



**BYLAWS
OF
STONEWALL SPORTS, INC.
("the Corporation")**

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("the Corporation")**

(Formed under the District of Columbia
Nonprofit Corporation Act)

ARTICLE I -- NAME AND ORGANIZATION

Section 1. The Corporation.

Stonewall Sports, Inc. ("**the Corporation**") is a nonprofit corporation, without capital stock or shares, formed in 2015 under the District of Columbia Nonprofit Corporation Act for charitable and educational purposes. The Corporation is comprised of individuals ("**Participants**") who engage in social, active, awareness-building, inclusive, educational athletic activities ("**Sports**") through cities referred to as "**Chapters**".

Section 2. Internal Structure.

- (a) The Corporation consists of a volunteer Board of Directors (the Board) and associated Committees that work to achieve its mission.
- (b) The Board of Directors is comprised of Officers and Directors as outlined in Article VI, Section 2(a)
- (c) The Board of Directors is comprised of individuals who represent diverse backgrounds across all chapters. The Board shall be comprised of at least 33% individuals from underrepresented minority backgrounds within the Stonewall Sports community.
- (d) The Board includes At-Large Directors selected in accordance with Article VI Section 2(a)(ii).
- (e) The Bylaws of the Corporation and the decisions made in accordance with the Bylaws of the Corporation will be the deciding regulations of the corporation.

Section 3. Chapters.

- (a) Chapters, for the intent of this document, will be defined as a group of Participants engaged in a specific location.
 - (i) There will be 2 classes of Chapters, Managed and Non-Managed:
 - A. Non-Managed Chapters are local organizations of participants operating as part of non-profit organizations, other than the Corporation, under their authority. Non-Managed Chapters will

annually certify their individual chapter's cooperation with the Corporation through a Memorandum of Understanding (MOU), which outlines shared expectations, responsibilities, and alignment to the Corporation's mission and standards.

B. Managed chapters are local organizations of participants operating as divisions of the Corporation, under its authority. These chapters fall under the direct supervision of the Corporation and are required to adhere to its policies, procedures, and directives. All operations, programming, and governance of Managed Chapters must align with the Corporation's operating standards and oversight.

- (b) Chapters are granted full Board representation, including voting rights, if the Chapter is meeting expectations of the National board and at the conclusion of one (1) year after the start of the first season of their first Sport begins. Those terms will begin at the conclusion of that one-year period and will either be delayed until or retroactively aligned with the July annual board meeting, depending on timing.
- (c) Each Chapter is responsible for enforcing the rules governing all the Corporation's activities in that Chapter's location, in a manner consistent with the Corporation's bylaws.
- (d) Chapters shall be responsible for establishing local governance to manage operations in their location in accordance with its designation as a Managed or Non-Managed Chapter.
- (e) If the Bylaws of a Managed Chapter or any action of a Managed Chapter conflict with the Bylaws or operational standards of the Corporation, the Bylaws of the Corporation and the corresponding actions of the Board shall supersede that of the managed chapter.

ARTICLE II - PURPOSES

Section 1. Charitable and Educational.

The Corporation is chartered as a nonprofit corporation for charitable and educational purposes, which include supporting and promoting acceptance of the LGBTQIA+ (Lesbian, Gay, Bisexual, Transgender, Questioning, Intersex, Asexual and Ally) community. The goals of the Corporation are to build safe spaces for LGBTQIA+ individuals, support local charities that have a positive impact on the community, and promote inclusivity within sports. The Corporation's programs include community engagement and social awareness activities with a spotlight on wellness and

amateur sports. As such, the Corporation is described in section 501(c)(3) of the U.S. Internal Revenue Code, and qualifies for tax-exempt status under Federal and District of Columbia law.

Section 2. Funds and Assets.

No part of the funds and assets of the Corporation shall inure to the personal benefit of or be distributed to its individual Participants, Directors, Officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and reimbursements to further its charitable and educational purposes. Upon dissolution of the Corporation, all remaining assets shall be transferred to organizations described in section 501(c)(3) and recognized as tax-exempt by the Internal Revenue Service.

