

**CODE OF REGULATIONS  
OF  
COLUMBUS LESBIAN AND GAY SOFTBALL ASSOCIATION**

**ARTICLE I**

**Members**

1. - The Corporation

1. - The Columbus Lesbian and Gay Softball Association shall have one class of members, that being of voting members.
2. - Unless otherwise specified, the term “members” shall refer collectively to the Perpetual Members and the Interim Members of the Corporation

2. - Perpetual Members

- 1.02.01 - The officers of the Corporation shall serve as perpetual members of the Corporation as designated in Articles II and III.

3. - Interim Members

- 1.03.01 - The Board of Trustees shall admit as additional members those individuals identified as being the team captain on the registration application by each softball team registered with the Corporation to participate in the upcoming softball league season.

- 1.03.02 - Interim members shall serve as members of the Corporation from April 15<sup>th</sup> to October 15<sup>th</sup> of the year in which they are admitted as Interim Members.

1.04 - Proxy Members

- 1.04.01 - Any interim member shall notify the secretary or other Trustee of a proxy prior to any regular or special meeting being called to order.

- 1.04.02 - Any perpetual member also designated as an interim member per the foregoing definitions may identify, in writing to the secretary, a proxy from the roster for the team registered with the Corporation. If no proxy is identified, the perpetual member shall forfeit the vote for that team.

- 1.04.03 - Proxies shall be recognized by the Corporation as a member pursuant to section 1.03 during the proceedings of any regular or special meetings of the Corporation.

## ARTICLE II

### Board of Trustees

#### 2.01 - General Powers

- 2.01.01 - The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Trustees, except as otherwise provided by law of the State of Ohio or this Code of Regulations.

#### 2.02 - Number

- 2.02.01 - The Board of Trustees shall consist of not less than three (3) or more than fifteen (15) officers (excluding ex officio officers).
- 2.02.02 - The President/Commissioner shall be a Trustee and any other officer of the Corporation may be a Trustee.
- 2.02.03 - Without amendment to this Code of Regulations, the number of Trustees may be fixed or changed, subject to the foregoing limitations, by the members. New offices and Trustees may be created or removed at any meeting of the Board of Trustees by majority vote and newly created positions filled pursuant to section 2.08.
- 2.02.04 - No reduction of the number of Trustees shall have the effect of removing any Trustee prior to the expiration of his or her term of office.
- 2.02.05 - More than one office may be held by the same person, but may only be counted as one member or Trustee vote relating to business of the Corporation.

## 2.04 - Election

- 2.04.01 - Any member may nominate himself or another member as a candidate for election to the Board of Trustees.
- 2.04.02 - At least thirty (30) days prior to the annual meeting of the membership, any nominee for the Board of Trustees shall submit to the designated Trustee, or committee chair as designated by the current Board of Trustees, a resume and statement of interest for consideration of all members.
- 2.04.03 - At least thirty (30) days prior to the annual meeting of the membership, the Board of Trustees shall submit to the members for election thereby a list of nominees sufficient to replace or reelect those Trustees whose terms expire in that year.
- 2.04.04 - The officers shall be elected by the members by means of a paper ballot at the second annual meeting of the membership, or action in lieu thereof, unless otherwise specified in this Code of Regulations.
- 2.04.05 - No ballots shall be accepted following adjournment of the annual meeting, or action in lieu thereof, unless otherwise specified in this Code of Regulations or allowed by a majority vote of the members. Any voting member unable to attend an annual meeting, thereby unable to supply a paper ballot at that time, must notify the secretary in writing at least twenty-four (24) hours prior to the meeting and may submit an electronic ballot prior to adjournment of said meeting.
- 2.04.06 - An election must be won by an absolute majority (50%+1) of those members currently representing quorum. In the case that more than two (2) nominees are running for any position and an absolute majority is not obtained, a re-vote with the two (2) nominees obtaining the largest number of votes will take place. If a tie prohibits narrowing the nominees to two (2), a re-vote will be conducted with all nominees receiving the number of votes equal to either of the top two (2) vote-getters.
- 2.04.07 - Following certification of the ballot count by a minimum of two (2) trustees of the Corporation, the results shall be entered upon the records of the Corporation and all paper and electronic ballots shall be destroyed.

