
BY LAWS OF THE ARIZONA POLO ASSOCIATION

As Adopted Sept 2nd 2015

ARTICLE I. NAME / COLRS

The name of this organization shall be the **Arizona Polo Association. (APA or Association)**. The club colors are the red, blue and gold of the Arizona state flag. The logo is a left facing blue polo player with raised mallet, with a laurel of wheat above, circumscribed with the words ARIZONA POLO ASSOCIATION.

ARTICLE II. GOVERNANCE

The by-laws of the APA shall govern the actions of the Association, their member clubs as a whole and actions of all its staff and elected officials made on behalf of the association in all their practices. The APA is organized and exists under the laws of a non-profit corporation within the State of Arizona. The APA is wholly owned by its members.

ARTICLE III. PURPOSE & MISSION

SECTION 1. PURPOSE

The APA is a non-profit corporation organized with the sole purpose to provide more and better polo in the State of Arizona.

SECTION 2. MISSION

The APA is an Association of polo clubs, polo players, and polo supporters working to increase the number and quality of polo players, clubs, schools, and tournaments in Arizona. In order to achieve this, the Association

1. Improves polo in Arizona by supporting the development of local club facilities
2. Organizes and support all levels of polo for its members
3. Supports new player development through polo schools, outreach programs and low goal tournaments
4. Provides USPA tournaments at a variety of goal levels and specializations in accordance with United States Polo Association rules
5. Promotes and organizes tournaments to attract intrastate, interstate, and inter-circuit play in Arizona in accordance with the rules of the United States Polo Association (USPA)

ARTICLE IV. BOARD

SECTION 1. BOARD

The APA shall be governed by a Board of Directors consisting of not less than 4 Directors, divided into two (2) classes, Club Member Directors and Player Member Directors as follows:

1. Club Member Directors: Each member club shall be able to appoint one Director to be announced and installed at each annual meeting of the Association. The Director shall be by appointment by the



owner or Board of the Member club. A Club Member Director need not be a playing member of the Association, but must be a member of the USPA.

2. Playing Member Directors: Playing members of the Association shall nominate and elect additional Directors equivalent to each member club, plus at one additional Director. A Playing Member Director must be a Playing Member as defined in Article 6, Section 3.

SECTION 2. BOARD POWERS

The property and business of the Association shall be managed by its board which may exercise all powers of the Association and perform all such lawful acts as directed by these bylaws or required to be exercised by the Members. These duties of the Board shall include, but not be limited to the following:

1. to call special meetings of the members whenever it deems necessary;
2. to appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, if any, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these bylaws shall be construed to prohibit the employment of any member, Officer or director of the Association in any capacity whatsoever;
3. to establish and collect membership fees from those applying for membership in the Association;
4. to adopt and publish rules and regulations governing the operations of the Association, the conduct of polo games, tournaments, clinics, practices, seminars and the like conducted or sponsored by the Association;
5. to cause to be kept, a complete record of all its acts and corporate affairs;
6. to supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
7. to see that all provisions of the Articles of Incorporation and these bylaws are complied with;
8. to establish and appoint, from time to time, such committees as the Board shall determine to be necessary and to designate the chairman of any committee so established, which committee chairman and members may be, but do not have to be, members of the Board.

SECTION 3. BOARD TERMS, NOMINATIONS & ELECTIONS.

Playing Member Directors shall be elected at each annual meeting of the Association. The nominating committee shall nominate a candidate for each directorship to be filled, identifying such nominees as the candidates of the nominating committee. Other candidates for the Board may be nominated from the floor at the annual meeting of Members.

There shall be no limitation on the number of times of a Director may be re-elected or appointed as a director. Playing Member Directors shall be elected by plurality of the votes cast with each Playing Member entitled to cast the number of votes as vacancies to be filled.

SECTION 4. BOARD VACANCIES & REMOVALS

Directors may be removed, with or without cause, by an affirmative vote of a majority of the votes cast at a duly held meeting of the playing members and fill the vacancy thus created. Any director whose removal has been proposed to the playing members shall be given an opportunity to be heard at the meeting.



If the office of one or more directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining directors shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

SECTION 5. BOARD MEETINGS & QUORUM

The Board shall hold their meetings and keep the books of the Association at the office of the Association or at such other place inside the State of Arizona as the Board may from time to time determine.

Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Board, but at least four (4) such meetings shall be held during each fiscal year. Notice of regular meetings shall be given by the secretary of the Association or other designated person, to each director at least five (5) days prior to the date of such meeting.

Special meetings of the Board may be called by the President on five (5) days notice to each director, which notice shall state the time, place and purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors, Notice of any and all meetings of the Board may be waived by appropriate written waiver.

At all meetings of the Board, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these bylaws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 6. COMPENSATION OF DIRECTORS

Compensation of Directors. Directors, as such, shall not receive any salary for their services, provided that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore. The salaries for directors for services other than as such shall be fixed by the directors, other than the director for whom a salary is being fixed.

ARTICLE IV. OFFICERS

SECTION 1. TITLES & ELECTION

The officers of the Association shall be a President, a Secretary and a Treasurer. They shall be chosen by the Board concurrent with or immediately following the Annual Meeting. The Board may also choose to elect one or more Vice Presidents. Officers shall serve one-year terms which shall end at the next Annual Meeting following their election. All officers must be members of the Board. The Board may appoint such agents and employees as it shall



deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 2. VACANCIES & REMOVALS

The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

SECTION 3. DUTIES

President. The President shall preside at all meetings of the Members and the Board, shall be ex-officio Member of all committees, shall have responsibility for general and active management of the business of the Association, and shall see that all duties which are usually vested in the office of the president of a corporation are carried out. The President shall execute all documents and contracts requiring a seal, under the seal of the Association, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association.

Vice President. The Vice Presidents shall, in the order of their seniority, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.

Secretary. The Secretary shall attend all sessions of the Board and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he shall be. He shall keep in safe custody the seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it and when so affixed, it shall be attested by his signature or by the signature of an assistant Secretary. Assistant Secretaries, in order of their seniority, shall, in the absence or disability of the Secretary, perform such other duties as the Board shall prescribe.

Treasurer. The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President, directors and Members, at the regular meetings of the Board, or whenever the Board may require it, an account of all of his transactions as treasurer and of the financial condition of the Association. Assistant Treasurers, in order of their seniority, shall, in the absence



or disability of the Treasurer, perform the duties, exercise the powers and assume the obligations of the Treasurer and shall perform such other duties as the Board shall prescribe.

ARTICLE VI. CLUB MEMBERSHIP

Section 1. ELIGIBILITY.

Any polo facility or club, which owns or exclusively controls a physical location in the State of Arizona with an arena or field acceptable for polo school, polo scrimmage, or polo tournaments may apply for membership within the APA as an Associate member club. Each Associate member club must be an USPA Active Member or Polo School Club and have the ability to ensure compliance with USPA rules regarding field or arena requirements. The club will be considered and approved for membership by the Board.

SECTION 2. RIGHTS & RESPONSIBILITIES

Associate member clubs shall be responsible for the day to day running of their own facilities. They shall coordinate with APA when scheduling scrimmages, matches and tournaments. All Playing members of the APA shall be afforded the right to play at any member club in accordance with the rules and tournament conditions as specified for the event. Associate member clubs shall prepare the field or arena for play prior to and during each match; including but not limited to marking the field, installing goal posts, and dragging/watering the surface.

Associate Member Clubs shall negotiate the fee structure for APA use of the facility as needed. Contracts, invoices, payment, and enforcement shall be the responsibility of the Associate Member Club.

SECTION 3. DIRECTOR

Each Associate member club has the right to select a Director to sit on the Board of the APA to represent all interests of their member club within the association as specified in Article 2, Section 1.

SECTION 4. INSURANCE

Each Associate member club shall be covered by the APA liability insurance coverage and shall be named an additional insured on all APA insurance policies

ARTICLE VII. PLAYER MEMBERSHIP

SECTION 1. ELIGIBILITY.

Any individual interested in the playing of polo or the breeding, raising and training of horses for use in playing polo or who is a fan of the sport, of good character and reputation, may apply to become a member of the APA.

All members of the Association shall be members of the United States Polo Association (USPA).

SECTION 2. APPLICATION FOR AND ACCEPTANCE TO MEMBERSHIP.



