

**CONSTITUTION of the
UNITED STATES POLO ASSOCIATION**

As Amended and Restated on September 22, 2018

ARTICLE I

Name, Mission, Powers and Duties

SECTION 1. Name. The name of this organization is the United States Polo Association (the “**Association**”).

SECTION 2. Mission. The Association has been organized and exists for the purposes of promoting the game of polo with an overarching goal of improving the sport, coordinating the activities of its Member Clubs and Registered Players (as defined below), arranging, allocating, and supervising polo tournaments, competitions, and games and providing rules, handicaps, and conditions for those tournaments, competitions, and games, including the safety and welfare of participants and mounts.

SECTION 3. Powers and Duties. The Association shall have such powers as are now or may hereafter be granted by the Illinois General Not for Profit Corporation Act of 1986, as amended (the “**Not for Profit Corporation Act**”), except as otherwise provided by the Articles of Incorporation, this Constitution, or the By-laws of the Association (the “**By-laws**”).

ARTICLE II

Board of Governors

SECTION 1. Board of Governors. There will be a Board of Governors of the Association (the “**Board**”) consisting of the Circuit Governors, the Governors-at-Large, and the Officers, each of whom shall be Registered Player Members of the Association. Matters relating to the governance of the Association by the Board of Governors not addressed in this Constitution will be addressed in the By-laws or other Board-approved policies, or as set forth in the Not for Profit Corporation Act.

SECTION 2. Elections. Elections of Circuit Governors and Governors-at-Large shall be conducted according to the procedures set forth below. Elections of Officers shall be conducted according to the procedures set forth in the By-laws. All contested elections shall be by confidential vote.

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

ARTICLE III

Committees

SECTION 1. Committees of the Association. Matters relating to committees of the Association not addressed in this Constitution will be addressed in the By-laws or other Board-approved policies, or as set forth in the Not for Profit Corporation Act.

SECTION 2. Executive Committee. At any time when there is an Executive Committee of the Board, it shall be composed of nine (9) members consisting of the Chairman, three (3) Officers (other than the Chairman), two (2) Governors-at-Large, two (2) Circuit Governors, and either one (1) additional Governor-at-Large or Circuit Governor. The Chairman of the Association may make recommendations regarding individuals to serve as members of the Executive Committee, but all recommendations shall be subject to approval by the Board of Governors. The term of the members of the Executive Committee shall be one (1) year, unless otherwise specified at the time of approval by the Board of Governors.

SECTION 3. Nominating Committee. At the fall Regular Meeting of the Board of Governors in the year immediately prior to any year in which regular elections of Officers or Governors-at-Large will take place, a Nominating Committee of the Association will be formed. The Nominating Committee will consist of seven (7) voting members, selected by the Board of Governors, and a nonvoting chairperson. The nonvoting chairperson of the Nominating Committee will be selected by the Audit Committee of the Association from among its members. Of the seven (7) voting members of the Nominating Committee, five (5) shall be selected from among the current or prior members of the Board of Governors, and the remaining two (2) shall be selected from among the Registered Player Members that are at least 18 years of age and that are not current members of the Board of Governors. To select the five (5) current or prior members of the Board, the Board of Governors shall nominate up to ten (10) individuals for the five (5) slots, and the Board shall elect the five (5) individuals from among the ten (10) nominated who receive the most votes cast by the Board of Governors. To select the two (2) Registered Player Members, the Board of Governors shall nominate up to four (4) individuals for the two (2) slots, and the Board shall elect the two (2) individuals from among the four (4) nominated who receive the most votes cast by the Board of Governors. The Nominating Committee will have such responsibilities as are set forth herein and such additional responsibilities as may be determined by the Board of Governors from time to time. The term of each Nominating Committee member shall conclude immediately following the elections for which he or she was appointed to serve on the Nominating Committee. By accepting membership on the Nominating Committee, each individual (including the nonvoting chairperson) is ineligible to be included on any slate prepared by the Nominating Committee on which he or she serves but may be independently nominated by the Delegates (as set forth in Article VI) with respect to Governor-at-Large elections or by the Board of Governors (as set forth in the By-laws) with respect to Officer elections.

