

**CONSTITUTION AND BY-LAWS
OF THE
UNITED STATES BASEBALL FEDERATION, INC.**

CONSTITUTION

ARTICLE I: NAME

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.”

ARTICLE II: OFFICES

The principal office of USA Baseball shall be determined by the Executive Committee and approved by the Board of Directors.

ARTICLE III: MISSION

Section 1. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code.

Section 2. Notwithstanding any other provision of these articles, this corporation is organized exclusively to foster national and international baseball competition.

Section 3. 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 4. USA Baseball shall act as the national governing body for amateur baseball in the United States, maintain membership with the United States Olympic Committee (“USOC”), shall be a member of the international federation that governs baseball (“IBAF”) and shall be a member of the continental baseball federation (“COPABE”).

Section 5. 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 that USA Baseball shall be authorized and empowered to pay reasonable compensation for specific services rendered when approved by the Board of Directors and to make payments and distributions in furtherance of the purpose set forth in these articles.

Section 6. 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.

ARTICLE IV: MEMBERSHIP

Section 1. Membership in USA Baseball is open to any individual who is an athlete, coach, trainer, manager, administrator, or official (umpire) active in baseball, to any sports organization which conducts programs in baseball, or to any individual or organization interested in the advancement of baseball in the United States and throughout the world. Membership is provided without discrimination on the basis of race, color, religion, disability, age, sex, or national origin.

Section 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 USA Baseball Board of Directors, the sports organization is otherwise sufficiently national in it character and scope. Organizations, which are political in nature are not eligible for membership.

C. General: Any individual or sports organization active in baseball, or any individual or sports organization interested in the advancement of baseball in the United States and throughout the world.

Section 3. The USA Baseball Board of Directors must approve all new members in classes A and B. Board Approval is not necessary for class C members.

Section 4. Applications for membership and the payment of dues shall be in accordance with the By-Laws of USA Baseball.

ARTICLE V: DUTIES

The duties of USA Baseball are as follows:

Section 1. To develop, foster and encourage interest and participation in baseball throughout the United States and to be responsible to the persons and sports organizations USA Baseball represents.

Section 2. To coordinate with other sports organizations, minimizing conflicts in the scheduling of all practices and competitions.

Section 3. To keep baseball players informed of policy matters and reasonably reflect the views of these players in the policy decisions made by USA Baseball.

Section 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 the USA Baseball's By-Laws relative to sanction.

Section 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 the USA Baseball By-Laws relative to sanction.

Section 6. To coordinate with Major League Baseball (MLB) and the Major League Baseball Player's Association (MLBPA) to sponsor United States professional

baseball players to compete in designated international baseball competitions held both within and outside the United States.

Section 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 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 9. To provide and coordinate technical information on physical training, equipment design, facility and event management, coaching and performance analysis.

Section 10. To encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety as they may relate to the sport of baseball.

Section 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 IBAF-sanctioned events.

Section 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 13. To provide procedures for the prompt and equitable resolution of grievances of USA Baseball members.

ARTICLE VI: POWERS

USA Baseball has the power to do the following:

Section 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 International Baseball Federation (“IBAF”); the Confederation of Pan-American Baseball (“COPABE”); and the U.S. Olympic Committee (“USOC”).

Section 2. To establish national goals and encourage the attainment of these goals.

Section 3. To serve as the coordinating body as may be required for baseball activity in the United States.

Section 4. 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.

Section 5. 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 By-Laws of USA Baseball.

Section 6. To recommend to the USOC 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 7. 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 8. To sue and be sued.

Section 9. To make contracts.

Section 10. To acquire, hold and dispose of real and personal property as may be necessary for its corporate purposes.

Section 11. To accept gifts, legacies, and devices in furtherance of its corporate purposes.

Section 12. To borrow money to carry out its corporate purposes.

Section 13. 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 14. To approve and revoke membership in USA Baseball.

Section 15. To adopt and alter a corporate seal.

Section 16. To establish and maintain offices for the conduct of the affairs of USA Baseball.

Section 17. To publish a newspapers, magazines, websites, and/or other publications consistent with its corporate purposes.

Section 18. To do any and all acts and things necessary and proper to carry out the purpose of USA Baseball.

Section 19. To amend its Constitution and By-Laws in a manner not inconsistent with the laws of the United States, or of any State.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The Board of Directors shall have general charge of the business affairs and activities of USA Baseball and shall determine the policies to be followed in carrying out the purposes and objectives of USA Baseball.

Section 2. The Board of Directors shall consist of the following 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

(b) One (1) director elected collectively by the USA Baseball members designated as National Sports Organizations – Other

(c) Two (2) individuals who are currently actively engaged in baseball competition or who have represented the United States in international baseball

competition within the ten (10) years preceding their appointment to ensure that not less than 20% of the Board of Directors shall consist of said individuals. One of these individuals shall be the duly elected representative to the USOC's Athletes' Advisory Council ("AAC").

