

SSKC BYLAWS

Established: March 17, 2021
Amended: September 16th, 2021
Amended:

ARTICLE I: NAME

- A. The name of this organization shall be “Stonewall Sports Kansas City” (hereinafter referred to as “the league”).
- B. The league’s principal place of business shall be the greater Kansas City area.

ARTICLE II: PURPOSE

- A. The purpose of the league is to provide an inclusive, low-cost opportunity for adult (21+ years old) members and allies of the LGBTQIA+ community to engage in group sports activities while supporting the local community.
- B. The league shall not practice or permit any discrimination on the basis of sex, age, race, color, national origin, religion, gender identity, sexual orientation, gender expression, disability, veteran status, immigration status, or socioeconomic status.
- C. 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.
- D. The League was founded in July of 2019 and consisted of the following board members and positions:
 - 1. **Jared Horman**, City Commissioner;
 - 2. **Ricardo Salabarría Jr.**, Director of Operations;
 - 3. **Eric Thomas**, Director of Events and Sponsorships;

4. **Shannon Madden**, Treasurer;
5. **Stephanie Wagner**, Sports Director, *Kickball*;
6. **Ryan Fortney**, Communications Director;

ARTICLE III: DEFINITIONS

- A. Member of the League: An individual who has registered to play in any organized sport activity sponsored by the league within the previous 12 months and remained compliant with all of the provisions of the code of conduct, is considered to be a “member” of the league.
- B. Player: An individual who has registered for the current season sport(s) and is compliant with all of the provisions of the code of conduct will be considered a “player” of the league. A player includes those assigned to a team and those who hold the status as a “free agent.”
- C. Free Agent: An individual who has registered for the current sport(s) and is compliant with all of the provisions of the code of conduct but has not been assigned a team. This is a temporary status that expires once a player has officially joined a team (via accepting an offer extended by the Captain and/or Co-Captain of said team) which is registered with the league.
- D. Voting Member: An individual who has served as a team Captain (to a season’s completion) within the last 12 months is considered a voting member for all general league business/elections except as otherwise restricted below. (For clarification: Taylor Swift forms and serves as the initial Captain of the Lovers Kickball team but resigns midseason. Billy Porter Rowland assumes the position of Captain of the Lovers Kickball team and continues to serve in that capacity for the duration of the season. Billy Porter will be considered the voting member for the following 12 months.)
- E. Friend of the League: Friends of the League are not registered players, do not pay any fees, and do not have any voting rights, authority, or influence in league business. While they may volunteer to assist with events and league activities, friends of the league are ineligible to hold any position of authority or leadership within the league. Friends of the league may be a part of the Facebook group and other social media platforms as well as registered on the league website. They 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 board of directors (i.e. specific T-shirts and discounts at local sponsors) at a registration price/level approved by said directors.
- F. Team Captain:
 1. An individual who registers and/or manages a team during a sport season sponsored by the league is considered a “Team Captain.” Except as restricted herein, members of leadership are allowed to serve as a Team Captain. Members of leadership will recuse themselves from any leadership matter that exclusively affects the team to which they Captain.

