

USA SOFTBALL BYLAWS



INTRODUCTION

USA Softball is the National Governing Body for the sport of softball in the United States. These Bylaws shall govern USA Softball and its members.

USA Softball also has a Procedural Manual, a Code and Official Playing Rules. If any provision of those documents is in conflict with or inconsistent with the Bylaws, the Bylaws supersede and take precedence over those documents.

SECTION 1.

NAME, STATUS AND SEAL AND PRECEDENCE OF BYLAWS

Section 1.1. Name.

The name of the corporation shall be USA SOFTBALL, INC. (referred to in these Bylaws as “USAS”). USAS may also do business as the “The Amateur Softball Association of America” and “American Softball Association”. USAS may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status.

USAS shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Oklahoma. USAS shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of softball. USAS shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Section 1.3. Seal.

USAS may have a corporate seal inscribed thereon with the name of USA Softball and the words “Corporate Seal” and “Oklahoma” or abbreviation thereof. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Section 1.4. Precedence of Bylaws.

The Bylaws supersede and take precedence over USAS’s Code, Procedural Manual, and Playing Rules and over any other policy or procedures adopted by USAS. If the Code, Procedural Manual, Playing Rules or any other policy or procedure adopted by USA is in conflict with or inconsistent with USAS’s Bylaws, the Bylaws govern and control.

SECTION 2.

OFFICES

Section 2.1. Business Offices.

The principal office of **USAS** shall be in Oklahoma City, Oklahoma. **USAS** may at any time and from time to time change the location of its principal office. **USAS** may have such other offices, either within or outside Oklahoma, as the Board may designate or as the affairs of **USAS** may require from time to time.

Section 2.2. Registered Office.

The registered office of **USAS** required by the General Corporation Act of the State of Oklahoma (the “General Corporation Act”) shall be maintained in Oklahoma. The registered office may be changed from time to time by the Board or by the officers of **USAS**, or to the extent permitted by the General Corporation Act by the registered agent of **USAS**. The registered office may be, but need not be, the same as the principal office.

SECTION 3.

MISSION, OBJECTIVES

Section 3.1. Mission.

The Mission of **USAS** shall be to develop, direct, promote and grow the sport of softball in the United States to ensure maximum participation, optimal performance and educational excellence. Additionally, **USAS** shall enable United States athletes to achieve sustained competitive excellence in international competitions, including the Olympic and Pan American Games.

Section 3.2 Objectives.

The objectives of USA Softball shall be:

- a. To promote softball for all persons regardless of race, color, creed, religion, age, sexual orientation, disability, veteran status, national origin or ancestry.
- b. To establish uniform softball rules and regulations.
- c. To encourage softball to be conducted in accordance with the spirit of true sportsmanship free from bullying, hazing, harassment (including sexual harassment), emotional misconduct, physical misconduct, and sexual misconduct (including child sexual abuse) and establish principles for ethical behavior and matters relating to conflict of interest as provided by **USAS's** Board and National Council.
- d. To encourage the union of all eligible teams, organizations or groups into such separate associations with active membership in **USAS** as may from time to time be deemed best adapted to advance the cause of softball.
- e. To establish and maintain by allied membership, alliances with non-profit associations or organizations devoted wholly or partially to the promotion and development of the game of softball on a state, regional or national level.
- f. To promote and conduct annual softball championships.
- g. To educate and train in the proper skills of softball play and rules of the game through promoting, organizing, and conducting clinics, seminars and training courses.

SECTION 4.

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USAS shall seek and attempt to maintain recognition by the United States Olympic Committee as the National Governing Body for the sport of softball in the United States. In furtherance of that purpose, **USAS** shall comply with the requirements for recognition as a National Governing Body (NGB) as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220529) and as mandated by the United States Olympic Committee (“USOC”) as such requirements are promulgated or revised from time to time. In fulfilling those requirements **USAS** shall:

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of softball, currently the World Baseball Softball Confederation;
- b. be autonomous in the governance of the sport of softball by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for softball relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of softball;
- d. provide for individual and/or organizational membership;
- e. ensure that its Board, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in **USAS** or who have represented the United States in an international amateur athletic competition in **USAS** within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board or other governance body;
- f. provide for reasonable direct representation on its Board for any amateur sports organization that: (i) conducts a national program or regular national amateur competition in the sport **USAS** on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, and (ii) ensures that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of softball in the United States;
- g. be governed by a Board whose members are selected without regard to race, color, religion, age, gender, sexual orientation, sexual identity, or national origin, with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes to participate in softball competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin, provided however, that national

- origin shall be used as a criteria to determine eligibility for any person to participate on a national team representing the United States of America; and except that age and gender shall be used as an eligibility criteria for certain softball divisions, activities and events.
- i. provide an equal opportunity to coaches, trainers, managers, administrators, and officials to participate in softball competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation, sexual identity, or national origin;
 - j. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
 - k. provide procedures for the prompt and equitable resolution of grievances of its members;
 - l. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
 - m. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in **USAS**, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
 - n. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of **USAS** recognized by the International Olympic Committee;
 - o. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

Section 4.2. Anti-Doping and SafeSport Requirements

As an NGB, **USAS** is required to adhere to the anti-doping rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent anti-doping organization designated by the USOC to investigate and resolve anti-doping rule violations. The USOC has designated the United States Anti-Doping Organization (USADA) as that organization. The current anti-doping rules, policies and procedures are available at the offices of **USAS** or on-line at the following website: www.usada.org.

As an NGB, **USAS** is required to adhere to the SafeSport rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOC to investigate and resolve safe sport violations. The USOC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of **USAS** or on-line at the following website: www.safesport.org

SECTION 5.

MEMBERS

Section 5.1. Categories of Membership.

USAS shall have individual, team and organization membership categories as follows:

A. Individual Membership Categories –

1. Athlete members. Athlete members are those individuals who are eligible for competition in the sport of softball, who are competitive athletes and who register with and pay the applicable registration fee to their Local Association. Athlete members shall include those persons who individually register as Athlete members with an applicable Local Association, and also those persons listed on a team roster that registers its team with an applicable Local Association. Athlete members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.
2. Elite Athlete members. Elite Athlete members are those individuals who are invited or selected to participate in USA Softball's National Team activities and who are eligible for elite competition in the sport of softball. Elite Athlete members place their membership with **USAS** and there is no annual membership fee for Elite Athlete members.
3. Coach members. Coach members are those individuals who are active coaches and who register with and pay the applicable registration fee to their Local Association.
4. Scorekeeper members. Scorekeeper members are those individuals who are active scorekeepers and who register with and pay the applicable registration fee to their Local Association.
5. Umpire members. Umpire members are those individuals who are active umpires and who register with and pay the applicable registration fee to their Local Association.
6. Commissioner members. Commissioner members are those individuals, as designated by the **USAS** Board and as accepted by the applicable Local Association, to act as a liaison to **USAS** on behalf of a Local Association. Commissioner members place their membership with **USAS** and there is no annual membership fee for Commissioner members. Commissioner members shall also include those Commissioner members who have been approved by the **USAS** Board to be Commissioner Emeritus members, who are defined as those members having fifteen (15) years of service, or ten (10) years of service if the Commissioner is over 70 years of age. The aforementioned years of previous service as a Commissioner does not need to be consecutive.
7. Junior Olympic (JO) Commissioner members. JO Commissioner members are those individuals, as designated by each Commissioner member and as accepted by the applicable Local Association Member, to promote the **USAS** JO Program within the geographic boundaries of a

Local Association. Junior Olympic (JO) Commissioner members place their membership with the applicable Local Association and there is no annual membership fee for Junior Olympic (JO) Commissioner members.

8. National Council members. National Council members are those persons, as defined in Section 9.3 of these Bylaws, and who have voting rights on the National Council. National Council members who are existing members by virtue of other membership within USAS place their membership with their applicable Local Association, and there shall be no need for further membership specifically as a National Council member. To the extent there is no applicable Local Association or other applicable membership category, then such National Council member shall place his or her membership with **USAS** pursuant to any eligibility requirements for National Council membership as determined by the **USAS** Board. National Council members shall also include those National Council members who have been approved by the **USAS** Board to be National Council Member Emeritus members, who are defined as those members having fifteen (15) years of previous tenure on the **USAS** National Council. The aforementioned fifteen (15) years of previous service on the National Council does not need to be consecutive.
9. Life members. Life members are those individuals who desire to aid in the promotion of the game of Softball, and who previously have been members of **USAS** or served as members of the National Council. Life members shall register with and pay a lifetime membership fee to **USAS** as determined by the **USAS** Board.
10. Supporter Members. Supporter members are those individuals who register with and are recognized by **USAS** as supporters of **USAS** and its programs. Supporter members place their membership with **USAS** and meet any eligibility requirements for Supporter membership as determined by the **USAS** Board. Supporter members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.

B. Team Membership Categories –

1. Team members. Team members are those teams who register with and pay the applicable registration fee to their local association. However, if a local association does not offer a softball program, and the team is associated with an Allied Association, then the team may register directly with and pay the applicable registration fee to **USAS**.

C. Organizational Membership Categories –

Organizational members are divided into three categories: Local Association Members, Allied members and Affiliated members.

1. Local Association members. Local Association Members are those entities recognized by the **USAS** Board. See Section 6.1. Recognition authorizes the Local Association to accept membership registrations and

promote the sport of amateur softball within their applicable designated geographic boundaries.

