

Zone Policies & Procedures



December 17, 2011

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I

INTRODUCTION

Section 1. USA Water Polo, Inc.

USA Water Polo, Inc. (“USAWP”) is the national governing body for the sport of water polo in the United States. It oversees our Olympic program as well as 20 different championship events annually, such as Junior Olympics and Master’ Championships. With more than 35,000 members, USAWP is the sanctioning authority for more than 400 tournaments nationwide each year. The organization offers a variety of programs to encourage participation in the sport, including an Olympic Development Program, referee education, a coaches’ association and other educational opportunities.

At the elite level, USAWP is responsible for the selection and training of teams to represent the United States in international competition, including the Olympic Games, FINA World Championships and the Pan American Games. National team programs for younger age groups are also provided by USAWP, training tomorrow’s Olympians today.

USAWP is committed to the development of the sport nationwide. It fosters grass-roots expansion, providing a national system of affiliated clubs, certified coaches and officials. US Leagues is designed to encourage more participants at all age levels, with a special emphasis on community-sponsored activities. USAWP also recognizes excellence through its Hall of Fame, All-American and Academic All-American awards.

USAWP strives to set standards for excellence by developing internationally competitive teams, promoting a healthy lifestyle and encouraging participation and achievement for all age groups in a safe environment.

Section 2. This Zone Policy & Procedure Manual

Under USAWP’s Bylaws, the United States is divided into 11 Zones for administrative purposes. This division allows USAWP to delegate responsibility for certain of its functions and operations to local volunteers and permits local volunteers to have substantial input and control over USAWP’s activities in their locality. This Zone Policy & Procedure Manual is intended to provide all participants in USAWP Zone activities with information about the policies and procedures associated with their involvement with USAWP.

Please take the time to review this Zone Policy & Procedure Manual. It terminates and replaces any previous zone policies, memoranda and any inconsistent oral or written descriptions of the Zones’ role within USA Water Polo.

Although this Zone Policy & Procedure Manual is intended to be as comprehensive as possible, no policy and procedure can anticipate every circumstance. Thus, should any questions arise regarding the contents of this Manual or Zone policies or procedures in general, you should feel free to contact USAWP staff, who can either provide you with guidance regarding the meaning of



the provisions of this manual or cause USAWP's Chief Executive Officer or Board of Directors to consider any policy issues that are not addressed in this Manual.

II

MISSION & GOALS

Section 3. USA Water Polo Mission Statement

The mission of USAWP is to grow the sport of water polo throughout the United States and win medals in the Olympic Games, FINA World Championships and Pan American Games. In order to accomplish this mission, USAWP sponsors and organizes water polo competition and training programs from introductory youth Splashball programs through 60+ Masters competitions, as well as selecting and training the Men's and Women's National Teams. In addition, USAWP provides training to, and certifies, water polo coaches and referees.

Section 4. Zone Mission Statement

The eleven (11) Zones of USAWP represent the essential organizing mechanism for regional volunteerism within USAWP. Each USAWP Zone is expected to build the water polo community within its region by creating, sponsoring and overseeing leagues and qualifying tournaments, clinics, and other services. Zone activities should be self-supporting, except for certain national obligations, such as attendance at national assemblies, which will be funded by USAWP. As ambassadors for our sport, each Zone, in collaboration with the USAWP national office, should strive to enhance the growth the sport throughout the country and to promote the sport at all levels.

Section 5. Goals and Expectations for Zones

Each Zone is expected to organize, develop and promote the sport of water polo using guidelines and goals set forth by USAWP under the direction of USAWP's Director of Sports Development. The primary means of accomplishing this objective are:

- Encouraging increased water polo activity within the Zone by organizing competitions, assisting in the formation of new clubs within the Zone and facilitating training for athletes, coaches and referees;
- Informing USAWP members within the Zone regarding water polo competitions and developments within USAWP;
- Promoting USAWP member participation in the USAWP Olympic Development Program;
- Assisting in securing facilities for training and selection camps and regional training centers;



- Promoting USAWP member participation in national events by hosting national championships, national championship qualification tournaments, and regional leagues, events and camps;
- Providing oversight of local activities to ensure they are conducted in a manner consistent with USAWP's Statement of Ethics and Values, as well as the policies and procedures within this manual and USA Water Polo's Codes of Conduct for Athletes, Coaches and Referees; and
- Wisely using the resources available to the Zone to promote the sport of water polo and to increase the number of USAWP members in the Zone, and the quality of play, instruction and competition within the Zone.

III

USAWP GOVERNANCE OVERVIEW

Section 1. Board of Directors

Except as otherwise provided in USAWP's Bylaws (Appendix A), all corporate powers of USAWP are exercised by or under the authority of its Board of Directors. USAWP's Board of Directors represents the interests of the water polo community by setting USAWP's policies and providing USAWP with its strategic direction. The day to day business and affairs of USAWP are conducted by USAWP's Chief Executive Officer, staff and volunteers, including the volunteers in each Zone.

Although the Board of Directors as a whole is responsible for USAWP's overall direction, the Board has established a number of standing committees that are charged with specific tasks. The current standing committees of the Board are:

- Audit Committee
- Compensation Committee
- Judicial Committee
- Ethics Committee
- Nominating and Governance Committee

In addition to the foregoing committees, from time to time, the Board or Chief Executive Officer may appoint such advisory task forces or committees as the Board or Chief Executive Officer believe appropriate to accomplish a particular task or to provide the Board or Chief Executive Officer with information.



Section 2. USAWP Company Directory

A contact list for each of the members of USAWP's Board of Directors and USAWP's staff is attached as Appendix B.