ARTICLE IV

Membership and Delegates

SECTION 1. Membership. The Association is an association of Association-registered polo clubs, associations, and other entities engaged in or related to the sport of polo (collectively, the “**Member Clubs**”) and of the Association-registered individual members of such Member Clubs (the “**Individual Members**” and collectively, with the Member Clubs, the “**Members**”). The Members of the Association shall be made up of the following categories of Member Clubs and Individual Members as well as any such additional categories as may from time to time be approved by the Board of Governors. The Member Clubs and Individual Members shall have such rights and responsibilities as are set forth in the By-laws and this Constitution and such additional rights and responsibilities as may be approved from time to time by the Board of Governors.

- (a) Member Club Classifications:
 - (1) “Active Member Clubs”
 - (2) “Provisional Active Member Clubs”
 - (3) “Affiliate Member Clubs”
 - (4) “Associate Member Clubs”

- (b) Individual Member Classifications:
 - (1) “Registered Player Members”
 - (2) “Affiliate Player Members”
 - (3) “Social Non-Playing Members”
 - (4) “Lifetime Members”
 - (5) “Player-Only Members”

SECTION 2. Delegates. Each Member Club shall select a Delegate, who is at least 18 years of age and who is not employed by the Association or any of its subsidiaries, according to the Member Club’s own internal rules and procedures, to represent it in its dealings with the Association. Each Delegate shall be a Registered Player Member of the Association and shall be registered with the Member Club that he or she is selected to represent; provided, however, that with respect to any Affiliate Member Club, its Delegate may be an Affiliate Member of such Affiliate Member Club (and need not be a Registered Player Member). Whenever a new Delegate is selected to represent a Member Club, such Member Club shall provide written notice to the Association identifying the selected Delegate. No individual may serve as Delegate for more than one Member Club.

SECTION 3. Dues. The Board of Governors shall from time to time establish membership dues for the Member Clubs and Individual Members. All Member Club and Individual Member dues shall be due and payable by January 1 of each calendar year.

SECTION 4. Member Voting Rights.

(a) Delegates Representing Active Member Clubs. Delegates representing Active Member Clubs in good standing shall have the right to vote in the election of Circuit Governors in accordance with Article V and the right to vote on any proposed amendment to this Constitution in accordance with Article VIII hereof; provided, however, that with respect to the election of Circuit Governors, only Delegates of record as of June 1 of an election year shall be permitted to vote in such election. For the avoidance of doubt, if, in an election year, an Active Member Club changes its Delegate after June 1 but before the election, such Active Member Club will not have a Delegate eligible to vote in the election. Voting may be in person or by proxy, duly certified by an officer of the Active Member Club. Proxies must be at least 18 years of age and in good standing with the Association.

(b) Registered Player Members. Registered Player Members who are at least 18 years of age and are in good standing shall have the right to vote in the election of Governors-at-Large in accordance with Article VI.

(c) No Other Member Voting Rights. No other Members, whether Member Clubs or Individual Members, shall have any right to vote on any Association matter in their respective capacities as Member Clubs or Individual Members.

SECTION 5. Good Standing. Member Clubs and Individual Members shall be in good standing if they have paid all dues owing to the Association and are not under suspension by the Association. Individual Members that are not in good standing or that are registered through a Member Club that is not in good standing may not participate in any Association event, umpire any Association event, serve as Officers, Governors, or Delegates of the Association, vote on any Association matter, recommend handicaps, or be entitled to a handicap, file a complaint or protest, or otherwise participate in the affairs of the Association.

SECTION 6. Applications for Membership.

