

**THE
BYLAWS
OF THE
TRIAD SOFTBALL LEAGUE, INC.**

www.triadsoftball.com

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ARTICLE I -- NAME OF ORGANIZATION

The name of the organization shall be the Triad Softball League, Inc., hereafter referred to as "TSL" or the "Organization". TSL is a nonprofit corporation organized under the laws of the State of North Carolina. No part of the income or net earnings of the Corporation will be distributed to its members. The Corporation may, however, contract in due course with its members, Directors or Officers without violating this provision.

ARTICLE II – OBJECTIVE

The objective of the Organization is to promote a SOCIAL environment through amateur athletics with special emphasis on the participation of the gay, lesbian, bisexual and transgender community in an atmosphere of friendly competition.

ARTICLE III – MEMBERSHIP

Any person over the age of eighteen (18) who wishes to support the stated objectives of TSL may become a member by satisfying the membership requirements set forth herein.

Individual members of TSL shall be required to pay annual or seasonal dues as established by the Board of Directors. Initial Dues shall be submitted with a signed membership application waiving any claims against TSL for possible injuries resulting from TSL activities. In addition to annual or seasonal dues, members may be required to pay participation fees in order to take part in specific TSL activities.

Members in good standing are those members who have paid their dues, are current in any other financial obligation that they may owe to TSL and have submitted a current membership application and waiver.

TSL reserves the right to revoke the membership of any individual member of TSL for conduct detrimental to the welfare and goals of the Organization. Any such revocation shall follow the procedures set forth in Article XII.

ARTICLE IV -- OFFICIAL COMMUNICATION METHODS AND PROXIES

Any reference in TSL documents that requires submission in writing shall be deemed to include physical paper, electronic mail (email) or facsimile (fax). In the interests of the efficient operation of the Organization, the TSL Board of Directors or Softball Council may, in their sole discretion, opt to hold any TSL meeting or call for a vote in person, via email, or by conference call.

TSL will recognize the designation of a proxy, provided that it is properly submitted in writing to the presiding officer. When executing a proxy, a TSL Board member may only designate another member of the Board; a team manager may only designate another member of his or her own team.

ARTICLE V – SOFTBALL COUNCIL

The Softball Council shall be defined as either the Spring Softball Council or the Fall Softball Council. Any reference to Softball Council in TSL documents shall be interpreted to refer to whichever Council, Spring or Fall, is in session and duly authorized under this Article.

The Spring and Fall Softball Councils shall consist of the members of the Board of Directors and a team manager for each team participating in the respective season. To be considered a participating team, an initial roster and any applicable fees must be submitted to TSL for the respective season. Each member of the Board and each team shall have one vote.

The Softball Council shall have the following duties and responsibilities:

- a. Attendance at all duly scheduled meetings.
- b. Collection of fees and fines from teams, members and sponsors.
- c. Review and amend the Rules and Regulations governing league play.
- d. Conduct any hearings under the Grievance / Appeal Process relating to a team.
- e. Other duties, as determined by a majority of the TSL Board of Directors, as may be necessary for the efficient administration of the Organization.

ARTICLE VI – BOARD OF DIRECTORS

The Board of Directors shall be responsible for all duties and responsibilities not otherwise specifically given to the Softball Council. All Board of Directors members shall share in the development and implementation of a marketing and outreach plan to increase community awareness of TSL, player recruitment and retention. The Board of Directors shall consist of the following Officers and appointed Chairpersons, with their respective responsibilities:

A. Officers

1. Commissioner

The Commissioner shall:

- a. Preside at all regular and special meetings of the Organization
- b. Assist the Treasurer in preparation of the budget.
- c. Serve as an authorized signer of TSL checks.
- d. Establish such committees and appoint such chairpersons and committee members as may be necessary for the efficient administration of the Organization.
- e. Plan for elections.
- f. Not vote in meetings except to break a tie.