2. Allied members.
 - a. Armed Forces members. Armed Forces members are the Army, Air Force, Coast Guard, Navy and Marines, provided they register with and pay an annual membership fee to **USAS** as determined by the USA Board.
 - b. Disabled Sports Organization members. Disabled Sports Organization members are those non-profit organizations that conduct national softball competitions designated exclusively for individuals who are physically or mentally disabled. Disabled Sports Organization members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.
 - c. Educational Based members. Educational Based members are those non-profit organizations comprised of member educational institutions. Educational Based members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.
 - d. Promotional Organization members. Promotional Organization members are those non-profit organizations which conduct player or coach clinics or camps, conduct softball competitions or are engaged in other activities that promote the sport of softball on a national level in accordance with the objectives of **USAS**. Promotional Organization members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.
 - e. State Games Organization member. The State Games Organization member is the National Congress of State Games, provided it registers with and pays an annual membership fee to **USAS** as determined by the **USAS** Board.
 - f. State Park and Recreation Organization/Association members. State Park and Recreation/Association members are those non-profit organizations whose primary purpose is to promote parks and recreation activities, which include softball, in their respective jurisdictions. State Park and Recreation Organization/Association members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.
 - g. Philanthropic and Instructional Organization members. Philanthropic and Instructional Organization members are those non-profit organizations that are philanthropic in nature or that primarily promote the instruction of the game of softball in a clinical or other setting and do not conduct any national softball competition. Philanthropic and Instructional Organization members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.
3. Affiliated Organization members. Affiliated Organization members are those non-profit sports organizations that conduct a national program or regular national athletic competition in the sport of softball on a level of

proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competitions in the Sport of softball. In addition to any other organization who would meet this criterion, an organization accepted as an Allied member, who also meets the criteria, may apply for and be accepted as an Affiliated Organization member. Affiliated Organization members shall pay an annual membership fee to **USAS** as determined by the **USAS** Board.

Section 5.2. Application Process.

The following application process shall be utilized for individuals, teams and organizations applying for membership:

- A. Individual members.
 1. An individual applying for Athlete, Commissioner, JO Commissioner, Coach, Scorekeeper and Umpire membership shall apply and place his/her membership with their local organization. However, **USAS** at its discretion may consider any membership application made to a local organization and shall have complete and final authority to accept or reject such individual for membership in **USAS**. Such matters shall be handled by the **USAS** Membership Committee, with a recommendation to the **USAS** Board, for final approval. National Council membership need not be applied for as it is determined by virtue of election or selection within another membership category, provided however, that the **USAS** Board, at its directive, shall have the right to reject any such person for membership as a National Council member.
 2. An individual applying for Elite Athlete, Supporter and Life membership shall apply and place his/her membership with **USAS**. All such membership applications shall be referred to and considered by the **USAS** Membership Committee, which shall accept or reject such application. However, the **USAS** Board, at its directive, may review an application for membership and accept or reject such individual for membership.
- B. Team members. A team applying for membership shall apply and place its membership with their local organizations. However, if a local association does not offer a softball program, and the team is associated with an Allied Association, then the team may apply directly with **USAS**. All such membership applications shall be referred to and considered by the **USAS** Membership Committee, which shall accept or reject such application. However, the **USAS** Board, at its directive, may review an application for membership and accept or reject such team for membership.
- C. Organizational members. An organization applying for Allied or Affiliated membership shall apply and place its membership with **USAS**. All such membership applications shall be referred to and considered by the **USAS**

Membership Committee. The Membership Committee shall make a recommendation to accept or reject the application to the National Council. The National Council shall then vote on whether or not it supports the application. The National Council's vote shall then be considered by the **USAS** Board, which shall have final authority to accept or reject the organization for membership. An organization applying for Local Association membership shall be referred to, considered, and decided by the **USAS** Board.

Section 5.3. Voting Members.

National Council members (as defined in Section 9 of these Bylaws) have voting privileges at the annual National Council meetings.

Athletes, who meet the requirements as set forth in the Ted Stevens Olympic and Amateur Sports Act and USOC Bylaws, shall elect athlete directors to the **USAS** Board. See Section 7 of these Bylaws.

Also, as provided in the Ted Stevens Olympic and Amateur Sports Act and USOC Bylaws, an organization (or organizations) that conduct a national program (or programs) or regular national amateur competition (or competitions) in the sport of softball on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition, referred to in these Bylaws as Affiliated organizations, are entitled to elect a representative director to the **USAS** Board. See Section 7 of these Bylaws.

Except as set forth above, no other members have voting privileges by virtue of their membership in **USAS**.

Section 5.4. Membership Requirements and Dues.

Membership in **USAS** is a privilege and creates with it certain obligations and duties.

It shall be the responsibility of each member of **USAS** to strive to fulfill the goals of **USAS** and to promote the sport of softball. At a minimum, each member shall:

- a. follow the rules and regulations of **USAS**;
- b. support **USAS**'s programs that promote the sport of softball and that educate athletes, coaches, officials, volunteers and the public about the game;
- c. if an individual, act with the utmost civility and sportsmanlike conduct, and if a team or organization promote wholesome, safe competition;
- d. if an organization provide programs that encompass fairness to the participants and promote fair play and sportsmanship and if an individual or team support and abide by such programs;
- e. if an individual, take seriously the member's responsibility as a role model and if an organization or team encourage competitiveness in a positive manner; and,

- f. fulfill any other obligation or requirement the Board considers appropriate and necessary for the furtherance and well-being of the sport of softball, the reputation of **USAS** and the protection and safety of athletes and other members.

The Board may establish such membership requirements and fees as the Board shall deem necessary or appropriate, provided however, that membership fees for Athlete Members, Scorekeeper Members, Umpire Members, and Team Members shall not take effect until they are ratified by a majority vote of the Commissioners. Further, the Board may establish such rules and procedures for when membership fees are due and payable, the manner and method of payment of fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary or appropriate.

No privilege of membership shall be available until all membership requirements are satisfied and all fees are paid in full.

Section 5.5. Duty of Members to Comply with Anti-Doping and SafeSport Requirements.

- a. It is the duty of members of **USAS** to comply with all anti-doping rules of the International Sports Federation for softball, currently the World Baseball Softball Confederation, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the WBSC and USADA. Members agree to submit to drug testing by the WBSC and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WBSC and/or USA Softball, if applicable or referred by USADA.
- b. As a condition of membership in **USAS** and a condition for participation in any competition or event sanctioned by **USAS** or its member organizations, each **USAS** member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in **USAS** or **USAS** events (whether or not an **USAS** member), agrees to comply with and be bound by the SafeSport rules, policies and procedures of the U.S. Center for SafeSport (USCSS) and to submit, without reservation or condition, to the jurisdiction of the USCSS for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any **USAS** rule is inconsistent with the rules of the USCSS, such rule is hereby superseded.

Section 5.6. Termination of Membership.

Subject to the requirements of the Ted Stevens Olympic and Amateur Sports Act, the membership of any member may be terminated at any time by the **USAS** Board or, as

applicable, by the Local Association. A member shall have the right to fair notice and a hearing prior to termination. **USAS** may retain jurisdiction over any member who has a pending financial obligation or pending grievance, regardless of the status of membership.

Section 5.7. Transfer of Membership/Ownership Rights.

Members may not transfer their membership in **USAS**. Members shall have no ownership rights or beneficial interests of any kind in the property of **USAS**.

Section 5.8. Publication of Organizational Members.

USAS shall publish on its website a list of its Organizational members, including the class of membership for each Organizational member.

SECTION 6.

LOCAL ASSOCIATIONS, COMMISSIONERS, REGIONS, TERRITORIES AND SECTIONS

Section 6.1. Local Associations.

Local Associations shall comprise and be a part of **USAS**'s organizational structure. Local Associations may also be referred to in these Bylaws and known to the softball community as Local Associations, State Associations or Metro Associations. The Board may recognize a Local Association as a Local Association member as it determines will best serve the mission of **USAS** and the interests of the sport of softball at the local level. Recognition shall bestow upon the Local Association the benefits and obligations of Local Association membership in **USAS**. See Section 5.1. The **USAS** Board shall determine the geographic boundary of each Local Association.

Each Local Association shall be incorporated as a non-profit corporation and be recognized by the Internal Revenue Service as a tax-exempt organization. Each Local Association shall have a Board that governs its affairs and an office that manages its operations. Each Local Association shall maintain a Commissioner who is approved by **USAS**, who shall be the principal liaison between the Local Association and **USAS**. Each Local Association shall have a budget and the financial capability to ensure its operational well-being and to execute its service to **USAS** and the softball community. Each Local Association shall pay yearly association, membership and other fees to **USAS**, as determined from time to time by the **USAS** Board. Local Associations shall be responsible for the registration of Athlete members, Coach members, Umpire members, Scorekeeper members, Junior Olympic (JO) Commissioner members, and Team members. Local Associations are required to meet registration requirements to remain in good standing, as determined by the **USAS** Board. Local Associations shall collect the applicable membership fee for each registered member and remit an amount to **USAS** as determined by the **USAS** Board. **USAS** may set forth other requirements and obligations for, and regulations pertaining to, Local Associations as it determines to be in the best interests for the governance and management of the sport of softball. **USAS** may require that Local Associations fulfill certain requirements and enter into certain agreements and licenses as a condition of continued recognition as a Local Association, as determined from time to time by the **USAS** Board. Other requirements, obligations and regulations shall be set forth in **USAS**'s Code and/or Procedural Manual. If a Local Association does not fulfill its responsibilities and obligations, the **USAS** Board may take action to revoke the Local Associations recognition. Such revocation shall also terminate the Local Association's membership in **USAS**. A Local Association shall have the right to fair notice and a hearing prior to such revocation.

Section 6.2. Commissioner Members.