Section 3. Nondiscrimination.

The Corporation is committed to maintaining an inclusive and equitable environment in which no person is discriminated against on the basis of race, religion, color, national origin, sex, age, marital status, disability, political affiliation, veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by law. We actively center and uplift the voices of historically underrepresented groups within Sexual Orientation and Gender Identity (SOGI) spaces, and beyond.

Stonewall Sports is a community of LGBTQIA+ players and leaders that celebrates the rich diversity of the communities we belong to. Through our mission to create inclusive, accessible, and highly engaged leagues, we give back to local community non-profits. At our core, we believe that when we band together, we are all able to move forward in a way that celebrates our intersectionality and builds stronger communities. To do this we need players and leaders that give their time, resources and hearts.

Section 4. Nonpartisan Activities.

The Corporation shall be nonpartisan and shall not engage in political activities. This includes, but is not limited to, participating or intervening in any political campaign on behalf of, or in opposition to, any candidate for public office, directly or indirectly.

ARTICLE III – LOCATION

The principal office of the Corporation shall be located in the metropolitan area of Washington, D.C.

ARTICLE IV – SEAL

The corporate seal of the Corporation shall carry the name "Stonewall Sports, Inc." The Secretary of the Corporation shall maintain custody of the seal.

The seal or the trademark "Stonewall Sports" may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced as required by law or as directed by the Board.

ARTICLE V—MEMBERSHIP

There shall be no voting members of the Corporation. All voting rights shall be vested with the Board.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition and Role of the Board.

- (a) Control and direction of the Corporation shall be vested in the Board, which shall be comprised of no fewer than three (3) Directors selected in accordance with these bylaws. The Board shall serve as the governing body for the Corporation.
- (b) The role of the Board shall include, but not limited to, the following:
 - (i) Determine the Corporation's vision, mission, core values and strategic plan;
 - (ii) Review and approve an annual budget (and any proposed changes) for the Corporation;
 - (iii) Review all actions and decisions of the Executive Committee to ensure that they are consistent with the Corporation's vision, mission, core values and strategic plan;
 - (iv) Ensure predictable, recurring financial resources, sufficient to execute the Corporation's mission;
 - (v) Select the President and the other Officers who comprise the Executive Committee (see Article VIII, Section 1);
 - (vi) Ensure legal and ethical integrity and maintain accountability;
 - (vii) Ensure effective organization planning;
 - (viii) Recruit and orient new Board members and assess Board performance;
 - (ix) Enhance the organization's public standing;
 - (x) Determine, monitor, and strengthen the organization's programs and services;

- (xi) Support the President and the Executive Committee and assess their performance; and
- (xii) Exercise such other powers, authorities and responsibilities as may be determined by the Board.

Section 2. Elections of Board Members.

- (a) The Board shall be comprised of:
 - (i) One (1) Director representing each Chapter, having met the standards set forth for board voting rights. Each chapter shall determine the method for selecting their representative within basic parameters approved by the Board with recommendations provided by the Nominating Committee. A Chapter's selection must be confirmed by a majority vote of the Board.
 - (ii) The Officers listed in Article VII of these bylaws, who shall be recommended and/or vetted by the appropriate Nominating Committee (See Article VIII Section 3 a2) and approved by a majority vote of the Board.
 - (iii) Any number of Directors representing the corporation at-large, who shall be recommended and/or vetted by the Nominating Committee and approved by a majority vote of the Board. At-Large Directors shall be held to the same standards and requirements of duty asked of any Director.
- (b) No Board Member can hold more than one (1) Officer or Director position at a time.

Section 3. Meetings

- (a) The annual meeting of the Corporation shall be held at least once each fiscal year, in July.
- (b) Regular meetings of the Board shall be held at least quarterly at a time and place designated by the President.
- (c) Notice of meetings must be given not less than fourteen (14) days in advance. Notice may be given by fax, e-mail or mail and shall state the date, time and purpose of the meeting, and shall state whether the meeting is an annual meeting, a regular meeting or a special meeting.
 - (i) Under emergency circumstances, meeting dates may be changed by the President with reasonable notice to Board Members.
 - (ii) Special meetings of the Board may be called at any time by the President or by any five (5) members of the Board. The business conducted at a special meeting shall be confined to the matters described in the notice.

