

**CONSTITUTION
OF
USA CRICKET**

1. DEFINITIONS

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

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.

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.

4. **OBJECTIVES AND RECOGNITION AS NATIONAL GOVERNING BODY**

4.1. Recognition by the United States Olympic Committee. USA Cricket shall seek and maintain recognition by the USOC as an RSO 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 USOC 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, 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 RSO 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 recognition as an RSO, or (ii) the opportunity of any cricketer, coach, trainer, manager, administrator, or official to participate in any competition (whether amateur or professional in nature), upon demand of the USOC or any aggrieved

party, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Sports Act;

- (D)** Be autonomous in the governance of the sport of cricket throughout the United States by independently determining 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 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 USOC, the USOC Athletes' Advisory Council and the National Governing Bodies' Council, 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 USOC, and that the voting power held by such individuals is not less than twenty percent (20%) 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)** In the event that cricket is added to the program of the Olympic or Pan American Games, 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;

- (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 11 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 USOC; 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; and
- (U) Perform all other obligations and duties imposed by the Sports Act and by the USOC on an RSO, and by the ICC on a member national governing body.

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 USOC 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.

6. MEMBERS

6.1. Individual Membership. 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, who are not otherwise ineligible for membership in USA Cricket, are 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.

6.2. Organizational Categories of Membership. The following three 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) **Leagues.** Any collective group of 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, provided that, at the time of membership registration or renewal, any such League has staged at least one (1) cricket competition in the previous twelve months involving at least three (3) Clubs within its Zone which have designated that League as their Primary League. 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 Article 7.5(E)(iii).
- (B) **Clubs.** Any cricket club or team that, at the time of membership registration or renewal, has: (i) operated in the previous twelve months at least one (1) team of at least twelve (12) or more registered Individual Members who have declared such cricket club or team as their Primary Club; and (ii) participated in at least one competition in the previous twelve months that is organized by a registered League. All Clubs are automatically affiliated to the Zone (and Conference) in which they are geographically located. Each Club Member shall appoint a designated representative who shall exercise any voting rights on behalf of the Club pursuant to Article 7.5(D)(iii).
- (C) **Other Organizations.** Any: (i) academy, school, college, university (or similar) that, at the time of membership registration or renewal, has operated organized and regular training camps/competitions/leagues (or similar) 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 Article 6.2(B) is eligible to join as an Other Organization. All Other Organizations are automatically affiliated to the Zone (and Conference) in which they are geographically located.

6.3. 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.

6.4. Membership Obligations. In all classes of membership, members agree that: (i) 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); (ii) 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; (iii) 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; (iv) they will comply with the requirements of USADA, the USOC, WADA, the ICC, the U.S. Center for Safe Sport, and the IOC prohibiting doping in sport and Safe Sport violations and consent to the in-competition, out-of-competition, and other testing, investigation, and procedural requirements of all applicable anti-doping agencies; and (iv) USA Cricket may accept or reject any application for membership for whatever reason and in its sole discretion.

6.5. 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) 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.

6.6. Zones and Conferences.

- (A) **Zones.** The United States will be divided into the six (6) 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.** Two (2) Zones will be combined to create a Conference, resulting in a total of three (3) 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.

6.7. 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.

6.8. 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.

6.9. 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.

6.10. 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 November 30 of each year at the time and place 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 each other. 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 of Meeting.** Each USA Cricket Annual Meeting and Special Meeting 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 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, ten percent (10%) of the Members collectively entitled to vote at that 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.

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; and
- (L) 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) 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 or the USOC; (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 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 USOC, or the U.S. Center for Safe Sport, where such violation has resulted in the imposition of a period of suspension from cricketing activity of one (1) year or more; (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; and (ix) be otherwise fit and proper, including having no material conflicts, as determined by the Nominating and Governance Committee, to serve as a Director. In addition, in the case of all Directors, with the exception of the Independent Directors, he or she must be a registered Individual Member in good standing with USA Cricket for at least one (1) year prior to the date that nominations close for the Board position for which he or she is standing. *** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.*
- (B) **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. The Board of Directors shall consist of ten (10) Directors, comprised of:

- (A) two (2) Player Directors (one male and one female);
- (B) three (3) Independent Directors (at least one of which must be female);
- (C) three (3) Individual Directors;
- (D) one (1) Club Director; and
- (E) one (1) League Director.

