polo shall distribute ballots to all of its members who qualify as Ten Year Athletes as of January 1 of the year in which the election is to be held containing all of the names of the Athletes nominated as a director and directions for submitting votes on account of such ballots. Each Athlete receiving a ballot may cast a single vote for the Athlete to be elected.
 - (iv) All ballots duly submitted in accordance with the instructions set forth on the ballot within fifteen (15) days of the date upon which the ballots are distributed shall be counted. The Athlete receiving the greatest number of votes on ballots so submitted shall be elected as an Athlete Director

- (v) The term of office of Athlete Directors elected pursuant to this provision shall commence immediately upon the conclusion of the election and shall terminate concurrently with the conclusion of the term of office of USA Water Polo's representative and alternate representative to the USOPC Athletes Advisory Council serving as of the date that an Athlete Director elected pursuant to this provision was elected.

Section 7.8. Independent Directors.

In order to qualify as an Independent Director, an individual must not have any material relationship with USA Water Polo, either directly or through an organization that has a material relationship with USA Water Polo. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the individual's independent judgment. A individual shall not be considered independent if, within the preceding two (2) years:

- a. the individual was employed by or held any governance position (whether paid or volunteer) with USA Water Polo (other than as an Independent Director of USA Water Polo), the international federation of water polo, the international regional sport entity of water polo, or any sport family entity of water polo;
- b. an immediate family member of the individual was employed by or held any governance position (whether paid or volunteer) with USA Water Polo, the USOPC, the international federation of water polo, any international regional federation of water polo, or any sport family entity of water polo;
- c. the individual was affiliated with or employed by USA Water Polo's outside auditor or outside counsel;
- d. an immediate family member of the individual was affiliated with or employed by USA Water Polo's outside auditor or outside counsel as a partner, principal or manager;
- e. the individual was a member of the USOPC Athletes Advisory Council;
- f. the individual receives any compensation from USA Water Polo, directly or indirectly; or
- g. the individual is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Water Polo.

The determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

Section 7.9. Tenure.

The term of office for a Board director, other than Athlete Directors, shall commence on June 1 and shall be of four (4) years duration. The term of office for Athlete Directors elected as such by reason of their election to the USOPC Athletes' Advisory Council shall be as set forth in Section 7.7(b)(1). The term of office for Athlete Directors elected as such as provided in Section 7.7(b)(2) shall be as set forth in Section 7.7(b)(2)(vii). The term of office for Athlete Directors elected as such as provided in Section 7.7(b)(3) shall be as provided in Section 7.7(b)(3)(v). A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 7.10. Staggered Director Terms.

In order to provide for staggered terms, the Board shall divide the Board offices, other than those held by Athlete Directors, into two groups, designated as the "A Group" and the "B Group." At least one Independent Director shall be in each of the A Group and the B Group. The remaining directors, other than Athlete Directors, shall be divided so as to divide, as evenly as possible, the number of directors in the A Group and the B Group. The initial terms of the directors designated as being in the A Group shall expire on June 1, 2009, or until each such director's successor is elected. The initial terms of the directors designated as being in the B Group shall expire on June 1, 2011, or until such director's successor is elected.

Section 7.11. Term Limits.

No Board director shall serve more than three (3) consecutive full terms; provided that a director who is elected as Chair during that director's third term on the Board may serve as a director until the first to occur of: (a) that director no longer serving as the Chair (for this purpose, a Chair who is re-elected to that position shall be deemed to be continuously serving as the Chair and such director may continue to serve on the Board until that director is no longer serving as the Chair) or (b) the expiration of that director's fourth consecutive term on the Board. Any director who is disqualified from serving on the Board pursuant to this provision may not be appointed or re-elected as a director for at least one year following the expiration of the last term of office during which that director is eligible to serve on the Board under this provision. A director who is disqualified from service on the Board by this provision may continue to serve in any other position with USA Water Polo, except for positions that may only be held by directors.

Section 7.12. Director Attendance.

Board directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person.

Section 7.13. Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair, except the Chair's resignation shall be submitted to the Chief Executive

Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be removed by the Board if the director fails to attend in person more than one half (1/2) of the regular Board meetings during any twelve (12) month period, unless the director is able to demonstrate to the other directors that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director shall be removed by the affirmative vote of a majority of the Board's voting power (not including the voting power of the absent director). A director can also be removed for cause at any duly noticed Board meeting, after providing the director whose removal is being considered an opportunity to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the Board's total voting power (excluding the voting power of the director in question). A director can also be removed without cause at any duly noticed Board meeting, after providing the director whose removal is being considered an opportunity to be heard by the Board, upon the affirmative vote of at least three-fourths (3/4) of the Board's total voting power (excluding the voting power of the director in question). Any Board vacancy shall be filled as set forth for the election of that class of Board director; provided that: (a) any vacancy other than that as an Athlete Director may be filled on an interim basis, until the next succeeding USA Water Polo Assembly, by the Nominating and Governance Committee and (b) a vacancy in the position of an Athlete Director shall be filled by an election conducted in accordance with the procedures specified in Section 7.7(b)(3), as soon as practical after the vacancy occurs. A director appointed or elected to fill a vacancy shall serve for the duration of the unexpired term of such director's predecessor in office.

No director shall be subject to removal or to not being reelected based on how they vote as a director, unless such voting is part of a violation of USA Water Polo's Code of Ethics.

