

# United States of America Cricket Association

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## Draft Constitution

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Associate Member of the International Cricket Council (ICC),  
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## **ARTICLE I: NAME AND JURISDICTION**

### **Section 1: Name**

- i. The name of the corporation shall be the United States of America Cricket Association, Inc. (herein after referred to as “USACA” or “the Association”).
- ii. USACA may establish such acronyms or abbreviations as may be appropriate for its business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission, recognition and goals.
- iii. Persons or organizations may not use the name, initials, logos or trademarks of the Association except with written consent of the Association.
- iv. The jurisdiction of USACA shall comprise all cricket leagues, clubs and cricket organizations in the United States of America subscribing to this constitution.

### **Section 2: Logo**

The logo and name of the Association are registered with the United States Patent and Trademark Office. No one may use the name or initials of the Association or any of its logos except as provided under this Constitution or with the express written consent of the Association.

### **Section 3: Not-for-Profit Status**

- i. USACA shall be a not-for-profit corporation incorporated and licensed pursuant to the laws of the State of New York. USCA shall be operated for charitable and educational purposes, and shall have as its purpose, to foster national and international competition through the sport of cricket.
- ii. The Association shall operate consistent with, and shall maintain a tax-exempt status in accordance with section 501 [c] [3] of the Internal Revenue Code of the United States of America.

### **Section 4: USACA shall seek to maintain recognition by the International Cricket Council (ICC) as the national governing body for the sport of cricket in the United States of America. In furtherance of that purpose, USACA shall comply with all such requirements, for continued recognition as a national governing body set forth by the ICC, and as such requirements are promulgated or revised from time to time. In fulfilling those requirements USACA shall:**

- i. Be autonomous in the governance of the sport of cricket in the United States of America, by independently determining and controlling all matters central to such governance, and shall not delegate its governance or control, and shall be free from outside restraint.

- ii. Maintain the managerial and financial competence and capability to establish national goals for cricket relating to the development and well being of the sport. To implement and administer plans for the attainment of those goals, and to execute its obligations as the national governing body for the sport of cricket in the United States of America.
- iii. To maintain and engender regular communications between USACA and all member organizations.
- iv. Provide for organizational, independent and honorary membership.
- v. Ensure that it's Executive Board (hereinafter referred to as "the Board") and any other governance body implements the established criteria and election procedures as outlined within the constitution and by-laws of USACA.
- vi. Be governed by an Executive Board whose members are elected without regard to race, color, religion, national origin or gender.
- vii. Provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in cricket competitions without discrimination on the basis of race, color, religion, national origin or gender.
- viii. Provide procedures for the prompt and equitable resolution of grievances filed by its members.
- ix. Provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator or official in accordance with the provisions provided in this constitution and any By-Laws of USACA.

## ARTICLE II: OBJECTIVES AND FUNCTIONS

Section 1: The objectives and function of the Association among others to wit are:

- i. To promote, encourage, foster and develop interest in and knowledge of the game of cricket throughout the United States of America.
- ii. To encourage and assist in promoting, administering and hosting cricket games from various states, regions, zones and areas of the United States of America.
- iii. To liaise with, make contacts with and sign agreements with any federal, state, municipal, city or regional governing bodies or with the ICC or other international bodies on matters pertaining to cricket in the USA.
- iv. To foster, encourage and develop the highest standards of officiating at all levels of cricket through the introduction of

formal training and qualifications of coaches, umpires and scorers.

- v. To foster the development of the sport at all levels including youth and women's cricket.
- vi. To develop and strengthen participating teams representing the United States at regional and international tournaments and events.
- vii. To insure that all cricket matches organized by or under the auspices of USACA are conducted in accordance with the laws of cricket, the traditions and spirit of the game, and such rules and regulations promulgated by the ICC that apply to local, regional and international cricket.
- viii. Provide funding to promote the development of cricket within the regions.
- ix. To perform such actions as USACA deems necessary or conducive to the promotion and development of cricket in the USA and are in accordance with any development program instituted by ICC.
- x. To own, lease land, and other property for the purpose of developing cricket grounds, as well as cricket facilities.

### **ARTICLE III: MEMBERSHIP**

Section 1: Membership in USACA is open to all organized cricket leagues, clubs, schools, colleges or universities, with a verifiable membership base of at least fifteen (15) members.

Section 2: The Association shall have the following categories of membership:

- Full Member
- Provisional Member
- Associate Member
- Honorary Member
- Life Member

Section 3: Full Member

A full member is an organization which has satisfied all the conditions of membership as outlined in this Constitution.

Section 4: Provisional Member

A provisional member is an organization which is seeking to become a full member but has not satisfied all the requirements to be a full member.

Section 5: Associate Member

Associate Membership is available to, schools, colleges and other organizations that are not otherwise eligible for Full Membership and are interested in and involved with the development and administration of cricket in USA.

Section 6: Honorary Member

- i. Honorary Membership is available to persons of high repute and who have provided outstanding service to cricket or other related sporting or non-sporting entities and whose membership would enhance the reputation of the Association. The bestowal of Honorary Member status on any individual is subject to two-thirds (2/3) majority approval by the Board.
- ii. The membership of an Honorary Member of USACA may be terminated by a two thirds (2/3) majority decision of the Board. Honorary members are not required to pay membership fees.

Section 7: Life Member

- i. Life membership is available to persons upon a two-thirds (2/3) majority approval by the Board.
- ii. Life Members may attend any meeting of USACA and participate in any discussion at such meeting, but shall not be entitled to vote or to move or second motions. Life members are not required to pay membership fees.
- iii. Life Members are independent members and may serve on committees and provide advice to the Board.