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

- (A) **Player Directors.** There shall be one (1) female Player Director and one (1) male Player Director, elected separately. To be eligible for election as a Player Director, an individual must: (a) qualify as an International Player; (b) be registered and in good standing with USA Cricket as an Individual Member as at the date of nomination; and (c) not stand in any concurrent election for any other position on the Board of Directors.
 - i. **Nominations.** Only an International Player 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.
 - 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.
 - iii. **Voting and Election.** All of the male International Players who are eighteen (18) years of age or older shall be entitled to vote for the male Player Director. All of the female International Players who (i) 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 (ii) who are eighteen (18) years of age or older shall be entitled to vote for the female Player Director. The male and female candidate garnering the highest total number of votes shall each be elected as a Player Director. 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.

- (B) **Independent Directors.** There shall be three (3) Independent Directors, at least one of which must be a woman. To be eligible for election as an Independent Director, an individual must not, at the date of nomination: (a) have any immediate family member elected as a Director of USA Cricket; (b) be directly or indirectly associated in any way with USA Cricket's outside auditor or outside counsel; (c) have any material professional or personal relationship (whether directly or indirectly) with USA Cricket or the ICC; and/or (d) have held an elected position in, served as an employee, officer, or director of, or held any governance position (whether as an administrator, appointee, or otherwise) in, USA Cricket, the ICC or any national, local or regional governing or administrative body established for cricketing purposes in the United States within three (3) years of the date of the applicable election.
- 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.
 - 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 three (3) members of Committee as provided in Section 9.5(B) of this Constitution, put forward one or more candidates for consideration by the Board of Directors.
 - 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 their 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 twelve (12) months prior to the date that nominations close for the Board position for which he/she is standing; and (b) not stand in any concurrent election for any other position on the Board of Directors.
- 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. If more than three (3) nominees apply for any open Individual Director seat, the Nominating and Governance Committee shall submit at least three (3) and no more than five (5) 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 six (6) and no more than nine (9) nominees total for all open Individual Director seats. Should there be fewer than three (3) nominees for a single seat election or fewer than six (6) for a multiple seat election, the Nomination and Governance Committee

shall put forth all nominees for election assuming they meet the minimum qualifications. ** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.

- 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 twelve (12) months prior to the date of the election and who are eighteen (18) years of age or older, 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 positions are open, the three 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. ** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.

- (D) Club Director. There shall be one (1) Club Directors 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 twelve (12) months prior to the date that nominations close for the Board position for which he/she is standing; and (b) not stand in any concurrent election for any other position on the Board of Directors.

- 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. If more than three (3) nominees apply for the open Club Director seat, the Nominating and Governance Committee shall submit at least three (3) and no more than five (5) nominees to stand for election. Should there be fewer than three (3) nominees for the Club Director election, the Nomination and Governance Committee shall put forth all nominees for election assuming they meet the minimum qualifications. ** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.
 - 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 date of the election 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. ** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.
- (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 twelve (12) months prior to the date that nominations close for the Board position for which he/she is standing; and (b) not stand in any concurrent election for any other position on the Board of Directors.
- 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. If more than three (3)

nominees apply for the open League Director seat, the Nominating and Governance Committee shall submit at least three (3) and no more than five (5) nominees to stand for election. Should there be fewer than three (3) nominees for the Club Director election, the Nomination and Governance Committee shall put forth all nominees for election assuming they meet the minimum qualifications. ** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.

- 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 date of the election 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. ** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.

7.6. Tenure/Staggered Board.

- (A) **Initial Board.** The process for appointing and electing the Initial Board of Directors shall be carried out on or about June 24, 2018, with the Initial Board of Directors assuming responsibility effective immediately thereafter. For the election of the Initial Board only, certain voting requirements will be waived since members will not be able to satisfy those voting requirements in time for the anticipated start date of the 2018 elections. To that end, Exhibit C sets forth the voting requirements that will apply in respect of, and other clarifications to, the election of the Initial Board.
- (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 male Player Director shall be up for election (1) year following the appointment of the Initial Board and every two (2) years thereafter; the female Player Director shall be up for election (2) years following the appointment of the Initial Board and every two (2) years thereafter.

