CONSTITUTION
OF
USA CRICKET

ARTICLE 1. DEFINITIONS

1.1 Definitions. Defined terms used in this Amended and Restated Constitution are set forth in Exhibit A attached hereto.

ARTICLE 2. OFFICE

2.1 Name. The name of the corporation shall be USA Cricket, a Colorado nonprofit corporation (referred to in this Constitution as "USA Cricket").

2.2 Offices. The principal office of USA Cricket shall be at such location as is determined by the Board of Directors and shall also serve as the registered office of USA Cricket as required under the Revised Nonprofit Corporation Act. The registered office of USA Cricket may be changed from time to time by the Board of Directors, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of USA Cricket are identical.

ARTICLE 3. MISSION AND PURPOSES

3.1 Mission. The mission of USA Cricket shall be to govern, regulate, develop, and promote the sport of cricket (including hardball, softball, disability cricket, and all other categories or types of cricket) at all levels in the United States, and to enable United States cricketers to achieve sustained competitive excellence and successfully compete in national and international competition.

3.2 Purposes. USA Cricket shall be a nonprofit corporation incorporated pursuant to the laws of the State of Colorado. USA Cricket shall be organized and operated exclusively for charitable and educational purposes and to foster national and international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding on the foregoing, it shall also have as its purpose:

(A) To foster competitive domestic, regional, national and international cricket competition, including through membership of the ICC. Specifically, USA Cricket shall enable United States cricketers, coaches and other participants to achieve sustained competitive excellence, and promote and grow cricket throughout the United States;

(B) To promote, encourage, foster and develop interest in and knowledge of cricket throughout the United States;

(C) To encourage and assist in promoting, administering and hosting cricket matches within various states, Conferences, Zones and other areas of the United States;

(D) To liaise with, make contracts with and sign agreements with any federal, state, municipal, city or regional governing bodies, or with the ICC or other national governing bodies, on matters pertaining to cricket in the United States and US representative cricket internationally;

(E) To foster, encourage and develop the highest standards of officiating at all levels of cricket throughout the United States through the introduction of formal training and qualifications of coaches, umpires and scorers;

(F) To foster the development of cricket at all levels throughout the United States, including the development of youth (boys and girls) and women's cricket;

(G) To develop, strengthen and support all teams selected to represent the United States in regional, national and international matches, tournaments and events;

(H) To ensure that all cricket matches sanctioned, organized by or staged under the auspices of USA Cricket are conducted in accordance with the applicable rules and regulations of cricket, the traditions and spirit of the game, and such rules and regulations promulgated by the ICC that may apply;

(I) To establish and maintain efficient central and Zonal administration functions as may be required to control, regulate and direct the affairs of USA Cricket;

(J) To own and/or lease land, and other property for the purpose of developing cricket grounds and other cricket facilities; and

(K) To do all such other things as are incidental or conducive to the attainment of all or any of the above purposes.

3.3 **Tax-Exempt Status**. USA Cricket shall operate in a manner consistent with and shall maintain a tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of USA Cricket shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and USA Cricket shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Upon the dissolution of USA Cricket, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefore, all of USA Cricket's remaining assets shall be distributed to one or more organizations, selected by the Board of Directors in its sole discretion, that are described in Section 501(c)(3) of the Internal Revenue Code and organized and operated exclusively for charitable or educational

purposes or to foster national or international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4. OBJECTIVES AND RECOGNITION AS NATIONAL GOVERNING BODY

4.1 Recognition by the United States Olympic and Paralympic Committee. USA Cricket shall seek and maintain recognition by the USOPC as an NGB for the sport of cricket in the United States. In furtherance of this purpose, USA Cricket shall comply with the requirements set forth in Sections 220522 through 220525 of the Sports Act, and as mandated by the USOPC from time to time.

4.2 Recognition by the International Cricket Council. USA Cricket shall seek and maintain recognition by the ICC as the national governing body for cricket in the United States. In furtherance of this purpose, USA Cricket shall comply with all requirements for continued recognition as a member of the ICC in accordance with such criteria as may be determined by the ICC from time to time.

4.3 Requirements. In fulfilling the requirements of Sections 4.1 and 4.2 of this Constitution, USA Cricket shall, as soon as reasonably practicable, accomplish the following:

(A) Maintain the managerial and financial competence and capability to establish national and regional goals for the development and sustainability of cricket in the United States, to implement and administer a strategic plan for the attainment of those goals, and to execute its obligations as the NGB for cricket;

(B) Develop interest and participation in cricket throughout the United States and be responsible to its membership and those individuals and organizations it represents;

(C) Agree to submit to binding arbitration in any controversy involving: (i) its certification as an NGB, upon demand of the USOPC, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in any competition (whether amateur or professional in nature) upon 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 Team USA Athletes' Commission and the NGBC, as required by § 220522(4)(B) of the Sports Act;

(D) Be autonomous in the governance of the sport of cricket throughout the United States by independently deciding and controlling all matters central to governance, by not delegating decision-making and control of matters central to governance, and by being free from outside restraint and/or government (or other public or quasi-public body) interference in its administration;

(E) Be a member of no more than one (1) international sports federation recognized by the IOC as the international governing body for the sport of cricket. As of the effective date of this Constitution, the ICC is the international federation for cricket and is recognized as such by the IOC;

(F) Provide for its membership to be open, as a minimum, to any individual cricketer, coach, trainer, manager, administrator, or official otherwise active in the sport of cricket, or any amateur sports organization that conducts programs in the sport of cricket;

(G) Provide fair notice and opportunity for a hearing to any amateur or professional cricketer, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate in any cricket activity;

(H) Demonstrate, based on guidelines approved by the USOPC, the Team USA Athletes' Commission and the NGBC, that its Board of Directors and other such governing boards (as may be established from time to time) have established criteria and selection procedures for, and maintain among their voting members, individuals who (i) are actively engaged in national and international competition (whether amateur or professional in nature) in cricket, or (ii) have represented the United States in international competition (whether amateur or professional in nature) within the preceding ten (10) years, that any exceptions to such guidelines have been approved by the USOPC, and that the voting power held by such individuals is not less than thirty-three point three percent (33.3%) of the voting power held in its Board of Directors and other such governing boards;

(I) Not have an officer who is also an officer of another NGB;

(J) Provide procedures for the prompt and equitable resolution of grievances of its members;

(K) Not apply eligibility criteria to determine the selection of international representative teams to participate in the Olympic or Pan American Games that are more restrictive than those criteria established by the ICC for participation in such international competition, except that all athletes will be subject to requirements of any other governing bodies when attending events hosted by those governing bodies, such as the ICC or IOC;

(L) Allow all cricketers to compete in any domestic or international cricket match, event or competition (whether professional or amateur in nature) within the United States and conducted by any organization or person provided that any such match, event or competition has been effectively sanctioned by USA Cricket in accordance with the requirements stated in Article 13 of this Constitution;

(M) Preserve the integrity of cricket, including (without limitation) by subscribing to the applicable statutes, codes, rules, policies and protocols of the ICC, USADA and WADA and by adopting anti-corruption rules and other appropriate codes of conduct as may be directed by the ICC and ensuring that such statutes, codes, rules, policies and protocols are enforced uniformly throughout the sport in the United States;

(N) Minimize, through coordination with other cricket organizations, conflicts in the scheduling of all domestic and international team practices and competitions;

(O) Administer and support an annual national championship in which teams from across the United States are eligible to participate in order to determine a national team champion;

(P) Have an active cricketer training and competition program financially supported by self-generated funds;

(Q) Keep all cricketers, coaches, trainers, managers, administrators and officials informed of USA Cricket's strategic objectives and key policy decisions;

(R) Make available to cricketers, coaches, trainers, managers, administrators and officials in a timely manner all relevant rules and regulations of USA Cricket; the USOPC; the ICC; and the IOC and/or the Pan-American Sports Organization (if applicable);

(S) Coordinate and provide technical information on physical training, equipment design, coaching and performance analysis to coaches, trainers, cricketers and officials;

(T) Encourage and support research, development and dissemination of information in the areas of relevant sports medicine and safety;

(U) Perform all other obligations and duties imposed by the Sports Act and by the USOPC on an NGB, and by the ICC on a member national governing body;

(V) ensure that the selection criteria for individuals and teams that represent the United States are (i) fair, as determined by the USOPC in consultation with USA Cricket, the Team USA Athletes' Commission, and the United States Olympians and Paralympians Association; (ii) clearly articulated in writing and properly communicated to athletes in a timely manner; and (iii) consistently applied, using objective and subjective criteria appropriate to the sport of cricket;

(W) demonstrate that it is prepared to meet the obligations imposed on a national governing body under sections 220524 and 220525 of the Sports Act;

(X) commits to submitting annual reports to the USOPC that include, for each calendar year—

i. a description of the manner in which the organization

1. carries out the mission to promote a safe environment in sports that is free from abuse of amateur athletes (including emotional, physical, and sexual abuse); and

2. addresses any sanctions or temporary measures required by the Center.

ii. a description of any cause of action or complaint filed against the organization that was pending or settled during the preceding calendar year; and

iii. a detailed statement of –

1. the income and expenses of the organization; and

2. the amounts expended on stipends, bonuses, and services for amateur athletes, organized by the level and gender of the amateur athletes.

(Y) commits to meeting any minimum standard or requirement set forth by the USOPC; and

(Z) provides protection from retaliation to protected individuals.

ARTICLE 5. NON-DISCRIMINATION

5.1 Sports Act. USA Cricket shall comply with the equal opportunity requirements as set forth in 36 U.S.C. § 220522 of the Sports Act, and as mandated by the USOPC from time to time. In fulfilling these requirements, USA Cricket shall:

(A) Provide an equal opportunity to cricketers, coaches, trainers, managers, administrators, and officials to participate in cricket competitions, without discrimination on the basis of race, color, religion, sex, sexual orientation, age, or national origin, and, where separate cricket programs for male and female cricketers are conducted on a national basis, provide equitable support and encouragement for participation by females;

(B) Encourage and support amateur cricket programs for disabled individuals and the participation of disabled individuals in cricket activities, including, where reasonably practicable, the expansion of opportunities for meaningful

participation by disabled individuals in programs of cricket competition for able-bodied individuals; and

(C) Be governed by a Board of Directors whose members are selected without regards to race, color, religion, national origin, sex or sexual orientation, with reasonable representation on the Board for both males and females as set out in this Constitution.

ARTICLE 6. MEMBERS

6.1 Definitions. For the purposes of this Article 6, the following definitions shall apply:

(A) **Individual**. Any individual who is active in the sport of cricket, including without limitation cricketers, coaches, trainers, managers, administrators, officials, umpires, referees, scorers, fans and supporters, including without limitation, USOPC 10 Year Athletes, USOPC 10 Year+ Athletes, and USA Cricket Actively Engaged Athletes.

(B) **League**. Any collective group of at least eight (8) Clubs within the same Zone established for the purpose of organizing and governing domestic cricket competition in the form of a league between such Clubs.

(C) **Club.** Any cricket club or team that identifies a League as its Primary League.

(D) **Associate Organizations.** Any (i) in the previous twelve (12) months or (ii) cricket club or team that does not have at least twelve (12) registered Individual Members who have declared such cricket club or team as their Primary Club in accordance with Section 6.2(B) and does not meet the criteria for a League or Club. In addition, for-profit organizations may become an Associate Organization member. Associate Organizations shall have no voting rights.

(E) **Primary Club.** The Club to which an Individual Member considers he or she is most strongly affiliated.

(F) **Primary League.** The League to which a Club is most strongly affiliated.

6.2 Individual Membership. Any Individual who is not otherwise deemed to be ineligible for membership in USA Cricket pursuant to any provision in this Constitution, the Ted Stevens Olympic and Amateur Sports Act or the USOPC Bylaws is eligible to join USA Cricket as an Individual Member. For purposes of clarification, International Players will be considered Individual Members. To become an Individual Member, individuals shall complete the application form and follow such process as the USA Cricket Board shall determine appropriate from time to time and publish to the USA Cricket website.

