

Stonewall Sports, Inc.

Stonewall Kickball of Washington D.C.

Bylaws

Article I. Name of Organization

The name of the organization is Stonewall Kickball of Washington D.C. (also referred to as “SKDC” or the “League”), a chapter of Stonewall Sports, Inc.

Article II. Purpose

Section 1. Sports & Community

The purpose of the League is to provide an inclusive, low-cost opportunity for members and allies of the LGBTQIA+ community to engage in group sports activities while supporting the local community.

Section 2. Nondiscrimination

The League shall not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 3. Nonpartisan Activities

No part of the activities of the League shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the League operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the League shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE III. OFFICERS

Section 1. Commissioner

The Commissioner will be in charge of advancing the League's mission and setting the vision, direction, and goals of the League with input from the Executive Board, Captains, and committees. The Commissioner will manage all subordinate Officers and delegate authority as needed to carry out the business of the League. The Commissioner will liaise with the Stonewall Sports, Inc. Board, as needed, regarding SSI-led initiatives, policies, and other required compliance. The Commissioner will be the primary Officer to execute permits, contracts, and other binding agreements/promissory notes, with the sole discretion to delegate such authorities to other Officers as needed. The Commissioner will be the final authority on all League business and matters.

Section 2. Head Umpire

The Head Umpire will be the top authority for the interpretation of all kickball rules for the League. The Head Umpire shall update rules as needed with the advice and consent of the Commissioner. The Head Umpire is responsible for identifying, recruiting, training, and scheduling umpires for all games. The Head Umpire will determine safety conditions for all fields, ensuring that fields are properly set up and that inclement weather protocols are in place.

Section 3. Director of Finance & Administration

The Director of Finance & Administration will be responsible for the League's financial transactions and general record keeping. The Director of Finance & Administration will serve as an advisor on League financial management and will prepare budgets in collaboration with all Officers for approval by the Commissioner. The Director of Finance & Administration will monitor financial accounts and ensure that all transactions are properly recorded. The Director of Finance & Administration will secure venues for all meetings, ensure a quorum is present, and ensure that minutes are recorded.

Section 4. Director of Communications & Marketing

The Director of Communications & Marketing will be responsible for designing and implementing a communications and marketing strategy that reflects the brand and promotes the mission of the League. The Director of Communications & Marketing will be responsible for all channels, including the website, social media, and email. The Director of Communications & Marketing will generate, edit, and publish engaging content via multiple channels. The Director of Communications & Marketing will develop marketing collateral and design graphics for use in multiple channels. The Director of Communications & Marketing will hire and recruit contractors (photographers, videographers, etc.) for events as needed.

Section 5. Director of Diversity, Equity, & Inclusion

The Director of Diversity, Equity, & Inclusion will be responsible for developing and integrating diversity, equity, and inclusion (DEI) goals and strategies into all planning processes and general programming. The Director of Diversity, Equity, & Inclusion will identify opportunities to improve DEI within the League and proactively work to remove barriers of access and participation for underrepresented communities. The Director of Diversity, Equity, & Inclusion will oversee any DEI-related educational programming and engage members on DEI issues.

Section 6. Director of Events & Sponsorship

The Director of Events & Sponsorship will be responsible for planning and coordinating League-wide events, as well as soliciting League sponsors. The Director of Events & Sponsorship will execute logistics of all events and troubleshoot emerging problems on event days. The Director of Events & Sponsorship will hire contractors (DJs, entertainers, caterers, etc.) for League events. The Director of Events & Sponsorship will be the main point of contact for all sponsors, ensuring that sponsors are regularly engaged, supported, and promoted.

Section 7. Director of Operations

The Director of Operations will be responsible for member registration, apparel orders, and game and playoff schedules. The Director of Operations will assist the Commissioner in identifying and securing appropriate venues for all sporting events. The Director of Operations will collect, record, and publish official League results, rankings, and statistics.

Section 8. Director of Philanthropy & Community Outreach

The Director of Philanthropy & Community Outreach will be responsible for the public image and reputation of the League. The Director of Philanthropy & Community Outreach will manage League philanthropic efforts and promote opportunities for members to engage in community-building events. The Director of Philanthropy & Community Outreach will liaise with local organizations, elected officials, and/or coalitions to better understand community needs, to inform members of issues that intersect with the League's mission and goals, and to encourage members to take action.