Similar procedures shall apply to resignations, removals, and vacancies in the office of Chair.

Section 7.14. Regular and Special Meetings.

USA Water Polo's Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special Board meetings may be called by the Chair or upon the written request of not less than fifty (50) percent of the Board members.

Section 7.15. Notice of Meetings.

Notice of each Board meeting stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director by or at the direction of the Chair. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than thirty (30) days before the date of a regular meeting and two (2) days for a special meeting. Notices for special meetings shall be by facsimile, electronic transmission, private overnight carrier (for 24 hour delivery) or orally. If notice for a regular meeting is mailed, such notice

shall be deemed delivered when deposited in the United States mail. If delivered by private overnight carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice is effective when communicated. The method of notice need not be the same as to each director.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 7.16. Quorum.

The presence of a majority of the Board's directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of the Board's directors present at any meeting shall constitute the Board's act, except for approval of the annual budget, which will require the affirmative vote of a majority of the full Board.

Section 7.17. Voting by Proxy.

No director may vote or act by proxy at any Board meeting.

Section 7.18. Presumption of Assent.

A director who is present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Board's Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Board's Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.19. Action Without a Meeting.

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if each and every member of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a written vote or abstention described in this Section 7.19 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair the urgency of the case requires such action.

Section 7.21. Agenda.

The Chair, in consultation with the Chief Executive Officer and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.22. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair. The Chair shall lead Board meetings. If the Chair is absent from any Board meeting, the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another Board member to serve as presiding officer for that meeting.

Section 7.23. Effectiveness of Actions.

Actions taken at a Board meeting shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.24. Minutes of Meetings.

The minutes of all Board meetings shall be published in an easily accessible electronic format within thirty (30) days after approval of the minutes by the Board.

Section 7.25. Compensation.

Board directors shall not receive compensation from USA Water Polo for their services as directors or in any other capacity. USA Water Polo shall reimburse Athlete Directors for their reasonable expenses incurred in connection with their attendance at Board meetings. USA Water Polo shall not reimburse Independent Directors or At Large Directors for their expenses incurred in connection with their attendance at Board meetings except upon the approval of the Chair.

ARTICLE 8. OFFICERS

Section 8.1. Designation.

USA Water Polo's officers shall be a Board Chair, Board Vice-Chair and Secretary (the "Secretary").

Section 8.2. Election/Selection.

The officers shall be nominated by the Nominating and Governance Committee and elected by the Board's directors of by majority vote of the Board.

Section 8.3. Tenure.

The Chair, Vice-Chair and Secretary's term of office shall be two (2) years. The newly elected Chair, Vice-Chair and Secretary shall take office immediately. The Chair, Vice-Chair and Secretary shall hold office until their successor is elected and qualified, or until their earlier resignation, removal, incapacity, disability or death.

Section 8.4. Authority and Duties of Officers.

USA Water Polo's officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. *Chair.* The Chair shall set all meetings and meeting agendas. In the event of the resignation, removal, incapacity, or death of the Chair, the remaining Board directors shall elect a new Chair.

Recognizing the significance of the Chair in international matters, the Chair shall exercise representational functions in international matters, including serving as USA Water Polo's representative on the Board of United States Aquatics Sports (USAS) and on the Executive Committee of the Union Americana de Natacion (UANA). The Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations including, but not limited to, the Federation Internationale de Natation (FINA) and the USOPC.

- b. *Vice-Chair.* The Vice-Chair shall assist the Chair in the performance of the Chair's duties as may be requested by the Chair. The Vice-Chair shall also act as the Chair in the absence of the Chair.
- c. *Secretary.* The Secretary shall (i) keep the minutes of the Board's proceedings; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned by the Board.

Section 8.5. Restrictions.

USA Water Polo officers shall perform their functions with due care. No individual may serve simultaneously as an USA Water Polo officer and as an officer of an organization holding membership in USA Water Polo or as an officer of another sports organization that is certified by the USOPC as a national governing body.

Section 8.6. Resignation, Removal and Vacancies.

An officer's position with USA Water Polo may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair may resign at any time by giving

written notice to the Board. The Secretary may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the Board's total voting power (excluding the Chair's vote). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the Board's total voting power (excluding the Chair's vote). The Secretary may be removed by the Chair, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary shall be filled by the Chair. Any individual selected to fill a vacancy in the office of Secretary shall be approved by the Board.

Section 8.7. Compensation.

No officer shall receive compensation for his or her service as an officer, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USA Water Polo's policies. The Chair may not receive compensation for services rendered to or for the benefit of USA Water Polo in any other capacity.

ARTICLE 9. COMMITTEES

Section 9.1. Designation.

The Board shall not delegate management authority to any committee or task force. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the Board's members, or some of them, to nominate individuals to serve on the Board.

USA Water Polo shall have at least the following standing committees: an Audit and Finance Committee, a Compensation Committee, an Ethics and Judicial Committee, and a Nominating and Governance Committee.

The Board or Chief Executive Officer may appoint such advisory task forces or additional committees as the Board or Chief Executive Officer believe appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to terminate a task force or committee shall be vested exclusively in the Board; provided that, in the case of a committee or task force appointed by the Chief Executive Officer, the Chief Executive Officer may also terminate such task force or committee. Subject to the provisions of these Bylaws governing a particular committee, any member of USA Water Polo shall be eligible to serve on any committee or task force.

