

PROPOSED SUBSTANTIVE CHANGES TO THE CONSTITUTION:

- **Mission Statement:** This mission has been updated to reflect the changes proposed by Strategic Planning Committee, as edited by Bob Bernstein (USPA tax counsel) (Article I, Section 2)
- **Nominating Committee:** Prior to any year in which an election of Officers or Governors-at-Large is to occur, a Nominating Committee will be formed. This Nominating Committee will have a nonvoting chair and 7 voting members elected by the Board. The nonvoting chair will be selected from the Audit Committee from among its members. The 7 voting members shall consist of (a) 5 individuals selected by the Board from the then-current Circuit Governors, the then-current Governors-at-Large, and prior Board members, and (b) 2 Registered Player Members of the Association selected by the Board who are not then-current Governors (but may, although need not, be former Governors). This Nominating Committee will be responsible for assembling the slate of Officers or Governors-at-Large for the then-upcoming election. No member of the Nominating Committee shall be eligible to be included on such slate but may be independently nominated by the Delegates (with respect to Governor-at-Large elections) or by the Board (with respect to Officer elections). (Article III, Section 3)
- **18 and Up:** In order to vote on any USPA matter, the individual must be 18 or over. Likewise, Delegates and Governors must be 18 or over. (Article IV, Sections 2 and 4; Article V, Section 3; Article VI, Section 2)
- **Individual Membership Classification Changes:** While the a amended Individual Member Classification provisions are addressed more fully in the Amended and Restated By-laws, player membership classifications are now identified in the Constitution. We note that Student Members will no longer be a separate class of Individual Members. Rather, it is anticipated that individuals formerly classified as Student Members will become Registered Player Members or Affiliate Player Members, depending on their U.S. citizenship, and will have all the respective rights and privileges of those membership classifications except that (as stated above) individuals must be 18 or older to vote on any USPA matter or to serve as a Delegate or Governor.
- **Member Club Classification Changes:** While the amended Member Club Classifications are also addressed more fully in the Amended and Restated By-Laws, Member Club Classifications are now identified in the Constitution. We note that the College, University, Secondary School or Youth Program category has been eliminated. I/I teams must now be registered with and have access to participate at an Active Member or Affiliate Member Club. We also note that the Inactive Member Club classification has been eliminated.

- Circuit Governor Terms: Beginning as of the fall 2018 Board Meeting, each Circuit Governor will be elected for a three-year term, for a maximum of 3 consecutive 3-year terms. (Article V, Section 2)
 - Exceptions:
 - CGs completing their first or second terms as of the fall 2018 Board Meeting shall be eligible to serve for up to two (2) additional three-year terms.
 - CGs completing their third term as of the fall 2018 Board Meeting shall be eligible to serve for up to one (1) additional three-year term.
 - CGs completing their fourth consecutive term as of the fall 2018 Board Meeting shall be ineligible to be elected as Circuit Governors at the fall 2018 Regular Meeting.

- Governor At Large Terms: Beginning as of the fall 2019 Board Meeting, each Governor-at-Large will be elected for a three-year term, for a maximum of 3 consecutive 3-year terms. (Article V, Section 2)
 - Exceptions:
 - GALs completing their first or second terms as of the fall 2019 Board Meeting shall be eligible to serve for up to two (2) additional three-year terms.
 - GALs completing their third term as of the fall 2019 Board Meeting shall be eligible to serve for up to one (1) additional three-year term.
 - GALs completing their fourth terms as of the fall 2019 Board Meeting shall be ineligible to be elected as GALs at the fall 2019 Board Meeting.

- Weighted Delegate Voting on Constitutional Amendments: Consistent with the approach for CG elections, when voting on proposed amendments to the Constitution, Delegates will have a number of votes that is based upon the number of Registered Player Members in the Active Member Clubs represented by the Delegate. (Article VIII)

- USOC Provisions: The USOC-related language in the Constitution now provides that the Board will undertake a determination as to whether to seek status as a “National Governing Body” should it ever become reasonably apparent that the sport of polo may be included in the Olympics. If the Board decides to do so, any changes that are necessary at that time to the By-laws will be subject to Board approval, and any changes that are necessary at that time to the Constitution will be deemed automatically to have been approved by the Delegates upon approval by the Board. (Article XI)

PROPOSED SUBSTANTIVE CHANGES TO THE BY-LAWS:

- New Home for Resolution 4.1: The authority of the Executive Committee remains largely the same. Resolution 4.1 has been incorporated into the By-laws. (Article IV, Section 4). What we are proposing to change is to provide clarity around the process relating to the “waiting period” in which the Board is provided the opportunity to review the EC’s

decisions and raise objections if so desired. Under the new provision, the Board shall have 7 days from the date of publication of the EC's minutes to register any objections to the EC and the CEO. If 5 or more Governors object on a particular matter, then the EC and the CEO shall work together to resolve those objections. If 5 of the Governors who objected in a timely fashion continue to object, then the matter shall be tabled and heard at the next Board meeting, at which time the vote of a majority of the Board will determine the matter (and whether to ratify or override the EC's action).

