

Special Meeting of the Board of Directors Meeting Minutes

| Location | Date | Time | Format |
|----------|----------------|--------------|--------|
| Virtual | March 18, 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 |
| 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 | Absent |
| 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 | Present |
| Valerie Arioto | Elite Athlete Representative | Present |
| Ally Carda | Elite Athlete Representative | Absent |
| Joshua Johnson | Elite Athlete Representative | Present |
| Lovieanne Jung | Elite Athlete Representative | Present |
| Michelle Moultrie | Elite Athlete Representative | Present |
| Nick Mullins | Elite Athlete Representative | Present |
| Codi Pannebaker | Elite Athlete Representative | Absent |
| 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 | Absent |
| 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 |
| Michelle Murch | Director of Communications | Present |
| John Falcone | Legal Counsel | Present |
| Kevin Ryan | Independent Contractor | Present |

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

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|---|--------------|----------|--------------|
| MOTION | BD | 24-03 | 01 |
| To approve the agenda for the meeting as presented. | | | |
| Moved | Roger Garcia | Seconded | Sandy Searcy |
| CARRIED | | | |

4. Executive Session

| | | | |
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| MOTION | BD | 24-03 | 02 |
| To enter Executive Session at 3:03 p.m. | | | |
| Moved | Roger Garcia | Seconded | Sandy Searcy |
| CARRIED | | | |

On behalf of Director Gulmon, Chairman of Equipment Committee, Kevin Ryan presented the results of discussions with various manufacturers, testing lab personnel and committee members related to bat testing changes that were approved last year that upon review, could be detrimental to the game. Based on these discussions, the Equipment Committee recommends returning to the original ABI standards

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| MOTION | BD | 24-03 | 03 |
| To approve the recommendation of the Equipment Committee to reinstate ABI testing methods that were in effect prior to 8/23/23 effective immediately. | | | |
| Moved | Roger Garcia | Seconded | Sandy Searcy |
| CARRIED | | | |

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| MOTION | BD | 24-03 | 03 |
| To approve adding a 4-year limit on bat model affidavits and change in Class II bat minimum pricing to \$100 wholesale as recommended by the Equipment Committee effective 1/1/25. | | | |
| Moved | Sandy Searcy | Seconded | Darrin Duistermars |
| CARRIED | | | |

CEO Cress presented the proposed Naming Rights agreement between a sponsor and USA Softball. The name of the sponsor, if approved, will be disclosed to the public on May 6, 2024, at a press conference. In the meantime, both parties are under an NDA as to the name of the sponsor. Directors Garcia, Cobb, Patterson, Pfeffer, and legal counsel, John Falcone, contributed to the discussion.

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| MOTION | BD | 24-03 | 04 |
| To approve the Naming Rights Agreement as presented. | | | |
| Moved | Darrin Duistermars | Seconded | Roger Garcia |
| CARRIED | | | |

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| MOTION | BD | 24-03 | 05 |
| To return to open session at 3:34 p.m. | | | |
| Moved | Roger Garcia | Seconded | Beverly Wiley |
| CARRIED | | | |

5. Adjournment

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| MOTION | BD | 24-03 | 06 |
| To adjourn the March 18, 2024, meeting at 3:36 p.m. | | | |
| Moved | Beverly Wiley | Seconded | Dan Pfeffer |
| CARRIED | | | |