

BYLAWS

OF THE

UNITED STATES BASEBALL

FEDERATION, INC.

**Effective as of October 26, 2021*

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**BYLAWS
OF THE
UNITED STATES BASEBALL FEDERATION, INC.**

SECTION 1

NAME, OFFICES, DEFINITIONS, AND JURISDICTION

Section 1.1 USA Baseball. The name of this organization, incorporated in the State of Michigan on January 6, 1965, as a not-for-profit corporation, shall be the United States Baseball Federation, Inc. hereinafter referred to as “USA Baseball.” USA Baseball shall be exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code. To the extent of previous references to USA Baseball’s “constitution and bylaws,” such references shall be deemed to refer to this document (the “Bylaws”).

Section 1.2 Business Offices. The principal office of USA Baseball is located at 1030 Swabia Court, Suite 201, Durham, North Carolina 27703 and the address may be changed from time to time by the Executive Director with the approval by the Board of Directors.

Section 1.3 Definitions. As used in the Bylaws the term:

- a) “AAA” means American Arbitration Association;
- b) “AAC” means the United States Olympic & Paralympic Committee’s Athletes’ Advisory Council as established and maintained under §§ 220504(b)(2)(A) of the Ted Stevens Olympic and Amateur Sports Act that is composed of and elected by amateur athletes to ensure communication between the USOPC and currently active amateur athletes, and serves as a source of amateur-athlete opinion and advice for policies and proposed policies of the USOPC;
- c) “Act” or “the Act” means the Ted Stevens Olympic and Amateur Sports Act, (36 USC §§ 220501-220529) as amended;
- d) “Actively Engaged Athlete representative” means an athlete who qualifies as a

- 10 Year or 10 Year+ Athlete representative, or who has been actively engaged in 24 months prior to election/selection in an USA Baseball sanctioned competition as defined by USA Baseball and approved by the NGB Athlete Representation Review Working Group;
- e) “amateur athlete” means any athlete who meets the eligibility standards established by USA Baseball for the sport of baseball as well as those elite-level athletes as approved by the USOPC;
 - f) “amateur athletic competition” means a contest, game, tournament, or other event in which amateur athletes compete;
 - g) “amateur sports organization” means a not-for-profit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any amateur athletic competition;
 - h) “BAF” means Baseball America Foundation, Inc.;
 - i) “Board” or “BOD” means USA Baseball’s Board of Directors;
 - j) “COPABE” means the Confederation of Pan American Baseball, a confederation of national baseball sports federations from the Americas;
 - k) “IF” means the international federation;
 - l) “international athletic competition” means any athletic competition between any athlete or athletes representing the United States or athletes representing any foreign country;
 - m) “IOC” means the International Olympic Committee;
 - n) “MLB” means Major League Baseball;
 - o) “MLBPA” means the Major League Baseball Players Association
 - p) “members” means those organizations accepted into the membership of USA

- Baseball as provided for in Section 3 of these Bylaws;
- q) “BAF” means Baseball America Foundation, Inc.;
 - r) “Board” or “BOD” means USA Baseball’s Board of Directors;
 - s) “COPABE” means the Confederation of Pan American Baseball, a confederation of national baseball sports federations from the Americas;
 - t) “Delegation Event” means individually or collectively as applicable, the Olympic Games and the Pan American Games;
 - u) “Elite-level events” means those competitions, contests, games, tournaments, or other events in which elite-level athletes compete as approved by the USOPC;
 - v) “IF” means the international federation;
 - w) “international athletic competition” means any athletic competition between any athlete or athletes representing the United States or athletes representing any foreign country;
 - x) “IOC” means the International Olympic Committee;
 - y) “MLB” means Major League Baseball;
 - z) “MLBPA” means the Major League Baseball Players Association
 - aa) “members” means those organizations accepted into the membership of USA Baseball as provided for in Section 3 of these Bylaws;
 - bb) “NGB” means National Governing Body as is recognized by the United States Olympic & Paralympic Committee (“USOPC”);
 - cc) “PASO” means the Pan American Sport Organization, a confederation of national Olympic committees from the Americas;
 - dd) “P.L. No. 115-126” means Public Law No. 115-126, “Protecting Young Victims From Sexual Abuse and Safe Sport Authorization Act of 2017” as it may be

amended from time to time;

ee) “protected competition” means:

- 1) any Delegation Event as defined by these Bylaws and any international baseball competition between any team officially designated by USA Baseball as representing the United States and any team representing any foreign countries where (a) the terms of such competition require that the entrants be teams representing their respective nations and (b) the group of athletes representing the United States is organized and sponsored by USA Baseball in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic amateur baseball competition, which by its terms, requires that the entrants be expressly restricted to members of a specific class of amateur athletes (such as high school students, college students, members of the Armed Forces, or similar groups or categories), or is subject to another valid selection process; and
- 2) any domestic baseball competition or event organized and conducted by USA Baseball which has been designated by USA Baseball in its selection procedure, and publicly announced in advance, as a competition or event directly qualifying successful competitors as athletes representing the United States in protected competition as defined in 1) above;

ff) “Protected Individual” as defined by the Act, means any amateur or USOPC-approved elite-level athlete, coach, trainer, manager, administrator or official associated with the USOPC or with USA Baseball;

- gg) “Retaliation” as defined by the Act means any adverse or discriminatory action, or threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against a protected individual as a result of any communication, including the filing of a formal complaint, by the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with the United States Center for SafeSport; a coach, trainer, manager, administrator, or official associated with the USOPC, the United States Attorney General; a federal or state law enforcement authority; the Equal Opportunity Employment Commission; or Congress; Retaliation also refers to any adverse or discriminatory action, or the threat of an adverse or discriminatory action, against any person who in good faith reports misconduct, and/or violations of the USOPC’s or USA Baseball’s Bylaws, policies, and procedures. Athletes who disclose information to or seek assistance from the Office of the Athlete Ombuds are also protected from retaliation as set forth in Section 22509(b)(5) of the Act.
- hh) “sanction” means a certificate of approval issued by USA Baseball in accordance with Section 220525 of the Act; and with Section 16 of these Bylaws;
- ii) “USA Baseball” means the United States Baseball Federation, a not-for-profit corporation of the state of Michigan, doing business as “USA Baseball”;
- jj) “USAB” means USA Baseball;
- kk) “USAB AAC” means USA Baseball’s internal Athletes’ Advisory Council;
- ll) “USADA” means the United States Anti-Doping Agency;
- mm) “USOPC” means the United States Olympic & Paralympic Committee;
- nn) “WADA” means the World Anti-Doping Agency;

- oo) “WBC” means World Baseball Classic; and
- pp) “WBSC” means the World Baseball Softball Confederation, the international governing body of baseball, a confederation of national governing organizations of baseball and softball throughout the world;
- qq) “10 Year Athlete” means an athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and with USA Baseball (together with the USA Baseball AAC) as an elite level event for the purposes of this definition, within the previous 10 years; and
- rr) “10 Year+ Athlete” means an athlete who has represented the United States in a Delegation Event, World Championships, or another event designated by the USOPC (together with the AAC) and with USA Baseball (together with the USA Baseball AAC) as an elite level event for the purposes of this definition, but not within the previous 10 years.

Section 1.4 Jurisdiction. Pursuant to the authority granted by the USOPC and PASO, USA Baseball shall have exclusive jurisdiction to recommend individuals and teams to represent the United States in the Olympic Games and the Pan American Games and to enforce in connection therewith the definition of an eligible athlete adopted by the IOC, USOPC, and PASO. USA Baseball shall be and remains autonomous from political influence in accordance with the Olympic Charter.

Section 1.5 Deferential Jurisdiction. Notwithstanding anything to the contrary herein, USA Baseball shall enforce and comply with all rules and regulations of:

- a) the USOPC, the WBSC, the IOC, and the Olympic Charter and PASO Statutes and Regulations;

b) the World Anti-Doping Code and the United States Anti-Doping Agency Protocol for Olympic and Paralympic Movement Testing; and

c) the U.S. Center for Safe Sport for certain matters over which the Center has exclusive jurisdiction pursuant to the U.S. Olympic Safe Sports Policies. As a member National Governing Body of the United States Olympic & Paralympic Committee, USA Baseball is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, USA Baseball shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for Safe Sport as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Baseball or on-line at the following websites: www.safesport.org.

SECTION 2

THE MISSION

Section 2.1 Mission Statement. The mission of USA Baseball shall be to foster the growth of amateur baseball in the United States and to organize national and international baseball competitions.

Section 2.2 Autonomy. USA Baseball shall be autonomous in the governance of baseball, shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint.

Section 2.3 National Governing Body (“NGB”). USA Baseball shall act as the national governing body for amateur baseball in the United States, set standards as it deems appropriate for the well-being of the sport, maintain membership with the USOPC, shall be a member of the WBSC, the international federation that governs baseball, and shall be a member of COPABE, the continental baseball federation.

Section 2.4 Inurement. No part of the net earnings of USA Baseball shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except to make payments and distributions in furtherance of the purpose set forth in these articles.

Section 2.5 Political Influence. No substantial part of the activities of USA Baseball shall be the carrying on of propaganda, and USA Baseball shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3

MEMBERSHIP

Section 3.1 Membership in USA Baseball is open to any sports organization which conducts programs in baseball or to any organization interested in the advancement of baseball in the United States and throughout the world. Membership is available without discrimination based on race, ancestry, color, religion, sex, sexual orientation, national origin, age, disability, medical condition, or any other characteristic protected by federal, state, or local law.

