

**By-Laws of  
UNITED STATES SPECIALTY SPORTS ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)  
adopted by Board of Directors**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be UNITED STATES SPECIALTY SPORTS ASSOCIATION, INC. ("USSSA"). The principal office of USSSA shall be located at 5880 Stadium Parkway, Melbourne, Florida 32940.

**ARTICLE II  
ORGANIZATION**

**Section 1.** This organization shall be known as "United States Specialty Sports Association, Inc." The organization may be referred to as USSSA. Herein, the organization may be referred to as USSSA or the Association.

**Section 2.** The purpose of USSSA shall be to act as a multi-sport, sanctioning (i.e., creating, managing, promoting and organizing) body for various recreational and competitive sports programs and other related events.

**Section 3.** USSSA is a sanctioning and hosting body. Such sports activities that are USSSA Sanctioned Events are may be run (i) under the supervision of USSSA Directors, who are independent contractors and are not employees of USSSA or (ii) by employees of USSSA.

**Section 4.** The Association shall be chartered and incorporated as a not-for-profit organization in the State of Florida and shall operate according to the guidelines and regulations as set forth according to laws of the State of Florida.

**Section 5.** The Association shall operate on an established fiscal year commencing January 1<sup>st</sup> and ending on December 31<sup>st</sup>.

**ARTICLE III  
GOVERNING RULES**

**Section 1.** The Association shall be governed, operated, and administered in accordance with rules, by-laws, procedures, directives, and policies as outlined and authorized by the Association, including By-Laws, Playing Rules, Directives, Policies, and Procedures as described below:

- (a) **BY-LAWS:** These By-Laws shall govern the operations of USSSA, which shall have jurisdiction over all Sports Programs of USSSA.
- (b) **PLAYING RULES:** The Playing Rules shall be the rules necessary for the actual playing of the game within a Sports Program. If printed or posted on the USSSA website, all such

Playing Rules shall appear in the Rule Book of each Sports Program and/or the USSSA Directives, Procedures and Policies manual. The Board of Directors shall have the authority to remove or change Playing Rules for any Sports Program.

- (c) **SPORTS PROGRAM BY-LAWS:** Sports Programs shall adopt By-Laws to govern matters that apply to the general operations within a Sports Program. However, when appropriate, such By-Laws shall appear in a special section of any Sports Program Rule Books, and posted on the USSSA website. The Board of Directors shall have the authority to remove or change By-Laws for any Sports Program.
- (d) **DIRECTIVES, PROCEDURES AND POLICIES:** Directives, Procedures, and Policies shall be issued by the Association's Board of Directors. The Chief Executive Officer shall publish such Procedures and Policies in writing in the form of a USSSA Announcement or as part of the USSSA Directives, Procedures, and Policies Manual.
- (e) **USSSA SANCTIONED EVENTS SHALL BE SUBJECT TO THE USSSA BY-LAWS, SPORTS PROGRAM BY-LAWS, PLAYING RULES, DIRECTIVES, PROCEDURES AND POLICIES.** A USSSA Sanctioned Event shall be (1) a recreational or competitive sports tournament between USSSA Registered Teams/Players (and only USSSA Registered Teams/Players) and officiated by USSSA Registered Sports Officials (and only USSSA Registered Sports Officials), for which USSSA receives and accepts a sanctioning fee, (2) a recreational or competitive league between USSSA registered Teams/Players (and only USSSA Registered Teams/Players) and officiated by USSSA Registered Sports Officials (and only USSSA Registered Sports Officials) for which USSSA accepts the league as a USSSA Sanctioned Event, or (3) any activity (including a non-competition activity, such as the USSSA National Meeting). Activities that are not USSSA Sanctioned Events are not subject to the USSSA By-Laws, Sports Program By-Laws, Playing Rules, Directives, Procedures and Policies. The foregoing notwithstanding, any substantial failure to follow the USSSA By-Laws, Sports Program By-Laws, Playing Rules, Directives, Procedures and Policies, may result in an activity not being a USSSA Sanctioned Event. Even if USSSA does not have a legal right to stop the use of the USSSA Playing Rules and By-Laws, in an event run by someone who is not a USSSA Director or who otherwise does not have the authority to run a USSSA Sanctioned Event, such event shall not be a USSSA Sanctioned Event even if the event happens to have USSSA Registered Teams/Players and USSSA Registered Sports Officials.
- (f) **COMPLIANCE AND RESPONSIBILITY.** Enforcement of compliance with USSSA By-Laws, Sports Program By-Laws, Playing Rules, Directives, Procedures and Policies with respect to USSSA Sanctioned Events is the responsibility of the State Directors, Area Directors and the Sports Officials of that USSSA Sanctioned Event. Enforcement of compliance with Federal, State and Local law is the responsibility of the Area Director and the Sports Officials of that USSSA Sanctioned Event. The Association and its appropriate Officers are responsible for choosing and reviewing the actions of State Directors. State Directors are responsible for choosing and reviewing the actions of their Area Directors (including but not limited to, Tournament and League Directors). Tournament and League Directors are responsible for choosing and reviewing the actions of Sports Officials in their USSSA Sanctioned Events. Tournament and League Directors are responsible to ensure