(Wherever used in this Constitution and By-Laws, the phrase "individuals who are actively engaged in baseball competition" means those competing at a level of proficiency appropriate for selection to a national team). The election of these athletes and past athletes are outlined in the By-Laws of USA Baseball and shall conform to the requirements of the USOC Constitution and By-Laws as well as the USOC AAC's Constitution and By-Laws.

(d) Two individuals selected collectively by a vote of all class A and B members who shall be "independent" members who have no current affiliation with any class A or B members.

(e) One (1) member selected by Major League Baseball

(f) One (1) member selected by the other members of the Board of Directors and who may come from any source.

Section 3. Each director shall take office immediately upon election or appointment and shall serve until a successor is elected or appointed.

Section 4. Each director shall serve without compensation, except under limited circumstances in cases where the Board of Directors, 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 of Directors, pass a motion providing for reasonable compensation to a director or directors for service.

Section 5. The Board of Directors, at a minimum, shall have an annual meeting but may meet specially or more frequently if circumstances so require.

Section 6. Member terms will be for three (3) years following an initial phase-in period and will be staggered.

Section 7. Any individual is eligible to serve on the USA Baseball Board of Directors, or any USA Baseball Committee, or both.

Section 8. Members of the Board of Directors shall be selected without regard to race, color, religion, disability, age, sex, or national origin.

Section 9. The Executive Director/ CEO shall not have a vote on any Board decision.

Section 10. Following the removal, resignation, or vacancy of an elected Board member, the USA Baseball Board of Directors shall decide the process of selecting a replacement.

ARTICLE VIII: OFFICERS

Section 1. The-USA Baseball Board of Directors shall select a President, a Secretary-General, a Secretary and a Treasurer.—It will also be responsible to name an Executive Director, as well as any member of USA Baseball who may serve as an elected officer of IBAF.

Section 2. The Officers of USA Baseball shall be elected annually by a majority of votes cast by the Board of Directors for each position.

Section 3. All officers are eligible for re-election or re-appointment.

Section 4. The Board of Directors shall have responsibility for oversight of the Executive Director and USA Baseball operations according to the policy guidelines prescribed by the Board of Directors; shall be responsible for planning with respect to the long-range goals and needs of the organization; and shall perform such other duties as may be determined to be necessary.

Section 5. No Officer shall be an officer of any other sports organization, which is recognized as a national governing body.

ARTICLE IX: COUNSELOR

Upon recommendation by the President, the Board of Directors may appoint a General Counsel.

ARTICLE X: EXECUTIVE DIRECTOR

Section 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 of Directors and approved by a majority vote of the Board of Directors. Such appointment shall be reaffirmed annually unless otherwise agreed in writing and may be renewed for successive terms, and the incumbent shall serve until his or her successor is selected and approved.

Section 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 of Directors and shall receive such salary and

other benefits and shall serve on such terms as may be recommended annually by the Board of Directors.

Section 3. All official notices or other correspondence intended for USA Baseball, its Board of Directors, officers or committees, may be addressed in care of the Executive Director who will be responsible for proper attention thereto.

ARTICLE XI: COMMITTEES

Section 1. The Executive Director, in consultation with the Board of Directors, shall have the power to appoint the following committees in any or all of the following areas:

- (a) Constitution and By-Laws/ Legal Affairs
- (b) Finance
- (c) International Affairs
- (d) National Teams (Collegiate, Junior, Youth)
- (e) Athlete Affairs
- (f) Personnel/Compensation and Benefits
- (g) Umpires
- (h) Nominating and Governing
- (i) Medical and Safety Advisory
- (j) Facility Planning and Operations
- (k) Doping Control Committee
- (l) Audit Committee

Section 2. The Executive Director, in consultation with the Board of Directors, shall have the power to appoint such other special committees as may be deemed necessary, and to prescribe the respective duties and privileges of such committees.

ARTICLE XII: FINANCIAL AUTHORITY AND RESPONSIBILITY

Section 1. The Board of Directors 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 2. All officers, directors, and committee members of USA Baseball shall act and serve without compensation, except as otherwise specifically provided in the Constitution and By-Laws.

Section 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 of Directors. The Board of Directors 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.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose all assets of the corporation exclusively for the purposes of the corporation 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 of Directors 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 the corporation 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.

ARTICLE XIV: AGREEMENT TO SUBMIT TO ARBITRATION

USA Baseball shall submit, upon demand by the USOC, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving USA Baseball's recognition as a national governing body, as provided for in Section 205 of the Amateur Sports Act of 1978, or involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in athletic competition.

ARTICLE XV: DISCIPLINARY ACTION

Section 1. USA Baseball may censure, suspend for a definite or indefinite time, with or without terms of probation, or expel any member of the Federation, including any athlete, coach, manager, official, member of any committee, or any person participating

in any capacity whatsoever in the affairs of the Federation, who has violated any of its rules or regulations as set forth in the USA Baseball Constitution and By-Laws, or who aids, abets, and encourages another to violate any of its rules or regulations, or who has acted in a manner detrimental to the Federation, its members, or the sport of baseball.