Section 3.2 There shall be three (3) classes of membership in USA Baseball. The classes of membership are as follows:

- A. **National Sports Organizations – Youth.** Those not-for-profit sports organizations which conduct programs in baseball predominantly for youth and have members or affiliates in multiple states of the United States of America, or, if in the opinion of USA Baseball Board of Directors, the not-for-profit sports organization is otherwise sufficiently national in its character and scope. Organizations which are political in nature are not eligible for membership.
- B. **National Sports Organizations – Other.** Those not-for-profit sports organizations which conduct programs in baseball not designed specifically for youth and have members in multiple states of the United States of America, or, if in the opinion of the Board, the sports organization is otherwise sufficiently national in its character and scope. Organizations which are political in nature are not eligible for membership.
- C. **General.** Any sports organization active in baseball, or any sports organization interested in the advancement of baseball in the United States and throughout the world.

Section 3.3 Applications for membership in Classes A, B, or C must be submitted

in writing to the Executive Director with information sufficient to describe and demonstrate the proposed member's Class A, Class B, or Class C qualifications. The Executive Director shall review the application and make a recommendation to the Board to either accept or reject the proposed member. The Board will then take a vote to accept or reject the proposed Class A, B or C member. The Board must approve all new members in classes A, B or C. The Board shall decide all questions relating to membership in USA Baseball.

Section 3.4 Requirements. Any Member, including officers, directors and any person authorized by any Member to perform any action or engage in any activities that makes such person a "Covered Individual" under the terms of Public Law No. 115-126, "Protecting Young Victims From Sexual Abuse and Safe Sport Authorization Act of 2017" (herein "P.L. No. 115-126") must:

Section 3.4.1 Be familiar and in compliance with the provisions of P.L. No. 115-126, and specifically:

- a) Reporting to law enforcement, including, but not limited to agencies designated by the Attorney General, any allegations of child abuse of an amateur athlete who is a minor; and,
- b) Implementing the training, oversight practices, policies and procedures required of amateur sports organizations by P.L. 115-126 and promulgated by USA Baseball in accordance with P.L. 115-126.

Section 3.4.2 Report, implement and require of its members a program designed to comply with the requirements of P.L. No. 115-126 such as USA Baseball's Pure Baseball or an equivalent as approved by USA Baseball.

Section 3.4.3 Regularly review and update its own programs to comply with the provisions of P.L. No. 115-126 and to take any action required by amendments to that

law, and provide information and resources to its members to enable them to do the same.

Section 3.4.4 Be familiar and in compliance with, and require its members to be familiar and in compliance with, any state and local laws, regulations and ordinances that govern the reporting of child abuse and crimes of a sexual nature.

Section 3.4.5 Require that any person who may be a “Covered Individual” under P.L. No. 115-126, before performing any duties, submit to and pass a background check that, at a minimum, searches the National Criminal Database and the National Sex Offender Registry and each Member shall require each of its members to conduct such background checks.

Section 3.4.6 Make reasonable, good faith efforts to create a process by which it may be informed as contemporaneously as possible of the identity of any person affiliated with it or any of its members who is convicted of, or pleads guilty to, or who is charged with and pleads guilty to a lesser offense, any crime of child abuse or any crime against or involving a child, and/or the identity of any person who is permanently banned from participation in its activities or the activities of any of its members as a result of a claim of child abuse, sexual abuse, or violence against a child. Each Member shall make reasonable, good faith efforts to report the identity of any such person to USA Baseball.

Section 3.4.7 Be in compliance and require its members to be in compliance with PitchSmart.

Section 3.4.8 Be in compliance with and require its members to be in compliance with USABat (where applicable).

Section 3.5 Each Member shall affirmatively represent its compliance with these requirements (in Section 3.4) to the Board of Directors of USA Baseball at least annually. The Board of Directors of USA Baseball may create and empower a committee (which may include

such Board Members and USA Baseball staff as the Board considers appropriate) to monitor Members' compliance with these requirements and report its findings to the full Board on at least an annual basis. Any issue relating to a Member's eligibility for continued membership in USA Baseball shall include an evaluation of good faith efforts to comply with these requirements, the requirements of the Center for Safe Sport and changes in the law, and shall be for the full Board to determine after review of all facts and circumstances, including the contents of any report and recommendation from any committee created to monitor Members' compliance.

Section 3.6 Determination of Membership Status. Any action by USA Baseball to suspend, to revoke, or otherwise to deal with the membership of any member, shall be taken only at the initiative of the Executive Director, and sent to the Hearing Panel under the procedures set forth in Section 11 of these Bylaws, but shall be finally determined by the Board. Such action may be taken as a result of a compliance review undertaken by USA Baseball or pursuant to other information known to it.

Section 3.7 Hearing. Upon conclusion of the hearing, the Hearing Panel shall prepare a report to the Board with a recommendation as to the action to be taken by the Board. Upon receipt of the Hearing Panel's notification of its decision, the Board shall convene to consider the recommendation of the Hearing Panel, but is not bound by it. The Board retains the right to impose its selected remedy.

Section 3.8 Dues. The Executive Director shall annually recommend to the Board the amount of dues for each membership class to USA Baseball. The Board shall fix the amount of dues on an equitable basis. Dues shall be due and payable on a fixed date each year. Failure to pay dues when due shall result in suspension of all membership privileges of delinquent members, including representation on the Board and all committees, until all arrearages are paid. Memberships shall be terminated automatically if the delinquent member remains in arrears for

dues for one (1) year from when the dues are payable.

Section 3.9 General Assembly. All members of USA Baseball will be eligible to attend and to participate in any general assembly meeting, which may be called from time to time, for the purpose of providing opinion and advice to the Board with respect to both current and contemplated policies of USA Baseball.

SECTION 4

DUTIES

USA Baseball shall perform the following duties, set out below.

Section 4.1 To develop, foster and encourage interest and participation in baseball throughout the United States.

Section 4.2 To coordinate with other sports organizations, minimizing conflicts in the scheduling of all practices and competitions.

Section 4.3 Through full integration of athlete directors into the activities of the Board, to reasonably reflect the views of amateur baseball players concerning the exercise of the powers and duties of USA Baseball and to take reasonable means of making available to amateur baseball players the policy matters considered by USA Baseball.

Section 4.4 To promptly review every request submitted by a sports organization or person for a sanction to hold an international baseball competition in the United States, or to sponsor representative United States amateur and, where appropriate, professional baseball players to compete in international baseball competition held outside the United States, and determine whether to grant such sanction in accordance with the provisions of USA Baseball's Bylaws relative to sanction.

Section 4.5 To allow baseball players to compete in any international baseball competition conducted under USA Baseball auspices or that of any other sports organization or person, unless denial is based on evidence that the organization or person conducting the competition did not meet the requirements of USA Baseball's Bylaws relative to sanction.

Section 4.6 To coordinate with MLB and the MLBPA to sponsor United States professional baseball players to compete in designated international baseball competitions held both within and outside the United States.

Section 4.7 To provide equitable support and encouragement for participation by women where separate programs for male and female athletes are conducted on a national or international basis.

Section 4.8 To encourage and support baseball programs for individuals with disabilities and the participation of such individuals in baseball activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of baseball competition for able-bodied individuals.

Section 4.9 To provide and coordinate technical information on physical training, equipment design, facility and event management, coaching and performance analysis.

Section 4.10 To encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety as it may relate to the sport of baseball.

Section 4.11 To obtain for the United States the most competent representation possible in international baseball competition, including, but not limited to, the Olympic Games, the World Baseball Classic, the Pan-American Games, COPABE events and other WBSC sanctioned events.

Section 4.12 To provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials (umpires) to participate in baseball competitions, without discrimination on the basis of race, color, religion, disability, age, sex, or national origin, and with fair notice and opportunity for a hearing to any such individual before declaring such individual ineligible to participate.

Section 4.13 To adopt and maintain the USA Baseball Athlete Advisory Council of no less than five (5) 10 Year Athletes as part of the overall governance structure of USA Baseball. The USA Baseball Athlete Advisory Council (USA Baseball AAC) shall broaden the communication

between USA Baseball and athletes, and represent to the Board from time to time the interests of the athletes. The USA Baseball AAC shall be constituted, organized, and operated as determined by the vote of the eligible athletes as outlined in Section 16 of these Bylaws, subject to approval by the Board, and in accordance with the USOPC's requirements.

SECTION 5
POWERS

USA Baseball shall have the following powers, as set out below.

Section 5.1 To act as the national governing body for amateur and international baseball in the United States and to represent the United States in the World Baseball Softball Confederation (“WBSC”); the Confederation of Pan-American Baseball (“COPABE”); and the USOPC.

Section 5.2 To establish norms, set standards, and institute policies, as appropriate for the well-being of the amateur baseball game.

Section 5.3 To establish national goals and encourage the attainment of these goals.

Section 5.4 To serve as the coordinating body as may be required for amateur baseball activity in the United States.

Section 5.5 To exercise jurisdiction over international baseball activities involving players, teams, or coaches from the United States, to sanction international baseball competitions held in the United States, and to sanction the sponsorship of international baseball competitions held outside the United States as outlined in Section 16 of these Bylaws.

Section 5.6 To conduct baseball competition, including national championships and international baseball competition in the United States, and to establish procedures for the determination of eligibility standards for participation in such competitions, except that any sport organization which conducts related baseball competition, participation in which is restricted to a specific class of athletes (such as high school students, college students, members of the Armed Forces, or similar groups or categories), shall have exclusive jurisdiction over such competition. If such a sports organization wishes to conduct designated baseball competition to be held in the United States or sponsor international baseball competition to be held outside the United States,

it shall obtain sanction from USA Baseball in accordance with the Bylaws of USA Baseball.

Section 5.7 To recommend to the USOPC individuals and teams to represent the United States in the Olympic Games and the Pan American Games and designated qualifying events for such Games.