- (iii) A Board Member's attendance at or participation in any meeting shall constitute waiver of notice of such meeting, unless the Member objects to the sufficiency of notice promptly upon their arrival at the meeting, and does not thereafter vote or assent to action taken at the meeting.
- (d) A majority of the Board Members shall constitute a quorum. Except as otherwise required by law or specifically provided within these Bylaws, the vote of a majority of the Board Members present and entitled to vote at any meeting at which a quorum is present shall be necessary for the transaction of business at the meeting.
- (e) Meetings of the Board may be held in person, virtually, or in a hybrid format, provided that all participants can hear and be heard simultaneously. Participation by video or telephone conference shall constitute presence in person for the purposes of quorum and voting.
- (f) Non-Board members may attend Board meetings only by invitation of the President or by a majority vote of the Board. Attendance at Executive Session is limited to Board members, unless the Board votes to include specific individuals for a defined purpose.
- (g) Minutes shall be taken to record the actions at each Board & Committee meetings. No later than the date of the next regularly scheduled board meeting, a draft of the previous meeting's minutes, and any committee meetings, shall be circulated to all Board Members, reviewed and approved by the Board.

Section 4. Procedure.

“Robert’s Rules of Order Newly Revised” shall be the procedural rules for all meetings.

Section 5. General Board Authority.

The Board may issue such other rules and regulations as may be desirable to supplement these Bylaws. However, any amendments to these Bylaws may only be made in accordance with Article XIII.

Section 6. Board Compensation.

Board members shall receive no compensation for their service on the Board and shall serve as volunteers. Board members may be reimbursed for ordinary and necessary expenses incurred in connection with their Board service, including the waiver of participation charges related to Corporation activities.

Section 7. Attendance.

If a Board Member misses three (3) regularly scheduled Board meetings in a calendar year without prior notice to the Secretary or President, then the President shall notify the Member of a lack of commitment in writing within 7 days of the last absence. This notice must be in writing

and may be sent by electronic correspondence. Should that same member fail to appear at a fourth (4th) Board meeting having had reasonable notification, then they shall be recommended for removal from Board service in accordance with Article X.

ARTICLE VII -- OFFICERS & DIRECTORS

Section 1. Corporation Officers.

The Board Members of the Corporation shall elect the Officers of the Corporation (“Officers”):

Section 2. Designation and Term of Officers.

- (a) The Officers of the Corporation shall include a President, a Vice-President, a Secretary, a Treasurer, a Communications Officer, a National Tournament Officer, a Chapter Liaison Officer, a Diversity, Equity and Inclusion (“DEI”) Officer, a Sports Officer, an Officer of Strategic Partnerships, and President Emeritus.
- (b) Any Director elected to an Officer position will immediately end their term as the Director representing their Chapter and serve the full term of the Officer position, not to exceed term limits defined in these bylaws.
- (c) The President, Treasurer, and National Tournament Officer:
 - (i) Shall each be elected for a term of three (3) years, not to include any partial term to which they may have been elected or filled by succession;
- (d) Officers other than the President, Treasurer, and National Tournament Officer shall be elected to serve a term of two (2) years.
 - (i) Officers may serve an immediate second term if confirmed by a majority vote of the board
 - i. Following a second term, Officers may be elected to subsequent terms as a result of an election for that position
- (e) The President Emeritus term shall be limited to 1 (one) term of 1 (one) year.
- (f) No officer may hold a primary leadership position in their Chapter's governance structure and also be a part of the Executive Committee (an Officer) for the Corporation during their term on the Board.
 - (i) If a newly-appointed Officer holds a primary leadership position at the time of their confirmation to the Board, they shall have six (6) months from the date of confirmation to resign from the primary leadership position in their Chapter.

- (ii) If a sitting Officer for the Corporation is appointed as a primary leadership position in their Chapter after their confirmation to the Board, they shall have six (6) months from the date of confirmation to resign as an Officer for the Corporation.

