

Board of Directors Meeting Minutes

Location	Date	Time	Format
Virtual	February 28, 2024	3:00 p.m. CT	Zoom

In Attendance

Board Members		
Dave Devine	President	Present
Dan Pfeffer	President-Elect	Present
Joe Patterson	Immediate Past President	Present
Beverly Wiley	Northeast Regional Vice-President	Present
John McPhail	Central Atlantic Regional Vice-President	Absent
Dwayne Sealy	Southeast Regional Vice-President	Present
Walker Clark	South Regional Vice-President	Present, left at 3:40 p.m.
Rodney Cobb	Southwest Regional Vice-President	Present
Darrin Duistermars	Midwest Regional Vice-President	Present
Mary Mahoney	Mid-America Regional Vice-President	Present
Dick Gulmon	Northern Regional Vice-President	Present
Roger Garcia	Northwest Mountain Regional Vice-President	Present
Chris Drumm	Pacific Coast Regional Vice-President	Present
Donn Addante	Elected At-Large Representative	Present
Sandy Searcy	Allied / Affiliated Members	Present
David James	Independent Director	Absent
Valerie Arioto	Elite Athlete Representative	Present
Ally Carda	Elite Athlete Representative	Present, joined at 4:05 p.m.
Joshua Johnson	Elite Athlete Representative	Absent
Lovieanne Jung	Elite Athlete Representative	Present
Michelle Moultrie	Elite Athlete Representative	Present, joined at 3:25 p.m.
Nick Mullins	Elite Athlete Representative	Present
Codi Pannebaker	Elite Athlete Representative	Present, joined at 3:04 p.m.
Cam Schiller	Elite Athlete Representative	Absent
Others Present		
Craig Cress	CEO	Present
Cheryl Bond	CFO, Minute Taker	Present
Chris Sebren	Chief Sport Development/Performance Officer	Present
Allison Flaig	Chief Operating Officer	Present
Jay Hedrick	Managing Director of Network Systems	Present
Devin Loehrs	Director of IT	Present
Todd Blyleven	Chief Marketing Officer	Present
John Falcone	Legal Counsel	Present, joined at 4:00 p.m.

Minutes

1. Call to Order

President Devine called the meeting to order at 3:00 p.m. CT.

Conflicts of Interest

“Is any member aware of any conflict of interest (that is, of a personal interest or direct or indirect pecuniary interest) in any matter being considered by this meeting, which should now be reported or disclosed or addressed under the USA Softball Conflict of Interest Policy?”

“If a Board member determines there to be a conflict of interest at any point during the course of the meeting when a specific subject is being discussed and / or action is being taken, a declaration of a conflict of interest

should be made at this time.”

“This is also a reminder that no confidential information disclosed during this meeting, or while doing any of the business of USA Softball can be used for the benefit of any other entity. “

It was noted that all Commissioners on the Board have an inherent conflict of interest when discussing and voting on the proposed bylaw amendment related to board composition.

2. Roll Call

A quorum was determined as noted in the “In Attendance” grid.

3. Approve the Agenda and Minutes

MOTION	BD	24-02	01
To approve the agenda for the meeting with the addition of a National Championship Improvement Panel Report for New Business.			
Moved	Donn Addante	Seconded	Sandy Searcy
CARRIED			

4. Management Report

CEO Cress presented the final year-end production reports. All areas were down slightly in 2023.

CEO Cress welcomed Codi Pannebecker and Valerie Arioto to the board as new athlete representatives.

CEO Cress reminded the Board that the New Commissioner workshop is scheduled for tomorrow from 10am-5pm CT. Various staff members will present relevant information.

CEO Cress reported that a National Office Newsletter went out last week informing the council of information about activity in the National Office.

CEO Cress reported that the first event at the complex begins Friday with the Langston HBCU tournament.

5. Old Business

President Devine reported that with the absence of Director James, there is no report today by the Ad Hoc Marketing Committee.

Director Garcia reported that the Membership Improvement Panel has their first two reviews scheduled next week with Minnesota and Florida.

6. New Business

Director Addante presented the minutes from the Governance Committee and identified the focus of their work now and going forward. Director Garcia, Director Searcy, CEO Cress and COO Flaig contributed to the discussion centered around athlete representation and the structure of committees and panels.

CEO Cress noted that the 2024 New Commissioner Workshop is scheduled for February 29, 2024. Directors Cobb, Drumm, Garcia and Addante contributed to the discussion regarding scheduling an additional Commissioners Meeting in 2024.