6.3 Organizational Categories of Membership. The following five (5) categories of organizations are entitled to apply for Organizational Membership of USA Cricket using such application form and following such process as the USA Cricket Board shall determine appropriate from time to time:

(A) League Membership. Any League that meets the eligibility requirements stated herein is eligible to join USA Cricket as a League Member.

i. *Eligibility Requirements*. The burden of proof shall be on a League to prove it meets the Eligibility Requirements, including the requirement to submit documentation if requested by USA Cricket. A League, at the time of membership registration or renewal, must meet each of the following requirements:

1. it is an established league, meaning it:

   i) is incorporated under the laws of a state within the United States of America;

   ii) has (a) established rules, regulations, bylaws, or similar that govern the operation of the league and (b) a dedicated governing board, committee, or group that is responsible for management of the league; and

   iii) is organized and operated in such a manner that the Nominating and Governance Committee determines is sufficient to establish the presence and operation of a genuine cricket league;

2. is substantially independent of any other League Member, as determined by the Nominating and Governance Committee, based on its assessment of factors including, but not limited to, independence of governance structure, independence of administrators, independence of league facilities, and/or financial independence;

   i) for the purposes of this Section, where a League runs more than one tournament, division, competition, etc., or otherwise organizes leagues for different types of Clubs (e.g., a youth league, or a women's league), such tournaments, divisions, competitions or leagues shall not be deemed to be 'substantially independent' of one another, and shall be deemed to fall within one League for the purposes of membership, and the burden is upon a League applying for membership or renewal to prove it is "substantially independent" from any other League Member;

3. it has staged, and has evidence of, at least one (1) cricket competition

over a duration of at least five (5) weeks in the previous twelve (12) months involving at least eight (8) Clubs within its Zone which have designated that League as their Primary League, with men's and women's clubs each counting as one club;

ii. *Voting*. All Leagues are automatically affiliated to the Zone (and Conference) in which they are geographically located. Each League Member shall appoint a designated representative who shall exercise any voting rights on behalf of the League pursuant to Section 7.5(E)(iii). Such designated representative shall, at the time of appointment, be an Individual Member and a member of the League he or she has been designated to represent.

(B) Club Membership. Any Club that meets the eligibility requirements stated herein is eligible to join USA Cricket as a Club Member.

i. *Eligibility Requirements*. The burden of proof shall be on a Club to prove it meets the Eligibility Requirements, and the Club representative that submits the application or renewal for membership must sign and confirm that the Eligibility Requirements are met. A Club, at the time of membership registration or renewal, must meet each of the following requirements:

1. operated in the previous twelve months at least one (1) team of at least twelve (12) or more registered Individual Members who are at least eighteen (18) years old and who have declared such cricket club or team as their Primary Club; and

2. participated in at least one cricket competition in the previous twelve (12) months that is organized by a registered League.

ii. Zone/Conference. All Clubs are automatically affiliated to the Zone (and Conference) in which they are geographically located.

iii. Voting Rights. Each Club Member shall appoint a designated representative who shall exercise any voting rights on behalf of the Club pursuant to Section 7.5(D)(iii). Such designated representative shall, at the time of appointment, be an Individual Member and a member of the Club he or she has been designated to represent.

(C) Associate Organizations. All Associate Organizations are automatically affiliated to the Zone (and Conference) in which they are geographically located.

6.4 Designation of Primary Clubs and Primary Leagues. At the time of membership registration or renewal: (i) any Individual Member who is registered to

participate as a player for one or more Clubs must list all such Clubs and designate as his or her 'Primary Club,' the Club to which he or she is most strongly affiliated; and (ii) all Clubs who are registered to compete in one or more Leagues must list all such Leagues and designate as its 'Primary League' the League to which it is most strongly affiliated.

6.5 Membership Obligations.

(A) In all classes of membership, members agree that: (i) by submitting the application form to be a member or to renew a membership, they attest that the information in the application is true and correct and any intentional misrepresentation or attempt to evade the eligibility requirements for membership may be considered a violation of the Code of Ethics and Conduct of USA Cricket; (ii) at the time of membership registration or renewal they may be required to pay a reasonable membership fee (as determined by the Board of Directors from time to time based upon the class of membership); (iii) they are at all times required to behave and conduct themselves and their activities strictly in accordance with this Constitution and/or any applicable rules and regulations of USA Cricket and/or any additional conditions or requirements of membership that may be imposed by USA Cricket from time to time; (iv) they will be subject to disciplinary action which may lead to suspension or ineligibility (subject to the member's right to a hearing as set forth in the Grievance Policy) for any violation of or failure to comply with the statutes, codes, rules, policies and protocols of the ICC; this Constitution; the written policies of USA Cricket; the Code of Ethics and Conduct, or conflicts of interest rules; and any other rules or policies of USA Cricket from time to time; and (v) they will comply with the requirements of USADA, the USOPC, WADA, the ICC, the U.S. Center for SafeSport, and the IOC prohibiting doping in sport and SafeSport violations and consent to the in-competition, out-of-competition, and other testing, investigation, and procedural requirements of all applicable anti-doping agencies.

(B) It is the duty of individual members of the USA Cricket to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the ICC, the USOPC including the USOPC National Anti-Doping Policy, 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 ICC, the USOPC and USADA. Athlete members agree to submit to drug testing by the ICC and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ICC, if applicable or referred by USADA.

(C) 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, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Cricket, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all antidoping rules of WADA, the ICC, 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 ICC 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 ICC, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the ICC 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.

6.6 Voting and Non-Voting Members. Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Revised Nonprofit Corporation Act. USA Cricket may, from time to time, determine additional categories of 'non-voting members' in accordance with the Revised Nonprofit Corporation Act.

(A) Voting Age. Voting members, or in the case of organizational members, their designated representatives, must be eighteen (18) years old on or before the date of the first peer review list is published (e.g., the start of a voting period) to be eligible to vote.

(B) Designated Representatives. No designated representative shall be allowed to submit a vote for more than one Organizational Member.

(C) Individual Members who are 'Fans' or 'Supporters'. For the avoidance of any doubt, any Individual Member who has joined USA Cricket as a 'Fan' or 'Supporter' is not eligible either: (a) to vote in any USA Cricket election; or (b) to qualify for certain membership benefits afforded to other Individual Members as may be determined by USA Cricket from time to time, but in any event including secondary sports accident insurance coverage and general liability insurance coverage.

6.7 Zones and Conferences.

(A) **Zones.** The United States will be divided into the eight (8) geographic Zones set out in Exhibit B for the purpose of effective administration, and the CEO will be responsible for the consistent and coordinated operation of the Zones.

(B) **Conferences.** Four (4) Zones will be combined to create a Conference, resulting in a total of two (2) Conferences as set out in Exhibit B.

(C) **Non-Members**. Zones and Conferences are administrative entities within USA Cricket and shall not be considered Organizational Members of USA Cricket.

6.8 Membership Requirements. USA Cricket may establish such membership requirements as the Board of Directors shall deem necessary and appropriate from time to time. USA Cricket may establish such rules and procedures for the manner and method of payment of membership fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary or appropriate. No privilege of membership (including, but not limited to, any right to vote on any matter) shall be available to any Member until all membership requirements are satisfied and/or until all membership fees are paid in full.

6.9 Force Majeure. If USA Cricket, in its sole discretion, determines that an eligibility requirement for membership cannot be met due to a Force Majeure Event, it may waive such eligibility requirement for membership or membership renewal for a limited period of time to be determined by the Board. A "Force Majeure Event" includes the occurrence of one or more of the following impediments: armed conflict; insurrection; act of terrorism; pandemic; outbreaks of infectious disease or any other public health crisis, including quarantine or other public health restrictions; compliance with any law or governmental order, rule, regulation or direction; curfew restriction; act of God or natural disaster such as, but not limited to, hurricane, tornado, earthquake, landslide, tsunami, flood, fire, or dangerous air quality caused by excessive smoke.

6.10 Resignation of Membership. A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to USA Cricket as a result of obligations incurred or commitments made prior to resignation.

6.11 Transfer of Membership. Membership in USA Cricket is not transferable, unless from an Organizational Member to a successor of an Organizational Member, which proposed transfer must first be approved by USA Cricket, in its sole discretion, in writing to be effective. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Cricket.

6.12 The USA Cricket Annual Meeting and Special Meetings of Members. There shall be an annual meeting of the Members of USA Cricket (the "USA Cricket Annual Meeting"), at which all Members shall be invited to gather and provide input to the Board of Directors and/or CEO on important issues facing the organization and to vote on any matters

for which a membership vote is required. The USA Cricket Annual Meeting shall be held annually no later than December 31 at the time and place/method as determined by the agreement of the Chairperson and CEO. Any or all Members may participate in the USA Cricket Annual Meeting through the use of any form of telecommunication by which all persons participating in the meeting may hear and be heard by each other during the meeting. Failure to hold an annual USA Cricket Annual Meeting as required by this Constitution shall not work as a forfeiture or dissolution of USA Cricket or invalidate any action taken by the Board of Directors or Officers of USA Cricket. In addition, "Special Meetings" of the Members, as a whole or by class, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairperson, a majority of the Board of Directors, or by petition signed by at least ten percent (10%) of the total number of the Members of USA Cricket who are entitled to vote at any such meeting (i.e. ten percent (10%) of the total number of Individual Members in the case of a vote of the Individual Members, ten percent (10%) of the total number of Organizational Members in the case of a vote of the Organizational Members, or ten percent (10%) of the total number of all Members (Individual and Organizational) in the case of a vote of the total USA Cricket membership). For the avoidance of doubt, where a particular class of Member wishes to call a Special Meeting to deal with matters limited only to that class of Member, it may be called for by the Chairperson, a majority of the Board of Directors, or by petition signed by at least ten percent (10%) of that class of Member (i.e., Individual or Organizational). Organizational Members shall not be entitled, on their own, to call by petition for a Special Meeting to deal with issues that relate to Individual Members or to any other class of Member other than their own class.

(A) **Place and Method of Meeting.** Each USA Cricket Annual Meeting and Special Meeting may be held remotely or in-person. If held remotely, it shall be held via any form of telecommunication as may be designated in the notice of meeting; provided that such form of telecommunication must allow all Members participating in the meeting to hear and be heard by each other during the meeting. If held in-person, it shall be held at such place as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of USA Cricket.

(B) **Notice of Meeting.** Except as otherwise prescribed by statute, written notice of each USA Cricket Annual Meeting or Special Meeting stating the method of meeting (e.g., remote or in-person), place, day and hour of the meeting, and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by first class, certified or registered mail, or by electronic mail or other form of electronic notice, by or at the direction of the Chairperson to each Member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each Member at such Member's address as it appears in the records of the corporation, with postage thereon prepaid, or by electronic mail to the Member's email address on record at the USA Cricket national office.

Any Member may waive notice of any meeting before, at or after such meeting. The attendance in person of a Member (or any designated representative thereof in the case of Organizational Members) at a meeting shall constitute a waiver of notice of such meeting, except where a Member (or its designated representative in the case of Organizational Members) attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(C) **Quorum**. Except as otherwise required by the laws of Colorado or under this Constitution, 100 Members collectively entitled to vote at the USA Cricket Annual Meeting or ten percent (10%) of the Members collectively entitled to vote at a Special Meeting shall constitute a quorum at each USA Cricket Annual Meeting or Special Meeting, save that where a Special Meeting of USA Cricket is convened to deal solely with a matter concerning a particular class of Member, the quorum for such Special Meeting shall be ten percent (10%) of the particular class of Member entitled to vote on that specific matter at such Special Meeting. The affirmative vote of a majority of Members collectively represented and entitled to vote on the subject matter at a meeting at which a quorum is present shall be the act of Members. If a specified item of business is required to be voted on by a particular class of Member, an affirmative vote of a majority of the relevant class of Member represented and entitled to vote on the subject matter at a meeting at which a quorum is present shall be the act of that particular class of Member. If less than a quorum of the Members is represented at a USA Cricket Annual Meeting or Special Meeting, a majority of the Members so represented may adjourn the meeting from time to time for a period not to exceed ninety (90) days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

(D) **Voting**.

i. In respect of any matter considered at a USA Cricket Annual Meeting or Special Meeting and/or voted on by the Individual Members (whether as a whole, just the International Players or just the Individual Members who do not otherwise qualify as International Players), each Individual Member over the age of eighteen (18) years old who is either a US citizen, Permanent Resident or a lawful resident in the U.S. is entitled to one vote on each such matter submitted to a vote at the USA Cricket Annual Meeting or Special Meeting.

ii. A Member may vote by mail or electronic mail on any matter properly before the Members for a vote. No proxies will be accepted for membership votes.

ARTICLE 7. BOARD OF DIRECTORS

7.1 General Powers. Except as otherwise provided in this Constitution, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Cricket shall be governed and managed by, the Board of Directors.