- g. Advise the Board of Directors, Softball Council, or Members on all matters of procedure in according with the TSL Bylaws and Robert's Rules of Order.
- h. Negotiate with City or County Officials to obtain field playing time or the use of any other necessary facilities or equipment.
- i. Have sole authority to enter into contracts or agreements on behalf of TSL. All such contracts or agreements shall become effective only upon approval of the Board of Directors.
- j. Attend all national sports alliance meetings for any alliance maintained by TSL.
- k. Attend any non-TSL league or tournament games in which a team sponsored by TSL participates. If the Commissioner cannot attend a National Sports Alliance Meeting or non-TSL league or tournament game, the Commissioner may select a replacement.
- l. Have such other duties and responsibilities as may be necessary to carry out the provisions of these Bylaws.

A member serving as Commissioner must, immediately prior to such term of office, have been a member of the Softball Council (i.e., a team manager or member of the Board of Directors).

2. Treasurer

The Treasurer shall:

- a. Prepare a budget.
- b. Maintain all financial records.
- c. Serve as an authorized signer of TSL checks.
- d. Present regular financial reports to the TSL Commissioner as requested by the TSL Board, but in any case no less frequently than quarterly.
- e. Provide updated copies of the budget as requested by the TSL Board, but in any case no less frequently than quarterly.
- f. Provide copies of monthly account statements to the TSL Commissioner .
- g. Provide all financial reports, budget and monthly account statements to be distributed to and subject to approval by the Board of Directors at the next regularly scheduled meeting of the Board.
- h. Perform such other duties as the Commissioner may designate

3. Assistant Commissioner for Operations

The Assistant Commissioner for Operations shall:

- a. Preside over any meetings of TSL in the absence of the Commissioner
- b. Develop and implement a playing schedule in consultation with the Softball Council.
- c. Coordinate and oversee all league and tournament play, including arranging for the umpiring of all league and tournament games.
- d. Arrange for such awards, plaques, or trophies as may be given to members for league or tournament play.
- e. Perform such other duties as the Commissioner may designate

4. Assistant Commissioner for Public Relations (Social and Sponsorships)

The Assistant Commissioner for Public Relations (Social and Sponsorships) shall:

- a. Develop and implement, in consultation with the Commissioner and Treasurer, a marketing and outreach plan to increase the financial sponsorship of TSL and its teams.
- b. Arrange for such awards, plaques, or trophies as may be given to team or league sponsors.
- c. Develop and implement, in consultation with the Commissioner and Treasurer, an annual plan for social events.
- d. Develop, implement and regularly update the TSL Website.
- e. Perform such other duties as the Commissioner may designate.

5. Assistant Commissioner for Player Development / Rules

The Assistant Commissioner for Player Development / Rules shall:

- a. Develop and implement Spring and Fall Member Skill Clinics.
- b. Develop and implement a system for ranking players by skill level.
- c. Initiate such activities and disseminate such information as may be helpful in improving both individual and overall play in the league.
- d. Advise the Board of Directors and Softball Council on all matters concerning rules governing league play.
- e. Perform such other duties as the Commissioner may designate.

6. Secretary

The Secretary shall:

- a. Notify the Board of Directors, Softball Council, or Members of all regularly scheduled or special meetings.
- b. Maintain the minutes of all meetings.
- c. Distribute meeting minutes within two weeks after the meeting.
- d. Prepare a sufficient number of ballots for elections and have copies of rosters available to ensure that only members of the Organization who are in good standing cast votes.
- e. Perform such other duties as the Commissioner may designate.