## 2.05 - Term

- 2.05.01 - The term of office for the President/Commissioner, Vice President/Assistant Commissioner, Secretary, Business Development Director and NAGAAA Representative shall be two (2) years.

2.05.02 - The term of office for the Treasurer, Field Coordinator, and Conference Chiefs shall be one (1) year, unless otherwise specified in this Code of Regulations

2.05.03 - The term of office of elected Trustees shall be staggered, whereby the terms of the President/Commissioner and Business Development Director expire in odd-numbered years and the terms of the Vice President/Assistant Commissioner and Secretary expire in even numbered years. The NAGAAA representative shall be appointed in even numbered years by the newly elected board of trustees.

2.05.04 - The term of office of each elected Trustee shall be until October 15<sup>th</sup> or an action in lieu thereof or until a successor is elected as Trustee, unless otherwise specified in this Code of Regulations.

## 2.06 - Resignation

2.06.01 - Any Trustee of the Corporation may resign at any time by giving written notice to the Commissioner or the Secretary.

2.06.02 - Unless otherwise specified therein, a resignation shall become effective upon delivery.

2.06.03 - Acceptance of any resignation shall not be necessary to render it effective unless so specified in the resignation.

## 2.07 - Removal

2.07.01 - Any Trustee may be removed with or without cause by the affirmative vote of the majority of the Trustees then in office.

2.07.02 - Any Trustee who is absent from three (3) consecutive meetings of the Board of Trustees without cause shall be removed from the Board of Trustees.

## 2.08 - Vacancies

2.08.01 - The remaining Trustee officers, though less than a majority of the authorized number of officers, may, by a vote of a majority of their number, temporarily fill any vacancy for the office of Trustee for the unexpired term until a successor is elected as Trustee by the members.

2.08.02 - The members shall have a right to fill any vacancy for the office of Trustee, whether or not the vacancy has been temporarily filled by the remaining officers, by written notice to the Board of Trustees of their action. Any Trustee

so elected by the members shall hold office for the unexpired term until a successor is elected as Trustee pursuant to section 2.04.

### ARTICLE III

#### Officers

##### 3.01 - President/Commissioner

- 3.01.01 - Shall be the chief executive officer of the Corporation.
- 3.01.02 - Shall call to order and preside at all meetings of the Board of Trustees and the membership.
- 3.01.03 - Shall provide leadership to the Board of Trustees and its committees and be an ex officio, full voting member for all committees.
- 3.01.04 - Shall serve as a liaison between members, officers and the Board of Trustees
- 3.01.05 - Shall work closely with officers to carry out approved programs and policies.
- 3.01.06 - Shall maintain communications to ensure proper evaluation of performance of the Corporation.
- 3.01.07 - Shall represent, or appoint a Trustee to represent, the Corporation in meetings relating to the business of the Corporation with organizations, diplomats, or other entities.
- 3.01.08 - Shall be the primary contact and serve as a delegate or proxy for the Corporation to the North American Gay Amateur Athletic Alliance, hereafter "NAGAAA."
- 3.01.09 - Shall have such other authorities and duties as are delegated by this Code of Regulations or as may be delegated from time to time by the Board of Trustees.

##### 3.02 - Vice-President/Assistant Commissioner

- 3.02.01 - Shall assume the duties of the president/commissioner should the office become vacant, pursuant to this Code of Regulation, until the office is filled.
- 3.02.02 - Shall call to order and preside at all meetings of the Board of Trustees and the membership in the absence of the president/commissioner.
- 3.02.03 - Shall be a liaison with the City of Columbus, ASA State Coordinator, and Umpire in Chief to coordinate and oversee umpires and ensure implementation of official rules and policies of the Corporation.