The Board may recognize a Commissioner as it determines will best serve the mission of **USAS** and the interests of the sport of softball at the local level. Commissioner members

shall place their membership with his/her applicable Local Association member. Commissioner members shall at all times be subject to the approval and good standing of the Local Association member applicable to each Commissioner. Commissioners shall assist the Local Association with sanctioning of events, disciplinary matters and the collection of the applicable membership fee for each registered member and assist in the remittance of amounts to USAS, as determined by the USAS Board. USAS may set forth other requirements and obligations for, and regulations pertaining to Commissioners as it determines to be in the best interests for the governance and management of the sport of softball. USAS may require that Commissioners fulfill certain requirements and enter into certain agreements and licenses as a condition of continued membership as a Commissioner member, as determined from time to time by the USAS Board. Other requirements, obligations and regulations shall be set forth in USAS's Code and/or Procedural Manual. If a Commissioner member does not fulfill his/her responsibilities and obligations, the USAS Board may take action to revoke the membership of the Commissioner. A Commissioner shall have the right to fair notice and a hearing prior to such revocation.

Section 6.3. Regions, Territories and Sections.

The Board shall divide the United States into geographic Regions and assign each Local Association to a Region as the Board determines will best serve the interests of the sport of softball. The Board shall further divide the Regions into Territories and the Territories into Sections as the Board determines will best serve the interests of the sport of softball.

The National Council (See Section 9) members from each Region shall elect a Regional Vice President to represent the Region on the Board. The Regional Vice President shall chair Regional meetings and communicate with Commissioners in their Regions on a regular basis.

USAS may set forth requirements and obligations for, and regulations pertaining to, Regions, Territories and Sections as it determines to be in the best interests for the governance and management of the sport of softball. Such other requirements, obligations and regulations shall be set forth in **USAS's** Code and/or Procedural Manual.

Section 6.4. Publication of Local Associations, Regions, Territories, and Sections.

USAS shall publish on its website a list of all Local Associations, a list of Regions and each Local Association that is within the jurisdiction of the Region, a list of all Territories and each Region that is within the jurisdiction of the Territory and a list of all Sections and a list of each Region that is within the jurisdiction of each Section.

Section 6.5. Complaint Procedures.

Local Associations and Regions, Territories and Sections shall administer complaints as provided for in Section 16 of these Bylaws.

Section 6.6. Compliance with Act and Bylaws.

Local Associations, Regions, Territories and Sections shall comply with all obligations and requirements that an NGB must follow under the Ted Stevens Olympic and Amateur Sports Act and USOC Bylaws.

SECTION 7.

BOARD

Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of **USAS** shall be managed by, its Board.

Section 7.2. Function of the Board.

The **USAS** Board shall represent the interests of the softball community for **USAS** in the United States and of its athletes by providing **USAS** with policy, guidance and strategic direction. The Board shall oversee the management of **USAS** and its affairs, but it does not manage **USAS**. The Board shall select a well-qualified Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of **USAS**. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. adopts and amends Bylaws;
- b. adopts and amends the USA Softball Procedural Manual;
- c. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of **USAS**, and to evaluate Board performance;
- d. selects, compensates, evaluates and may terminate the Chief Executive Officer and plans for management succession;
- e. reviews and approves **USAS**'s strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- f. sets policy and provides guidance and strategic direction to management on significant issues facing **USAS**;
- g. sets goals and determines the future direction of **USAS**;
- h. reviews and approves significant corporate actions;
- i. oversees the financial reporting process, communications with stakeholders, and **USAS**'s legal and regulatory compliance program;
- j. oversees effective corporate governance;
- k. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- l. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- m. monitors to determine whether **USAS**'s assets are being properly protected;
- n. ensures that **USAS** has proper and adequate insurance to protect from risk;
- o. reviews and takes actions concerning membership, the recognition of Local Associations, and the designation of Regions, Territories and Sections.

- p. monitors **USAS's** compliance with laws and regulations and the performance of its broader responsibilities; and
- q. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 7.3. Diversity of Discussion.

USAS's Board shall be sensitive to the desirability of diversity at all levels of **USAS**, including among its athletes. **USAS's** Board shall develop and implement a policy of diversity at all levels of **USAS**, supported by meaningful efforts to accomplish that diversity. **USAS's** Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 7.4. Qualifications.

Each director of the Board must be a permanent legal resident and/or a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of Oklahoma.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of **USAS**. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face **USAS**. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport.

Section 7.5. Number.

The Board shall consist of no more than twenty (20) directors, comprised as follows:

- a. the President of **USAS**;
- b. the President Elect of **USAS**;
- c. the Immediate Past President of **USAS**;
- d. ten (10) Regional Vice Presidents;
- e. four (4) athlete directors (at least one of whom shall be male and at least one of whom shall be female);
- f. one (1) at large director;
- g. one (1) independent director; and
- h. one (1) Affiliated Organization director (provided **USAS** has an affiliated organization member or members).

Section 7.6. Election/Selection. The **USAS's** Board shall be elected/selected as follows:

- a. The President, President Elect and Immediate Past President. The President, President Elect and Immediate Past President shall each have their seat on the Board as a result of their officer positions. The President Elect shall be

elected at the National Council meeting by a majority vote of the National Council. A candidate for President Elect must submit his/her name to the National Office no later than thirty (30) days prior to the National Council meeting. The President Elect shall be elected at the National Council meeting, by a majority vote of the Council members.

- b. Regional Vice Presidents. Each Region shall elect a Regional Vice President. A Regional Vice President must reside within his/her respective Region and must maintain status as a National Council member. A candidate for a Regional Vice President position must submit his/her name to the National Office no later than thirty (30) days prior to the National Council meeting. Regional Vice Presidents shall be elected at the National Council meeting, by a majority vote of the Council members from their Region.
- c. Athlete directors. The four (4) Athlete directors shall be directly elected by athletes eligible to run. Two (2) of the Athlete directors shall be elected by virtue of achieving the highest vote totals in the election for the **USAS**' AAC representative and alternate on the USOC Athletes' Advisory Council, meeting the qualifications set forth in Section 12.2. The other two (2) Athlete directors shall be elected in a separate election and shall meet the following qualifications:
 - 1) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the IF of the NGB; or 2) within the twenty-four (24) months preceding election demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or, in a team sport, have been a member of the NGB's national team.

Subject to meeting the eligibility requirements, eligible athletes may run and vote in both elections. The vote tallies for the AAC member/alternate positions shall be counted and tallied prior to the vote count for the separate election, and any person elected to the AAC member and alternate positions shall already be elected to the **USAS** Board and shall no longer be eligible for election to the **USAS** Board pursuant to the separate election. The other two (2) athlete directors shall be elected pursuant to the separate election, as follows: (a) in the event the two AAC member/alternate directors that are elected are of different genders, then the two eligible individuals with the highest vote totals in the separate election shall be elected to the two remaining **USAS** athlete director positions; or (b) in the event the two AAC member directors that are elected are of the same gender, then the female with the highest vote total among the eligible female candidates and the male with the highest vote total among the eligible male candidates shall be elected to the two remaining **USAS** athlete director positions. All athlete directors are elected for a four (4) year term. Elections shall take place after the Summer Olympic Games but prior to January 1 of the year following the Summer Olympic Games, with the commencement of the term beginning on January 1.

At least 20% of the total number of directors shall be athlete directors. **USAS** shall pay for the reasonable expenses of the athlete Board directors to attend **USAS** Board meetings.

- d. At Large Director. The Nominating and Governance Committee shall recommend and nominate a candidate for the position of at large Director, using whatever process the Nominating and Governance Committee determines to be appropriate. The Board shall elect one (1) at large director.
- e. Independent Director. The Nominating and Governance Committee shall nominate, using whatever process the Nominating and Governance Committee determines to be appropriate, at least one (1) director from among individuals considered to be independent, as that term is defined in Section 7.7. The Board shall elect one (1) independent director.
- f. Affiliated Organization Director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization director.

Section 7.7. Independence.

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each independent director, and disclose those determinations. Under the definition of “independence” adopted by the Board, an “independent director” shall be determined to have no material relationship with **USAS**, either directly or through an organization that has a material relationship with **USAS**. A relationship is “material” if, in the judgment of the Nominating and Governance Committee, it would interfere with the director’s independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating Committee.

A director shall not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with **USAS**, the international federation of softball, the international regional sport entity of softball, or any sport family entity of softball;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with softball, the international federation of softball, the international regional sport entity of softball, or any sport family entity of softball;
- c. the director was affiliated with or employed by **USAS**’s outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by **USAS**’s outside auditor or outside counsel as a partner, principal or manager;

- e. the director was a member of **USAS**'s Athletes' Advisory Council;
- f. the director was a member of any constituent group with representation on the Board;
- g. the director receives any compensation from **USAS**, directly or indirectly; or
- h. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with **USAS**.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

Section 7.8. Board Term.

The term of office for a director of the Board shall be two (2) years. A director's term shall commence at the conclusion of the National Council meeting and shall end at the conclusion of the National Council meeting two years later. However, a director shall hold office until the director's successor is elected/selected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 7.9. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person. Attendance by proxy or attendance by telephone shall not constitute attendance in person for purposes of the immediately preceding sentence. Notwithstanding the foregoing, a **USAS** director shall not be deemed absent from any **USAS** Board meeting for purposes of this Section 7.9 if the absence was the result, in whole or in part, of the director's participation in **USAS**' National Team activities.

Section 7.10. Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the President, except the President's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective. A director shall be removed by the Board if they fail to attend telephonically or in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). A director, other than a Regional Vice President, shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the director to be heard by the

Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). A Regional Vice President director shall also be removed for cause (i) at any duly noticed meeting of the Board, and after being provided an opportunity for the director to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question) or (ii) after being provided an opportunity to provide a statement to the Region's National Council members, by a two-thirds (2/3) vote of the Region's National Council members.