7.2 Function. The Board of Directors shall oversee the management of USA Cricket and manage its affairs, but it shall not conduct its day-to-day operations. The Board shall focus on the long-term strategic vision, plan, objectives and priorities of USA Cricket rather than on planning and tactical management, empowering the CEO to manage the organization with effective Board oversight. The Board of Directors shall select a well-qualified and ethical CEO and, through the Chairperson, to diligently oversee the CEO in the operational functioning of USA Cricket. In addition, the Board shall perform the following specific functions (without limitation):

(A) Implement procedures to orientate new Board Directors; educate all Directors on the business and governance affairs of USA Cricket, and evaluate Board effectiveness and performance;

(B) Select, determine reasonable compensation for, and evaluate the CEO and plan for management succession;

(C) Review and approve USA Cricket's strategic plan, the annual budget, and corporate performance;

(D) Set policy and provide guidance and strategic direction to management on significant issues facing USA Cricket;

(E) Review and approve significant corporate actions;

(F) Review the financial reporting process, communications with stakeholders, and USA Cricket's legal and regulatory compliance program;

(G) Oversee effective corporate governance;

(H) Approve capital structure, financial strategies, borrowing commitments and long-range financial planning;

(I) Review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Finance and Commercial Committee, select and appoint independent auditors;

(J) Monitor whether USA Cricket's assets are being properly protected;

(K) Monitor USA Cricket's compliance with laws and regulations and the performance of its broader responsibilities;

(L) Agree to be bound by any Board-approved policies regarding behavior, conduct, or grievance resolution for Board Directors; and

(M) Address such other matters as may be appropriate for consideration and action by the Board of Directors.

7.3 Qualifications for Directors.

(A) Eligibility. In order to be eligible to serve on the Board of Directors, an individual must, at the time of election or appointment (i) meet the criteria to be an eligible voting Member, except that an Independent Director is not required to be an eligible voting Individual Member; and (ii) meet the general eligibility requirements as noted below in Section 7.3(B) below and, for specific types of Directors, any additional eligibility requirements as described for each type of Director in Section 7.5. The criteria set forth in this Section 7.3 will be published on the USAC website when announcing a call for candidates for the Board of Directors.

(B) General Eligibility Requirements. In order to be eligible to serve on the Board of Directors, an individual must, at the time of election or appointment (i) be a U.S. Citizen or Permanent Resident and at least eighteen (18) years old; (ii) not be a paid employee or consultant of USA Cricket, the ICC, a commercial partner of USA Cricket, or a third party vendor of a commercial partner of USA Cricket; (iii) not have a record of a felony criminal conviction involving theft, financial impropriety and/or other crimes involving moral turpitude; (iv) not have been sanctioned for or found guilty of violating any rules or regulations of USA Cricket or the ICC, any other member of the ICC, another National Governing Body recognized by the USOPC, USADA, or the U.S. Center for SafeSport, where such violation has resulted in the imposition of a period of suspension from cricketing activity of one (1) year or more within the last ten (10) years; (v) possess a high degree of personal and professional integrity, understanding of sporting ideals and values, qualifications of leadership in business, sound ability and judgment; (vi) conduct himself or herself at all times in accordance with a standard of scrupulous good faith in his or her fiduciary role as a guardian of USA Cricket's corporate welfare; (vii) not act with gross abuse of authority or discretion; (viii) pass any applicable background screen instituted by the Nominating and Governance Committee; (ix) complete any required SafeSport training within thirty (30) days of their election to the Board and remain current with any required SafeSport training; and (x) be otherwise fit and proper, including having no material conflicts. For individuals seeking reelection or reappointment, the USA Cricket Ethics, Grievance and Disciplinary Committee shall assess whether these individuals have unresolved material conflicts that would make them ineligible to continue to serve on the Board and report any such findings to the Nominating and Governance Committee. The Nominating and Governance Committee shall determine compliance with all eligibility

requirements at the time of election or appointment and, when necessary, shall obtain advice from the USA Cricket Ethics, Grievance and Disciplinary Committee.

(C) **Complementary Professional Experience.** It is the desire of USA Cricket to have Directors who demonstrate a high level of experience, capability, success and leadership in Board oversight responsibilities in one (1) or more of the following areas: business, finance, marketing, fundraising, ethics, audit, legal, management, communications, sports and sports performance, and that in order to achieve such a composition the Board of Directors must be composed of individuals with complementary experiences and skills across such areas.

7.4 Number.

(A) The Board of Directors shall consist of twelve (12) Directors, comprised of:

i. four (4) Player Directors - AAC USOPC Primary Representative (1); AAC USOPC Alternate Representative (1) and 2 Player elected directors - 1 male and 1 female

ii. three (3) Independent Directors (at least one (1) of which must be female);

iii. three (3) Individual Directors;

iv. one (1) Club Director; and

v. one (1) League Director.

(B) At least thirty-three point three percent (33.3%) of the Board shall be comprised of athlete representatives. Of those athlete representatives, at least twenty percent (20%) shall be USOPC 10 Year Athlete representatives, and the remaining athlete representatives shall be either USOPC 10 Year Athlete or USOPC 10 Year+ Athlete representatives. All athlete representatives on the Board must be directly elected by the pool of athlete members who meet the requirements as USOPC 10 Year Athlete representatives.

7.5 Election/Selection: The Board of Directors shall be determined as follows:

(A) **Player Directors:** There shall be one (1) female Player Directors and one (1) male Player Directors, elected separately, provided that all four (4) Player Directors may reside in the same Conference. One (1) Player Director shall be USA Cricket's representative to the Team USA Athletes' Commission, elected pursuant to Article 12 of this Constitution. If for some reason USA Cricket's representative to the Team USA Athletes' Commission is unable or unwilling to serve, then USA Cricket's alternate representative to the Team USA Athletes'

Commission, also elected pursuant to Article 12 of this Constitution, shall serve as a Player Director to the Board. The USA Cricket's alternate representative to the Team USA Athletes' Commission will be a non-voting ex officio member of the Board. The other Player Directors shall be elected pursuant to the process set forth Section 7.5(A)(iii) below. To be eligible for election as a Player Director, an individual must: (a) qualify as an International Player before the first day of September that is closest in time prior to the start of the election in which he or she is standing; (b) be registered and in good standing with USA Cricket as an Individual Member before the first day of September that is closest in time prior to the start of the election in which he or she is standing; and (c) not stand in any concurrent election for any other position on the Board of Directors. For purposes of this Section, an International Player is defined as a player who has been selected to be in the First XI of a nationally representative senior team before September 1 prior to start of the election. Nominations. Only a USOPC 10 Year Athlete or a USOPC 10 Year+ Athlete may nominate himself/herself or another International Player by providing notice to the Nominating and Governance Committee by the deadline set forth by that Committee.

i. *Vetting*. The USA Cricket AAC and Nominating and Governance Committee shall review and vet all nominated candidates and shall put forward for election all nominees who meet all applicable eligibility requirements as set forth in Section 7.3.

ii. *Voting and Election*. All of the male International Players who are Individual Members and meet the requirements of Section 6.6(A) shall be entitled to vote for the male Player Directors. All of the female International Players who (i) are Individual Members; (ii) have represented the women's national senior team of the United States in any international cricket match or event recognized or sanctioned by the ICC and (iii) meet the requirements of Section 6.6(A) shall be entitled to vote for the female Player Directors. A voting player must meet these criteria before the first day of September that is closest in time prior to the start of the election in which he or she is voting. The candidates garnering the highest total number of votes shall each be elected as Player Directors in accordance with the gender requirements set forth in Section 7.5(A) of this Constitution. The voting shall be conducted electronically using a preferential voting system approved by the Nominating and Governance Committee in an effort to eliminate the risk of a tie and to avoid the need to conduct a run-off election. In the unlikely event that the final result still produces a tie, the Nominating and Governance Committee shall determine the steps necessary to break the tie. In order to establish the election of the Player Directors on a regular timetable, in 2024 all four Player Directors will be elected – one male and one female Player Director will be elected for a two-year term (until the 2026 Player

Director elections), and the Team USA Athletes' Commission Representative and the Team USA Athletes' Commission Alternate will be elected for a four-year term (until the 2028 Player Director elections).

(B) **Independent Directors.** There shall be three (3) Independent Directors, at least one (1) of which must be a woman, provided that all three (3) Independent Directors may not reside in the same Conference. To be eligible for an initial appointment or reappointment as an Independent Director, an individual must not, within the three (3) years preceding the date of recommendation by the Nominating and Governance Committee, (a) have any immediate family member employed by or who held any Governance Position with USA Cricket, the ICC, any international regional cricket entity, or any sport family entity connected to USA Cricket; (b) be directly or indirectly associated in any way with or employed by USA Cricket's outside auditor or outside counsel; (c) have an immediate family member affiliated with or employed by USA Cricket's outside auditor or outside counsel as a partner, principal, or manager; (d) be or have been a member of the USA Cricket AAC or any constituent group with representation on the Board; (e) receive or have received any compensation from USA Cricket, directly or indirectly; (f) be or have been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Cricket; (g) be or have been the parent or close family member or coach of an athlete that has competed in a Protected Competition in the sport of Cricket; (h) be or have been a member of USA Cricket in a membership category that participates in Protected Competitions (i) be in a material and unresolvable breach of the relevant conflict provisions of the Code of Ethics and Conflict of Interest Policy if elected to the Board, as determined by the USA Cricket Ethics, Grievance and Disciplinary Committee in accordance with Section 7.5(B)(ii); and/or (j) hold or have held an elected position in, served as an employee, officer, or director of, or held any Governance Position in USA Cricket, the ICC, any international regional cricket entity, any sport family entity connected with USA Cricket, (including without limitation a League Member, Club Member or Associate Member) or a commercial partner of USA Cricket. or any national, local or regional governing or administrative body established for cricketing purposes in the United States within three (3) years of the start date of the applicable election, except that An Independent Director seeking reappointment shall not be in breach of this provision by virtue of his or her service on the Board of Directors.

i. *Nominations*. Any individual may nominate himself/herself or another individual for an Independent Director position by providing notice to the Nominating and Governance Committee within the deadline set forth by that Committee. The Nominating and Governance Committee may also actively seek and solicit potential nominees. In the situation where an Independent Director has completed one term and is eligible and

desires to serve another term, the Board of Directors may recommend to the Nominating and Governance Committee that Independent Director be re-nominated to serve another term, in which case the Nominating and Governance Committee will ensure that such Independent Director continues to meet the eligibility requirements set forth in Section (B) above. If the existing Independent Director continues to meet the eligibility requirements, then he/she will be re-nominated to the Board of Directors for approval without other candidates being nominated.

ii. *Vetting*. The Nominating and Governance Committee shall review and vet all nominations and shall disqualify those who do not meet the qualifications and eligibility requirements for Independent Directors, and shall, by affirmative vote of at least two (2) members of Committee as provided in Section 9.6(B) of this Constitution, put forward one or more candidates for consideration by the Board of Directors. The USA Cricket Ethics, Grievance and Disciplinary Committee shall screen candidates and disqualify those who would be in a material and unresolvable breach of the relevant conflict provisions of the Code of Ethics and Conflict of Interest Policy if elected to the Board. The Nominating and Governance Committee and USA Cricket Ethics, Grievance and Disciplinary Committee shall complete their review of candidates in time for the Independent Director recommendation to be presented to the Board of Directors before October 1 of each year.

iii. *Voting and Elections*. The Board of Directors, by majority of the votes cast, will elect each of the three (3) Independent Directors, but only from among those candidates approved and put forward by the Nominating and Governance Committee. In the event that no candidate receives a majority of the votes cast, the candidate with the lowest number of votes will be eliminated from consideration (provided that, if the only candidates remaining are tied, no candidate will be eliminated), and another vote will be taken from among the remaining candidates. This process will be repeated until one candidate emerges with a majority of votes. If multiple Independent Director positions are open, the Board of Directors will conduct separate elections for each available seat, and candidates who run for one Independent Director position who are not elected may be considered in the subsequent elections. In exercising their selection, the Board will take into account relevant experience candidates may have in business, finance, ethics, legal, education, marketing and sports performance, the specific functions of the Board of Directors, the complementary skills and experience of the other elected Directors and the composition requirements set out in Section 7.5(B) of this Constitution. The Nominating and Governance Committee does not have an obligation to put forth multiple candidates for each position. If a

candidate is not approved by the Board and there aren't additional candidates recommended by the Nominating and Governance Committee, the Nominating and Governance Committee must put forth a new recommendation.