that the Sports Officials at their USSSA Sanctioned Events are familiar with, and properly applying, the USSSA By-Laws, Playing Rules, Directives, Procedures and Policies at their USSSA Sanctioned Events. The condition of the site of a USSSA Sanctioned Event is the responsibility of the owner of the site. Choosing an appropriate site for a USSSA Sanctioned Event is the responsibility of the USSSA State and Area Directors making that choice. The USSSA Tournament or League Director of the USSSA Sanctioned Activity is responsible for addressing any site issue that is brought to his attention. Under the Directives, Procedures and Policies as promulgated by the Association, the Tournament or League Director of a USSSA Sanctioned Event may override a USSSA Playing Rule or By-Law, only if it is their judgment that such an override is in the best interest of safety. In addition, where Federal, State or Local law is in conflict with the USSSA By-Laws, Sports Program By-Laws, Playing Rules, Directives, Procedures or Policies, the Federal, State or Local law must be followed.

- (g) **CONFLICT.** If any of the terms and provisions of these By-Laws conflict with the terms and provisions of the Playing Rules, Directives, Procedures or Policies, the terms and provisions of these By-Laws shall control.

#### **ARTICLE IV** **MEMBERSHIP**

**Section 1. Qualifications.** The membership of the Association shall be comprised of State Directors, National Program Directors, National Committee Members, National Sports Chairs, Vice Presidents, Executive Vice Presidents, Assistant Executive Directors, Chairman and members of the Board of Directors, Chief Executive Officer, Event Directors, Sports Officials, National and State Umpire-in-Chiefs and Area Directors, who must agree to abide by the By-Laws of the Association.

**Section 2. Determination of Voting Members.** All eligible State Directors, National Program Directors, National Sports Chairs, Vice Presidents, Executive Vice Presidents and voting Members of the Board of Directors shall be awarded a Director or Executive Membership, which shall entitle them to vote at the National Convention according to the voting procedures in Article XIII(1)(c).

**Section 3. Annual Meetings.** The business to be conducted at the annual meeting shall include a report by the Chief Executive Officer and the Chairman of the Board of the state of the affairs of the Association, and such other business as the Chief Executive Officer or the Chairman of the Board or Board of Directors may deem advisable.

#### **ARTICLE V** **BOARD OF DIRECTORS**

**Section 1. Responsibility, Number and Term.** The affairs of the Association shall be overseen and managed by a Board of Directors, which shall be no less than three (3) voting members. In addition, non-voting members may be appointed. The Chief Executive Officer shall be a member of the Board. Unless otherwise specified at the time of the election of a Director, the term of each Director shall be deemed to have commenced on the date he or she was elected and

shall continue for a period of three (3) years, each such term to expire on December 31 of the appropriate year. There is a term limit of three (3) successive full terms. The term limit shall not apply to the Chief Executive Officer. Each Director shall be responsible for reviewing and complying with all rules, regulations, policies and procedures of the Director's Handbook, as amended from time to time, including without limitation the provisions thereof concerning conflicts of interest and ethics. Commencing in 2020, a minimum of one new Director shall be added to the Board each year until a total of five (5) additional members are (or have been) appointed. However, after the initial five (5) appointments are made the minimum number of Board members remains three (3). There is no maximum number of Board members, however, fifty-one percent (51%) of members shall be current or past USSSA State Directors.

**Section 2. Vacancies.** Whenever a vacancy on the Board of Directors shall occur, any qualified person may be elected to fill the vacancy by majority vote of the Directors present at any regular meeting or at any special meeting called for that purpose.

**Section 3. Removal from Office.** A Director may be removed for cause at any time upon the vote of three quarters (3/4) of the Directors then serving; provided, however, that any Director who has failed to attend any four consecutive meetings of the Board of Directors may be removed without further cause.

**Section 4. Attendance Requirements.** Directors are expected to attend all Board meetings. Directors are required to attend at least 75% of the regularly scheduled meetings per year or have no more than 25% unexcused absences. Directors must also attend the National Meeting.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place and with such frequency as the Board may from time to time determine.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called at the request of the Chief Executive Officer, the Chairman of the Board, or a majority of the Board of Directors. Such meetings may be conducted by conference telephone or similar communications equipment.