- 3.02.04 - Shall validate and record all official game scorecards.
- 3.02.05 - Shall release information regarding the Corporation appropriately and accurately for publicity through local media.
- 3.02.06 - Shall ensure the website for the Corporation is regularly maintained.
- 3.02.07 - Shall abstain from signing any financial documents of the Corporation and thereby impartially representing the Corporation in the case of an external audit and be a general custodian of checks.
- 3.02.08 - Shall sit as a member of, and may chair, the ratings committee to ensure all members are fairly and accurately represented and rated within the Corporation.
- 3.02.09 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.03 - Treasurer

- 3.03.01 - Shall be appointed by the Board of Trustees and may not be subject to election by the members.
- 3.03.02 - Shall serve an annual term beginning on January 1<sup>st</sup>.
- 3.03.03 - Shall be required to have a background and experience in accounting.
- 3.03.04 - Shall advise the Board of Trustees and ensure compliance with regulations of the Federal Government, the State of Ohio, and Article VI of this Code of Regulations for all financial business of the Corporation.
- 3.03.05 - Shall be the custodian for all financial records and accounts of the Corporation.
- 3.03.06 - Shall maintain up-to-date records and accounting for all financial accounts of the organization.
- 3.03.07 - Shall submit to the Board of Trustees an annual budget for the Corporation for approval prior to the end of February for every calendar year.
- 3.03.08 - Shall work with other officers to create itemized budgets for Corporation events.
- 3.03.09 - Shall present a monthly statement to the Board of Trustees.
- 3.03.10 - Shall complete and file taxes for the Corporation on an annual basis meeting the IRS deadline for final filing by August 15<sup>th</sup> of each year.
- 3.03.11 - Shall be responsible for obtaining charitable solicitation permits and financial permits for Corporation related events.

3.03.12 - Shall be responsible for obtaining and maintain liability insurance for the Corporation and all Corporation events.

3.03.13 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.04 - Secretary

3.04.01 - Shall be the custodian for all records and reports of the Board of Trustees and of the Corporation.

3.04.02 - Shall, under the direction of the president/commissioner or by request of the members, make proper notice for meetings of the Corporation as identified in this Code of Regulations.

3.04.03 - Shall ensure quorum is established and take or cause to be taken the minutes of all meetings of the Board of Trustees and of the Corporation.

3.04.04 - Shall organize and maintain annual player and team registration information.

3.04.05 - Shall maintain and update a database for the Corporation and for the NAGAAA with player information and ensure privacy for all personal information of members of the Corporation.

3.04.06 - Shall maintain official tracking for all team records, team rosters, player ratings, individual games played, and code of conduct violations.

3.04.07 - Shall sit as a member of, and may chair, the player ratings committee and be the liaison to the Board of Trustees regarding player ratings changes, issues, or concerns.

3.04.08 - May be designated as the delegate and/or proxy to the NAGAAA.

3.04.09 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.05 - Field Coordinator

3.05.01 - Shall be the custodian for all equipment of the Corporation.

3.05.02 - Shall maintain a storage facility for the Corporation.

3.05.03 - Shall serve as the liaison to the City of Columbus Parks and Recreation Division and any other organization in which the Corporation enters into a contract for the use of fields, to ensure proper preparation and maintenance of all playing fields.

3.05.04 - Shall ensure fields are in adequate playing condition and all equipment is prepared on a weekly basis prior to scheduled game times.

3.05.05 - Shall provide to the treasurer, and to the Board of Trustees, an annual inventory of league equipment and assets by October 15<sup>th</sup>.

3.05.06 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.06 - Business Development

3.06.01 - Shall direct and coordinate the annual Bat-N-Rouge event.

3.06.02 - Shall be the public relations liaison for the Corporation to maintain and develop positive relationships with other organizations, businesses, and entities and obtain sponsorship for the Corporation.

