

**USA TEAM HANDBALL BYLAWS SECTION 6.6(B)**  
**(as amended and restated by Board of Directors' Resolution, effective January 7, 2021)**

**“(B) Independent Directors:** There shall be six (6) Independent Directors. At least one (1) of the Independent Directors, who shall also serve on the Audit and Compensation Committee, shall have financial expertise. An individual shall be determined to be “independent” if he or she has no material relationship with USATH, either directly or through an organization that has a material relationship with the USATH. A relationship is “material” if, in the reasonable judgment of the Nominating and Governance Committee, it would interfere with the individual’s independent judgment. Without limiting the parameters described in the prior paragraph, an individual will not be considered independent if, within the preceding five (5) years, he or she:

1. was employed as an Officer or Director of USATH or was employed by or held any governance position (whether a paid or volunteer position) within USATH, the IHF, any handball national federation or confederation or any other organization that oversees organized handball competition;
2. is an immediate family member of an individual who was employed as an Officer or Director of USATH or was employed by or held any governance position (whether a paid or volunteer position) within USATH, the IHF, any handball national federation or confederation or any other organization that oversees organized handball competition;
3. was affiliated with or employed by USATH’s outside auditor or outside counsel, unless such outside auditor or outside counsel provides services to USATH on a pro bono basis;
4. is an immediate family member of a Director of USATH who was affiliated with or employed by USATH’s outside auditor or outside counsel as a partner, principal, or manager unless such outside auditor or outside counsel provides services to USATH on a pro bono basis;
5. the individual was a member of the USATH Athletes’ Advisory Council;
6. the individual was a member of any constituent group with representation on the Board;
7. received any compensation from USATH, directly or indirectly, with the understanding that reimbursement for expenses shall not be considered; or
8. is an executive officer, controlling shareholder, or a partner of a corporation or partnership or other business entity that

does business with USATH, including but not limited to any business entity involved in the manufacture or sale of Team Handball equipment.

9. the individual is the parent or close family member or coach of an athlete that has competed in a protected competition; or

10. the individual is a member of USATH in a membership category that participates in competitions.

When the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether the individual is independent, will be made by the Nominating and Governance Committee.”

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**Section 8.10. Nominating and Governance Committee.**

The Nominating and Governance Committee shall be appointed and have the responsibilities as follows:

**810.1. Functions.** The Nominating and Governance Committee shall (i) identify and evaluate prospective candidates for the Board and Standing Committees; (ii) select the Independent Directors of the Board pursuant to Section 6.6(C) of these Bylaws; (iii) recommend as requested by the Board individuals to serve on various Committees; (iv) consult with the Judicial Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues; (v) develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its Committees and *Ad Hoc* Committees; and (vi) perform other such duties as assigned by the Board.

**810.2. Qualification Review Process.** In reviewing a candidate's qualifications for the Board of Directors pursuant to Sections 6.6(B) and (C) of these Bylaws, the Nominating and Governing Committee shall take into consideration the candidate's: (i) contribution to the effective functioning of the USATH; (ii) professional and/or sport experiences that may be relevant to USATH; (iii) time commitments and/or ability to attend meetings and fully participate in the activities of the Board; (iv) reputation for professional integrity and commitment to ethical conduct; (v) relationships with other organizations that may cause a real or perceived conflict of interest with the goals and mission of USATH; (vi) ability to generate or attract revenue funds to the USATH; (vii) ability to be a productive board member with ability to think globally and/or possess the skills and traits to develop the sport and the infrastructure of the sport of Team Handball; and (viii) other qualifications for which the Nominating and Governance Committee deems appropriate to select or exclude a potential Director.

**810.3. Committee Members.** The Nominating and Governance Committee shall be comprised of six (6) members who shall be selected as follows:

**(A)** Two (2) athletes appointed by the AAC according to the process set forth in Section 12.3 of these Bylaws;

**(B)** Three (3) individuals who (i) are independent, as that term is defined in Section 6.6(B)(ii) of these Bylaws, and (ii) have had no experience playing the sport of team handball in organized league competition, appointed by the Board of Directors, provided that one such individual may instead be a current USATH Independent Director only if his or her term is ending and he or she is not seeking reelection; and

**(C)** One (1) individual who (i) is independent, as that term is defined in Section 6.6(B)(ii) of these Bylaws and (ii) has had no experience playing the sport of team handball in organized league competition, appointed by the Nominating and Governance Committee.

**810.4. Chair.** One (1) of the three individuals chosen by the Board of Directors under Section 8.10.3(B) above shall be elected as Chair of the Nominating and Governance Committee.

**810.5. Committee Members Cannot be Directors.** No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current Director of USATH, except as provided in Section 8.10.3(B) above. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors, except as provided in Section 8.10.3(B) above. Members of the Nominating and Governance Committee shall be precluded from serving as a Director or in any other USATH capacity, whether governance or on staff, for a period of one (1) full year after their term on the Nominating and Governance Committee ends.