Section 2. The notice of disciplinary action shall emanate from the Executive Director. The notice shall be in writing and served personally or mailed by certified mail, return receipt requested, directly to the affected party. This notice must comply with the procedures set forth in the By-Laws.

Section 3. 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. The rules for requesting a hearing shall be set forth in the By-Laws.

Section 4. Every person or organization receiving an adverse decision from their disciplinary hearing has the absolute right to appeal that decision. The first step for appeal is to a committee established for such purpose by the USA Baseball Board of Directors. If the appeal to this committee is adverse, there may be an appeal to the Board of Directors. If the appeal to the Board of Directors is also adverse, there shall be a right to a third appeal to the American Arbitration Association (“AAA”). The rules of the AAA shall be binding and final. The appeals process shall be set forth in the By-Laws.

Section 5. Disciplinary action and appeal procedures resulting from drug testing shall be set forth in the By-Laws.

ARTICLE XVI: AMENDMENTS TO THIS CONSTITUTION AND BY-LAWS

Section 1. Amendments to this Constitution 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. Amendments to the By-Laws may similarly be made by a vote of two-thirds (2/3) of the votes cast at any meeting of the Board of Directors. A mail vote and/or electronic vote is acceptable.

Section 2. All proposed amendments must be made in writing, dated, and sent to the members of the Board of Directors not less than thirty (30) days prior to the meeting of the Board of Directors at which the amendments will be considered or thirty (30) days prior to the designated mail vote.

ARTICLE XVII: SAVING CLAUSE

Failure of literal or complete compliance with any provision of the Constitution or By-Laws 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 Director's 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.

BY-LAWS

CHAPTER 1: EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be the Chief Executive Officer of USA Baseball. He shall be a full-time paid employee of USA Baseball having 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 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 of Directors. The Executive Director shall develop a strategy for achieving the mission, goals, and objectives of USA Baseball for review and approval by the Board of Directors. With respect to the official policies and positions of USA Baseball, the Executive Director shall be the official spokesperson for the organization.

Section 2. Under the direction of the Board of Directors, the Executive Director shall be responsible for the administration and coordination of USA Baseball programs, offices, and all its fund-raising projects.

Section 3. The Executive Director shall maintain a Policies and Procedure Manual for USA Baseball administrative staff.

Section 4. The Executive Director shall carry out the actions and resolutions of the Board of Directors and shall present written reports on all matters within his responsibility. The Executive Director shall report regularly to the Board of Directors and shall discharge such other duties as are assigned to him by the Board of Directors.

Section 5. The Executive Director shall submit an annual operating budget to the Board of Directors. He shall administer the approved budget and shall be responsible for ensuring the financial support for USA Baseball's budgetary requirements.

Section 6. 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 of Directors, as the case may be.

Section 7. The Executive Director shall coordinate the activities of all standing and special committees, and shall be, ex officio, a member of all such committees.

Section 8. The Executive Director shall be a member of the Board of Trustees of Baseball America Foundation, Inc.

Section 9. The Executive Director shall be encouraged to involve himself in IBAF and COPABE Executive Committee matters and to seek office on IBAF and COPABE committees and in particular, their respective Executive Committees.

CHAPTER II: EXECUTIVE OFFICERS (Other than the Executive Director)

Section 1. The President shall preside over regular and special meetings of the Board of Directors; 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 of Directors, with the USOC and with Major League Baseball, as well as in all IBAF and COPABE matters, and in conjunction with the other Executive Officers, shall oversee the office of the Executive Director. The President shall report to the Board of Directors on all matters noted above, specifically those which may affect USA Baseball and any other matters within his responsibility, and shall be, ex officio, a member of all standing and special committees. He shall be a member of the Board of Trustees of the Baseball America Foundation, Inc.

Section 2. The Secretary-General, in the absence of, or at the request, of the President, may be requested to perform the duties of the President (Section 1).

Section 3. Other officers shall discharge such duties as may be assigned by the President or by vote of the Board of Directors.

Section 5. The Secretary shall be the Secretary of the Board of Directors and 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. The Secretary shall also discharge such other duties as may be assigned by vote of the Board of Directors. The minutes of each meeting of the Board of Directors shall be written in the manner and format prescribed by the Robert's Rules of Order (Newly Revised). Proposed minutes of the a previous meeting of the Board of Directors shall be sent to each member of the Board of Directors not less than fifteen (15) days prior to the next meeting of the Board of Directors. Approved minutes shall be provided to any member of the Board of Directors or member organizations upon request. The proposed minutes of the previous Board of Directors meeting shall be made available not less than fifteen (15) days prior to the next meeting of the Board of Directors and shall be written in the manner and format prescribed by the Robert's Rules of Order (Newly Revised). Approved minutes shall be provided to any member of the Board of Directors upon request.