3.06.03 - Shall organize and schedule regular fundraising events and may develop and/or chair fundraising committees for the Corporation.

3.06.04 - Shall work with the Board of Trustees to plan annual awards for members of the corporation.

3.06.05 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.07 - Conference Chiefs

3.07.01 - The minimum number of conference chiefs is three (3), but the number may increase as determined by the Board of Trustees and as reflected in the Playing Rules and Policies of the Corporation, dependant upon the number of conferences each year.

3.07.02 - Shall be an interim member of the Corporation who is elected by the interim members of their represented conference at the first annual meeting of the Corporation on or about April 15<sup>th</sup>. The election shall be held by show of hands vote, unless a request for roll call or paper ballot is made by a member or Trustee.

3.07.03 - Shall become a perpetual member of the Corporation, and may be identified as a Trustee, for one year, until April 15<sup>th</sup> of the following year, or until a successor is elected, or removed from the position, or otherwise specified in this Code of Regulations.

3.07.04 - Shall be the liaison between the Board of Trustees and the interim members of the conference represented by the particular chief.



3.07.05 - Shall assist the Board of Trustees in designing schedules of play and resolving team related issues within their conference.

3.07.06 - Shall serve as a member and/or representative to the player ratings committee.

3.07.07 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.08 - NAGAAA Representative

3.08.01 - Shall be a full voting member appointed by the Board of Trustees and may not be subject to election by the members.

3.08.02 - Shall serve two (2) year term beginning on November 1<sup>st</sup>.

3.08.03 - Shall ensure that the Corporation and all members are conforming to regulations, which may include appropriate implementation of player ratings, residency requirements, roster restrictions, deadlines.

3.08.04 - Shall monitor all NAGAAA and ASA regulatory changes and notify the Board of Trustees and membership regarding changes pertinent to the operations of the Corporation.

3.08.05 - Shall sit as a member of, and may chair, the player ratings committee to ensure implementation of ratings and rosters meets all requirements of the Corporation and NAGAAA.

3.08.06 - May be designated as the delegate and/or proxy to the NAGAAA, representing the needs of the Corporation.

3.08.07 - May be appointed to committees by the president/commissioner or have other duties as delegated by the Board of Trustees from time to time.

### 3.09 - Ex-Officio Officers

3.09.01 - The Board of Trustees may appoint one or more persons as ex officio officers of the Board of Trustees.

3.09.02 - Shall be entitled to notice, to be present in person, to present matters for consideration or to take part in consideration of any business of the Board of Trustees.

3.09.03 - Shall not be counted for purposes of a quorum or for purposes of voting otherwise in any way for purposes of authorizing any act or transaction of business by the Board of Trustees.

3.09.04 - The term of appointment by the Board of Trustees shall be for such time as the Board of Trustees shall designate.

3.09.05 - Notwithstanding the foregoing, the president/commissioner shall be an ex officio member of the Board of Trustees with full voting privileges, who shall be counted for the purposes of quorum and otherwise in any way for the purposes of authorizing any act or transaction of business by the Board of Trustees in the same manner as any elected Trustee.

## ARTICLE IV

### Meetings

#### 4.01 - Annual Meetings

4.01.01 - The Corporation shall hold a minimum of two (2) annual meetings for all members each year.

4.01.02 - An annual meeting shall be called by the Board of Trustees on or around April 15<sup>th</sup> for the consideration of any reports, initial review of playing rules and policies, election of conference chiefs, and the transaction of such other business as may be brought before the members of the Corporation.

4.01.03 - An annual meeting shall be called by the Board of Trustees prior to October 15<sup>th</sup> for the election of officers to the Board of Trustees, the consideration of any reports, and the transaction of such other business as may be brought before the members of the Corporation.

4.01.04 - Should an annual meeting not be held, or if officers are not elected at the meeting, the officers may be elected at any special meeting called and held for that purpose or by means of electronic ballots.