Any individual who is eligible for membership in the Association and desires to become a Member shall make application therefore by letter delivered to the Secretary of the Association. The Secretary shall review the application and, if necessary request of the applicant any information which he feels will be necessary for action on the application. At the next duly held meeting of the Board following the receipt of the application for consideration by the Board. An applicant shall be accepted for membership if his/her application is approved by a majority of the members of the Board present at such meeting.

SECTION 3. TYPES OF MEMBERSHIP.

All players shall be required to be a member of the Association. Except for visiting out of town and single tournament players, all players must purchase an Arizona Polo Association Playing Membership (Playing Membership). Membership shall fall into the following categories:

- Full Playing Membership - A full membership is open to any player rated B or higher indoors or outdoors. A full member is entitled to play in any level of polo at the club, according to USPA rules, in any and all scheduled chukkers, according to the players ability, and this level of membership shall include any and all chukker fees at any club approved facility. Each Full member must be a current USPA Registered or Affiliate Member with their USPA membership associated with an APA Associate member club. Each Full Member shall be afforded two (2) votes on all Association business at the Annual Meeting.
- Youth membership - A youth membership is available to any player aged 19 or under. A youth membership shall include any and all chukker fees at any club approved facility. Each youth member must be a current USPA Student, Registered or Affiliate Member with their USPA membership associated with an APA Associate member club. A youth member shall not be afforded a vote on any Association Business.
- Student membership - A student membership is available to any player who is learning the sport of polo, is not rated by the USPA or has a B or C handicap. A student membership shall include chukker fees up to 2 chukker at any club approved facility. Each student member must be a current USPA Student, Registered or Affiliate Member with their USPA membership associated with an APA Associate member club. A student member shall not be afforded a vote on any Association Business.
- Family / Pro Membership - A full member is entitled to buy additional membership(s) for any direct family member or for a for a Pro, (rated 1 goal or higher outdoors, or 2 goals or higher in the arena) . A Family / Pro member shall have the same Rights as a full member, except they shall not be afforded a vote on any Association Business.
- Visiting Membership - A Visiting Member is available to any USPA member not affiliated with a USPA Associate Member Club. A Visiting member shall not be afforded a vote on any Association Business.

The Board shall have the power to adjust the membership structure as needed to further the mission of the Association. Any change to voting rights of a membership category shall require a vote of the membership at an Association meeting

SECTION 4. SEASON.

Season, the Arizona Polo Association season shall begin October 1st of each year.

SECTION 5. MEMBERSHIP FEES.

Initial Association membership fees are as follows:

- Full Playing Membership - \$1000 Per Season



- Youth membership - \$500 Per Season
- Student membership - \$500 Per Season
- Family / Pro membership - \$500 Per Season
- Visiting Membership - \$500 Per Season (or per chukker)

The Board shall have the power to adjust the fee structure as needed to further the mission of the Association.

The rights of membership of each member are subject to the payment of membership dues and fees as established annually by the Board, currency of membership in the USPA and affiliation with an APA Associate Club, and compliance with these bylaws and all the rules and regulations of the Association.

SECTION 6. SUSPENSION OR TERMINATION OF MEMBERSHIP RIGHTS.

The membership rights of any member may be suspended or terminated by action of the Board at any time when any membership dues or fees remain past due and unpaid, for violation of these by-laws or the rules and regulations of the Association, or for any action by such member which, in the sole discretion of the Board, is detrimental to the interests of the Association.

SECTION 7. COMMUNICATION TO MEMBERSHIP.

Email shall be the primary means of communication to the membership by the Board and the Manager. Each member shall be responsible for ensuring that the Board has a current email address for the member.

ARTICLE VIII. GENERAL MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the Association (Annual Meeting) shall be held between the 1st day of August and the 31st day of October in each year at the office of the Association or at such place convenient to the members with the State of Arizona, as designated by the Board.

SECTION 2. SPECIAL MEETINGS

In addition to the Annual Meeting, Special Meetings may be called by the President or by majority vote of the Board.

SECTION 3. NOTICE OF MEETINGS

Unless waived by a two thirds vote of the members present, ten (10) days notice of the time and place of an annual or special meeting must be conveyed by the secretary to all members and member clubs. Unless waived by a two thirds vote of the members present two (2) days before the meeting, an agenda for the meeting, including any committee reports that are to be presented, shall be conveyed to the members and the member clubs.