- ii. Independent Directors. One (1) Independent Director shall be up for election one (1) year following the appointment/election of the Initial Board, and every three (3) years thereafter; one (1) Independent Director shall be up for election two (2) years following the appointment/election of the Initial Board, and every three (3) years thereafter; and one (1) Independent Director shall be up for election three (3) years following the appointment/election of the Initial Board, and every three (3) years thereafter.
 - iii. Individual Directors. one (1) Individual Director shall be up for election one (1) year following the appointment/election of the Initial Board and every three (3) years thereafter; one (1) Individual Director shall be up for election two (2) years following the appointment/election of the Initial Board and every three (3) years thereafter; and one (1) Individual Director shall be up for election three (3) years following the appointment/election of the Initial Board and every three (3) years thereafter.
 - iv. Club Director. The Club Director shall be up for election two (2) years following the appointment/election of the Initial Board and every three (3) years thereafter.
 - v. League Director. The League Director shall be up for election three (3) years following the appointment/election of the Initial Board and every three (3) years thereafter.
 - vi. Determination of Staggering. The Nominating and Governance Committee shall designate the initial staggering of the Directors at the time of the appointment/election of the Initial Board.
- (C) **Subsequent Terms.** Except for the terms served by the Initial Board, Player Directors shall serve two-year (2-year) terms, and all other Directors shall serve three-year (3-year) terms.

7.7. Term Limits. No Player Director shall serve more than three (3) consecutive terms (i.e. a maximum consecutive period of six (6) 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 years; (b) the term served by any member of the Initial Board that did not have an initial full two (2) or three (3) year term respectively for the Player Directors and other Directors will not be considered a term for

these purposes; and (c) 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.

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 USOC.
- (D) **Automatic Removal of Directors.** A Director who (i) no longer meets the qualifications set forth in Sections 7.3 and 7.7; or (ii) fails to attend at least three-quarters (3/4) of the Board meetings within twelve (12) months (except for excused absences), shall be deemed ineligible to serve and thus automatically removed from the Board of Directors upon the vote of a majority of the Board of Directors (but not counting the Director who is the subject of the removal vote).
- 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.–

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.

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 all of the Directors. The resolution action must be evidenced by one (1) or more written consents describing the action taken and signed by each Director. 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 all of Directors have signed the consent, unless the consent specifies a different effective date. A consent signed under this Section 7. 19 has the effect of a meeting vote, and may be described as such in any document.

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 and a Treasurer. At all times prior to the three year period that commences immediately after the seating of the Initial Board on or around June 24, 2021, 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 [TBC (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 must be a member 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. *** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.*

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

8.6. 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.

9. COMMITTEES

9.1. Designation. The only committees authorized by this Constitution are the USA Cricket 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 six (6) Standing Committees: (i) Nominating and Governance Committee; (ii) Finance and Commercial Committee; (iii) Cricket Committee; (iv) Ethics, Grievance, and Disciplinary Committee; (v) Leagues Committee; and (vi) Audit Committee. Except for the National Player 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, Commissions, and Task Forces. The Chairperson, with the approval of the Board of Directors, may appoint such Other Committees, Commissions, and Task Forces 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, Commissions, or Task Forces. Except as otherwise provided, the Board of Directors shall approve the membership of all Other Committees, Commissions and Task Forces of USA Cricket.

(C) Members of USA Cricket Committees. National Players shall represent twenty percent (20%) of the voting power of each USA Cricket Committee, and shall be appointed to the USA Cricket Committee by the Player Directors. The chairperson of each USA Cricket Committee shall be named by the Chairperson, in consultation with the CEO. All members of each USA Cricket 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. Assignments. USA Cricket Committee agendas shall be developed by the Chair of the relevant USA Cricket Committee in consultation with the appropriate members of

management and with the input of Directors. Participation by telephone shall be permitted and any Committee member participating by telephone 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 USA Cricket Committee to the Board at the next regularly-scheduled Board meeting.