Section 6. The Treasurer shall serve on and chair the Finance Advisory Committee. He 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 of Directors. He shall be responsible for any special

reports that may, from time to time, be called for by the Board of Directors; and shall discharge such other duties as may be assigned by vote of the Board of Directors.

Section 7. Officers, shall be placed in nomination under the guidelines outlined in Chapter IX: Election Procedures for Officers and Board Members.

Section 8. Should an Officer or the Executive Director of USA Baseball be elected to be an officer of the USOC, IBAF, or COPABE, the Executive Officers shall review for possible conflict of interest between the two separate positions. Upon recommendation of the Executive Officers, the Board of Directors of USA Baseball shall determine what responsibilities, if any, of said officer may be delegated.

CHAPTER III: BOARD OF DIRECTORS

Section 1. The Board of Directors may 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 this Constitution and By-Laws.

Section 2. The Board of Directors shall determine how the funds of USA Baseball shall be received, deposited, and disbursed, and the procedures governing contracts related thereto.

Section 3. The Board of Directors shall determine annually whether a general assembly meeting shall be called.

CHAPTER IV: MEETINGS

Section 1. The Executive Director shall call regular meetings of the Board of Directors after consulting with the President. Special meetings may be called by the Executive Director upon his own initiative, or by any other Officer, upon the written request of a majority of the Board of Directors, at a site, time and date selected by the majority of the Officers. The Secretary shall notify the Board of Directors by written communication at least thirty (30) days in advance of a regular meeting and at least seven (7) days in advance of a special meeting. Notice of meetings shall be mailed to each director at their last known address.

Section 2. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the voting members of the Board of Directors.

Section 3. At all meetings of the Board of Directors, each director shall cast his vote in person. No proxies shall be permitted; provided, however, that upon written notice to the Secretary, a board member other than an officer, may be represented by a bona fide alternate in the event that the duly elected or appointed director is unable to attend.

Section 4. Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Constitution and By-Laws, or when a definite effective date is recited in the record of the action taken.

Section 5. Procedure at all meetings of USA Baseball, including committee meetings, shall be in accordance with the Robert's Rules of Order (Newly Revised).

CHAPTER V: TRANSACTING BUSINESS BY MAIL, PHONE, OR ELECTRONIC MEDIA

The Board of Directors shall have the power to transact its business by mail, electronic mail, 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 of Directors 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.

CHAPTER VI: PROCEDURES APPLICABLE TO MEMBERSHIP MATTERS

Section 1. Except as otherwise provided in the Constitution and By-Laws, the Board of Directors shall decide all questions relating to membership in USA Baseball after a report by the Officers.

Section 2. Application for membership shall be made in writing to USA Baseball through the Executive Director. Applications shall be of sufficient detail to demonstrate that the applicant meets the criteria for membership in the USA Baseball membership class for which application is made.

Section 3. Applications for membership may be accepted or rejected by the Executive Director subject to the approval of the Board of Directors.

Section 4. Any action by USA Baseball to suspend, to revoke, or otherwise to deal with the membership of any member, other than for non-payment of dues, shall be taken only at the initiative of the Executive Director and shall be finally determined by the Board of Directors after hearing thereon.

Section 5. The Executive Director shall annually recommend to the Board of Directors the amount of dues for each membership class to USA Baseball. The Board of

Directors 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 of Directors 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 6. 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 of Directors officers with respect to both current and contemplated policies of USA Baseball.

CHAPTER VII: SANCTIONING

Section 1. The Executive Director shall annually recommend to the Board of Directors 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 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 5 of this Chapter.

Section 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 5 of this chapter 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 to a three-person panel to be appointed by the President of USA Baseball. This panel shall consist of members of the Board of Directors who are independent from the host making such an appeal. The members of this 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 4. Any amateur sports organization that is a non-member of USA Baseball must comply with all sanctioning requirements as set forth in this Chapter. 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 the organization 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. These actions can include, but are not limited to, not granting future requests from the organization for future sanctions and refusing to sanction future events that may intend to include the organization. The Board of Directors may refer the matter to the USOC or IBAF for review and/or possible action.

The organization is entitled to any and all due process procedures that any USA Baseball member organization would have available to them, which are appropriate to the proceeding and not inconsistent with this Chapter and as, outlined in this Constitution and By-Laws.

