

Judicial Committee Charter

The USA Softball Judicial Committee (the “Committee”), a designated standing committee reporting to the Board of Directors of USA Softball (the “Board” or “Board of Directors”), is established by USA Softball’s Bylaws.

01. **Composition.** The President shall appoint the members of the Judicial Committee and its chair. No director of the Board shall be appointed to the Judicial Committee. Athlete representatives shall be elected by the USA Softball Athletes’ Advisory Council (“AAC”).
02. **Meetings and Minutes.** Ordinarily, all committee meetings shall be open to USAS members. In the event the committee chair, with the consent of a majority of the committee members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee to non-members, with the consent of a majority of the members of the committee in attendance. The Committee shall take the minutes of its meetings and make them promptly available for review by the USAS’ Board.
03. **Action Without Meeting.** The Committee may take action without a meeting if written notice as described in this section (the “Notice”) is given to each Committee member, and each member by the time stated in the Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Notice shall state the action to be taken, the time by which a Committee member must respond, and that failure to respond by the time stated in the Notice will be treated as an abstention. If, at the end of the time stated in the Notice, a majority of the Committee members have voted for the proposed action, then the action is approved and constitutes action of the Committee. All communications under this section may be transmitted or received by the Committee by email or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the Committee.
04. **Terms and Term Limits.** The term for all designated standing committee members shall be two (2) years. A committee member shall remain on the committee until the committee member’s successor is appointed, or until the committee member’s earlier resignation, removal, incapacity, disability or death. On all other standing and working committees, the term limit shall be ten (10) consecutive years of service. Once a committee member becomes term limited, that member must take at least a one (1) year hiatus before being eligible for reappointment to that committee.
05. **Duties.**
 - a. *Committee Duties*
 - i. Generally, administer and oversee all administrative, disciplinary, non-compliance, non-performance and right to compete matters filed with USAS;
 - ii. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels, if necessary;
 - iii. Hear and render a decision, or appoint a sub-committee to hear and render a decision on all administrative, disciplinary, non-compliance, non-performance and right to compete matters; and
 - iv. Perform such other duties as assigned by the Board.
 - b. *Duties of the Chair*
 - i. Preside over all meetings of the Committee, whenever held;
 - ii. Organize meetings and prepare and distribute the agenda; and

- iii. Appoint members to hearing panels when necessary; and
- iv. Delegate responsibilities among Committee members.

06. **Disclosure of Charter.** This charter shall be made available on the USA Softball website.
07. **Effectiveness and Amendment.** To become effective, this Charter must be approved by the Board. Any amendment or other modification of this Charter shall be made by majority vote of the voting members of the Committee, subject to approval by the Board.
08. **Compensation.** Committee members shall not receive compensation for their services as committee members, although the reasonable expenses of committee members may be paid or reimbursed in accordance with USAS's policies.
09. **Conflict of Interest.** All members of the Committee will adhere to the USA Softball Conflict of Interest Policy and annually complete the disclosure form.
10. **Resignation, Removal and Vacancies.** A committee member's position on a committee may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the President, if appointed by the President, or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee members may be removed by the President if they fail to attend in person more than one half (1/2) of the regular committee meetings during any twelve-month period, unless they are able to demonstrate to the President, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee member shall be removed upon determination of the President, or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the President or of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the President or of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee shall be filled as set forth for the appointment of that committee member. A committee member appointed to fill a vacancy shall be appointed for the unexpired term of such committee member's predecessor in office.