(a) **Member Club Membership.** Application for membership by a Member Club will be made in writing to the Association, accompanied by such information as the Board of Governors of the Association may prescribe. Such application will be presented for action at the next meeting of the Board of Governors. The Board may from time to time adopt additional objective and nondiscriminatory criteria on which to evaluate, then approve or deny, membership applications. The Board of Governors may, by a majority vote of those present at a meeting, reject the application, elect the applicant a Provisional Active Member Club pending the receipt of additional information, or elect the applicant to full Active, Affiliate, or Associate Member Club membership. The name of a Provisional Active Member Club may be put forward at any subsequent meeting of the Board of Governors for election to full Active Member Club membership. Member Club membership shall have a term of one (1) year, expiring December 31 of each year and renewable annually at the option of the Board of Governors.

(b) **Individual Member Membership.** Application for membership as an Individual Member will be made in writing to the Association, accompanied by such information as the Board of Governors of the Association may prescribe. The Board may from time to time adopt objective and nondiscriminatory criteria on which to evaluate, and then approve or deny, membership applications. Notwithstanding the foregoing, in the discretion of the Board of Governors, an application for membership as an Individual Member may be denied where the applicant previously was removed as an Individual Member by the Association pursuant to procedures approved by the Board of Governors. Following evaluation by the Board and upon payment of the annual dues to the Association, each Individual Member will be designated to one of several categories of membership. Other than Lifetime Members, Individual Members shall have a term of one (1) year, expiring December 31 of each year and renewable annually at the option of the Board of Governors.

SECTION 7. Membership Obligations. Acceptance of membership in the Association will bind each Member to uphold the provisions of the Association's Articles of Incorporation, this Constitution, the By-laws, the Rules of the Association (as defined in the By-laws), and all policies and resolutions of the Association, including all terms and conditions set forth in any membership application, all as in effect from time to time, and to honor all Association decisions based upon those provisions. No Individual Member shall participate, either within or outside the United States, on a team alleging to represent the United States or the United States Polo Association, without the express written consent of the Association.

SECTION 8. Membership Reclassifications.

(a) **Member Club Reclassifications.** By a majority vote of the Governors present at a meeting of the Board of Governors, the classification of a Member Club may be changed whenever the Member Club ceases to meet the membership requirements of its classification.

(b) **Individual Member Reclassifications.** An Individual Member's specific class of membership may be converted to another classification in the event that the Individual Member no longer satisfies the requirements of

his or her prior classification. An Individual Member in good standing shall be converted automatically to Player-Only Member status upon the filing by such Individual Member of a claim, complaint, notice, or other cause of action of any kind, whether filed in a court of law or submitted to any other body or agency, unless and until otherwise provided by the Board of Governors or a court of competent jurisdiction.

SECTION 9. Transfer of Membership. Members may not transfer their membership in the Association. Members shall have no ownership rights or beneficial interests of any kind in the property of the Association.

SECTION 10. Termination of Membership. The Board of Governors has the authority to discipline Association Members, including to suspend, revoke, or terminate membership of any Member Club or Individual Member, in accordance with and subject to any disciplinary procedures of the Association approved by the Board of Governors and in effect from time to time, which procedures shall provide for the prompt and equitable resolution of grievances, including the right to fair notice and a hearing prior to termination. The Association may retain jurisdiction over any Member who has pending financial obligations to the Association, or pending disciplinary actions against him or her, regardless of status of membership.

ARTICLE V

Circuits and Circuit Governors

SECTION 1. Circuits. The Board of Governors has established Circuits, the number of which shall be fixed from time to time by the Board of Governors and set forth in the By-laws. The Board of Governors shall from time to time establish the geographic boundaries of each Circuit, and Member Clubs shall be allocated automatically among the fixed number of Circuits based on their respective locations within the geographically-defined Circuits.