(C) **Individual Directors.** There shall be three (3) Individual Directors who will be elected by the Individual Members who do not otherwise qualify to vote for the Player Directors, provided that all three (3) Individual Directors may not reside in the same Conference. To be eligible for election as an Individual Director, an individual must: (a) be registered as an Individual Member and in good standing with USA Cricket for the full twelve-month (12-month) period immediately before the thirtieth (30th) day of June that is closest in time prior to the start of the election in which he/she is standing; and for another 1 year within the previous 2 years; (b) not stand in any concurrent election for any other position on the Board of Directors; and (c) have at least two (2) letters of recommendations from USA Cricket members.

i. *Nominations*. Any individual may nominate himself/herself or another individual for an Individual Director position by providing notice to the Nominating and Governance Committee by the deadline set forth by that Committee.

ii. *Vetting*. The Nominating and Governance Committee shall review and vet all nominated candidates and shall put forward for election all nominees who meet all applicable eligibility requirements set forth in Section 7.3. If more than four (4) nominees apply for any open Individual Director seat, the Nominating and Governance Committee shall submit at least five (5) and no more than seven (7) nominees to stand for election for each open Individual Director seat. When there is more than one Individual Director seat up for election, the Nominating and Governance shall submit at least ten (10) and no more than fourteen (14) nominees total for all open Individual Director seats. Should there be fewer than five (5) nominees for a single seat election or fewer than ten (10) for a multiple seat election, the Nominating and Governance Committee shall put forth all nominees for election assuming they meet the minimum qualifications.

iii. *Voting and Elections*. There shall be a nationwide election to fill any open Individual Director seat(s). All Individual Members who do not otherwise qualify to vote for the Player Directors, and who have been members of USA Cricket for 12 months prior to the thirtieth (30th) day of June that is closest in time prior to the start of the election in which he/she is voting, and meet the other eligibility requirements for voting, shall be entitled to vote in the election. The candidate garnering the highest total number of votes will be elected. In the case where multiple

Individual Director positions are open, the candidates garnering the highest total number of votes will be elected until all positions are filled (*e.g.,* if three (3) positions are open, the three (3) candidates receiving the highest number of votes will be elected). In the event that the candidate(s) garnering the highest number of votes would result in all three (3) Individual Directors residing in the same Conference, then the candidate who otherwise would be elected who receives the fewest number of votes will not be elected, and the candidate receiving the next-highest number of votes and who does not reside in the same Conference as the other Individual Directors will be elected. The voting shall be conducted electronically using a preferential voting system approved by the Nominating and Governance Committee in an effort to eliminate the risk of a tie and to avoid the need to conduct a run-off election. In the unlikely event that the final result still produces a tie, the Nominating and Governance Committee shall determine the steps necessary to break the tie.

(D) **Club Director.** There shall be one (1) Club Director who will be elected by the designated representatives of Club Members. To be eligible for election as the Club Director, an individual must: (a) be registered as an Individual Member and in good standing with USA Cricket for the full twelve-month (12-month) period immediately before the thirtieth (30th) day of June that is closest in time prior to the start of the election in which he/she is standing; and for another 1 year within the previous 2 years; (b) not stand in any concurrent election for any other position on the Board of Directors; and (c) have at least two (2) letters of recommendations from USA Cricket members.

i. *Nominations*. Any individual may nominate himself/herself or another individual for a Club Director position by providing notice to the Nominating and Governance Committee by the deadline set forth by that Committee.

~~ii.~~ *Vetting*. The Nominating and Governance Committee shall review and vet all nominated candidates and shall put forward for election all nominees who meet all applicable eligibility requirements set forth in Section 7.3. If more than four (4) nominees apply for the open Club Director seat, the Nominating and Governance Committee shall submit at least five (5) and no more than seven (7) nominees to stand for election. Should there be fewer than five (5) nominees for the Club Director election, the Nominating and Governance Committee shall put forth all nominees for election assuming they meet the minimum qualifications.

iii. *Voting and Elections*. There shall be a nationwide election of all Club Members to determine the Club Director. All designated representatives of Club Members who have been members of USA Cricket for twelve (12)

months prior to the thirtieth (30th) day of June that is closest in time prior to the start of the election in which he/she is voting, and meet the other eligibility requirements for voting, shall be entitled to vote in the election. The candidate garnering the highest total number of votes will be elected. The voting shall be conducted electronically using a preferential voting system approved by the Nominating and Governance Committee in an effort to eliminate the risk of a tie and to avoid the need to conduct a run-off election. In the unlikely event that the final result still produces a tie, the Nominating and Governance Committee shall determine the steps necessary to break the tie.

(E) **League Director.** There shall be one (1) League Director who will be elected by the designated representatives of League Members. To be eligible for election as the League Director, an individual must: (a) be registered as an Individual Member and in good standing with USA Cricket for the full twelve-month (12-month) period immediately before the thirtieth (30th) day of June that is closest in time prior to the start of the election in which he/she is standing; and for another 1 year within the previous 2 years; (b) not stand in any concurrent election for any other position on the Board of Directors; and (c) have at least two (2) letters of recommendations from USA Cricket members.

i. *Nominations*. Any individual may nominate himself/herself or another individual for a League Director position by providing notice to the Nominating and Governance Committee by the deadline set forth by that Committee.

ii. *Vetting*. The Nominating and Governance Committee shall review and vet all nominated candidates and shall put forward for election all nominees who meet all applicable eligibility requirements set forth in Section 7.3. If more than four (4) nominees apply for the open League Director seat, the Nominating and Governance Committee shall submit at least five (5) and no more than seven (7) nominees to stand for election. Should there be fewer than three (3) nominees for the Club Director election, the Nominating and Governance Committee shall put forth all nominees for election assuming they meet the minimum qualifications.

iii. *Voting and Elections*. There shall be a nationwide election of all League Members to determine the League Director. All designated representatives of League Members who have been members of USA Cricket for twelve (12) months prior to the thirtieth (30th) day of June that is closest in time prior to the start of the election in which it is voting, and meet the other eligibility requirements for voting, shall be entitled to vote in the election. The candidate garnering the highest total number of votes will be elected. The voting shall be conducted electronically using a preferential voting system approved by the Nominating and

Governance Committee in an effort to eliminate the risk of a tie and to avoid the need to conduct a run-off election. In the unlikely event that the final result still produces a tie, the Nominating and Governance Committee shall determine the steps necessary to break the tie.

(F) **Affiliate Organization Director.** If in the future, there are one (1) or more amateur sports organizations that conduct a national cricket program, or regular national amateur cricket competition, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur competitions, then the Board shall admit such organizations as USA Cricket members in a category appropriate thereof, and the Board shall amend this Constitution to (i) add a seat on the Board for one (1) Board member to represent the collective interest of any and all such organizations, and (ii) adjust any other relevant provisions in order to comply with applicable laws and requirements.

(G) **Failure to Hold Elections.** Failure of the Officers to hold elections of the Board of Directors pursuant to this Constitution shall be deemed to be effective resignation of such Officers from their officer positions and such officer positions shall be filled pursuant to the process as set forth in Section 8.7 of this Constitution. If failure of the Officers to hold elections of the Board is due to a Force Majeure Event, then such failure shall not be deemed effective resignation of the Officers, and the Officers shall use their best efforts to hold the elections within a reasonable time after such event has subsided.

7.6 Tenure/Staggered Board.

(A) Tenure of Existing Board: Refer to EXHIBIT C

(B) **Staggered Board.** The terms of appointment of the Board of Directors shall be staggered so as to ensure continuity of institutional knowledge as follows:

i. *Player Directors*. The Player Directors shall be up for election in 2024 to take office on January 1, 2025, with the two (2) non-AAC Player Directors serving a two year term and two (2) Player Directors (those who are the Team USA Athletes' Commission Representative and Team USA Athletes' Commission Alternate to USOPC) serving a four-year term. Except for those elected to take office on January 1, 2025 for a two-year term, elections for Player Directors will be held in in 2024 (to take office on January 1, 2025) and every four (4) years thereafter, with those elected to a two-year term in 2024 serving until 2026, and then elections for those positions held every four years thereafter (e.g. those elected in 2026 will take office on January 1, 2027 and serve through December 31, 2030).

ii. *Independent Directors*. One (1) Independent Director shall be up for election one (1) year following the appointment in 2022, and every three (3) years thereafter; one (1) Independent Director shall be up for election two (2) years following the appointment in 2022, and every three (3) years thereafter; and one (1) Independent Director shall be up for election three (3) years following the appointment in 2022, and every three (3) years thereafter.

~~iii.~~ *Individual Directors*. One (1) Individual Director shall be up for election one (1) year following the election in 2025 and every three (3) years thereafter; one (1) Individual Director shall be up for election two (2) years following the election in 2025 and every three (3) years thereafter; and one (1) Individual Director shall be up for election three (3) years following the election in 2025 and every three (3) years thereafter.

iv. *Club Director.* The Club Director shall be up for election three (3) years following the election in 2025 and every three (3) years thereafter.

~~v.~~ *League Director.* The League Director shall be up for election three (3) years following the election in 2025 and every three (3) years thereafter.

(C) Subsequent Terms. Except for those Player Directors elected in 2024 for a two-year term, Player Directors shall serve four-year (4-year) terms, and all other Directors shall serve three-year (3-year) terms, and until such Director's successor is elected and qualified. However, if there is a delay in an election that results in a Director being seated after the date when his or her term would have started without any delay in the election, that Director shall only serve the remainder of the term for the seat to which he or she was re-elected. If a newly elected Director, as opposed to a Director that was reelected, is seated after an election delay and serves less than one-half (1/2) of the applicable term as a result, that shortened term shall not count as a term for the purposes of Section 7.7 of this Constitution. A Director's term begins on the Board Effective Date established by the Board.

7.7 Term Limits. No Player Director shall serve more than two (2) consecutive terms (i.e., a maximum consecutive period of eight (8) years) on the Board of Directors. No other Director shall serve more than two (2) consecutive terms (i.e., a maximum consecutive period of six (6) years) on the Board of Directors. For the avoidance of doubt: (a) these restrictions will not apply where a Director has not maintained a position on the Board of Directors for a period of at least three (3) years; and (b) in the case of a Director who fills a vacancy on the Board of Directors, for which the remaining term at the time of his or her appointment is for at least one-half (1/2) of the applicable term, such term shall be considered a full term for these purposes. Once a Director has served his or her maximum

consecutive period of six (6) years (or eight (8) years in the case of a Player Director) on the Board of Directors, such Director will not be eligible to run for election as a Director again in any position for a period of at least two (2) years after the end date of his or her last term.

7.8 Resignation, Removal and Vacancies. A Director's position on the Board of Directors shall be declared vacant upon his or her resignation or removal. If a vacancy occurs, it shall be filled in the same manner in which the Director was elected or selected in accordance with this Constitution and any Director elected or selected to fill a vacancy shall be elected or selected for the unexpired term of such Director's predecessor in office.

(A) Resignation. A Director may resign at any time by delivering written notice to the Chairperson.

(B) Removal.

i. *Player Directors*. A Player Director may be removed by a vote of a majority of male or female (as applicable) International Players participating in a recall vote. A recall vote may be initiated by (a) a vote, for cause, by the affirmative vote of at least two-thirds (2/3) of those Directors present and voting (but not including the Player Director who is the subject of the removal vote), at a validly called meeting of the Board of Directors, or (b) a petition signed by more than fifty percent (50%) of all male or female (as applicable) International Players eligible to vote in an election for that Player Director.

ii. *Independent Directors*. An Independent Director may be removed by a recall vote, for cause, by the affirmative vote of at least two-thirds (2/3) of those Directors present and voting (but not including the Independent Director who is the subject of the removal vote), at a validly called meeting of the Board of Directors.

iii. *Individual Directors*. An Individual Director may be removed by a majority vote of Individual Members (who do not qualify to vote for Player Directors) participating in a recall vote. A recall vote may be initiated by (a) a vote, for cause, by the affirmative vote of at least two-thirds (2/3) of those Directors present and voting (but not including the Individual Director who is the subject of the removal vote), at a validly called meeting of the Board of Directors, or (b) a petition signed by more than fifty percent (50%) of all Individual Members (who do not qualify to vote for Player Directors) eligible to vote in an election for that Individual Director.

iv. *Club Director*. The Club Director may be removed by a majority vote of Club Members participating in a recall vote. A recall vote may be initiated by (a) a vote, for cause, by the affirmative vote of at least two-thirds (2/3)

of those Directors present and voting (but not including the Club Director), at a validly called meeting of the Board of Directors, or (b) a petition signed by more than fifty percent (50%) of all Club Members eligible to vote in an election for the Club Director.

v. *League Director*. The League Director may be removed by a majority vote of League Members participating in a recall vote. A recall vote may be initiated by (a) a vote, for cause, by the affirmative vote of at least two-thirds (2/3) of those Directors present and voting (but not including the League Director), at a validly called meeting of the Board of Directors, or (b) a petition signed by more than fifty percent (50%) of all League Members eligible to vote in an election for the League Director.