Section 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) If 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 6. In that the ultimate responsibility rests with USA Baseball for both its own teams and visiting baseball teams, the following three sanctioning categories will be used:

- (a) **Unconditional Approval:** To a host requesting the right to hold international baseball competition, the status of “unconditional approval” will be given to those who have successfully hosted previous international baseball competitions or those whom recommendation checks indicate the positive ability to host such competition. The sanction fee will be reasonable and non-discriminatory.
- (b) **Conditional Status:** For a host that has applied for approval to host an international baseball competition, but for whom a question exists as to their capacity to host such competition (due to previous actions or omissions), USA Baseball reserves the right to withhold approval and specify a “conditional status.” When this occurs, the host will be required to pay a non-refundable investigation fee in an amount recommended by the Executive Director and approved by the Board of Directors. These funds, paid directly to USA Baseball, will be used for an on-site investigation to better determine the ability of the host to successfully conduct the competition. Following this on-site inspection and interview process, USA Baseball will make a determination of either “unconditional approval” or “disapproval.”

(c) **Disapproval:** 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 to a three (3)-person appeal panel to be appointed by the President of USA Baseball and consisting of members of the Board of Directors who are independent of the host making such an appeal. The appeal shall be accompanied by a filing fee of One Thousand Dollars (\$1,000.00), and shall be refunded in the event the appeal is sustained. The decision of the panel, if required, will be final.

Section 7. 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 8. 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.

CHAPTER VIII: RIGHT OF OPPORTUNITY TO PARTICIPATE

Section 1. No member of USA Baseball may deny or threaten to deny any athlete the opportunity to compete in the Olympic or Pan American Games, the World Baseball Classic, any other world championship competition, or other protected competition as defined in Section 2 of this Chapter; nor may any member, subsequent to such competition, censure, or otherwise penalize, (a) any such athlete who participates in such competition, or (b) any organization which the athlete represents. USA Baseball shall, by all lawful means as its disposal, protect the right of an athlete to participate if selected (or attempt to qualify for selection to participate) as an athlete representing the United States in any of the aforesaid competitions.

Section 2. A “protected competition” means any baseball competition between any athletes officially designated by USA Baseball as representing the United States and any athletes representing any foreign countries, where (a) the terms of such competition require that the entrants therein be teams representing the respective nations, and (b) the athletes representing the United States are organized and sponsored by USA Baseball in accordance with a defined selection or tryout procedure that is either open for all and publicly announced in advance or is subject to another valid selection process. Except for domestic amateur baseball competition, which by its term requires that the entrants therein 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), the term “protected competition” shall also include 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 therein as

an athlete representing the United States in protected competition as defined in the immediately preceding sentence in this section.

Section 3. Any athlete who alleges that he or she has been denied by a USA Baseball member or USA Baseball, a right established in Section 1 of this Chapter, shall immediately inform the Executive Director of USA Baseball who shall initiate an investigation and take steps to settle the controversy without delay. In the event that the Executive Director is unable to resolve the controversy to the satisfaction of the aggrieved athlete, the athlete may submit his claim against such USA Baseball member to a panel composed of not less than three (3) members of the Board of Directors, one (1) of whom shall meet the criteria outlined in Article VII, Section 2 (d).

The Executive Director shall select the members of the panel, who shall be independent of the organization for which the claim has been made. Such written claim documenting the alleged denial must be submitted not later than six (6) months after the date of the denial. The above-described panel, however (upon request by the athlete in question) is authorized, upon forty-eight (48) hours notice to the parties concerned, and to USA Baseball, to hear and to decide the matter under such procedures as the panel deems appropriate, if the panel determines that it is necessary to expedite such hearing in order to resolve a matter relating to a competition which is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision by the panel to do justice to the affected parties. By maintaining membership in USA Baseball, each USA Baseball member agrees that any such aforesaid controversy may be submitted to final dispute resolution as provided in this Section, and furthermore agrees to be bound by the panel's award as a result thereof.

Section 4. The rights granted to athletes in Section 1-3 of this Chapter shall equally apply to any coach, trainer, manager, administrator or other official seeking to participate in the conduct of any of the international baseball competitions designed, or referred to, in Section 1.

Section 5. No action may be taken pursuant to Section 3 of this Chapter until such time as the athlete has exhausted all remedies available under the organic documents of the USA Baseball member responsible for the alleged denial of a right established by Section 1 of this Chapter.

CHAPTER IX: ELECTION PROCEDURES FOR OFFICERS AND BOARD MEMBERS

Section 1.

- (a) Officers, shall be elected annually from among the membership of the Board of Directors of USA Baseball. At least three (3) months prior to the annual meeting of the Board of Directors at which the election is to occur, a Nominating Committee, who are not currently officers, shall be appointed by the Executive Director, after consultation with the President, to propose a slate of officers for the next year. The members of the Nominating Committee shall be generally a representative of the membership of USA Baseball and at least one of the members shall be an individual actively engaged in baseball competition, or who has represented the United States in international baseball competition within the ten (10) years

preceding the appointment of the Nominating Committee. The members of the Nominating Committee may not accept nomination for an Executive Office.

