

Bylaws of Stonewall Sports-Detroit

Article I. Name

The name of this organization shall be “Stonewall Sports-Detroit” (referred throughout these Bylaws as the “Organization” or “Stonewall Sports-Detroit”) and its principal place of business shall be located in and around the metropolitan area of Detroit, Michigan, as the Board of Directors may from time to time designate.

Article II. Purposes

Section 1. Recreational and Charitable

Stonewall Sports-Detroit is a nonprofit organization that launched in 2019 to include amateur sports competitions and other events to organize the Detroit LGBTQIA+ and allied community for communal bonding. Furthermore, Stonewall Sports-Detroit is committed to affecting positive change in the Detroit LGBTQIA+ and allied community. As such, the Organization will donate contributions to other 501(c)(3) organizations.

Section 2. Funds and Assets

No part of the funds or assets of Stonewall Sports-Detroit shall be distributed to its individual members, directors, officers, or other private persons, except that Stonewall Sports-Detroit is authorized to pay reasonable compensation for services rendered and to make payments and reimbursements to further its charitable purposes. Upon dissolution of the Organization, all remaining funds shall be transferred to the Stonewall Sports-Detroit charitable partner(s).

Section 3. Nondiscrimination

Stonewall Sports-Detroit shall not discriminate in its membership or any of its activities against any person because of race, religion, color, national origin, sex, creed, sexual orientation, HIV/AIDS status, age, marital status, disability, gender identity, gender expression or any other characteristic.

Section 4. Nonpartisan Activities.

Stonewall Sports-Detroit shall be nonpartisan and shall not engage in political activities that are not 501(c)(3) compliant.

Section 5. Sports Leagues

Stonewall Sports-Detroit shall provide opportunities for adult members of the LGBTQIA+ and allied community to participate in amateur sports leagues. The Board of Directors shall from time to time determine which sports the Organization will offer to the participants. Each sport and its participants shall comprise a separate sports league.

Article III. Participation

Section 1. Participants

Individuals who participate in the programs of Stonewall Sports-Detroit are categorized into different classifications that are commensurate with their level of engagement described below.

- a.) Informational Participants. Informational Participants may be part of the Organization's Facebook group, registered on the Stonewall Sports-Detroit website, or volunteers. Informational Participants do not pay any fees and are not Registered Participants of any team.
- b.) Registered Participants. Registered Participants are individuals who are registered as team captains, team players, or free agents of the Organization for any active Sports League during the current season. Registered Participants pay a fee for participation in each Sports League as determined by the Board of Directors on a seasonal basis. A Registered Participant must be at least twenty-one (21) years of age before the first day of each season. Registered Participants may participate in all Sports League events and Sports League Leadership for a given season.
- c.) Team Captains. Team Captains provide leadership for individual Sports League teams. Each team may have one designated official captain in the registration system, but may internally designate other team members their responsibilities as team captain should the need arise.

Article IV. Fees

Fees are only required for Registered Players and Team Captains and are associated with playing on a Sports League team for a particular season. Fees are allocated based on seasonal playing. Fees will be set on a seasonal basis by Stonewall Sports-Detroit Leadership.

Article V. Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors shall have control of and be responsible for the management of the affairs of the Organization. The Board of Directors shall be comprised of the following positions:

- a.) Commissioner
- b.) Associate Commissioner
- c.) Sports Director
- d.) Treasurer
- e.) Events Director
- f.) Diversity and Inclusion Director
- g.) Sponsorship Director
- h.) Marketing Director
- i.) Community Outreach Director
- j.) Policy and Advocacy Director

- k.) Member-At-Large
- l.) Chapter Liaison

Section 2. Duties

a.) Commissioner

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-Detroit. The Commissioner will be the final authority on all league business and matters. The Commissioner is responsible for assisting the Treasurer with accurate planning/budgeting cost for each sport and individual event. The Commissioner shall be a member of the Incident Committee under Article VI, Section 4 to the extent that the Commissioner remains a neutral, disinterested member in the investigation.

b.) Associate Commissioner

The Associate Commissioner assists and advises the Sponsorship Director, Marketing Director, and Community Outreach Relations Director. The Associate Commissioner is ultimately responsible for all records and administrative files associated with the league; the Associate Commissioner is directly responsible for creating and maintaining minutes for all Executive Board meetings. The Associate Commissioner shall be a member of the Incident Committee under Article VI, Section 4 to the extent that the Associate Commissioner remains a neutral, disinterested member in the investigation.