Section 8: Any organization seeking to become a full member of USACA must comply with the following requirements:

- i. Submit an application in writing to the USACA Executive Secretary.
- ii. Said application shall include copies of the organization's constitution and By-Laws, playing conditions of the organization, the full names, addresses, telephone numbers and electronic mail addresses of the organization and its officers. USACA reserves the right to reject the application if these conditions are not totally satisfied.
- iii. Undergo a provisional period of at least one (1) year immediately prior to being accepted as a full member of USACA
- iv. If a provisional member commits an infraction and is fined, officially reprimanded or sanctioned in any way during its provisional period, then that member may be subjected to an additional probationary period as deemed necessary by the Board.

Section 9: Each application for membership shall include the applicant's pledge and assent to:

- i. Always comply with the Constitution, By-Laws, Regulations and decisions of USACA.
- ii. Comply with the Laws of Cricket.
- iii. Follow the dispute resolution procedures as outlined in this Constitution.

- Section 10: The Executive Secretary shall refer applications for membership to the Board for its consideration and approval.
- Section 11: The Board shall review applications for membership to determine whether an applicant complies with the Constitution and By-Laws of the Association.
- Section 12: Applications shall be approved by a majority vote of the Board, and upon payment of the application fees and applicable membership dues stipulated by this Constitution.
- Section 13: Delegates of provisional members are not allowed to vote at USACA's annual general meetings. Provisional members or individuals representing provisional members are not eligible to nominate or be nominated to office during the provisional period.
- Section 14: Upon approval of full membership, the new member shall acquire membership rights and duties as full members of USACA. Its delegates are eligible to vote and be elected with immediate effect.
- Section 15: Annual membership shall be recognized from 1<sup>st</sup> January through 31<sup>st</sup> December of each calendar year.

#### **ARTICLE IV: MEMBERSHIP DUES**

- Section 1: The Board shall approve annual membership dues for the various categories of membership.
- i. Membership dues shall be paid to the Association on or before May 31<sup>st</sup> each year in order to retain full membership status and enjoy the rights and privileges available to members.
  - ii. Members who fail to pay the annual membership dues by the stipulated date shall be deemed ineligible to participate in activities of the Association, including voting.
  - iii. A late fee penalty shall be assessed if membership fees are not paid by the stipulated date of May 31<sup>st</sup> each year.
- Section 3: The penalty for late payment of membership dues, fines or penalties shall be established by the Board and published from time to time.
- Section 4: Full Members that pay the membership dues within the established guidelines shall be considered members in good standing, eligible and entitled to all rights and privileges of full membership.

#### **ARTICLE V: MEMBERSHIP RIGHTS**

- Section 1: Members shall have the following rights:
- i. To participate in USACA sponsored events and competitions.
  - ii. To draft proposals for inclusion in the agenda of USACA meetings.
  - iii. To participate in USACA's assistance and development programs.



- iv. To exercise all other rights and privileges arising from USACA's constitution and By-Laws. The exercise of such rights is subject to other provisions in this constitution and the applicable By-Laws.

## **ARTICLE VI: MEMBERSHIP OBLIGATIONS**

Section 1: Members have the following obligations:

- i. To comply fully with the Constitution, By-Laws, Regulations, directives and decisions of USACA.
- ii. To participate in competitions organized by USACA.
- iii. To pay their membership dues and subscriptions.
- iv. To provide verifiable contact information of all of its officers to the Executive Secretary of USACA. The contact information should include the names, postal and electronic addresses and telephone numbers of said officers. This requirement is deemed necessary for effective communication and to maintain membership in USACA.
- v. To comply with the Laws of Cricket, playing conditions, the spirit of the game and all stipulated regulations.
- vi. To comply fully with all other requirements arising from the constitution and other regulations.

Section 2: Violation of the above-mentioned obligations by any individual member, league or club may lead to sanctions provided for in this Constitution.

## **ARTICLE VII: GOOD STANDING**

Section 1: A Member of the Association will be in good standing provided that the Member:

- i. Owes no outstanding Membership dues or other debts to the Corporation;
- ii. Has not ceased to be a Member;
- iii. Has not been suspended or expelled from Membership, or had no other Membership restrictions or sanctions imposed;
- iv. Has complied with the Constitution, policies and rules of the Association;
- v. Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association; and
- vi. Whose constitution and bylaws are not in conflict with the Constitution and bylaws of the Association.

## **ARTICLE VIII:      TERMINATION OR SUSPENSION OF MEMBERSHIP**

- Section 1:            A member may resign membership at anytime by submitting written notice to the Executive Secretary of USACA. Membership may also be terminated due to non-payment of membership fees, dues, fines, assessments or penalty which remains unpaid by the stipulated date.
- Section 2:            The Board, by a two-thirds (2/3) majority vote, may suspend or expel a member due to conduct deemed to be prejudicial, detrimental and/or contrary to the aims and objectives of the Association. The member shall be provided an opportunity to present its case to the Board prior to the decision to suspend or expel.
- Section 3:            The Board may suspend or expel a member who seriously and repeatedly violates its membership obligations as outlined in the Constitution.
- Section 4:            Any member who is suspended or expelled from the Association shall receive written notice from the Executive Secretary regarding the suspension and or expulsion and the reasons thereof and shall have the right to appeal this decision.

## **ARTICLE IX:        REGISTERED OFFICES**

- Section 1:            The registered office of the Association as required by the New York Non-Profit Corporation Act (the “Non-profit Corporation Act”) shall be maintained in the State New York. The registered office may be changed from time to time by the Board of Directors or by the officers of USACA, or to the extent permitted by the Non-profit Corporation Act or as the affairs of USACA may require.
- Section 2:            The registered office may be the same as the principal office.

## **ARTICLE X:        GOVERNANCE**

- Section 1:            Governance of the Association shall be vested in the USACA Board of Directors, hereinafter referred to as the Board.
- Section 2:            Members of the Board shall be citizens or legal permanent residents of the United States of America and must be domiciled in the United States of America during his/her term of office.
- Section 3:            The Board shall comprise of:
- i.    President
  - ii.   1<sup>st</sup> Vice President
  - iii.   2<sup>nd</sup> Vice President
  - iv.   Treasurer
  - v.    Executive Secretary
  - vi.   One representative from each region

Section 4: The Board shall divide the United States of America into regions to facilitate effective administration. Said regions shall be based on the geographic locations of the leagues and such other factors which the Board deems to be in the best interest of USCA. *See Appendix A.*

Section 5: Each region shall be established as an extension of the Association for the purpose of developing, promoting and improving the quality of cricket throughout the United States and shall not be separate entities.