Section 3. USAWP REFEREES' ASSOCIATION

USAWP has established a Referee's Association (the "USAWPR") with the following duties:

- Continuing the development, education and training of referees in the United States;
- Ensuring that the USAWPR and its programs are consistent with the policies established by USAWP and the USAWPR Education and Evaluation Committee;
- Facilitating communication among all referee and coach/referee members of USAWP through the USAWPR website and direct communications from the USAWP Director of Referees;
- Simplifying and streamlining the interpretation of the FINA/USAWP Rules by writing guidelines for game principles that can be expressed on a single sheet of paper and widely circulated;
- Addressing the need to recruit more referees and provide more comprehensive training for referees;
- Creating a mechanism, possibly web-based, to allow for timely, constructive feedback for referees from athletes, coaches and other referees, as well as regular oversight from the USAWPR Education and Evaluation Committee; and
- Building a stronger, mutually respectful, partnership between coaches and referees.

Section 4. Masters Committee

USAWP's masters water polo program is dedicated to the premise that the lives of participants will be enhanced through participation as an athlete in the sport of water polo. USAWP supports and encourages Masters' competitions among its members and those of other nations. The goals and objectives of USAWP's Masters' program are to:

- Encourage and promote improved physical fitness and health in adults;
- Offer adults the opportunity to participate in a lifelong fitness program through competitive water polo;



- Encourage organizations and communities to establish and sponsor Masters water polo clubs and events;
- Enhance fellowship & camaraderie among Masters water polo players;
- Promote good sportsmanship;
- Provide leadership and resources for the promotion and growth of Masters Water Polo;
- Achieve competitive excellence at all levels, in athlete performance & the conduct of events; and
- Develop broad-based participation in water polo activities.

Section 5. Hall of Fame Committee

The USAWP Hall of Fame Committee is responsible for reporting to USAWP on a variety of topics including, but not limited to, the following:

- Establishing clear criteria for selection to the USAWP Hall of Fame;
- Deciding on appropriate mechanisms to fairly elect new members to the Hall of Fame;
- Working with the National Office of USAWP to establish a "virtual" Hall of Fame on USAWP's website;
- Publicizing the criteria and efforts of the Hall of Fame and providing transparency for its process, while also ensuring confidentiality of private internal deliberation about candidates; and
- Working to establish a permanent archive so that USAWP's history is protected and available as a day-to-day resource for the organization, its members and the general public.

IV

ZONES

USAWP has divided the United States into eleven (11) geographical zones, each of which is comprised of one or more states and counties. Each Zone serves the interests of USAWP's members within that Zone. The eleven (11) zones of USAWP are as follows:



Northeast Zone - Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Maryland, Pennsylvania, Delaware, West Virginia, Virginia, and the District of Columbia.

Southeast Zone - Tennessee, North Carolina, South Carolina, Georgia, Florida, Alabama, and Mississippi.

Midwest Zone – Indiana, Michigan, Wisconsin, Illinois, Minnesota, North Dakota, South Dakota, Missouri, Kansas, Nebraska, Iowa, Ohio, and Kentucky.

Southwest Zone – Texas, Oklahoma, Arkansas, and Louisiana.

Pacific Northwest-Hawaii Zone - Hawaii, Idaho, Oregon, Wyoming, Montana, Washington, and Alaska.

Mountain Zone - Colorado, New Mexico, Utah, Arizona and Nevada.

Pacific Zone - 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 Counties in California.

Central California Zone - Alpine, Amador, Calaveras, El Dorado, Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Napa, Nevada, Placer, Sacramento, San Joaquin, Solano, Stanislaus, Sutter, Tulare, Tuolumne, Yolo, and Yuba Counties in California.

Coastal California Zone: San Luis Obispo, Santa Barbara, Ventura, and Los Angeles Counties in California.

Southern Pacific Zone - San Bernardino, Orange, and Riverside Counties in California.

Pacific Southwest Zone - San Diego and Imperial Counties in California.

V

ZONE BOARD

Section 1. General Powers

Except as otherwise provided in these Policies and Procedures, the business of each Zone shall be conducted by the Zone Chair under the supervision of the Zone Board.



Section 2. Qualifications

Each member of a Zone Board shall: (a) be over the age of 18 years, (b) be a member of USAWP and (c) have his or her principal place of residence within the Zone.

Section 3. Number

Each Zone shall have at least five and no more than 10 members on that Zone's Board of Directors, as determined by the Zone Board.

Section 4. Staggered Terms

Each Zone shall have two groups of members on its Zone Board, Group A Members and Group B Members. Each Zone Board shall be as evenly divided between Group A Members and Group B Members as possible. The initial term of office for the Group A Members of each Zone Board shall commence on January 1, 2013 and shall terminate on December 31, 2015. The initial term of office for the Group B members of each Zone Board shall commence on January 1, 2013 and shall terminate on December 31, 2017.

Section 5. Election of Zone Board Members

The members of the Zone Board shall be elected at the annual Zone meeting held during each even numbered year, i.e., 2012, 2014 etc.. Nominations for membership on the Zone Board may be made at any time prior to the election, including during the Zone meeting at which the members of the Zone Board are elected. Any member of USAWP who resides in the Zone conducting the election may nominate any member of USAWP who resides in the Zone conducting the election, including the member making the nomination, for a position on the Zone Board.

Only USAWP members in attendance at the annual Zone meeting at which an election is held may vote for members of the Zone Board, i.e., members may not vote by proxy or by telephone. For purposes of this provision, a Zone may elect to have its annual meeting at more than one location provided that: (a) the meetings are held at the same time, (b) the locations are connected to one another via telephone and/or video phone and (c) at least one Zone Officer, or other person selected by the Zone Board to supervise the meeting, is present at each location to verify that persons voting at that location are USAWP members and to tally the votes cast at that location.