9.3. Tenure. The term for all Standing and Other Committee members shall be three (3) years. The term for all members of Other Committees, Commissions and Task Forces 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.

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

(A) **Resignation.** A USA Cricket Committee member may resign at any time by giving written notice to the Chairperson.

(B) **Removal.** The Chair of a USA Cricket Committee may recommend the removal of a member of his or her USA Cricket Committee to the Chairperson. The Chairperson may, in his or her sole discretion, remove the individual from the relevant USA Cricket Committee, with or without cause; provided, however, that only the Player Directors (by agreement) may remove a National Player representative on a USA Cricket Committee.

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

9.5. 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 four (4) members, including (i) one (1) National Player appointed by the Player Directors; (ii) one (1) individual appointed by the ICC; (iii) one (1) individual appointed by the Board of Directors; and (iv) one (1) individual appointed by the USOC. 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, USA Cricket and the USOC shall not appoint an officer, director or employee of or consultant to their respective organizations to the Nominating and Governance Committee. *** See Exhibit C for modifications to this Section in connection with the election of the Initial Board.*
- (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 three (3) members of Committee must approve such recommendation.
- 9.6. 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 to the Finance and Commercial Committee two (2) Directors, one of whom will be the Chair, and two (2) other members. In addition, the Player Directors will appoint one (1) National Player to the Committee.
- 9.7. Cricket Committee.** The Cricket Committee shall (i) design and oversee the implementation of programs to assist in the education of members and the public about cricket; (ii) promulgate the rules for the sport of cricket; (iii) promote the growth of women's cricket; (iv) promote the growth of youth and junior 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 Cricket Committee one (1) Director, who will be the Chair, and three (3) other members. In addition, the Player Directors will appoint one (1) National Player to the Committee.

9.8. 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 Ethics, Grievance, and Disciplinary Committee shall consist of at least eight (8) members. The Chairperson, in consultation with the CEO, shall appoint all members of the Ethics, Grievance and Disciplinary Committee not appointed by the Player Directors. In addition, the Player Directors will appoint enough National Players to the Committee such that National Players comprise a minimum of twenty percent (20%) of the members of the Committee. By way of example, if the Chairperson appoints six (6) members of the Committee, then the Player Directors shall appoint two (2) National Player members of the Committee. No Director of the Board shall be appointed to the Ethics, Grievance, and Disciplinary Committee.

9.9. Leagues Committee. The Leagues Committee shall (i) consider all issues and concerns specific to Leagues and their members and make recommendations to the Board; and (ii) perform such other duties as assigned by the Board.

(A) Committee Members. The Leagues Committee shall consist of fifteen (15) members, comprised as follows: (i) a nominated representative of the two (2) Leagues in each of the six (6) Zones with the highest number of Clubs declaring such a League as its Primary League shall automatically be appointed; and (ii) the Player Directors shall appoint three (3) National Players.

9.10. 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 four (4) Directors, including at least one (1) Independent Director and one (1) Player Director.

9.11. 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.

9.12. 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.

9.13. 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.

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.

11. SANCTIONING

11.1. 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.

12. COMPLAINT PROCEDURES

12.1. 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.

13. CODE OF ETHICS AND CONDUCT

13.1. 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.

14. FIDUCIARY MATTERS

14.1. 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 14.1. USA Cricket shall have the right, but shall not be obligated, to indemnify any agent of USA Cricket not otherwise covered by this Section 14.1 to the fullest extent permissible under the laws of the State of Colorado.

14.2. 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.

14.3. 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.

14.4. 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 14.4 unwarranted.

14.5. Conflicts of Interest. USA Cricket shall adopt a Conflicts of Interest Policy pursuant to Article 13 which shall comply with the Revised Nonprofit Corporation Act.

14.6. 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.

15. RECORDS OF USA CRICKET

15.1. 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.

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

15.3. 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 comply with a member's demand to inspect the record of members pursuant to the requirements set forth in Section 15.5 of this Constitution by providing the member with a list of USA Cricket's members that was compiled no earlier than the date of the member's demand.