SECTION 2. Circuit Governors, Term, Term Limitations. Each Circuit shall be represented by one (1) Circuit Governor who shall be elected in accordance with the procedures set forth herein. Beginning as of the regular meeting of the Board of Governors (the “**Regular Board Meeting**”) occurring in the fall of 2018, each Circuit Governor will hold office, for a three-year term and until his or her successor has been elected and qualified or until his or her earlier resignation, removal from office, or death. A Circuit Governor completing the unexpired term of another will assume office immediately upon such appointment. No individual shall serve as a Circuit Governor for more than three (3) consecutive three-year terms, except that a Circuit Governor completing the unexpired term of another may complete such term and also be eligible for three (3) consecutive three-year terms. Notwithstanding the foregoing, Circuit Governors completing their first or second terms as of the fall 2018 Regular Board Meeting shall be eligible to serve for up to two (2) additional three-year terms, Circuit Governors completing their third term as of the fall 2018 Regular Board Meeting shall be eligible to serve for up to one (1) additional three-year term, and Circuit Governors completing their fourth consecutive term as of the fall 2018 Regular Meeting shall be ineligible to be elected as Circuit Governors at the fall 2018 Regular Meeting.

SECTION 3. Nomination and Election Procedure. Not later than the second Tuesday of June in an election year, the Association will convey to the Delegates of each Active Member Club in good standing as of June 1, with a copy to the incumbent Circuit Governor: (a) a list of that Member Club’s Registered Players who are at least 18 years of age and of record as of June 1; (b) a nominating form for the nomination of a candidate for Circuit Governor; and (c) a list of all Active Member Clubs in the Circuit as of June 1, including the name and address of each Delegate. The Association shall communicate to each Delegate the following procedure:

A. Nominations must be in writing, on the form provided, and received by the Association no later than 5 p.m. EDT on the second Tuesday of July of each election year. No Delegate may nominate more than one (1)

individual. Any individual receiving two (2) or more nominations will be considered a candidate for the office of Circuit Governor. All candidates must be Registered Players who are at least 18 years of age and registered with an Active Member Club in the Circuit as of June 1 of the election year.

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

C. Completed ballots must be received at the Association office not later than 5 p.m. EDT on the second Tuesday of August of each election year. Votes representing at least a majority of the total number of votes entitled to be cast by all Delegates within a Circuit shall be required to be received in order for that Circuit election to be valid. The risk of late or non-delivered ballots by the deadline is on the Delegate. All Delegates and candidates will be notified of the results of the election not later than August 30 of that year. If only one candidate is nominated pursuant to the procedures above, such candidate must still receive affirmative votes representing at least a majority of the total number of votes entitled to be cast by all Delegates in the relevant Circuit in order for that election to be valid. If no candidate is nominated in a particular Circuit or no candidate in a particular Circuit receives votes representing at least a majority of the total number of votes entitled to be cast by all Delegates in such Circuit, then the Chairman of the Association shall select an individual to serve as Circuit Governor of such Circuit, subject to approval of the Board of Governors.

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

Number of Registered Player Members	Number of Ballots
6-14	2
15-29	3
30-59	4
60 or more	5

E. The candidate in each Circuit receiving the greatest number of votes shall be elected as Circuit Governor of that Circuit. In the event of a tie between two (2) or more candidates for Circuit Governor in any Circuit, the Chairman and two other Governors shall call a Special Board Meeting that shall be held as soon as reasonably practicable following the determination that the votes cast for Circuit Governor resulted in a tie and upon forty-eight (48) hours' advance notice to the Board of Governors in accordance with Article III, Section 3 of the By-laws, at which Special Board Meeting the Chairman shall recommend to the Board for its consideration, and upon the affirmative vote of at least a majority of the Board of Governors, such individual shall be deemed elected as the Circuit Governor of that Circuit.

F. Any variation from the foregoing election procedure must be reported in writing to the Board of Governors prior to the Annual Member Meeting of the Association by letter to the Chairman. If the Board finds that

the variation substantially affected the fairness or the outcome of an election or was inconsistent with the Not for Profit Corporation Act, the Board will declare said election void and hold a new election complying as closely as possible with the foregoing procedure; otherwise the said election will be deemed valid.