Section 6. Diversity

USAWP is committed to enhancing diversity at all levels. Accordingly, USAWP encourages each Zone to select diverse representatives on its Zone Board including, but not limited to, male and female Board Members, athlete, coach and referee Board Members, Board Members of different ethnic backgrounds and Board Members of different ages.



Section 7. Tenure

The term of office of each member of the Zone Board shall commence on January 1 of the year immediately following the year in which the member is elected and shall terminate on December 31 of the third year following the year in which the term commences, i.e., the term of office shall be four (4) years).

Section 8. Board Member Attendance

Zone Board members are expected to attend in person all regularly scheduled Zone Board meetings, though for exigent circumstances a Board member may participate in a meeting by telephone.

Section 9. Resignation, Removal and Vacancies

A Board member's position on the Zone Board shall be declared vacant upon the Board member's resignation, removal, incapacity, disability or death. A Board member may resign at any time by giving written notice to the Zone Chair with a copy to USAWP's Chief Executive Officer. Such resignation shall take effect at the time specified in the notice of resignation and, if not specified, upon receipt of the notice by each of the Zone Chair and USAWP's Chief Executive Officer. Zone Board members may be removed at any time, with or without cause, by: (a) the affirmative vote of not less than 66% of the Zone Board members other than the Board member whose removal is being voted upon or (b) USAWP's Chief Executive Officer. Any vacancy on a Zone Board may be filled by a majority vote of the remaining members of the Zone Board. A Zone Board member selected to fill a vacancy shall serve the remaining unexpired term of the member's predecessor in office.

Section 10. Zone Board Meetings

Each Zone Board shall meet not less than four (4) times per year, which meetings shall be spaced throughout the year. Zone Board meetings may be called by any one of: (a) the Zone Chair, (b) a majority of the members of a Zone Board or (c) USAWP's Chief Executive Officer.

Section 11. Notice of Zone Board Meetings

Written notice of each meeting of the Zone Board stating the date, time and place of the meeting shall be given to each of the members of the Zone Board. Notice may be delivered by U.S. mail, personal delivery, facsimile transmission or by electronic transmission (e-mail). Such notice shall be provided at least thirty (30) days prior to the date of all regularly scheduled meetings and at least two (2) days prior to the date of all special meetings. A Zone Board member may waive notice of any meeting, prior to, at, or after any meeting.



Section 12. Quorum

The presence of a majority of the members of a Zone Board shall constitute a quorum for the transaction of business. The act of a majority of the Zone Board in attendance at a duly noticed meeting shall constitute the act of the Zone Board, except where these Zone Policies & Procedures specifically require a super-majority.

Section 13. Voting by Proxy

No Zone Board member may vote by proxy.

Section 14. Action Without a Meeting

Any action required or permitted to be taken at a Zone Board meeting may be taken without a meeting if each and every member of the Zone Board in writing: (a) votes for such action or (b) votes against such action.

Section 15. Transacting Business by Electronic Mail

The Zone Board may conduct business by electronic mail if, in the judgment of the Zone Chair or the Board, the urgency of the case requires such action.

Section 16. Agenda

The Zone Chair shall determine the agenda for Zone Board meetings and shall endeavor to circulate the Agenda to the members of the Zone Board in advance of each Zone Board meeting. Any member of the Zone Board may request that the Zone Chair add any item to the agenda of any Zone Board meeting.

Section 17. Conduct of Meetings

The Zone Chair or, in his or her absence, the Zone Vice-Chair shall conduct all Zone Board meetings.

Section 18. Minutes

The Zone Secretary shall prepare minutes of each meeting of the Zone Board. Zone Board meeting minutes shall be sent to USAWP's Director of Sports Development and shall be posted on the Zone's website, within 10 days of the Zone Board meeting to which they relate, except for minutes related to disciplinary actions, which shall be deleted from the version of the minutes posted on the Zone's website.

Section 19. Compensation

Zone Board members shall serve without compensation for their services in that capacity. The Zone may elect to reimburse Zone Board members for their out of pocket expenses incurred in furtherance of the Zone's business.



VI

ZONE OFFICERS

Section 1. Designation

Each Zone shall have the following officers:

- (a) Zone Chair
- (b) Zone Vice-Chair
- (c) Zone Treasurer
- (d) Zone Secretary
- (e) Zone Representatives to USAWP Assembly
- (f) Zone Head Referee

Section 2. Qualifications

Each Zone Officer shall: (a) be over the age of 18 years, (b) be a member of USAWP and (c) have his or her principal place of residence within the Zone.

Section 3. Selection of Zone Officers

The Zone Board shall select each of the following Zone Officers:

- (a) Zone Chair
- (b) Zone Vice-Chair
- (c) Zone Treasurer
- (d) Zone Secretary
- (e) Zone Representatives to USAWP Assembly

The Zone Board's selection of the Zone Chair shall be subject to the approval of USAWP's Chief Executive Officer. The Zone Chair, Zone Vice-Chair and Zone Secretary must be members of the Zone Board. The remaining Zone Officers may be members of the Zone Board, but need not be members of the Zone Board. USAWP's Director of Referees shall appoint the Zone Head Referee, subject to the approval of the Zone Board.



Section 4. Tenure

Each of the Zone Officers shall hold their office from the date upon which their appointment is made, or when required to be ratified, from the date upon which the appointment is ratified. The term of office of each of the Zone's Officers shall end on the earlier of: (a) January 1 of each year following an Olympic year and until their successor is appointed and, when required, such appointment has been ratified or (b) the Zone Officer's resignation, removal, incapacity, disability or death.