- (b) The nominations for Officers by the Nominating Committee shall be filed with the Executive Director at least sixty (60) days prior to the annual meeting of the Board of Directors, and shall be mailed by him to the members of the Board of Directors within ten (10) days of receipt. Any member of the Board of Directors may make additional nominations at least thirty (30) days prior to the annual meeting of the Board of Directors, but may also be made from the floor if good cause is shown.

CHAPTER X: ELECTION PROCEDURES FOR USOC AAC REPRESENTATIVE AND GUIDELINES FOR THE APPOINTMENT OF ATHLETE BOARD MEMBERS.

Section 1. To be eligible to serve on the USOC AAC and to be eligible to vote for the USOC AAC representative, an athlete must have represented the United States in Olympic, Pan American, Operation Gold, or other major international competition in baseball within the preceding ten years as measured from the first AAC meeting of the Quadrennial. For the purposes of this chapter and other sections of the Constitution and By-Laws the term “active athlete” will refer to these parameters.

Section 2. An active athlete may serve as the USOC AAC representative from USA Baseball for a maximum of two terms such as may be established by the USOC

provided that they remain a USA Baseball Board Member. An active athlete may serve for an additional term as an at-large member of the USOC AAC.

Section 3. Active athletes cannot be paid employees of the USOC or USA Baseball and simultaneously serve on the USOC AAC.

Section 4. The USA Baseball Board of Directors shall select the USA Baseball AAC representative from among the current active athlete members of the USA Baseball Board of Directors.

Section 5. Elections shall be held annually or on such other schedule as may be determined.

Section 6. At least thirty (30) days prior to the Quadrennial Meeting of the Board of Directors of the United States Olympic Committee, eligible voters (as defined by Section 1 of this Chapter) shall elect an active athlete to represent the sport of baseball on the USOC AAC.

Section 7. The procedure whereby an active athlete shall be elected to represent the sport of baseball on the USOC AAC shall be as follows:

- (a) At a time not greater than one hundred twenty (120) days nor less than ninety (90) prior to the Quadrennial Meeting of the Board of Directors of the USOC, the Executive Director of USA Baseball shall cause to be mailed to each eligible voter a ballot containing the names of the active athletes currently serving as members of the Board of Directors of USA Baseball and a space for a write-in candidate.

- (b) Each eligible voter shall be instructed to select the name of one (1) individual to represent the sport of baseball on the USOC AAC.
- (c) In addition, the ballot shall give each eligible voter the opportunity to nominate an active athlete for consideration as a future member of the USA Baseball Board of Directors.
- (d) Each eligible voter shall be instructed to return the ballot to the Executive Director of USA Baseball within ten (10) days from receipt thereof.
- (e) Thirty (30) days after the mailing of the ballots, the Executive Director of USA Baseball shall tabulate the responses received and the individual receiving the greatest number of votes shall be designated to represent the sport of baseball on the USOC AAC. The individual receiving the second greatest number of votes shall be designated as an alternate.

Section 8. The duly elected representative to the USOC AAC shall be a member of USA Baseball Board of Directors serving pursuant to Section 2(d) of Article VII of the Constitution. The remaining individuals serving pursuant to said section shall be appointed by the Executive Officers, subject to the approval of the Board of Directors, every two (2) years. In making their appointments, the officers shall give due consideration to the nominations of the eligible voters submitted in conjunction with the

election of the AAC representative, the extent to which the individual is actively engaged in baseball competition, and the ability of the individual to represent adequately the interests of baseball players.

Section 9. Any athlete may seek to compel USA Baseball to comply with its procedures regarding the election of athletes to the USA Baseball Board of Directors and to the USOC AAC by filing a written complaint with the Executive Director. The Executive Director shall immediately notify the Officers of the complaint and shall take such steps as are necessary to resolve the complaint without delay.

Section 10. In the event that the Executive Director is unable to promptly resolve the grievance to the satisfaction of the complainant, the Executive Director may form a Grievance Committee of 3 members to review the grievance and recommend a course of action to the Executive Director.

Section 11. In the event that the grievance is not resolved by the recommended action of the Grievance Committee, to the satisfaction of the complainant, the complainant may submit the grievance to the Board of Directors. Within ninety (90) days of such submission, the Board of Directors shall meet to hear and to decide the matter under which procedures as the officers deem appropriate.

Section 12 . In presenting its grievance to the Board of Directors in accordance with Section 11, the complainant will have available to it all due process procedures outlined in this Constitution and By-Laws which are appropriate to the proceeding and not inconsistent with this Chapter. In the event that the Board of Directors is unable to resolve the grievance to the satisfaction of the complainant, and the timeliness of the issue is such that without resolution in the immediate future, said

complainant might incur further loss of opportunity, the same complainant may request that an Arbitration Committee be convened in person or with available communication to decide the matter under which procedures the said committee members deem appropriate. Such Arbitration Committee shall be named by the Executive Director and be composed of three (3) members of the Board of Directors including one (1) “active athlete.” In presenting its grievance to the Arbitration Committee, the complainant will have available to it all due process procedures outlined in this Constitution and By-Laws which are appropriate to the proceeding and not inconsistent with this Chapter. It is understood that the decision of the Arbitration Committee shall be final.