#### **ARTICLE XI: FUNCTIONS OF THE BOARD OF THE DIRECTORS**

Section 1: The Board of Directors shall oversee the management of USACA and its affairs, but does not manage the day-to-day activities of USACA and shall have full responsibility for the administration and management of the Association, including but not limited to the following:

- i. Set policy and provide guidance and strategic direction for the management of USACA on issues facing the Association.
- ii. Establish marketing programs to secure sponsors and funding.
- iii. Ensure that all USACA commitments, resolutions, legal and regulatory compliance are satisfied.
- iv. Monitor and ensure that the Association's assets are properly protected.
- v. Manage the finances of USACA and ensure that financial records and accounts are audited in accordance with accepted business practices.
- vi. Ensure proper communication between USACA and its membership.
- vii. Selects a Chief Executive Officer and determine his/her compensation.
- viii. Oversees effective corporate governance.

Section 2: The Board shall have the authority to organize and appoint all committees and sub-committees and shall set guidelines under which said committees operate.

#### **ARTICLE XII: DUTIES OF OFFICERS OF THE BOARD**

Section 1: The President

The President shall chair all meetings of the Board. The President shall provide an annual report to the Regional Administrations for dissemination within each region, thirty (30) days prior to the Annual General Meeting of USACA.

Section 2: Vice Presidents

The 1<sup>st</sup> Vice President shall act in the absence of the President and shall perform any other function as deemed necessary by the Board. The 2<sup>nd</sup> Vice President shall act in the absence of the both President and the

1<sup>st</sup> Vice President and shall perform any other function as deemed necessary by the Board.

Section 3:

Executive Secretary

The Executive Secretary shall:

- i. Keep a record and updated database of clubs, leagues and regions, as well as names, addresses and statistics pertaining to cricket tournaments organized or executed by the Association?
- ii. Keep and prepare the minutes of all transactions that occur during meetings of the Board. Said minutes shall convey actions and the results of votes taken on each item of business considered.
- iii. Forward the minutes to the Board for final approval prior to dissemination.
- iv. Forward the approved minutes to the Board members and Regional Administrations within fifteen (15) days following the adjournment of meetings of the Board. Dissemination of the minutes may be done electronically. A summary of the minutes shall thereafter be posted on USACA's website. Dissemination of the minutes may be done electronically.
- v. Protect and preserve all written, photographed and electronic records of transactions executed on behalf of the Board.
- vi. Write and mail copies of the Minutes to all members of the Board within fifteen (15) days, following the adjournment of meetings of the Board.
- vii. Be the custodian of corporate records and documents belonging to the Association.
- viii. See that all notices are duly given in accordance with the provisions of this Constitution and By-Laws or as required by law.
- ix. Conduct official correspondence on behalf of the Association and emanating from the Board.
- x. Perform such other duties as from time to time may be assigned by the President or by the Board.

Section 4:

Treasurer

The Treasurer shall:

- i. Have care and custody of, and be solely responsible and accountable for the funds of the Association.
- ii. Keep and maintain complete and accurate records of the Association's finances and taxes, including records of all receipts and disbursements, assets, liabilities and retained earnings.

- iii. Collect all dues, fees, admission charges and keep records of collections, expenditures, and all receipts.
- iv. Open and manage accounts at banks or other financial institutions approved by the Board.
- v. Endorse in the name of the Association and deposit all funds collected on behalf of the Association in the designated institution, within five (5) days from receipt thereof.
- vi. Disburse monies only upon receipt of an approved voucher signed by the President or his/her designee or as directed by the Board.
- vii. Reconcile the Association's accounts and present a financial report at each regular Board meeting.
- viii. Provide quarterly reports to the Regional Administrations.
- ix. Prepare tax returns as required by City, State and Federal laws.
- x. Prepare the Association's Budget and Annual Financial Reports.
- xi. Upon prior written request, make available to any Board member or Regional Administration, for inspection, the corporation's record of accounts including a list of all members in good financial standing.
- xii. Post an updated list of all members clubs on the Associations website annually.
- xiii. Provide all duties incident to the office of Treasurer.

#### Section 5:

#### Chief Executive Officer

- i. Shall be an employee of the Association and responsible for the management of the administrative and day-to-day business operations of the Association under the direction of the Board.
- ii. Shall be required to attend meetings of the Board, but is a non-voting member of the Board and may provide advice and direction to the Board regarding the effective management of the Association.
- iii. May also represent the Association at meetings, seminars and conferences from time to time, and as directed by the President.
- iv. See that all Board commitments, resolutions and oversight are carried into effect.
- v. Work closely with the Board in the development and implementation of strategic plans and to establish and monitor goals, business plans and direction of the Association.
- vi. In conjunction with the Board plan and implement effective and innovative methods of generating funding for the Association.

- vii. Establish a strong working relationship with all Regional Administrations.
- viii. Ensure that all federal and state requirements are met to maintain the 501(c) (3) status of the Association.
- ix. Provide a quarterly written report to the Board on the State of the Association.
- x. Shall be responsible for the public relations, media, fundraising, marketing and branding of the USACA.
- xi. Serve as the Media Relations Manager, covering all aspects of the development of cricket in the United States of America and the positive profile of USACA.
- xii. Be responsible for the day-to-day operations of the development of cricket in the United States of America and shall liaise with the Regional Administrations, with regards to implementing policies and cricket development projects in the Association.
- xiii. Work with the Association's Coaches to plan and implement training, playing programs and camps and shall be directly responsible for creating, overseeing and implementing policies and programs for the development of youth cricket throughout the regions of the Association.

