

BYLAWS
OF
STONEWALL SPORTS CHICAGO
("SSC")

ARTICLE I - NAME AND PURPOSES

Section 1. Name. The name of the corporation shall be STONEWALL SPORTS CHICAGO.

Section 2. Offices. The corporation shall maintain a registered office in the State of Illinois and a registered agent at such office and may have other offices within or without the state.

Section 3. Purposes. The purposes for which the corporation is organized is to provide and promote the pursuit of amateur sports by lesbian, gay, bisexual, transgendered, and questioning individuals as well as their allies, promoting social interaction and fellowship among lesbian, gay, bisexual, transgendered, and questioning individuals and their allies, building coalitions with other recreational sports organizations and other social groups of interest to lesbian, gay, bisexual, transgendered, and questioning individuals and their allies.

We believe every person should have the ability to feel comfortable being oneself in organized sports. Our organization will value each player for who they are and what one brings to the league's community. We also believe organized communities have the ability and responsibility to support others in need.

To provide an inclusive, low-cost, high FUN sports organization that is managed as a non-profit with a philanthropic heart.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court or the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Further, the corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Non-Discrimination Policy. SSC shall not discriminate on the basis of race, color, national origin, religion, gender, age, disability, gender identity and sexual orientation. Additionally, SSC shall not use, for any SSC related activity, the facilities of any club or other institution which discriminates, in any manner, against any persons in the above-mentioned categories.

Section 5. Operating Procedures. The operating procedures of the board will be conducted in accordance with Roberts Rules of Order. In any instance of discrepancy between Robert's Rules of Order and these Bylaws, the Bylaws will take precedence.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility for Membership. All residents of Chicago and surrounding areas can become a member/player of SSC through a sport offered by SSC. All memberships shall be granted upon a majority vote of the Board of Directors.

Section 2. Annual Dues. The SSC Board of Directors shall have the power to fix dues for the various classes of membership and to waive dues in its discretion, by a majority vote of the Board of Directors. Continued Membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members. Each member shall be eligible to cast a vote pursuant to Article VII. The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Section 4. Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues. By majority vote, the SSC Board of Directors may suspend or expel any member for misconduct, including, but not limited to, arrest and/or conviction for any federal, state or local offense.

Section 4. All Rights Reserved. The SSC Board of Directors reserves the right to make final determinations of membership eligibility, suspension, and expulsion.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors (hereinafter the “Board”). The Board shall manage the affairs of the SSC, supervise the work of all committees, have general supervision of SSC property, keep a record of all proceedings, report the general membership any business which, in its judgment, requires action by the general membership

Section 2. Number and Classification. The Board shall consist at least four (4) volunteers, comprised of one (1) Chairman of the Board, one (1) Finance Director, (1) Secretary, one (1) or more Sport Commissioners, and one (1) or more Directors at-large.

Section 3. Chairman of the Board. The Chairman of the Board (the “Chairman”) shall preside at all meetings of the board of SSC and conduct all business meetings as necessary, serve as liaison between the corporation and any Sponsors or Donors of SSC, serve as liaison between the corporation and the City of Chicago as pertains to receiving permits for play on Chicago Park District fields or Chicago venues, appoint all sub-committees, and any other duties as further assigned. The Chairman of the Board shall also be responsible for maintaining the brand of SSC and expansion into additional sports for the corporation. In the absence of the Chairman of the Board, the Board will select one of its members to act as the interim Chairman of the Board until a new board member is elected. The interim Chairman will continue the member’s elected duties in a dual role.

Section 4. Finance Director. The Finance Director Shall have responsibility for all funds in the name of Stonewall Sports - Chicago, disburse the funds ordered by the Sports Commissioners, keep an accurate account of the funds received and disbursed, provide a monthly financial report to be read at the monthly board meetings, and require that all checks be

signed by either the Chairman of the Board or Finance Director of Stonewall Sports – Chicago. In the absence of the Finance Director, the Chairman of the Board will assume these duties as assigned.

Section 5. Secretary. The Secretary shall have responsibility for all historical records of Stonewall Sports - Chicago, file all official paperwork with the State or Federal Government, schedule all Board meetings, take minutes of official Stonewall Sports - Chicago meetings (including the annual retreat), and oversee any administrative tasks for the organization.

Section 6. Sport Commissioner(s). A Sport Commissioner shall serve as a representative to the board for a sport within the corporation. The commissioners will report up to the Chairman of the Board on the activities of their sport being managed. This position will have full authority to run the day-to-day operations of their sport, except in the case of sponsorship, donors, fields, venues, or any aspect that affects the operations of another sport or the corporation as a whole. In those instances, the full Stonewall Sports – Chicago board and Chairman shall have precedence over decisions.

Section 7. Director(s). A Director at-large shall have responsibilities as assigned by the Chairman of the Board.

Section 8. Named Directors. A Named Director shall have responsibility based on a directive from the Board. The Named Directors are as follows:

- A. Director of Diversity and Inclusion. The Director of Diversity and Inclusion is responsible for increasing the diversity of people, ideas, and beliefs reflective of the community in which we serve and reside. The Director of Diversity develops and executes an actionable strategy that recognizes the broad range of interests, values, and cultural richness that defines our LGBTQ+ community both throughout Stonewall Sports - Chicago and the greater Chicagoland community.
- B. Director of Membership Engagement. The Director of Membership Engagement is responsible for tracking membership involvement in each of the sports, helping with general recruitment and marketing for SSC, and assisting the Chairman of the Board in evaluating the need for additional sports. The role includes collecting, analyzing, and delivering membership data to the board with recommendations for action. The Director of Membership Engagement is also responsible for the organization's social media channels, their content, and for communicating to the organization's membership.