Section 5. Resignation, Removal and Vacancies

An officer's position with the Zone may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. Any officer other than the Zone Chair may resign at any time by giving written notice to the Zone Chair and USAWP's Chief Executive Officer. A Zone Chair may resign by giving written notice to each of the members of the Zone Chair's Zone Board and to USAWP's Chief Executive Officer. A resignation shall take effect upon the date specified in the notice of resignation, or, if no date is specified in the resignation, when notice of the resignation has been delivered as provided in this Section.

Any Zone officer may be removed by USAWP's Chief Executive Officer, at any time, with or without cause by USAWP's Chief Executive Officer delivering a notice of such removal to the officer being removed and to that officer's Zone Board. Any Zone officer may be removed at any time, without or without cause, by the affirmative vote of at least 66% of the Zone Board. The Zone Head Referee may be removed at any time, with or without cause, by USAWP's Director of Referees.

Any vacancy in any Zone office shall be filled in the manner provided for the selection of the office for which a vacancy exists.

Section 6. Authority and Duties

The Zone Officers shall have the following authority and duties, in addition to those specified by the Zone Board:

- (a) Zone Chair –
 - Coordinate USAWP activities within the Zone Chair's Zone with USAWP's Director of Sport Development;
 - Work with the Olympic Development Program (the "ODP") regarding ODP Zone and Regional Teams;
 - Manage Zone Championships, which will serve as National Championship Qualification Events within the guidelines set forth by USAWP;



- Communicate with USAWP members within the Zone;
- Support the Zone Head Referee and Zone ODP Referee in securing officials for Zone and National Championships;
- Develop the Zone budget;
- Work with USAWP's Regional Directors to create advisory/volunteer committees for Zone leagues and Zone events;
- Act as the Chair of the Zone Board;
- Work with Regional Directors in the establishment and supervision of Sections and Section Chairs;
- Facilitate the development of existing USAWP clubs within the Zone and the creation of new USAWP clubs;
- Promote more playing opportunities for Zone Members;
- Assist USAWP in such other respects as USAWP may request.

(b) Zone Vice-Chair - In the absence of the Zone Chair, assumes the duties of the Zone Chair.

(c) Zone Treasurer – In consultation with the Zone Chair, develops the Zone annual budget and maintains the Zone's financial records.

(d) Zone Secretary – Maintains minutes of all Zone Board meetings and performs such other duties as may be specified by the Zone Chair.

(e) Zone Representatives to USAWP Assembly – Represents the Zone at the USAWP Assembly, including voting for members of the USAWP Board of Directors.

(f) Zone Head Referee –

- Facilitates Zone referee recruitment, training and continuing education;
- Oversees assignment of referees for all USAWP sanctioned events within the Zone;



- Becomes familiar with current Referee Rating/Certification Program and the process for establishing & maintaining levels of Rating/Certification;
- Abides by the policies and procedures of the USAWPR as set forth by USAWPR's Education and Evaluation Committee;
- Becomes a conduit for communication among all Zone referees, the Zone Board, USAWP, the USAWPR and USAWPR's Education and Evaluation Committee;
- Maintains records tracking all registered referees in the Zone, their contact information, referee certification levels and other pertinent data;
- Attends the Annual ODP Conference for Coaches and Referees;
- Provides periodic reports to the Zone Board regarding matters pertaining to referees within the Zone

Section 7. Compensation

No officer of a Zone shall receive compensation for his or her services as such; provided that the expenses of any Zone officer incurred in connection with the Zone's business may be reimbursed.

VII

COMMITTEES

Each Zone may establish such committees as the Zone Board may determine to carry out the business of the Zone including, without limitation, committees charged with carrying out the business of the Zone within a specified geographical area of the Zone. All such committees shall have such authority and duties as the Zone Board may specify and shall be composed of individuals appointed by the Zone Board.

VIII

ZONE MEETINGS

Section 1. Purpose

Each Zone shall hold a meeting open to all USAWP members resident within the Zone at least one time per year, during the fourth quarter of the year, and at such other times as may be determined by the Zone Chair, the Zone Board or the Chief Executive



Officer of USAWP. The purposes of the Zone meetings shall be to: (a) provide a forum in which the Zone Officers can report to USAWP members within the Zone regarding the Zone's accomplishments and plans for the future, (b) conduct elections to the Zone Board at the Zone meeting held during each even numbered year and (c) discuss such other and further matters as may be determined by the Zone Board or USAWP's Chief Executive Officer, or requested by one or more USAWP members residing in the Zone.

Section 2. Place

Each Zone meeting shall take place at a time and place to be set by the Zone Board. In considering the location of a Zone meeting, the Zone Board shall give due regard to selecting a location that is likely to promote attendance by the greatest number of USAWP members within the Zone and to alternating locations for the meeting within the Zone so as to equitably spread the burden of travel to Zone meetings among USAWP members within the Zone. Zone meetings may take place at multiple locations provided that: (a) the meetings are held at the same time, (b) the locations are connected to one another via telephone and/or video phone and (c) at meetings at which Zone Board members are elected, at least one Zone Officer, or other person selected by the Zone Board to supervise the meeting, is present at each location to verify that persons voting at that location are USAWP members and to tally the votes cast at that location.

Section 3. Agenda

The Zone Board shall publish an agenda for each Zone meeting on the Zone's website no later than thirty (30) days prior to the Zone Meeting.

Section 4. Notice

Except in cases of exigent circumstances, notice of each Zone Meeting shall be provided to all USAWP members within the Zone via e-mail and by posting notice of the meeting on the Zone's website at least thirty (30) days prior to the meeting. All such notices shall include: (a) the date time and place(s) of the meeting, (b) a proposed agenda for the meeting, (c) information as required to allow persons receiving notice of the meeting to participate in the meeting via teleconference, (d) the telephone conference calling number and access code (if required) for persons desiring to attend the meeting via telephone conference call and (e) such other and further information as the person providing notice of the meeting deems appropriate. In cases of exigent circumstances, notice of the meeting shall be provided as soon as is reasonably practicable.