ARTICLE VI
Governors-at-Large

SECTION 1. Governors-at-Large, Term, Term Limitations. There shall be not less than eight (8) nor more than twelve (12) Governors-at-Large, with the precise number to be recommended by the Chairman and approved by the Board of Governors on or before the Spring Regular Board Meeting of each election year, or else the number shall remain the same as the prior year. Governors-at-Large shall be elected by the vote of the Registered Player Members in good standing as of June 1 of the election year. Beginning as of the fall 2019 Regular Board Meeting, each Governor-at-Large shall serve for a three-year term and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death. A Governor-at-Large may not serve more than three (3) consecutive three-year terms, except that a Governor-at-Large elected to complete the unexpired term of another may complete such term and also be eligible for three (3) consecutive three-year terms. Notwithstanding the foregoing, Governors-at-Large completing their first or second terms as of the fall 2019 Regular Board Meeting shall be eligible to serve for up to two (2) additional three-year terms, and Governors-at-Large completing their third term as of the fall 2019 Regular Board Meeting shall be eligible to serve for up to one (1) additional three-year term, and Governors-at-Large completing their fourth consecutive term as of the fall 2019 Regular Meeting shall be ineligible to be elected as Governors-at-Large at the fall 2019 Regular Meeting.

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

A. On or before the last Tuesday of May, the Nominating Committee will nominate not less than one (1) candidate for each available Governor-at-Large position to be filled. The Nominating Committee's list of candidates will be immediately forwarded to the Secretary of the Association. The Secretary will ascertain which of those recommended candidates are willing to be candidates and willing to serve if elected, and shall include the names of those individuals on the final ballot.

B. No later than the second Tuesday of June, the Secretary will distribute to the Delegates of Active Member Clubs in good standing as of June 1 of the election year the following:

- i. The list of candidates prepared by the Nominating Committee;
- ii. Nominating forms for candidates for Governor-at-Large; and
- iii. The procedure by which Delegates may nominate additional candidates for Governor-at-Large.

C. A Delegate may nominate any Registered Player Member who is duly registered with the Association and at least 18 years of age as of June 1 as a candidate for Governor-at-Large by returning the completed nomination form to the office of the Association not later than 5 p.m. EDT on the first Tuesday of July. Any Registered Player Member timely receiving five (5) or more Delegate nominations will be considered a nominee and a potential candidate. No Delegate may make more than one (1) nomination in any given election.

D. At the close of the Governor-at-Large nominating period, the Secretary will ascertain which additional nominees are willing to be candidates and willing to serve if elected and submit them to the final ballot. If

a candidate nominated by five (5) or more Delegates chooses not to run, such five (5) or more Delegates will be so advised immediately by the Secretary.

E. The Secretary will prepare a list of all of the nominated candidates for Governor-at-Large. The final list of candidates for balloting purposes will list alphabetically all nominated candidates who are willing to serve, with an asterisk or similar designation next to the names identifying those candidates nominated by the Nominating Committee. On or before the third Tuesday of July, the Secretary will send a written ballot to every Registered Player with each Registered Player's Association number printed thereon and directing the number of Governors-at-Large, as recommended by the Chairman and approved by the Board, to be elected.

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

G. Registered Players must sign their ballots, and ballots must be received at the office of the Association on or before 5 p.m. EDT on the third Tuesday of August of each election year. Risk of a late or non-delivered ballot by the deadline is on the Registered Player. Ballots representing at least one-tenth (1/10) of the total number of Registered Players as of the June 1 record date must be received by the Association in order for the election to be valid. In the absence of receipt by the Association of ballots representing at least one-tenth (1/10) of the total number of Registered Players by the deadline, the Association shall declare the election invalid and shall conduct another election for Governors-at-Large that complies as closely as reasonably practicable with the foregoing procedure, including its stated timeframes for various election-related actions.

