

# **BYLAWS of STONEWALL SPORTS RALEIGH, INC.**

Adopted by 5/5 vote of the Board of Directors on December 22, 2020

**BYLAWS of  
STONEWALL SPORTS RALEIGH, INC.**

ARTICLE I—NAME

Stonewall Sports Raleigh, Inc. (referred throughout these Bylaws as the “Corporation” or “Stonewall Sports Raleigh”) is a nonprofit corporation, without capital stock or shares, formed on January 26, 2016, under the provisions of Chapter 55A of the North Carolina Nonprofit Corporation Act (referred to throughout these Bylaws as the “Act.”)

ARTICLE II—LOCATION AND OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be located in and around the metropolitan area of Raleigh, North Carolina, as the Board of Directors may from time to time designate.

Section 2. Registered Office

The registered office of the Corporation required by N.C. Gen. Stat. §55A-5-01 to be maintained in the State of North Carolina shall be located at P.O. Box 28978 Raleigh, NC 27611 or as the Board of Directors may from time to time designate.

ARTICLE III—THE CORPORATE SEAL

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

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

ARTICLE IV—PURPOSES

Section 1. Charitable and Educational

The Corporation is chartered as a nonprofit corporation for charitable and educational purposes, which include supporting and promoting acceptance of the lesbian, gay, bisexual, transgender,

questioning and ally (“LGBTQA”) community by organizing outreach programs and providing a safe environment for members of the LGBTQA community. The Corporation’s programs shall include amateur sports competitions and other events held in an atmosphere conducive for the participants in those competitions to fundraise and donate contributions to other 501(c)(3) charitable organizations. As such, the Corporation is described in section 501(c)(3) of the Internal Revenue Code (referred to throughout these Bylaws as the “Code”) and qualifies for tax-exempt status under the Code and North Carolina law.

## Section 2. Funds and Assets

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

## Section 3. Nondiscrimination

The Corporation shall not discriminate in its membership or in 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, or expression or any other characteristic protected under state or federal law.

## Section 4. Nonpartisan Activities

The Corporation shall be nonpartisan and shall not engage in political activities.

## Section 5. Sports Leagues

The Corporation shall provide opportunities for adult members of the LGBTQA community to participate in amateur sports leagues. The Board of Directors shall from time to time determine which sports the Corporation will offer to the participants. Each sport and its participants shall be classified into a separate sports league. Each sports league shall be led by one Sports Officer as described in Article VI, Section 2.

# ARTICLE V—PARTICIPATION

## Section 1. Participants

Individuals who participate in the programs of Stonewall Sports Raleigh shall be classified into categories, as the Board of Directors shall from time to time determine. These participants are

not members of the organization and have no rights or responsibilities. These participants are permitted to participate in the programs of Stonewall Sports Raleigh at the discretion of the Board of Directors.

## Section 2. Classes of Participants

a) Informational Participants. Informational Participants may be a part of the Stonewall Sports Raleigh Facebook group, registered on the Stonewall Sports registration website, or volunteers. Informational Participants may receive information updates about Stonewall Sports Raleigh events and activities. 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 Stonewall Sports Raleigh 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.

## ARTICLE VI—BOARD OF DIRECTORS

### Section 1. Composition of the Board of Directors

Control and direction of the Corporation shall be vested in the Board of Directors, which shall be composed of eight (8) Directors selected in accordance with these Bylaws. The Board of Directors shall serve as the governing body for the Corporation and shall manage its affairs.

The Board of Directors of the Corporation shall be comprised of two (2) At-Large Director and six (6) Directors who each hold one (1) of the following positions:

- Commissioner;
- Athletic Director;
- Treasurer;
- Communications Director;
- Secretary;
- Diversity, Equity, and Inclusion Director (DEI Director);
- At-Large Director of Sponsorships;
- At-Large Director for National Board Representation

### Section 2. Sports Officers

In addition to the Board of Directors, the Corporation shall include officers for each individual sport maintained by the Corporation that the Board of Directors might from time to time deem necessary to effectuate the purposes of the Corporation as defined by Article IV herein.

The Sports Officers shall serve at the direction of the Board of Directors and shall assist the Board of Directors in governing the league.