Section 9.2. Assignments.

Committee assignments, including the designation of standing committee chairs, shall be made as provided in this Article. Assignments shall be made based on a combination of factors including each individual member's expertise, the needs of USA Water Polo and the provisions of these Bylaws. Each committee shall have at least three (3) members, unless otherwise specified. Committee agendas shall be developed by the committee chair in consultation with the appropriate members of management and with Board input. Each committee chair shall make a report on committee matters to the Board at all regularly scheduled Board meetings.

The membership of all: (a) Committees and task forces appointed pursuant to these Bylaw, (b) any selection committee that prepares, approves or implements selection of international, Olympic or Pan American Games team members, including athletes, coaches, administrators and sport staff and (c) grievance panels appointed pursuant to Section 14.7 shall include at least 20% Athletes (as defined in Section 11.2). The Athlete members of all Committees, task forces and grievance panels appointed pursuant to Section 14.7 shall selected as provided in these Bylaws or as otherwise designated by the Board of Directors or Chief Executive Officer; provided that such selection must be approved by the Athlete Board members, who are hereby designated as a representative group of Athletes for that purpose.

Section 9.3. Term.

The term of office of all committee members shall be four (4) years and until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

Section 9.4. Committee Member Attendance.

Committee and task force members are expected to participate in all regularly scheduled committee and task force meetings of the committee(s) and task force(s) of which they are a member. Unless otherwise directed by the chair of the applicable committee or task force, such participation may be via telephone conference call.

Section 9.5. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee or task force member may resign at any time by giving written notice to the Board, if appointed by the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any committee or task force member may be removed by the Board at any time, with or without cause, upon the vote of a Board majority (excluding the vote of the committee or task force member whose removal is being considered, if such committee or task force member is a Board

member). A committee or task force member that was appointed by the Chief Executive Officer may be removed by the Chief Executive Officer, with or without cause.

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

Section 9.6. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs.

Section 9.7. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

Section 9.8. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members. Committee and task force members shall not receive reimbursement of their expenses incurred in connection with their duties as members of a committee or task force unless the reimbursement of such expenses has been approved by either the Chief Executive Officer or the Chair.

Section 9.9. Audit and Finance Committee.

The Audit and Finance Committee shall be appointed and have responsibilities as follows:

- a. The Board shall appoint the Audit and Finance Committee's members and its chair, all of whom shall be Board members. At least one member of the Audit and Finance Committee must be an Independent Director with financial expertise.
- b. The Audit and Finance Committee shall:
 1. recommend USA Water Polo's independent auditors, review the independent auditor's report and management letter, and recommend action as needed;
 2. investigate matters of fiscal control and disclosure and such other matters as directed by the Board;
 3. periodically meet separately in executive session individually with management, USA Water Polo's financial staff, and USA Water Polo's outside auditor;
 4. meet (or designate a representative of the Committee to meet) with USA Water Polo's outside auditor prior to the release and filing of USA Water Polo's quarterly financial reports to review such reports;

5. establish policies regarding, and supervise the management of, USA Water Polo's funds, including the investment of those funds; and
6. perform such other duties as assigned by the Board.

Section 9.10. Ethics and Judicial Committee.

The Ethics and Judicial Committee shall be appointed and have responsibilities as follows:

- a. The Board shall appoint members of the Ethics and Judicial Committee and its chair. The Ethics and Judicial Committee shall include at least three (3) members, at least one of whom may not be a Board member.
- b. The Ethics and Judicial Committee shall:
 1. oversee implementation of, and compliance with, the Code of Ethics and such Codes of Conduct as the Board may adopt for athletes, referees and coaches;
 2. generally oversee all administrative grievances and right to compete matters filed with USA Water Polo
 3. report to the Board on all ethical issues and enforcement of USA Water Polo's Codes of Conduct;
 4. develop and review on an annual basis the Code of Ethics for the Board members, Board officers, committee and task force members, and USA Water Polo's volunteers, staff and member organizations;
 5. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 6. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Water Polo members; and
 7. perform such other duties as assigned by the Board.

Section 9.11. Nominating and Governance Committee.

The Nominating and Governance Committee shall be appointed and have responsibilities as follows:

- a. The Nominating and Governance Committee shall consist of the Chair and at least two other Board members as selected by the Chair.
- b. Nominating and Governance Committee members shall serve for terms of two (2) years. Any Nominating and Governance Committee member whose term of office on the Board is to expire in the forthcoming year and who is eligible for re-

election as a Board member, including the Chair, shall recuse himself/herself from the Committee's discussions concerning the nomination for the position held by that member.

- c. The Nominating and Governance Committee shall:
 - 1. identify and evaluate prospective Board candidates;
 - 2. nominate individuals to serve on the Board as provided in these Bylaws;
 - 3. as requested by the Board, recommend individuals to serve on various committees and task forces;
 - 4. consult with the Ethics and Judicial Committee with respect to evaluating all nominations for potential conflicts of interest or other problematic background issues;
 - 5. develop and recommend to the Board for its consideration an annual self-evaluation process for the Board and its committees; and
 - 6. perform such other duties as assigned by the Board.
- d. In considering a candidate for nomination to the Board, the Nominating and Governance Committee shall take into consideration, among other things:
 - 1. the candidate's contribution to the effective functioning of USA Water Polo;
 - 2. whether the candidate brings relevant experience to the Board;
 - 3. whether the candidate has the ability to attend meetings and fully participate in Board's activities;
 - 4. the candidate's reputation for personal integrity and commitment to ethical conduct; and
 - 5. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the candidate to serve on the Board.