Section 3. Duties of the President.

- (a) The President shall represent the Corporation in an official capacity when appropriate.
- (b) The President shall be responsible for carrying out the policies and directives of the Board and for providing overall strategic direction.
- (c) The President shall preside at meetings of the Board and the Executive Committee and shall serve as the principal officer of the organization. The President shall be responsible for ensuring the implementation of Board decisions and the overall coordination of the organization's activities, subject to the direction and oversight of the Board. The President shall also perform any additional duties assigned by the Board or the Executive Committee.
- (d) The President shall be responsible for securing legal support for the Corporation, should the need arise, in consultation with the Executive Committee.
- (e) The President shall be responsible for fundraising oversight.

Section 4. Duties of the Vice President.

- (a) The Vice President shall perform the duties of the President in the absence or inability of the President to serve and shall perform such other duties as may be assigned by the President or the Board.
- (b) The Vice President shall chair the Strategic Coordination Committee and will be responsible for ensuring alignment between standing committees and executive committee work.
- (c) The Vice President shall coordinate resources for mediation and dispute resolution for Chapters.
- (d) The Vice President shall oversee risk management policies and procedures including but not limited to the Corporations Risk Management Plan, insurance coverage for chapter leagues and sports under the SSI financial model, and risk management and emergency action plans for SSI-sponsored events.
- (e) The Vice President shall initiate and coordinate the process of Board recruitment and selection.
- (f) The Vice President shall oversee the Board's staggered terms policy, with the Strategic Coordination Committee.

Section 5. Duties of the Secretary.

- (a) The Secretary shall be the recording and certifying officer of the Corporation.
- (b) The Secretary shall have custody of the Corporation seal and the other official records specified in Article XII.
- (c) The Secretary shall provide notice of Board meetings.
- (d) The Secretary shall keep the official minutes of Board meetings.
- (e) The Secretary shall maintain the Public Inspection File required by the Internal Revenue Service, and shall be responsible for responding to requests from third (3rd) parties for access thereto.
- (f) The Secretary shall manage internal communications to Board members and Chapter leadership and maintain the leadership contact list.
- (g) The Secretary shall be responsible for overseeing the maintenance of each Chapter's participant contact list.
- (h) The Secretary shall be responsible for the administrative duties required of maintaining the website and registration systems including assuring the current registration of the Corporation's domain name(s).

Section 6. Duties of the Treasurer.

- (a) The Treasurer shall be responsible for managing the Corporation's bank accounts, receipts and disbursements, and for keeping complete and accurate records thereof.
- (b) The Treasurer shall be responsible for preparing or supervising the preparing and filing of the IRS Form 990 information return each year and providing copies thereof to each Board Member.
- (c) The Treasurer shall be responsible for filing and paying the annual District of Columbia corporate license renewal fee and similar registrations required by government agencies.
- (d) The Treasurer will make disbursements to charitable organizations and for the payment of operating expenses upon direction of the Board.
- (e) The Treasurer shall be responsible for preparing an annual financial statement of the Corporation and shall issue other financial reports, such as spending and forecast reports, to Board Members as requested.
- (f) The Treasurer shall arrange for an annual financial review or audit of the

Corporation's financial books and records when required, and shall ensure that the report of such review or audit is timely presented to the Board.

- (g) The Treasurer shall be responsible for preparing an annual budget for the Corporation for review and approval by the Board.
- (h) The Treasurer shall review contracts and procurement processes for the Corporation.

Section 7. Duties of the Communications Officer.

- (a) The Communications Officer shall be responsible for managing the Stonewall Sports brand identity and developing communications and marketing content, including maintaining social media properties.
- (b) The Communications Officer shall seek earned media opportunities to promote the Corporation, its Participants and its special events.
- (c) The Communications Officer shall be available as a resource to assist Chapters in their performance of the communications functions, but shall not be responsible for their communications functions.
- (d) The Communications Officer shall develop an annual communications plan, with special focus on issues of inclusivity and diversity in sports and activities.