Section 5. Remote Participation in Zone Meetings

The Zone Board shall provide a means for USAWP members to participate in each Zone meeting via telephone conference call including: (a) assuring that conference calling equipment capable of permitting remote participants to hear the discussion at the Zone meeting is available at the site of each Zone meeting, (b) assuring that conference calling equipment capable of permitting persons in attendance at each Zone meeting to hear comments made by remote participants and (c) providing the telephone number and



access code (if required) to all Zone members in the notice of the Zone meeting. Persons remotely participating in Zone meetings pursuant to this Section shall not be permitted to vote on matters considered at the Zone meeting unless at least one Zone Officer, or other person selected by the Zone Board to supervise the meeting, is present at the location from which such person is participating.

IX

DISCIPLINE

Section 1. USAWP Codes of Conduct

USAWP has adopted Codes of Conduct that prescribe the conduct expected of USAWP athlete members, coach members and referee members. Those Codes of Conduct are subject to periodic amendment by the USAWP Board of Directors. The Code of Conduct in effect at the time of an alleged violation of a Code of Conduct applies to the alleged violation, even if the Code of Conduct has been subsequently amended. Zone members are expected to abide by the USAWP Codes of Conduct. Zones shall not adopt their own Codes of Conduct.

Section 2. Enforcement by Zone Chair

Zone Chairs are authorized to enforce USAWP's Codes of Conduct within their Zone by suspending the USAWP membership of an athlete, coach or referee who the Zone Chair determines to have violated the applicable USAWP Code of Conduct, provided that such suspension shall not be for a period of greater than seven (7) days.

Section 3. Enforcement by Zone Board.

A Zone Board, by a majority of a quorum of the Zone Board, may enforce USAWP's Codes of Conduct within its Zone by suspending the USAWP membership of an athlete, coach or referee who the Zone Board determines to have violated the applicable USAWP Code of Conduct, provided that: (a) the person alleged to have violated a USAWP Code of Conduct is afforded a hearing before the Zone Board, which hearing may be by telephone conference call and (b) such suspension shall not be for a period of greater than thirty (30) days inclusive of any previous suspension imposed by the Zone Chair for the same alleged infraction.

Section 4. USAWP Grievance Process

In the event that a Zone Chair or a Zone Board determine that the suspension of a USAWP member's membership for a period of greater than thirty (30) days may be warranted for a violation of a USAWP Code of Conduct, the Zone Chair or the Zone Board may file a grievance against the person who is alleged to have violated USAWP's Code of Conduct in accordance with the grievance process specified in USAWP's Bylaws and Codes of Conduct; provided that no fee need be paid in connection with such grievance. Such grievances shall be heard and determined by a Hearing Panel appointed



in accordance with USAWP's Bylaws and the determination of the Hearing Panel may be appealed as provided in USAWP's Bylaws.

Section 5. Appeal from Zone Chair and Zone Board Enforcement

Any member of USAWP who is suspended in accordance with these Policies and Procedures may appeal such suspension by filing a grievance in accordance with USAWP's Codes of Conduct and Bylaws, provided that no fee need be paid in connection with such grievance. Such grievances shall be heard and determined by a Hearing Panel appointed in accordance with USAWP's Bylaws and the determination of the Hearing Panel may be appealed as provided in USAWP's Bylaws.

Section 6. Suspension

Any suspension of a USAWP's membership in accordance with the provisions of these Policies and Procedures shall be effective worldwide, and not just within the Zone that imposes the suspension.

X

AMENDMENT

These Zone Policies and Procedures have been adopted by USAWP's Board of Directors and may be amended by USAWP's Board of Directors at any time. Should any USAWP member believe that an amendment to these Zone Policies and Procedures would further USAWP's interests, they are encouraged to communicate their suggested amendment to USAWP's Chief Executive Officer.



APPENDIX A



USA Water Polo Staff:

Chief Executive Officer Christopher Ramsey cramsey@usawaterpolo.org	Development Coordinator Sarah Bennett sbennett@usawaterpolo.org
Executive Assistant to the CEO Mai Lam mlam@usawaterpolo.org	Director of Olympic Development Guy Baker gbaker@usawaterpolo.org
Director Of Finance Jim Callahan jcallahan@usawaterpolo.org	Olympic Development Operations Manager Anne Laurence alaurence@usawaterpolo.org
Finance Coordinator Fay Hu zhu@usawaterpolo.org	Associate Director of Competition Claudia Dodson cdodson@usawaterpolo.org
Membership Services Manager Christy Medigovich cmedigovich@usawaterpolo.org	Events Manager Kate Strand kstrand@usawaterpolo.org
Membership Services Coordinator Katie Wakefield kwakefield@usawaterpolo.org	Chief Marketing Officer Jennifer Rottenberg jrottenberg@usawaterpolo.org
National Teams Coordinator Ashley Papenbrock apapenbrock@usawaterpolo.org	Associate Director of Communications Greg Mescall gmescall@usawaterpolo.org

USA Water Polo Board of Directors:

Board Chair Michael Graff michael.graff@warburgpincus.com	Athlete Representative Ellen Estes Lee elee@mba2009.hbs.edu
RoAnn Costin rcostin@wildernesspoint.com	Sandy Nitta tweetwo@cox.net
Richard Esterkin resterkin@morganlewis.com	Edward Reynolds reynolds@reynolds-group.com
John Hendrickson jhendrickson@sfrillc.com	William Smith smith@renaissancecapital.com
Athlete Representative Jeremy Laster jlaster@ranchomv.com	Bob Sternfels robert_sternfels@mckinsey.com



APPENDIX B



Bylaws

of

USA Water Polo, Inc.