### Section 3. Role of the Board of Directors

The Role of the Directors of the Corporation shall include, but shall not be limited to, the following:

- Determine the Corporation's vision, mission, core values and strategic plan;
- Ensure predictable, recurring financial resources, sufficient to execute the Corporation's mission;
- Ensure legal and ethical integrity and maintain accountability;
- Ensure effective organization planning;
- Recruit and orient new Board members and assess Board performance;
- Recruit and orient Sports Officers and assess Sports Officers' performances;
- Enhance the organization's public standing;
- Determine, monitor, and strengthen the organization's programs and services;
- Support the Commissioner and assess his/her performance;
- Identify and select succeeding Directors; and
- Exercise such other powers, authorities and responsibilities as may be determined by the Board of Directors.

### Section 4. Selection of Directors and Sports Officers

The Board of Directors and Sports Officers for the Corporation shall be selected as follows:

#### a. Election of Directors

The Board of Directors shall elect the succeeding Commissioner from among the Board of Directors. The Athletic Director, Treasurer, Communications Director, Secretary, DEI Director, At-Large Director of Sponsorships, and At-Large Director for National Board Representation, shall each be selected by the Team Captains in the following manner:

1. Not less than sixty (60) days before the expiration of each Director's term, the Board of Directors shall make a public announcement by way of social media and email seeking applications for the vacancy.
2. Applications for the position shall be accepted from any Registered Participant in good standing with the Corporation.
3. The Board of Directors shall review each application submitted and shall select three (3) most qualified applicants for election by the Team Captains of any league. Only captains of leagues currently in season at the time of election or immediately past seasons are eligible to vote.

#### b. Selection of Sports Officers by the Board of Director

The Board of Directors shall select Sports Officers in the following manner:

1. Not less than thirty (30) days before the expiration of each Sports Officer's term, the Board of Directors shall make a public announcement by way of social media and email seeking applications for the vacancy from among the Registered Participants of each Sports League (i.e., Kickball, Bowling, Volleyball, Dodgeball, Flag Football).
2. The Board of Directors shall select the most qualified applicant.

#### Section 5. Term Limits of Directors and Sports Officers

##### a. Board of Directors

The initial Board of Directors shall serve terms of office, which are staggered as determined by the Incorporator at time of ratification of the Bylaws, to ensure continuity of leadership.

Each Director shall be selected to serve a two (2) year term. Terms shall begin July 1 and conclude June 30 two years later. Any Director may continue to serve in his or her 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. At such time, that Director shall be subject to reelection by Section 4.

b. Sports Officers shall serve for a term of two (2) seasons. At such time, the Sports Officer shall be subject to reappointment by Section 4.

#### Section 6. Meetings

A majority of the Directors shall constitute a quorum. Except as otherwise required by law or specifically provided within these Bylaws, 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.

Any one (1) or more Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment allowing 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.

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

Notice of meetings must be given not less than seven (7) days in advance. Notice may be given by fax, email or mail and shall state the date, time and purpose of the meeting, and shall state whether the meeting is an annual meeting, a regular meeting or a special meeting.

The annual meeting of the Corporation, which is required by law, shall be held in the first quarter of each fiscal year, which is from January 1 until March 31.

Regular Meetings of the Board shall be held on the second Tuesday of each month and may be held at a time and place designated by the Commissioner. Such dates may be changed by the Commissioner with reasonable notice to Board members.

Special meetings of the Board may be called at any time by the Commissioner or by the majority of the Directors.

A Director's attendance at or participation in any meeting shall constitute waiver of notice of such meeting, unless the Director objects to the sufficiency of notice promptly upon his arrival at the meeting, and does not thereafter vote or assent to action taken at the meeting.

Minutes shall be taken to record the actions 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. Procedure

"Roberts' Rules of Order Newly Revised" shall be the procedural rules for all meetings. Such rule may be waived by the Commissioner.

#### Section 8. 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 9. Board Compensation

Board members shall receive no compensation for their service on the Board and shall serve as volunteers. Board members may be reimbursed for ordinary and necessary expenses incurred in connection with their Board service.