Section 9.12. Compensation Committee.

The Compensation Committee shall be selected and have the responsibilities as follows:

- a. The Board shall appoint the members of the Compensation Committee and its chair from among the Board's members. At least one Independent Director shall be on the Compensation Committee.
- b. The Compensation Committee shall set policy for:

1. overall compensation structure of the organization including salary, bonuses, benefits, and other elements of a compensation plan;
2. personnel contracts; and
3. Chief Executive Officer compensation.

Section 9.13. Development Committee.

The Development Committee shall be appointed and have responsibilities as follows:

- a. The Board shall appoint the members of the Development Committee and its chair. The Development Committee shall consist of at least three members, all of whom need not be Board members.
- b. The Development Committee shall:
 1. create and support initiatives to secure funding and other resources to spur the growth of water polo;
 2. serve as ambassadors to multi-sport and other organizations on behalf of the sport of water polo, including splashball;
 3. analyze USA Water Polo membership data and trends;
 4. promote initiatives to expand USA Water Polo's promotion of the sport of water polo; and
 5. perform such other duties as assigned by the Board.

ARTICLE 10. USA WATER POLO ASSEMBLY

Section 10.1. Purpose.

At least once every two years, and more frequently at the discretion of the Board, there shall be an USA Water Polo Assembly at which all individual and organization members and other USA Water Polo constituencies in the United States water polo family, shall gather and provide input to the Board on important issues confronting the organization. Other than as provided in this Article, the Board shall determine the agenda of the USA Water Polo Assembly. At the Assembly, the Board shall provide a report on the "State of USA Water Polo" and the Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USA Water Polo. Any member of USA Water Polo may pose questions to the Board and Chief Executive Officer in response to the foregoing reports.

Section 10.2. Place.

The USA Water Polo Assembly shall be held in conjunction with a Board meeting at a time and place set by the Board during, or prior to, the month of May in any year in which Board elections are to be considered.

Section 10.3. Notice.

Public notice stating the place, date and time of the of the USA Water Polo Assembly shall be posted on USA Water Polo's website no fewer than sixty (60) days before the date of the assembly.

ARTICLE 11. USOPC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

USA Water Polo shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (the "AAC").

Section 11.2. Qualifications.

As used in these Bylaws, the term "**Athlete**" means an individual who has represented the United States in the Olympic or Pan American Games, or in a World Championship recognized by FINA. For purposes of this Article, an individual shall not be deemed to be an Athlete based upon such individual's participation in an age-restricted competition such as "Juniors" or "Masters;" however, an individual who otherwise qualifies as an Athlete shall not be deemed not to be an Athlete based upon such individual's participation in such competitions.

As used in these Bylaws, the term "**Ten Year Athlete**" means an individual who is an Athlete by reason of that individual's representation of the United States in the Olympic or Pan American Games, or in a World Championship recognized by FINA within ten (10) years of the commencement of the term of the office for which such individual is seeking election.

In order to be eligible to serve as USA Water Polo's representative to the AAC, an individual must be: (a) a Ten Year Athlete, as defined above, (b) a citizen of the United States and (c) at least eighteen (18) years of age by December 31 of the year in which the election is held.

Section 11.3. Election of USA Water Polo's AAC Representative and Alternate Representative.

Elections to select USA Water Polo's AAC representative and alternate representative shall be conducted as follows:

- a. On or before August 15 of every fourth year, commencing with August 15, 2020, USA Water Polo's Chief Executive Officer shall provide notice to all Ten Year Athletes eligible to serve as USA Water Polo's representative to the AAC as to the process by which Ten Year Athletes are placed on ballots and the deadline for submitting nominations. An individual who wishes to run for election to the AAC shall obtain at least ten (10) signatures of support from Ten Year Athletes on a nominating petition and provide that nominating petition to the Chief Executive Officer prior to October 15 of the year prior to the year in which the term for which the election is being held is to commence.
- b. Between October 15 and October 31 of the year in which the election is to be held, the Chief Executive Officer shall cause ballots for election to the AAC to be

distributed to all Ten Year Athletes, who shall be required to return said ballots on or before November 15 of the year in which the election is to be held. The Candidate receiving the highest number of votes on timely returned ballots shall be elected as Athlete representative to the AAC. The individual with the highest vote total of the opposite gender shall be elected as the alternate representative to the AAC.

Section 11.4. Tenure.

The term for the AAC representative and alternate AAC representative shall be four (4) years, commencing upon the later of: (a) January 1 of the year following the year in which the election is held or (b) the date upon which the representative and alternate representative are elected. A representative shall remain on the AAC until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

Section 11.5. Term Limits.

No representative to the AAC shall serve for more than two (2) consecutive terms (as defined in the AAC's Bylaws) . There is no term limit applicable to the position of alternate AAC representative. For the avoidance of doubt, the fact that an individual is no longer eligible to serve as USA Water Polo's representative to the AAC shall not disqualify that individual from continuing to serve as an Athlete Director, the provisions of Article 7.11 rather than this Article governing the term limits applicable to service as an Athlete Director.