**Section 7. Quorum.** A quorum shall be no fewer than fifty percent (50%) of the number of the Board of Directors and not less than three (3) members of the Board of Directors, in person or by proxy through a designated Board member, which shall constitute a quorum at any meeting of the Board of Directors.

**Section 8. Notice of Meetings.** The time and place for all regular meetings during each fiscal year shall be scheduled at the beginning of such year, and written notice thereof shall be given to each Director. Notice of any special meeting or of any change in time or place of any regular meeting shall be given to each Director at least seven (7) days prior to such meeting. Notice of any special meeting shall also state the matters to be considered before such meeting, and only those matters shall be considered at such meeting. Notwithstanding the foregoing, however, any Director may waive notice in writing of any meeting before, at, or following said meeting, and such written waiver shall be deemed equivalent to the giving of proper notice.

**Section 9. Presiding Officer.** The Chairman of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chairman of the Board, the Vice Chairman shall preside. In the absence of the Chairman of the Board and the Vice-Chairman, the members present shall designate one of their members to preside.

**Section 10. Chairman of the Board.** A Chairman of the Board of Directors shall be elected for a three-year term by a majority vote of the Board of Directors. The Chairman may be elected to multiple terms. The Chairman of the Board may be removed by a two-thirds (2/3) majority of the Board of Directors. In a situation where a Chairman of the Board cannot serve out a term, a new Chairman shall be elected by the Board of Directors for the remainder of their current term.

The Chairman of the Board shall manage and provide leadership to the Board of Directors. The Chairman of the Board is accountable to the Board and acts as a direct liaison between the Board and the Chief Executive Officer. The Chairman of the Board shall work with the Chief Executive Officer to develop and set the agenda for Board meetings, including time and place. The Chairman shall assess and make recommendations to the Board annually regarding the effectiveness of the Board as a whole, the Committees of the Board and individual Directors. The Chairman shall select another Board Member to serve as Vice Chairman at the time of the Chairman's election.

**Section 11. Procedure for Nominations of Directors.** Nominations shall be submitted to the Chairman of the Board by members of the Board of Directors. The Chairman of the Board shall review the nominations and move them to be voted on by the full Board. Elections shall be determined by a majority vote of the full Board by e-mail, mail, or written ballot.

**Section 12. Indemnity.** No member of the Board of Directors of the Association shall have any liability for damages for any duty breached or activity performed in connection with the management of the Association. Further, each member of the Board of Directors shall be fully indemnified by the Association for any judgments, settlements, penalties, fines or expenses (including reasonable attorneys' fees) incurred because he or she is or was a member of the Board of Directors of the Association. It is the intention of this provision to afford members of the Board of Directors of the Association the most complete elimination of liability and the fullest rights to indemnification possible under the laws of the State of Florida and particularly the Florida Corporations Not For Profit Act, Florida Statutes 617, as now existing or hereafter amended, and this provision shall be so construed.

## **ARTICLE VI** **OFFICERS**

**Section 1. Designation and Qualifications.** The affairs of the Association shall be administered by a Chief Executive Officer. The Board of Directors may recommend to the Chief Executive Officer such other officers, and designate their powers and duties, as it may from time to time deem necessary or desirable to manage the affairs of the Association.

**Section 2. Election and Term.** All officers of the Association shall be appointed

by the Chief Executive Officer. The Chief Executive Officer may appoint such officers of the Association as he deems desirable or necessary. Such officers shall not be members of the Board of Directors.

**Section 3. Duties of Chief Executive Officer.** The Chief Executive Officer of the Association shall be the principal executive officer of the Association and shall have all of the powers and perform all the duties normally incident to the office of Chief Executive Officer.

**Section 4. Delegation to Chief Executive Officer.** The Board of Directors delegates authority for the day-to-day management and leadership of the Association to the Chief Executive Officer.

## **ARTICLE VII** **FINANCIAL MATTERS**

**Section 1. Fiscal.** The fiscal year of the Association shall be the calendar year.

**Section 2. Annual Budget.** The annual budget for the next ensuing fiscal year shall be prepared by or at the direction of the Chief Executive Officer by the Controller or Chief Financial Officer and presented to the Board of Directors for approval not less than thirty (30) days prior to the end of each fiscal year.

**Section 3. Depository.** The funds of the Association shall be deposited in such financial institution or institutions, and funds so deposited shall be withdrawn only by such persons, as the Chief Executive Officer or the Board of Directors may designate from time to time.