(C) Cause for Removal. For purposes of Section 7.8(B), cause for removal shall include, but not be limited to: malfeasance in office; gross misconduct or neglect; false or fraudulent misrepresentation inducing the Director's appointment or election; willful conversion of corporate funds; a breach of the obligation to make a full disclosure; incompetency; gross inefficiency; moral turpitude; any conduct performed in bad faith that is not in the best interests of USA Cricket or that is detrimental to USA Cricket; or a violation of (i) the statutes, codes, rules, policies and protocols of the ICC, (ii) the Constitution or Code of Ethics and Conduct of USA Cricket; and/or (iii) the Constitution or Code of Conduct and Ethics of the USOPC.

(D) Effective Removal of Directors. A Director who (i) no longer meets the qualifications set forth in Sections 7.3 and 7.7; (ii) fails to attend at least three-quarters (3/4) of the Board meetings within twelve (12) months (except for excused absences); or (iii) fails to meet his or her ethics obligations as a Director by materially breaching the Code of Ethics, as determined after an investigation by the USA Cricket Ethics, Grievance and Disciplinary Committee and supported by a written report submitted by the USA Cricket Ethics, Grievance and Disciplinary Committee to the Board of Directors recommending a confirmation by the Board that the breach is material, shall be deemed to have been effectively removed the Board of Directors upon confirmation by the vote of two-thirds (2/3) of the Board of Directors (but not counting the Director who is the subject of the removal vote). For purposes of this Section 7.8(D), the meeting where the Board of Directors votes must meet the quorum requirements set forth in Section 7.13 and shall include the Director who is subject of the removal vote for purposes of meeting the quorum requirement.

7.9 Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings each year, at such time and place as may be determined by the Chairperson. Unless otherwise provided in advance by the Board, regular meetings of USA Cricket shall be conducted according to the latest authorized edition of Robert's Rules of Order.

7.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the written request of the Chairperson or a majority of the Board of Directors. The person or persons calling a special meeting of the Board of Directors may fix the time and place for holding such meeting. Unless otherwise provided in advance by the Board, special meetings of USA Cricket shall be conducted according to the latest authorized edition of Robert's Rules of Order.

7.11 Notice of Meetings.

(A) Requirements. Notice of each regular and special meeting of the Board of Directors stating the date, time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) two (2) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(B) Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 7.11(B), the waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or the corporate records. Such waiver shall be delivered to USA Cricket for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with this Article 7 of this Constitution, objects to lack of notice and does not vote for or assent to the objected-to action.

7.12 Deemed Assent. A Director of USA Cricket who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless: (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (ii) the

Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the Chairperson of the meeting before the adjournment thereof or by USA Cricket promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

7.13 Quorum and Voting. A majority of the Directors in office immediately before a meeting of the Board of Directors begins shall constitute a quorum for the transaction of business at such meeting, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be an act of the Board of Directors, unless otherwise required by the Revised Nonprofit Corporation Act or this Constitution. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

7.14 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The malfunctioning of a telephone, computer or other device shall not invalidate a meeting held by such means.

7.15 Agenda. The Chairperson, after consulting with the CEO and the Chair of each of the USA Cricket Committees, shall determine the agenda for Board meetings. Board Directors shall also be permitted to request items for inclusion on the agenda for Board meetings.

7.16 Questions of Order and Board Meeting Leadership. Questions of order shall be decided by the Chairperson, unless otherwise provided in advance by the Board of Directors based on Robert's Rules of Order. The Chairperson shall lead meetings of the Board. If the Chairperson is absent from any meeting or for any reason is not able to lead a portion of the meeting, then another Director selected by a plurality of the Directors present shall preside.

7.17 Effectiveness of Action. 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 this Constitution or when a definite effective date is recited in the record of the action taken.

7.18 Director Access to Management and Outside Advisors. USA Cricket's senior management team may attend Board meetings on a regular basis, both to make special presentations and as a discussion resource and shall be available to Board Directors outside of meetings. All Board Director contact with members of USA Cricket's management team outside of Board meetings shall, unless otherwise agreed, be directed to the CEO, though this

requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board Directors) directly of appropriate matters.

7.19 Action Without a Meeting. Action to be taken at a meeting of the Board of Directors may be taken without a meeting if a resolution authorizing the action is approved by two-thirds of the Directors. The resolution action must be evidenced by one (1) or more written consents describing the action taken and e-mail approval by two-thirds of the Directors. Directors shall have ten (10) business days from the date that such written consent describing the action to be taken was sent to the Directors to provide such e-mail approval. Such consents shall be included in the minutes filed with the corporate records reflecting the action taken. Action taken under this Section 7.19 is effective immediately when two-thirds of the Directors have e-mailed the approval, unless the approval specifies a different effective date. An approval e-mailed under this Section 7. 19 has the effect of a meeting vote and may be described as such in any document. All e-mails sent pursuant to this Section 7.19 shall be filed with the minutes of the meetings of the Board of Directors. Actions pursuant to Sections 7.2(B), (C), (F), (H), (I) or (K), or any other financial-, contractual-, or regulatory-related matters may not be taken without a meeting under this Section 7.19.

7.20 Compensation. Directors shall not receive compensation for their services as Directors, except that reasonable expenses of Directors may be paid or reimbursed in accordance with USA Cricket's policies. Athlete Representatives on the Board shall be reimbursed (or funded for) travel costs associated with meetings of the Board.

ARTICLE 8. OFFICERS

8.1 Designation, Qualifications, and Restrictions. The Board of Directors will elect as Officers of USA Cricket from among its members a Chairperson, a Treasurer, and an Executive Secretary (collectively, the "**Officers**" and each individual, an "**Officer**"). At all times prior to the three (3) year period that commences immediately after the seating of the Initial Board on or around June 24, 2018, the Chairperson must be an Independent Director. Thereafter, the Chairperson must be a member of the Board of Directors. During his/her term of office, the Chairperson must not hold any office under, or perform any executive or operational duties for any Organizational Member. In circumstances after three years from the seating of the Initial Board where the League Director or the Club Director or any Player Director is elected to be Chairperson, in order to meet this requirement, he/she shall immediately resign from any such position that he/she may hold and is prohibited from assuming such position until the expiry of his/her term as Chairperson. The Treasurer and the Executive Secretary must be members of the Board of Directors. The Board of Directors may also appoint, designate or authorize such other officers of USA Cricket as it may consider necessary or useful. Such other officers need not be Directors. No person may hold more than one (1) office at a time.

8.2 Election and Term of Office. The Board of Directors shall elect the Officers at the first regular Board meeting held after the USA Cricket Annual Meeting, and every year

thereafter in which an Officer's term of office ends under this Section 8.2. If the election or appointment of Officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each Officer shall hold office immediately upon election or appointment for the remainder of his or her current term on the Board of Directors. If an Officer is reelected to the Board, he/she will be eligible to run for re-election as an Officer for the period of any new term.

8.3 Authority and Duties of the Chairperson. The Chairperson of USA Cricket shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or this Constitution. The Chairperson shall, subject to the direction and supervision of the Board of Directors: (i) preside at all meetings of the members and of the Board of Directors; (ii) oversee the effective implementation of all resolutions of the Board of Directors; (iii) serve as the Board's liaison with the CEO and, as such, will oversee, evaluate and report to the Board on matters concerning the CEO; (iv) conduct an annual evaluation of the CEO; and (v) perform all other duties incident to the office of Chairperson and as from time to time may be assigned to such office by the Board of Directors.

8.4 Authority and Duties of the Treasurer. The Treasurer of USA Cricket shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or this Constitution. The Treasurer shall, subject to the direction and supervision of the Board of Directors (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of USA Cricket; (ii) present financial reports to the Board of Directors as the Board may request from time to time; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson or the Board of Directors.

8.5 Authority and Duties of the Executive Secretary. The Executive Secretary of USA Cricket shall have the authority and shall exercise the power and perform the duties specified below and as may be additionally specified by the Board of Directors or this Constitution. The Executive Secretary shall, subject to the direction and supervision of the Board of Directors, (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of this Constitution or as required by law; (iii) manage logistics of meetings of the Board and members; (iv) be the custodian of the corporate records; (v) perform all other duties incident to the office of Executive Secretary and such other duties as from time to time may be assigned to the Executive Secretary by the Chairperson or the Board of Directors.

8.6 Duties. Officers of USA Cricket shall perform functions with due care and in accordance with all fiduciary duties owed to the corporation.

8.7 Resignation, Removal and Vacancies. An Officer's position shall be declared vacant upon the Officer's resignation or removal in accordance with the principles set out in Section 7.8. A vacancy in any Officer's position, howsoever occurring, may be filled by the

Board of Directors for the period until the first regular Board meeting held after the USA Cricket Annual Meeting. Any Officer may be removed by the affirmative vote of two-thirds (2/3) of those Directors present and voting (but not counting the officer who is the subject of the removal vote), at a validly called meeting of the Board of Directors.

ARTICLE 9. COMMITTEES

9.1 Designation. The only committees authorized by this Constitution are the USA Cricket Standing Committees ("Standing Committees") and Other Committees ("Other Committees"), as described below, which shall serve solely in an advisory capacity to the Board and shall not have the authority to take action on behalf of the Board or have overlapping or superior authority to the Board.

(A) Standing Committees. USA Cricket shall have the following (8) Standing Committees: (i) Nominating and Governance Committee; (ii) Finance and Commercial Committee; (iii) Men's Cricket Committee; (iv) Women's Cricket Committee; (v) Development Committee; (vi) Ethics, Grievance, and Disciplinary Committee; (vii) League Committee; and (viii) Audit Committee. Except for the Athlete representatives on the Standing Committees, the Chairperson, with the approval of the Board of Directors, shall appoint members and Chairpersons of the Standing Committees, in consultation with the CEO, and in accordance with the principles set out in this Constitution.

(B) Other Committees. The Chairperson, with the approval of the Board of Directors, may appoint such Other Committees, Commissions, and Task Forces (collectively, "Other Committees") as the Chairperson believes appropriate from time to time, and shall define narrowly the scope, mission and deliverables (for example in respect of the development of match officials) of such Other Committees. Except as otherwise provided, the Board of Directors shall approve the membership of all Other Committees of USA Cricket.

(C) Members of USA Cricket Committees. The chairperson of each Standing Committee or Other Committee shall be named by the Board Chair, in consultation with the CEO. All members of each Standing Committee or Other Committee must meet the Qualifications of Directors set forth in Section 7.3 to serve or continue to serve on a USA Cricket Committee. Members of a Standing Committee need not be members of the Board of Directors.

9.2 Athlete Representatives.

(A) All USA Cricket Committees shall have athlete representation as outlined below, unless otherwise specifically stated in this Constitution or as approved by the USA Cricket AAC or NGB Athlete Representation Review Working Group, as required under this Constitution, the Sports Act, or the USOPC Bylaws. Such athlete representatives may be referred to herein as "Athlete Representatives":

i. Designated Committees shall have at least thirty-three point three percent (33.3%) Athlete Representatives. At least half of those Athlete Representatives must be USOPC 10 Year Athletes and the remaining will be either USOPC 10 Year Athletes or USOPC 10 Year+ Athletes.

ii. All other USA Cricket Committees that are not Designated Committees shall have at least thirty-three point three percent (33.3%) USA Cricket Actively Engaged Athletes.

(B) All Athlete Representatives on USA Cricket Committees will be selected by the USA Cricket AAC. The USA Cricket AAC and Nominating and Governance Committee will develop a process to identify and vet candidates to serve as the Athlete Representatives on USA Cricket Committees. Until such time that the USA Cricket AAC is in place, the Athlete Representatives on USA Cricket Committees will be appointed by the Player Directors. The term of those members of USA Cricket Committees will expire upon the first election as provided of the USA Cricket AAC as provided in Section 11.3(A).