Director Addante presented with following Bylaw Amendments for consideration:

MOTION	BD	24-02	02
To amend Bylaw 10.4 Athlete Representation			
Moved	Sandy Searcy	Seconded	Roger Garcia
CARRIED – following discussion by Directors Sealy, Searcy and Garcia			

MOTION	BD	24-02	03
To amend Bylaw 7.8 Board Term			
Moved	Roger Garcia	Seconded	Sandy Searcy
CARRIED – Directors Sealy and Walker opposed			

MOTION	BD	24-02	04
To amend Bylaw 10.6 Term Limits			
Moved	Roger Garcia	Seconded	Mary Mahoney
CARRIED – following discussion by Directors Garcia, Sealy, Drumm, Gulmon, Duisternars, Addante, Mahoney and CEO Cress			

MOTION	BD	24-02	05
To amend Bylaw 9.4 Membership Meetings			
Moved	Sandy Searcy	Seconded	Roger Garcia
CARRIED – Director Sealy contributed to the discussion			

MOTION	BD	24-02	06
To amend Bylaw 10.17 H. Modified Pitch Committee			
Moved	Donn Addante	Seconded	Joe Patterson
CARRIED			

MOTION	BD	24-02	07
To amend Bylaw 10.17 I. Slow Pitch Committee			
Moved	Donn Addante	Seconded	Sandy Searcy
CARRIED			

MOTION	BD	24-02	08
To amend Bylaw 5.1 Categories of Membership			
Moved	Dan Pfeffer	Seconded	Sandy Searcy
CARRIED			

MOTION	BD	24-02	09
To add Bylaw 6.2 Working Directors			
Moved	Joe Patterson	Seconded	Donn Addante
CARRIED – following discussion by Directors Drumm, Sealy, Mahoney, Patterson and CEO Cress			

MOTION	BD	24-02	10
To amend Bylaw 7.6 C. AAC			
Moved	Dwayne Sealy	Seconded	Chris Drumm
CARRIED			

MOTION	BD	24-02	11
To amend Bylaws Related to Athletes as noted in Sections 4.1 E, 10.13 a, 10.14a, 10.15a, 10.16a, 10.18, 10.1, 7.6 C .02, 9.4, 10.17 A 03, 10.17 D 04, and 10.4			
Moved	Donn Addante	Seconded	Dick Gulmon
CARRIED			

MOTION	BD	24-02	12
To amend Bylaw 16.1-16.20 Complaint Procedures – National Office Complaints			
Moved	Donn Addante	Seconded	Dick Gulmon
CARRIED			

President Elect Pfeffer has contacted members of the newly appointed National Championship Improvement Panel to begin working on how to improve our National Championship program.

7. Executive Session

MOTION	BD	24-02	13
To enter Executive Session at 4:46 p.m.			
Moved	Joe Patterson	Seconded	Mary Mahoney
CARRIED			

CEO Cress reported that Commissioner Silvaggi of Colorado submitted his resignation this week. Membership Improvement has recommended Colorado remain a viable association led by a new Working Director.

MOTION	BD	24-02	14
To approve Colorado as a viable association.			
Moved	Mary Mahoney	Seconded	Chris Drumm
Second withdrawn by Director Drumm for the following motion			

MOTION	BD	24-02	15
To approve Association Review Committee's recommendation that Colorado be recognized as a viable association and that Lauren Paige be appointed as the Working Director.			
Moved	Dwayne Sealy	Seconded	Chris Drumm
CARRIED			

COO Flaig updated the Board on activity in Arizona, Georgia, Kentucky, Pennsylvania, Tennessee, Wisconsin, Wyoming, and Central California by the newly appointed Commissioners.

CEO Cress presented the request of Commissioner Rick Hansen in Idaho to be required to remit ½ of the 2024 association fee.

MOTION	BD	24-02	16
To approve USA Softball of Idaho's request to reduce the 2024 affiliation fee to \$500.			
Moved	Roger Garcia	Seconded	Joe Patterson
CARRIED			

CEO Cress presented the recommendation of the Women's National Team Selection Committee (WNTSC) for the coaching staff of the 2024 Women's National Team slated to compete in the 2024 World Cup Finals in Italy this summer.

MOTION	BD	24-02	17
To approve the recommendation of the WNTSC for coaching staff for the 2024 Women's World Cup.			
Moved	Dwayne Sealy	Seconded	Joe Patterson
CARRIED – Directors Carda and Moultrie abstained			

Director Gulmon reported on the February Finance Committee meeting noting a summary of 2023 Financials is being prepared to be distributed by President Devine

Director Gulmon and CEO Cress presented a proposed 3.5-year agreement with the Oklahoma Secondary Schools Activity Association to host all state high school championships through the 2026-2027 school year.

MOTION	BD	24-02	18
To approve the agreement with the Oklahoma Secondary Schools Activity Association.			
Moved	Dick Gulmon	Seconded	Roger Garcia
CARRIED			

CEO Cress and John Falcone, General Counsel, updated the Board on the naming rights negotiations and hope to have a final agreement in the next week. The Finance Committee and full Board will be presented with all relevant materials for a possible Special Meeting.

MOTION	BD	24-02	19
To return to open session at 5:18 p.m.			
Moved	Bev Wiley	Seconded	Sandy Searcy
CARRIED			

8. Adjournment

MOTION	BD	24-02	20
To adjourn the February 28,2024, meeting at 5:26 p.m.			
Moved	Sandy Searcy	Seconded	Chris Drumm
CARRIED			