ARTICLE 12. USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

USA Water Polo shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 12.2. Election/Selection.

The Chief Executive Officer shall be USA Water Polo's representative to the USOPC National Governing Bodies' Council. The Chair shall be USA Water Polo's alternate representative to the USOPC National Governing Bodies' Council.

ARTICLE 13. CHIEF EXECUTIVE OFFICER

Section 13.1. Designation.

USA Water Polo shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a voting member of the Board. The Board shall hire and oversee the Chief Executive Officer, who shall be responsible for all staff functions.

Section 13.2. Tenure.

The Chief Executive Officer shall be employed by the Board for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has an employment contract with USA Water Polo, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

Section 13.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Water Polo and in that capacity shall represent USA Water Polo in relations with the international sports federation for water polo recognized by the International Olympic Committee and at international water polo functions and events.

Section 13.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Water Polo's mission, goals and objectives and present the strategy to the Board for approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out USA Water Polo's mission, goals and objectives, within USA Water Polo's budget, oversee and manage (either directly or indirectly) all staff functions and hire and terminate staff
- d. determine and form committees and task forces, with appropriate membership, to support the development and implementation of USA Water Polo's strategic and operating plans;
- e. be responsible for the prudent financial management of USA Water Polo, including resource generation and allocation of resources;
- f. coordinate USA Water Polo's international activities;
- g. with the Chair, act as USA Water Polo's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

ARTICLE 14. COMPLAINT PROCEDURES

Section 14.1. Designation of Complaints.

The following types of complaints may be filed with USA Water Polo:

- a. *Grievance.* USA Water Polo, or any member of USA Water Polo, may file a grievance pertaining to any matter within the cognizance of USA Water Polo including, but not limited to, any alleged violation of, or grievance concerning: (i) any USA Water Polo rule or regulation, (ii) any provision of USA Water Polo's Bylaws, (iii) any violation of any rule or procedure promulgated by the U.S. Center for Safesport (the "**Center**") or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Water Polo's certification as a national governing body.
- b. *Right to Compete.* Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threatened denial, of that individual's opportunity to compete in a USA Water Polo sanctioned competition.
- c. *Background Screens.* Any member may seek an exemption from the requirement that such member pass a background screen in order to be eligible for membership in USA Water Polo in accordance with such procedures as may be established by USA Water Polo in force at the time that the exemption is sought. To the extent that such procedures are inconsistent with the provisions of these Bylaws governing the procedures for the filing and prosecution of complaints, such procedures shall control.

For the avoidance of doubt, nothing herein shall be construed as limiting the right of any USA Water Polo member to file a complaint with the Center. Any complaint filed with the Center shall be administered by the Center in accordance with such procedures as the Center may adopt from time to time.

Section 14.2. Manner of Filing.

The complainant shall file the complaint with USA Water Polo. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threatened denial, and (ii) the remedy requested. Except for complaints alleging a violation of the Center's rules or procedures that the complainant wishes to submit anonymously, the complainant shall sign the complaint. In the event that the Center declines to exercise jurisdiction over a complaint and the complainant wishes to pursue the complaint utilizing USA Water Polo's grievance procedures, however, the complainant must sign the complaint following the Center's determination not to exercise jurisdiction over the complaint.

Section 14.3. Filing Fee.

No fee shall be charged for the filing of any complaint with USA Water Polo.

Section 14.4. Statute of Limitations.

A complaint filed with USA Water Polo under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threatened denial. The foregoing time limitation shall not apply to complaints filed with the Center. The

time limitation, if any, for complaints filed with the Center shall be as provided in the Center's rules and procedures.

Section 14.5. Field of Play Decisions.

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, a complaint, unless the decision is: (i) outside the authority of the referee or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions. Nothing in this section shall be construed as limiting the ability of a hearing panel appointed as provided in Article 14.7 of these Bylaws or the Center to: (a) impose sanctions in addition to those imposed by a referee during a competition or (b) impose sanctions where a referee failed to impose any sanction during the competition, without regard to the reason for the referee's failure to sanction the complained of conduct.

Section 14.6. Administration.

The Chief Executive Officer shall generally administer and oversee all complaints filed with USA Water Polo. The Chief Executive Officer shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. In the event that the Chief Executive Officer is unable to administer and oversee a complaint, for example, in the event that the Chief Executive Officer has a conflict of interest, the Chief Executive Officer shall designate another USA Water Polo Officer to administer and oversee the complaint. The Board of Directors may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Water Polo.

Section 14.7. Adjudication of Grievances and Right to Compete Complaints.