Section 6: Selection of a Chief Executive Officer (CEO)

- i. Applications for the position of Chief Executive Officer will be posted on the USACA website, appropriate bulletin boards, and other advertising media.
- ii. All candidates shall be interviewed by the Board which shall have the responsibility of making the final decision.
- iii. If a member of the Board or Regional Administration is employed as the Chief Executive Officer, he shall thereafter vacate his position on the Board.
- iv. All candidates for the position of Chief Executive Officer must undergo a background check.

Section 7: Any nominee who fails the background checks is not eligible for election. The Board may not veto the nomination of any candidate once he or she has passed all background checks.

Section 8: Regional Representatives

Regional Representatives shall be the liaison between the Board and the Regional Administrations and shall be ex-officio non-voting members of the Regional Administrations. All Regional Representatives must promptly provide all relevant information to the Executive Secretary to complete background checks.

Section 9: Any Regional Representative who fails the background checks is not eligible to sit on the Board.

### **ARTICLE XIII: REGIONAL ADMINISTRATION**

- Section 1: Each Regional Administration shall consist of the respective league presidents or a designated representative from each league and four (4) other individuals elected by a majority vote of the members of the Regional Administration, of which at least one (1) shall be deemed the Youth Development Coordinators, and one (1) shall be the Women's Cricket Coordinator. The others shall be deemed to be Members-at-Large.
- Section 2: For the first election after ratification of this Constitution, the existing Regional Directors shall have the responsibility of nominating a pool of at least six (6) individuals from which the Regional Administration shall elect the Youth Development Coordinators, the Women's Cricket Coordinators and the Members-at-Large. Thereafter, nominations for these positions may be submitted by any member of the Regional Administration or any member of a legitimate USACA Youth or Women's organization.
- Section 3: A Regional Director shall not simultaneously serve as a member of the USACA Board of Directors.
- Section 4: The sitting Regional Directors shall have the responsibility of overseeing the organization of the respective Regional Administrations and shall organize and convene the first meeting of the Regional Administrations within 14 days after the constitution is adopted.
- Section 5: In the event a sitting Regional Director fails to organize and convene the first meeting of the Regional Administration within 14 days after the constitution is adopted, then league presidents within that region may convene and organize the Regional Administration.
- Section 6: Upon the seating of members and officers of the Regional Administration, each Regional Administration shall immediately select a Regional Representative to sit on the Board.
- Section 7: Upon selection of the Regional Representative to the Board, the league whose seat is left vacant shall appoint another representative to fill vacancy position on the Regional Administration.
- Section 8: All Regional Administrations must immediately provide written notice to the Executive Secretary regarding the name and contact information of the respective Regional Representatives to the Board. The Executive Secretary shall thereafter publish the names of all Regional Representatives on the Board on USACA's website and other appropriate media.
- Section 9: The term of office for members of a Regional Administration shall be three (3) years. Notwithstanding, a league shall have the right to recall its representative at anytime during his/her tenure.
- Section 10: A league must notify USACA its Regional Administration in writing, of the decision to recall its representative. A copy of the "notice of recall" including the grounds for the recall, must be forwarded to the subject representative by his league.

- Section 11: Upon the Regional Administration's confirmation that a person has been recalled, the recalled representative shall immediately vacate his/her position.
- Section 12: At meetings of the Association, the members of the Regional Administrations shall be deemed the legitimate delegates for their respective leagues, unless a league provides written confirmation to the contrary.
- Section 13: Members of the Regional Administration shall be citizens or legal residents of the United States and must be an active member of a league within his/her region.
- Section 14: A region may incorporate under the laws of the United States of America, but said incorporation shall be utilized for the sole purpose of effective governance and development of cricket within that region; it shall not be utilized to engage in any other activity whatsoever and shall not conflict with USACA as the national governing body for the sport of cricket in the United States of America.
- Section 15: To be in compliance and maintain appropriate member status, each Region shall implement Youth and Women's programs no later than the summer of 2015.

#### **ARTICLE XIV: RIGHTS AND OBLIGATIONS OF REGIONS**

- Section 1: Regional Administrations are responsible for the management of cricket within their respective regions and shall:
- i. Select officers as outlined in Article XIII section 2 to manage and improve the quality of cricket within the respective regions..
  - ii. Select a representative to serve as a member of USACA's Board.
  - iii. Communicate all information as directed by the Board to both leagues and individual clubs.
  - iv. Oversee each league in the region and ensure that their officers keep updated records required for efficient communication with USACA's Board.
  - v. Create programs to foster and develop cricket within each region including youth and women's cricket. Such programs shall include but is not limited to, school programs, after-school programs and youth club programs.
  - vi. Select coordinators who shall be directly in charge of the development of cricket within that region and who shall work closely with state and local governments to promote the growth of youth and women's cricket.
  - vii. Submit quarterly reports and recommendations to the USACA Board regarding the development of Youth and Women's cricket and programs which require the assistance, authority and funding from USACA.



- viii. Work closely with the CEO and/or his staff to advance and develop Youth and Women cricket on a national level.
- ix. Comply with and enforce the Constitution, Playing Conditions, Regulations, Code of Conduct and Code of Ethics of the Association.
- x. Work with the Association to achieve its aims and objectives.
- xi. Organize inter-league competitions in conjunction with the calendar of the Association and Leagues within the respective regions.
- xii. Impanel committees that will work together with the corresponding committees of the Association and procure the funds necessary to fulfill its obligations.
- xiii. Formulate committees and programs to train coaches, umpires, scorers and develop young players.
- xiv. Procure the funds, equipment and facilities necessary to develop cricket within the regions.

Section 2: The Board may delegate other duties or responsibilities to the Region Administrations consistent with the goals and objectives of the Association.