#### 4.02 - Board of Trustees Meetings

4.02.01 - Regular meetings of the Board of Trustees shall be held on a monthly basis for a minimum of ten (10) meetings per year.

4.02.02 - Any current member of the Corporation shall be entitled to notice and may attend any Board of Trustees meeting. Interim members or any other person identified as having business with the Corporation, shall not be counted for purposes of a quorum or for purposes of voting otherwise in any way for purposes of authorizing any act or transaction of business by the Board of Trustees.

4.02.03 - Any act or transaction of business conducted by the Board of Trustees pursuant to changes to the rules of play and policies or any act that directly pertains to members of the Corporation, may be presented to the interim members of the Corporation at any annual meeting, special meeting, or act in lieu thereof.

#### 4.03 - Special Meetings

4.03.01 - Special meeting of the members may be called by:

(1) President/Commissioner

(2) Any other officer then authorized pursuant to this Code of Regulations or otherwise by the Board of Trustees to call such meetings

(3) A majority of the members of the Board of Trustees acting with or without a meeting

(4) Not fewer than twenty-five percent (25%) of the members.

4.03.02 - Special meeting of the Board of Trustees may be called by:

(1) President/Commissioner

(2) Any three (3) Trustees.

4.03.03 - Upon request in writing being delivered to the President or the Secretary by any person or persons entitled to call a special meeting of the members or Board of Trustees, the person to whom the request is delivered shall give notice to the members or Board of Trustees of the meeting.

4.03.04 - Should a request for a special meeting of the members be refused by the President, Secretary or any other officer then authorized, the person or persons making the request may call a meeting of the members by giving notice in the manner hereinafter provided in section 4.05.

#### 4.04 - Place of Meetings

4.04.01 - All meetings of the Corporation may be held at any such place as may from time to time be designated by the Board of Trustees.

4.04.02 - Meetings of the Board of Trustees may be held at any place within or without the State of Ohio.

4.04.03 - Notwithstanding anything to the contrary, any meeting of the Board of Trustees may be held through electronic mean pursuant to which each Trustee is able to hear all Trustees participating in the meeting or in any other manner

permitted under the laws of the State of Ohio. Such participation shall constitute attendance at such meeting for the purposes of establishing quorum and voting.

#### 4.05 - Notice of Meetings

4.05.01 - Each member shall furnish the Secretary with a physical and electronic address to which notices of meetings and other correspondence may be addressed.

4.05.02 - Notices of the time and place of any meeting of the members or of the Board of Trustees shall be given to each member entitled to vote at such meeting by the President or by the Secretary, or, in the event of their failure to do so, by the person or persons entitled to call such a meeting.

(1) Notice of any meeting of members shall be given not more than sixty (60) days nor less than seven (7) days before the day upon which the meeting is to be held, by serving the notice personally upon each member or by mailing the same to the physical or electronic address of each member as last shown upon the records of the Corporation.

(2) Notice of any meeting of the Board of Trustees shall be given no less than two (2) days before the day upon which the meeting is to be held by serving the notice personally upon each Trustee or by mailing the same to the physical or electronic address of each Trustee.

4.05.03 - Except as otherwise required by the laws of the State of Ohio, notices will be served as aforementioned and no publication of any notice of any meeting of members or of the Board of Trustees shall be required.

4.05.04 - Any member or Trustee may, either before or after any meeting, waive any notice required to be given by law or under this Code of Regulations. Any waiver of notice must be in writing and filed with or entered upon the records of the Corporation.

4.05.05 - In the absence of quorum, notice of any adjourned meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

#### 4.06 - Quorum

4.06.01 - The presence, in person, of one-third (1/3) of the members shall constitute a quorum for any meetings of the members.

4.06.02 - A majority of the number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, except that a

majority of the Trustees then in office constitutes a quorum for removing any Trustee or filling a vacancy in the number of Trustees.

