

USA TEAM HANDBALL, INC.

CERTIFICATE OF CEO REGARDING BOARD RESOLUTION

The undersigned, Barry Siff, Chief Executive Officer (the “CEO”) of USA Team Handball, Inc. (“USATH”) hereby certifies that the Board of Directors of USATH has duly adopted the following Resolution at its duly called meeting held on 26 April 2019.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of February, 2020.



Name: Barry Siff

Title: Chief Executive Officer

USA TEAM HANDBALL, INC.

Board of Directors Resolution

WHEREAS, the Board of Directors (the “Board”) with each member thereof a “Director”) of USA Team Handball, Inc. (“USATH”) previously has, after due inquiry and advice, deemed it advisable and in the best interest of USATH and its members to amend certain provisions in the USATH Bylaws (the “Bylaws”) with respect to the composition of its Board.

WHEREAS, specifically, the Board wishes to expand the Board of Directors from nine (9) to eleven (11) members by adding an Independent Director, who shall immediately serve as its Chair, and an athlete representative from the Beach Handball discipline.

WHEREAS, Beach Handball is a discipline that is not on the program of the Olympic Games or Pan American Games, is recognized by the IHF, and regularly has been and is included in the international competition program of the IHF.

WHEREAS, the following were, are and/or will be recognized as international championships in Beach Handball by the IHF: the Beach Handball World Championships, the Beach Handball Pan American Championships (and its successor the Beach Handball NORCA Championships), the World Beach Games and the World Games.

WHEREAS, USATH National Teams in Beach Handball have competed in the 2012 Beach Handball Pan American Championships (women), the 2016 Beach Handball Pan American Championships (men), the 2016 Beach Handball World Championships (men), the 2018 Beach Handball Pan American Championships (women and men) and the 2018 Beach Handball World Championships (men and women), and expect to compete in the 2019 Beach

Handball NORCA Championships (women and men), the 2019 World Beach Games (men and women) and the 2021 World Games (women and men).

THEREFORE, BE IT:

RESOLVED, that any reference in this Resolution or any exhibit attached hereto: (i) to “Section” means a Section of the Bylaws and (ii) capitalized term not otherwise defined in this Resolution or any exhibit attached hereto shall have the meaning ascribed thereto in the Bylaws.

RESOLVED FURTHER, that Section 6.5 is hereby deleted in its entirety and replaced as follows:

“Section 6.5. Number.

The Board of Directors shall consist of eleven (11) total Directors: three (3) of whom shall be athlete representatives consisting of two (2) Athlete Directors and one (1) Beach Athlete Director, six (6) of whom shall be Independent Directors and two (2) of whom shall be General Membership Directors.”

RESOLVED FURTHER, that Exhibits A and B set forth in the Board Resolution dated 28 June 2018, as such have been updated in USATH’s books and records, are hereby deleted and replaced in their entirety by Exhibits A and B to this Resolution.

RESOLVED FURTHER, that the entire second sentence of Section 6.6A shall be deleted in its entirety and a new Section 6.6(A1) shall be inserted into the Bylaws following Section 6.6(A) [Athlete Directors] and preceding Section 6.6(B) [Independent Directors] which shall state, in its entirety the following:

“(A1) Beach Athlete Director: *There shall be one (1) Beach Athlete Director who shall be a person that, within the ten (10) years preceding election, represented the United States in the IHF Beach World Championships, the Pan American Beach Championships or its successor the NORCA Beach Championships, the World Beach Games or the World Games. The Beach Athlete Director shall be directly elected by athletes who meet the standards set forth in the preceding sentence. The same person, if qualified, cannot serve as the Beach Athlete Director and an Athlete Director; provided however that if an athlete meets the standards to vote both in the election for the Beach Athlete Director and, pursuant to the Section 12.2, in the election for the AAC Representative and the Alternate AAC Representative (who, pursuant to Section 6.6(A) are the Athlete Directors), then such athlete is eligible to vote in both such elections.*

For the sake of clarity, in order to be eligible to be elected, and to serve, as the Beach Athlete Director, a person must satisfy the qualifications set forth in Section 6.4 (as restated in the Resolution dated 28 June 2018). Further, the Athlete Directors and the Beach Athlete Director collectively are “athlete representatives” pursuant to Section 8.81, and satisfy the standards set forth in Sections 8.8.1 and 8.8.2, of the USOC Bylaws.

RESOLVED FURTHER, that the CEO is directed to implement a process for the election of the Beach Athlete Director as soon as possible in accordance with this Resolution, Section 6.6(A1) and any other applicable portions of the Bylaws.