No director shall be subject to removal or to not being re-nominated based on how they vote as a director, unless such voting is part of a violation of **USAS's** Code of Ethics.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 7.11. Regular and Special Meetings.

USAS's Board shall meet at regularly scheduled meetings, or with such other frequency as is appropriate for the Board to meet given the circumstances. The Board shall meet during the National Council meeting. Otherwise, the President shall determine, after conferring with the Board, the date and location of Board meetings. Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

Section 7.12. Notice of Meetings.

The Chief Executive Officer shall send to each member of the Board written notice of each meeting of the Board at least three (3) days prior to such meeting. The notice shall specify the date and time of the meeting and shall also include either a place where the meeting will be held or a telephone number which a director may use to participate in the meeting telephonically, by facsimile or by e-mail. Notice shall be deemed given to a director when deposited in the United States mail or with a reputable delivery service addressed to the mailing address for such director as shown in the official directory of **USAS** or such other mailing address as such director may specify to the Chief Executive Officer in writing from time to time, or when transmitted to the facsimile number or e-mail address of such director as shown in the official directory of **USAS** or such other facsimile number or e-mail address as such director may specify to the Chief Executive Officer in writing from time to time. The notice need not specify the purpose of the meeting. Any business that may be transacted by the Board at a regular meeting may also be transacted at a special meeting of the Board.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.13. Quorum.

A simple majority of the directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 7.14 Action of the Board/Consent.

Unless otherwise provided for herein, the act of at least eleven (11) directors on the Board shall constitute an act of the Board.

As further provided in Section 7.17, the written consent of at least eleven (11) directors on the Board shall also constitute an act of the Board.

Section 7.15. Attendance and Voting by Proxy.

Proxies shall be allowed, provided the proxy request is submitted to **USAS** at least three (3) business days prior to the commencement of the meeting and such proxy request is approved by the Board.

Section 7.16. Presumption of Assent.

A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.17. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if at least eleven (11) directors on the Board via electronic means or in writing: (i) consent to such action; and (ii) such writing is promptly circulated to the entire Board.

Section 7.18. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the President case requires such action.

Section 7.19. Agenda.

The agenda for a meeting of the Board shall be set by the President after consultation with the Chief Executive Officer. A director may request that items be placed on the Board agenda. A Board agenda shall be placed on **USAS**'s website and available to **USAS**' members no later than seven (7) days prior to the meeting date.

Section 7.20. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the President unless otherwise provided in advance by the Board. The President shall lead meetings of the Board. If the President is absent from any meeting of the Board, then the Immediate Past President shall preside. If the Immediate Past President is unable to preside, then the President Elect shall preside.

Section 7.21. Effectiveness of Actions.

Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.22. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board shall be open to **USAS** members. In the event the President, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the President may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the President may specifically designate and call an executive session. Further, the President may open a meeting of the Board to non-members, with the consent of a majority of the directors of the Board in attendance.

Section 7.23. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on **USAS**'s website for review by **USAS**' members. Every reasonable effort will be made to post the minutes within thirty (30) days after completion of the meeting. Meeting archived minutes shall also be posted and available to **USAS**' members on **USAS**'s website.

Section 7.24. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with **USAS**'s policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of **USAS** in any other capacity.

SECTION 8.

OFFICERS

Section 8.1. Designation.

The officers of **USAS** shall be a President, President Elect, Immediate Past President, Treasurer, Chief Executive Officer and Secretary.

Section 8.2. Election/Selection.

- a. President. An individual after serving his/her term as President Elect, shall assume the office of President. The President shall take office immediately following conclusion of the National Council meeting.
- b. President Elect. Candidates seeking the position of President Elect shall submit their names to the National Office no later than thirty (30) days prior to the National Council meeting. The President Elect shall be elected by a majority vote of the National Council. The President Elect shall take office immediately following conclusion of the National Council meeting.
- c. Immediate Past President. An individual after serving his/her term as President, or who is appointed to this position by the Board pursuant to Section 8.7, shall assume the office of Immediate Past President. The Immediate Past President shall take office immediately following conclusion of the National Council meeting.
- d. Treasurer. The Treasurer shall be elected by the **USAS** Board and may be a staff employee of **USAS** or may be a director of the Board. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling him/her to fulfill the duties of Treasurer. The Treasurer shall take office upon election. In the event the Treasurer is a staff employee of **USAS**, then his/her position as Treasurer shall automatically cease upon the termination, for any reason, of his/her employment as a staff employee.
- e. Chief Executive Officer. The Chief Executive Officer shall serve by reason of his/her employment with **USAS**, as set out in Section 14 of these Bylaws.
- f. Secretary. The Chief Executive Officer shall designate one member of the staff, with approval of the Board, to serve as the corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. However, in any circumstance in which the Chief Executive Officer has not designated a staff person to serve as Secretary, the Board may select a director of the Board or another individual employed by **USAS** to serve as Secretary.

Section 8.3. Term.

The term of office of the President, President Elect and Immediate Past President shall be two (2) years. The President shall hold office until replaced by the current President Elect. The President Elect shall hold office until replaced by a newly elected President Elect. The Past President shall hold office until replaced by the current President. The

President, President Elect and Immediate Past President shall hold office as stated above or until their earlier resignation, removal, incapacity, disability or death.

The term of the office of Treasurer shall be unlimited. The Treasurer shall hold office until the Treasurer's successor is elected and seated or until the Treasurer's earlier resignation, removal, incapacity, disability or death.

The term of office of the Chief Executive Officer is unlimited. The Chief Executive Officer shall hold office until his/her employment with **USAS** ends or until the Chief Executive Officer's earlier resignation, incapacity, disability or death.

The term of office of the Secretary is unlimited. The Secretary shall hold office until his/her employment with **USAS** ends, when removed by the Chief Executive Officer, when the Chief Executive Officer designates a different individual to serve as Secretary, with approval of the Board, or until the Secretary's earlier resignation, incapacity, disability or death.

Section 8.4. Term Limits.

The offices of President, President Elect and Immediate Past President shall each be limited to one term. No individual may simultaneously hold positions as President, President Elect and Immediate Past President. The current Immediate Past President may not run for the office of President Elect, until after being out of office for two years.

There are no term limits for service as Chief Executive Officer, Treasurer, or Secretary, except that the Chief Executive Officer and Secretary have to be employed by **USAS**, and if not so employed then his/her position as an officer will also terminate.

Section 8.5. Authority and Duties of Officers.

The officers of **USAS** shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. President. The President shall: (i) determine the date and location of Board meetings, after conferring with the Board, (ii) set meeting agendas of the Board, (iii) preside at all meetings of the Board and of the National Council, (iv) see that all Board commitments, resolutions and oversight are carried into effect and (v) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. President Elect. The President Elect shall: (i) preside at all meetings of the Board and National Council if the President and Immediate Past President are unable to fulfill that function and (ii) perform those duties as prescribed by the President with the approval of the Board and (iii) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

- c. Immediate Past President. The Immediate Past President shall (i) preside at all meetings of the Board and National Council if the President is unable to fulfill that function and (ii) perform those duties as prescribed by the President with the approval of the Board and (iii) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- d. Chief Executive Officer. The Chief Executive Officer shall (i) perform those duties as set forth in Section 14 of these Bylaws and (ii) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- e. Treasurer. The Treasurer shall (i) have general oversight of the financial affairs of **USAS**, including preparation of the annual budget, (ii) present financial reports to the Board and National Council as the Board may request; (iii) ensure that an annual audit is conducted of **USAS**, (iv) in general, perform all duties incident to the office of Treasurer and (v) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- f. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.

The positions of Treasurer and Secretary may be simultaneously held by the same individual, but none such positions shall be simultaneously held with the position of President or Chief Executive Officer.

Section 8.6. Restrictions.

Officers of **USAS** shall perform their functions with due care. No individual may serve simultaneously as an officer of **USAS** and as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

Section 8.7. Resignation, Removal and Vacancies.

An officer's position with **USAS** may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The President, President Elect, Immediate Past President, Treasurer and Chief Executive Officer may resign at any time by giving written notice to the Board. The Secretary may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The President, President Elect and Immediate Past President and Treasurer may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity to be heard by the Board, upon the affirmative vote of at least two-thirds

(2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chief Executive Officer may be removed by the Board as is set out in Section 14 of these Bylaws. The Secretary may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in office of the President shall be filled by the President Elect. A vacancy in the office of the President Elect shall be filled at the next meeting of the National Council. An individual filling a vacancy in the office of President or President Elect shall fill the unexpired term of the individual's predecessor in office. A vacancy in the office of the Immediate Past President may be filled by the Board, by majority vote, with a person who, at any prior time, served as a President of **USAS**. A vacancy in the office of the Treasurer shall be filled by the Board, by majority vote. A vacancy in the office of Chief Executive Officer shall be filled by the Board as set forth in Section 14 of these Bylaws. A vacancy in the office of Secretary shall be filled by the Chief Executive Officer, with approval of the Board, or if the Chief Executive Officer has not designated a staff person, by the Board.

Section 8.8. Compensation.

The President, President Elect, Immediate Past President and Treasurer shall not receive compensation for their service to **USAS**, although their reasonable expenses may be paid or reimbursed in accordance with **USAS**'s policies. The President, President Elect, Immediate Past President and Treasurer are disqualified from receiving compensation for services rendered to or for the benefit of **USAS** in any other capacity.