SECTION 4. QUORUM



When a meeting of Members has been properly called and proper notice therefore has been given, the presence at such meeting of a majority of Members entitled to vote shall constitute a quorum.

SECTION 5. CONDUCT OF MEETINGS

All regular and special meetings of the Club shall be conducted in accordance with **Robert's Rules of Order** in accordance within appropriate adaptation thereof. Agenda for the meeting shall be as follows

- Call to Order
- Officer Reports
- Committee Reports
- Election / Appointment of Board Members
- Board Election of Officers
- Election / Appointment of Committee Members
- Deferred Business
- New Business

Other agenda items shall be added as needed to conduct association business.

SECTION 6. VOTING RIGHTS

Each member shall be entitled to vote according to their membership status as outlined in Article IV, Section 3. Board members shall vote at the general membership meeting according to their membership status. Voting at an Annual or Special meeting shall be in person or by proxy, duly certified.

ARTICLE XIX. INDEMNIFICATION

1. The Club shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the persons did not in a manner which he reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
2. The Club shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the Club or is or was serving at the request of the Club as a director, employee or agent of another enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been judged to be liable for negligence or misconduct in the performance of his duty to the Club and except that no



indemnification shall be made in respect of any claim, issue or Matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is a fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. To the extent that a director, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 of this Article, or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.
4. Any indemnification under paragraphs 1 and 2 of this article (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 and 2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or (2) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the affirmative vote of a majority of the Members entitled to vote thereon.
5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in this Article.
6. The indemnification provided by this Article shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any resolution approved by the affirmative vote of a majority of the Members, both as to action by a director, officer, employee or agent in his official capacity while holding such office or position, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
7. The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X. COMMITTEES - OTHER OFFICES

SECTION 1. STANDING AND SPECIAL COMMITTEES-

The Board may establish and abolish such standing and special committees as needed to further the mission of the Association. No standing or special committee may exercise the authority of the officers or the Association.

Initial Standing Committees of the Association shall be



Tournament Committee – In conjunction with the member clubs and the Board, the tournament committee shall create the schedule for each season and shall serve as (or appoint in the event of a conflict) the USPA tournament committee for all USPA events.

Handicap Committee – Review all APA Player member handicaps on a semi-annual basis and work with the USPA Border Circuit Handicap Committee and the USPA Handicap Staff to make sure all member handicaps are properly recorded

Disciplinary / Rules Committee – Resolve all disciplinary matters brought to the committee by a member. Recommend to the Board any disciplinary actions as needed

Nominating Committee – In anticipation of the annual meeting of Members, the Board shall appoint a nominating committee, consisting of three (3) Playing Members. The nominating committee shall nominate a candidate for each directorship and committee position to be filled.

Social Committee – Organize and promote social events in conjunction with Association polo tournaments and other Association events

SECTION 2. OTHER ASSOCIATION OFFICES

The Board may establish and abolish such other offices as it may desire. No other Association office established by the Board may exercise the authority of the Board or the Officers or the Association.

Initial Other Association Offices shall be

USPA Delegate – Perform duties of USPA Club delegate as outlined in the Constitution and Bylaws of the USPA. Delegate must a Playing member who is also a US Citizen.

Head Umpire – Organize officiating at all Association events. Organize USPA umpire training on an annual basis. Coordinate with the USPA Umpires LLC for umpire certification and reimbursement of monies via circuit and national umpire programs

SECTION 3. MEMBERSHIP

The term of office for all committees and other Association offices shall be one year. Elections shall be held at every annual meeting. Election shall be by majority vote with nominations excepted from the floor.

SECTION 4. REMOVAL

Any committee member, Officer, or Board Member either elected or appointed may be removed by a two-thirds vote of the Board, or of the Membership at Special Meeting, if, in the judgment of the Board or the Members, the best interests of the Association would be served thereby.

SECTION 5. VACANCY

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board by appointment.



ARTICLE XI. AMENDMENTS

An amendment to the Association's by-laws requires a two thirds vote of the members present and voting at any special or regular meeting of the Association, providing the proposed amendments(s) shall have been presented at the previous regular meeting or in writing to every Board member at least two (2) weeks before the meeting at which the amendment is to be acted upon