Upon the filing of a complaint, the Chief Executive Officer (or his/her designee, collectively, the "**Reviewing Officer**") shall review the complaint and determine whether the complaint is based upon conduct that may be deemed to violate the Center's Code of Conduct, as then in effect. If, in the Reviewing Officer's discretion, the conduct alleged in the complaint may be deemed to violate the Center's Code of Conduct, as then in effect, the Reviewing Officer shall refer the complaint to the Center, to be administered pursuant to such procedures as the Center may adopt from time to time. If the Reviewing Officer does not refer the complaint to the Center, or if the Center declines to exercise jurisdiction over the complaint and the complaining party wishes to pursue the grievance pursuant to USA Water Polo's grievance procedures, the Reviewing Officer shall appoint a hearing panel consisting of three (3) individuals to hear the complaint, one of whom shall be designated as the Chair of the hearing panel. At least one (1) member of the hearing panel shall be a Ten Year Athlete as defined in Article 11.2; provided that the selection of any Ten Year Athlete member(s) of the hearing panel must be approved by the Athlete Board members, who are hereby designated as a representative group of Athletes for that purpose. Members of the hearing panel need not be members of USA Water Polo or involved in the sport of water polo. The Chief Executive Officer's decision to refer a complaint to the U.S. Center for SafeSport or to appoint a hearing panel shall be final and not reviewable.

Section 14.8. Adjudication of Requests for Background Screening Exemptions.

All requests for exemptions from the requirement that a member pass a background screening in order to be eligible for membership shall be referred to a three person hearing panel appointed by the Reviewing Officer. At least one (1) member of the hearing panel shall be a Ten Year Athlete as defined in Article 11.2; provided that the selection of any Athlete member(s) of the hearing panel must be approved by the Athlete Board members, who are hereby designated as a representative group of Athletes for that purpose. Members of the hearing panel need not be members of USA Water Polo or involved in the sport of water polo. The hearing panel shall review the conduct causing the member to fail the background screening to determine if such conduct is within the Center's exclusive jurisdiction, as defined by the Center from time to time. If the conduct is within the Center's exclusive jurisdiction, the hearing panel shall refer the request for exemption to the Center for the Center's determination. If the conduct is not within the Center's exclusive jurisdiction, the hearing panel may issue a provisional ruling on the exemption request, which shall be effective from the date upon which the provisional ruling is issued, and USA Water Polo shall thereafter send a report to the Center regarding the action taken by the hearing panel so that the Center may determine if it wishes to exercise its discretionary jurisdiction over the waiver request. If the Center declines to exercise its discretionary jurisdiction, the hearing panel's provisional ruling shall become final. If the Center determines to exercise its discretionary jurisdiction, the provisional ruling shall remain in effect until such time as the Center acts on the waiver request, at which time the hearing panel's provisional ruling shall be superseded by the Center's action.

Section 14.9. Consent to U.S. Center for SafeSport Jurisdiction.

As a condition of membership in USA Water Polo and the right to participate in any competition or event sanctioned by USA Water Polo, each USA Water Polo member and each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, official and other person who participates in USA Water Polo or USA Water Polo events (whether or not an USA Water Polo member), shall comply with, and be bound by, the safe sport rules policies and procedures of the Center and to submit, without any reservation or condition, to the Center's jurisdiction for the resolution of any alleged violations of the Center's rules, policies and procedures, as they may be amended from time to time. With respect to complaints that are referred to the Center, to the extent that any rule or procedure that may be adopted by USA Water Polo (including any rule or procedure in these Bylaws) is inconsistent with a rule or procedure adopted by the Center, the rule or procedure adopted by the Center shall govern.

Section 14.10. Conduct of the Proceeding.

In the event that a grievance, right to compete complaint or request for a background screening waiver is submitted to a USA Water Polo hearing panel, the hearing panel shall rule on all motions and other matters raised in the proceeding and, at the request any party or at its own initiative, may refer the complaint to the Center to be administered in accordance with such procedures as the Center may adopt from time to time. The hearing panel's decision to refer a complaint to the Center shall be final and not reviewable. If the complaint is not dismissed or referred to the Center, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the

hearing as it deems necessary; provided that the parties shall be given not less than ten (10) days notice of the hearing. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties or to the members of the hearing panel. Each party shall have the right to testify personally and to be represented at the hearing by an attorney of that party's choice. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel and any person appointed to administer the hearing shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided between the parties. If a record of the hearing is made, the party making the record shall provide a copy of the record to all parties, to the hearing panel and to USA Water Polo, upon request.

Section 14.11. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Chief Executive Officer is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.12. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 14.13. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 14.14. Appeals.

The sole means of appeal from a decision of a hearing panel (other than a decision to refer a complaint to the Center, which is not subject to appeal) shall be by the filing of an arbitration proceeding with the American Arbitration Association, which shall hear the appeal pursuant to

its Commercial Rules, as modified and provided for in the USOPC's constitution and bylaws as then in effect, except that if the AAC and National Governing Bodies' Council do not concur on any modifications to such Rules, and if the USOPC's executive committee is not able to facilitate such concurrence, the Commercial Rules of Arbitration shall apply unless at least two-thirds of the USOPC's board of directors approves modifications to such rules.

Any request for the arbitration of any appeal must be made within 30 days of the date upon which the hearing panel determining the grievance announces its decision on the grievance, after which period of time the decision of the hearing panel shall become final and not subject to any further appeal. The decision of the arbitrator(s) on any appeal shall be final and binding upon the parties.

Any appeal from a decision by the Center, including a decision by the Center that alters or affirms a decision made by a USA Water Polo hearing panel, shall be in accordance with such rules and procedures as the Center may adopt.

ARTICLE 15. SANCTIONING EVENTS

Section 15.1. Prompt Review of Request.

USA Water Polo shall promptly review every request submitted by a sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national athletic competition in the United States, or (ii) to sponsor water polo athletes to compete in an international athletic competition held outside the United States.