(C) Any higher standard, addition, restriction, or exception to the requirements of Section 9.2(A) (including the addition of a committee to the list of Designated Committees) will first be approved by the USA Cricket AAC and then submitted to the USOPC's NGB Athlete Representation Review Working Group for review and approval.

(D) Any higher standard, addition, restriction, or exception to the requirements of Section 9.3(B) (including the exclusion of a committee from the requirements, or the narrowing of the pool of athletes who serve as USA Cricket Actively Engaged Athlete representatives) will be approved by the USA Cricket AAC and reported to the NGB Athlete Representation Review Working Group for tracking purposes.

9.3 Assignments. Standing Committee and Other Committee agendas shall be developed by the Chair of the relevant Standing Committee or Other Committee in consultation with the appropriate members of management and with the input of Directors. Participation by audio or video shall be permitted and any Committee member participating by audio or video shall be treated as present in person at any such meeting as long as all Committee members participating may hear and be heard by each other during the meeting. If requested, each Chair shall make a report on the matters considered by the relevant Standing Committee or Other Committee to the Board at the next regularly scheduled Board meeting.

9.4 Tenure. The term for all Standing Committee members shall be two (2) years, except that the term for all League Committee members shall be one (1) year. The term for

all members of Other Committees shall be until the conclusion of the relevant assignment. In no circumstances shall a person's total term of service on any USA Cricket Committee exceed a period of six (6) consecutive years. When a Director loses his or her place on the Board, any Committee appointments will automatically expire, but nothing shall prevent that Director from being reappointed to a Committee.

9.5 Resignation, Removal and Vacancies. A Standing Committee or Other Committee member's position on a Standing Committee or Other Committee may be declared vacant upon his or her resignation or removal.

(A) Resignation. A Standing Committee or Other Committee member may resign at any time by giving written notice to the Chairperson.

(B) Removal. The Chair of a Standing Committee or Other Committee may recommend the removal of a member of his or her Committee to the Chairperson. In addition, a majority of the Board may request the removal of any member of a Standing Committee or Other Committee, including the Chair of any Standing Committee or Other Committee. After any such recommendation or request, the Board, upon approval of a majority of the Board, may remove the individual from the relevant Standing or Other Committee, with or without cause; provided, however, that only the USA Cricket AAC may remove an Athlete Representative on a Standing Committee or Other Committee, unless the Athlete Representative is a Player Director appointed to a Standing Committee or Other Committee by the Chairperson of USA Cricket (apart from an Athlete Representative elected by the USA Cricket AAC), in which case a majority of the Board may remove the Athlete Representative from a Standing Committee or Other Committee, with or without cause.

(C) Vacancies. Any vacancy occurring in a Standing or Other Committee shall be filled in the same manner as the appointment of members to that Standing or Other Committee. An individual appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor.

9.6 Nominating and Governance Committee. The Nominating and Governance Committee shall (i) organize and supervise the process by which candidates are identified and screened for election to the Board of Directors as described in Section 7.5; (ii) recommend the candidates for Independent Directors of the Board pursuant to Section 7.5; (iii) develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and USA Cricket Committees; (iv) institute and oversee a background screen procedure for all potential candidates for Director positions; and (v) perform other such duties as assigned by the Board.

(A) Committee Members. The Nominating and Governance Committee shall be comprised of three (3) members, including (i) one (1) Athlete Representative appointed by the USA Cricket AAC (a male player during years when the female

player is up for election to the Board and a female player during years when a male player is up for election to the Board); (ii) one (1) individual appointed by the ICC; and (iii) one (1) individual appointed by the Board of Directors. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is at that time a current Director of USA Cricket, or if that individual does not permanently reside in the United States. The ICC and USA Cricket shall not appoint an officer, director or employee of or paid consultant to their respective organizations to the Nominating and Governance Committee. The USA Cricket Board of Directors shall not appoint an individual who within the preceding two (2) years (a) is or has been a member of another Standing Committee or Other Committee; (b) is directly or indirectly associated in any way with or employed by USA Cricket's outside auditor or outside counsel; (c) have an immediate family member affiliated with or employed by USA Cricket's outside auditor or outside counsel as a partner, principal, or manager; (d) receive or have received any compensation from USA Cricket, directly or indirectly; (f) be or have been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Cricket; (g) be or have been the parent or close family member or coach of an athlete that has competed in a Protected Competition in the sport of Cricket; and/or (h) hold or have held an elected position in, served as an employee, officer, or director of, or held any Governance Position in USA Cricket, the ICC, any international regional cricket entity, any sport family entity connected with USA Cricket, or a commercial partner of USA Cricket.

(B) **Recommendation of Independent Director Candidates.** In order for the Nominating and Governance Committee to recommend a candidate for Independent Director to the Board, at least two (2) members of the Committee must approve such recommendation.

9.7 **Finance and Commercial Committee.** The Finance and Commercial Committee shall (i) assist senior management in the development, preparation and presentation of the annual budget of USA Cricket; (ii) conduct periodic reviews of USA Cricket's financial statements to ensure that significant variances from budget do not occur; (iii) investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and (iv) perform such other duties as assigned by the Board.

(A) **Committee Members**. The Chairperson, in consultation with the CEO, will appoint the Finance and Commercial Committee Chair, who must be a Director, and two (2) other members. In addition, the USA Cricket AAC will appoint two (2) Athlete Representatives to the Committee.

9.8 **Men's Cricket Committee.** The Cricket Committee shall (i) oversee all matters arising from the under nineteen (19) men's national cricket team through to the men's national cricket team and their respective high-performance programs inclusive of

appointment of coaching staff and selection panels, except where the AAC appoints athlete representatives to selection panels; (ii) develop pathways and events which encourage competitive men's cricket; (iii) promulgate the rules and regulations for the sport of cricket; (iv) manage the standard playing conditions; and (v) perform such other duties as assigned by the Board.

(A) **Committee Members**. The Chairperson, in consultation with the CEO, will appoint to the Men's Cricket Committee, the Committee Chair, who must be a Director, and two (2) other members. In addition, the USA Cricket AAC will appoint two (2) Athlete Representatives to the Committee.

9.9 Women's Cricket Committee. The Women's Cricket Committee shall (i) oversee the plans and resources to grow female engagement in cricket and engagement in female cricket; (ii) drive the growth of female cricket participation and women in cricket administration and leadership; (iii) oversee all matters arising from all female national cricket teams and their high-performance programs inclusive of appointment of coaching staff and selection panels, except where the AAC appoints athlete representatives to selection panels; (iv) develop pathways and events which encourage competitive women's cricket; and (v) perform such other duties as assigned by the Board.

(A) **Committee Members.** The Chairperson, in consultation with the CEO, will appoint to the Women's Cricket Committee, the Committee Chair, who must be a Director, and two (2) other members. In addition, the USA Cricket AAC will appoint two (2) Athlete Representatives to the Committee.

9.10 Development Committee. The Development Committee shall (i) drive the growth of youth cricket participation for boys and girls; (ii) develop pathways and events which encourage competitive youth cricket and build pipelines for future national teams; (iii) oversee all matters arising from all Under 11 to Under 17 boys and co-ed domestic tournaments; and (iv) oversee all matters related to coach, umpire and officials development, pathways and certification; (v) perform such other duties as assigned by the Board.

(A) **Committee Members.** The Chairperson, in consultation with the CEO, will appoint to the Development Cricket Committee the Committee Chair, who must be a Director, and two (2) other members. In addition, the USA Cricket AAC will appoint two (2) Athlete Representatives to the Committee.

9.11 Ethics, Grievance and Disciplinary Committee. The Ethics, Grievance and Disciplinary Committee shall (i) oversee the implementation of the USA Cricket Code of Ethics and Conduct; (ii) report to the Board on ethical issues; (iii) develop, and review on an annual basis, a Code of Ethics and Conduct for the Board, Officers, USA Cricket Committee members, volunteers, staff and member organizations for adoption by the Board; (iv) generally administer and oversee compliance with the Code of Ethics and Conduct; (v) review and investigate matters of ethical impropriety and make recommendations on such

matters to the Board; (vi) review and provide guidance on ethical questions presented to it by the Board, Officers, USA Cricket Committee members, volunteers, staff and USA Cricket members; (vii) generally administer and oversee all administrative grievances, appeal of disciplinary sanctions issued by the CEO, and right to participate in matters filed with USA Cricket; (viii) appoint a panel of its members to hear and render a decision on grievances and disciplinary matters; and (ix) perform such other duties as assigned by the Board.

(A) **Committee Members**. The Chairperson, in consultation with the CEO, will appoint to the Ethics, Grievance and Disciplinary Committee, the Committee Chair and two (2) other members. In addition, the USA Cricket AAC will appoint two (2) Athlete Representatives to the Committee. No Director of the Board shall be appointed to the Ethics, Grievance, and Disciplinary Committee.

9.12 Leagues Committee. The Leagues Committee shall (i) consider all issues and concerns specific to Leagues across the country and make recommendations to the Board to improve League competition structures, facilities, coaching, umpiring; and (ii) perform such other duties as assigned by the Board.

(A) **Committee Members**. The Chairperson, in consultation with the CEO, will appoint to the Leagues Committee, the Committee Chair. The Leagues Committee shall consist of twelve (12) members, comprised as follows: (i) one (1) nominated representative in each of the eight (8) Zones with the highest number of Clubs declaring such a League as its Primary League shall automatically be appointed, except that the nominated representatives shall not be from the same state; and (ii) the USA Cricket AAC shall appoint four (4) Athlete Representatives.

(B) **Qualifications**. Beginning on January 1, 2024, each member of the League Committee must be a current member of USA Cricket. Beginning on January 1, 2025, each member of the League Committee must be a current member of USA Cricket in good standing for the previous twelve-month (12-month) period prior to their nomination or appointment to the League Committee.

9.13 Audit Committee. The Audit Committee shall (i) review and oversee USA Cricket'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 Cricket's financial statements, including alternatives to, and the rationale for, the decisions made; (ii) recommend the retention, or the renewal of the retention, of an independent auditor; (iii) review the annual report of the independent auditor and management letter, and recommend to the Board action as may be necessary; (iv) supervise the preparation, filing and posting of USA Cricket annual tax information returns (Form 990); and (v) perform such other duties assigned by the Board.

(A) **Committee Members.** The Board of Directors shall appoint to the Audit Committee one (1) Independent Director, who shall be the Committee and two (2) Other individuals who satisfy the eligibility requirements of an Independent Director as set forth in Section 7.5(B) of this Constitution. The USA Cricket AAC shall appoint two (2) Athlete Representatives. At least two (2) of the Audit Committee Members must have experience or background in finance or financial auditing.

9.14 Pool of Prospective USA Cricket Committee Members. The Organizational Members in each Zone shall be permitted to determine and nominate (through a process of their own determination but overseen by USA Cricket's regional administration) five individuals (of which at least one must be female) possessing appropriate interest, knowledge and expertise in cricket who will be placed for a period of three years in a pool of individuals, from which members of USA Cricket Committees may be chosen from time to time. Nothing in this clause, however, should be interpreted as preventing individuals who are not in such pool from being selected as members of USA Cricket Committees.

9.15 Minutes of Meetings. The Chairperson of each USA Cricket Committee shall ensure that minutes of each Committee meeting are taken. The minutes shall be submitted to the CEO and the Board of Directors within thirty (30) days of the end of the respective meeting.

9.16 Terms of Reference. Each of the USA Cricket Committees will function and operate in accordance with a formal written terms of reference which must be approved by the USA Cricket Board from time to time.

ARTICLE 10. CHIEF EXECUTIVE OFFICER

10.1 Designation. USA Cricket shall employ a CEO who shall be vested with the authority to make decisions on behalf of USA Cricket. The CEO shall not be a member of, or have a right to vote at any meetings of, the Board of Directors but shall attend all Board of Directors meetings. The CEO, or his/her designee, may also attend USA Cricket Committee meetings, but shall not have a vote. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or a portion thereof, including portions of a meeting that discuss the CEO.

10.2 Employment. The CEO shall be selected by and report to the Board of Directors for the term of his/her employment. The CEO may be removed by the Board at any time, with or without cause, but removal shall not affect the contractual rights, if any, of the CEO.