c.) Sports Director

The Sports Director shall oversee the day-to-day operations of the Sports League(s) for each season. Conceptually, each established sport of the league will have its own Division Lead (i.e. Kickball Division Lead, Volleyball Division Lead, Yoga Division Lead, etc.). In the absence of a Division Lead, the Sports Director shall assume the duties of the Division Lead as described below. The Sports Director serves as liaison to the Board of Directors for Division Leads.

d.) Treasurer

The Treasurer is responsible for the league's finances. 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 monthly reconciliations and an annual audit of league accounts and provide the results to the Board of Directors upon request.

e.) Events Director

Events Director shall plan and coordinate league-wide social and fundraising events throughout the season. During the planning, coordination and execution of 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 partner(s).

f.) Diversity, Equity, and Inclusion Director

The Diversity and Inclusion Director will ensure that best practices are being followed that foster diversity and inclusion in the league. The Diversity and Inclusion Director will manage the Diversity Committee, as well as work with the Community Outreach Director to promote other opportunities for league members and players to engage in community building events and volunteer activities. The Diversity and Inclusion Director shall be a member of the Incident Committee under Article VI, Section 4 to the extent that the Diversity and Inclusion Director remains a neutral, disinterested member in the investigation.

g.) 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.

h.) Marketing Director

The Marketing Director will manage and maintain all websites, 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.

i.) Community Outreach Director

The Community Outreach Director is responsible for building and creating relationships with individuals, organizations, partners, sponsors and donors. The Community Outreach Director will facilitate coordination of all community service events, and any other outreach event sponsored and non-sponsored by the Organization. The Community Outreach Director will work collaboratively with Stonewall Detroit Sports Officers and other Board of Directors in recruiting new Stonewall Sports members.

j.) Policy and Advocacy Director

The Policy and Advocacy Director is responsible for policies and procedures of the Organization and promotes the Organization's purpose as stated in Article II. The Director will also promote the Organization's purpose by advocating for its members in the community. The Policy and Advocacy Director shall serve as the Incident Committee chair under Article VI, Section 4 to the extent that the Policy and Advocacy Director remains a neutral, disinterested member in the investigation.

k.) Member-At-Large

Members-At-Large do not have a specific list of duties. They serve the board's strategic needs as determined by the board at any given time. Members-At-Large may have various responsibilities and projects that can be short or long-term. A Member-At-Large has the same responsibility to ensure the mission and success of the association just as any other board member, including a vote on matters before the board.

l.) Chapter Liaison

The Chapter Liaison is responsible for representing Stonewall Sports-Detroit through the Board of Directors at the National meetings. To achieve this, the Chapter Liaison is responsible for attending all Board of Directors meetings or otherwise becoming knowledgeable of the

content presented at the Board of Directors meetings. The Chapter Liaison must perform the duties as determined by the National Board and be present for all National meetings to represent the interest of Stonewall Sports-Detroit. The Chapter Liaison must ensure that Stonewall Sports-Detroit is represented at the National meetings by an alternate Director if the Chapter Liaison is unable to attend a National meeting.

Section 3. Division Leads

In addition to the Board of Directors, the Organization shall include officers for each individual sports league. The Division Leads shall serve at the appointment of the Board of Directors and shall assist the Board of Directors in governing the Organization.

Division Lead Duties

The Division Lead 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 Division Lead 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 Sports Director or a disinterested member of the board). Each Division Lead shall be responsible for identifying, recruiting, selecting and training referees, umpires and Team Captains for each season. The Division Lead shall determine field safety conditions for each game and shall follow a protocol for inclement weather. The Division Lead will upload and maintain team rankings, standings, and score differentials on the league's website. The Division Lead 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.

Section 4. Selection of Directors and Division Leads

The Board of Directors and Division Leads for the Organization shall be selected as follows:

a.) Election of Directors

The Board of Directors shall elect the succeeding Commissioner from among the current Board of Directors. The Associate Commissioner, Sports Director, Treasurer, Events Director, Diversity and Inclusion Director, Sponsorship Director, Sports Director Marketing Director, Community Outreach Director, Policy and Advocacy Director, and Member-At-Large shall each be selected by a simple majority vote (more than 50%) from the quorum.

b.) Selection of Division Leads

The Board of Directors shall select Divisions Lead in the following manner:

- 1.) Not less than ninety (90) days before the beginning of each Sports League or before the expiration of each Division Leads' term, the Board of Directors shall make a public announcement by way of social media and email seeking application for the vacancy.
- 2.) Applications for the position shall be accepted from any Registered Participant in good standing with the Organization.
- 3.) The Board of Directors shall review each application submitted and shall select the most qualified applicant to serve as Division Lead.