2. Team Captains have voting rights in the election of leadership as prescribed below; an individual serving as a Captain is eligible to vote in any qualifying election/matter. NOTE: Only one vote per person is allowed regardless of how many teams that individual has Captained during the previous year.
 3. The following officers are restricted from serving as Captain concurrently with their other leadership role: Commissioner, Director of Operations, Director of Administration, and Sports Director (for the Sports they are director of). NOTE: As a last resort (after exhausting all other possible remedies) the Commissioner may appoint one of the previously identified restricted officers to Captain the “free agent” team. The Commissioner may never serve as Captain of a team.
- G. Umpire: An individual whose sole engagement with the league is limited to officiating sporting events is considered an “Umpire.” For purposes of voting rights and assessment of fees, umpires are official volunteers of the league and may be assessed a registration fee, to cover the cost of their t-shirt.
- H. Leadership Board: The following positions will comprise the “Leadership Board” (hereinafter referred to as “the board”) of the league (roles and responsibilities are defined below): Commissioner, Director of Operations, Treasurer, Director of Administration, Director of Diversity, Equity, and Inclusion Sports Director (for each established sport within the last 12 months), Events Director, Assistant Events Director, Sponsorship Director, Assistant Sponsorship Director, Administrative Coordinator, Communications Director, Assistant Communications Director, Community Relations Director, Division Lead(s) (Note: Only during the duration for the current sport to which they are the Division Lead for).
- I. Principals: The following positions will comprise the subset of leadership known as the Principals (roles and responsibilities are defined below): Commissioner, Director of Operations, Treasurer, Director of Administration, Director of Diversity, Equity, and Inclusion, Sports Director (for each established sport with the last 12 months), Events Director, Sponsorship Director, Administrative Coordinator, Communications Director, Community Relations Director.
- J. Executive Board: The following positions will comprise the subset of Principals known as the Executive Board (roles and responsibilities are defined below): Commissioner, Director of Operations, Treasurer, Director of Administration, Director of Diversity, Equity, and Inclusion. The Executive Board is the sole body that may approve/disapprove any contractual obligation or enter into an agreement for indebtedness.
- K. Fiscal Year: The Fiscal year of the league shall coincide with the calendar and tax year; January through December.
- L. Quorum: Quorum shall always be 3/4 of the total voting body in question.

- M. Interested Person: Any member of the board or member of a committee with decision authority, who has a direct or indirect financial interest as defined below, and/or has a direct vested personal interest in a particular matter (a team Captain dispute), is an interested person.
- N. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity that the league conducts official transactions with or has an arrangement with, or
 2. A compensation arrangement with the league or with any entity or individual with which the league conducts official transactions or has an arrangement, or
 3. 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.
 - a. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate decision authority decides that a conflict of interest exists.
 - b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

ARTICLE IV: REGISTRATION FEES

Registration Fees are required for Players and Team Captains. Registration Fees are paid each season at an amount determined by the board. The board may waive or modify Registration Fees at its discretion.

ARTICLE V: MEETINGS

- A. Public Town Hall: A general informational meeting open to all members and the public will occur once per fiscal year. The purpose of this meeting is to provide a general update on the accomplishments and goals of the league. This meeting will also serve as designated time for concerns, ideas and relevant issues to be brought before the entire league and discussed in open forum. The time, date, location, format and agenda of this meeting shall be determined by the Principals of the league. Notice of the meeting will be made 30 days prior to the meeting via the public social/electronic media platforms of the league.
- B. Captains Meeting: A minimum of two (2) Captains' meetings will be held each individual sport season. The first meeting will occur after registration, but prior to the first game of the season. The agenda for said meeting will include (at a minimum): duties of team Captains, structure of the league, and expectations for the season. The second will be scheduled

sometime during the season and/or after the last game is played to gather feedback. The time, date, location, format and agenda of these meetings will be determined by the cognizant Sports Director of the relevant sport. Notice of the meeting will be made 14 days prior to the meeting via the public social/electronic media of the league as well as directly to all team Captains. Additional meetings or the cancellation of a meeting will be at the discretion of the Sports Director.

- C. Board Meetings: Board meetings will be held no less than once a quarter. 1st Quarter will run from January through March, 2nd Quarter will run April through June, 3rd Quarter will run July through September and 4th Quarter will run October through December. The time, date, location, format and agenda of these meetings will be determined by the Executive Board of the league. Additional meetings or cancellation of a meeting will be at the discretion of the Executive Board of the league.
- D. Meeting of the Principals: A meeting of the Principals will be held no less than once a month. It is intended that the Principals' meeting will be scheduled no more than 2 weeks prior to the Executive Board meeting so that the two meetings are not held during the same week or on consecutive weeks. The time, date, location, format and agenda of these meetings will be determined by the Executive Board of the league. Additional meetings or cancellation of a meeting will be at the discretion of the Executive Board of the league.
- E. Executive Board Meetings: Executive Board meetings will be held no less than once a month. It is intended that the Executive Board meeting will be scheduled no more than 2 weeks after the Principals meeting so that the two meetings are not held during the same week or on consecutive weeks. The time, date, location, format and agenda of these meetings will be determined by the Commissioner of the league. Additional meetings or cancellation of a meeting will be at the discretion of the Commissioner of the league.