10.3 Duties and Responsibilities. The CEO shall:

(A) Develop a strategy for achieving USA Cricket's mission, goals and objectives and present the strategy to the Board of Directors for approval;

(B) Prepare and submit quadrennial and annual budgets to the Board for approval;

(C) Determine the staff needed to effectively carry out USA Cricket's mission, goals and objectives, within USA Cricket's budget;

(D) Oversee the size and compensation of USA Cricket's management and staff and the hiring and termination of all members of management and staff;

(E) Either directly, or by a delegation, manage all management functions;

(F) Be responsible for revenue generation and allocation of resources in accordance with existing USA Cricket commitments;

(G) Coordinate and be responsible for USA Cricket's international operational activities;

(H) Along with the Chairperson, act as USA Cricket's spokesperson;

(I) Foster good relations with sponsors, partners and others;

(J) Perform all functions that usually pertain to the office of CEO;

(K) Act as the primary point of contact with regard to USA Cricket's membership, correspondences and affiliation with the ICC and other national cricket federations; and

(L) Undertake such other activities as may be assigned by the Board of Directors from time to time.

ARTICLE 11. USA CRICKET ATHLETES' ADVISORY COUNCIL

11.1 Designation. USA Cricket shall establish an Athletes' Advisory Council (the 'USA Cricket AAC'). The USA Cricket AAC shall be governed by the AAC Charter, AAC By-Laws, and AAC Election Process, as approved by the United States Olympic & Paralympic Committee (USOPC) and the USA Cricket Board. Any changes or modifications to these documents shall be made by the USA Cricket AAC and presented for approval by the USOPC and the USA Cricket Board.

ARTICLE 12. SANCTIONING

12.1 Sanctioning. USA Cricket shall consider and grant sanctions for national and international cricket competitions in accordance with its own rules and regulations for such matters and as provided in the Sports Act.

ARTICLE 13. COMPLAINT PROCEDURES

13.1 USA Cricket Members Subject to Policy. USA Cricket shall adopt a Grievance Policy. Each member of USA Cricket is subject to, and is bound by, USA Cricket's Grievance Policy. All disputes between USA Cricket and one or more members of USA Cricket shall be subject to the Grievance Policy. Additionally, any dispute between members of USA Cricket related to the sport of cricket and for which there is not an existing dispute resolution mechanism shall (provided an appropriate filing fee has been paid) also be decided according to the Grievance Policy. Each member of USA Cricket shall be bound by any decision or adjudication rendered pursuant to the Grievance Policy.

ARTICLE 14. CODE OF ETHICS AND CONDUCT

14.1 Code of Ethics. USA Cricket shall adopt a Code of Ethics and Conduct, which shall include a Conflicts of Interest Policy and a Whistleblower Policy, applicable to all USA Cricket members and employees, Board of Directors, Officers, and USA Cricket Committees. All persons subject to the Code of Ethics and Conduct shall (i) annually certify compliance with the Code, and (ii) execute disclosure statements within a timeframe to be determined by USA Cricket in compliance with the Revised Nonprofit Corporation Act.

ARTICLE 15. FIDUCIARY MATTERS

15.1 Indemnification. USA Cricket shall indemnify each Director, Officer, employee and volunteer of USA Cricket, against legal claims brought against such Director, Officer, employee or volunteer for acts or omissions occurring while in service to USA Cricket, to the fullest extent permissible under the laws of the State of Colorado, and may, in its discretion, purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 16.1. USA Cricket shall have the right, but shall not be obligated, to indemnify any agent of USA Cricket not otherwise covered by this Section 16.1 to the fullest extent permissible under the laws of the State of Colorado.

15.2 Savings Clause; Limitation. If any provision of the Revised Nonprofit Corporation Act or this Constitution dealing with indemnification shall be invalidated by any court on any ground, then USA Cricket shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Revised Nonprofit Corporation Act or this Constitution that shall not have been invalidated. Notwithstanding any other provision of this Constitution, USA Cricket shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of USA Cricket as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

15.3 General Standards of Conduct. Each Director, Officer and member of a USA Cricket Committee shall discharge his or her duties in that position, (i) in good faith; (ii) with

the care an ordinarily prudent person in a like position would exercise under similar circumstances; (iii) in a manner maintaining the confidentiality of proprietary and/or confidential information; and (iv) in a manner the individual reasonably believes to be in the best interests of USA Cricket.

15.4 Reliance on Information. In discharging his or her duties, a Director, Officer or member of a USA Cricket Committee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more Officers or employees of USA Cricket whom the individual reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, certified public accountants or other persons as to matters the individual reasonably believes are within the persons' professional or expert competence; or (iii) in the case of a Director, a USA Cricket Committee of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the Committee to be reliable and competent in the matters presented. A Director, Officer or member of a USA Cricket Committee is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 16.4 unwarranted.

15.5 Conflicts of Interest. USA Cricket shall adopt a Conflicts of Interest Policy pursuant to Article 15 which shall comply with the Revised Nonprofit Corporation Act.

15.6 Loans to Directors and Officers. No loans shall be made by USA Cricket to any of its Directors, Officers, employees or members of a USA Cricket Committee. Any Director, Officer, employee or member of a USA Cricket Committee who assents to or participates in the making of any such prohibited loan shall be liable to USA Cricket for the amount of such loan until the repayment thereof.

ARTICLE 16. RECORDS OF USA CRICKET

16.1 Minutes and Records. USA Cricket shall keep at its principal office the following information as permanent records: (i) minutes of all meetings of the members and Board of Directors, including a record of votes; (ii) a record of all actions taken by the members or Board of Directors without a meeting; (iii) a record of all actions taken by a committee of the Board of Directors in place of the board of directors on behalf of the nonprofit corporation; and (iv) a record of all waivers of notices of meetings of the members and of the Board of Directors. The Board of Directors must publicly post the last three (3) years' minutes on its website and shall make prior minutes from Board of Director meetings available to the USOPC at its request. The Board of Directors must post meeting minutes at least as often as quarterly, once approved by the Board of Directors.

16.2 Accounting Records. USA Cricket shall maintain appropriate accounting records.

16.3 Membership List. USA Cricket, or its agent, shall maintain a record of the members and their membership class in a form that permits preparation of a list of the

names and addresses of the members in alphabetical order, by class, showing the number of votes each member is entitled to vote.

(A) USA Cricket shall publish on its website a list of Organizational Members from time to time, and publish a list of names and states of Individual Members over the age of eighteen (18) years old on an annual basis. As part of being a member of USA Cricket, all USA Cricket members consent to their name and state being made public. USA Cricket shall also prepare a member list and comply with a member's demand to inspect a list of members at least ten (10) days before any meeting or two (2) business days after notice of the meeting is given and continuing through the meeting. It shall also comply with a member's demand to inspect a list of members for any action to be taken by the members by written ballot beginning on the date that the first written ballot is delivered to the members and continuing through the time when such written ballots must be received in order to be counted.

(B) Without consent of the Board of Directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without consent of the Board of Directors, a membership list or any part thereof may not be: (i) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by USA Cricket; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

16.4 Records Maintained at Principal Office. USA Cricket shall keep a copy of each of the following records at its principal office:

(A) Its Articles of Incorporation;

(B) Its Constitution (or Amended and Restated Constitution) and all amendments to it currently in effect;

(C) Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any category of members;

(D) The minutes of all members' meetings and records of all action taken by the members without a meeting for the past three years;

(E) All written communications within the past three (3) years to members generally as member;

(F) A list of the names and business or home addresses of its current Directors and Officers;

(G) A copy of its most recent periodic report delivered to the Colorado Secretary of State;

(H) All financial statements prepared for periods ending during the last three (3) years that a member could have requested under Section 17.5(A) below.

16.5 Inspection of Records by Members. A member shall be entitled to inspect and copy, during regular business hours at USA Cricket's principal office, any of USA Cricket's records described in Section 17.4 above, provided that the member gives USA Cricket written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records. A member may inspect and copy the records described in Sections 17.3 and 17.4 only if:

(A) The member has been a member for at least three months immediately preceding the demand to inspect or copy or is a member holding at least five percent of the voting power as of the date the demand is made;

(B) The demand is made in good faith and for a proper purpose;

(C) The member describes with reasonable particularity the purpose and the records the member desires to inspect; and

(D) The records are directly connected with the described purpose.

16.6 Denial of Inspection. An inspection may be denied if the member's demand does not comply with the requirements of Section 17.5 above.

(A) Financial Statements. Upon the written request of any member, USA Cricket shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

(B) Scope of Members' Inspection Rights.

i. *Agent or Attorney.* The member's agent or attorney has the same inspection and copying rights as the member that the agent or attorney represents.

ii. *Right to Copy.* The right to copy records under this Article 17 includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

iii. *Reasonable Charge for Copies.* USA Cricket may impose a reasonable charge, covering the costs of labor and material, for copies of any

documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

iv. *Litigation.* Nothing in this Article 17 shall affect (i) the right of a member to inspect records, if the member is in litigation with USA Cricket, to the same extent as any other litigant, or (ii) the right of a court to compel the production of corporate records for examination.

16.7 USA Cricket Website. USA Cricket shall maintain a website for the dissemination of information to its members. USA Cricket shall at all times publish the following information and documents on its website:

(A) This Constitution, and all amendments;

(B) The documents set forth in Section 17.1 of this Constitution;

(C) Its most recent annual financial statement;

(D) Its most recent Form 990 filed with the Internal Revenue Service;

(E) The USA Cricket Code of Ethics and Conduct;

(F) The USA Cricket Grievance Policy;

(G) All other rules and regulations of USA Cricket; and

(H) A list of all Standing Committee, Other Committees, Commissions and Task Forces of USA Cricket and the membership of each.

16.8 Communication with Board of Directors. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Cricket shall publish on its website a mailing address and an e-mail address for communications directly to the Board of Directors.

ARTICLE 17. FINANCIAL MATTERS

17.1 Fiscal Year. The fiscal year of USA Cricket shall commence January 1 and end December 31 each year.

17.2 Budget. USA Cricket shall have an annual budget.

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

17.4 Personal Liability. Subject to Article 16 of this Constitution and the Revised Nonprofit Corporation Act, no Director or Officer of USA Cricket shall be personally liable for the acts, debts, liabilities or obligations of USA Cricket.

ARTICLE 18. REGISTRATION

18.1 Registration. USA Cricket may require certain registration requirements in order for players, clubs or officials to participate, officiate or compete in USA Cricket sanctioned events or activities as determined by the CEO or the Board of Directors from time to time. Registration annually will cover the period from January 1 through December 31, or such other time as is set by USA Cricket.

ARTICLE 19. AMENDMENT OF CONSTITUTION

19.1 By Members. This Constitution may be amended, repealed, or altered, in whole or in part, by an affirmative vote of at least sixty-seven (67%) percent of those Individual Members who vote in an election on such proposed amendments. A proposal to amend, repeal or alter this Constitution may be proposed to the Individual Members by (i) a vote of at least two-thirds (2/3) of the Board of Directors present at a validly called meeting of the Board of Directors; or (ii) a petition signed by at least sixty-seven percent (67%) of the Individual Members eligible to vote on an amendment, repeal or alteration of the Constitution. Notwithstanding the foregoing, any amendment to this Constitution that is not proposed by the affirmative vote of at least three-fourths (3/4) of the Board of Directors present at a validly called meeting of the Board of Directors may not be adopted by a vote of the Individual Members until the date three (3) years after the Initial Board first takes office.

19.2 By Board of Directors. This Constitution may be amended, repealed, or altered by a vote of at least three-fourths (3/4) of the entire Board of Directors at a validly called meeting of the Board; provided, however, that the Board of Directors is not authorized to amend, repeal or alter Article 6, Article 7, Article 8, Article 9 or Article 19 of this Constitution, unless such proposal is approved by the Individual Members pursuant to Section 20.1 of this Constitution.

ARTICLE 20. MISCELLANEOUS PROVISIONS

20.1 Severability and Headings. The invalidity of any provision of this Constitution shall not affect the other provisions of this Constitution, and in such event this Constitution shall be construed in all respects as if such invalid provision were omitted.

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

ARTICLE 21. EFFECTIVE DATE AND TRANSITION

21.1 Effective Date and Transition. This Constitution shall be effective when adopted by the current USA Cricket Membership. Once adopted, this Constitution shall supersede all previous versions of USA Cricket Constitution and any amendments thereto.