CHAPTER XI: PROCEDURE FOR RESOLUTION OF MEMBER GRIEVANCES

Section 1. Any sports organization or person which belongs to or is eligible to belong to USA Baseball or any national member, may seek to compel USA Baseball to comply with its duties under the USA Baseball Constitution by filing a written complaint with the Executive Director. The Executive Director shall immediately notify the officers of the complaint and shall take such steps as are necessary to resolve the complaint without delay.

Section 2. In the event that the Executive Director is unable to promptly resolve the grievance to the satisfaction of the complainant, the Executive Director may form a Grievance Committee of 3 members to review the grievance and recommend a course of action to the Executive Director.

Section 3. In the event that the grievance is not resolved, by the recommended action of the Grievance Committee to the satisfaction of the complainant, the complainant may submit the grievance to the Board of Directors. Within ninety (90) days of such submission, the Board of Directors shall meet to hear and to decide the matter under which procedures as the officers deem appropriate.

Section 4. In the event that the Board of Directors is unable to resolve the grievance to the satisfaction of the complainant, and the timeliness of the issue is such that without resolution in the immediate future, said complainant might incur further loss of opportunity, the same complainant may request that an Arbitration Committee be convened in person or with available communication to decide the matter under which procedures the said committee members deem appropriate. Such Arbitration Committee shall be named by the Executive Director and be composed of three (3) members of the Board of Directors including one (1) “active athlete.” In presenting its grievance to the Arbitration Committee, the complainant will have available to it all due process procedures outlined in this Constitution and By-Laws which are appropriate to the proceeding and not inconsistent with this Chapter. It is understood that the decision of the Arbitration Committee shall be final.

CHAPTER XII: AUDITORS, CONSULTANTS, AND OUTSIDE PROFESSIONALS

Section 1. Independent Certified Public Accountants shall be approved by the Board of Directors upon the joint recommendation of the Treasurer and the Chief Financial Officer and shall conduct an annual audit and such special audits as may be

deemed appropriate by the Board of Directors. The auditors shall report to the Board of Directors.

Section 2. The hiring of consultants and other outside professional services shall be the responsibility of the Executive Director, who shall give special attention to avoiding conflicts of interest in making such engagements.

CHAPTER XIII: COMMITTEES

Section 1. The Executive Director in consultation with the Officers shall appoint the Chairman and other members 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 2. Each committee shall contain appropriate representation from the membership of USA Baseball and at least 20% representation from active athletes.

CHAPTER XIV: AUDIT COMMITTEE

Section 1. An audit committee shall have four (4) members, nominated by the President and the Executive Director, and approved by the Board of Directors and they shall confer no less than once a year with the independent accountants on the scope of their audit and other matters. The members of the audit committee must be members of the Board of Directors and at least one (1) of the members must be an “active athlete.” The Treasurer may not serve on the audit committee.

Section 2. The responsibilities of the Audit Committee shall include recommendations to the President and the Executive Director concerning the selection of

the independent accountants and to monitor the adequacy of the internal and external audit functions and control.

Section 3. The Audit Committee may recommend special reviews and audits to the Board of Directors.

CHAPTER XV: DUE PROCESS

Section 1. With respect to disciplinary action under Article XV, the Executive Director must notify any person or organization in writing of any allegations made against such person or organization, and such notice must contain the following:

- (a) Outline of the specific charges and/or alleged violations which have been made;
- (b) Person or persons making the charges or allegations;
- (c) The possible consequences if the charges or allegations are not successfully rebutted, including the proposed sanctions from the Executive Director's office, if any;
- (d) The grievant's absolute right to a hearing;
- (e) How the grievant files for a hearing;
- (f) Hearing procedures;
- (g) The right to be assisted in the presentation of grievant's case at the hearing, including the right to legal counsel if grievant so chooses;
- (h) The right to call witnesses and present oral and written evidence;
- (i) The right to confront and cross-examine adverse witnesses;

- (j) A reasonable time between receipt of the notice of charges and the hearing;
- (k) The right to have the hearing conducted at such a time and place so as to make it practicable for the grievant to attend.

Section 2. The grievant must file a written request for a formal hearing on the charges or allegations made known in notification within ten (10) days of receipt of the notification. The request shall be filed with the Executive Director.