ARTICLE VI: LEADERSHIP BOARD ROLES AND RESPONSIBILITIES

- A. Division Lead: The Division Lead will be responsible for communicating with Team Captains, assisting with planned events, assisting with field setup and takedown, and assuming the responsibilities of the Sports Director in their absence; order of succession will be in order of precedence, Division A, Division B, etc. The Division Lead will report to the Sports Director. The term of a Division Lead shall last for the duration of the sport season to which they are a lead for. The Division Lead is a voting member of the board (for the duration of the sport to which they are a lead for) and expected to be compliant with the provisions of these bylaws and the code of conduct. There are no limitations on the term of a Division Lead; they are eligible for reappointment. They are selected by the Sports Director and approved by the Director of Operations.
- B. Assistant Events Director: The Assistant Events director will be responsible for assisting with and assuming the duties and responsibilities of the Events director in their absence. They will be a voting member of the board and expected to be compliant with the provisions of these

bylaws and the code of conduct. There are no limitations on the term of the Assistant Events Director; they are eligible for reappointment. They are selected by the Events Director and approved by the Director of Operations.

- C. Assistant Sponsorship Director: The Assistant Sponsorship Director will be responsible for assisting with and assuming the duties and responsibilities of the Sponsorship Director in their absence. They will be a voting member of the Leadership board and expected to be compliant with the provisions of these bylaws and the code of conduct. There are no limitations on the term of the Assistant Sponsorship Director; they are eligible for reappointment. They are selected by the Sponsorship Director and approved by the Treasurer.
- D. Assistant Communications Director: The Assistant Communications Director will be responsible for assisting with and assuming the duties and responsibilities of the Communications Director in their absence. They will be a voting member of the Leadership board and expected to be compliant with the provisions of these bylaws and the code of conduct. There are no limitations on the term of the Assistant Communications Director; they are eligible for reappointment. They are selected by the Communications Director and approved by the Director of Administration.

ARTICLE VII: PRINCIPALS OF THE LEAGUE

- A. Sports Director: The Sports Director shall oversee the day-to-day operations of their assigned sports league(s). Conceptually, each established sport of the league will have its own director (i.e. Kickball Sports Director, Dodgeball Sports Director, Bocce Ball Sports Director, etc.). Nothing in these bylaws shall prohibit an individual from being director of more than one sport. The Sports Director shall be the final authority on the rules and regulations of their sport and shall be responsible for updating the rules for the league. The Sports Director shall serve as the arbiter of any disputes relating to the implementation of the rules with the exception of any dispute involving the team to which they belong (in such cases, the arbiter will be the Division Lead or a disinterested member of the board). Each Sports Director shall be responsible for identifying, recruiting, selecting and training referees, umpires and Division Leads for each season. The Sports Director shall determine field safety conditions for each game and shall establish a protocol for inclement weather. The Sports Director will upload and maintain team rankings, standings, and score differentials on the league's website. The Sports Director will default as Head Umpire for all games; at their discretion they may select any qualified player as Head Umpire for the duration of any one game day. The terms of Sports Directors are two (2) fiscal years; they may serve a maximum of two (2) consecutive terms.
- B. Events Director: The Events Director shall plan and coordinate league-wide social events throughout the season. During the planning, coordination and execution of social and fundraising events, the events director will serve as the primary point of contact, for the league, to external entities. The Events Director is responsible for the hiring/recruiting of subcontractors (DJs, entertainers, caterers, etc) for all league events. They are responsible for

the regular and continuous engagement with the league's selected charity(ies). The term of the Events Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Events Director (the second following the inaugural founding director) will take office in 2024; election to be held in 2023.