(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.

15.4. 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 15.5(A) below.

15.5. 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 15.4 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 15.3 and 15.4 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.

15.6. Denial of Inspection. An inspection may be denied if the member's demand does not comply with the requirements of Section 15.5 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 15 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 15 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.

15.7. 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 15.1 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.

15.8. 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.

16. FINANCIAL MATTERS

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

16.2. Budget. USA Cricket shall have an annual budget.

16.3. 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.

16.4. Personal Liability. Subject to Article 14 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.

17. REGISTRATION

17.1. 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.

18. AMENDMENT OF CONSTITUTION

18.1. 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.

18.2. 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 18 this Constitution, unless such proposal is approved by the Individual Members pursuant to Section 18.1 of this Constitution.

19. MISCELLANEOUS PROVISIONS

19.1. 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.

19.2. 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.

20. EFFECTIVE DATE AND TRANSITION

20.1. Effective Date and Transition. This Constitution shall be effective when adopted by the current USA Cricket Membership, subject to the provisions applicable only to the election of the Initial Board as set forth in Exhibit C. 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.

“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” means any cricket club or team.

“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.

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

“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 Membership” has the meaning set forth in Section 6.1 of this Constitution.

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

“Initial Board” has the meaning set forth in Section 7.6(A) of this Constitution.

“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: has 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: has either (i) represented the women’s national senior team of the United States in any international cricket match or event recognized or sanctioned by the ICC; or (ii) represented the women’s national senior team of any other country in any international cricket match or event recognized or sanctioned by the ICC, provided that such individual is, at the time of membership registration or renewal, a citizen or resident of the United States. This definition will be reviewed to ensure that it remains fit for purpose within twelve (12) years of the date of adoption of this Constitution.

“IOC” means the International Olympic Committee.

“League” means any collective group of clubs within the same Zone (or, in exceptional circumstances, within neighboring Zones) established for the purpose of organizing and governing domestic cricket competition in the form of a league between such clubs.

“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.

“National Player” means any individual who, in the ten (10) years preceding membership registration or renewal:

- i. Male National Player: has represented the men’s national senior team of the United States in any international cricket match or event recognized or

sanctioned by the ICC or who has played on any USA Cricket recognized US regional team.

- ii. Female National Player: has either (i) represented the women’s national senior team of the United States in any international cricket match or event recognized or sanctioned by the ICC or who has played on any USA Cricket recognized US regional team; or (ii) represented the women’s national senior team of any other country in any international cricket match or event recognized or sanctioned by the ICC, provided that such individual is, at the time of membership registration or renewal, a citizen or resident of the United States;.

“NGB” means a “National Governing Body” under the USOC Bylaws.

“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, Commissions and Task Forces” means such committees, commissions or task forces as the Chairperson, with the approval of the Board of Directors, may appoint.

“Other Organizations” has the meaning set forth in Section 6.2(C) 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” means the club to which an Individual Member considers he or she is most strongly affiliated.

“Primary League” means the league to which a club is most strongly affiliated.

“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 USOC Bylaws.

"Safe Sport" means the Safe Sport program of the USOC as discussed in Section 6.4 of this Constitution.

"Special Meetings" means special meetings of the Individual Members discussed in Section 6.10 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.

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

"USA Cricket Annual Meeting" shall mean the annual meeting of the all 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, Other Committees, Task Forces and Commissions.

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

"USOC" means the United States Olympic Committee.

"WADA" means the World Anti-Doping Agency.