H. All votes for each candidate will be tallied and candidates receiving the greatest number of votes will be elected as Governors-at-Large up to the total number of Governors to be elected. The results of the election will be announced not later than August 30 of that year.

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

J. In the event of a tie between two (2) or more candidates for Governor-at-Large, the Chairman and two other Governors shall call a Special Board Meeting that shall be held as soon as reasonably practicable following the determination that the votes cast for Governor-at-Large resulted in a tie and upon forty-eight (48) hours' advance notice to the Board of Governors in accordance with Article III, Section 3 of the By-laws, at which Special Board Meeting the Chairman shall recommend to the Board for its consideration, and upon the affirmative vote of at least a majority of the Board of Governors, such individual shall be deemed elected as a Governor-at-Large.

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

ARTICLE VII

Annual Member Meeting of the Association

SECTION 1. Annual and Special Member Meetings. The Annual Meeting of the Members of the Association (the “**Annual Member Meeting**”) will be held between the 1st day of August and the 31st day of October in each year at such place and hour as the Chairman designates. Special meetings of the Members of the Association (each, a “**Special Member Meeting**”) may be called by the Chairman or by the Board of Governors.

SECTION 2. Notice of Meetings. Thirty (30) days’ notice of the time and place of the Annual Member Meeting and two (2) weeks’ notice of the time and place of any Special Member Meeting will be delivered by the Secretary in writing to all Member Clubs and Individual Members. A notice of any Special Member Meeting will state the objectives thereof and no other business will be transacted thereat.

SECTION 3. Quorum. A majority of the Active Member Clubs represented in person by Delegates, or represented by proxy, constitutes a quorum at any meeting of the Members.

ARTICLE VIII

Amendments

SECTION 1. Amendments. This Constitution may be amended by the affirmative vote of two-thirds (2/3) of the total number of votes cast by the Delegates of the Active Member Clubs present and voting in person or by proxy at a meeting of the Members of the Association at which a quorum of the Active Member Clubs are represented by Delegates, provided that written notice of the proposed amendment is delivered to the Delegates of all Active Member Clubs at least thirty (30) days prior to the meeting. In any proposed action to amend this Constitution, each Delegate shall have the number of votes set forth below based on the number of Registered Player Members (including, for this purpose, any Lifetime Members that were Registered Player Members immediately prior to becoming Lifetime Members) in the Active Member Club that the Delegate represents:

Number of Registered Player Members	Number of Votes
6-14	2
15-29	3
30-59	4
60 or more	5

SECTION 2. Implied Amendments. Any action taken or authorized by the Board of Governors, which would be inconsistent with this Constitution but which is taken in order to comply with changes to the Not for Profit Corporation Act, shall be given the same effect as though the Constitution had been amended by the Delegates of the Active Member Clubs, but only so far as is necessary to permit the action so taken or authorized and only until such time as the Delegates of the Active Member Clubs shall amend this Constitution to comply with the Not for Profit Corporation Act.

ARTICLE IX

Writings and Electronic Signatures

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

ARTICLE X

Waiver of Notice

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

ARTICLE XI

USOC

If, at any time, it becomes reasonably apparent that the sport of polo may be included on the program of the Olympic Games, then the Board of Governors of the Association shall undertake a determination as to whether it will seek recognition as a “National Governing Body” as that term is defined in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§220501-220529) (the “Sports Act”). If the Board of Governors determines that it intends to seek recognition as a National Governing Body, then the Association shall use its reasonable best efforts to comply with the requirements for such recognition in accordance with the Sports Act and as mandated by the United States Olympic Committee, and, upon approval by a majority of the Board of Governors, any amendments to this Constitution that may be deemed necessary by the Board of Governors for such recognition shall be deemed automatically to have received the requisite approval of the Delegates in accordance with Article VIII.