- C. Sponsorship Director: The Sponsorship Director shall maintain regular and continuous engagement with the sponsors of the league. They shall track donation pledges and submissions as well as monitor the league's support and promotion of each sponsor. The Sponsorship Director shall be the main point of contact for the solicitation, confirmation and ongoing communication between the league and the sponsor. The Sponsorship Director will assist with the coordination of fundraising activities for the league as well as the interactions with the league's selected charity. The Sponsorship Director will work under the guidance of the Treasurer. The term of the Sponsorship Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Sponsorship Director (the second following the inaugural founding director) will take office in 2023; election to be held in 2022.
- D. Administrative Coordinator: The Administrative Coordinator is the point of contact and primary board member for general inquiries about the league; they will manage and maintain the league's general inbox and respond to public inquiries. The Administrative Coordinator shall record and maintain minutes for all meetings with the exception of Executive Board meetings. The Administrative Coordinator shall be directly responsible for the recording and official archival of seasonal social awards (Congeniality award, Glitter award, etc); they must also design and facilitate the production of all physical awards and token of recognition. The Administrative Coordinator will work under the guidance of the Director of Administration. The term of the Events Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Administrative Coordinator (the second following the inaugural founding coordinator) will take office in 2022; election to be held in 2021.
- E. Communications Director: The Communications Director will manage and maintain all social media platforms, hire/recruit subcontractors (videographers, photographers, influencers, etc) for events as well as oversee all branding and promotion of the league; print and electronic media. The Communications Director will work under the guidance of the Director of Administration. The term of the Events Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Communications Director (the second following the inaugural founding director) will take office in 2022; election to be held in 2021.
- F. Community Director: The Community Relations Director will have primacy over the public image, reputation, and diversity of the league. The Community Relations Director will promote opportunities for league members and players to engage in community building events and volunteer activities. The Community Relations Director will work under the guidance of the Director of Administration. The term of the Events Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Community Relations Director (the second following the inaugural founding director) will take office in 2023; election to be held in 2022.

ARTICLE VIII: EXECUTIVE BOARD

- A. Commissioner: One (1) Commissioner will be in charge of running the league and managing all subordinate officers. The Commissioner shall set the overall agenda and goals of the league each year. The Commissioner shall be the official legal representative of the league and shall negotiate and sign all permits, contracts, and other binding agreements/promissory notes. The Commissioner will represent the league in any matter pertaining to Stonewall Sports Inc. (SSI). The Commissioner will be the final authority on all league business and matters. A term of the League Commissioner shall last for three (3) fiscal years. The first elected Commissioner (the second following the inaugural founding Commissioner) will take office in 2024; election to be held in 2023. The commissioner may serve two (2) consecutive terms.
- B. Director of Operations: The Director of Operations manages and supervises the Sports Director(s) and Events Director. The Director of Operations is ultimately responsible for all Sports Directors, referees, umpires and Division Leads for each season. They are responsible for assisting the Treasurer with accurately planning/budgeting cost for each sport. The Director of Operations will identify and secure appropriate venues for all sporting events as well as develop, publish and manage the game and event schedules for said sports. The Director of Operations supervises the current operations of the league but is also responsible for the planning of future operations/sporting seasons of the league; 6 month plan forward. A term of the Director of Operations shall last for three (3) fiscal years. The first elected Director of Operations (the second following the inaugural Director of Operations) will take office in 2024; election to be held in 2023. The Director of Operations may serve two (2) consecutive terms.
- C. Director of Administration: The Director of Administration manages and supervises the Administrative Coordinator, Communications Director, and Community Relations Director. The Director of Administration is ultimately responsible for all records and administrative files associated with the league; the Director of Administration is directly responsible for creating and maintaining minutes for all Executive Board meetings. The Director of Administration is responsible for assisting the Treasurer with accurate planning/budgeting cost for each sport and individual event. A term of the Director of Administration shall last for three (3) fiscal years. The first elected Director of Administration (the second following the inaugural Director of Administration) will take office in 2024; election to be held in 2023. The Director of Administration may serve two (2) consecutive terms.
- D. Director of Diversity, Equity, & Inclusion: This position is tasked with leading efforts to ensure that Stonewall Sports Kansas City upholds the values of diversity, equity and inclusion (DEI) within its community, leadership and programs to build a welcoming, safe and inclusive environment. The Director will be the lead representative on DEI topics and issues to the local Board. The Director shall work to develop an agenda and provide resources that recognize the diverse interests, values and culture of the league and its chapters. The Director shall lead a DEI Committee that includes members from the local league chapter (if there is