Section 3: Failure of any region to implement, promote, develop and maintain an active youth and women cricket program shall result in the loss of funding from USACA and the right to participate in USACA sponsored events or any other sanctions as outlined in this Constitution.

Section 4: Recall of Regional Representative

- i. A Regional Representative may be removed from the Board for malfeasance, incompetence, tardiness, and any other reason which the board deems to be contrary to the goals and objectives of USACA.
- ii. Any motion to recall a Regional Representative must be approved by a two-thirds (2/3) majority vote of that Regional Administration.
- iii. A regional representative who resides outside the USA or the boundaries of his/her region shall automatically forfeit his/her seat on the Board.

## **ARTICLE XV: VACANCIES**

Section 1: A member's position on the Board will be declared vacant upon his/her resignation, removal, incapacity, relocation, disability or death.

Section 2: Resignation

A member may resign at any time by giving written notice to the Executive Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3: Removal

- i. The Board may remove any member of the Board for malfeasance, incompetence, tardiness, and any other reason, which the Board deems to be contrary to the goals and objectives of USACA.
- ii. Members may also be removed from the Board if they fail to attend in person more than one-half (1/2) of the regular meetings of the Board during any twelve (12) month period, unless they are able to demonstrate to the other members of the Board that the presence of exigent circumstances caused and excused the absences.
- iii. Any motion to remove a member of the Board must be approved by a 2/3 majority of the members of the Regional Administrations.

Section 4: Filling Vacancies

- i. Any vacancy on the Board, except that of a Regional Representative, shall be filled by appointment by the members of the Board.
- ii. Any Regional Representative vacancy on the Board shall only be filled by appointment from the respective Regional Administration.
- iii. Any officer elected or appointed to fill a vacancy on the Board or on a Regional Administration, shall not begin a new term but shall serve the unexpired term of his or her predecessor. ~~in office.~~

**ARTICLE XVI: INDEMNIFICATION**

USACA shall defend, indemnify and hold harmless each member of the Board from and against all claims, charges and expenses which he/she incurs as a result of any action or lawsuit brought against the Board member or Officer, arising out of the performance of his or her duties in USACA, unless such claims, charges and expenses were caused by fraud, dishonesty, gross negligence, bad faith or willful misconduct on the part of said Director or Officer.

**ARTICLE XVII: CONFLICT OF INTEREST**

If any member of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USACA, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall:

- i. Disclose the conflict of interest.
- ii. Not participate in the evaluation of the contract, transaction or business affair and not vote on the contract, transaction or business affair.

**ARTICLE XVIII: COMPLAINT PROCEDURE**

Section 1: Any member of USACA may file a complaint pertaining to any matter within the cognizance of the Association.

Section 2: Jurisdiction

Any member of the USACA, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 3: Manner of Filing

The complainant shall file a written or electronic complaint with the Executive Secretary, providing such filing can be verified. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs:

- i. The alleged violation, grievance, denial or threat to deny, and, the remedy requested thereof.
- ii. The complainant must sign and date the complaint, retaining any proof of such filing.
- iii. A complaint filed by an individual shall be accompanied with a \$150.00 filing fee in the form of a certified bank check, money order or wire-transfer of funds made payable to USACA. A complaint filed by an organization shall be accompanied with a \$300.00 filing fee in the form of a certified bank check, money order or wire-transfer of funds made payable to USACA.
- iv. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Board shall determine whether or not to reduce or waive the filing fee.
- v. If a complaint is upheld, the filing fee shall be returned to the complainant by USACA. All other expenses incurred in the process of filing the complaint, shall remain the responsibility of the complainant.
- vi. To be valid a complaint must be filed within fourteen (14) days of the occurrence of the alleged violation or grievance.
- vii. The Board shall generally administer and oversee all administrative grievances and complaints and shall ensure that all properly filed complaints are heard in a timely, fair and impartial manner.
- viii. A decision shall be determined by a majority of the Board and shall be in writing. The Board's decision shall be binding and final except as overturned by the Appeals Committee.

Section 4: Hearing Procedure

In all hearings conducted under these bylaws, the parties shall be accorded:

- i. Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;

- ii. Reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- iii. The right to have the hearing conducted at a time and place so as to make it practicable for the person charged to attend;
- iv. A hearing before a disinterested and impartial body of fact-finders;
- v. The right to be assisted in the presentation of one's case at the hearing;
- vi. The right to call witnesses and present oral and written evidence and argument;
- vii. The right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing;
- viii. The right to have a record made of the hearing if desired;
- ix. A written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion.
- x. Notice of any substantive and material action of the hearing panel in the course of the proceedings.

## **ARTICLE XIX: APPEALS**

### **Section 1: Appeal Committee**

The Board shall establish an Appeals Committee consisting of five (5) members who shall consider and determine appeals from final decisions rendered by Board relating to activities sponsored by the Association or a Member of the Association. The Appeals Committee has the power to call for the production of any relevant documents and evidence the Appeals Committee may require to arrive at a fair and impartial decision. The decision of the Appeals Committee is final.

### **Section 2: Appeal Procedure**

An appeal shall be made in accordance with procedures established by the Board of Directors and is begun by submitting a notice of appeal within ten (10) days from the date of the official receipt of the decision by the party making the appeal. Copies of the notice of appeal shall be sent to all opposing parties and to the appeals committee or other body whose decision is being appealed.

**Section 3:** A decision rendered by the Board from which an appeal is taken is not suspended pending the final decision of the Appeals Committee, unless the Appeals Committee otherwise orders. The decision of the Board may be upheld, reversed, or reversed and remanded.

## **ARTICLE XX: MEETINGS**

### **Section 1: Annual General Meetings**

The Annual General Meeting of USACA shall be held no later than November 30 of each year at a time and place determined by the Board.