Section 8.9. International Matters/Secretary General. Recognizing the significance of the President in international matters, the President, or the President's designee, shall exercise ceremonial and representational functions in **USAS**'s international affairs. The Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the international federation of softball/baseball, the international regional federation of softball/baseball, and the USOC. The Secretary General is not an officer position.

SECTION 9.

NATIONAL COUNCIL

Section 9.1. Purpose.

There shall be a National Council meeting of **USAS**, which shall be held annually. The National Council shall convene to conduct business of the organization as authorized in these Bylaws. It shall also serve as an opportunity for all National Council members, **USAS** members and other **USAS** constituencies to gather and discuss important issues affecting the sport of softball and **USAS**.

Section 9.2. Duties.

The National Council shall have the following duties:

- a. recommend to the Board amendments to the Bylaws;
- b. vote on, adopt and amend the Softball Rule Book (playing rules), provided the Rule Book does not conflict with the Bylaws;
- c. vote on, adopt and amend the Softball Code, provided the Code does not conflict with the Bylaws;
- d. approve eligibility requirements;
- e. award tournament events;
- f. exercise such powers and perform such other duties as may be requested by the Board.

Section 9.3. National Council Members.

The National Council shall consist of the following representatives:

- a. Commissioners from each Local Association;
- b. regional player representatives;
- c. one additional player representative for each 2,000 teams registered from a Local Association in the preceding year;
- d. Local Association Junior Olympic Commissioners for each association with a minimum of 100 registered Junior Olympic teams in the preceding year;
- e. Regional umpires-in-chief;
- f. Past Presidents;
- g. Chief Executive Officer(s) Emeritus;
- h. Commissioner Emeritus;
- i. National Council Member Emeritus (See Section 5);
- j. a representative from each allied and affiliated member;
- k. Elite Athlete members.

Except for Board Members, which are elected/selected pursuant to the Bylaws, representatives to the National Council shall be elected/selected as is set forth in **USAS's** Code and/or Procedural Manual.

Section 9.4. Voting.

Each National Council member shall be entitled to one (1) vote. However, in order to achieve 20 percent athlete representation, a proportional or weighted voting system shall be utilized that provide athlete representatives 20 percent voting power of the National Council.

Proxies shall be allowed, provided the proxy request is submitted to **USAS** three (3) business days prior to the commencement of the National Council meeting and such proxy request is approved by the Board.

Section 9.5. Quorum. A simple majority of the representatives of the National Council plus (i) one or more of the President, Immediate Past President or President Elect; plus (ii) one or more Regional members of the Board shall constitute a quorum for the transaction of business at any meeting of the National Council.

Section 9.6. Date/Time and Place.

The Board shall determine the place, date and time of the National Council meeting. The National Council meeting shall be held in conjunction with a meeting of the Board. The President may call a special meeting of the National Council, with approval of the Board, when business requires.

Section 9.7. Notice.

Notice of the National Council meeting stating the place, date and time of the meeting shall be sent to all Council members and posted on the website of **USAS** no fewer than thirty (30) days before the date of the meeting.

SECTION 10.

COMMITTEES

Section 10.1. Designation.

USAS shall have the following standing committees: an Audit Committee, an Ethics Committee, a Judicial Committee and a Nominating and Governance Committee.

Additionally, **USAS** may have other working committees as set forth in Section 10.17.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board.

Section 10.2. Appointments.

Standing and working committee appointments, including the designation of committee Chairs, shall be made annually by the President, unless otherwise set forth in these Bylaws. Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of **USAS**, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of the President. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted as necessary. Committee Chairs shall report on committee matters to the Board when requested.

The President or Chief Executive Officer shall appoint such advisory task forces as the Board or Chief Executive Officer believe appropriate, and shall define narrowly the mission and deliverables of such task forces. The decision to appoint or not appoint and to terminate such a task force shall be exclusively with the President or the Chief Executive Officer's determination.

Section 10.3. Number.

Membership on standing committees shall not exceed five (5) individuals. Working committees and task forces shall be of the minimum number and size possible to permit both conduct of the sport and appropriate Board governance.

Section 10.4. Athlete Representation.

Athlete representatives shall equal at least 20% on all committees.

Designated Committees (Nominating and Governance, Judicial, or those that prepare, approve or implement 1) expenditure of funds allocated to NGB by USOC, or 2) selection of international teams) have a higher standard of Athlete Representation than do other Committees. To be eligible to serve on Designated Committees, athlete

representatives must have, 1) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the International Federation of **USAS**, or 2) within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of **USAS**'s national championships or, in a team sport, have been a member of the **USAS**'s national team.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must have, 1) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the International Federation of **USAS**, or 2) within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by **USAS**.

Athletes on all committees, including Designated Committees, shall be selected by the President with approval of athletes, or a representative group of athletes, who are eligible to serve.

Section 10.5. Term.

The term for all standing and working committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

Section 10.6. Term Limits.

Except for the Nominating and Governance Committee, there are no term limits for service on a committee or task force.

Section 10.7. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve-month period, or otherwise demonstrate that exigent circumstances caused and excused the absences. Notwithstanding the foregoing, a **USAS** committee or task force member shall not be deemed absent from any such meeting for purposes of this Section 10.7 if the

absence was the result, in whole or in part, of the member's participation in **USAS'** National Team activities.

Section 10.8. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the President, if appointed by the President, or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the President if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve-month period, unless they are able to demonstrate to the President, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon determination of the President, or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the President or of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the President or of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 10.9. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on **USAS's** website.

Section 10.10. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to **USAS** members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is

closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-members, with the consent of a majority of the members of the committee or task force in attendance.

Section 10.11. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings and make them promptly available for review by the **USAS**' Board.

Section 10.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with **USAS**'s policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of **USAS** in any other capacity, provided the Board gives explicit approval.

Section 10.13. Audit Committee.

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

- a. The President shall appoint the members of the Audit Committee and its chair. A director on the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall periodically meet separately in executive session individually with management, **USAS**'s financial staff, and **USAS**'s outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of **USAS**'s annual audited financial statements and tax filings, to review such materials.
- c. The Audit Committee shall:
 1. recommend the independent auditors of **USAS**, review the report of the independent auditors and management letter, and recommend action as needed;
 2. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and,
 3. perform such other duties as assigned by the Board.

Section 10.14. Ethics Committee.

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

- a. The President shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of

independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.

- b. The Ethics Committee shall:
 1. oversee implementation of, and compliance with, **USAS’s** Code of Ethics;
 2. report to the Board on all ethical issues;
 3. develop, and review on an annual basis, a Code of Ethics for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
 4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and **USAS** members; and
 6. perform such other duties as assigned by the Board.

Section 10.15. Judicial Committee

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The President shall appoint the members of the Judicial Committee and its chair. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
 1. generally, administer and oversee all administrative, disciplinary and right to compete matters filed with **USAS**;
 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 3. hear and render a decision, or appoint a panel to hear and render a decision on administrative, disciplinary and right to compete matters; and
 4. perform such other duties as assigned by the Board.

Section 10.16. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. The Nominating and Governance Committees shall be selected as follows:
 1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 3. one (1) athlete selected and approved according to Section 10.4; and,
 4. two (2) individuals who shall be selected by the President.
- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual

who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other **USAS** capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

- d. The Nominating and Governance Committee shall:
 1. recommend to the Board individuals to fill the independent Board seat and at large Board seat;
 2. recommend as requested by the President individuals to serve on various committees and task forces;
 3. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
 4. perform such other duties as assigned by the Board.
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
 1. the candidate's contribution to the effective functioning of **USAS**;
 2. any potential or impending change in the candidate's principal area of responsibility with his/her company or in his/her employment;
 3. whether the candidate continues to bring relevant experience to the Board;
 4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 5. the candidate's reputation for personal integrity and commitment to ethical conduct; and,
 6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

Section 10.17. Working Committees.

USAS shall have the following working committees:

- a. Association Review Committee. This committee shall assess performance and determine the viability of an association by conducting an Association review from time to time; and shall also conduct an Association Review should a commissioner position become vacated for any reason.
- b. Boys and Men's Fast Pitch Committee. This committee shall promote the game of boys and men's fast pitch and set tournament dates and select tournament sites.
- c. Communications Committee. This committee shall consist of at least one (1) member from the Long-Range Planning Committee and shall make recommendations to the Board (as needed) regarding all methods of USA Softball communications. This would include reviewing all current methods of communications and trends; including publications, internet, website, and all other technology areas for the association.
- d. Commissioner Appointment Committee. This Committee shall make recommendations to the Board regarding commissioner's interim status to include but not limited to review of meeting the requirements of the USA

Softball Procedural Manual, including those outlined in Article 105 (D) (Duties and Penalties) of the USA Softball Procedural Manual, as well as the following:

1. interviewing Commissioners to determine status;
 2. reviewing Local Association's business plans;
 3. reviewing Local Association's plans for implementing growth; and,
 4. reviewing staff appointments made by Commissioners.
- e. Compliance Committee. This committee shall consist of at least one member from each USA Softball territory. This Committee shall make recommendations to the Board regarding Local Associations, Commissioners and National Council representatives including:
1. reviewing Commissioner and National Council representative activities;
 2. reviewing the non-performance of Commissioner and National Council members; and
 3. reviewing viability of Local Associations.
- Additionally, this Committee may determine if a Commissioner or National Council member has a conflict of interest or has engaged in unethical behavior and refer such matter to the Ethics Committee or if the Commissioner or National Council member has engaged in activities in violation of USAS's rules, policies and procedures and refer the matter to the Judiciary Committee.
- f. Equipment Testing and Certification Committee. This committee shall make recommendations to the National Council as to establishing standards for equipment and shall make recommendations to the Board for enforcement of the standards.
- g. Hall of Fame Committee. This committee shall consist of 12 National Council members appointed by the president for a term of four years. The President may appoint proxies for members unable to attend the current year's meeting. This committee shall provide and publicize the USA Softball Hall of Fame. Its duties shall include but not be limited to the following:
1. reviewing the requirements for the USA Softball Hall of Fame;
 2. publicizing the requirements for the USA Softball Hall of Fame; nominations from Commissioners and Council Members for Hall of Fame consideration.
 3. Calling attention each spring through Balls and Strikes to members of the Hall of Fame Committee that any future nominations to be considered for the election at the National Council meeting must be prepared early, with the required information and materials thoroughly enumerated;
 4. reviewing all WBSC Hall of Fame nominations of USAS candidates for consideration.
- h. Legislative committee. This committee shall attend to all legislative matters pertaining to the total operation of the USA Softball as prescribed by the Constitution and Code. Its duties shall include but not be limited to the following:
1. responding to all requests from National Council members for assistance in preparation of amendments to the Code and Procedural Manual;
 2. initiating and receiving for consideration and present in proper form for action all proposed amendments to the Code and Procedural Manual;

3. encouraging all National Council members to consult and correspond with the committee relative to any problems of interpretation of the Code and Procedural Manual, allowing the committee, by study and research, to clarify and improve provisions in the Code and Procedural Manual.
- i. Long Range Planning Committee. This committee shall make recommendations to the Board for future directions and goals of **USAS**.
 - j. Membership Committee. This committee shall consist of at least two members from each **USAS** territory and shall provide a program for increasing membership of all types in **USAS**. Its duties shall include but not be limited to the following:
 1. urging Commissioners to enroll teams and umpires as early as possible in the current year, and provide a systematic plan for increasing the membership of **USAS** and general promotion of softball;
 2. urging Commissioners to secure the basic team fee included in the registration and entry fee of teams in leagues to insure the total registration of teams in the USA Softball early in the season;
 3. encouraging Commissioners to report team and umpire memberships on the correct forms promptly to the National Office with the remittance of fees; and,
 4. reviewing and reporting to the Board Commissioners whose membership production is unsatisfactory.
 - k. Player Representatives. This committee shall review proposed amendments to the Code, Procedural Rules and Playing Rules; and send representatives to the various committee meetings to express the interest of player representatives in regard to proposed legislation.
 - l. Playing Rules Committees. This committee shall review, study and formulate the Official Playing Rules governing the game of softball including but not limited to: i) Slow Pitch, ii) Fast Pitch and iii) Modified Pitch.
 - m. Special Programs Committee. This Committee shall make recommendations to the National Council as to programs or events for the special needs population. It will review any request for special programming submitted by a National Council member.
 - n. Tournament Programs and Awards Committee. This committee shall consist of at least twenty (20) members, at least one from each region and not less than five (5) from each territory. Its duties shall include but not be limited to:
 1. reviewing standards and procedures for conducting National Championships;
 2. reviewing and updating all National Championship evaluation forms;
 3. recommending potential legislation in the area of National Championship; and,
 4. meeting with all bidding cities at the National Council Meeting to review the rules and time limits on their bid presentation, the order in which the tournaments will be bid, and the order that the cities will present their bids to the National Council.
 - o. Tournament Review Committee. This committee shall include the Immediate Past President and two (2) National Council members from each territory,

appointed by the President. This Committee shall review all bids and has the authority to accept or reject all bids.

- p. Umpires Committee. This committee shall promote the general welfare of the umpires with USA Softball. Its duties shall include but not be limited to:
1. initiating an intensive program of enrolling new umpires and increasing membership;
 2. encouraging use of USA Softball registered umpires in all softball competition;
 3. encouraging every USA Softball affiliate to conduct spring rules clinics for umpires, managers and players; and,
 4. periodically reviewing umpire uniforms and making recommendations to the National Council for possible changes.

SECTION 11.
USAS ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

USAS shall have an Athletes' Advisory Council consisting of seven (7) individuals.

Section 11.2. Qualifications.

Individuals serving on **USAS's** Athletes Advisory Council shall be representative of **USAS's** programs. Each gender shall have at least two representatives on the Athletes Advisory Council.

Two of the individuals on **USAS's** Athlete Advisory Council must, within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the IF of the NGB.

Other representatives must demonstrate that they are actively engaged in amateur athletic competition, as determined by **USAS**.

Section 11.3. Election.

Athlete representatives on **USAS's** Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

The election shall take place prior to the National Council meeting.

Section 11.4. Term.

The term for a representative to **USAS's** Athletes Advisory Council shall be four (4) years. A representative's term shall commence at the conclusion of the National Council meeting and shall end at the conclusion of the National Council meeting four years later.

Section 11.5. Term Limits.

No **USAS** Athletes' Advisory Council member shall serve for more than four (4) consecutive terms.

Section 11.6. Chair.

USAS's Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be two years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is

elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 11.7. Procedures.

USAS's Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on **USAS's** website.

Section 11.8. Open and Executive Meeting Sessions.

Ordinarily, all **USAS** Athletes' Advisory Council meetings shall be open to athlete members, and where appropriate to **USAS** members. In the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude athlete members or **USAS** members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

Section 11.9. Compensation.

USAS Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. **USAS** shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings.

SECTION 12.

USOC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

USAS shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 12.2. Qualifications.

To be eligible to serve on the USOC Athletes' Advisory Council, athlete representatives must have, within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the IF of the NGB.

Section 12.3. Election.

Athlete representatives on the USOC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USAS shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOC Athletes' Advisory Council.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total will be elected as the representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 12.4. Term.

The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of summer Olympic Games is scheduled to be held.

Section 12.5. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 13.

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

USAS shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

Section 13.2. Election/Selection.

The Chief Executive Officer shall be **USAS**'s representative to the USOC National Governing Bodies' Council. The President shall be **USAS**'s alternate representative to the USOC National Governing Bodies' Council.

SECTION 14.

CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

USAS shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Board shall hire and oversee the Chief Executive Officer. The Chief Executive Officer shall not be a voting director of the Board.

Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with **USAS**, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of **USAS** and in that capacity shall represent **USAS** in relations with the International Sports Federation for softball and at international softball functions and events.

Section 14.4. Responsibilities.

The Chief Executive Officer, in addition to performing all functions as usually pertain to the office of Chief Executive Officer, shall:

- a. develop a strategy for achieving **USAS**'s mission, goals and objectives and present the strategy to the Board for approval;
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with **USAS** compensation policies and guidelines (established by the Board) to effectively carry out **USAS**'s mission, goals and objectives;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;
- e. be responsible for resource generation and allocation of resources;
- f. negotiate and execute all contracts and agreements on behalf of **USAS**, and notify the Board of all contracts executed by the Chief Executive Officer, provided however:
 - i. that for any expenditure contract in which **USAS** is anticipated to incur expenditures in excess of \$50,000, then such contract shall be approved by the Board;

- ii. that for any expenditure contract in which **USAS** is anticipated to incur expenditures for a duration of more than one year, regardless of amount, then such contract shall be approved by the Board;
- iii. that for any non-expenditure contract in which **USAS** is anticipated to receive sums from third parties in excess of \$200,000, then such contract shall be approved by the Board; and
- iv. that for any non-expenditure contract in which **USAS** is anticipated to receive sums from third parties for a duration of more than two years, regardless of amount, then such contract shall be approved by the Board.
- g. coordinate **USAS**'s international activities;
- h. with the President, act as **USAS**'s spokesperson; and,
- i. perform such other duties as assigned by the Board.

SECTION 15.

COMPLAINT PROCEDURES

COMPLAINTS UNDER THE JURISDICITON OF LOCAL ASSOCIATIONS AND TOURNAMENT PROTEST COMMITTEES

Section 15.1. Authority and Jurisdiction.

All matters within the jurisdiction of Local Associations and Tournament Protest Committees shall be handled, in first instance, by those entities.

Local Associations shall have jurisdiction over and shall hear and decide matters that occur within the Local Association's geographic boundary, that occur at a competition/tournament sponsored by the Local Association, or which pertain to the Local Association's members or participants. Those matters may include:

- a. commission of acts that are contrary to the objectives and purposes of the Local Association or of USA Softball;
- b. violation of state or local laws;
- c. failure to pay fees or indebtedness due to the Local Association;
- d. destruction of property;
- e. unsportsmanlike conduct;
- f. engaging in physical violence, such as an attack on an umpire, competition/tournament official or participant immediately preceding, during or immediately following a game or arising out of **USAS** activities;
- g. commission of fraud, such as playing under an assumed name, falsifying an affidavit or roster or giving false information to competition/tournament officials;
- h. participation in a competition/tournament when not meeting eligibility requirements;
- i. knowingly competing with or against individuals or teams which are suspended from **USAS** activities;
- j. forfeiture of a game in championship play;
- k. violation of USA Softball substance abuse policies and procedures;
- l. bullying, hazing, emotional misconduct, physical misconduct, harassment;
- m. interference with any **USAS** hearing process; and,
- n. misconduct that reasonably calls into question the member or participant's suitability to participate in the applicable activity.

Tournament Protest Committees shall hear and decide matters that arise during the course of a tournament. Those matters may include:

- a. issues pertaining to the running of the tournament;
- b. eligibility determinations for participation in the tournament;
- c. official protests as allowed under USA Softball rules;
- d. field-of-play procedural or rule interpretations.

Section 15.2. Agreement to be Bound.

Any member of **USAS**, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures, including its mandatory arbitration provisions.