Section 5. Term Limits of Directors and Division Leads

a.) Board of Directors

Each Director shall serve a two (2) year term. Terms begin in the meeting in which the Director is elected and conclude two years after that date. Any Director may continue to serve in the Director's same position or in a new position for so long as a majority of the Board of Directors agrees but for no more than four (4) years or two (2) two-year terms. If any Director/Division Lead position is not filled after the term limit the Board can vote to keep the Director on the board until the term limit position is filled.

b.) Division Leads

Each Division Lead shall serve for a term of two (2) years. Terms begin in the meeting in which the Director is elected and conclude two years after that date. Division Leads may remain in their position after their term by majority vote of the Board of Directors.

Section 6. Meetings

A majority (more than 50%) of the Directors shall constitute a quorum. The vote of a majority of the Directors 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.

Directors may participate in a meeting of the Board by means of telephone or videoconference which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence-in-person at a meeting.

Notice of meetings must be given not less than seven (7) days in advance. Notice may be given by email and shall state the date, time, and purpose of the meeting.

The Bi-Annual Meetings of the Organization shall be held in the first quarter and third quarter of the fiscal year, which is January 1 through December 31. These meetings are open to all members of Stonewall Sports Detroit.

Regular Meetings shall be held twice per month. Dates may be changed or announced by the Commissioner with reasonable notice to the Board. Special meetings of the Board may be called at any time by the Commissioner or by the majority of the Directors. These are closed meetings and are for Board of Directors only.

Minutes shall be taken to record action at each Board meeting. No later than the date of the next meeting, a draft of the previous meeting's minutes shall be circulated to all Directors, reviewed, and approved by the Board.

Section 7. 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 XI.

Section 8. Board Compensation

Board members and Division Leads shall serve as volunteers and shall receive no compensation for their service except that Board members will receive one (1) complimentary registration per year, and Division Leads will receive complimentary registration for the sport and season(s) in which the person remains the active Lead.

Section 9. Immediate Past Commissioner

The immediate past Commissioner can serve as an advisor to the Board of Directors for a period of two (2) years. The immediate past Commissioner shall be entitled to attend all meetings of the Board of Directors or its subcommittees in a non-voting capacity.

Section 10. Vacancies

A vacancy on the Board of Directors shall be filled by an appointment by majority vote of the remaining Directors. Terms begin in the meeting in which the Director is elected and conclude two years after that date. To the extent that a Director is elected before the current Director's term expires, the appointment begins at the expiration of the current Director's term.

Article VI. Committees

Section 1. Committees

The Commissioner may appoint *ad hoc* committees from time to time as the Commissioner deems are necessary, subject to the approval of the Board. The resolution authorizing any such committee shall set forth its duties, terms and members, all of whom must be Registered Participants of the Organization. Each committee shall have at least one Director as a member. Such committees shall not be a committee of the Board and shall not exercise any of the powers of the Board.

Section 2. Committee Meetings

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

Section 3. Quorum and Manner of Acting

A majority of all members of a committee shall constitute a quorum for the transactions of business. The vote of a majority of the quorum present shall be the act of the committee.

Section 4. Incident Committee

The Board shall form and maintain an Incident Committee to investigate and adjudicate complaints in accordance with Article VIII. The Incident Committee shall be comprised of the Commissioner; Associate Commissioner; Advocacy and Policy Director; and the Diversity, Equity, and Inclusion Director. The Advocacy and Policy Director shall serve as the committee chair. All members of the Incident Committee must be neutral, disinterested members of the complaint being investigated. In the event that a member has an interest in the complaint being investigated, the Advocacy and Policy Director shall appoint a neutral, disinterested member of the Board to serve as an alternate. In the event that the Policy and Advocacy Director has an

interest in the complaint being investigated, the remaining members of the committee shall appoint a chair from the remaining members then appoint a neutral, disinterested member of the Board to serve as an alternate.

Article VII. Removal from Participation or Office

Section 1. Reasons for Removal

Any Director and Division Leads may be removed from office only with cause. "Cause" for the purposes of this Section shall include, but not be limited to:

- a.) A violation of the Organization's 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 Commissioner;
- c.) A failure to perform the duties or discharge the responsibilities of a Director's office; or
- d.) Acting in a manner to discredit Stonewall Sports-Detroit.