Section 15.2. Standard for Review.

If USA Water Polo, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national athletic competition would be detrimental to the best interest of water polo, and (ii) confirms that the sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USA Water Polo shall grant the sanction requested by the sports organization or person.

Section 15.3. Requirements for Holding an International or National Athletic Competition in the United States.

A sports organization or person requesting a sanction to hold an international or national athletic competition in the United States shall:

- a. submit, in the form required by USA Water Polo, an application to hold such competition;
- b. pay to USA Water Polo the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submit to USA Water Polo an audited or notarized financial report of similar events, if any, conducted by the organization or person;

- d. meet any other requirements defined by USA Water Polo, providing that such requirements are reasonable and nondiscriminatory; and
- e. demonstrate that:
 - 1. appropriate measures have been taken to protect the status of athletes who will take part in the competition and to protect their eligibility to compete in competitions;
 - 2. appropriate provision has been made for validation of records which may be established during the competition;
 - 3. due regard has been given to any international athletic requirements specifically applicable to the competition;
 - 4. the competition will be conducted by qualified officials;
 - 5. proper medical supervision will be provided for athletes who will participate in the competition; and
 - 6. proper safety precautions will be taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4. Requirements for Sponsoring United States Water Polo Athletes to Compete in An International Athletic Competition Held Outside the United States.

A sports organization or person requesting a sanction to sponsor United States water polo athletes to compete in an international athletic competition held outside the United States shall:

- a. submit, in the form required by USA Water Polo, an application to hold or participate in such competition;
- b. pay to USA Water Polo the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submit a report of the most recent trip to a foreign country, if any, that the sports organization or person sponsored for the purpose of having United States athletes compete in international athletic competition; and
- d. submit a letter from the entity that will hold the international athletic competition certifying that:
 - 1. appropriate measures have been taken to protect the athletes who will take part in the competition and to protect their eligibility to compete in competitions;
 - 2. appropriate provision has been made for validation of records which may be established during the competition;

3. due regard has been given to any international athletic requirements specifically applicable to the competition;
4. the competition will be conducted by qualified officials;
5. proper medical supervision will be provided for athletes who will participate in the competition;
6. proper safety precautions will be taken to protect the personal welfare of the athletes and spectators at the competition; and
7. proper compliance exists with sanctioning by an appropriate national or international governing body.

ARTICLE 16. RECORDS OF THE CORPORATION

Section 16.1. Minutes.

USA Water Polo shall keep as permanent records minutes of all Board, committee and task force meetings, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of Board meetings by directors.

Section 16.2. Accounting Records.

USA Water Polo shall maintain appropriate accounting records.

Section 16.3. Membership List.

USA Water Polo shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 16.4. Records In Written Form.

USA Water Polo shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.5. Website.

USA Water Polo shall maintain a website for the dissemination of information to its members. USA Water Polo shall publish on its website (i) its Bylaws, (ii) USA Water Polo's rules, and regulations (iii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, and audit-related matters; (iv) a procedure for communicating with the Chair of the Ethics and Judicial Committee; (v) its most recent annual financial statement; and (vi) its most recent 990 Form filed with the Internal Revenue Service. To facilitate the ability of interested parties to communicate their concerns or questions, USA Water Polo shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

Section 16.6. Records Maintained at Principal Office.

USA Water Polo shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;
- c. a list of the members of the Board, the Board's committees and USA Water Polo's members;
- d. rules and regulations that govern the organization and technical conduct of water polo events in the United States as the Board and Chief Executive Officer determine is appropriate in their sole discretion;
- e. the minutes of all Board meetings and records of all action taken by the Board without a meeting, for the past three (3) years;
- f. all written communications within the past three (3) years to the members generally, in their capacity as members;
- g. a list of the names and business or home addresses of the current directors and officers;
- h. a copy of the most recent Statement of Information delivered to the California Secretary of State;
- i. all financial statements prepared for periods ending during the last three (3) years;
- j. USA Water Polo's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- k. all other documents or records required to be maintained by USA Water Polo at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members.

A member has the right to request verification of membership status, eligibility for competition, and eligibility for election in accordance with procedures set forth in USA Water Polo's Zone Policies and Procedures Manual. All other requests for records must be directed to the Chief Executive Officer or designee who may authorize USA Water Polo's members or their representatives to review specified non-confidential records of USA Water Polo.

USA Water Polo shall endeavor to safeguard the privacy of individual members and its employees, including information relating to the compensation and benefits of its employees.

ARTICLE 17. CODE OF ETHICS

Section 17.1. Code of Ethics.

USA Water Polo has adopted a Code of Ethics and an Ethics and Conflicts of Interest Policy (the “Code”) applicable to all USA Water Polo, employees, Board directors, committee and task force members, and volunteers. Each USA Water Polo employee and volunteer shall annually certify compliance with the Code.

ARTICLE 18. FIDUCIARY MATTERS

Section 18.1. Indemnification.

USA Water Polo shall defend, indemnify and hold harmless each Board director and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the performance of his or her duties with USA Water Polo, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 18.2. Discharge of Duties.

Each Board director and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner that the director or officer reasonably believes to be in USA Water Polo’s best interests.

Section 18.3. Conflicts of Interest.