Section 5.8 With assistance from such other organizations as may be appropriate, designate individuals and teams to represent the United States in international baseball competition (other than the Olympic Games and the Pan American Games) and to certify, in accordance with applicable international rules, the eligibility of such individuals and teams.

Section 5.9 To sue and be sued.

Section 5.10 To make contracts.

Section 5.11 To acquire, hold and dispose of real and personal property as may be necessary for its corporate purposes.

Section 5.12 To accept gifts, legacies, and devises in furtherance of its corporate purposes.

Section 5.13 To borrow money to carry out its corporate purposes.

Section 5.14 To provide financial assistance to any organization or association, other than a corporation organized for profit, in furtherance of the purposes of USA Baseball.

Section 5.15 To approve and revoke membership in USA Baseball.

Section 5.16 To adopt and alter a corporate seal.

Section 5.17 To establish and maintain offices for the conduct of the affairs of USA Baseball.

Section 5.18 To publish newspapers, magazines, websites, and/or other publications consistent with its corporate purposes.

Section 5.19 To do any and all acts and things necessary and proper to carry out the purpose of USA Baseball.

Section 5.20 To amend its Bylaws in a manner not inconsistent with the laws of the United States, or of any State.

SECTION 6

THE BOARD

Section 6.1 The Board of Directors shall have general charge of the business affairs and activities of USA Baseball, except as otherwise provided by these Bylaws, and shall determine the policies to be followed in carrying out the purposes and objectives of USA Baseball. The Board shall have ultimate authority over the business, policies, affairs, and activities of USA Baseball including, but not limited to, the authority:

- a) to elect members of the Board, except Athlete Representatives, following receipt or the recommendations of the Nominating Committee and to elect the Officers, including the President, the Treasurer, and the Secretary;
- b) to remove any Officer or any other member of the Board or any Committee for cause or not for cause;
- c) to hire, fire, evaluate and set the compensation of the Executive Director;
- d) to be responsible for planning both short term and long-range goals and needs of USA Baseball; to adopt such rules and regulations for the conduct of all meetings and for the management of USA Baseball, as it may deem proper, provided that such rules and regulations are not inconsistent with these Bylaws;
- e) to enact, amend, or repeal provisions of these Bylaws;
- f) to admit new members, to reclassify and to terminate the membership of members, as provided by these Bylaws;
- g) to receive and review the reports of the Executive Director and committees and BAF and task forces;
- h) to approve the selection of independent auditors;

- i) to approve the selection of outside legal counsel;
- j) to maintain a culture of ethical behavior and compliance throughout USA Baseball;
and
- k) to take such other action as is customary for a board of directors of a not-for-profit corporation.

Further, the Board shall:

- l) at appropriate intervals, require from, review, and approve the strategic plan of the Executive Director, the budget, and corporate performance measures;
- m) create policy direction for the Executive Director and staff on significant issues facing USA Baseball;
- n) monitor the financial reporting process; and determine how the funds of USA Baseball shall be received, deposited, and disbursed, and the procedures governing contracts related thereto;
- o) ensure that the Board is properly structured and is capable of acting in case of an unforeseen corporate crisis;
- p) determine annually whether a general assembly meeting shall be called;
- q) conduct an annual review of USA Baseball's performance and effectiveness and determine future actions required to achieve USA Baseball's mission;
- r) adopt and review, on an annual basis, a Conflict of Interest Policy and a Code of Conduct Policy applicable to all USA Baseball employees, Members, Board of Directors, Officers, Athletes, National Team Coaches, and Contractors; and
- s) ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 6.2 The Board of Directors shall consist of the following fifteen (15)

directors and each shall have one (1) vote:

- a) Three (3) directors to be collectively elected by the USA Baseball members designated as National Sports Organizations – Youth, defined in Section 3.2 (A).
 - i. As outlined in the Act, these organizations will be eligible for reasonable direct representation on the Board as outlined in this section of the Bylaws, provided that their respective organization adopts and enforces any and all equipment, governance, conduct and/or performance standards or policies adopted and/or promulgated by USA Baseball now or in the future. Failure to adopt and enforce such standards and/or policies will preclude the eligibility for Board Membership and can impact membership status;
 - ii. In lieu of annual elections for these three (3) designated Board seats, on an annual basis, eligible representatives from each of these member organizations will rotate as directors for three (3) year terms in alphabetical order (alpha by member organization name). Each member organization shall identify (with the right to designate a replacement if the original designee cannot serve) the eligible representative that shall represent the member organization as a director on the Board; and
 - iii. The Board shall have the right to approve all rotating elections; and as part of the approval process the Board may consider a variety of factors including the organization’s compliance with USA Baseball standards and the organization’s track record in supporting the mission and objectives of USA Baseball.
- b) One (1) director elected collectively by the USA Baseball members designated as National Sports Organizations – Other, defined in Section 3.2 (B).
 - i. In the case of the removal, resignation, or vacancy, the membership of Class B

shall be notified within thirty (30) days by the Executive Director of the upcoming opening or immediate vacancy on the Board and request that the members of Class B convene within sixty (60) calendar days from the date of notification by the Executive Director to select their representative to the Board; and

- ii. The Board shall have the right to approve this election both as to the election process and the director elected; and as part of the approval process the Board may consider a variety of factors including the organization's compliance with USA Baseball standards and the organization's track record in supporting the mission and objectives of USA Baseball.
- c) Six (6) athlete directors: two (2) 10 Year Athletes, who are the USOPC AAC Representative and Alternate from Baseball, and one (1) additional 10 Year Athlete, to ensure that not less than 20% of the Board shall consist of Actively Engaged Athlete representatives; and then three (3) 10 Year+ Athletes, to ensure that the Board includes 33.3% athlete representation; all elected in accordance with Section 6.8 and Section 16 of these Bylaws.
- d) Three (3) individuals, who shall be "At-Large Directors," with at least one (1) of these individuals being "an independent director" as outlined in 6.10 of these Bylaws, and who were recommended by the Nominating Committee pursuant to the process set out in Section 6.9 of these Bylaws, and then elected by the Board; and
- e) Two (2) members selected by Major League Baseball pursuant to the terms of the current contract between USA Baseball and MLB.

Section 6.3 Each director shall take office immediately upon appointment or election

and shall serve until a successor is elected or appointed. Except as otherwise set forth herein, the term for the directors to the Board is four (4) years (except for the Directors of National Sports Organizations-Youth whose limits are set forth in Section 6.2 (a)). Directors shall, at all times, operate free of any conflicts of interest with respect to service on the Board of USA Baseball.

- a) Directors may serve for a maximum of two (2) full consecutive terms, unless elected as an officer before the end of a second (2nd) full consecutive term, in which case the director may serve the Board until the expiration of the term of his/her office. Notwithstanding the foregoing, directors may be reconsidered for re-nomination to the Board after a service gap of four years has elapsed, with the exception of a 10 Year Athlete who upon the expiration of his/her ten-year window may be considered immediately for nomination as 10 Year+ Athlete.
- b) The Board shall provide for staggering of terms on the Board by, from time to time, extending or shortening terms of voting directors. Notwithstanding anything in these Bylaws to the contrary, action to shorten or extend Board terms to provide staggering of terms shall require a majority vote of a quorum of the Board.
- c) Further, the Board shall be empowered to vote to vacate any term limits for Directors or Officers set forth in these Bylaws. Any vote to vacate a term limit shall require a simple majority of directors at any meeting at which a quorum is achieved.

Section 6.4 Each director shall serve without compensation, except under limited circumstances in cases where the Board, in its reasonable discretion and for good cause shown, shall, by a vote of two-thirds (2/3) of the full membership of the Board, pass a motion providing for reasonable, special compensation to a director or directors for service. A director being considered for any special compensation shall not have a vote on such matters concerning himself/herself.

Section 6.5 The Board, at a minimum, shall have an annual meeting but may meet specially or more frequently if circumstances so require. 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. The President of the Board shall have the right to call for video-conference meetings in lieu of in-person meetings due to any force majeure events that could impact travel and/or the health, well-being and/or safety of the Directors. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings.

Section 6.6 Members of the Board of Directors shall be selected without discrimination based on race, ancestry, color, religion, sex, sexual orientation, national origin, age, disability, medical condition, or any other characteristic protected by federal, state, or local law.

Section 6.7 A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death, or upon the expiration of the Director's term. Any Director shall resign at any time by giving written notice to the President of USA Baseball, except the President's resignation shall be given to the Board of Directors. 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. Directors shall be removed by the Board if they fail to attend 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). Directors shall also be

removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Directors 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). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

a) The USA Baseball AAC representative on the USOPC AAC and the USA Baseball AAC alternate representative on the USOPC AAC will be on the USA Baseball Board of Directors with voice and vote and will be included as part of the 20% 10 Year Athlete representation.

i) Either the USOPC AAC or the USA Baseball Board may remove and replace the athlete representative through their respective policies and processes. If such removal occurs, the first removing body will promptly inform the other body, which must also remove and replace that athlete representative as soon as possible, but no longer than three months thereafter (subject always to applicable law). Immediate removal may be warranted for violations including but not limited to violations of anti-doping, SafeSport, fraud, or felony rules. The first removing body will also promptly inform the NGB Athlete Representation Review Working Group, who will ensure the removal from both bodies was appropriate and will work with the parties to determine the most expedient way to minimize any gap in athlete representation.

- b) The applicable eligibility requirements and conflict of interest policies, and code(s) of conduct of all relevant stakeholders (i.e. USA Baseball, USOPC, AAC, and/or USOPA) apply in determining the eligibility of a candidate.
- c) 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 USA Baseball's Code of Conduct or Conflict of Interest Policy.