4.06.03 - In the absence of quorum at any meeting of the members or meeting of the Board of Trustees, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Any future adjourned meeting at which quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

#### 4.07 - Manner of Action

4.07.01 - The affirmative act of a majority of the members present at a meeting of the members, or a majority of the Trustees present at a meeting of the Board of Trustees, in which a quorum exists, shall authorize any action by the members or the Board of Trustees, unless a greater number is required by the Articles of Incorporation or by this Code of Regulations.

#### 4.08 - Action Without Meeting

4.08.01 - Any action which may be authorized or taken at a meeting of the members may be taken without a meeting if authorized in writing signed by all members who would be entitled to notice of a meeting called for such a purpose.

4.08.02 - Any action which may be authorized or taken at a meeting of the Board of Trustees may be taken without a meeting with the affirmative vote or approval of, and in writing or writings, signed by all of the Trustees (excluding non-voting, ex officio officers).

4.08.03 - Electronic communication shall be accepted from any member or trustee of the Corporation as a written vote or other statement of position without attendance at a meeting when completed in compliance with this Code of Regulations and the State of Ohio.

4.08.04 - Any writings or electronic communications for actions taken without a meeting shall be filed upon the records of the Corporation.

#### 4.09 - Meeting Order

4.09.01 - All official meetings of the corporation shall be conducted according to Robert's Rules of Order (most current version), with adaptations as agreed upon by the majority of those in attendance at any meeting.

- 4.09.02 - A parliamentarian shall be identified by the commissioner or presiding officer at the start of any official meeting of the organization. The parliamentarian may be any perpetual or interim member of the board.

## ARTICLE V

### Committees

#### 5.01 - Creation & Membership

- 5.01.01 - Committees, both standing and special, may be created by the President with the concurrence of the Board of Trustees for such tasks as may be deemed necessary.
- 5.01.02 - The President shall appoint a chair and members to all committees unless otherwise expressly identified by the Board of Trustees or this Code of Regulations.
- 5.01.03 - The President shall be a member ex officio of all committees.
- 5.01.04 - The President, with the approval of the Board of Trustees, may appoint public members to serve as regular members of any standing or special committees, serving in capacities at the discretion of the Trustees.

#### 5.02 - Bat-N-Rouge

- 5.02.01 - The charge of the committee is to organize and run the annual Bat-N-Rouge event for the Corporation.
- 5.02.02 - The committee is organized no later than three (3) months prior to the scheduled event and is disbanded within sixty (60) days following the event at the discretion of the President.
- 5.02.03 - Pursuant to section 3.06, the President may appoint the business development officer as chair for a Bat-N-Rouge Committee.
- 5.02.04 - The committee may be comprised of Trustees, members, and other members of the public, who have a stake in the event.

#### 5.03 - Player Ratings Committee

- 5.03.01 - The committee shall ensure all player ratings have been completed accurately and appropriately and shall serve as a council for resolution of disputes in accordance with the policies and procedures of the corporation.
- 5.03.02 - The committee shall be developed within fourteen (14) days following the initial annual meeting of members.
- 5.03.03 - The committee shall contain an odd number and shall be no less than seven (7).
- 5.03.04 - Pursuant to sections 3.02, 3.04 and 3.07, the Vice President/Assistant Commissioner, Secretary, or NAGAAA Representative shall chair the player ratings committee, and all individuals along with all conference chiefs shall serve as members.
- 5.03.05 - No more than two (2) players from any one team registered with the Corporation shall serve on the ratings committee and each conference shall be represented on the committee by a minimum of two (2) players.
- 5.03.06 - The President shall appoint additional members to the committee and serve as an ex officio member, with voting rights to break any tie votes.

#### 5.04 - Special Committees

- 5.04.01 - Special committees may be created at the direction of the President or by act of the Board of Trustees or members during any meeting of the Corporation.
- 5.04.02 - The President shall appoint members to all special committees pursuant to 5.01 of this Code of Regulations.
- 5.04.03 - Special committees shall limit their activities to the accomplishment of the particular tasks for which they are created.