As amended through December 17, 2011

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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.

The principal office of USA Water Polo shall be designated in a location set by the Board of Directors or 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 of Directors 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.

The Mission of USA Water Polo shall be 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. Recognition as a National Governing Body.

USA Water Polo shall seek and take all necessary actions to maintain recognition by the United States Olympic Committee (the “USOC”) 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 USOC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Water Polo shall:

- a. be recognized 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. 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;
- c. maintain the managerial and financial competence and capability to establish national goals for water polo relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sport of water polo;
- d. provide for individual and organizational membership;
- e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, Athletes (as defined in Article 11.2) and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;
- f. provide for reasonable input to its Board of Directors for any sports organization which, 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 of those programs and competitions in the sport of water polo in the United States;
- 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. 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;
- i. not have an officer who is also an officer of another sports organization that is recognized by the USOC as a NGB;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a NGB, or (ii) the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in athletic competition in water polo, upon demand of the USOC or any aggrieved athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- m. not have eligibility criteria relating to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of water polo recognized by the International Olympic Committee;
- n. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a NGB.

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 fees for membership. 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 of Directors 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 at 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, 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 terminated at any time with or without cause by the Board of Directors or as otherwise provided in these Bylaws. A member shall have the right to a hearing prior to termination. 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 the property of USA Water Polo.

ARTICLE 6. ZONES

Section 6.1. Creation of Zones.

Subject to approval by the Board of Directors, 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 be elected by the members of that Zone entitled to vote in such election under the provisions of Article 6.3 of these Bylaws. 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 of directors, 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. 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 corporate powers shall be exercised by or under the authority of its Board of Directors. The business and affairs of USA Water Polo shall be conducted by the Chief Executive Officer under the oversight of the Board of Directors.

Section 7.2. Function of the Board.

The USA Water Polo Board of Directors shall represent the interests of the water polo community for USA Water Polo in the United States and its athletes by providing USA Water Polo with policy, guidance and strategic direction. The Board shall oversee the management of USA Water Polo 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 and 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; and
- l. ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.
- m. implement procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Water Polo, and to evaluate Board performance.

Section 7.3. Diversity.

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

Section 7.4. Qualifications.

Each director of the Board of Directors 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 Board director for continuing Board service.

Section 7.5. Number.

The Board of Directors shall consist of at least seven (7) and up to **fifteen (15)** total directors, at least twenty (20) percent of whom shall be Independent Directors, at least twenty (20) percent 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. *Athlete Directors.* At least 20% of the directors shall be Athletes, as that term is defined in Article 11.2. At least one of the Athlete Directors shall be male and at least one of the Athlete Directors shall be female.
- c. *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 Athlete Directors
 1. USA Water Polo's representative to the USOC Athletes' Advisory Council shall serve as an Athlete Director.
 2. Other Athlete Directors shall be elected as follows:
 - (i) On or before April 1 of the year in which the election is to be held, USA Water Polo shall solicit all of its members who qualify as Athletes as of the commencement date of the term of the director to be elected to obtain nominations for that office. Following such solicitation, individuals may be nominated by any Athlete at any time prior to April 15 of that year.
 - (ii) On or before May 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 Athletes as of

the commencement of the date of the term of the director to be elected containing all of the names of the Athletes nominated as a director and directors 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. All ballots duly submitted in accordance with the instructions set forth on the ballot on or before May 15 of the year in which the election is being held shall be counted. Subject to the gender requirements of Article 7.6(b), the individual or individuals (if multiple Athlete Directors are to be elected) receiving the greatest number of votes on ballots so submitted shall be elected as directors.

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 USOC, 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 the USA Water Polo’s outside auditor or outside counsel as a partner, principal or manager;
- e. the individual was a member of USA Water Polo’s 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; or

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 director of the Board of Directors shall commence on June 1 and shall be of four (4) years duration. 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 of Directors shall divide the Board offices into two groups, designated as the "A Group" and the "B Group." At least one Athlete Director and one Independent Director shall be in each of the A Group and the B Group. The At Large Directors shall be divided as evenly as possible between 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. Notwithstanding the term limits provided for in Article 7.11, a director designated for inclusion in the A Group who first became a director prior to June 1, 2007 may not serve another consecutive term commencing on June 1, 2013. Notwithstanding the terms limits provided for in Article 7.11, a director designated for inclusion in the B Group who first became a director prior to June 1, 2007 may not serve another consecutive term commencing on June 1, 2015.

Section 7.11. Term Limits.

No director of the Board of Directors shall serve more than two (2) consecutive terms. When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is two (2) years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, and the maximum term is four (4) years, the director may serve one additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half (1/2) the maximum term, the term shall not be a full term and the director shall be able to serve two (2) additional full terms following completion of the filled vacancy term.

Section 7.12. Director Attendance.

Directors of the Board of 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 of Directors 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 of USA Water Polo, 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. Directors shall be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)

month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). Directors can also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the director whose removal is being considered to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors can also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of that class of director of the Board; provided that 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. A director elected to fill a vacancy shall be elected for 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 the 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 of Directors 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 meetings of the Board, shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

Section 7.15. Notice of Meetings.

Notice of each meeting of the Board of Directors 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 of the Board by or at the direction of the Chair of the Board. 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 is not lawfully called or convened.

Section 7.16. Quorum.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors present at any meeting of the Board shall constitute the act of the Board, 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 meeting of directors.