interest/capacity). A term of the league Director of Diversity, Equity, & Inclusion shall last for three (3) fiscal years. The first Director of Diversity, Equity, & Inclusion will be elected in 2022. Director of Diversity, Equity, & Inclusion may serve two (2) consecutive terms.

- E. Treasurer: The Treasurer is responsible for the league's financial transactions. The Treasurer manages and supervises the Sponsorship Director. The Treasurer will maintain financial records for the league, prepare a budget each season, monitor the financial accounts, and be responsible for all financial transactions. The Treasurer will conduct a reconciliation audit on or about 1 October of league accounts and provide the results of said audit to the Principals upon request. A term of the league Treasurer shall last for three (3) fiscal years. The first elected Treasurer (the second following the inaugural founding Treasurer) will take office in 2025; election to be held in 2024. The Treasurer may serve two (2) consecutive terms.
- F. Succession: In the event that a member of the Executive Board is incapacitated and/or otherwise unable to fulfill their duties, the succession of leadership will be as follows: (1) Commissioner, (2) Director of Operations, (3) Director of Administration, (4) Director of DEI, (5) Treasurer, (6) Events Director, (7) Sports Director, (8) Sponsorship Director and, (9) Communications Director.

ARTICLE IX: ELECTIONS, RESIGNATIONS, REMOVAL AND VACANCIES

A. Voting Members:

1. Team Captains: In the event that a Captain resigns from their position mid-season, a new Captain will be chosen 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 Division Lead and Sports Director.
2. Leadership Board: Any Captain is eligible to vote for any position exclusively identified above as a member of the board. Additionally, any sitting member of the board is also eligible to vote to fill any position on the board, provided that they are not otherwise prohibited herein.
3. Principals: Any Captain is eligible to vote for any position exclusively identified above as a Principal. Additionally, any sitting member of the board is also eligible to vote to fill any Principal position, provided that they are not otherwise prohibited herein.
4. Executive Board: Any Captain is eligible to vote for any position exclusively identified above as a member of the Executive Board. Additionally, any sitting member of the board is also eligible to vote to fill any position on the Executive Board. The Commissioner abstains from casting a vote in any election except in the case of a tie.
5. Fraternization: No two members within the Leadership board, Principals or Executive

Board, related by blood or marriage/domestic partnership, within the second degree of consanguinity or affinity, may serve at the same time.

B. Executive Board Experience Requirements:

1. **Commissioner:** Must have been a registered player AND, when possible, served as a Principal (or higher) within the last 24 months.
2. **Director of Operations:** Must have been a registered player AND, when possible, served as Sports Director and/or Division Lead within the last 24 months (completing the season).
3. **Director of Administration:** Must have been a registered player AND, when possible, served as a member of the board within the last 24 months.
4. **Treasurer:** Must have been a registered player AND, when possible, served as a member of the board within the last 24 months.

C. Resignation: Resignations will be effective on the date indicated in the letter or, if appropriate, upon receipt.

1. **Team Captain:** A formal letter must be delivered (physically or electronically) to the Sports Director via the Division Lead.
2. **Leadership Board:** A formal letter must be delivered (physically or electronically) to the Director of Administration for dissemination and action by the Principals.
3. **Principal:** A formal letter must be delivered (physically or electronically) to the Director of Administration for dissemination and action by the Executive Board.
4. **Executive Board:** A formal letter must be delivered (physically or electronically) to the Commissioner for dissemination and action by the remaining members of the Executive Board.