## ARTICLE VI

### Financial

#### 6.01 - Tax Status

- 6.01.01 - The Corporation shall be classified as a charitable organization within the meaning of section 501(c)3 of the Internal Revenue Code, or any corresponding section of any future federal tax code.

6.01.02 - The Treasurer shall file taxes on an annual basis as indicated in 3.03.10 of this code of regulations.

#### 6.02 - Fiscal Year

6.02.01 - The fiscal year shall begin on April 1 and ends the last day of March in the next consecutive calendar year.

#### 6.03 - Budgets

6.03.01 - An annual budget shall be created by the Treasurer and provided to the Board of Trustees for approval by the last day of February.

6.03.02 - At a minimum the budget shall include:

a. Income, including, but not limited to: team fees, player fees, corporate sponsorships

b. Softball Expenses, including, but not limited to: field rental, softballs, scorebooks

c. Contract Labor, including, but not limited to: head umpire, umpires

d. NAGAAA Expenses, including, but not limited to: annual dues, reasonable travel/lodging for league representative at meetings, GSWS team registration fees

e. Insurance/Bonding Expenses, including, but not limited to: liability insurance, team sanctioning

f. Other Recurrent Expenses, including, but not limited to: storage rental

g. Large Scale Events, including, but not limited to: pride events, Bat-n-Rouge

6.03.03 - All large scale events shall be included as gross amounts within the Corporation's budget and itemized budgets shall be created by the Trustee and/or chair for the event for approval by the Board of Trustees.

#### 6.04 - Payment of Expenses

6.04.01 - All expenses shall be paid and reimbursed within the regulations of the Federal Government and the laws of the State of Ohio.

6.04.02 - Expenses shall be reimbursed as noted within any approved budget by the Board of Trustees.

6.04.03 - Reimbursement to Trustees or other members of the Corporation for expenses not listed in an approved budget, shall require approval by a majority



vote of the Board of Trustees either by submitting a revised budget prior to, or a written request following the occurrence of expenses.

6.04.04 - Any non-ordinary expense greater than \$500 paid from the organization shall have the President/Commissioner or the Secretary as the primary signature and require a secondary signature by any other officer or Trustee of the Corporation, except as otherwise limited by this code of regulations.

6.04.05 - The Vice-President/Assistant Commissioner shall serve as an impartial financial member of the Board of Trustees, thereby shall not be a signer on any financial documents and serve as the board liaison for any audit processes.

#### 6.05 - Collection of Fees

6.05.01 - The Trustees shall bare responsibility for setting all fees and dues associated with membership, prior to the first annual meeting of the Corporation.

6.05.02 - The Treasurer shall collect, provide receipts, and document all payments to the Corporation.

6.05.03 - Members of the Corporation shall pay all fees prior to the first annual meeting of the Corporation, or have provided reasonable cause for delayed payment to the President, to be considered a member in good standing with voting privileges.

6.05.04 - Any fees collected following adjournment of the first annual meeting of the Corporation shall incur a late penalty as determined and published by the Trustees of the Corporation.

6.05.05 - No member shall be allowed to participate in scheduled softball games until all fees have been collected and the member is considered in good standing.

#### 6.06 - Internal Controls

6.06.01 - The Board of Trustees shall establish policies and procedures to ensure that adequate and proper control of the Corporation's financial affairs exist.

6.06.02 - An internal audit of the Corporation shall be conducted by at least two (2) interim members, at a minimum, every other year.

## ARTICLE VII

### Conflict of Interest

## 7.01 - General Policy

7.01.01 - Recognizing that members of the Board of Trustees and officers of the Corporation have duty of loyalty and fidelity to the Corporation, and that they must govern the Corporation's affairs honestly and economically exercising their best care, skill and judgment for the benefit of the Corporation, to avoid even the appearance of impropriety, members of the Board of Trustees and officers shall:

(1) Disclose to the Board of Trustees any situation wherein the member of the Board of Trustees or officer of the Corporation has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of the Corporation; and

(2) Follow the procedures stated herein governing the participation on behalf of the Corporation in any transaction in which the person has, or may have, a conflict of interest.