Section 8. Duties of the National Tournament Officer.

- (a) The National Tournament Officer shall be responsible for oversight and execution of the National Tournament.
- (b) The National Tournament shall be held annually in a chapter selected through a selection process overseen by the National Tournament Officer.
- (c) The National Tournament Officer shall be responsible for the budget of the National Tournament.
- (d) The National Tournament Officer will organize a team of leaders and volunteers to execute the tournament

Section 9. Duties of the Chapter Liaison Officer.

- (a) The Chapter Liaison Officer shall be responsible for directing recruitment and expansion of Chapters.
 - (i) The Chapter Liaison Officer shall be available as a resource to assist recruitment during Chapter expansion, but shall not be responsible for Chapter functions.
- (b) The Chapter Liaison Officer shall be responsible for developing and maintaining

protocols to expand new Chapters in other locales.

- (c) The Chapter Liaison Officer shall provide regular updates to the Board concerning expansion requests including bringing proposals to the board for a vote.
- (d) The Chapter Liaison Officer shall be available as a resource to assist the President in organizing and assisting the President with regularly scheduled chapter meetings.
- (e) The Chapter Liaison Officer shall be responsible for helping develop and maintain standardized resources, policies, and procedures for Chapters. These resources shall be maintained in a centralized repository to benefit Chapters.

Section 10. Duties of the Sports Officer.

- (a) The Sports Officer shall oversee the implementation of all sports and recreational activities offered by the Corporation.
- (b) The Sports Officer shall be the authority on publishing national rule books for each sport and shall serve as the arbiter of any disputes relating to the implementation of the rules.
- (c) The Sports Officer shall serve as the liaison between cities for all Chapters related inquiries with assistance from the Chapter Liaison Officer in expansion of new sports and activities leagues.
- (d) The Sports Officer shall serve on the annual National Tournament committee in an advisory capacity on all matters related to sports and recreational activities offered.

Section 11. Duties of the Diversity Equity and Inclusion Officer.

- (a) The DEI Officer shall foster an inclusive environment for all Leaders and Participants by proactively working to remove barriers of access and participation for individuals from underrepresented communities.
- (b) The DEI shall use Chapter and national tournament data to prepare an annual report on DEI within the Corporation and recommend ways to improve opportunities for Participants from underrepresented communities.
- (c) The DEI Officer shall chair the DEI Committee and will be responsible for sharing its recommendations to the Board.
- (d) The DEI Officer shall support educational and programming opportunities for Chapters throughout the year and during the national tournament.
- (e) The DEI Officer shall be available as a resource to assist Chapters during registration and recruitment, and in the creation of leadership diversity pipelines,

but shall not be responsible for their DEI functions.

Section 12. Duties of the Officer of Strategic Partnerships

- (a) The Officer of Strategic Partnerships shall build and maintain strong relationships with strategic partners at the national level that align with our mission and values and support local leaders in doing the same on the local level.
- (b) The Officer of Strategic Partnerships shall work with the National Tournament Officer on sponsorship related to the annual national tournament and other national events.
- (c) The Officer of Strategic Partnerships shall hold membership in partner organizations as available and appropriate.
- (d) The Officer of Strategic Partnerships shall lead any SSI initiatives associated with national partnerships for managed chapters.

Section 13. Duties of the President Emeritus

- (a) The President Emeritus provides guidance to the Executive President to assure continuity of Executive Board activities and program development in matters of the association.
- (b) The President Emeritus provides counsel to the Executive Committee in prioritizing association needs to reflect the mission, goals and objectives of the organization.
- (c) The President Emeritus is a non-voting member that is not elected but appointed by a simple majority vote of the board.
- (d) Only the immediate, past President shall be eligible to serve as President Emeritus.

Section 14. Vacancies.

- (a) In the event of a vacancy in the office of President, the Vice-President shall succeed to the office for the balance of the unexpired term.
- (b) In the event of a vacancy in any other office, the executive committee may appoint a Director to serve as interim with board approval and the Vice President shall initiate the process to elect a new Officer to begin a term as defined by the board.