D. Removal: Members of the league can be removed from any position of authority or leadership for cause at any time. For cause removal includes 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.

5. Votes Required

1. *Captains:* Captain can be removed by (a) 3/4 of their team signing a statement of no-confidence and delivering said statement to the Sports Director via the Division Lead, or (b) by a vote of 3/4 of the sitting Principals.
2. *Leadership Board:* Any individual who serves in a position exclusively designated above as member of the leadership board can be removed by 3/4 of the sitting Principals.
3. *Principals:* Any individual who serves in a position exclusively designated

above as a Principal can be removed by 3/4 of the Executive Board.

4. *Executive Board*: With the exception of the Commissioner, any individual who serves in a position exclusively designated above as an Executive Board member, can be removed by 3/4 of the sitting Principals.

5. *Commissioner*: The Commissioner can only be removed by 3/4 of sitting leadership board members AND Captains combined.

1. **Procedure**: Specific procedures and format may be prescribed by the Commissioner as necessary.

- a. No member of the league who holds a position of authority shall be removed without an opportunity to be heard, unless affording the opportunity would place an undue burden on the organization (i.e. the member is in the custody of law enforcement, the member is incapacitated, the member is out of the country and will not return for several months).
- b. Notice of such motion to remove shall be given to the member in writing no less than twenty (20) days prior to the meeting at which 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 of the motion for expulsion 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, however, annual tax documentation will be provided in accordance with the existing fiscal practices of the league (if applicable).

E. Vacancy: All positions made vacant by resignation, removal, or other reason prior to end-of-term shall be filled by a vote from the leadership board utilizing the process below. All positions filled via the vacancy process shall still adhere to the timeline of their term, and be up for re-election at the end of the original term.

1. Other than Commissioner

- a. The Commissioner shall solicit applications or nominations from the league for the vacant position.
- b. The selected applicants shall be put to a vote by the leadership board.

2. Commissioner: If the League Commissioner position is vacant, a new Commissioner shall be selected by the board from any eligible member of the board.

F. Elections: Elections shall be held for all term-complete openings for Executive Board and

Principal positions, and shall be overseen by the Elections Committee utilizing the following process:

1. The Board shall solicit applications or nominations from the league for the vacant position with an application deadline.
2. The Elections Committee shall communicate with each applicant to ensure the applicant understands the commitment of their intended role and meets the criteria and requirements to become a candidate for the role. The purpose of the Elections Committee is to ensure that candidates understand the role and are committed to the vision and mission of Stonewall Sports Kansas City.
3. All voting members for the election shall be given 30 days written notice prior to the election.
4. The Elections Committee shall conduct the voting on Election Day, and the winner shall be determined by simple majority.
 - a. In the event of a tie, a re-vote shall take place if it would eliminate any non-tying candidates. In the event that a re-vote does not result in a majority, the candidate is selected by the Commissioner.
 - b. In the event that only a single candidate is up for election for a given role, a yes/no vote shall be held, and a simple majority required to be elected to the role.

ARTICLE XI: COMMITTEES

- A. Standing Committees: The standing committees of the league shall be the Diversity Committee and the Events Committee. They shall be managed by the Director of DEI and the Events Director (respectively) in a manner of their own choosing.
- B. Elections Committee: The Elections Committee shall have four members, two Board Members (where possible, one more senior and one more junior) and two Captains (where possible, one more senior and one more junior). The Committee should include a member of the Executive Board where possible, and/or stay in close communication with the Executive Board. The selection process for the Elections Committee shall be determined by the Commissioner for each Election. The members of the committee may not seek an elected position while serving on the committee.
- C. Other Committees: Additional committees may be created by the board and staffed with volunteers of any membership level. Any additional committees will work under the guidance of a designated board member.