Section 7.18. Presumption of Assent.

A director who is present at a meeting of the Board of Directors 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 Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board 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 meeting of the Board of Directors 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 of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board 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. Board 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 of the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then 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 member of the Board to serve as presiding officer for that meeting.

Section 7.23. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors 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 meetings of the Board of Directors shall be published in an easily accessible electronic format within thirty (30) days after approval of the minutes.

Section 7.25. Compensation.

Directors of the Board of 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 of Directors meetings. USA Water Polo shall not reimburse Independent **Directors** or At Large Directors for their expenses incurred in connection with their attendance at Board of Directors meetings except upon the approval of the Chair of the Board.

ARTICLE 8. OFFICERS

Section 8.1. Designation.

The officers of USA Water Polo shall be a Chair of the Board and Secretary.

Section 8.2. Election/Selection.

The officers shall be elected from among the directors of the Board by majority vote of the Board.

Section 8.3. Tenure.

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

Section 8.4. Authority and Duties of Officers.

The officers of USA Water Polo shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of

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

Recognizing the significance of the Chair in international matters, the Chair shall exercise representational functions in the international context, including serving as the USA Water Polo representative on the Board of United States Aquatics Sports (USAS) and on the Executive Committee of the Amateur Swimming Union of the Americas (ASUA). 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 FINA and the USOC.

- b. *Secretary.* The Secretary shall (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provision 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.

Officers of USA Water Polo shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Water Polo and as an officer of an organization holding membership in USA Water Polo or as an officer of another sports organization that is recognized by the USOC as a NGB.

Section 8.6. Term Limits.

The term of the Chair of the Board shall be two years. No individual shall serve as Chair for more than three (3) consecutive terms during any eight year period.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.

Section 8.7. 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 of the Board may resign at any time by giving written notice to the Board of Directors. The Secretary may resign at any time by giving written notice to the Chair of the Board. 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 of the Board may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Chair). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Chair). The Secretary may be removed by the Chair of the Board of Directors, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board of Directors 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 8.8. Compensation.

No Officer shall receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USA Water Polo's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USA Water Polo in any other capacity.

ARTICLE 9. COMMITTEES

Section 9.1. Designation.

There shall be no committee(s) with management authority delegated by the Board of Directors. 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 members, or some parts thereof, 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 shall 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 appoint or not appoint, and to terminate, such a task force or committee shall be exclusively the Board's or the Chief Executive Officer's. 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 the input from the Board. Each Committee Chair shall make a report on committee matters to the Board at all regularly scheduled Board meetings.

Section 9.3. Term.

The term of office 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 member may resign at any time by giving written notice to the Board of Directors, 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 of Directors at any time, with or without cause, upon the vote of a majority of the Board (excluding the vote of the Committee or task force member whose removal is being considered, if such Committee or task force member is a member of the Board). 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. Such procedures shall be published and made available on the USA Water Polo's website.

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 have been approved by either the Chief Executive Officer or the Chairman of the Board.

Section 9.9. Audit and Finance Committee.

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

- a. The Board of Directors shall appoint the members of the Audit and Finance Committee and its chair, all of whom shall be directors of the Board. At least one member of the Audit Committee must be an Independent Director with financial expertise.
- b. The Audit and Finance Committee shall:
 1. recommend the independent auditors of USA Water Polo, review the report of the independent auditors 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 the USA Water Polo outside auditor;
 4. meet (or designate a representative of the Committee to meet) with the outside auditor prior to the release and filing of USA Water Polo's quarterly financial reports to review such materials; and
 5. 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 of Directors 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 member of the Board.
- 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, officers, committee and task force members, 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 of the Board and two other Board members as selected by the Chair of the Board.
- b. The members of the Nominating and Governance Committee shall serve for terms of two (2) years. Any member of the Nominating and Governance Committee 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 of the Board, shall recuse himself/herself from the Committee's discussions concerning the nomination for the Board position held by that Board member..
- c. The Nominating and Governance Committee shall:
 1. identify and evaluate prospective candidates for the Board;
 2. nominate individuals to serve on the Board as provided in these Bylaws;
 3. recommend as requested by the Board individuals to serve on various Committees and task forces;

4. consult with the Ethics 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 of 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 of Directors, the Nominating and Governance Committee shall take into consideration, among other things:
1. the candidate's contribution to the effective functioning of the 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 the activities of the Board;
 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 of Directors 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. CEO compensation.

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 of Directors, 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 of Directors shall determine the agenda of the USA Water Polo Assembly. The Board of Directors 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 at the Assembly. 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 of Director’s meeting at a time and place set by the Board of Directors during the month of May in any year in which elections to the Board of Directors are to be considered.

Section 10.3. Notice.

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

ARTICLE 11. USOC ATHLETES’ ADVISORY COUNCIL

Section 11.1. Designation.

USA Water Polo shall have a representative and an alternate representative to the USOC Athletes’ Advisory Council.

Section 11.2. Qualifications.

- a. As used in these Bylaws, the term “Athlete” means an individual who meets any one of the following criteria:
 1. within the ten (10) years preceding such person’s election or appointment, such individual has represented the United States in the Olympic or Pan American Games, or in a World Championship recognized by FINA; or
 2. within twenty-four (24) months preceding such individual’s election or appointment, has been a member of a USA Water Polo national team.

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.

- b. In order to be eligible to serve as USA Water Polo's representative to the USOC Athletes' Advisory Council, an individual must be: (a) an Athlete, as defined in Article 11.2(a), (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.