Section 6.8 All athlete representatives (10 Year and 10 Year+) will be directly elected to four (4) year terms by the pool of athletes who meet the requirements as 10 Year Athlete representatives for USA Baseball. The USA Baseball AAC and USA Baseball Nominating and Governance Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year and 10 Year+ Athlete representatives.

Section 6.9 Directors to the Board from the Independent category shall be nominated by the Nominating and Governance Committee as follows: If a vacancy occurs or is about to occur in a position of an independent director, the Nominating Committee, members of the Board and/or the Executive Director shall nominate individuals for selection to be a director. Prior to such nomination, the Nominating and Governance Committee shall provide to the Board and the Executive Director as applicable, the written selection criteria of "independent director" in accordance with Section 6.10 of these Bylaws. The Nominating and Governance Committee shall review the nominations and then recommend one of the individuals to the Board. The Board shall then vote on whether to elect such recommended individual to the Board.

Section 6.10 A director will not be considered an "independent director" for the purposes of these Bylaws if, at any time during the two years preceding the commencement of or during his or her term or position as a director:

- a) the director is/was employed by or held any governance position (whether paid or

- volunteer position) with USA Baseball, the WBSC, COPABE, or any baseball entity connected to USA Baseball;
- b) an immediate family member of the director is/was employed by or held any governance position (whether a paid or volunteer position) with USA Baseball, the WBSC, COPABE, or any baseball entity connected to USA Baseball;
 - c) the director is/was affiliated with or employed by USA Baseball's outside auditor or outside counsel;
 - d) an immediate family member of the director is/was affiliated with or employed by USA Baseball's outside auditor or outside counsel as a partner, or principal manager;
 - e) the director is/was an officer, board member, member, or employee with any A or B or C member with representation on the board; (refer to Section 3.2 where constituent groups were defined)
 - f) the individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Baseball;
 - g) the individual is/was a member of the USA Baseball AAC;
 - h) the individual receives or received any compensation from USA Baseball, directly or indirectly, (except as expressly stated in Section 6.4 of these Bylaws); and
 - i) the individual is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition;

Section 6.10.1 The independent director must maintain an independent perspective by maintaining the requirements above for his/her entire term and any successive term with the exception of holding any governance position with USA

Baseball or the WBSC and the reimbursement of expenses related thereto.

SECTION 7

OFFICERS

Section 7.1 The Board shall select a President, a Secretary, and a Treasurer (“Officers”).

Section 7.2 The Officers shall be elected biennially by a majority of votes cast by the Board for each position.

Section 7.3 Officers will have two-year terms, and all Officers are eligible for re-election or re-appointment, and like Board members continue to be subject to the term limits of Directors as outlined throughout Section 6 of these Bylaws.

Section 7.4 No Officer shall be an officer of any other sports organization that is recognized as a national governing body.

Section 7.5 The President shall preside over regular and special meetings of the Board; act as USA Baseball’s principal spokesperson (with the Executive Director); manage key international and government relationships; represent USA Baseball, unless otherwise determined by the Board, with the USOPC and with Major League Baseball, as well as in all WBSC and COPABE matters, and shall oversee the office of the Executive Director. The President shall report to the Board on all matters noted above, specifically those which may affect USA Baseball and any other matters within his/her responsibility, and shall be, as part of his/her duties, a non-voting member of all standing and special committees. He/She shall be a voting member of the Board of Trustees of the Baseball America Foundation, Inc.

Section 7.6 Other Officers shall discharge such duties as may be assigned by the President or by vote of the Board.

Section 7.7 The Secretary of the Board shall keep the seal and records of USA Baseball, supervise the taking, making, and distribution of minutes, attend to the publication of

official reports, attest documents, and perform such other functions as usually pertain to that office. Approved minutes shall be provided to the Board and made available online in a timely manner, not to exceed quarterly. The minutes should state high-level topics discussed in executive session and should include when individuals recuse themselves due to a conflict of interest.

Section 7.8 The Treasurer, in the absence of, or at the request, of the President, may be requested to perform the duties of the President (Section 7.5). He/She shall be responsible for the keeping of the financial records of USA Baseball and reviewing the payment of authorized USA Baseball expenditures. The Treasurer shall communicate regularly with USA Baseball's Chief Financial Officer and shall, in conjunction with said Chief Financial Officer, submit a written financial report at each regular meeting of the Board. He/She shall be responsible for any special reports that may, from time to time, be called for by the Board; and shall discharge such other duties as may be assigned by vote of the Board.

Section 7.9 Officers shall be placed in nomination and elected biennially from among the membership of the Board at the annual meeting under the guidelines outlined below:

- a) Officers shall be elected biennially from among the membership of the Board. At least thirty (30) days prior to the annual meeting of the Board at which the election is to occur, a Nominating and Governance Committee, who are not currently Officers, shall be contacted by the Executive Director, to request that this committee propose a slate of Officers for the next year. No member of the Nominating Committee may be nominated for election as an Officer; and
- b) The nominations for Officers by the Nominating and Governance Committee shall be filed with the Executive Director at least fifteen (15) days prior to the annual meeting of the Board, and shall be transmitted by him/her to the members of the Board within five (5) days of receipt. Any member of the Board may make additional nominations

at least five (5) days prior to the annual meeting of the Board.

Section 7.10 Should an Officer or the Executive Director of USA Baseball be elected to be an officer of the USOPC, WBSC, or COPABE, the Ethics Committee shall review for possible conflict of interest between the two separate positions. Upon recommendation of the Ethics Committee, the Board shall determine what responsibilities, if any, of said Officer may be delegated to another Officer or designee of USA Baseball.

SECTION 8

EXECUTIVE DIRECTOR

Section 8.1 There shall be a full-time, paid Executive Director who shall serve as the chief executive officer for USA Baseball. This person shall be selected by the Board and approved by a majority vote of the Board.

Section 8.2 The Executive Director shall devote full time and services to USA Baseball and shall not engage in any other activity or employment for gain or profit without the prior approval of the Board and shall receive such salary and other benefits and shall serve on such terms as may be recommended by the Board.

Section 8.3 All official notices or other correspondence intended for USA Baseball, its Board, Officers or committees, may be addressed in care of the Executive Director who will be responsible for proper attention thereto.

Section 8.4 The Executive Director shall have active management responsibilities of USA Baseball and shall have all the powers and duties usually vested in the office of a general manager of a business corporation. He/She shall, either directly or by delegation, manage all staff functions; determine the size and compensation of the professional staff, and hire and terminate the professional staff in accordance with USA Baseball compensation policies and guidelines established by the Board. The Executive Director shall develop a strategy for achieving the mission, goals, and objectives of USA Baseball for review and approval by the Board. With respect to the official policies and positions of USA Baseball, the Executive Director and the President both shall be the official spokespersons for the organization.

Section 8.5 The Executive Director shall be responsible for the administration and coordination of USA Baseball programs, offices, and all of its fund-raising projects.

Section 8.6 The Executive Director shall maintain a Policies and Procedure Manual for USA Baseball administrative staff outlining workplace expectations, benefits, vacation and leave policies and other human resources matters for employees. The Manual shall be updated regularly after consultation with appropriate legal counsel.

Section 8.7 The Executive Director shall carry out the actions and resolutions of the Board and shall present written reports as the Board may request on all matters within his/her responsibility. The Executive Director shall report regularly to the President and as needed to the full Board and shall discharge such other duties as are assigned to him/her by the Board.

Section 8.8 The Executive Director shall submit an annual operating budget to the Board. He/She shall administer the approved budget and shall be responsible for ensuring the financial support for USA Baseball's budgetary requirements.

Section 8.9 Only the Executive Director shall have the authority to enter into contracts in the ordinary course of business on behalf of USA Baseball. All extraordinary contracts not in the ordinary course of business shall be referred for review and submitted for approval by the Board, as the case may be.

Section 8.10 Under the direction of the Board, the Executive Director shall coordinate the activities of all standing and special committees, and shall be, by virtue of his/her position, a non-voting member of all such committees.

Section 8.11 The Executive Director shall have the responsibility for the hiring of consultants and other outside professional services and shall give special attention to avoiding conflicts of interests in making such engagements.

Section 8.12 The Executive Director shall be a voting member of the Board of Trustees of Baseball America Foundation, Inc.

Section 8.13 The Executive Director shall be encouraged to involve himself/herself in the WBSC and COPABE Executive Committee matters and to seek office on WBSC and COPABE committees and, in particular, their respective Executive Committees.

SECTION 9

MEETINGS

Section 9.1 The President of the Board shall call regular meetings of the Board after consulting with the Executive Director. Special meetings may be called by the President or by the Executive Director. Any other Officer, upon the written request of a majority of the Board, may also request a special meeting. Special meetings will be held at a site, time and date selected by the President or a majority of the Officers. The Executive Director shall notify the Board by written communication at least thirty (30) days in advance of a regular meeting and at least seventy-two (72) hours in advance of a special meeting. Written notification of regular and/or special meetings may be made by electronic communication at the discretion of the Executive Director or the President.

Section 9.2 The Board shall have the power to transact its business by mail, electronic mail, or by other electronic means, as well as telephone or facsimile, if in the judgment of the President the urgency of the case requires such action; but if one-third (1/3) of the total vote of the Board indicate their unwillingness to decide such a matter in such manner, the President must call a meeting of the Board of Directors, to determine the question at issue.

Section 9.3 A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the members of the Board then currently in office.

Section 9.4 At all meetings of the Board, each director shall cast his/her vote in person. No proxies shall be permitted; however, upon written notice to the Executive Director, a board member other than an Officer may be represented by a designated alternate representative in the event that the duly elected or appointed director is unable to attend. The designated alternate will not have a vote.