ARTICLE XII: 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 a member of the Executive Board for immediate investigatory and/or

adjudicative action. If the complaint is against anyone on the Executive Board, the process should be as follows:

1. Complaint against Commissioner: Complaint should be directed to the Director of Operations.
2. Complaint against any other member of the Executive Board: Complaint should be directed to the Commissioner
3. Complaint against the entire Executive Board: Complaint should be filed using the Critical Complaint Google Form or discussed during the Annual Town Hall.
4. Complaint against the entire leadership board: Complaint should be directed to the National President of Stonewall Sports at president@stonewallsports.org.

B. Non-critical complaints: All other complaints should be routed using the appropriate chain of communication.

1. Player to Captain
2. Captain to Division Lead
3. Division Lead to Sports Director
4. Sports Director to Director of Operations
5. Director of Operations to Commissioner/Executive Board for action

C. Players are encouraged to utilize interpersonal discussion and conflict resolution when possible before routing a non-critical complaint via the above chain of communication.

ARTICLE XIII: CORPORATE STAFF

No corporate staff will be hired to manage the league. All positions of responsibility and influence will be on a volunteer basis and members will not receive any compensation for their services unless otherwise specified within these articles.

ARTICLE XIV: CONFLICT OF INTEREST

A. Purpose: The purpose of the conflict of interest policy is to protect the league's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director 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 governing conflict of interest applicable to nonprofit and charitable organizations.

B. Procedures:

1. **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 Principals.
2. **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, he/she shall leave the meeting of the Principals while the determination of a conflict of interest is discussed and voted upon. The Principals shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the meeting of the Principals, but after the presentation, he/she 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 shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Principals 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 Principals shall determine by a majority vote (excluding the disinterested person(s)) 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, the Principals shall make their decision as to whether to enter into the transaction or arrangement. A formal statement explaining the rationale (either for or against the transaction) should be entered into the minutes as documentation of the adjudication).
4. **Violations of the Conflicts of Interest Policy**
 - a. If the Principals have 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 Principals determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action. Appropriate corrective

action may include removal from a position of influence, revocation of office and/or legal action for any damages incurred from the omission.

ARTICLE XII: COMPENSATION

- A. A voting member of the league (to include players and members of the leadership board) whose responsibilities include compensation matters and who receives compensation, directly or indirectly, from the league for services, is precluded from voting on matters pertaining to compensation (theirs or anyone else's).
- B. Voting members of the league whose jurisdiction includes compensation matters and who receive compensation, directly or indirectly, from the league, either individually or collectively, are not prohibited from providing information to any committee regarding compensation.
- C. It will be the general policy of the league to not provide financial compensation to any member but may accept gifts of in-kind services when in the best interest of the organization.

ARTICLE XIII: INDEMNIFICATION

- A. 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 "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee 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 indemnatee 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 indemnatee may be entitled under any law, agreement, and resolution of the board or otherwise.
- B. Expenses: Expenses (including attorneys' fees) incurred by indemnatee in defending any civil, criminal, administrative or investigative action, suit or proceeding for which indemnatee 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 Indemnatee 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.

- C. 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.

ARTICLE XIV: ANNUAL STATEMENTS

Each member of the leadership board shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XV: DISSOLUTION

In the event of dissolution of Stonewall Sports - Kansas City, all of its assets remaining, less any costs and expenses, shall be distributed equally to all charities (beneficiaries) that Stonewall Sports Kansas City is sponsoring at the time of its dissolution.

ARTICLE XVI: SEVERABILITY AND CHOICE OF LAW

- A. 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.
- B. Choice of Law. The validity, interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of Missouri without giving effect to principles of conflict of laws.

ARTICLE XVII: AMENDMENTS

With the exception of this article, these Articles may be amended in any manner at any regular or special meeting of the Leadership Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to

be effected thereby, shall be given to each voting member at least five days in advance of such a meeting; if delivered personally, by facsimile, or by e-mail or at least seven days if delivered by USPS mail.