Section 9. Conference Lead

The Conference Lead will be responsible for managing the affairs of their assigned conference. The Conference Lead will provide guidance and support to Captains, ensure that new members are welcomed into the League, and represent the interests of their conference within the Executive Board.

Section 10. Officer Qualifications

- A. General: Candidates for Officer positions should have the following qualifications for their roles:
 - a. Be a Registered Player
 - b. Be able to devote adequate time to listed responsibilities
 - c. Possess practical experience for the role applied
- B. Conference Leads: Candidates for Conference Lead should generally be registered with a team from the Conference they intend to represent. If insufficient qualified applicants exist for a specific Conference, Registered Players from other Conferences may be considered. If there is no elected Conference Lead for a specific Conference, the Commissioner will appoint a Registered Player to oversee said Conference until such time as a qualified replacement may be elected, in accordance with Article VI, Section 1.

Section 11. Term of Office

- A. Term Commencement: Terms shall begin following the final scheduled Captains Meeting of a regular Spring or Fall season.
- B. Term Duration: Each Officer shall serve a two-year (four regular season) term. Terms will always expire following the final scheduled Captains Meeting of a regular Spring or Fall season, regardless if a term commenced in the middle of a season.
- C. Term Renewal: Officers who wish to continue their service in their current role must reapply at the end of their term. Terms will not automatically renew, nor will they be renewed by a vote of the Advisory Committee, without going through the application process as described by Article VI Section 1. If a sitting Officer applies to renew and if there are no additional qualified applicants, the Captains will vote to either renew the Officer's term or to instruct the Commissioner to appoint a temporary replacement until such time as there are additional qualified applicants and another election can be carried out.
- D. Term Limit: No Officer may serve in the same position for more than two consecutive terms.
- E. Term Interruptions: If a term is interrupted due to season cancellations, Officers may exercise the option to extend their term by the number of seasons delayed due to cancellation. Seasons canceled after at least half of the season has been played shall not cause a term to be extended.
- F. Upon adoption of these bylaws, the current Officers will continue in their roles without interruption to their term, with the current Technical Director continuing into the role of Director or Operations.

Section 12. Compensation

Officers shall not receive any direct compensation for their services. Officers shall have their Dues waived for the duration of their term.

Article IV. Committees

Section 1. Executive Board

- A. Composition: All of the elected Officers serve as the members of the Executive Board (the “Board”) and include the Commissioner; Head Umpire; Director of Finance & Administration; Director of Communications & Marketing; Director of Diversity, Equity, & Inclusion; Director of Operations; Director of Events & Sponsorship; Director of Philanthropy & Community Outreach; and the Conference Lead for each established conference.
- B. Duties: The affairs and property of the League shall be managed by the Board. Except as otherwise noted, the Board shall have all the powers and authority required to carry out League business.
- C. Chairperson: The Commissioner will serve as Chairperson of the Board.

Section 2. Advisory Committee

- A. Composition: The Commissioner, the Director of Diversity, Equity & Inclusion, and the Conference Leads shall serve as members of the Advisory Committee.
- B. Duties:
 - a. Officer Applications: The Advisory Committee may research applicant backgrounds and will make recommendations about candidates for vacant Officer positions. In forming the short list of potential Officer candidates, the Advisory Committee must assess how well each applicant aligns with the League’s mission and objectives. The Advisory Committee may seek input from other Officers or other members as needed in forming the short list. The short list will be put forth to the Executive Board for a final vote.
 - b. Disciplinary Oversight: Following an allegation of misconduct of a member, the Advisory Committee may carry out an investigation, may hold a disciplinary hearing, and/or may make a determination of an appropriate sanction. The Advisory Committee may seek input from other Officers or other members as needed in carrying out these duties.
 - c. Chairperson: The Commissioner will serve as Chairperson of the Advisory Committee.

Section 3. Committee Formation

The Executive Board may appoint any committee to consider and report to the Executive Board on any subject affecting the League, and may delegate to the committee so appointed such of its powers and duties as the Executive Board may determine, but the responsibility of the Executive Board shall not thereby be avoided. Committees may be appointed at any time when the Executive Board thinks that a special committee should be formed. The Executive Board may discontinue any committee at any time.

Article V. Membership

Section 1. Eligibility for Membership

Any person who pays seasonal fees and who also promotes SKDC's purpose is eligible for membership.