Section 9.5 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 9.6 Board members may be reimbursed for travel costs in connection with attendance at regular and special meetings.

SECTION 10

COMMITTEES AND TASK FORCES

Section 10.1 Standing Committees. USA Baseball shall have the following committees: Finance and Audit, Ethics, Compensation, Nominating and Governance and USA Baseball Athlete Advisory Council. The Executive Director and President shall be entitled to attend meetings of all committees and receive copies of all committee correspondence, but shall not be entitled to a vote on said committees. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board or the Executive Director from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as set forth in these Bylaws or as established by the Board or, in the absence thereof, by the committee itself.

Section 10.1.1 Athlete representatives will equal at least 33.3% on all USA Baseball Committees.

Section 10.1.1.1 At least half of those athlete representatives will be 10 Year Athlete representatives; the remaining will be either 10 Year or 10 Year+ Athlete representatives. All athlete representatives (10 Year and 10 Year+) will be selected by the USA Baseball AAC. The USA Baseball AAC and the USA Baseball Nominating and Governance Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year and 10 Year+ Athlete representatives.

Section 10.1.2 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 (12) month period.

Section 10.1.3 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 Board, if appointed by the Board 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.

Section 10.1.4 Committee or task force members may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Directors of the Board, 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 the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), 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 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 Chief Executive Officer, if appointed by the Chief Executive Officer.

Section 10.1.5 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 10.1.6 Each committee and task force shall take minutes of its meetings.

Section 10.1.7 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 USA Baseball'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 USA Baseball in any other capacity, provided the Board gives explicit approval. Each committee and task force member shall be bound by USA Baseball's Conflict of Interest Policy.

Section 10.2 Other Committees and Task Forces. The President and/or the Executive Director may determine that additional committees or task forces are necessary to assist the Board in performing its respective functions and obligations, and they may appoint such committees or task forces as they deem appropriate and shall establish such procedures, guidelines, and oversight of such committees and task forces as they deem necessary to ensure that those committees and task forces are accountable. Such committees composition will include actively engaged athlete representatives sufficient to reach the 33.3% requirement.

Section 10.3 Finance and Audit Committee. The Finance and Audit Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below:

Section 10.3.1 Appointment and Composition. The President shall appoint the members of the Finance and Audit Committee and its chair, with approval of the Board,

with the exception of the appropriate number of Athlete representatives (10 Year and 10 Year+) who will be selected by the USA Baseball AAC. Additionally, the USA Baseball AAC and the USA Baseball Nominating and Governance Committee will develop a process to jointly identify and vet candidates to serve as Actively Engaged Athlete representatives. The Finance and Audit Committee shall consist of at least three and not more than five members, all of whom shall be members of the Board, one of which shall be the Treasurer. The Finance and Audit Committee shall include at least 33.3% of Athlete representatives and at least half of those athlete representatives will be 10 Year Athlete representatives; the remaining will either be 10 Year or 10 Year 10+ Athlete representatives. A majority of members of the Finance and Audit Committee shall be financially literate and at least one member shall have accounting or financial management expertise;

Section 10.3.2 Term. The term for each Finance and Audit Committee member is co-terminus with that director's term on the Board, and shall expire automatically when such individual's standing as a director expires. Notwithstanding, the President, with approval of the Board, may, from time to time, determine to rotate members of the Board on to and off of the Finance and Audit Committee. The Secretary shall maintain a list of Committee members and their terms of service.

Section 10.3.3 Assistance to the Board. The purpose of the Finance and Audit Committee shall be to assist the Board in its oversight of:

- a) the integrity of the financial statements USA Baseball;
- b) USA Baseball's compliance with legal and regulatory requirements relating to corporation finances and reporting thereof;
- c) USA Baseball's compliance with the Act, these Bylaws, contracts and

agreements, and applicable laws and regulations as more fully described in section (i) below;

- d) the independence and qualifications of the independent auditor;
- e) the performance of USA Baseball's internal audit function and independent auditors; and
- f) the Finance and Audit Committee shall perform those duties normally performed by a finance committee.

Section 10.3.4 Responsibilities. The responsibilities of the Finance and Audit Committee shall include the following:

- a) to discuss with management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements. Discussions concerning the annual audited financial statement and quarterly financial statements shall take place reasonably promptly after issuance of the statements and may be conducted by any method authorized in Section 9.2. The Finance and Audit Committee shall make a report to the Board following its discussion with management of the annual audited financial statement and may, at any time, require the President to convene a Special Meeting of the Board for the purpose of presenting any issues to the Board that bear on the matters listed in Section 10.3.3 of these Bylaws;
- b) to review USA Baseball's financial statements prior to publication;
- c) to discuss with management and the independent auditor, as appropriate, press releases containing financial information and financial information provided to the public;

- d) to consider and recommend to the Board the selection of independent certified public accountants to serve as auditor to examine USA Baseball's accounts, controls and financial statements (the Finance and Audit Committee shall have the sole authority to approve all audit engagement fees and terms and the Finance and Audit Committee must pre-approve any non-audit service provided to by USA Baseball's independent auditor);
- e) to discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and USA Baseball's risk assessment and risk management policies, including USA Baseball's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- f) to review USA Baseball's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting USA Baseball's financial statements, including alternatives to, and the rationale for, the decisions made;
- g) to review and approve the internal audit staff functions, including (i) purpose, authority and organizational reporting lines and (ii) annual audit plan, budget and staffing;
- h) to review, with the Executive Director, Chief Operating Officer, Chief Financial Officer and USA Baseball's legal counsel, independent auditors, and/or others, as the committee deems appropriate, USA Baseball's internal system of audit and financial controls and the results of internal and independent audits;

- i) to receive copies of all audits, and review, as requested by the Executive Director, Chief Operating Officer, or as determined by the Finance and Audit Committee, those issues identified as having a material effect on USA Baseball's ability to (i) adhere to the conditions specified in the Act or (ii) continue to be recognized as an NGB by the USOPC;
- j) to periodically review with the independent auditor the qualifications and performance of USA Baseball's finance personnel as observed by the independent auditor;
- k) to establish practices or procedures alone or in conjunction with the Executive Director and/or the Ethics Committee as appropriate, providing effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others (the Finance and Audit Committee shall be provided with an analysis of all financial, accounting and audit related complaints and their disposition, and shall provide safeguards against retaliation against employees and others who make such complaints);
- l) to obtain and review at least annually a formal written report from the independent auditor delineating (i) the auditing firm's internal quality-control procedures and (ii) any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm (the Finance and Audit Committee will also review steps taken by the auditing firm to address any findings in any of the

foregoing reviews and will also review with the independent auditor any significant lawsuits or criminal action alleged against the independent audit firm and the impact, if any, of such suits on the viability of the independent audit firm);

m) to maintain minutes of its activities and records of attendance of its members;
and

n) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 10.3.4 Meetings. The Finance and Audit Committee shall meet no less than once a year with management and with USA Baseball's Treasurer, and at least annually with USA Baseball's independent auditors. The Finance and Audit Committee shall meet periodically in executive session without management present. The Finance and Audit Committee may invite such members of management, corporate employees, individuals associated with USA Baseball's independent auditors or outside legal counsel, or others to its meetings as it deems desirable or appropriate. The Finance and Audit Committee shall report its minutes and recommendations to the Board of Directors after each committee meeting.

Section 10.4 Ethics Committee. The Ethics Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below:

Section 10.4.1 Appointment and Composition. The Nominating and Governance Committee shall nominate the members of the Ethics Committee for Board Approval. The Ethics Committee shall consist of no less than four (4) members. The chair of the Ethics Committee shall be a member of the Board, appointed by the President with

approval of the Board. Two (2) other members of the Ethics Committee shall not be members of the Board. All members of the Ethics Committee, other than the chair, must satisfy the standards of independence for “independent directors” as is set forth in Section 6.10 of these Bylaws. At least two (2) members of the Committee will be 10 Year or 10 Year+ Athletes appointed by the Nominating and Governance Committee after consultation with the USA Baseball AAC, and at least 20% of the Committee membership will be made up of 10 Year Athletes.

Section 10.4.2 Term. Other than the chair, who shall serve until his or her term as a director expires (unless replaced by the President with the Board’s approval), each member of the Ethics Committee shall serve for an initial term of four years. At the end of each member’s initial term, he or she shall be eligible for a second four-year term if so determined by the Nominating and Governance Committee with Board approval, provided, however, that the Athlete representative on the Ethics Committee must remain within the definition of 10 Year Athlete for all terms of service. The members of the Ethics Committee, excluding the chair, shall have staggered terms. To accomplish this, members sitting on the Ethics Committee have been divided into two classes expiring in alternating even years. The Secretary shall maintain a list of Committee members and their terms of service.

Section 10.4.3 Responsibilities. The responsibilities of the Ethics Committee shall be as follows:

- a) to develop, administer and oversee compliance with the Code of Conduct;
- b) to recommend for Board consideration proposed revisions to the Code of Conduct written for all athletes and team personnel of USA Baseball;

- c) to review the ethics and compliance staff functions, including: (i) purpose, authority and organizational reporting lines and (ii) annual ethics and compliance plan, budget and staffing;
- d) to review the handling of ethics-related complaints, and if directed by the Board, to handle directly such complaints;
- e) to report to the Board on its activities;
- f) to ensure that the Board's governance activities are consistent with best practices for non-profit corporations;
- e) to maintain minutes of its activities and records of attendance of its members; and
- f) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 10.4.4 Meetings. The Ethics Committee shall meet at least once annually, or more frequently as circumstances dictate.