Section 15. Designation and Terms of Directors.

- (a) A Director's three-year (3) term shall begin and expire with the start and end of the Corporation's July Annual Meeting, respectively.
 - (i) In the event that a vacancy occurs on the Board at any time the Chapter whose seat is vacant may elect a Director to fill the remainder of the term,

or it may allow the position to remain vacant until the next regular election.

- (b) Directors shall serve for terms of office which are staggered as administered by the Strategic Coordination Committee, so that all terms will not expire at the same time.
- (c) Thereafter, unless they are selected by a Chapter to fill a former Director's unexpired term, each Director selected by a Chapter will be selected for a three-year (3) term.
- (d) Directors may serve subsequent terms if confirmed by a majority vote of the board, following review and recommendation by the Nominating Committee.

Section 16. Duties of Directors.

- (a) Directors are required to serve on at least one (1) Standing Committee and may not serve on more than two (2) Board Committees annually. Exceptions to this limit may be granted with approval by a majority vote of the full Board, based on the needs of the organization or demonstrated capacity of the Director.

ARTICLE VIII – BOARD COMMITTEES

Section 1. The Executive Committee.

- (a) The Board shall have an Executive Committee composed of the Officers listed in Article VII excluding the President Emeritus. The President may invite other Participants and consultants to participate in Executive Committee meetings, though they shall have no vote.
- (b) The Executive Committee shall meet from time to time as called by the President and shall have the authority to act on all operational matters and all time-sensitive policy matters between Board meetings. Minutes of Executive Committee meetings must be provided to all Directors at or before the next regular Board meeting.
- (c) All actions taken by the Executive Committee shall be reviewed by the Board at its next regular meeting, and once they are reviewed, shall be presumed ratified by the Board unless it resolves otherwise.
- (d) Notwithstanding anything herein to the contrary, the Executive Committee shall have no authority to amend the Bylaws, elect or terminate Directors, purchase or sell property, or dissolve the organization.

Section 2. Strategic Coordination Committee

- (a) The Strategic Coordination Committee shall be composed of the chairs of the organization's standing committees and shall be chaired by the Vice President.

The purpose of the Strategic Coordination Committee is to ensure alignment, coordination, and strategic focus across the work of all standing committees. This committee will meet at least quarterly to review ongoing committee work, address cross-functional issues, and make recommendations to the Board as needed. The Strategic Coordination Committee does not have independent decision-making authority unless specifically delegated by the Board.

Section 3. Standing Committees

(a) Nominating Committee

- (i) The Nominating Committee is responsible for identifying, interviewing, and recommending candidates for initial Board service, as well as reviewing and making recommendations on the reappointment of current Board members. The composition of the Committee shall include:

- (1) At least three representative directors appointed by the national Board.

(b) Ethics Committee

- (i) The Ethics Committee is responsible for reviewing and investigating formal complaints or concerns related to the conduct, operations, or policy compliance of chapters. This includes impartial review of chapter whistleblower reports and other matters that may impact the ethical standards or accountability of the organization. The committee makes recommendations to the Board based on its findings. The composition of the Committee shall include:

- (1) At least three representative directors appointed by the national Board.

(c) Governance and Personnel Committee

- (i) The Governance and Personnel Committee is responsible for reviewing and recommending updates to organizational policies and governing documents, including bylaws. The committee also provides oversight and guidance related to contractor relationships, staffing structure, and potential future personnel needs to support the organization's growth and operational effectiveness. The composition of the Committee shall include:

- (1) At least three representative directors appointed by the national Board.