Section 2. Membership Categories & Rights

- A. Registered Player: A Registered Player is a member that has paid their dues for the current regular season (spring/fall) or summer season and is part of an active roster of a recognized team. Registered players are eligible to participate in League-sponsored events, participate in League-sanctioned games, participate in general League surveys, and vote for League superlatives.
- B. Team Captain: A Team Captain is a Registered Player that provides leadership and oversight for a recognized team. Team Captains may delegate their responsibilities to other members of their recognized team as they see fit. Team Captains are eligible to participate in League-sponsored events, participate in League-sanctioned games, participate in general League surveys, and vote for League superlatives. A Team Captain of a recognized team from the regular (spring/fall) season shall serve as the voting representative for their recognized team for League elections, resolutions on these Bylaws, and general League business. Captains of teams from summer seasons do not have voting rights.
- C. Friend Of a Team: A Friend Of a Team is a member that is affiliated with a recognized team but is not a Registered Player. While they may volunteer to assist with events and League activities, Friends Of a Team are ineligible to hold any position of authority or leadership within the League. Friends Of a Team may be a part of the Facebook group and other social media platforms as well as registered on the League website. Friends Of a Team are eligible to receive updates and attend events open to the public which are sponsored by the League, as well as any other benefit approved by the Executive Board (e.g., specific T-shirts and discounts at local sponsors) at a modified Fees rate approved by the Executive Board.

Section 3. Fees

The Executive Board shall set and announce the dollar amount of fees for every season.

Section 4. Conditions of Membership

- A. All members are required to promptly pay fees at the beginning of each season and follow the Code of Conduct.
- B. Team Captains are additionally required to attend all Captains meetings (or provide a proxy to attend on their behalf), ensure that their team meets philanthropic requirements

as set forth by the League, and adhere to expectations for Captains as established by the League.

Section 5. Modification & Termination of Membership

- A. Membership may terminate upon nonpayment of Fees at the start of any given season.
- B. A Team Captain wishing to resign their post to become a Registered Player midseason should send a formal email to their corresponding Conference Lead and the Commissioner. The Team Captain will become a Registered Player effective on the date indicated in the email or, if appropriate, upon receipt. A new Team Captain will be selected from amongst the remaining members of the affected team. The process of selection will be at the discretion of the affected team, with guidance from the Conference Lead and Commissioner.
- C. A member may have their membership suspended or terminated by a three-fourths (3/4) majority combined vote of the Advisory Committee and the Commissioner, due to conduct which the Advisory Committee and Commissioner deem to have violated the Conditions of Membership or which is detrimental to the welfare of the League as a whole. Fees will not be refunded for members who have had their membership suspended or terminated.
- D. The Executive Board reserves the right to suspend any individual's status as a Team Captain, definitely or indefinitely, based on failure to adhere to the Code of Conduct, Conditions of Membership, and/or expectations of Captains as set forth by the Board.
- E. Teams may be denied future team status and no longer be recognized by the League if they fail to conduct themselves as a whole, on or off the field, in a manner conducive to the spirit and mission of the League or fail to adhere to seasonal expectations set forth by the Executive Board. No more than 50 percent of players from a team that has been denied team status may join the same team in future seasons without the consent of the Executive Board.

Article VI: Election, Resignation, & Removal of Officers

Section 1. Election of Officers

- A. Elections for officers will typically be held at a regular meeting of the Captains after the completion of the current season in which the vacancy occurs, but not later than the first regular Captains meeting of a new season, assuming a sufficient number of qualified applicants.
- B. The Commissioner will put out a call for applications for vacancies in advance of, and with sufficient notice prior to, the scheduled election. If the vacancy arises and sufficient notice cannot be given, the Commissioner may defer the call for applications.
- C. Registered Players may submit an application indicating their interest in a vacancy.