- Section 2: Notice of General Meetings
- Notice of any the Annual General Meeting shall state the place, date and time of the meeting and shall be in writing, posted on the website of USACA no fewer than thirty (30) days before the date of the meeting and forwarded to all members in good standing.
- Section 3: Notice of Special General Meetings
- In addition to the notice requirements for a general meeting, notice of a Special General Meeting shall state the purpose(s) for which the meeting is being called.
- Section 4: A copy of the notice of any meeting shall be given by mail or by electronic transmission to each member entitled to vote at such meeting.
- Section 5: If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the address as it appears on the record of members. If a member files a written request with the Executive Secretary of the Association, that notices to him/her be mailed to an alternate address, then notice is given when mailed to said alternate address.
- Section 6: If transmitted electronically, such notice is given when directed to the member's electronic mail address or facsimile number, as supplied by the member to the Secretary of the Association or as otherwise directed pursuant to the member's authorization and instructions.
- Section 7: A member may waive notice of any meeting before, at, or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 8: The purposes of the Annual General Meeting among others are as follows:
- i. To receive and adopt the annual reports of the various directors and officers of the Association.
  - ii. Address any business or proposed resolution of which notice was given.
  - iii. Debate and adopt any constitutional amendment of which at least thirty (30) days notice was given.
  - iv. Address any other matters germane to the operation of the Association.
- Section 9: Members requiring any business to be discussed or any resolution to be considered at the AGM shall give notice of such business or such resolution, in writing to the Executive Secretary and a copy to the President, no later than twenty-one (21) days prior to the date of the meeting.
- Section 10: All General Meetings shall be chaired by the President of the Board. If the President is not present, able or willing to take the chair at the designated start time, then a Vice-President shall assume the chair.

- Section 11: Any other substituted Chairperson may exercise any deliberative voting rights to which he or she is entitled under these rules but shall not have a casting vote.
- Section 12: The following shall be the order of business at all General Meetings unless transposed by motions made and carried:
- i. Roll call and registration of delegates
  - ii. Reading of the minutes
  - iii. Ratification of minutes
  - iv. Financial Report
  - v. Report of the Board
  - vi. Report of the Regional Administrations
  - vii. Election of Directors ( in an election year)
  - viii. Other Business
  - ix. Adjournment
- Section 13: Voting at general meetings of the Association shall be done by the legitimate delegates of each region and shall be in accordance with the voting provisions outlined in Article XXII.
- Section 14: Quorum
- The proportion of members who shall be present in person or by proxy at any general meeting shall, including a special meeting, in order to constitute a quorum for the transaction of any business shall be fifty-one percent (51%) of the total number of votes entitled to be cast.
- Section 15: All meetings of the Association shall be conducted in accordance with this constitution and the Roberts's Rules of Order. Questions of order shall be decided by the Chair of the meeting unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board.
- Section 16: Board Meetings
- i. Meetings of the Board shall be held at least once every two months or at the discretion of the President. The Executive Secretary shall prepare an agenda after consultation with the President and provide notice of the meeting, in writing, to all members of the Board at least twenty one (21) days prior to the scheduled date of the meeting.
  - ii. In the event it is not practical or possible to give the required twenty-one (21) days written notice, the Executive Secretary shall utilize all media to provide notice of the meeting to the members of the Board including electronic or telephonic means.
  - iii. The Board shall have the power to transact its business by regular mail, electronic mail, telephone, or facsimile, and

may conduct a Board meeting through electronic/telephonic means, if in the judgment of the President the urgency of the case requires such action.

- iv. The presence of a two-thirds (2/3) majority of the Directors of the Board at the time of any meeting constitutes a quorum for the transaction of business, and the act of a simple majority of Directors on the Board constitutes an act of the Board. In the event of a tie, the President shall have the casting vote

#### Section 17:

##### Regional Administration Meetings

Meetings of the Regional Administration shall be held at least once every month. The Secretary of the region shall prepare an agenda after consultation with the Chairman and provide notice of the meeting, in writing, to all members of the Board at least ten (10) days prior to the scheduled date of the meeting.

- i. In the event it is not practical or possible to give the required ten (10) days written notice, the Executive Secretary shall utilize all media to provide notice of the meeting to the members of the Board including electronic or telephonic means.
- ii. The Regional Administration shall have the power to transact its business by regular mail, electronic mail, telephone, or facsimile, and may conduct a Board meeting through electronic/telephonic means, if in the judgment of the Chairman the urgency of the case requires such action.
- iii. The presence of a two-thirds (2/3) majority of the members of the Regional Administration at the time of any meeting constitutes a quorum for the transaction of business, and the act of a simple majority of members of the Administration constitutes an act of the Region. In the event of a tie, the Chairman shall have the casting vote.

#### Section 18:

##### Regional General Meetings

- i. Meetings of the clubs within each region shall be held at least once every year.
- ii. The date and time of said meetings shall be set by the respective regions and published at least 30 days prior to the date of the meetings.
- iii. The date and time of said meetings shall not conflict with any meeting or event of USACA.
- iv. The purpose of the meeting is to receive the report of the regional officers and to address the matters germane to the operation of that region.
- v. Only the legitimate delegate from each club shall, vote, put forward motions or address the floor at said meetings.

- vi. Clubs shall submit the name of their delegate to the Regional Secretary, at least seven (7) days prior to the meeting.
- vii. Each club shall be entitled to one vote at that meeting.

## **ARTICLE XXI: ELECTIONS**

### **Section 1: Board of Directors**

- i. Elections of the President, 1st Vice President, 2nd Vice president, Secretary and Treasurer of USACA shall take place at a General Meeting or Special Meeting.
- ii. Elections shall be held no later than November 30 of each electoral year, consistent with the electoral cycle, except that in the year 2007, elections shall be held thirty (30) days after the ratification of this constitution.
- iii. Votes shall be cast by the delegates from each Region. Each delegate shall have one (1) vote.
- iv. Voting will be done by secret ballot.

### **Section 2: Eligibility**

Any individual who is eighteen years of age or older and who is a legal permanent residents of the United States of America and who has the power under the law to contract, may be nominated for election to the Board.