Section 15.3. Resolution Prior to Bringing Complaint.

Prior to the filing of a complaint, the Local Association or the Tournament Protest Committee may, as appropriate, offer the respondent a proposal to resolve the matter. The respondent may accept or reject such proposal. If rejected, the respondent shall be entitled to a hearing on the merits.

Section 15.4. Manner of Filing.

The complainant shall file the complaint with the Commissioner of the Local Association or the Tournament Protest Committee, as applicable. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

Section 15.5. Filing Fee.

A complaint filed by an individual or an organization shall be accompanied with a filing fee as determined by the Local Association or the Tournament Protest Committee, as applicable, and approved by **USAS**. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Commissioner of the Local Association or the Tournament Protest Committee, as applicable, shall determine whether or not to reduce or waive the filing fee. If a Local Association, Tournament Protest Committee or **USAS** brings a complaint, it is not required to pay a filing fee.

Section 15.6. Statute of Limitations.

A complaint filed under this Section shall be filed within one hundred and eighty (180) days (i) of the occurrence of the alleged violation, grievance, denial or threat to deny of opportunity to participate or (ii) of date the injured party first learns, or by which such person reasonably should have learned, of the facts and circumstances giving rise to the cause of action. There shall be no time bar for actions regarding athlete safety or SafeSport proceedings.

Section 15.7. Doping Decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOC to serve as the U.S. National Anti-Doping

Organization (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

Section 15.8. SafeSport Decisions. A decision concerning a SafeSport violation adjudicated by the independent safe-sport organization designated by the USOC (currently the United States Center for SafeSport) shall not be reviewable through, or the subject of, these complaint procedures.

Section 15.9. Field of Play Decisions.

The final decision of an umpire or referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the umpire or official) shall not be reviewable through, or the subject of these complaint procedures unless the decision is: (i) outside the authority of the umpire or official to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the terms “umpire and official” shall include any individual with discretion to make field of play decisions.

Section 15.10. Administration.

The Commissioner of the Local Association or the Tournament Protest Committee, as applicable, shall generally administer and oversee all complaints filed under this Section. The Commissioner and the Tournament Protest Committee, as applicable, shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Respondents shall be afforded basic due process protections. The Commissioner and the Tournament Protest Committee, as applicable, may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with them. All complaint procedures shall comply with the Ted Stevens Olympic and Amateur Sports Act.

Section 15.11. Hearing Panel.

Upon the filing of a complaint, the Commissioner of the Local Association or the chair of the Tournament Protest Committee, as applicable, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Commissioner or chair of the Tournament Protest Committee, as applicable, shall also appoint a chair of the hearing panel from the three individuals selected. Tournament Protest Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Commissioner or chair of the Tournament Protest Committee, as applicable, may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USAS or involved in the sport of softball. If the Commissioner is not able to fulfill his or her responsibility, he or she shall appoint a designee. If the chair of the Tournament Protest Committee is not able to fulfill his or her responsibility, he or she shall appoint a member of the Tournament Protest Committee as designee.

Section 15.12. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference as determined by the hearing panel. The hearing panel shall take into consideration the convenience of the parties, timing considerations and how best to receive evidence. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. However, a hearing held on an expedited basis shall not be delayed on account of the unavailability of a court reporter. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript. Transcripts shall be made available to the hearing panel at no cost to the hearing panel.

Section 15.13. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Commissioner and the Tournament Protest Committee chair, or his/her designee, as applicable, is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 15.14. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual or team to participate in a competition, or the participation of an individual or team in a competition, the complainant shall include with the complaint a list of all other individuals or teams, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals or teams, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine those individuals or teams who must receive notice of the complaint. The Local Association or Tournament Protest Committee shall then be responsible for providing appropriate notice to these individuals or teams. Any individual or team so notified shall

have the option to participate in the proceeding as a party. If an individual or team is notified of the complaint, then that individual or team shall be bound by the decision of the hearing panel even though the individual or team chose not to participate as a party.

Section 15.15. Interim Measures.

In disciplinary, athlete safety or SafeSport matters, prior to the matter being heard on the merits, it may be necessary to implement interim measures against the respondent in the following circumstances: (i) to ensure the safety or well-being of others, or (ii) where an allegation is sufficiently serious.. Where either such circumstance exists, the Local Association Commissioner, the Tournament Protest Committee or **USAS** may immediately implement interim measures to protect others, provided the respondent is afforded an opportunity for a provisional hearing within three (3) business days of implementation of the interim measure except in right to participate matters in which expedited procedures pursuant to Section 16.13 are requested. The provisional hearing is not a full hearing on the merits. The sole issue before the hearing panel is whether there is probable cause to impose an interim measure. Interim measures may include, but are not limited to altering training schedules, providing chaperones, limiting contact, removal from the venue and suspensions.

Section 15.16. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 15.17. Appeal of a Ruling by a Local Association Hearing Panel.

A party may appeal any ruling by a Local Association hearing panel to the **USAS** Judicial Committee. The appeal shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the matter appealed, (ii) the nature of the complaint, (iii) the alleged error and (iv) the remedy requested. The appeal shall also include any other supporting documentation that the appealing party wants considered. The appealing party shall sign the appeal.

The chair of the **USAS** Judicial Committee shall appoint an appeal panel consisting of three (3) individuals to hear the appeal. The chair of the Judicial Committee shall also appoint a chair of the appeal panel from the three individuals selected. Judicial Committee members may be appointed to and serve on the appeal panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the appeal panel. At least one (1) member of the appeal panel shall be an athlete. Members of the panel need not be members of **USAS** or involved in the sport of softball. The appeal panel shall have the authority to decide the appeal on the submitted paperwork, provided oral argument is allowed if requested, hear the matter anew or, if requested by the parties, to render a decision on a more limited review. If the chair of the **USAS** Judicial Committee is not able to fulfill his or her responsibility, he or she shall appoint a member of the Judicial Committee as designee.

An appeal filed by an individual shall be accompanied with a \$300.00 filing fee. An appeal filed by an organization shall be accompanied with a \$500.00 filing fee. The appealing party may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the appeal panel shall determine whether or not to reduce or waive the filing fee. If the Local Association brings an appeal, it is not required to pay a filing fee.

The decision of the appeal panel of the **USAS** Judicial Committee shall be in writing and distributed to the parties.

Section 15.18. Appeal of a Ruling by a Tournament Protest Committee.

A party may appeal any ruling by a Tournament Protest Committee by directly filing a claim with the American Arbitration Association, as provided for in Section 15.19.

Section 15.19. Arbitration.

Subject to the requirements herein, any party may appeal to the American Arbitration Association (AAA) (i) a decision of an appeal panel of the **USAS** Judicial Committee or (ii) a decision of a hearing panel of the Tournament Protest Committee. To initiate the appeal, the appealing party shall file a claim with the AAA with notice to the Local Association, the Tournament Protest Committee, as applicable, and to **USAS**. The arbitrator(s) appointed by the AAA shall have the authority to decide the matter in accordance with the Commercial Rules of the AAA, as provided for by the Ted Stevens Olympic and Amateur Sports Act, as amended from time to time (36 U.S.C. §§ 220501 et seq.). The person commencing the arbitration shall be responsible for any filing fees of the American Arbitration Association, but the fees may be apportioned by the arbitrator(s) pursuant to the Commercial Rules of the AAA. To the extent arbitration hearings or proceedings are conducted, all such arbitration hearings or proceedings shall be conducted in Oklahoma City, Oklahoma. However, a party may petition the arbitrator(s) to conduct the hearing or proceedings in a different location, provided adequate reasons are given for doing so. The arbitrator(s) shall have authority to render a ruling on the location of the hearing or proceeding. Hearings and proceedings may also be conducted telephonically if permitted by the arbitrator(s). The award of the arbitrator(s) shall be final, binding and conclusive on all parties. The arbitrator(s) shall issue a reasoned decision explaining the award.

SECTION 16.

COMPLAINT PROCEDURES

NATIONAL OFFICE COMPLAINTS

***Preface to Section 16:** As set forth in the immediately preceding section of these Bylaws, all complaints within the jurisdiction of Local Association Judicial Committees or Tournament Protest Committees shall be handled, in first instance, by those entities. Therefore, the following compliant procedures should not be used to file complaints which should be brought, in the first instance, with a Local Association Judicial Committee or Tournament Protest Committee. A failure to adhere to these Bylaws and complaint procedures shall constitute independent grounds for denial of a complaint.*

Section 16.1. Designation of Complaints.

Subject to the Preface to Section 16 stated herein, the following kinds of complaints may be filed with USAS's National Office:

- a. Administrative Grievance. USAS or any member of USAS may file a complaint pertaining to any matter within the jurisdiction of USAS, including but not limited to any alleged violation of or grievance concerning: (i) any USAS rule or regulation, (ii) any USAS program or service, (iii) any provision of USAS's Bylaws, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USAS's recognition as a National Governing Body.
- b. Disciplinary Proceeding. USAS or any member of USAS may file a complaint against another member of USAS, or former member of USAS if the action occurred while the individual was a member, regarding any alleged violation of USAS's Code of Conduct, USAS's SafeSport Policy, or any other rule or regulation relating to conduct.
- c. Right to Participate. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to participate in a USAS competition or protected competition. Any such aggrieved athlete or coach may file a protest or complaint pertaining to any such denial of that individual's opportunity to participate in a USAS National Team program.
- d. Membership. USAS may file a complaint against any member seeking to revoke such member's membership in USAS.
- e. Appeals. Any individual subject to a decision of a hearing panel of a Local Association or the Local Association may file an appeal to the USAS Judicial Committee subject to the requirements of Section 15.17.