"Zone" means one of the six (6) 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

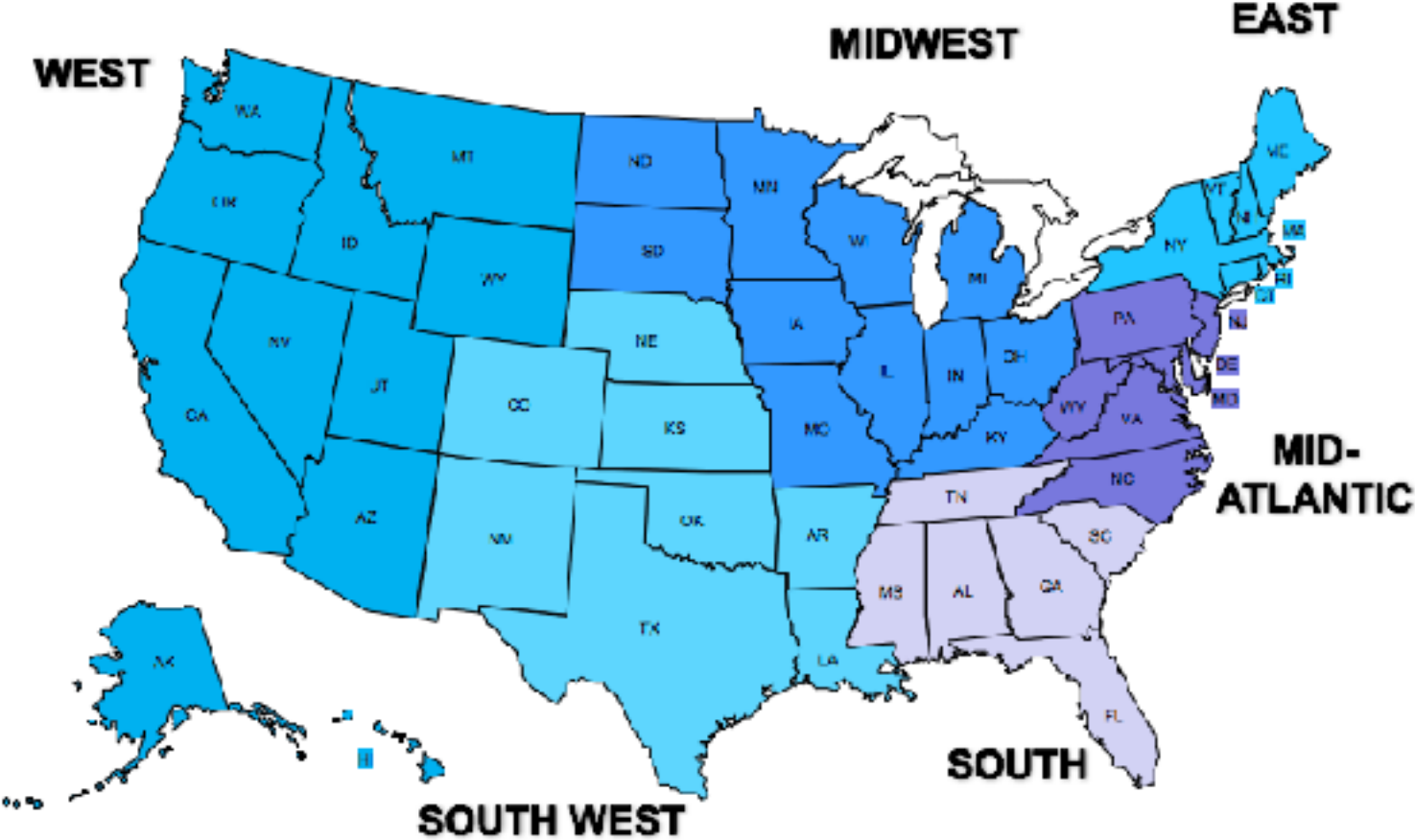


EXHIBIT C

WAIVERS AND OTHER CLARIFICATIONS APPLICABLE

TO THE ELECTION OF THE INITIAL BOARD ONLY

1. Sections 7.3(A), 7.5(C), 7.5(D) and 7.5(E): Qualifications for Directors (Eligibility): The requirement set forth in Section 7.3(A), repeated in the specific cases of Individual Directors (7.5(C)), Club Directors (7.5(D)) and League Directors (7.5(E)), that any candidate for the Board of Directors (excluding Independent Directors) must have been registered as an Individual Member in good standing with USA Cricket for twelve (12) months shall not apply to the election of the Initial Board. To stand as a candidate for a Board of Directors position on the Initial Board, an individual must have been registered as an Individual Member by a date determined by the Nominating and Governance Committee which must be no later than the date when the Nominating and Governance Committee announce the eligible candidates and that they meet all other eligibility requirements.