Section 2. Procedure for Removal

In the event allegations are made against a Director, which if true, would constitute cause for removal of a Director under Section 1, a two-thirds vote of the entire Board (including the Commissioner), sitting in executive session at a regular or special meeting, shall be required for removal. Removal of the Director shall be immediate.

Section 3. Other Removals and Terminations

The Board may establish rules and procedures as needed for the removal or separation of Registered Participants, including but not limited to Article VIII.

Section 4. Resignation

To resign, a Director or Division Lead must submit an email to the Commissioner for dissemination to the entire Board of Directors. Resignations will be effective on the date indicated in the communication.

Article VIII. Complaints

Section 1. 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. See Policy on Incident Investigations.

Section 2. Non-Critical Complaints

All other complaints should be routed using the appropriate chain of communication as follows:

- a.) Player to Captain
- b.) Captain to Division Lead
- c.) Division Lead to Sports Director
- d.) Sports Director to Commissioner/Board of Directors

Players are encouraged to exhaust all personal and lower forum remedies before submitting a non-critical complaint up the chain. Plainly put, the league is composed of adults - individual dispute resolution should be the default and not the exception.

Section 3. Incident Committee Authority

The Incident Committee is vested with the sole authority to investigate a complaint under Section 1 and 2 when a complaint is received by the Board of Directors. The Incident Committee will serve as both investigators and the trier of fact. The Incident Committee has limited authority to adjudicate complaints as follows:

- a.) For minor incidents, the Incident Committee has authority to issue corrective action up to one (1) game suspension without Board approval. Other permissible corrective action includes, but not limited to, no action, verbal warning, written warning, and minor remedial actions such as DE&I training or community service.
- b.) For corrective action requiring more than one (1) game suspension (season suspension or expulsion) Board approval is required at the next regular or special meeting in accordance with Article V, Section 6. The Incident Committee shall draft a report with the evidence gathered and the committee's recommended corrective action. The Board is bound by the committee's findings of fact and may only approve, reject, or remand the recommendation back to the committee.

Article IX. Indemnification and Insurance

Section 1. Authorized Indemnification

Unless prohibited by law, the Organization shall indemnify any Director or Division Lead, any former Director or Division Lead, any person who served at its request as a director, officer, partner, trustee, employ or agent of another corporation, partnership, joint venture, trust or other entity, and may, by resolution of the Board, indemnify any person to the fullest extent allowed under the Article IX as may be amended.

Section 2. Reimbursement and Advancement of Expenses

Expenses (including attorneys' fees) incurred by indemnitee in defending any civil, criminal, administrative or investigative action, suit or proceeding for which an indemnitee may be entitled 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 by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the

league. “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.

Section 4. Nonexclusive Rights

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, officer or other agent may be entitled under any statute, agreement vote of the Board, or otherwise and shall not restrict the power of the Organization 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 X. General

Section 1. Books and Records of the Corporation

The Treasurer shall be responsible for maintaining correct and complete books and records of the Organization’s financial accounts.

The Associate Commissioner shall be responsible for maintaining the followings:

- a.) Minutes of the proceedings of the meetings of the Board of Directors;
- b.) A current list of the Board of Directors and their residential addresses;
- c.) A copy of these Bylaws; and
- d.) A copy of the Organization’s application for and exemption from the Internal Revenue Services.

The Sports Director shall be responsible for maintaining a record containing the names and addresses of all Registered Participants.

Section 2. Fiscal Year

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

Section 3. Management of Corporate Funds

No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, unless said use is contrary to or in conflict with the purposes of the Organization. No funds shall be used for any purpose other than to affect the purposes of the Organization.

Article XI. Dissolution

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

Article XII. 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 State of Michigan without giving effect to principles that conflict laws.

Article XIII. Amendments

Proposed amendments to the Bylaws shall be submitted in writing by a Board Member to the Board of Directors no less than fourteen (14) days before the meeting at which the proposed amendments will be voted. A two-thirds (2/3) vote of all the Directors (including the Commissioner) shall be required to amend the Bylaws.

Article XIV. Adoption

These Bylaws were adopted unanimously at the Board of Directors meeting held on August 22, 2022.

AMENDMENTS

- a. These By-laws were amended and adopted unanimously by more than two thirds of Board of Directors meeting held on October 2, 2023. (Amended: Art. V, Sec. 2, 4-5, 8, and 10).
- b. These By-laws were amended and adopted unanimously by more than two thirds of Board of Directors meeting held on April 17, 2024. (Amended: Art. V, Sec. 2; Art. VI, Sec. 4; Art. VII, Sec. 3; Art. VIII, Sec. 3, and Art. X, Sec 1).