RESOLVED FURTHER, that the first sentence of Section 6.6.B shall be deleted and replaced in its entirety as follows: *“There shall be six (6) Independent Directors.”*

RESOLVED FURTHER, that the Board directs the Nominating and Governance Committee to work with the United States Olympic Committee (the “USOC”), which has offered the resources of a recruiting service which will identify to the Nominating and Governance Committee two or more candidates suitable to serve both in the newly created Independent Director position and, as described below, as Chair. The Nominating and Governance Committee shall select one of such persons as an Independent Director to hold Board Seat Number 10. For the sake of clarity such persons shall be subject to Sections 6.4 and 8.10.2 (as previously were amended and restated in the Board Resolution dated 28 June 2018). The obligations and procedures set forth above in this Resolution shall only apply for this initial selection of, and not apply to the selection of a successor to, the Independent Director holding Board Seat Number 10.

RESOLVED FURTHER, that pursuant to Section 7.2 the Board elects from among the Directors, by majority vote, a Chair. The Board understands that the election of the Independent Director holding Board Seat Number 10 to the position of Chair is in the best interests of USATH at this time. Notwithstanding anything to the contrary in Sections 7.2 or 7.3, the election of a Chair shall promptly occur after the selection by the Nominating and Governance Committee of the Independent Director holding Board Seat 10 and such Chair’s term shall commence immediately thereafter for a term ending commensurately with the Independent Director’s term as set forth on Exhibit A. This requisite election of the Independent Director holding Board Seat Number 10 as Chair shall apply only for this single initial term and shall not apply to the election of a successor to this Chair.

RESOLVED FURTHER, that since the Board has the power to amend the Bylaws, this Resolution shall serve to the extent specifically provided herein or as otherwise required or necessary as an amendment to such Bylaws, and, to the extent that any USATH rule or prior Board action is inconsistent with this Resolution, then such rule or action is hereby superseded to the extent required or necessary.

RESOLVED FINALLY, that the CEO is authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things (including, without limitation, the expenditure of monies) that he may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing Resolutions.

Exhibit A to Board Resolution dated 26 April 2019

Board Seat Number 1 is for an Athlete Director: seat will next be up for election prior to and effective as of 1 Jan 2021 and then every 4 years.

Board Seat Number 2 is for an Athlete Director: seat will next be up for election prior to and effective as of 1 Jan 2021 and then every 4 years.

Board Seat Number 3 is for a General Membership Director: seat will next be up for election prior to and effective as of 1 Jan 2019 and then every 4 years.

Board Seat Number 4 is for a General Membership Director: seat will next be up for election prior to and effective as of 1 Jan 2019 and then every 4 years.

Board Seat Number 5 is for an Independent Director: seat will be up for selection prior to and effective as of 1 Jan 2019 and then every 4 years.

Board Seat Number 6 is for an Independent Director: seat will be up for selection prior to and effective as of 1 Jan 2019 and then every 4 years.

Board Seat Number 7 is for an Independent Director: seat will be up for selection prior to and effective as of 1 Jan 2019 and then every 4 years.

Board Seat Number 8 is for an Independent Director: seat will next be up for selection prior to and effective as of 1 Jan 2021 and then every 4 years.

Board Seat Number 9 is for an Independent Director: seat will next be up for selection prior to and effective as of 1 Jan 2021 and then every 4 years.

Board Seat Number 10 is for an Independent Director: seat will next be up for selection prior to and effective as of 1 Jan 2023 and then every 4 years.

Board Seat Number 11 is for a Beach Athlete Director: seat will next be up for election prior to and effective as of 1 Jan 2021 and then every 4 years.

Exhibit B to Board Resolution dated 26 April 2019

Board Seat Number 1: David Thompson

Board Seat Number 2: Sarah Gascon

Board Seat Number 3: Patrick Jalabert

Board Seat Number 4: Julian Orr

Board Seat Number 5: Randy Dean

Board Seat Number 6: Bob Djokovich

Board Seat Number 7: Camille Nichols

Board Seat Number 8: David Buckman

Board Seat Number 9: Diane Miller

Board Seat Number 10: Independent Director to be selected pursuant to the Resolution

Board Seat Number 11: Beach Athlete Director to be selected pursuant to the Resolution

A copy of this Exhibit will be: (i) updated when and as necessary to reflect the names of any different Directors; (ii) entitled “Current Directors and Board Seat Numbers”; (iii) dated as of the date of the effective date of any changes; and (iv) maintained in the USATH’s corporate books and records.