#### Section 10. Immediate Past Commissioner

The immediate past Commissioner shall serve as an advisor to the Board of Directors for a period of two (2) years.

1. The immediate past Commissioner shall be entitled to attend all meetings of the Board of Directors or its subcommittees in a non-voting capacity.
2. The immediate past Commissioner shall be eligible to serve as the Chair and Liaison of the Social Events and Outreach Committee.

## Section 11. Duties

### a. Commissioner

The Commissioner shall represent the Corporation in an official capacity where appropriate. The Commissioner shall serve as the official legal representative of the Corporation, and shall execute all contracts, permits, and other documents with legal significance. The Commissioner shall be the only Director with the authority to transact business on behalf of the Corporation.

The Commissioner shall be responsible for carrying out the policies and directives of the Board.

The Commissioner shall preside at meetings of the Board of Directors and shall perform such duties as usually pertain to the chief executive officer of a corporation, together with such additional duties as the Board of Directors may assign.

The Commissioner shall only cast tie-breaking votes unless otherwise specified herein.

### b. Athletic Director

The Athletic Director shall be responsible for maintaining the overall contact list of Registered Participants and Informational Participants.

The Athletic Director coordinates the registration process of each Sports League.

The Athletic Director shall meet with the Sports Directors at their discretion and shall report to the Board of Directors matter relevant to Board Activities during regularly called meetings of the Board.

The Athletic Director shall oversee the day-to-day operations of all sports and recreational activities offered by the Corporation.

The Athletic Director shall be the final authority on publishing rulebooks for each sport and shall serve the arbiter of any disputes relating to the implementation of the rules.

### c. Treasurer

The Treasurer shall be responsible for managing the Corporation's bank accounts, receipts and disbursements, and for keeping complete and accurate records thereof.

The Treasurer shall be responsible for preparing or supervising the preparing and filing of the IRS Form 990 information return each year and providing copies thereof to each Director.



The Treasurer shall be responsible for filing and paying the Corporation's annual license renewal fee and similar registrations required by government agencies.

The Treasurer will make disbursements to charitable organizations upon direction of the Board.

The Treasurer shall be responsible for preparing an annual financial statement of the Corporation and shall issue other financial reports to Board members as requested by the Board.

The Treasurer shall arrange for an annual independent review or audit of the Corporation's financial books and records, and shall ensure that the report of such review or audit is timely presented to the Board.

The Treasurer will assist the Sports Officers with identifying and negotiating sponsorship opportunities the Treasurer shall have final approval of all Sponsor Agreements.

d. Communications Director

The Communications Director shall be responsible for updating and monitoring the web site and maintaining the corporation's social media presence.

The Communications Director shall be responsible for maintaining the overall contact list of Registered Participants and Informational Participants.

The Communications Director shall seek media opportunities to promote the Corporation, its members and its special events.

The Communications Director shall be available as a resource to assist each Sports League and the Social Events and Outreach and Diversity, Equity, and Inclusion Committees.

The Communications Director shall be responsible for updating and monitoring the web site, for maintaining social media properties and for assuring the current registration of the Corporation's domain name(s).

e. At-Large Directors

The At-Large Director of Sponsorships shall perform such tasks necessary to effectuate the provisions of Article IV, including but not limited to supporting the Commissioner, Athletic Director, Treasurer, Secretary, Communications Director, and DEI Director.

The At-Large Director of Sponsorships shall be the primary officer tasked with obtaining and maintaining sponsorship relations;

The At-Large Director of Sponsorships shall be tasked with ensuring contractual obligations are met and that dues are paid.

The At-Large Director of Sponsorships 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 At-Large Director of Sponsorships shall be responsible for leading all sponsorship efforts for each sport working with the other Directors of the Corporation. They shall be the main point of contact for the solicitation, confirmation and ongoing communication between the league and its sponsors.

The At-Large Director for National Board Representation shall serve as the Corporation's representative to the Stonewall Sports, Inc National Board of Directors.

The At-Large Director of Sponsorships and National Board Representative shall represent the interests of Stonewall Raleigh at the national level and report back to the Board of Directors as needed;

The At-Large Director or Sponsorships and National Board Representative shall perform such tasks necessary to effectuate the provisions of Article IV, including but not limited to supporting the Commissioner, Sports Director, Treasurer, Secretary, and Communications Director.

f. Secretary

The Secretary shall be the recording and certifying officer of the Corporation.