B. Elections and Terms of Office

The initial Officers of the Organization shall be appointed by the Incorporator and shall serve for the periods set forth herein, except that the first election of Officers whose terms expire after one (1) year shall take place in the Fall of 2004 and the first election of Officers whose terms expire after two (2) years shall take place in the Fall of 2005. All Officers duly appointed shall serve until such initial election of a replacement, unless any such Officer resigns or is otherwise removed as provided herein. (As amended 10-7-03) The Board of Directors shall decide the particular time and place for the election of Officers upon the expiration of their term of office. The Members shall be given at least thirty (30) days prior written notice of any upcoming election. Any person wanting to run for election must be a current member of TSL in good standing and must be nominated by another current member of TSL, also in good standing. In addition, any member wishing to run for the position of Commissioner must be a current member of the Softball Council (i.e., a team manager or member of the Board of Directors). All nominations for officers must be submitted in writing to the Commissioner no later than 15 days before the election.

Thereafter, the membership shall be notified of all open offices and candidates running for each office at least ten (10) days before the election. Each member in good standing of the Organization may cast one vote for each office.

Such members of the Board of Directors who are not seeking election will oversee the casting of ballots.

A member unable to vote at the designated time of election may file for an absentee ballot with the Commissioner or any Assistant Commissioner. Absentee ballots must be completed in writing before the day of the election.

The term of office of the Commissioner, Treasurer, and Assistant Commissioner for Operations will be two years. The initial term of office for the Assistant Commissioner for Player Development, Assistant Commissioner for Public Relations – Sponsor & Social, and Secretary shall be two years. Any seat on the Board of Directors that shall

become vacant during a term of office shall be filled for the unexpired portion of the term by a majority vote of the Board.

In the event that a current member of the Board of Directors wishes to run for a vacant (or soon to be vacant) Board position prior to the expiration of the member's then current term of office, the members may be notified of a provisional election for the unexpired term of the member's current office. The election for the vacant Board position shall proceed first. The provisional election for the unexpired term of the member's current office shall proceed only in the event that the member is elected to the vacant Board position. If the member is not elected to the vacant Board position, then the member shall serve out the remaining portion of the member's current term.

All votes cast for the election of officers shall be counted in an open meeting of the Softball Council to be held the same day of the election. Any member of the Organization shall have the right to be present at such meeting and witness the counting of the votes. No officer may count votes if they are running for election.

The Secretary shall, immediately after the counting of votes, record the total number of votes cast for each candidate and shall declare the candidate receiving the most votes for each office the winner of the election for such office. However, a run-off election between the top two candidates shall be called if any one candidate for office does not receive greater than 50% of the votes cast.

C. Removal of Officers

Any officer or Softball Council member who has three unexcused absences from TSL meetings as determined by the Board of Directors, may be summarily removed from office upon vote of 75% of the Board of Directors without benefit of a hearing. Only the Board of Directors shall have authority to grant an excused absence.

Any other petition for removal of any Officer shall follow the guidelines in Article XII, Grievance Process.

ARTICLE VII -- MEETINGS

The Board of Directors or Softball Council shall meet as determined by the Commissioner or upon 10 days written request by any other member of the Board or Council. A majority of either the Board or Council, as the case may be, shall constitute a quorum and, unless otherwise noted herein, action may be taken by majority vote of the Board or Council then present.

A general membership meeting shall be held at least once each year at a time and place designated by the Board of Directors. The Secretary is responsible for notifying all members of the date, time, and place of such meeting. At the general membership

meeting, the membership shall be notified of the Rules approved by the Softball Council. No quorum shall be required for any such meeting.

Any member may attend any meeting of the Organization and may participate in an open forum. Only members of the Board of Directors or Softball Council or designated proxies may participate in the discussion and vote of a motion.

The TSL Board of Directors or Softball Council may, in its sole discretion, declare any meeting mandatory. Any team that fails to send a representative to a mandatory TSL meeting may be assessed a fine, in an amount to be determined by the Board of Directors or Softball Council. This fine must be paid to TSL before that team will be allowed to play its next game.

All meetings of the Organization will be governed by the rules set forth in Robert's Rules of Order, Newly Revised, most recent addition.