Section 16.2. Agreement to Be Bound.

Any member of **USAS**, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures, including its mandatory arbitration provisions.

Section 16.3. Resolution Prior to Bringing Complaint.

Prior to the filing of a complaint, **USAS** may, as appropriate, offer the respondent a proposal to resolve the matter. The respondent may accept or reject such proposal. If rejected, the respondent shall be entitled to a hearing on the merits.

Section 16.4. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

Section 16.5. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$300.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the hearing panel appointed by the Chair of the Judicial Committee, or his/her designee, shall determine whether or not to reduce or waive the filing fee. If **USAS** brings a complaint, it is not required to pay a filing fee.

Section 16.6. Statute of Limitations.

A complaint filed under this Section shall be filed within one hundred and eighty (180) days (i) of the occurrence of the alleged violation, grievance, denial or threat to deny of opportunity to participate or (ii) of date the injured party first learns, or by which such person reasonably should have learned, of the facts and circumstances giving rise to the cause of action. There shall be no time bar for actions regarding athlete safety or SafeSport proceedings.

Section 16.7. Doping Decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOC to serve as the U.S. National Anti-Doping Organization (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

Section 16.8. SafeSport Decisions. A decision concerning a SafeSport violation adjudicated by the independent safe-sport organization designated by the USOC (currently the United States Center for SafeSport) shall not be reviewable through, or the subject of, these complaint procedures.

Section 16.9. Field of Play Decisions.

The final decision of an umpire or referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the umpire or official) shall not be reviewable through, or the subject of these complaint procedures unless the decision is: (i) outside the authority of the umpire or official to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the terms “umpire and official” shall include any individual with discretion to make field of play decisions.

Section 16.10. Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to participate matters filed with **USAS**. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Respondents shall be afforded basic due process protections. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with **USAS**. All complaint procedures shall comply with the Ted Stevens Olympic and Amateur Sports Act.

Section 16.11. Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee Chair, or his/her designee, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The chair of the Judicial Committee, or his/her designee, shall also appoint a chair of the hearing panel from the three individuals selected. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of **USAS** or involved in the sport of softball. If the chair of the Judicial Committee is not able to fulfill his or her responsibility, he or she shall appoint a member of the Judicial Committee as designee.

Section 16.12. Conduct of the Proceeding.

The hearing panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference as determined by the hearing panel. The hearing panel shall take into consideration the convenience of the parties, timing considerations and how best to receive evidence. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. However, a hearing held on an expedited basis shall not be delayed on account of the unavailability of a court reporter. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript. Transcripts shall be made available to the hearing panel at no cost to the hearing panel.

Section 16.13. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the chair of the Judicial Committee, or his/her designee, is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 16.14. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual or team to participate in a competition, or the participation of an individual or team in a competition, the complainant shall include with the complaint a list of all other individuals or teams, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals or teams, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine those individuals or teams who must receive notice of the complaint. USAS shall then be responsible for providing appropriate notice to these individuals or teams. Any individual or team so notified shall have the option to participate in the proceeding as a party. If an individual or team is notified of the complaint, then that individual or team shall be bound by the decision of the hearing panel even though the individual or team chose not to participate as a party.

Section 16.15. Interim Measures.

In disciplinary, athlete safety or SafeSport matters, prior to the matter being heard on the merits, it may be necessary to implement interim measures against the respondent in the

following circumstances: (i) to ensure the safety or well-being of others, or (ii) where an allegation is sufficiently serious. Where either such circumstance exists, **USAS** may immediately implement interim measures to protect others, provided the respondent is afforded an opportunity for a provisional hearing within three (3) business days of implementation of the interim measure except in right to participate matters in which expedited procedures pursuant to Section 16.13 are requested. The provisional hearing is not a full hearing on the merits. The sole issue before the hearing panel is whether there is probable cause to impose an interim measure. Interim measures may include, but are not limited to altering training schedules, providing chaperones, limiting contact, removal from the venue and suspensions.

Section 16.16. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 16.17. Arbitration.

Subject to the requirements herein, any party may appeal to the American Arbitration Association (AAA) a decision of a hearing panel of the **USAS** Judicial Committee. To initiate the appeal, the appealing party shall file a claim with the AAA with notice to **USAS**. The arbitrator(s) appointed by the AAA shall have the authority to decide the matter in accordance with the Commercial Rules of the AAA, as provided for by the Ted Stevens Olympic and Amateur Sports Act, as amended from time to time (36 U.S.C. §§ 220501 et seq.). The person commencing the arbitration shall be responsible for any filing fees of the American Arbitration Association, but the fees may be apportioned by the arbitrator(s) pursuant to the Commercial Rules of the AAA. To the extent arbitration hearings or proceedings are conducted, all such arbitration hearings or proceedings shall be conducted in Oklahoma City, Oklahoma. However, a party may petition the arbitrator(s) to conduct the hearing or proceedings in a different location, provided adequate reasons are given for doing so. The arbitrator(s) shall have authority to render a ruling on the location of the hearing or proceeding. Hearings and proceedings may also be conducted telephonically if permitted by the arbitrator(s). The award of the arbitrator(s) shall be final, binding and conclusive on all parties. The arbitrator(s) shall issue a reasoned decision explaining the award.

SECTION 17.

SANCTIONING EVENTS

Section 17.1. Prompt Review of Request.

USAS shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States softball athletes to compete in an international athletic competition held outside the United States.

Section 17.2. Standard for Review.

If **USAS**, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of softball and its athletes and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then **USAS** shall grant the sanction requested by the amateur sports organization or person.

Section 17.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by **USAS**, an application to hold such competition;
- b. pays to **USAS** the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to **USAS** an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that –
 1. appropriate measures have been taken to protect the status of athletes who will take part in the competition and to protect their eligibility to compete in softball competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition;
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and,

7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

Section 17.4. Requirements for Sponsoring United States Softball Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States softball athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by **USAS**, an application to hold such competition;
- b. pays to **USAS** the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition;
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and,
 7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

SECTION 18.

RECORDS OF THE CORPORATION

Section 18.1. Minutes.

USAS shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 18.2. Accounting Records.

USAS shall maintain appropriate accounting records.

Section 18.3. Membership.

USAS shall maintain record of persons, including organizational members, accepted as members of **USAS**.

Section 18.4. Records in Written Form.

USAS shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 18.5. Website.

USAS shall maintain a website for the dissemination of information to its members. **USAS** shall publish on its website (i) its Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, **USAS** shall publish on its website a mailing address and an e-mail address for communications directly with **USAS**.

Section 18.6. Records Maintained at Principal Office.

USAS shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board pertaining to the administration of the sport of softball;
- d. rules or regulations that govern the conduct of **USAS**, the **USAS**'s Board and Committees and **USAS** members;
- e. rules and regulations that govern the technical conduct of **USAS**'s events in the United States as **USAS** Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board, and records of all action taken by the Board without a meeting, for the past three (3) years;

- g. a list of the names and business or home addresses of the current directors and officers;
- h. a copy of the most recent corporate report delivered to the Oklahoma secretary of state;
- i. all financial statements prepared for periods ending during the last three (3) years;
- j. **USAS's** application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and,
- k. all other documents or records required to be maintained by **USAS** at its principal office under applicable law or regulation.

Section 18.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at **USAS's** principal office, any of the records of **USAS** described in Section 18.6., provided that the member gives **USAS** written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, **USAS** shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
 - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election **USAS** shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
 - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at **USAS's** principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives **USAS** written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by **USAS** limiting the use of such list in accordance with Section 18.7.c.3.
 - 3. **Limitation on Use of Membership Voting List.** Without consent of the Board, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property;

(ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
3. Reasonable Charge for Copies. **USAS** may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with **USAS**, or the power of a court to compel the production of corporate records for examination.

SECTION 19.

CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY

Section 19.1. Code of Ethics and Conflicts of Interest Policy.

USAS shall adopt a Code of Ethics and Conflicts of Interest Policy applicable to all **USAS** employees, directors of the Board, committee and task force members. Each NGB Board director and employee shall annually certify compliance with the Code of Ethics. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

SECTION 20.

FIDUCIARY MATTERS

Section 20.1. Indemnification.

USAS shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his/her duties with **USAS**, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 20.2. Discharge of Duties.

Each director of the Board and officer shall discharge his/her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances and (iii) in a manner the director or officer reasonably believes to be in the best interests of **USAS**.

Section 20.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving **USAS**, or has an interest adverse to **USAS**'s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 20.4. Prohibited Loans.

No loans shall be made by **USAS** to the President, President Elect, Immediate Past President or to any other director of the Board, or to any committee or task force member or to any **USAS** employee.

SECTION 21.

FINANCIAL MATTERS

Section 21.1. Fiscal Year.

The fiscal year of **USAS** shall commence January 1 and end on December 31 each year.

Section 21.2. Budget.

USAS shall have an annual budget.

Section 21.3. Audit

Each year **USAS** shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditors report to the Board upon completion.

Section 21.4. Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of **USAS** pursuant to the authority granted directly or indirectly by the Board.

Section 21.5. Irrevocable Dedication and Dissolution.

The property of **USAS** is irrevocably dedicated to charitable purposes, and no part of the net income or assets of **USAS** shall inure to the benefit of private persons. Upon the dissolution or winding up of **USAS**, its assets remaining after payment, or provision for payment, of all debts and liabilities of **USAS**, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 22.

MISCELLANEOUS PROVISIONS

Section 22.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 22.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

SECTION 23.

AMENDMENTS OF BYLAWS

Section 23.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present.