The Secretary shall have custody of the Corporation seal and the other official records specified in Article X of these Bylaws.

The Secretary shall provide notice of Board meetings and shall keep the official minutes of such meetings.

The Secretary shall maintain the Public Inspection File required by the Internal Revenue Service, and shall be responsible for responding for requests from third parties for access thereto.

g. Sports Officers

Each Sports Officer shall oversee the day-to-day operations of that Sports League. Each Sports Officer shall be the final authority on the rules of that League Sport. The Sports Officer shall be responsible for updating the rules for that Sports League and serving as the arbiter of any disputes relating to the implementation of the rules.

Each Sports Officer shall be responsible for identifying, recruiting, selecting and training referees and umpires for that Sports League each season. The Sports Officer shall determine field safety for each game and shall establish a protocol for proceeding in inclement weather.

Each Sports Officer shall coordinate the t-shirt order for that Sports League each season. Each Sports Officer also shall secure and maintain the necessary equipment for that Sports League each season.

Each Sports Officer shall publish scores and team rankings and shall be responsible for the overall competition schedule of each Sports League.

Sports Officers shall identify and negotiate sponsorship opportunities for his or her Sports League at the direction of the Treasurer.

Each Sports Officer shall meet as needed with the Sports Director who shall report to the Board of Directors matters relevant to Board Activities during regularly called meetings of the Board. Sports Officers may be invited to participate in meetings of the Board of Directors at the request of the Commissioner in a non-voting capacity.

#### Section 13. Vacancies

A vacancy on the Board of Directors shall be filled by an interim appointment by the remaining Directors. Such appointment shall be for the remainder of the vacant term, followed by an election pursuant to Section 4.

### ARTICLE VII—COMMITTEES OF THE CORPORATION

#### Section 1. Committees

The Commissioner may appoint ad hoc committees from time to time as the Commissioner determines are necessary, subject to the approval of the Board. The resolution authorizing any such committee shall set forth its duties, its term and its members, all of whom must be Registered Participants of the Corporation pursuant to Article V, Section 2. Each committee shall have at least one Director as a member, including Commissioner ex officio.

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 committees 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 the members of the committee.

### Section 3. Quorum and Manner of Acting

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

### Section 4. Social Events and Outreach Committee

The Social Events and Outreach Committee, referred throughout these Bylaws as SEOC, will be composed of 5-6 active Stonewall Members whose terms will last 12 months. Terms will be staggered for continuity; three will start in January and three in June of each calendar year. A member may serve another term at the discretion of the Board. If a member is not able to complete their term, the Board shall appoint a new committee member to fill out the remainder of the term at their discretion.

The SEOC shall be chaired by a current Stonewall player appointed by the Executive Board who will act as a liaison between the SEOC and the Board. The Chair will report the SEOC plans and functions at each meeting of the Board.

The SEOC member selection process shall consist of an open call for active Stonewall players and recommendations, with the approval of the Board.

The SEOC will be responsible for planning and executing league-wide monthly and quarterly events, as well as community outreach opportunities approved by the Board through the Chair. Events and Outreach opportunities are to be planned a season in advance to allow for Board Approval and proper planning.

The SEOC will meet face to face as a group once a month to plan and coordinate their activities and committee updates. Further virtual breakout meet-ups can be planned as executed as needed.

The SEOC shall be charged with the following shall include, but not be limited to:

- Be responsible for organizing events to encourage social interaction among members and facilitate charitable fundraising.
- Be responsible for organizing events to support the Sports Leagues, including but not limited to tournaments and social mixers.
- Be available as a resource to assist each Sport League in the organization and implementation of its events.
- Seek media opportunities to support the corporation, its members and its special events.
- Be available as a resource to assist each Sports Officer in the performance of their communications functions.
- Responsible for planning and/or coordinating service events and projects for the corporation.

- Manage the corporation's communications with other philanthropic organizations. The SEOC is responsible for the above duties, but may form subcommittees to delegate responsibilities under the guidance of the Executive Board liaison with a SEOC member chairing the subcommittee.