- D. The Advisory Committee shall review all submitted applications.
- E. The Advisory Committee will create a short list of candidates per available position to be nominated for approval by the Executive Board before putting the nominees before the Captains for a vote. The Advisory Committee will notify the Executive Board of their selection.
 - a. If a member of the Advisory Committee is among the applicants for a vacancy, the Commissioner will temporarily appoint another Officer for the purpose of completing the nomination process.
 - b. If the Advisory Committee deems that they have received fewer than two qualified applications for an opening, the Advisory Committee may make a recommendation of a single nominee for the short list, if there was one, or make a recommendation to defer the election until such time as there is a sufficient number of qualified applicants from which a short list of nominees might be developed, with the option to temporarily appoint any Registered Player with the approval of the Executive Board to fill the vacancy.
 - c. Temporary appointments shall not require a vote by the Captains and shall only last until such time as a sufficient number of applicants might be nominated, approved by the Executive Board, and presented to the Captains for a vote.
- F. Following applicants' approval by the Board, the Commissioner will notify all applicants of their status and provide Captains with the final candidates' profiles for consideration, with sufficient notice to review candidate qualifications, meet with candidates, and confer with their teams prior to the election, unless a lack of qualified applicants delays such submission.
- G. Candidates will have an opportunity to present themselves to the Captains prior to the election being held.
- H. The following shall be adhered to in conducting elections:
 - a. Each team will collectively get one vote, cast by their Team Captain(s) or proxy.
 - b. The Ranked-Choice voting method (i.e., instant runoff voting) will be used to determine a winner. Members of the Captains will rank candidates by preference on their ballots.
 - c. If a candidate wins a majority of first-preference votes, they are declared the winner. If no candidate wins a majority of first-preference votes, the candidate with the fewest first-preference votes is eliminated. First-preference votes cast for the failed candidate are eliminated, lifting the second-preference choices indicated on those ballots. A new tally is conducted to determine whether any candidate has won a majority of the adjusted votes. The process is repeated until a candidate wins an outright majority.
 - d. If, after this process is completed, there is a tie between the remaining candidates, the Executive Board members in attendance shall vote to decide the winner. If the vote of the Executive Board is tied, the Commissioner will cast a final, deciding vote.
- I. The Advisory Committee is responsible for tallying and certifying the votes. If a member of the Advisory Committee is a candidate being considered, the Commissioner will temporarily appoint another Officer for the purpose of tallying and certifying the votes.

Section 2. Resignation

- A. Any member of the Executive Board other than the Commissioner wishing to resign must submit a formal letter via email to the Commissioner for dissemination and action by the remaining members of the Executive Board.
- B. A Commissioner wishing to resign must submit a formal letter via email to the remaining members of the Advisory Committee for dissemination and action by the remaining members of the Executive Board.

Section 3. Removal of Officers

- A. Officers may be temporarily or permanently removed from any position of authority or leadership for cause at any time. For cause removal may include, but is not limited to, violation of the Code of Conduct, civilian or military conviction of misconduct, temporary or permanent incapacitation, and any other just cause as determined by the removing body.
- B. Specific procedures and format may be prescribed by the Commissioner as necessary.
 - a. No member of the League who holds an Officer position shall be removed without an opportunity to be heard, unless affording the opportunity would place an undue burden on the League (e.g., the member is in the custody of law enforcement, the member is incapacitated, the member is out of the city and will not return for an extended period, etc.).
 - b. Notice of such motion to remove shall be given to the member in writing with sufficient notice prior to the meeting at which the motion shall be decided. The notice will set forth the reasons for removal. The member will be allowed to speak and present a case in opposition to the motion for removal at the same meeting wherein the vote is to occur, unless, as noted above, that is not reasonably possible.
 - c. No refund will be provided to any member removed, pursuant to this or any other article in these Bylaws.
- C. The following Officers may be removed with the following thresholds.
 - a. Commissioner: The Commissioner may be impeached by a three-fourths (3/4ths) vote of the Executive Board less the Commissioner themselves, and may be subsequently removed by a simple majority of the Captains. The Advisory Committee will preside over this hearing.
 - b. Other Officers: Officers other than the Commissioner may be removed by a three-fourths (3/4ths) vote of the sitting Officers less the subject of removal. The Commissioner will preside over this hearing.

Section 4. Vacancies

- A. If a vacancy occurs midseason (i.e., while League-sanctioned games are occurring), whether through removal procedures or by some other means, the Commissioner may appoint, with input from the Advisory Committee, any Registered Player to fulfill the

duties of the vacated officer for the remainder of the season until such time as is feasible to follow normal election procedures.