Section 10.5 Nominating and Governance Committee. The Nominating and Governance Committee shall be comprised in accordance with, governed pursuant to, and perform those duties as contained in those sections set forth below:

Section 10.5.1 Appointment and Composition. The Nominating and Governance Committee shall consist of three (3) members. The President shall appoint, with approval of the Board, three (3) Board members to serve on the Nominating and Governance Committee, and at least one member should be a 10 Year Athlete. The chair of the Nominating and Governance Committee shall be appointed by the President, with approval of the Board.

Section 10.5.2 Term. Each member of the Nominating and Governance

Committee shall serve for an initial term of four years. At the end of each member's initial term, he/she shall be eligible for a second four-year term, provided however that the 10 Year Athlete representative on the Nominating and Governance Committee remains within the definition of 10 Year Athlete. The Secretary shall maintain a list of Committee members and their terms of service.

Section 10.5.3 Responsibilities. The responsibilities of the Nominating and Governance Committee shall include the following:

- a) to nominate, from the Board, a slate of Officers as outlined in Section 7.9;
- b) to nominate the members of the Ethics Committee as outlined in Section 10.4;
- c) to lead the search for individuals qualified to become members of the Board, to vet individuals that meet the qualifications set forth in Section 6.10 for independent directors, to nominate independent directors, and to recommend potential directors for consideration by the Board (the Nominating and Governance Committee shall recommend individuals to serve as directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of USA Baseball);
- d) to provide the Board with appropriate individuals for the Board to vote upon as potential new Board members, with each such individual recommendation to be accompanied by a written description of the qualifications, skills and experiences of each individual so identified;

- e) to confer with and provide support and guidance as appropriate to the USA Baseball AAC in elections and appointments to the Board and USA Baseball Committees;
- f) to report to the Board on its activities (the report to the Board may take the form of an oral report by the chair of the Nominating and Governance Committee or any other member of the Nominating and Governance Committee designated by the chair of the Nominating and Governance Committee to make such report);
- g) to maintain minutes of its activities and records of attendance of its members; and
- h) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 10.6 Compensation Committee. The Compensation Committee shall be comprised in accordance with, governed pursuant to and perform those duties contained in those sections set forth below:

Section 10.6.1 Appointment and Composition. The President will appoint the members of the Compensation Committee and its chair, with approval of the Board. The Compensation Committee will consist of no less than three (3) members, all of whom shall be members of the Board, one of which shall be the Treasurer. The Compensation Committee will include one (1) 10 Year Athlete.

Section 10.6.2 Term. Each member may serve until their term as a director expires. The Secretary will maintain a list of Committee members and their terms of services.

Section 10.6.3 Responsibilities. The purpose of the Committee will be to

carry out the Board's overall responsibility relating to compensation, benefits, human capital management, and organizational health, including diversity and inclusion. The Committee's responsibilities shall include the following:

- a) to assist the Board in developing and evaluating potential candidates for the CEO position;
- b) to review and approve on an annual basis the corporate goals, and objectives with respect to performance and compensation for the CEO, including salary, bonus and incentive compensation, benefits, perquisites, and any other compensation. The Committee will evaluate at least once a year the CEO's performance in light of these established goals and objectives and based on these evaluations will make recommendations to the full Board for the CEO's annual compensation, including salary, bonus, incentive, and any other compensation. Moreover, the chair of the Committee will communicate performance feedback to the CEO following such evaluations;
- c) to maintain minutes of the Committee's meetings;
- d) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws; and
- e) to advise the President of the Board as he manages and communicates the CEO's employment contract and terms of renewal, subject to Board approval.

Section 10.6.4 Meetings. The Committee will meet in executive session no less than once a year, or more frequently as circumstances require. The Committee will meet without management present, but may invite to its

meetings any Board member or employee of USA Baseball and such other persons as it deems appropriate to carry out its responsibilities. However, an employee of USA Baseball's management will not be present at any discussion or review where their performance or compensation is being determined. Further, the chair of the Committee will chair all meetings of the Committee, and, in consultation with the President of the Board, set the agendas for the Committee meetings. Board members of USA Baseball may suggest to the chair of the Committee items for consideration by the Committee. The Committee will report its minutes and any recommendations to the Board of Directors after each Compensation Committee meeting.

Section 10.7 In addition to the Standing Committees, the President, or the Executive Director, in consultation with the Board, shall have the power to appoint the following committees in any or all of the following areas:

- a) Bylaws/Legal Affairs
- b) International Affairs
- c) National Teams (Professional, Collegiate, Women, Youth)
- d) Umpires
- e) Facility Planning and Operations
- f) Doping Control
- g) Medical Safety

Section 10.7.1 The Executive Director and the President, in consultation with the Board, shall have the power to appoint such other special committees and task forces as may be deemed necessary, and to prescribe the respective duties and privileges of such committees.

Section 10.7.2 The President, in consultation with the Executive Director, and by approval of the Board, shall appoint the chair of all committees. The term of all committees shall expire upon the completion of their work and acceptance of their reports, or upon the discharge of such committee from the consideration of the matters committed to them.

Section 10.8 Each committee shall contain appropriate representation from the membership of USA Baseball and the appropriate Athlete Representation as outlined in the USOPC Bylaws Sections 8.5.4 and Sections 8.5.5.

SECTION 11

COMPLAINT PROCEDURES

Section 11.1 Designation of Complaints. The following kinds of complaints may be filed with USA Baseball:

- a) **Administrative Grievance.** USA Baseball, any member of USA Baseball, or anyone who participates in any activity or competition or event sanctioned by USA Baseball (a “Complainant”) may file a complaint pertaining to any matter within the cognizance of the USA Baseball, including but not limited to any alleged violation of or grievance concerning: (i) any USA Baseball rule or regulation, (ii) any USA Baseball program or service, (iii) any provision of USA Baseball’s Bylaws, (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Baseball’s recognition as a National Governing Body, (v) any provision of USA Baseball’s noncompliance with USOPC Bylaws, (vi) Sanctioning, (vii) Determination of Membership Status, or (viii) AAC Elections;
- b) **Disciplinary Proceeding.** Any person who witnesses or has direct knowledge of facts regarding an alleged violation of the USA Baseball Code of Conduct, USA Baseball SafeSport Policy, USA Baseball Coaches Code of Ethics, or any other rule or regulation relating to conduct by anyone participating in the affairs of USA Baseball, (a “Complainant”) may file a complaint related to such conduct; and
- c) **Right to Participate.** Any athlete, coach, trainer, manager, administrator or official (a “Complainant”) may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual’s opportunity to participate in a USA

Baseball sanctioned competition or protected competition.

Section 11.2 Jurisdiction. Any member of USA Baseball, or anyone who participates in any activity, or competition or event sanctioned by USA Baseball, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 11.3 Manner of Filing. The Complainant shall file the complaint, using his/her full name and the identifying membership information of the individual, with the CEO/Executive Director, and with the President of the Board, and a copy to USA Baseball's legal counsel. 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 party against whom the complaint is made (the "Respondent"), and (iii) the remedy requested. The Complainant may attach supporting evidence and documentation to support the allegation. The Complainant shall sign the complaint. Under no circumstances will an individual be subject to any disciplinary or retaliatory action for filing, in good faith, a reasonable complaint.

The Complainant shall have the obligation to serve the complaint and any associated documentation filed therewith by the Complainant, upon any known Respondent and provide evidence of service by mail or other means, subject to proof. Such service shall be made simultaneous with the filing of the complaint or as soon as practicable thereafter, but in no case more than fourteen (14) business days after the complaint has been filed. In cases where it is unclear whether the Respondent received service of the complaint, USA Baseball shall have the right to serve the complaint and any associated documentation filed therewith, upon any known Respondent and may do so within fourteen (14) business days of the filing of the complaint. In cases where USA Baseball is the Respondent, the filing of the complaint with USA Baseball shall constitute sufficient service on USA Baseball.

In disciplinary proceedings where USA Baseball is the Complainant or USA Baseball is otherwise enforcing disciplinary action, USA Baseball shall have the obligation to serve upon any Respondent, the complaint or analogous documentation initiating said disciplinary proceeding and shall do so within fourteen (14) business days after the filing of the complaint. Service of said complaint or analogous documentation on a Respondent in a disciplinary proceeding shall set forth the range of remedies, sanctions or consequences in the event a violation is determined.

The Respondent shall have the right to answer or otherwise respond to the complaint within 30 calendar days of service of the Complaint. The Respondent shall have the obligation to serve its answer or response upon the Complainant simultaneous with the filing of its answer. In cases where it is unclear whether or not the Respondent has served its answer or response to the complaint on the Complainant, USA Baseball shall have the right to serve Respondent's answer or response upon the Complainant directly and may do so within fourteen (14) business days of receipt of Respondent's answer.

A written request for a hearing must be made by the Complainant either immediately upon filing the complaint if an expedited hearing is requested, or after mediation efforts pursuant to Section 11.9. If no written request for a hearing is made by the Complainant with the filing of its complaint, a Respondent may make a written request for a hearing with its answer or response to the complaint. In disciplinary proceedings, the request for a hearing must be made by the party against whom the complaint is made (a "Respondent") after written notice of proposed disciplinary action.

Section 11.4 Filing Fee. A complaint relating to administrative grievances or to the right to participate filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that

USA Baseball is not required to pay a filing fee. No filing fee is required to file a complaint related to disciplinary proceedings. The Complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Executive Director shall determine whether or not to reduce or waive the filing fee.

Section 11.5 Statute of Limitations. A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny of opportunity to participate. There shall be no time bar for complaints regarding alleged SafeSport violations.

Section 11.6 Doping Decisions. A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOPC 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 11.7 SafeSport Decisions. A decision concerning a SafeSport violation adjudicated by the independent safe-sport organization designated by the USOPC (currently the United States Center for Safe Sport) shall not be reviewable through, or the subject of, these complaint procedures.