(d) Diversity, Equity and Inclusion Committee

- (i) The Diversity, Equity and Inclusion Committee shall be convened by the

DEI Officer and is responsible for ongoing review and recommendations to promote and implement DEI initiatives of the Board. The composition of the Committee shall include:

- (2) The DEI Officer and at least two directors appointed by the national Board; and
 - (3) The committee shall include representation from each Chapter when reasonably possible. Lack of representation from a Chapter shall not prevent the committee from conducting its business.
- (e) The President shall assign Directors to each standing committee annually, taking into account Director feedback, preferences, and tenure. The finalized committee rosters must be approved by a vote of the full Board. Each committee shall elect its own chair from among its assigned Directors, except for the Diversity, Equity, and Inclusion (DEI) Committee, which shall be chaired by the DEI Officer. Officers may serve on standing committees in an advisory capacity only and shall not have voting power or be eligible to serve as committee chair, with the sole exception of the DEI Officer's role as chair of the DEI Committee. Each standing committee shall meet at least once per quarter.
- (f) Any change in a Board member's role, such as election to a new office, resignation, removal from office, or departure from the Board, shall result in the immediate termination of that member's committee appointments. The Board may reappoint the individual to the same or a different committee at the next regular Board meeting.

Section 4. Other Committees

- (a) In addition to the Executive, Strategic Coordination , and Standing Committees, the Board may establish additional committees as needed to support the mission and operations of the organization. These may be operating or ad hoc committees, each with a clearly defined purpose, scope, and duration. Officers may propose the formation of such committees and appoint their members, subject to Board approval. The Board may also delegate authority to an officer to oversee a committee's work within their area of responsibility.

Examples of such committees may include, but are not limited to:

- A **Sports Committee**, to support the planning, development, and oversight of programming;
 - A **National Tournament Selection Committee**, to oversee the process for selecting host sites;
 - A **Finance Committee**, to advise on financial oversight and planning;
 - A **Chapter Expansion Committee**, to support the identification and onboarding of new chapters.
- (b) Each committee shall have a designated chair appointed by the officer proposing the committee, subject to Board approval. Committee membership may include

Directors and non-Board members. These committees may meet as needed and shall report their work to the Board or the relevant officer.

- (i) Committees that include non-Board members may conduct business and offer recommendations; however, any recommendation intended for formal Board consideration must be presented by a Director and seconded before action may be taken. Only committees composed entirely of Board Members may submit proposals for direct Board consideration without requiring a second.

Section 5 Meetings

Meetings of committees shall be held upon reasonable notice at such time and place as shall be fixed by the President or the chair of the committee or by vote of a majority of all the members of the committee.

Section 6 Quorum and Manner of Acting.

A majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of the members of the committee present shall be an act of the committee.

ARTICLE IX – USE OF EMAIL

Section 1. Notices.

Notices required to be sent to any person shall be sent to the person's last known email address. Such mailing shall be deemed conclusive evidence of the proper service of such notice.

Section 2. Other Writings.

Whenever these Bylaws or any other document require a written communication as evidence of an action or a disclosure, an email sent to the recipient's last known email address shall be deemed conclusive evidence of proper communication.

ARTICLE X – REMOVAL FROM OFFICE

Section 1. Reasons for Removal.

Any Board Member may be removed from office for cause, which shall include but is not limited to:

- (a) A violation of the Corporation Code of Ethics;

- (b) A refusal or failure to carry out one or more of the directives of the Board after attention has been called to such failure by resolution of the Board or written notice by the President;
- (c) A failure to perform the duties or discharge the responsibilities of a Director or an Officer, including expectations concerning attendance (see Article VI, Section 7);
or
- (d) Acting in a manner to discredit the Corporation.

Section 2. Procedure for Removal

In the event allegations arise that would constitute cause for removal of a Board Member under Section 1 are made against a Board Member, the Board shall proceed as follows:

- (a) The President shall appoint an investigative committee of no fewer than three (3) Directors to gather and review the evidence. The investigative committee shall make a written report and recommendation to the Board.
- (b) The investigative committee's report shall be furnished to the accused Board Member who shall have not longer than fourteen (14) days to respond to the report in writing.
- (c) The Board shall then consider all credible evidence contained in the investigative committee's report as well as the written response of the Board Member charged.
- (d) In order to vote for removal, a Board Member must be convinced by a preponderance of the evidence presented that the allegations are true.
- (e) A two-thirds (2/3) vote of the entire Board, sitting in executive session at a regular or special meeting, shall be required for removal. Removal proceedings shall be expedited.
- (f) The regular or special meeting must be held within four (4) weeks time of the receipt of the written report from the investigative committee.