### **Section 3: Nomination of Board Members**

Nomination for election as a member of the Board shall occur in accordance with the following:

- i. All nominations must be in writing and shall state the legal name and contact information of the person being nominated and must be sent to the Executive Secretary no later than 30 days prior to the elections.
- ii. The Executive Secretary must immediately notify the individual of his nomination.
- iii. Within 5 days of notification, the nominee must accept the nomination in writing and shall provide all relevant information to complete a background check, to the entity selected by the Board to conduct the background checks.
- iv. All valid nominations must be circulated to the legitimate members at least 21 days prior to the elections.

### **Section 4: The candidate who emerges with the majority of votes shall serve in the respective capacity for a period of three (3) years.**

### **Section 5: If the president of a league is elected or appointed to the Board, he/she shall thereby vacate his/her position as league president.**



Section 6: Regional Administration

All Regional Administrations must be seated no later than October 30 of the election year.

**ARTICLE XXII: VOTING**

Section 1: Eligibility

Any league in good standing, otherwise eligible to vote, is entitled to vote at any meeting of USACA.

Section 2: There shall be an independent auditor, appointed by the Board, who shall ensure that all voting/elections are conducted in a fair and impartial manner. Said auditor shall be a Certified Professional Accountant (CPA).

The independent auditor shall:

- i. Determine the number of legitimate members and shall issue the ballots to the members consistent therewith.
- ii. Determine at a general meeting the existence of a quorum, the validity and effect of proxies.
- iii. Receive votes, ballots or consents.
- iv. Hear and determine all challenges, and questions arising in connection with the right to vote.
- v. Count and tabulate all votes, ballots or consents.
- vi. Determine and record the results, and do such acts as are proper to conduct the election or vote with fairness to all members.

Section 3: Upon request of the person presiding at the meeting or any members entitled to vote thereat or any other legitimate member, the independent auditor shall make a report in writing of any challenge, questions or matters determined by him/her and execute a certificate of any facts found by him/her. Any report or certificate made by the auditor shall be prima facie evidence of the facts stated and of the votes.

Section 4: Voting at General Meetings

- i. A delegate is authorized to cast the vote for the member/league which he/she represents.
- ii. Each league shall be entitled to one (1) vote.

Section 5: Limitations on the right to vote

- i. Provisional members and honorary members are not entitled to vote at meetings.
- ii. The representatives of members who are not in good standing will not be entitled to vote at meetings, nor will they be entitled to the other rights and privileges of membership until the Board is satisfied that the member has met the definition of good standing as set forth in Article VII of this Constitution.

Section 6: Proxy voting

A voting member may vote by proxy at an Annual General Meeting or Special General Meeting if:

- i. The proxy is received by the Secretary prior to the start of the meeting.
- ii. The proxy clearly states the date and the specific meeting.
- iii. The proxy clearly states to whom the proxy is given.
- iv. A proxy must be given to a delegate of the same Region in order to be valid.
- v. All delegates shall be members of leagues which are in good standing.
- vi. The person to whom the proxy is given is entitled to vote.
- vii. The independent auditors shall have the right to determine the validity of all proxies and may allow other methods of voting in exceptional circumstances.

Section 7: Voting by mail

- i. Ballots shall be mailed from the independent auditing organization charged with conducting, monitoring and counting of all ballots directly to the voting member along with a self addressed return envelope.
- ii. In order to be valid, ballots must be returned in the self addressed stamped envelope to the address and by the date prescribed by the independent auditor.
- iii. Any ballots received after the date prescribed by the auditor shall not be counted.

Section 8: Voting at Regional Administration

Each member of the Regional Administration is entitled to (1) one vote.

Section 9: Voting at Board Meetings

Each member of the Board is entitled to (1) one vote except that the President shall have only a casting vote.

**ARTICLE XXIII: FINANCIAL MATTERS**

Section 1: Fiscal Year

The fiscal year of the Association shall commence on January 1 and end on December 31 each year.

Section 2: Dues

Membership dues are assessed by the Association and become due and payable on or before May 31, each year.

Section 3: Budget

The annual budget of the Association shall be prepared by the Treasurer and approved by the Board.

Section 4: Audit

Each year the Association shall submit its financial records and accounts for audit by an independent Certified Public Accounting company. The result of the audit shall be provided upon the request of any member of the Association.

**ARTICLE XXIV: EFFECTIVE DATE**

Section 1: The Constitution or amendments thereto shall be effective when adopted by a two-thirds (2/3) majority of legitimate voting members.

**ARTICLE XXV: AMENDMENTS OF CONSTITUTION**

Section 1: The Constitution may be amended, repealed, or altered, in whole or in part, and a new Constitution may be adopted, at any General Meeting of USACA, provided that:

- i. The proposed amendment to the Constitution was submitted in writing to the Executive Secretary and to all Regional Administrations, at least thirty (30) days prior to any General Meeting of USACA, and must include a brief explanation regarding the nature of the proposed amendment(s).

Section 2: Any amendment to the Constitution must be ratified by at least two-thirds of the voting delegates present in person or by proxy, at an annual or special meeting duly called for the purpose of repealing or amending the Constitution.

**ARTICLE XXVI: SAVING CLAUSE**

Failure of literal or complete compliance with provisions of these bylaws with respect to 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 members at meetings held do not cause substantial injury to the rights of members shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

**ARTICLE XXVII: ARBITRATION**

The Association shall submit the following to binding arbitration conducted under the auspices of the American Arbitration Association in accordance with its commercial rules in effect:

- i. Any controversy involving its recognition as a national governing body for the sport of cricket as provided in the Amateur Sports Act.

## **ARTICLE XXVIII: LITIGATION**

- Section 1: No member, official, league, club, team, player, coach, administrator or umpire may invoke the aid of the courts in the United States or of a State without first exhausting all available remedies listed in this Constitution.
- Section 2: For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Association for all expenses incurred by the Association and its directors and officers in defending each court action, including but not limited to the following:
- i. Court costs.
  - ii. Attorney's fees.
  - iii. Reasonable compensation for time spent by Association officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances.
  - iv. Travel expenses.
  - v. Expenses for holding special General Meetings necessitated by the court.