EXHIBIT A

DEFINITIONS

"Amended and Restated Constitution" means this Amended and Restated Constitution of the United States of America Cricket Association.

"Athlete Representative" has the meaning set forth in Section 9.2(A) of this Constitution.

"Board of Directors" or **"Board"** means the Board of Directors described in Article 7 of this Constitution.

"CEO" means the Chief Executive Officer of USA Cricket.

"Chairperson" refers to the officer described in Section 8.1 of this Constitution.

"Club" has the meaning set forth in Section 6.1(C) of this Constitution.

"Club Director" has the meaning set forth in Section 7.5(D) of this Constitution.

"Code of Ethics and Conduct" shall mean the Code of Ethics and Conduct to be adopted by USA Cricket.

"Conference" means a combination of two (2) Zones, which shall serve as administrative entities within USA Cricket, but which shall not be considered Organizational Members of USA Cricket.

"Constitution" means this Amended and Restated Constitution of USA Cricket.

"Directors" means members of the Board of Directors.

"Delegation Event" means, individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan American Games.

"Designated Committee" means any USA Cricket Committee that makes recommendations or decisions directly impacting USA Cricket's elite athletes, including the following (by name or by function):

i. Allocation of USOPC- and/or USA Cricket-provided resources;
ii. Audit;
iii. Budget/Finance;
iv. Compensation;
v. Ethics;
vi. Judicial, grievance, and any other hearing panel affecting any

individual's participation in Protected Competition;

vii. Nominating and Governance, including Constitution amendments; and

viii. Selection of athletes, coaches and/or staff for Protected Competition, including development, approval, and implementation of selection criteria.

"Force Majeure Event" has the meaning set forth in Section 6.9 of this Constitution.

"**Governance Position**" means holding a position as an administrator, appointee, committee member, or other position recognized as part of the governance of an organization, and whether a paid or volunteer position.

"Grievance Policy" means the procedures adopted by USA Cricket for the prompt and equitable resolution of grievances of its members.

"HPMO" means a High Performance Management Organization.

"ICC" means the International Cricket Council, the international governing body for the sport of cricket.

"Independent Director" means an individual director of USA Cricket who meets the requirements set forth in Section 7.5(B) of this Constitution.

"Individual Director" has the meaning set forth in Section 7.5(C) of this Constitution.

"Individual" has the meaning set forth in Section 6.1(A) of this Constitution.

"Individual Membership" has the meaning set forth in Section 6.2 of this Constitution.

"Individuals Subject to the Code" means USA Cricket members and employees, Board of Directors, Officers, and USA Cricket Committees.

"International Competition" means those cricket matches and/or events sanctioned or approved by the ICC for which USA Cricket is required to select national teams to participate and represent the United States.

"International Player" means any individual who, in the ten (10) years preceding membership registration or renewal:

i. Male International Players: have represented the men's national senior team of the United States in any international cricket match or event recognized or sanctioned by the ICC.

ii. Female International Players: have represented the women's national senior team of the United States in any international cricket match or event recognized or sanctioned by the ICC.

"International Qualifying Competition" means any international sport competition where (i) athletes represent the United States against athletes representing other nations in a qualifying competition, (ii) USA Cricket officially designates entrants, as required by the competition organizers, and (iii) athlete results or performance are included in the published criteria (i.e., ICC qualification system or USA Cricket selection criteria) to qualify, or be selected, to represent the United States in a Delegation Event.

"IOC" means the International Olympic Committee.

"League" has the meaning set forth in Section 6.1(B) of this Constitution.

"League Director" has the meaning set forth in Section 7.5(E) of this Constitution.

"Member" means each Individual Member and each category of Organizational Member.

"NGB" means a "National Governing Body" under the USOPC Bylaws.

"NGBC" means the National Governing Bodies Council of the USOPC.

"Officer" has the meaning set forth in Article 8 of this Constitution.

"**Organizational Members**" means those categories of members (including Leagues, Clubs, and Other Organizations) described in Article 6 of this Constitution.

"Other Committees means such committees, commissions or task forces as the Chairperson, with the approval of the Board of Directors, may appoint, and which are not contemplated by the definition of "Designated Committee."

"Associate Organizations" has the meaning set forth in Section 6.1(D) of this Constitution.

"Player Director" has the meaning set forth in Section 7.5(A) of this Constitution.

"Permanent Resident" means an individual permanently authorized to live and work in the United States (informally known as a 'green card' holder).

"Primary Club" has the meaning set forth in Section 6.1(E).

"Primary League" has the meaning set forth in Section 6.1(F).

"PSO" means, as defined by the USOPC Bylaws, a Para Sport Organization that is an Amateur Sport Organization (as defined by the USOPC Bylaws) recognized and certified as an NGB by the USOPC.

"Revised Nonprofit Corporation Act" means the Colorado Revised Nonprofit Corporation Act.

"Robert's Rules of Order" refers to the most recent version of Robert's Rules of Order.

"RSO" means a "Recognized Sport Organization" under the USOPC Bylaws.

"SafeSport" means the SafeSport program of the USOPC and U.S. Center for SafeSport.

"Special Meetings" means special meetings of the Individual Members discussed in Section 6.12 of this Constitution.

"Sports Act" means the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C.A. § 220501, et seq.

"Standing Committees" include the: (a) Nominating and Governance Committee; (b) Finance and Commercial Committee; (c) Cricket Committee; (d) Ethics, Grievance, and Disciplinary Committee; (e) Leagues Committee; and (f) Audit Committee.

"Team USA Athletes' Commission" means, as defined by the USOPC Bylaws, where it is referred to by its previous name, the Athletes' Advisory Council, the entity established and maintained that: (a) is composed of, and elected by, amateur athletes to ensure communication between the USOPC and currently active amateur athletes; and (b) serves as a source of amateur athlete opinion and advice with respect to policies and proposed policies of the USOPC.

"USA Cricket" means the USA Cricket, a Colorado nonprofit corporation organized under the laws of the State of Colorado.

"USA Cricket AAC" has the meaning set forth in Section 11.1 of this Constitution.

"USA Cricket Annual Meeting" shall mean the annual meeting of all the Members of USA Cricket, at which all Individual and Organizational Members of USA Cricket shall be invited to gather and provide input to the Board of Directors and/or the CEO on important issues facing the organization.

"USA Cricket Committees" means those committees authorized by this Constitution, including Standing Committees and Other Committees.

"USADA" means the United States Anti-doping Agency.

"USOPC" means the United States Olympic and Paralympic Committee.

"USOPC 10 Year Athlete" means an athlete who has been selected by USA Cricket to represent the United States in a Delegation Event or other International Qualifying Competition within the previous 10 years, or as modified or excepted by the NGB Athlete Representation Review Working Group. Until such time as USAC is recognized as a National Governing Body by the USOPC, the term "USOPC 10 Year Athlete" shall also include an athlete who has been selected by USA Cricket to represent the United States in an ICC-sanctioned event within the previous 10 years.

"USOPC 10 Year+ Athlete" means an athlete who has been selected by USA Cricket to represent the United States in a Delegation Event or other International Qualifying Competition but not within the previous 10 years, or as modified or excepted by the NGB Athlete Representation Review Working Group. Until such time as USAC is recognized as a National Governing Body by the USOPC, the term "USOPC 10 Year+ Athlete" shall also include an athlete who has been selected by USA Cricket to represent the United States in an ICC-sanctioned event, but not within the previous 10 years.

"USA Cricket Actively Engaged Athlete" (USOPC Bylaw 8.5.1(c)) - 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 USAC sanctioned competition (as defined by the USAC AAC and approved by the USAC Athlete Representation Review Working Group as set out below), which may include events that categorize entrants in age restricted classifications.

"WADA" means the World Andi-Doping Agency.

"Zone" means one of the eight (8) geographic zones into which the United States is subdivided, as set out in Exhibit B, and which shall serve as an administrative entity within USA Cricket, but which shall not be considered an Organizational Member of USA Cricket.

EXHIBIT B:
CONFERENCES

Eastern Conference: South Atlantic, North East, South East and North Atlantic

Western Conference: Mid West, South West, South Central and North West

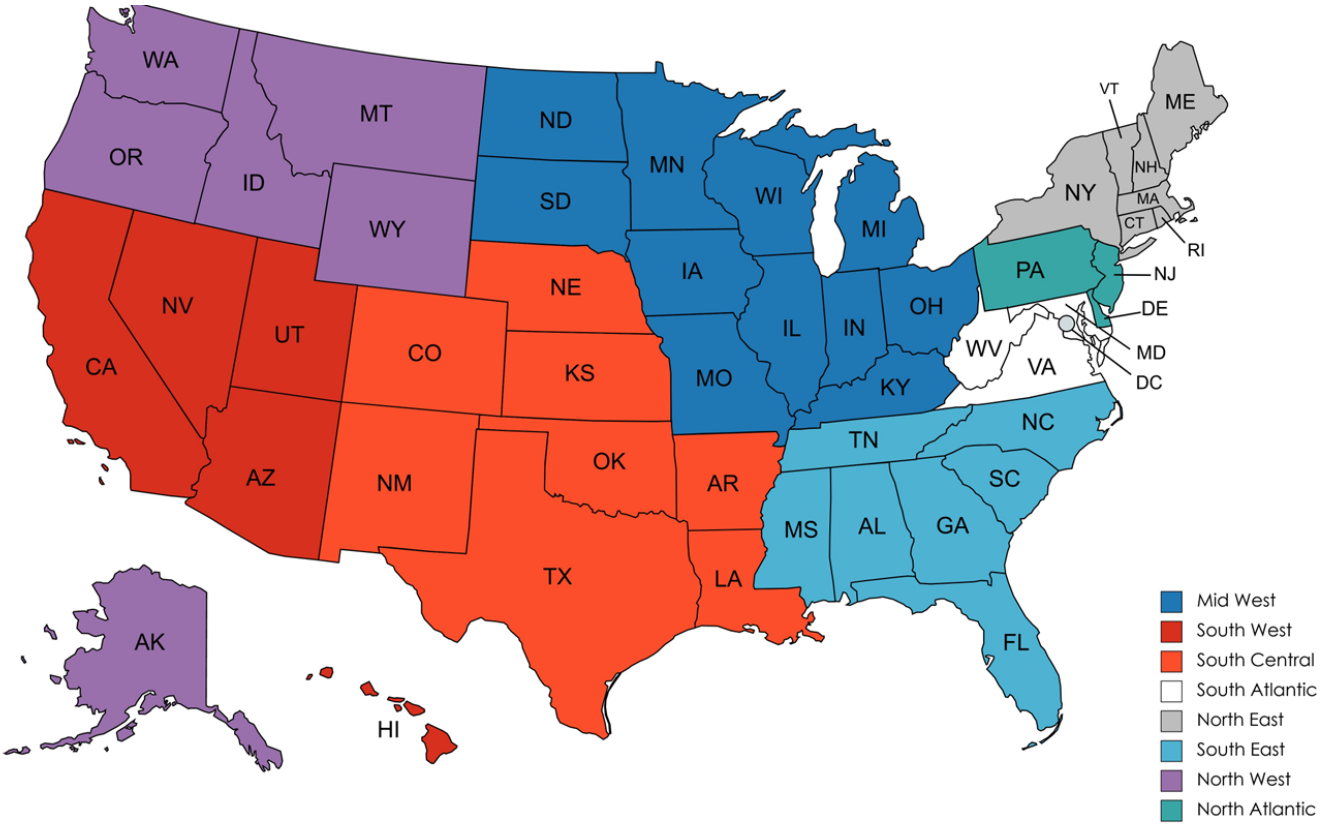

EXHIBIT C

Tenure of Existing Board

Because elections of Directors were not held on time prior to 2023, in order to establish orderly and timely elections, and to ensure staggering of Director elections in the future, USA Cricket hereby establishes that the terms of Directors in office on December 1, 2023 will continue through those dates provided below, and once a Director's term is completed, the staggering provisions set forth below will apply. This provision will sunset effective as of January 1, 2027, and will automatically be deleted from the Constitution on that date.

Individual Director 1:	December 31, 2025
Female Player Director:	December 31, 2024
Individual Director 2:	December 31, 2025
Individual Director 3:	December 31, 2025
League Director:	December 31, 2025
Club Director:	December 31, 2025
Male Player Director:	December 31, 2024
Independent Director 1:	December 31, 2026
Independent Director 2:	December 31 ,2024
Independent Director 3:	December 31, 2025