## **ARTICLE VIII** **CORPORATE SEAL**

The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the Association, the year in which it was incorporated, the state of its incorporation and the words "Corporation not for profit."

## **ARTICLE IX** **AMENDMENT**

**Section 1.** These By-Laws may be amended at any National Meeting of the Association. Such changes to these By-Laws shall require a two-thirds affirmative vote of eligible voters present at an open meeting of the Association provided the amendment was previously submitted to the Board of Directors for review.

**Section 2.** These By-Laws may also be amended without previous notice to the Board of Directors; however, such amendment must receive one hundred percent (100%) affirmative vote of eligible voters present at an open meeting of the Association.

## **ARTICLE X**

## GENERAL COUNSEL

The General Counsel of the Association shall be a lawyer duly admitted to practice before the highest court of any State. The General Counsel shall, in assisting the Association with its legal issues, provide legal knowledge and experience arising out of or reasonably related to General Counsel's legal practice in a jurisdiction in which the General Counsel is admitted to practice. The General Counsel may be an employee of USSSA or an independent contractor and may have the title of General Counsel, Outside Counsel or any other appropriate title agreed upon by the Association and the General Counsel. Where it is appropriate, the General Counsel shall give legal advice and be authorized to represent the Association in legal matters. The Association or its General Counsel may when deemed appropriate by the Chief Executive Officer hire other lawyers (1) to represent the Association in litigation, (2) to represent the Association in other matters, or (3) to monitor the provision of legal services to the Association by other lawyers.

## ARTICLE XI STATE AND AREA DIRECTORS

**Section 1. STATE DIRECTORS.** A State Director shall have the authority to promulgate and enforce the rules of the Association within his assigned state in accordance with the Association By-Laws, Playing Rules, Directives, Policies, and Procedures. He has the right to organize his own state program; however, it must in no way contradict or conflict with these By-Laws, National Playing Rules, Policies, or Directives. Special state rules that do not contradict or conflict with National Playing Rules or policies may be permitted within state programs only, provided such rules are approved in advance by the appropriate National Sports Chair or National Program Director.

A State Director shall be obligated to submit all required paperwork and monies to National Headquarters in a timely manner as required by policy and procedures. He shall be responsible for creating a state association, which involves extensive recruiting of qualified Area Directors, for the purpose of organizing a strong, wholesome program for the Association members.

Any State Director may be terminated, at any time, from his position for failure to perform his duties effectively, failure to submit paperwork, and funds to National Headquarters on time, insubordination, or other justifiable reasons. State Directors are responsible to ensure that Area Directors in their state comply with these By-Laws, Playing Rules, Directives, Policies and Procedures.

**Section 2. AREA DIRECTORS.** An Area Director shall basically have the same duties as a State Director, except his jurisdiction shall be defined by the State Director. He shall report directly to the State Director or to a person so delegated by the State Director. Tournament Directors (at the State Level and below) and League Directors are Area Directors. A Tournament Director is the person in charge of a USSSA Sanctioned Tournament and anyone designated as an Event Director of a USSSA Sanctioned Tournament and a League Director is the person in charge of a USSSA Sanctioned League.

Any Area Director, or State or Area Chief Official may be terminated, at any time, for failure to perform his duties effectively, insubordination, or other justifiable causes by action taken

by the State Director.

## **ARTICLE XII** **APPOINTMENTS**

**Section 1.** All USSSA Appointees (including Directors) except those who also receive a salary paycheck from USSSA that is subject to federal employee tax withholding rules, are independent contractors and are not employees of USSSA. As such, these independent contractors do not have the authority to bind or otherwise act on behalf of USSSA, except to the extent provided by these By-Laws. All USSSA appointments are, unless otherwise specifically stated in writing, for 12 months. Unless authorized by these By-Laws, no one has the authority to bind or act on behalf of USSSA. USSSA trademarks may be used by USSSA Appointees only to the extent necessary to perform their respective duties as Appointees and only so long as such use is in the furtherance of USSSA interest and activities. In addition, access to and use of USSSA websites, USSSA confidential information, and USSSA trade secrets shall be allowed to USSSA Appointees only to the extent necessary to perform their duties as USSSA Appointees and only so long as such use is in the furtherance of USSSA interests and activities. Such trademark use, access to and use of such websites, and access to and use of such information and trade secrets shall cease when an Appointee is no longer a USSSA Appointee, or if and when the USSSA Chief Executive Officer determines in his sole discretion that such access and use should cease.

**Section 2.** All State Appointees, including Area Directors and State or Area Chief Officials, shall come under the jurisdiction of the State Director and such appointments shall be made accordingly.