Section 11.8 Field of Play Decisions. The final decision of a an umpire or technical official 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 referee) shall not be reviewable through, or the subject of these complaint procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “an umpire or technical official” shall include any individual with discretion to make field of play decisions.

Section 11.9 Administration. The Executive Director shall generally administer and

oversee all complaints and shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Executive Director shall promptly acknowledge the complaint, and in cases of disciplinary proceedings the Executive Director shall provide notice of the complaint to the individual against whom the complaint (the “Respondent”) was made with reasonable time to respond. The Parties shall be afforded basic due process rights, including fair notice and an opportunity for a hearing.

The Executive Director may review the complaint, seek information from the parties as to the merits of the complaint, meet with the parties involved in-person or by other appropriate means to determine if the complaint can be mediated, and attempt to resolve the complaint to the satisfaction of the parties.

In administrative grievances and right to participate complaints, if the complaint is not resolved, the Complainant may file a written request for a hearing within fourteen (14) business days of filing the complaint, or as otherwise agreed upon by the parties and with consent of the Hearing Panel. If no agreement is made to extend the time, and no request for a hearing is made, then the complaint will be dismissed.

In disciplinary proceedings, if the complaint is not resolved, the Executive Director shall provide the Respondent with a proposed disciplinary action. The Respondent may accept the disciplinary action, or submit a written request for a hearing on the merits within ten (10) days of receipt of the notice of disciplinary action. If the Respondent does not respond or does not request a hearing, the disciplinary action shall go into effect.

The Executive Director, with the assistance of USA Baseball’s legal counsel, may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Baseball.

If the Executive Director has a conflict of interest in the outcome of the proceeding,

his/her duties shall be delegated by the President to a disinterested individual.

Section 11.10 Hearing Panel. Upon the filing of a complaint, the President shall appoint a Hearing Panel consisting of three (3) individuals to hear the complaint. The Hearing Panel shall consist of one (1) member of the Board (who shall chair the Hearing Panel and who is an independent board member as defined in Section 6.2(d)); one (1) individual who is independent of USA Baseball but may be a full-time staff or active board member of another NGB, or MLB, or any 10 Year or 10 Year+ Athlete from USA Baseball or be a former Board member who has not served as a director in the last three (3) years, and one (1) 10 Year or 10 Year+ Athlete. The members of the Hearing Panel will be disclosed to all necessary parties. The Hearing Panel shall not include any person who has an interest in the outcome of the proceeding. Should a conflict of interest be determined, then the President will replace the member with a disinterested individual from the appropriate category outlined in this Section 11.10. No party and no one acting on behalf of any party shall communicate ex parte with a Hearing Panel member.

Section 11.11 Conduct of the Proceeding. The Hearing Panel shall rule on all motions and other matters raised in the proceeding.

If the Respondent contends that jurisdiction of the complaint is improper, that the Complainant has failed to exhaust available remedies, that there is some other procedural or jurisdictional defect that would preclude a hearing on the merits, or that the complaint fails to state a claim upon which relief can be granted, the Respondent may move to dismiss the complaint. Such motion to dismiss will set forth the grounds for dismissal and will be filed within 30 days after receipt of the complaint by the Respondent. The Complainant will be given the opportunity to submit papers in opposition to the Respondent's motion to dismiss. The Hearing Panel will determine whether or not to have argument on the motion to dismiss.

The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary including whether to schedule a preliminary hearing and directing the production of documents and other information. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted in-person at the offices of USA Baseball or at a location to be determined by the Hearing Panel. The hearing may be conducted by teleconference if necessary or convenient to the parties. 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. Each party to a proceeding shall be required to give written notice to the other party and to the Hearing Panel of any expected witnesses, except in cases where the identity of any witness is subject to confidentiality concerns. Members of the Hearing Panel shall have the right to question witnesses or the parties to the proceeding at any time.

The burden of proof, which shall be a preponderance of evidence, shall be upon the Complainant who shall also initially have the burden of going forward with the evidence. The Respondent shall then have the burden of going forward with evidence in opposition to the complaint and in support of Respondent's position.

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. 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. Any transcript ordered by a party shall be made available to the Hearing Panel at the request of the panel.

Section 11.12 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 Executive Director 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 11.13 Complaints Involving Selection to Participate in a Competition. Where a complaint is filed involving an individual's opportunity to participate in a competition, the Complainant shall include with the complaint the specific competition, the date of the competition, and a list of all other individuals, together with their contact information if known, that may be adversely affected by a decision rendered on the complaint. USA Baseball shall also submit a list of individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The Hearing Panel shall determine those individuals who must receive notice of the complaint. The Hearing Panel shall determine the form of the notice and how and who shall provide the notice. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel even though the individual chose not to participate as a party.

Section 11.14 Decision. A decision shall be determined by a majority of the Hearing Panel. The Hearing Panel shall issue a written reasoned decision which shall be distributed to the parties in a reasonable amount of time. For complaints regarding Sanctioning, the decision shall be issued no less than thirty (30) days prior to the planned competition.

For complaints related to Membership Status (Section 3), the Hearing Panel shall provide a recommendation to the Board as to the action to be taken by the Board as set forth in Section 3.6 and 3.7. A decision shall be determined by a majority of the Board of Directors.

Section 11.15 Arbitration. Any party may appeal a decision of the Hearing Panel or the Board of Directors to the American Arbitration Association (AAA). Appeals must be filed with the AAA within thirty (30) days after the decision or imposition of remedy. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the Hearing Panel to the arbitrator for the arbitrator's consideration.

In accordance with the USOPC Bylaws, an athlete who alleges that he or she has been denied, or threatened to be denied, by USA Baseball an opportunity to participate in protected competition, may also file a complaint directly with the USOPC pursuant to their procedures outlined in Section 9 of the USOPC Bylaws. USA Baseball will submit to binding arbitration in any controversy involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition upon the demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official using an established major national provider of arbitration and mediation services based in the US and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies' Council, as required by §220522(4)(B) of the Act.

SECTION 12

FINANCIAL AUTHORITY AND RESPONSIBILITY

Section 12.1 The Board shall have the right to delegate to the Executive Director the authority to solicit, collect, and disburse funds for the support of the activities of USA Baseball and for financing participation of the United States in international baseball competitions.

Section 12.2 All Officers, directors, and committee members of USA Baseball shall act and serve without compensation, except as otherwise specifically provided in these Bylaws.

Section 12.3 No individual officer, director or committee member of USA Baseball shall be personally liable for any debt or other obligation incurred in the name of USA Baseball or any of its committees pursuant to authority granted directly or indirectly by the Board. The Board shall adopt a standard form of contract restricting recourse for payment to the assets of USA Baseball, and the Executive Director shall include said form of contract in all agreements to which USA Baseball is a party.

SECTION 13

LIABILITY AND INDEMNIFICATION

Section 13.1 A director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of Director and that breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Provided, however, the foregoing provision shall not apply to the responsibility or liability of the Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Section 13.2 USA Baseball shall indemnify each of its present or former directors, Officers, employees, or official representatives or any person who is or was serving another corporation or other entity in any capacity at the request of USA Baseball against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, fines, costs, and counsel fee) in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which such person is, or is threatened to made, a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation, which is compromised or settled, including amounts paid in settlement, if USA Baseball shall approve such settlement as provided in Section 13.2 hereof. Such person shall be entitled to be indemnified if he/she acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of USA Baseball, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Section in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a

court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of claim by or in the right of USA Baseball, indemnification shall not be made under this section in respect of any claim, issue, or matter as to which the person has been adjudged to be liable to USA Baseball unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of USA Baseball is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses that the court of common pleas or other court shall deem proper. Further, the termination of any litigation by judgment, order, settlements, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of USA Baseball.

Section 13.3 Unless ordered by a court, any indemnification under Section 13.2 or otherwise permitted by law shall be made by USA Baseball only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he/she has met the applicable standard of conduct set forth under that section. Such determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 13.4 Expenses incurred by a person entitled to indemnification pursuant to the Section or otherwise permitted by law in defending a civil or criminal action, suit, or proceeding shall, in any case required by Section 13.2, and may, in any other case, be paid by USA Baseball

in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by USA Baseball.

Section 13.5 The indemnification and advancement of expenses provided pursuant to this Section shall continue as to any person who has ceased to be an officer, director, or employee, or representative of USA Baseball and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 13.6 This Section shall not be exclusive of any other right that USA Baseball may have to indemnify any person as a matter of law.

SECTION 14

DISSOLUTION

Section 14.1 Upon the dissolution of USA Baseball, the Board of Directors shall, after paying or making provision for the payment of all liabilities of USA Baseball, dispose all assets of USA Baseball exclusively for the purposes of USA Baseball in such a manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the state in which the principal office of USA Baseball is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine which are organized and operated for such purposes.

SECTION 15

SANCTIONING

Section 15.1 The Executive Director shall annually recommend to the Board sanctioning fees for:

- a) Sports organizations or persons requesting a sanction to hold an international baseball competition in the United States or to sponsor United States baseball players to compete in international baseball competition held outside the United States, and
- b) Baseball players requesting a sanction to compete in any international baseball competition conducted under USA Baseball auspices or that of any other sports organization or person.

The sanctioning fees shall be reasonable and non-discriminatory.

Section 15.2 All requests for sanctions shall be directed to the Executive Director who shall determine whether or not to grant sanction in accordance with the criteria set forth in Section 15.5.