If any Board director, officer, committee or task force member has a financial interest in any contract or transaction involving USA Water Polo, or has an interest adverse to USA Water Polo’s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 18.4. Prohibited Loans.

No loans shall be made by USA Water Polo to the Chair, any Board director, any committee or task force member or to any USA Water Polo employee. If the Chair, a director, a committee or task force member or a USA Water Polo employee assents to or participates in the making of any such loan, such individual shall be liable to USA Water Polo for the amount of such loan until it is repaid.

ARTICLE 19. FINANCIAL MATTERS

Section 19.1. Fiscal Year.

USA Water Polo's fiscal year shall commence on January 1 and end on December 31 of each year.

Section 19.2. Budget.

USA Water Polo shall have an annual budget.

Section 19.3. Audit

USA Water Polo's books and accounts shall be audited annually by an independent certified public accountant recommended by the Audit and Finance Committee. The Audit and Finance Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 19.4. Individual Liability.

No Board director or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Water Polo pursuant to the authority granted directly or indirectly by the Board.

Section 19.5. Irrevocable Dedication and Dissolution.

USA Water Polo's property is irrevocably dedicated to charitable purposes; no part of USA Water Polo's net income or assets shall inure to the benefit of any private person. Upon USA Water Polo's dissolution and winding up, its assets remaining after payment, or provision for payment, of all its debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 20. MISCELLANEOUS PROVISIONS

Section 20.1. Arbitration

USA Water Polo shall submit to binding arbitration in any controversy involving its certification as a national governing body, and, subject to the provisions of Article 14 of these Bylaws, in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Athletic competition,. Such arbitration shall be conducted under the Commercial Rules of the American Arbitration Association as then in effect, as modified and provided for in the USOPC's constitution and bylaws as then in effect, except that if the AAC and National Governing Bodies' Council do not concur on any modifications to such Rules, and if the USOPC's executive committee is not able to facilitate such concurrence, the Commercial Rules of Arbitration shall apply unless at least two-thirds of the USOPC's board of directors approves modifications to such rules.

Section 20.2. Severability and Headings.

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

Section 20.3. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board do not cause substantial injury to director's rights, shall not invalidate the actions or proceedings of the directors at any meeting.

ARTICLE 21. AMENDMENTS OF BYLAWS

Section 21.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted by a three-quarters (3/4) vote of all Board directors, except for any changes to Article 7, which would also require ratification by the Zone Representatives at an USA Water Polo Assembly by a two-thirds vote; provided that any proposed changes to Article 7 shall be transmitted to USA Water Polo's Chief Executive Officer and each of the Zone Chairs not later than sixty (60) days prior to the date that those amendments are to be considered by the Zone Representatives at an USA Water Polo Assembly.

ARTICLE 22. EFFECTIVE DATE AND TRANSITION

Section 22.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective upon their adoption by the Board and, with respect to any amendments to Article 7, the Zone Representatives..

APPENDIX A

ZONES OF USA WATER POLO

1. Northeastern Zone (NE)

The Northeastern Zone shall be comprised of the States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Maryland, Pennsylvania, Delaware, District of Columbia, Virginia and West Virginia.

2. Southeastern Zone (SE)

The Southeastern Zone shall be comprised of the States of Tennessee, Virginia, North Carolina, South Carolina, Georgia, Florida, Alabama and Mississippi.

3. Midwest Zone (MW)

The Midwest Zone shall be comprised of the States of Indiana Michigan, Wisconsin, Illinois, Minnesota, North Dakota, South Dakota, Missouri, Kansas, Nebraska, Iowa, Ohio and Kentucky.

4. Southwest Zone (SW)

The Southwest Zone shall be comprised of the States of Texas, Oklahoma, Louisiana and Arkansas.

5. Mountain Zone (MT)

The Mountain Zone shall be comprised of the States of Colorado, New Mexico, Utah, Arizona, and Nevada.

6. Pacific Northwest and Hawaii Zone (PN)

The Pacific Northwest and Hawaii Zone shall be comprised of the States of Hawaii, Idaho, Oregon, Wyoming, Montana, Washington and Alaska.

7. Pacific Zone (PZ)

The Pacific Zone shall be comprised of the counties of Alameda, Butte, Colusa, Contra Costa, Del Norte, Glenn Humboldt, Lake Lassen, Marin, Mendocino, Modoc, Monterey, Plumas, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, Shasta, Sierra, Siskiyou, Sonoma, Tehama, and Trinity in the State of California.

8. Central California Zone (CC)

The Central California Zone shall be comprised of the counties of Alpine, Amador, Calaveras, El Dorado, Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Napa, Nevada, Placer, Sacramento, San Luis Obispo, San Joaquin, Santa Barbara (93429, 93434, 93454, 93455, 93456, 93457 and 93458 Zip Codes only), Solano, Stanislaus, Sutter, Tulare, Tuolumne, Yolo and Yuba in the State of California.

9. Coastal California Zone (CO)

The Coastal California Zone shall be comprised of the counties of Los Angeles, Ventura and Santa Barbara (other than those portions in the Central California Zone) in the State of California.

10. Southern Pacific Zone (SP)

The Southern Pacific Zone shall be comprised of the counties of San Bernardino, Orange, and Riverside in the State of California.

11. Pacific Southwest Zone (PS)

The Pacific Southwest Zone shall be comprised of the counties of San Diego and Imperial in the State of California.