- B. If the office of Commissioner becomes vacant midseason, whether through removal procedures or by some other means, the Executive Board shall, with a majority vote, appoint one of their own to fulfill the duties of Commissioner for the remainder of the season until such time as is feasible to follow normal election procedures. Subsequently, the Executive Board may appoint a Registered Player to temporarily fulfill the duties of said ascending Officer for the remainder of the season until such time as a new Commissioner has been elected. Vacancies that occur at any other time will be handled by regular election procedures.

Article VII: Meetings of the Members

Section 1. Executive Board Meeting

- A. The Commissioner shall call a meeting of the Officers at any time deemed necessary to carry out League business.
- B. Notice of these meetings shall be sent to all Officers with sufficient notice to schedule the date.
- C. A quorum of at least fifty percent (50%) of the Officers is required to conduct business.
- D. The Executive Board shall use these meetings to consider governance issues, address major problems, and perform the business of the League.
- E. These meetings shall be conducted in closed session.
- F. Minutes shall be recorded and be made available to Officers upon request.

Section 2. Captains Meeting

- A. The Commissioner shall convene the Captains at least four (4) times annually, to be held at the beginning of each spring and fall season following each season's registration and at the conclusion of each spring and fall season, at a time, date, and location designated by the Commissioner.
- B. Notice of these meetings shall be sent to Captains via email and/or social media channels with sufficient advance notice.
- C. A quorum of at least fifty percent (50%) of recognized teams represented is required to conduct business.
- D. Recognized teams whose Captains are unable to attend must send a proxy. If the proxy is not a member of their own team, the Captain must notify the Executive Board in advance of the meeting.
- E. The Executive Board shall use this meeting to inform the Captains of general Captain expectations, general League business, and planned actions concerning the League, and to solicit input and feedback from the Captains on League business and/or plans.
- F. These meetings shall be conducted in closed session. Captains shall not discuss or disclose information about the League or its activities to any person or entity unless such

information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the League's purposes, or can reasonably be expected to benefit the League, as judged by the Executive Board. Captains shall use discretion and good judgment in discussing the affairs of the League with third parties. Without limiting the foregoing, Captains may discuss upcoming League news, events, and the purposes and functions of the League.

- G. Minutes shall be recorded and be made available to the Captains upon request.
- H. Any action required to be taken at a meeting of the Captains, or any other action which may be taken at a meeting of the Captains, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is affirmed by two-thirds (2/3) of all recognized teams following notice of the intended action.

Section 3. Special Meetings

- A. Special meetings of the Captains may be called by the Commissioner or a majority of the members of the Executive Board. The person or persons authorized to call special meetings of the Captains may fix any location as the place for holding any special meeting of the Captains called by them.
- B. Notice of these meetings shall be sent to all members of the Captains and the Executive Board with sufficient advance notice.
- C. A quorum of at least fifty percent (50%) of recognized teams represented by their Captains or a designated proxy is required to conduct business.
- D. Captains that are unable to attend must provide a proxy. If the proxy is not a member of their own team, the Captain must notify the Executive Board in advance of the meeting.
- E. Minutes shall be recorded and be made available to Captains upon request.

Section 4. Voting

All issues to be voted on, unless otherwise specified, shall be decided by a simple majority of the recognized teams present at the meeting in which the vote takes place, one vote per recognized team. In instances where multiple courses of action or candidates for office are presented, ranked choice voting will be employed to ensure that the ultimate selection has the approval of a simple majority. In the event of a tie, the Executive Board will vote amongst themselves to break the tie. In the event of a tie among the Executive Board, the Commissioner will subsequently make the ultimate decision.

Article VIII: Complaints

- A. Critical Complaints: Any member of the League receiving a complaint alleging harassment, bullying or threat of violence shall direct said complaint (and forward any additional information) to the Commissioner and the Advisory Committee for immediate investigatory and/or adjudicative action.

- B. Non-critical complaints: All other complaints should be routed using the appropriate chain of communication. Players are encouraged to exhaust all personal and lower forum remedies before submitting a non-critical complaint up the chain.
- Player to Captain
 - Captain to Conference Lead
 - Conference Lead to Commissioner

Article IX: Conflict of Interest

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of the League or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws.

Section 2: Definitions

- A. Interested Person: Any Officer or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, close friends, significant others, or family:
- a. An ownership or investment interest in any entity with which the League has a transaction or arrangement,
 - b. A compensation arrangement with the League or with any entity or individual with which the League has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the League is negotiating a transaction or arrangement.
 - i. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - ii. A financial interest is not necessarily a conflict of interest. Under Article IX, Section 2, a person who has a financial interest may have a conflict of interest only if the Advisory Committee decides that a conflict of interest exists.