Section 3. Procedure for Removal of the President

In the event allegations are made against the President, which if true, would constitute cause for removal of the President under Section 1, the Board shall proceed as follows:

- (a) The Secretary shall appoint an investigative committee comprised of three (3) members of the board to gather and review the evidence. The committee shall make a written report and recommendation to the Board no greater than 45 days from its appointment.
- (b) The investigative report shall be furnished to the President who shall have not longer than fourteen (14) days to respond to the report in writing.

- (c) The Board shall then consider all credible evidence contained in the investigative committee report as well as the written response of the President.
- (d) In order to vote for removal, a Board member must be convinced by a preponderance of the evidence presented that the allegations are true.
- (e) A two-thirds (2/3) vote of the Board, sitting in executive session at a regular or special meeting, shall be required for removal. Removal proceedings shall be expedited.
- (f) The regular or special meeting must be held within four (4) weeks time of the receipt of the written report from the investigative committee.

Section 4. Other Removals and Terminations.

The Board may establish rules and procedures from time to time to be followed by the Executive Committee for the removal of individual Participants.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification.

Unless prohibited by law, the Corporation shall indemnify any Director or Officer, any former Director or Officer, any person who served at its request as a Director, Officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, and may, by resolution of the Board, indemnify any Participant or employee to the fullest extent allowed under the Act as may be amended.

Section 2. Reimbursement and Advancement of Expenses.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements; and judgments, fines, and penalties against and amounts paid in settlement by, such Director, Officer, Participant or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, Participant or employee; provided, however, that such Director, Officer, Participant or employee shall provide a written affirmation stating that the individual:

- (a) Acted in good faith;
- (b) Reasonably believed that their official conduct was in the best interest of the Corporation or in all other cases, that the conduct was at least not opposed to the best interests of the Corporation; and
- (c) In matters involving criminal proceedings, has no reasonable cause to believe

their conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, be determinative that the person did not meet the relevant standard of conduct. Such individual shall also provide a written undertaking, in the form of an unlimited general obligation, to repay such amount if the individual is ultimately found not to be entitled to indemnification, or where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which the individual is entitled.

Section 3. Insurance.

The Board may authorize the purchase of insurance on behalf of any Director, Officer, Participant, employee, or other agent against any liability asserted against or incurred by them which arises out of such person's status as a Director, Officer, employee, or other agent against any liability asserted against or incurred by them which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law, and such insurance may cover Corporation itself with respect to the foregoing.

Section 4. Non-Exclusive Rights.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, Officer, Participant or employee may be entitled under any statute, agreement vote of the Board, or otherwise and shall not restrict the power of Corporation to make any indemnification permitted by law.

Section 5. Severability.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XII - GENERAL

Section 1. Books and Records.

- (a) The Treasurer shall be responsible for maintaining:
 - (i) Correct and complete books and records of the Corporation's financial accounts;
 - (ii) An annual budget to be prepared prior to the beginning of each fiscal year for approval by the Board
 - (iii) A copy of Corporation's application for recognition of exemption with the Internal Revenue Service and the District of Columbia Office of Finance

and Revenue; and

(iv) Copies of the past three (3) years information returns (Form 990) and Form 990-T's filed with the Internal Revenue Service.

(b) The Secretary shall be responsible for maintaining:

(i) Minutes of the proceedings of the Board, and the Executive Committee;

(ii) A current list of the Directors and officers of the Corporation, their residence addresses and their email addresses;

(iii) A copy of these Bylaws;

Section 2. Fiscal Year.

The fiscal year of the Corporation shall commence on January 1st in each calendar year and end on December 31st.

ARTICLE XIII – AMENDMENTS

Proposed Amendments to these Bylaws shall be submitted digitally in writing to the Secretary, who must disperse said Amendments to the Board no fewer than fourteen (14) days before the meeting at which the proposed Amendments will be discussed. A two-thirds (2/3) vote shall be required to amend the Bylaws. Voting shall be conducted in a manner consistent with Article VI, Section 3.