Section 15.3 Except for good cause shown, all requests for sanction shall be made in writing to the Executive Director at least ninety (90) days prior to the planned competition, and shall be accompanied by the sanctioning fee and sufficient supporting information to permit the Executive Director to determine whether the criteria set forth in Section 15.5 have been met. Within thirty (30) days of the request sanction, the Executive Director shall provide the requesting party a letter of sanction, or a written explanation as to why the sanction will not be granted. In the event that the Executive Director denies a request for sanction, an appeal may be

made within ten (10) days of receipt of notification of denial in accordance with Section 15.6 of these Bylaws.

Section 15.4 Any amateur sports organization that is a non-member of USA Baseball must comply with all sanctioning requirements as set forth in this Section. Any non-USA Baseball member sports organization which knowingly violates these requirements in any fashion, including, but not limited to, failure to obtain the proper USA Baseball sanction for an international competition shall be subject to possible future restrictions and/or penalties.

If the Executive Director believes that a non-USA Baseball member has violated the sanctioning provisions, the Executive Director shall immediately present the facts to the Officers who may refer the matter to further investigation and a possible reply from USA Baseball and/or refer the matter to the full Board of Directors for action.

The Board of Directors can take whatever action they deem fair and appropriate against the organization. The Board may refer the matter to the USOPC or WBSC for review and/or possible action.

Section 15.5 Unless the Executive Director determines by clear and convincing evidence that holding or sponsoring an international baseball competition would be detrimental to the best interest of the sport, he will promptly grant to a sports organization or person a sanction to do the following:

- (a) Hold an international baseball competition in the United States, if such sports organization or person pays to USA Baseball any required sanctioning fee and demonstrates that:

- (1) Necessary, 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 other baseball 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 and, if necessary, drug testing procedures, will be provided for athletes who participate in the competition; and
 - (6) Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
- (b) Sponsor United States athletes to compete in international baseball competition held outside the United States, provided that such sports organization or person pays to USA Baseball any required sanctioning fee and submits a letter from the appropriate entity which will hold the international baseball competition that assures that the provisions outlined in the previous sub-section (a) 1-6, are met.

Section 15.6 Sanction Denied and Appeal Process. USA Baseball will deny a host the right to conduct an international baseball competition only when, following proper investigation, it determines such a host incapable of adequately hosting or conducting such competition in compliance with acceptable international standards. When such disapproval is determined by USA Baseball's Executive Director, the host may appeal the decision and request a hearing, and the matter will proceed pursuant to Section 11 of these Bylaws.

Section 15.7 The members of the Hearing Panel shall review the request for sanction and all supporting information accompanying the request, and shall advise the requesting party of their decision no less than thirty (30) days prior to the planned competition.

Section 15.8 Within thirty (30) days of the conclusion of the international baseball competition for which sanction was granted, or in which a sanctioned team competed, the organization or person to whom the sanction was granted shall submit to the Executive Director a report of the competition, including, as appropriate, an itinerary, schedule of games, results of the competition and a financial report.

Section 15.9 A baseball team, which is a member of USA Baseball, shall not need to request a sanction to participate in a baseball competition within the member's program.

SECTION 16

ELECTION PROCEDURES FOR USOPC AAC REPRESENTATIVES AND 10 YEAR AND 10 YEAR+ ATHLETES TO THE BOARD OF DIRECTORS AND 10 YEAR ATHLETES TO THE USA BASEBALL AAC

Section 16.1 To be eligible to serve on the USOPC AAC from USA Baseball and to be eligible to vote for the USOPC AAC representative and AAC alternate from USA Baseball, an athlete must be 10 Year Athlete and meet the definition of such set forth in these Bylaws.

Section 16.2 The 10 Year Athletes that are elected to serve as the USOPC AAC representative and the AAC alternate from USA Baseball will also serve with a voice and vote on the Board of Directors of USA Baseball.

Section 16.3 10 Year Athletes must meet any other qualification standards set forth in the USOPC Bylaws or AAC Bylaws.

Section 16.4 Elections will comply with the USOPC AAC Bylaws.

Section 16.5 The procedure whereby a 10 Year Athlete shall be elected to represent the sport of baseball on the USOPC AAC as the Representative and Alternate, and to fill any vacancies shall be as follows:

- a) The Executive Director of USA Baseball shall cause to be mailed or electronically transmitted to each eligible athlete voter who is 18 years and older a request for nominations to the USOPC AAC.
- b) Each eligible athlete voter shall be asked to nominate one (1) individual to represent the sport of baseball on the USOPC AAC, and each eligible athlete voter may also self-nominate.
- c) Each eligible athlete voter shall be instructed to return the nominations to the Executive Director, or his/her designee, within ten (10) days from receipt thereof.
- d) After the return mailing of the nominations, the Executive Director or his/her

designee, shall cause to be mailed or electronically transmitted, the list of nominees to each eligible athlete voter with instructions to vote for one (1) candidate.

- e) Each eligible athlete voter shall be instructed to return the ballot to the Executive Director, or his/her designee, within ten (10) days of receipt thereof.
- f) The Executive Director, or his/her designee, shall tabulate the votes and the individual receiving the highest number of votes shall be elected as the USOPC AAC Representative. The individual receiving the next highest number of votes shall be the Alternate.
- g) If the USOPC AAC Representative position becomes vacant and there is an Alternate seated, then the above process shall not be followed and the Alternate shall automatically assume the position of the Representative.
- h) If either the USOPC AAC Alternate position, or both the USOPC AAC Representative and Alternate position become vacant, then the above process shall be followed to fill the vacancy/vacancies. Vacancies shall be filled as soon as reasonably practicable.

Section 16.7 In the same manner as outlined in Section 16.5 of these Bylaws for the election of 10 Year Athletes to the Board, so too will 10 Year+ Athletes to the Board be elected by the eligible 10 Year Athletes pursuant to the USOPC Bylaws Section 8.5.3(b). Furthermore, the USA Baseball AAC and the USA Baseball Nominating and Governance Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year+ representatives.

Section 16.8 USA Baseball AAC Representatives shall be elected subsequent to the election of the USOPC ACC Representative and the Alternate position, and in the same manner as outline in Section 16.5 of these Bylaws.

Section 16.8.1 The USA Baseball AAC shall have no less than five (5) members and gender shall be considered in its composition.

Section 16.8.2 Both the USOPC AAC primary representative and the alternate are automatic members of the USA Baseball AAC.

Section 16.8.3 All USA Baseball AAC members must be 10 Year Athletes as defined in these Bylaws and in Section 8.5.1(a) of the USOPC Bylaws.

Section 16.8.4 All Athlete Representatives must complete the USA Baseball Conflict of Interest Disclosure form, submit the form to the USA Baseball Ethics Committee and follow any process outlined by the USA Baseball Conflict of Interest policy.

Section 16.8.5 Athletes who wish to run for the USA Baseball AAC position must disclose any felony convictions, and any periods of ineligibility based on anti-doping or SafeSport violations.

Section 16.9 Any athlete may seek to compel USA Baseball to comply with its procedures regarding the election of athletes to the Board and/or to the USOPC AAC as outlined in Section 11, by filing a written complaint with the Executive Director, and the matter will proceed under the process in Section 11 of these Bylaws.

SECTION 17

DISCIPLINARY ACTION

Section 17.1 USA Baseball may censure, suspend for a definite or indefinite time, with or without terms of probation, or expel any member of USA Baseball, including any athlete, coach, manager, official, member of any committee, or any person participating in any capacity whatsoever in the affairs of USA Baseball, who has violated any of its rules or regulations as set forth in the USA Bylaws, or who aids, abets, and encourages another to violate any of its rules or regulations, or who has acted in a manner detrimental to USA Baseball, its members, or the sport of baseball.

Section 17.2 Every person or organization receiving notification of disciplinary action from the Executive Director has the absolute right to a hearing prior to the action becoming effective. To request such a hearing the person or organization receiving notification must file a written request for a formal hearing on the charges or allegations made known in notification pursuant to Section 11 of these Bylaws.

SECTION 18

SAFESPORT AND ANTI-DOPING

Section 18.1 It shall be the policy of USA Baseball to require as a condition for participating in any capacity including without limitation activities, competitions or events with USA Baseball, that each Adult Participant identified by USA Baseball under USA Baseball's SafeSport Policy agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport, and the USOPC Athlete Safety Policy, and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport 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 USA Baseball rule is inconsistent with the rules of the U.S. Center for Safe Sport and the USOPC Athlete Safety Policy, such rule is hereby superseded.

Section 18.2 It is the duty of all *Athletes, Athlete Support Personnel* and other *Persons* (as those terms are defined in the World-Anti Doping Code) by virtue of their participation in the Olympic, Paralympic, Pan American, ParaPan American or Youth Olympic Games, participation in an *Event* or *Competition* organized or sanctioned by an NGB, PSO, or HPMO, USA Baseball, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Baseball, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti- Doping Code to comply with all anti-doping rules of WADA, the World Baseball Softball Confederation (WBSC), the USOPC, 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 WADA, the WBSC and USADA. If it is determined that an *Athlete, Athlete Support Personnel*, or other *Person* may have committed a doping violation, the individual 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, if applicable or referred by USADA. In addition, *Athletes* 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.

SECTION 19

AMENDMENTS TO THESE BYLAWS

Section 19.1 Amendments to these Bylaws may be made at any meeting of the Board of Directors by a vote of two-thirds (2/3) of the full membership of the Board of Directors. A mail vote and/or electronic vote is acceptable.

Section 19.2 All proposed amendments must be made in writing, dated, and sent to the members of the Board not less than thirty (30) days prior to the meeting of the Board at which the amendments will be considered or thirty (30) days prior to the designated mail vote.

SECTION 20

SAVING CLAUSE

Section 20.1 Failure of literal or complete compliance with any provision of the Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice proposals, which in the judgment of the members at Board of Directors' meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.