Section 3. The procedures for a hearing on charges and allegations shall be as follows:

- (a) The hearing panel must consist of at least three (3) impartial persons selected by the Executive Director at least one (1) of whom must be an active athlete as defined in Chapter X, Section 1;
- (b) The hearing cannot be scheduled within (30) days of grievant's request for a hearing unless grievant agrees to a shorter time. The hearing shall be scheduled as soon as possible after the thirty (30) days. Reasonable postponements of the hearing shall be granted to the grievant to allow for the preparation of an adequate defense;
- (c) One (1) member of the hearing panel shall be designated as chairman to preside over the hearing and to be responsible for the conducting of same;
- (d) A person or persons shall be designated by the Executive Director to present evidence against the grievant at the hearing;

- (e) The grievant shall have the right to make a record of the hearing if desired;
- (f) The grievant has the right to cross-examine the witnesses against him;
- (g) The grievant has the right to produce witnesses on his behalf and /or testify himself;
- (h) The presenter against the grievant shall have the right to cross-examine the grievant's witnesses;
- (i) The hearing panel may ask questions of any and all witnesses;
- (j) A written decision of the hearing panel shall be served on the grievant and the Executive Director within ten (10) days of the hearing;
- (k) The grievant shall have the right to appeal from an adverse ruling of the hearing panel;
- (l) The procedures for an appeal of an adverse ruling shall be provided to the grievant at the time the written decision is rendered.

Section 4. An appeal of an adverse ruling of the hearing panel may be submitted for hearing to the Board of Directors of USA Baseball. Every appeal to the Board of Directors shall be instituted by a petition served upon the Executive Director and shall be accompanied by Five Hundred Dollars (\$500.00) filing fee payable to USA Baseball. The petition for review shall set forth grounds for appeal, citing factual and legal issues in as much detail as possible. The filing fee shall be returned if the appeal is upheld, but

forfeited if it is rejected, modified, or abandoned. The Board of Directors may assess costs against any party.

The Executive Director shall send a copy of the petition for review to the presenter at the initial hearing and to the chairman of the hearing panel immediately upon receipt. The presenter shall, within thirty (30) days following the receipt of the petition, file a written response with the Executive Director, the petitioner and the chairman. The petitioner may within ten (10) days of receipt of a copy of the response file a written rebuttal with the Executive Director, the presenter, and the chairman. The Executive Director may decrease or increase the time limits for any of the foregoing upon request of either party and if circumstances should warrant it.

After the Executive Director receives all arguments and documents, he shall forthwith disseminate them to the Board of Directors. The Board of Directors shall vote on the petition at the next regularly scheduled Board of Directors meeting. A simple majority of the Board of Directors in attendance at the board meeting shall determine the outcome of the petition. A minimal amount of time may be requested by the presenter or the grievant for oral presentation to the Board of Directors, with said request being made no later than thirty (30) days before the scheduled meeting. The Board of Directors may also request oral argument.

Section 5. The grievant may, after an adverse ruling from the Board of Directors on appeal, file for final and binding arbitration with the American Arbitration Association (“AAA”). The grievant is responsible for all filing fees and costs. The rules of the AAA shall prevail at the final hearing. The original presenter, or another designee of the Executive Director, shall present the case to the AAA against the grievant.

CHAPTER XVI: ARBITRATION DECISIONS

In any decision rendered by the American Arbitration Association (“AAA”) in a dispute involving a USA Baseball member, the AAA panel shall provide findings of facts and conclusions of law to the parties involved and to the Executive Director. The Executive Director shall distribute all such final decisions to the Board of Directors of USA Baseball within thirty (30) days of receipt, except that confidential substance abuse matters are exempt from this latter requirement.

CHAPTER XVII: LIABILITY AND INDEMNIFICATION

Section 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 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 2 hereof. Such person shall be entitled to be indemnified if he acted in good faith and in a manner he 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 Article 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 the Corporation 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 3. Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he has met the applicable standard of conduct set forth under that section. Such determination shall be made by the Board of Directors 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 4. Expenses incurred by a person entitled to indemnification pursuant to the Chapter or otherwise permitted by law in defending a civil or criminal action, suit, or proceeding shall, in any case required by Section 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 5. The indemnification and advancement of expenses provided pursuant to this Chapter 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 6. This Chapter shall not be exclusive of any other right that USA Baseball may have to indemnify any person as a matter of law.

CHAPTER XVIII: CONDUCT OF TEAM PERSONNEL

Section 1. All members of the official delegation and all persons who are affiliated with the USA Baseball team shall be subject to the jurisdiction of USA Baseball and these By-Laws. They shall conduct themselves at all times and in all places as befits worthy representatives of their country, and in conformity with the tradition of USA Baseball.

Section 2. Competitors shall be under the strict supervision of their team leaders and coaches. They shall maintain strict training while under the supervision of USA Baseball. They shall also conform to any special training rules set up for their respective teams.

Section 3. Any competitor who uses an unauthorized device or equipment, or who uses any prohibited substance, shall be subject to disciplinary action in accordance with the protocol applicable to the competition. All rights to due process and appeals shall be subject to the protocol applicable to the competition.

Section 4. Any person, who participates in violation of the rule in the preceding paragraph by encouragement or consent communicated to the competitor, or by furnishing any prohibited device or substance, shall be subject to disciplinary action.