Section 9. Tenure. The Chairman of the Board shall serve for four (4) years, a Sport Commissioner three (3) years, the Finance Director two (2) years, the Secretary two (2) years, and a Director two (2) year. Board members may be elected to two (2) terms, but no elected Director may be in more than one Board category at a time. Voting shall occur at the meeting before the term is up. The next term will start after the previous term ends, and if volunteer steps down early, the replacement will finish the prior term before beginning their term.

Section 10. Qualifications. Members of the Board must live within the State of Illinois for the majority of the fiscal year.

Section 11. Annual Meetings. The Board shall meet at least twelve (12) times yearly and held without notice other than these bylaws, at such place and date as shall be determined by the Chairman of the Board and communicated to the Board not less than thirty (30) days prior to such date.

Section 12. Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board. The Chairman of the Board may fix any place as the place for holding any special meeting of the board called by him/her.

Section 12. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days for mail and two (2) days prior thereto by written notice to each Director at the United States address or email address shown for such Director on the records of the corporation. If mailed such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed such notice shall be deemed to be delivered when sent. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 13. Quorum. At all meetings of the Board of Directors a minimum of one-third (1/3) of the total number of Board but in no event less than three (3) Board members shall constitute a quorum for the transaction of business, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 14. Manner of Acting. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the articles of incorporation or these bylaws.

Section 15. Action Without Meeting. Any action required to be taken at a meeting of the Directors of the corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be

signed by all the Directors entitled to vote with respect to the subject matter thereof. The Board may refer any matter to the entire active SSC membership for a vote by email.

Section 16. Virtual Attendance and Voting. The Board may participate in any meeting through the use of a conference telephone, video conference, Skype, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. The Board may vote through the use of email, Google forms, or similar electronic communication method excluding chat service by means of which all persons of the board shall have access to the unadulterated logs of the record detailing the subject matter and each participants' name and vote of yay, nay, abstain. The voting period shall remain open for a minimum of two (2) days from the electronic sending of the vote notification; e.g., email.

Section 17. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors by majority vote. A Board member elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 18. Compensation. Neither the Board nor any Member of SSC shall receive any compensation for his/her services to SSC. However, a member of the Board or committee chairperson may be reimbursed for out-of-pocket expenses incurred in the discharge of his/her duties, provided such expenses are approved by the Finance Director.

Section 19. Removal. Any Board member may be removed for cause by two-thirds (2/3) vote of the Board.

Section 20. Special Provision. The first Board of Directors (hereinafter "First Board") shall be formed and shall exercise the powers of SSC indefinitely until a future date is determined for a formal vote and swearing-in of the next board. The First Board shall consist of the original four members of the board, Patrick Crosson, Jamie Manual, Adam Zebelian and Sam Lingeman, not to be limited to original board roles assigned.

ARTICLE IV - COMMITTEES

Section 1. Creation of Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which shall consist of one (1) or more Board members and such other persons as the board shall appoint.

Section 2. Manner of Acting. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these bylaws, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a

committee, such committee may select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these bylaws or with rules adopted by the Board of Directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed or resign from such committee, or unless such member shall cease to qualify as a member thereof. If a committee member who also is a Director on the Board of Directors ceases to be on the Board of Directors then such person shall cease to qualify as a committee member, subject, however, to the board's right to re-appoint such person to a committee pursuant to Section 1 of this Article.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Action Without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 7. Virtual Attendance. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE V - GENERAL PROVISIONS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from

time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the secretary and countersigned by the Chairman of the Board.

Section 3. Fiscal Year. The fiscal year of the corporation shall be established by resolution of the Board of Directors.

Section 4. Waiver of Notice. Whenever any notice is required to be given under law, the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Amendments. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE VI - ELECTIONS

Section 1. Volunteer Board. Members of the Board shall be elected at the first monthly meeting after a vacancy on the Board occurs. Active members that are unable to attend the first quarterly meeting after the start of the fiscal year may vote by other means as directed by the board.

Section 2. Eligibility to Stand for Election. Any active member of SSC may stand for election to any of the available officer or general member position. However, no active member of SSC may stand for election to more than one office or position in the same election. Any active member seeking election to the Board shall submit his/her name in writing to the Board at least sixty (60) days in advance of the first quarterly meeting after the start of the fiscal year.

Section 3. Lack of Candidate. In the event that no member seeks election for a given position on the Board sixty (60) days in advance of the annual meeting, the Board shall nominate at least two (2) active members to stand election for that position.

Section 4. Electoral Transparency. The Board shall develop its own procedures/rules to conduct all elections in order to avoid the appearance of impropriety.

Section 5. Votes Required to Assume Office. The active member candidate obtaining the highest number of votes for position on the volunteer Board shall be deemed elected to that office or position. However, if no member obtains a plurality of the total number of votes cast for an office or position in the election at the annual meeting, a run-off election between the two (2) members obtaining the highest number of votes shall be held within sixty (60) days of the conclusion of the first quarterly meeting after the start of the fiscal year.

ARTICLE VII – MEETINGS OF THE MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall take place in the first quarter following the start of the fiscal year, the specific time, date, and location of which shall be designated by the president. At the annual meeting the members shall elect Directors and officers, receive reports on the activities of the corporation, and determine the direction of the corporation in the coming year.

ARTICLE VIII – SEAL OF THE CORPORATION

Section 1. SSC Seal. SSC shall have an official seal, which shall be in the care, keeping, and custody of the secretary.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 1. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the full extent permitted by law.

Section 2. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article X.