## 7.02 - Procedures

7.02.01 - Any member of the Board of Trustees having a known duality of interest or possible conflict of interest on any matter should make disclosure of such conflict to the other Trustees. Such member should not vote or use his or her personal influence on the matter, but such a member may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting, and the quorum situation.

7.02.02 - Any officer of the Corporation having a duality of interest or possible conflict of interest on any matter before such an officer for administrative action shall report such a conflict to the President, or in the case of the President, to the Chairman or Vice-President, and shall abstain from taking any administrative action on such matter.

7.02.03 - The foregoing requirements shall not be construed as preventing any member of the Board of Trustees or officer of the Corporation from briefly stating his or her position in the matter, nor from answering pertinent questions of the Board of Trustees or officers of the Corporation.

## ARTICLE VIII

### Indemnification

#### 8.01 - Indemnification of Trustees and Officers

The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, any Trustee or officer (and any heirs, executors, and administrators of any Trustee or officer) who was or is a party or is threatened to be made a party to, or is involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (hereafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, including services with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity, against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith; and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee or agent and shall insure the benefit of his or her heirs, executors and administrators; provide, however, that except as provided in section 8.04 of this Code of Regulations, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceedings (or part thereof) was authorized by the Board of Trustees of the Corporation.

#### 8.02 - Indemnification Against Expenses

To the extent that an employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 8.01 of this Code of Regulations, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses including attorneys' fees, actually and reasonably incurred by him or her in the action, suit or proceeding. Any further indemnification of employees and agents shall occur only if and to the extent that the Board of Trustees may, in their discretion, so determine.

#### 8.03 - Advancement of Expenses

Expenses, including attorneys' fees, incurred by a Trustee or officer of the Corporation in defending any proceeding referred to in section 8.01 of this Code of Regulations, shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Trustee or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article; which undertaking may be secured or unsecured, at the discretion of the Corporation.

#### 8.04 - Procedures & Presumptions Under This Article

If a claim under section 8.01 of this Code of Regulations is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claims and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than action brought to enforce a claim for any expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under Ohio law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Trustees, independent legal counsel, or its Members) to have made determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth under Ohio law, nor an actual determination by the Corporation (including its Board of Trustees, independent legal counsel, or its Members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

#### 8.05 - Indemnification Provided in this Article Not Exclusive

The indemnification and advancement of expenses provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, the Articles of Incorporation for the Corporation, this Code of Regulations, vote of the Members or of disinterested Trustees or otherwise both as to action in their official capacity and as to an action in another capacity while holding such office.

#### 8.06 - Article Deemed Contract

This Article shall be deemed to be a contract between the Corporation and each Trustee and officer of the Corporation, or individual who is or was sitting at the

request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, who serves in such capacity at any time while this Article is in effect, and any repeal, amendment or other modifications of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

#### 8.07 - Savings Clause

If this Article or any portion thereof is ever invalidated or found to be unenforceable on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Trustee, officer, employee, and agent of the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, penalties, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or found unenforceable.

#### 8.08 - Insurance

The Corporation may maintain insurance at its expense, to protect itself and any Trustee, officer, employee or agent of the Corporation or individual serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, domestic or foreign, nonprofit or for profit partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Ohio law.

### ARTICLE IX

#### Amendment

9.01 - This Code of Regulations may be amended from time to time by the affirmative vote of two-thirds of the members then recognized by the organization.

This Code of Regulations of the Columbus Lesbian and Gay Softball Association was last reviewed and approved by the Board of Trustees on: - **11.1 - February 3, 2011**

Previous Version: **10.1 - February 9, 2010**