Section 3. Procedures

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining officers shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the Executive Board meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Commissioner, or designee if the Commissioner is the interested person, may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Executive Board shall determine whether the League can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Officers whether the transaction or arrangement is in the League's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- D. Violations of the Conflicts of Interest Policy
 - a. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Section 4. Compensation

It will be the general policy of the League to not provide financial compensation to any Officer or committee member with board-delegated powers for services rendered to the League. All positions of responsibility and influence will be on a volunteer basis. Members may, however, accept in-kind gifts when it is in the best interest of the League or substantially minor gifts for recognition of some achievement within the League (e.g., superlatives).

Section 5. Periodic Reviews

To ensure the League operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether partnerships, joint ventures, and arrangements with management organizations conform to the League's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 6. Use of Outside Experts

When conducting the periodic reviews as provided for in Article IX, Section 5, the League may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

Article X. Indemnification

Section 1. General

To the full extent authorized under the law, the League may indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the League, or any person who may have served at the League's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons hereinafter in this paragraph will be referred to in this article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party, by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any law, agreement, and resolution of the Executive Board or otherwise.

Section 2. Expenses

Expenses (including attorneys' fees) incurred by indemnitee in defending any civil, criminal, administrative or investigative action, suit or proceeding for which indemnitee may be entitled to indemnification hereunder shall be paid by the League in advance of the final disposition of such action, suit or proceeding; provided that the League shall be entitled to receive an undertaking by or on behalf of Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the League hereunder. "Expenses" means all attorneys' fees and expenses, retainers, court costs, transcript costs, fees of experts, fees of witnesses, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage and

delivery fees, service fees, all other costs and expenses of the type customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or being or preparing to be a witness in a proceeding.

Section 3. Insurance

The League shall purchase and maintain insurance on behalf of the organization to cover, but not be limited to, any person who is or was a member, director, officer, employee, or agent, against any liability asserted against such person and incurred by such person, in any such capacity or arising out of such person's status as such, except where such coverage already exists under the League's parent organization.

Article XI. Finance

Section 1. Accounts

The Executive Board shall cause proper books of account to be kept with respect to:

1. all sums of money received and expended by the League,
2. all sales and purchases of goods by the League and the assets and liabilities of the League.

Proper books shall be deemed to be such as are necessary to give a true and fair view of the state of the League's affairs and to explain its transactions.

Section 2. Inspection of Accounts

The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the League or any of them shall be open to the inspection of members who are not members of the Executive Board, and no member who is not a member of the Executive Board shall have any right of inspecting any account or book or document of the League except as so determined.

Section 3. Presentation of Accounts

The Executive Board shall cause to be prepared and laid before the Captains at the last meeting of the Captains each fall and spring season a financial report detailing the state of the League's finances and recent revenues and expenditures.

Article XII. Books & Records

The League shall keep complete books and records of account and minutes of the proceedings of the Executive Board, Captains, and all committees.

Article XIII. Amendments

- A. The Captains or Executive Board may amend these Bylaws by simple majority vote of the Captains, in accordance with Article VII, Section 4, at any Captains Meeting or Special Meeting, provided that written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member of the Captains and the Executive Board within the time and the manner provided for the giving of notice of meetings of the Captains.
- B. The Executive Board reserves the right to amend the bylaws for the purposes of updating Officer duties and adding or removing Officer positions as League business demands require, without a vote of the Captains. Such additions of Officer positions will require that election procedures be followed to fill new positions.

Article XIV: Severability and Choice of Law

Section 1. Severability

Should any provision or paragraph of these by-laws, or any clause hereof, be held to be invalid, illegal, or unenforceable, in whole or in part, the remaining provisions, paragraphs and clauses of this Agreement shall remain fully enforceable and binding.

Section 2. Choice of Law

The validity, interpretation, performance and enforcement of this Agreement shall be governed by the laws of the District of Columbia without giving effect to principles of conflict of laws.

Article XV. Dissolution

In the event of dissolution of the League, all its assets remaining of all costs and expenses of such dissolution shall be distributed equitably to all charities that the League is sponsoring at the point of its dissolution.