**Section 3.** All National Program Committees shall be appointed by the Association's Chief Executive Officer.

## **ARTICLE XIII** **MEETINGS**

**Section 1. Annual Meeting.** The Annual National Meeting of the Association shall be held in November at a location determined by the Board of Directors.

- (a) The planning and supervision of the Annual Meeting shall be the responsibility of and be under the control of the Chief Executive Officer.
- (b) Attendance and registration of members, guests, and visitors shall be controlled by appropriate registration under rules and procedures established by the Board of Directors. The Chief Executive Officer, for good cause, and with the approval of the Board of Directors, shall have the authority to deny to any person registration and entry into the Association's meetings, banquets, and functions.
- (c) All voting during open meetings of the Association shall be done in the following manner:
  - (i) Voting of all matters concerning these By-Laws shall require a roll call of the eligible voters. Such roll call votes shall be cast in a verbal manner. Any proposed



motion may be sent to the membership 10 days in advance of a meeting and such notice shall suffice as a reading of the motion. If the motion is not sent in advance, it shall be read at the meeting. Thereafter, the roll call vote considering the motion shall be conducted and recorded.

- (ii) The eligible voters (who are entitled to cast one vote) are delineated in Article IV, Section 2 of these By-Laws.
- (iii) If a State Director holds another position that would entitle him to vote, no other vote may be cast from his respective state.

**Section 2. Special Meetings.** Special meetings of the membership of the Association may be called at any time by the Chief Executive Officer or the Chairman of the Board, or by a majority of the Board of Directors.

**Section 3. Notice of Meetings.** Written notice of all meetings of the membership stating the time and place of the meeting shall be given at least fourteen (14) days prior to the date of such meeting.

#### **ARTICLE XIV** **PARLIAMENTARY AUTHORITY**

In all procedural matters not covered by the By-Laws of the Association, Robert's Rules of Parliamentary Procedure shall be consulted as the proper authority, and those rules shall be followed as though they were a part hereof.

#### **ARTICLE XV** **COPYRIGHTS, TELECAST AND BROADCAST RIGHTS**

**Section 1.** USSSA shall own to the exclusion of all others all copyrights, telecast, and broadcast rights (including all rights to telecast or broadcast by television, cable, radio, or other visual or audio media now known or hereinafter developed, in perpetuity) and similar rights, to all USSSA sponsored or sanctioned sporting events including, but not limited to, games, series, tournaments, championships, award ceremonies, and related events (collectively, the "Games"), together with the right to record, tape, videotape, broadcast, reproduce, copy, display, and/or distribute any such Games (collectively, the "Rights").

**Section 2.** By participating in any USSSA sponsored or sanctioned Games, a participant shall be deemed to have acknowledged and agreed that, as a condition to his or her membership or involvement in USSSA and/or Games participation:

- (a) The participant has transferred and granted to USSSA any and all Rights he or she may have, including all privacy and publicity rights, in any Games;
- (b) USSSA shall have the right to use participant's name, voice, photograph, image and/or likeness taken in connection with the Games for any advertising, promotion, and/or trade purpose in any media now known or hereinafter developed, in perpetuity, without notice to participant and without further compensation, except where prohibited by law;

- (c) The participant consents to the recording, taping, videotaping, use, broadcasting, telecasting, reproduction, copying, display, and/or distribution of his or her name, voice, photograph, image, or description in connection with USSSA's marketing, licensing, transfer, advertising, promotion, and/or trade purpose or other disposition of the Rights in the Games, in any media now known or hereinafter developed, in perpetuity or other disposition of the Rights in the Games;
- (d) USSSA shall have the exclusive right to market, license, transfer, or otherwise dispose of with any of the Rights, including all privacy and publicity rights, in any of the Games; and
- (e) The participant shall not assert any claim to any Rights, including all privacy and publicity rights, in any Games, whether against USSSA or any third party.

**Section 3.** The proceeds to USSSA from any license, transfer, or other disposition of any Rights in the Games shall belong solely to USSSA and shall be used for such purposes as shall be designated by the Board of Directors of USSSA consistent with the charitable purposes of the USSSA.

**ARTICLE XVI**  
**AUTHORITY TO BIND CORPORATION**

Unless specifically authorized by the Board of Directors, no member, Director, agent, representative, or employee of the Association shall have any power or authority whatsoever to bind the Association by any act, contract, promise, agreement, engagement, statement or representation of any type whatsoever, or to pledge the Association's credit, to mortgage or lien the Association's property, or to render the Association liable financially or otherwise for any purpose or in any amount.

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Chairman of the Board, Board of Directors

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Dated

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