## **ARTICLE XXIX: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- Section 1: In the event of dissolution of the Association whether voluntary or involuntary or by operation of law and after payment of legitimate debts and liabilities, the remaining property or assets shall not be made available to any private individual or organization except to satisfy the requirements of Section 501 [c] [3] of the United States Internal Revenue Code.

## **ARTICLE XXX: LAWS OF CRICKET**

- Section 1: The Laws of Cricket established by the Marylebone Cricket Club (MCC) and Playing Conditions established by International Cricket Council (ICC) and modified from time-to-time shall apply in all matches played under the auspices of USACA.

## **ARTICLE XXXI: CODE OF ETHICS**

- Section 1: USACA shall adopt a Code of Ethics for members of the Board, officers, committees, task forces, members, employees and others who are associated with USACA. The Code of Ethics shall be approved by the Board. *See Appendix B.*

Appendix A  
Regional Divisions

REGIONS

GEOGRAPHIC AREAS

Atlantic	Delaware, New Jersey, Washington D.C., Pennsylvania, West Virginia, Virginia & Maryland.
Central East	Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Ohio, Wisconsin, Kentucky, Tennessee, Alabama
Central West	Nebraska, Kansas, North Dakota, Oklahoma, South Dakota, Texas, Montana, Colorado, Wyoming, New Mexico, Louisiana, Mississippi, Arkansas
New York	New York State [New York City, Westchester, Rockland, Putnam, Suffolk & Nassau Counties]
North East	Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
South East	Florida, Georgia, North Carolina, South Carolina, Puerto Rico
West Coast	Alaska, Oregon, Washington, Idaho, California, Nevada, Arizona, Hawaii, Utah.

## Appendix B Code of Ethics

The United States of America Cricket Association (hereinafter “USACA”) executive members and other committee members are governed by such regulatory documents as the Constitution and By-Laws. In addition, this duty carries with it an obligation to perform with fairness, equality, transparency and objectivity through an overriding sense of integrity.

USACA recognizes that the Executive and Regional Administration members and other committee members are elected or appointed to their positions because the members of USACA have enough confidence in them to perform their jobs within the ambit of the goals and objectives of USACA. However, the responsibility of accepting positions must have some guidelines. It is to this end that all directors, officers and committee members adhere to the Code of Ethics outlined below.

The following principles set out the ethical standards with which USACA’s leadership shall abide. All committee members and officials shall at all times:

1. Implement the Association’s Constitution, By-Laws, Regulations and policies so that the highest possible standards of honesty, fairness, and equality are achieved and maintained.
2. Cooperate with the Association’s organizers, officials and other administrators in carrying out the Association’s duty with utmost efficiency.
3. Know and understand the Constitution, By-Laws, and other policies governing USACA.
4. Make financial and other decisions that are in the best interest of USACA.
5. Report any unethical practice of another member to USACA.
6. Not discriminate against clubs or any individual member thereof on the basis of race, color, ethnicity, gender, national origin, religious belief or otherwise.
7. Never use the assets, information or resources of USACA for personal benefits or for the benefit of their respective leagues or clubs.
8. Ensure that all transactions are handled honestly and recorded accurately.
9. Recognize and fully respect the rights of the member clubs to make their own decisions.
10. Take a proactive stance in attempting to rectify any situations where the Constitution, By-Laws, Code of Ethics has been violated.
11. Refrain from knowingly using or being a party to improper practices that are detrimental to the Association and which violates USACA’s policies.
12. Refrain from intentionally spreading false or misleading information, whether written, spoken or implied.

13. Provide openness, transparency and full disclosure to all members on matters pertaining to USACA.
14. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation USACA and act accordingly.

Any Director, Officer, Committee member who is found to have contravened the Code of Ethics may be subject to disciplinary measures as set forth in the Constitution.

*This Code of Ethics in no way supersedes the Constitution but serves to augment it.*

## **Appendix C**

### Terms and Definitions

#### **Club**

A cricket club is an organization that is incorporated or unincorporated and which has an active membership roster of at least fifteen (15) members who regularly play in an organized cricket league.

#### **League**

An incorporated or unincorporated confederation of at least eight (8) cricket clubs as defined above and operating under a governing constitution and playing cricket games pursuant to a published schedule and consistent with the status of a league accord under this constitution. A confederation is also deemed to be an Association.

#### **Association**

A union of at least eight (8) cricket clubs operating under a governing constitution and playing cricket games pursuant to a published schedule. An Association is also deemed to be a League.

#### **Region**

A minimum of three (3) leagues, grouped by geographic location and operating under a single administration. To be considered as and to maintain the status of a region, a region shall organized and maintain active under thirteen (13), under fifteen (15) and under nineteen (19) cricket programs by January 2010.

#### **Regional Administration**

The administrative body of a Region and shall consist of a Chairman, Secretary, Treasurer, a Representative to the Board of Directors, at least one (1) Youth Cricket Coordinator and at least one (1) Women's Cricket Coordinator.

#### **Board of Directors**

Directors established under Article X of this Constitution and which consist of a President, two Vice Presidents, Secretary, Treasurer and a Representative from each region which oversees the management of USACA and its affairs.

#### **Sitting Director**

Directors holding office at the present time.

#### **Background check**

The process of looking up official records about a person and shall include the following: criminal history and verification of academic credentials. Any background check which reveals fraud, theft, embezzlement, sexual offenses or habitual drunkenness, shall automatically preclude the nominee from holding office on the Board.

#### **Roberts Rules**

Standard rules and procedures for presiding over a meeting.

#### **Amateur Sports Act**

The Ted Stevens Olympic and Amateur Sports Act, 36 USC Chapter 2205.