An individual who wishes to run for election to the USOC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from Athletes on a nominating petition and provide that nominating petition to the Chief Executive Officer prior to April 15 of the year in which the election is to be held. Between April 15 and May 1 of the year in which the election is to be held, the Chief Executive Officer shall cause ballots for election to the USOC Athletes Advisory Council to be distributed to all Athletes, who shall be required to return said ballots on or before May 15 of the year in which the election is to be held. Candidates receive the highest number of votes on timely returned ballots shall be elected as Athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender shall be elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 11.3. Tenure.

The term for all representatives to the USOC Athletes' Advisory Council shall be four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

Section 11.4. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE 12. USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

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

Section 12.2. Election/Selection.

The Chief Executive Officer shall be USA Water Polo's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USA Water Polo's alternate representative to the USOC 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 director of the Board of Directors. The Board of Directors 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 of Directors 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 a contract of employment 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 the 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 of Directors 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 the committees, task forces, and advisory councils, 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 of the Board, act as the 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 kinds of complaints may be filed with USA Water Polo:

- a. *Administrative Grievance.* USA Water Polo, or any member of USA Water Polo, may file a complaint pertaining to any matter within the cognizance of the 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, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Water Polo's recognition as a NGB;
- 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 Coach member may seek an exemption from the requirement that Coach members pass background screens in order to be eligible for membership as a Coach member of USA Water Polo. In accordance with such procedures as may be established under the Rules Governing Coaches' Conduct in force at the time that the exemption is sought. To the extent that the provisions of the Rules Governing Coaches' Conduct relating to such procedures are inconsistent with the provisions of these Bylaws governing the procedures for the filing and prosecution of complaints, the provisions of the Rules Governing Coaches' Conduct shall control.

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. The complainant shall sign the complainant.

Section 14.3. Filing Fee.

A complaint shall be accompanied with the appropriate fee as set and published by the Board of Directors. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Chief Executive Officer shall determine whether or not to reduce or waive the filing fee.

Section 14.4. Statute of Limitations.

A complaint filed 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.

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, Administrative Grievances or Right to Compete Complaints 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 15.7 of these Bylaws to: (a) impose sanctions in addition to those imposed by a referee during a competition, such as suspending or terminating a member’s membership in USA Water Polo for violations of any USA Water Polo rule or regulation or (b) impose sanctions for violation of any USA Water Polo rule or regulation where a referee failed to impose any sanction during the competition in which a violation of any USA Water Polo rule or regulation occurred, without regard to the reason for the referee’s failure to sanction such conduct.

Section 14.6. Administration.

The Chief Executive Officer shall generally administer and oversee all administrative grievances and right to compete matters 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. 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. Hearing Panel.

Upon the filing of a complaint, the Chief Executive 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 an Athlete as defined in Article 11.2. Members of the hearing panel need not be members of USA Water Polo or involved in the sport of water polo.

Section 14.8. Conduct of the Proceeding.

The hearing panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, 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. 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 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. Any transcript shall be paid for by the party requesting the transcript.

Section 14.9. 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 14.10. 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 14.11. 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 14.12. Arbitration.

The sole means of appeal from a decision of a hearing panel shall be by the filing of an arbitration proceeding with the American Arbitration Association, which shall hear the appeal pursuant to its rules for commercial arbitrations as they may then be in effect. 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. Any arbitration pursuant to this provision shall be conducted in Orange County, California. All costs of the arbitration shall be borne by the party initiating the arbitration, without regard to the outcome of the arbitration. In considering the appeal, the arbitrator shall give due consideration to the expertise of the hearing panel conducting the initial grievance hearing with regard to the standards of conduct that are appropriate in the sport of water polo and their interpretation of USA Water Polo's rules governing the conduct at issue in the grievance hearing.

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 competition;
 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 have been 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 appropriate 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 competition;
 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 have been taken to protect the personal welfare of the athletes and spectators at the competition; and
 7. proper compliance exists with sanctioning by an appropriate NGB 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 meetings of the members, committees and task forces, and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 16.2. Accounting Records.

The USA Water Polo shall maintain appropriate accounting records.

Section 16.3. Membership List.

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

Section 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 Committee; (v) a procedure for communicating with the chair of the Judicial Committee; (vi) its most recent annual financial statement; and (vii) 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 of Directors.

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 USA Water Polo's Board and Committees and of the USA Water Polo's members;

- d. rules and regulations that govern the organization and technical conduct of water polo's events in the United States as USA Water Polo Board and Chief Executive Officer determine is appropriate in their sole discretion;
- e. the minutes of all meetings of the Board of Directors 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 as the members;
- g. a list of the names and business or home addresses of the current directors and officers;
- h. a copy of the most recent corporate report delivered to the Colorado 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 the USA Water Polo Policies and Procedures Manual. All other requests for records must be directed to the Chief Executive Officer or designee who may authorize members of the Corporation or their representatives to review specified non-confidential records of the Corporation.

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, directors of the Board, committee 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 director of the Board 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 latter’s 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 director of the Board 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 the best interests of USA Water Polo.

Section 18.3. Conflicts of Interest.

If any director of the Board, 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 of the Board, to any director of the Board, or to any committee or task force member or to any USA Water Polo employee. Any Chair, director, committee or task force member or USA Water Polo employee, who assents to or participates in the making of any such loan, 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.

The fiscal year of USA Water Polo 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 shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 19.4. Individual Liability.

No individual director of the Board 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 of Directors.

Section 19.5. Irrevocable Dedication and Dissolution.

The property of USA Water Polo is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Water Polo shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Water Polo, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Water Polo, 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. 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 20.2. 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 directors of the Board do not cause substantial injury to the rights of the directors, 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 directors of the Board, 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.

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 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, Napa, 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, Nevada, Placer, Sacramento, San Joaquin, 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, Santa Barbara and San Luis Obispo 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.