- Officer Terms: Officers elected at the fall 2018 Board meeting will serve for a 1-year term. Beginning as of the fall 2019 Board Meeting, Officers will be elected to serve a 3-year term, for a maximum of two (2) consecutive 3-year terms. (Article V, Section 2)
 - Exceptions:
 - Any Officer completing his first, second, or third term as of the fall 2019 Board Meeting shall be eligible to serve for up to one (1) additional 3-year term.
 - Any Officer completing his fourth term as of the fall 2019 Board Meeting shall be ineligible to be elected to such office at the fall 2019 Board Meeting.

- Membership Classification Changes:
 - Active Member Clubs must have, among other things, (a) effective as of January 1, 2019, at least 6 Registered Player Members, each of whom are 18 or over, and (b) ownership of or control by lease of a suitable field or arena. (Article VI, Section 3(a)(1))
 - There are no more "Inactive Member Clubs"--a Club must be either Active or Provisional to be a Member.
 - The "Student Member" classification has been eliminated.
 - Non-U.S. Members who are registered through an Active Member Club or Affiliate Member Club and who are not under suspension by the HPA, the AAP, or FIP have all the individual rights of membership except that they shall not be eligible to be selected as a Delegate or a Governor and shall not be eligible to vote.

- USOC Provisions: The USOC-related provisions in the By-laws are intended to recognize the fact that the Association currently is recognized by USOC as a Recognized Sport Organization, not as a National Governing Body (as that term is used in the Ted Stevens Olympic and Amateur Sports Act). The provisions provide that the Association will use reasonably best efforts to comply with the USOC-mandated requirements for being a Recognized Sport Organization and further provide that, if it becomes reasonably apparent that polo may be included in the Olympics, the Board will undertake a determination as to whether to seek National Governing Body status as defined in the Sports Act. The provision then spells out certain of the statutorily-mandated requirements for recognition as a National Governing Body that would apply to the Association upon a decision to seek such status.

New and Rewritten Policies

- Handicaps, Disciplinary Procedures (By-law 11), the Code of Conduct and Broadcast and Title Sponsorship Rights have a New Home: The Handicap provisions, Disciplinary Procedures, the Code of Conduct and Broadcast and Title Sponsorship Rights are no longer housed in the By-laws, but instead are the basis for separate, standalone policies that have been circulated separately to the Board.
 - The new proposed Handicap Policy will replace the Handicap procedures in the current By-Laws (By-Law 6), the National Handicap Policy and other USPA Handicap Guidelines. The new proposed Handicap Policy is a compilation of the existing handicap policies and will address the processes and procedures for awarding outdoor, arena, women's outdoor and women's arena handicaps with greater clarity.
 - The new proposed Disciplinary Policy clarifies and addresses all of the procedures outlined in the previous By Law 11 (Member Violations and Disciplinary Procedures), By Law 12 (Protest Procedure) and By Law 16 (Disciplinary Procedure for Violations of the Equine Drugs and Medications Rules).
 - The proposed Code of Conduct Policy is substantially the same as it was in the current By Laws with greater clarity.
 - The Broadcast and Title Sponsorship Policy replaces the former By Law 5.
 - The broadcast rights in the new policy are substantially the same but brings clarity to individual and club members media rights.
 - The Title Sponsorship rights have been modified so that the Host Club retains all Title Sponsorship rights to Circuit Events. Although the Association still retains all Title Sponsorship rights to National Events, with USPA approval Host Clubs may sell Title Sponsorships for their National Events and retain all revenue for sales under \$50,000 and shall pay 20% of the Title Sponsorship revenue to the USPA for sales \$50,000 and above. Likewise, when the USPA sells a title sponsorship for a National Event, the USPA shall retain all revenue for sales under \$50,000 and shall pay 20% of the Title Sponsorship revenue to the Host Club for sales \$50,000 and above.
- The Large Expenditure Policy: This concept was proposed by a subcommittee of the Finance Committee. The concept is that the USPA may not enter into any transaction that involves more than \$5Mil of the USPA's "Unrestricted Net Assets" without first having (1) the Finance Committee review the proposal, (2) the Audit Committee review the proposal, (3) the Board review the reports of the Finance Committee and the Audit Committee, then affirmative vote of 2/3 of the full Board of Governors is required for approval. Amendments to this policy will also require 2/3 affirmative vote of the full Board of Governors.