#### Section 5. National Diversity, Equity, and Inclusion Committee Representative

The DEI Director shall serve as the Board's Representative to the National DEI Committee. The DEI Director may deputize a member of their committee to represent the Board in their absence.

The National DEI Representative shall serve a term of one year, beginning on 1 January and ending 31 December. At the end of their term, the National DEI Representative shall be able to remain in their position for an additional term with the consent of the Board. Should the Representative be unable to fulfill their term, the Board shall appoint a replacement until the end of said term, at which time there shall be an open call for applications to fill the position.

The National DEI Committee Representative shall collaborate with the SEOC as needed in order to ensure that Social Events and Outreach opportunities are meeting DEI expectations set forth by the Board and the National DEI Committee.

The National DEI Committee at the time of the adoption of these bylaws is open to all Stonewall Members nationwide. Thus, players from the Raleigh Chapter may participate in the National DEI Committee until such time that it moves to a Chapter Representative format, upon which the Board Appointed Representative shall remain until the end of their term.

The National DEI Committee Representative shall, as needed, form a committee of current and former Raleigh Chapter players and key community stakeholders in order to create proposals to present to the board on local DEI policy. This Committee may work in tandem with the SEOC to facilitate educational activities and materials in an Outreach capacity.

### ARTICLE VIII—REMOVAL FROM PARTICIPATION OR OFFICE

#### Section 1. Reasons for Removal

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

- A violation of the Corporation's Code of Ethics;
- 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;
- A failure to perform the duties or discharge the responsibilities of a Director; or
- Acting in a manner to discredit the Corporation.

Sports Officer may be removed from office with or without cause.

## 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 proceedings shall be expedited.

## Section 3. Other Removals and Terminations

The Board may establish rules and procedures from time to time for the removal or separation of Registered Participants. The Board shall establish such rules and procedures with guidance from the General Counsel for the Corporation.

## ARTICLE IX – INDEMNIFICATION AND INSURANCE

### Section 1. Authorized Indemnification

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

### Section 2. Reimbursement and Advancement of Expenses

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements; and judgments, fines, and penalties against and amounts paid in settlement by, such Director, officer, or employee.

The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any Director, officer, or employee; provided, however, that such Director, Officer or employee shall provide a written affirmation stating that the individual (a) acted in good faith; (b) reasonably believed that his official conduct was in the best interest of the Corporation or in all other cases, that the conduct was at least not opposed to the best interests of the Corporation; (c) in matters involving criminal proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not meet the relevant standard of conduct. Such individual shall also provide a written undertaking, in the form of an unlimited general obligation, to repay such amount if the individual is ultimately found not to be entitled to indemnification, or where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which the individual is entitled.

### Section 3. Insurance

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

### Section 4. Non-Exclusive Rights

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

### Section 5. Severability

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

## ARTICLE 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 Corporation's financial accounts;

The Secretary & Treasurer shall be responsible for maintaining the following:

- Minutes of the proceedings of the meetings of the Board of Directors;
- A current list of the Directors of the Corporation and their residence addresses;
- A record containing the names and address of all participants and the class or classes of membership; type of participant;
- A copy of these Bylaws;
- A copy of the Corporation's application for recognition of exemption with the Internal Revenue Services and the North Carolina Department of Revenue; and
- Copies of the past three (3) years' information returns and Form 990-T's to the Internal Revenue Service.

### Section 2. Fiscal Year

The fiscal year of Corporation 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, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the Corporation. No funds shall be used for any purpose other than to effect the purposes of the Corporation.

### Section 4. Exempt Activities

Notwithstanding any other provision in these Bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or may be amended.

## ARTICLE XI – AMENDMENTS

Proposed amendments to the Bylaws shall be submitted in writing 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 of the Directors (including the Commissioner) shall be required to amend the Bylaws.

Ratified by 5/5 vote of the Current Board of Directors this 22 day of December 2020.

Present and Voting:

Dennis Learned, Commissioner  
Johnny Deem, Treasurer  
Kris Jagers, Communications  
Tommy Crompton, At-Large Director  
Davey Goodhart, At-Large Director