2. Section 7.5(C): Individual Directors.
 - 7.5(C)(ii). The requirement set forth in Section 7.5(C)(ii) that the Nominating and Governance Committee shall review and vet all nominated candidates and put forward at least three (3) and no more than (5) nominees to stand for election for any open Individual Director seat shall not apply to the election of the Initial Board. The only obligation on the Nominating and Governance Committee in respect of the election to the Initial Board is to ensure that all of the candidates meet all applicable eligibility requirements and to put all candidates who meet those eligibility requirements forward for the election.

 - 7.5(C)(iii). The requirement set forth in Section 7.5(C)(iii) that an Individual Member (who does not otherwise qualify as an International Player) must have been an Individual Member of USA Cricket for twelve (12) months prior to the date of election to vote for Individual Directors shall not apply to the election of the Initial Board. For the election of the Initial Board, any Individual Member of USA Cricket as of April 24, 2018, who is in good standing and meets any other applicable voting requirements, will be eligible to vote for the Individual Directors to the Initial Board.

3. Section 7.5(D): Club Director.

7.5(D)(ii). The requirement set forth in Section 7.5(D)(ii) that the Nominating and Governance Committee shall review and vet all nominated candidates and put forward at least three (3) and no more than (5) nominees to stand for election for the Club Director seat shall not apply to the election of the Initial Board. The only obligation on the Nominating and Governance Committee in respect of the election to the Initial Board is to ensure that all of the candidates meet all applicable eligibility requirements and to put all candidates who meet those eligibility requirements forward for the election.

7.5(D)(iii). The requirement set forth in Section 7.5(D)(iii) that designated representatives of Club Members must have been members of USA Cricket for twelve (12) months prior to the date of election to vote for the Club Director shall not apply to the election of the Initial Board. For the election of the Initial Board, any designated representative of a Club Member who is a member of USA Cricket as of April 24, 2018 and who meets all other applicable voting requirements will be eligible to vote for the Club Director to the Initial Board.

4. Section 7.5(E): League Director

7.5(E)(ii). The requirement set forth in Section 7.5(E)(ii) that the Nominating and Governance Committee shall review and vet all nominated candidates and put forward at least three (3) and no more than (5) nominees to stand for election for the League Director seat shall not apply to the election of the Initial Board. The only obligation on the Nominating and Governance Committee in respect of the election to the Initial Board is to ensure that all of the candidates meet all applicable eligibility requirements and to put all candidates who meet those eligibility requirements forward for the election.

7.5(E)(iii). The requirement set forth in Section 7.5(E)(iii) that designated representatives of League Members must have been members of USA Cricket for twelve (12) months prior to the date of election to vote for the League Director shall not apply to the election of the Initial Board. For the election of the Initial Board, any designated representative of a League Member who is a member of USA Cricket as of April 24, 2018 who meets all other applicable voting requirements will be eligible to vote for the League Director to the Initial Board.

5. Section 8.2. The requirement set forth in Section 8.2 that the Board of Directors shall elect the Officers at the first regular Board meeting held after the USA Cricket Annual Meeting will not apply in 2018. Rather, in 2018, the Board of Directors shall elect the Officers at the first Board meeting held after the Initial Board has been fully appointed and has assumed responsibility after June 24, 2018.

6. Section 9.5. The initial Nominating and Governance Committee (whose term will expire immediately following the appointment of the Initial Board) will be comprised of the following four (4) individuals: Keith Aaron, Rohan Chandran, Amy Perko and David Richardson.
7. The ICC Americas USA Project staff will conduct the election for the Initial Board of Directors (which election shall be audited in full by an independent professional audit firm, together with representatives of the ICC's legal and audit functions) according to a schedule that will be developed and implemented in partnership with both the Sustainable Foundation Advisory Group and the initial Nominating and Governance Committee. All reasonable efforts will be made to follow the schedule once approved, however, the election schedule may change from time to time (and for whatever reason) where it is deemed necessary bearing in mind the overall objectives of the election process.