ARTICLE VIII – SOFTBALL RULES

The rules shall be presented prior to the commencement of play in the Fall or Spring season, respectively. Changes to the rules may be made as necessary. Any change made during a league season shall require the affirmative vote of not less than 75% of the Softball Council. Rules changed during the season shall become effective immediately unless otherwise specified in the amendment. It shall be the Secretary's responsibility to inform the Members of any rule change as soon as practicable after adoption. It shall be the team representatives' responsibility to inform their teams.

ARTICLE IX – NATIONAL SPORTS ALLIANCE

The Organization may become a member of a national sport alliance, such as the North American Gay Amateur Athletic Alliance (NAGAAA), whose goals and objectives are similar to those of the Organization. Any membership fees of such national sports alliance shall be paid by the Organization.

ARTICLE X – FEES AND EXPENSES

Officers and Softball Council members shall not receive any compensation or remuneration for their services to the Organization. However, necessary and reasonable expenses incurred on behalf of the Organization by any Officer or Softball Council member may be paid by the Organization subject to the approval of the Board of Directors. Requests for reimbursement of expenses must be submitted to the Treasurer, along with receipts, within 30 days of the expense.

ARTICLE XI – AMENDMENTS

Amendments to these Bylaws may be made as necessary. Any amendment shall require the affirmative vote of not less than 75% of the Board of Directors. Amendments will become effective immediately, unless otherwise specified in the amendment.

ARTICLE XII – GRIEVANCE PROCESS

The Softball Council or Board of Directors may declare any person or team in TSL in violation of TSL guidelines if that person or team exhibits behavior detrimental to the best interests of the Organization. The person or team may be declared in violation only after the following guidelines are followed:

1. The person or team in question must be challenged in writing. The challenge must be presented by a current member in good standing of TSL.
2. The written challenge must state the name of the person or team in question, the reason for the challenge and a specific list of charges that prompted the challenge.
3. The challenge must be presented to the Commissioner, except that a challenge relating to the Commissioner may be referred to any Assistant Commissioner and the Commissioner shall not preside over any meeting in which the Commissioner is the person being challenged. A challenge to a Team will be referred by the Commissioner to the Softball Council. A challenge to a person will be referred to the Board of Directors.
4. A meeting regarding a challenge will be called as soon as reasonably practicable under the circumstances. The Commissioner will be responsible for calling the meeting and notifying the Council or Board, respectively, the person or the team manager of the team in question, and the person issuing the challenge at least five (5) days before the meeting. Notice shall include the date, time, place, and reason for the meeting.
5. Except as specifically noted above, the Commissioner will preside over the meeting. The person issuing the challenge will read his or her challenge. The person or team manager of the team being challenged will respond to the challenge after such reading is finished. Questions and comments may be addressed from the Council or Board. The person issuing the challenge and the person or team manager of the team being challenged will both leave the room to allow for discussion by the Council or Board in Executive Session. Thereafter, the Council or Board will vote by secret ballot to determine whether the person or team in question is in violation of TSL guidelines. A person or team will be considered in violation if 75% of the Council or Board votes in favor of the challenge.
6. If the person or team is found in violation, the Council or Board shall then meet to determine the penalty. The specific penalty assessed will be determined by the nature of the violation. Possible penalties include, but are not limited to, reprimand, probation,

suspension for a period of games, severe suspension for the remainder of the season, expulsion, removal from office, ineligibility for membership or ineligibility for office, or any combination of the above. A penalty may be assessed upon a majority vote of the Board or Council.

7. At the end of the Executive Session, all persons involved in the challenge will be assembled and the decision of the Council or Board will be presented.

8. Any person or team declared ineligible for membership will remain so until they petition the Board of Directors for reinstatement. Reinstatement shall require an affirmative vote of 75% of the Board of Directors.

9. If the person or team being challenged does not cooperate with the guidelines stated above, penalties against that person or team may be issued by default.

10. If the person issuing the challenge does not cooperate with the guidelines stated above, the challenge may be dropped.

ARTICLE XIII – INDEMNIFICATION

TSL shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by the North Carolina Nonprofit Corporation Act.