

C.B.L.S.L. CONSTITUTION

Updated February 2025

PART I INTRODUCTION

Preamble: The purpose of the City of Brotherly Love Softball League or CBLSL is to operate a nonprofit softball league to provide a club for recreation and entertainment for the gay, lesbian, bisexual, and transgender community. Special emphasis will be placed on recruiting players from that same community with the intention of accommodating all skill levels.

I. Organization:

- A. The name of the organization shall be the “City of Brotherly Love Softball League”
- B. The organization shall consist of the four divisions, named after members of the league who have made a significant, positive impact to the league. These division names can be reviewed and revised in years ended in 0 and years ending in 5:
 1. Iero Division [Open Competitive]
 - i. Open Roster “A” teams
 - 1) As defined by NAGAAA
 - ii. Open Roster “B” teams
 - 1) As defined by NAGAAA
 - iii. Open Roster “C” teams
 - 1) As defined by NAGAAA
 2. Eiberson Division [Open Recreational]
 - i. Open Roster “D” teams
 - 1) As defined by NAGAAA
 - ii. Open Roster “E” teams
 - 1) As defined by NAGAAA
 3. Yureck Division [Women’s+ Competitive]
 - i. Teams consisting of players identifying as a woman, non-binary person, or trans-person.
 - 1) This includes all diverse identities, even if not explicitly named.
 - 2) Cisgender men are not permitted to play in this division.
 - ii. Players with any ASANA classification.
 4. Hepburn’s Division [Women’s+ Recreational]
 - i. Teams consisting of players identifying as a woman, non-binary person, or trans-person.
 - 1) This includes all diverse identities, even if not explicitly named.
 - 2) Cisgender men are not permitted to play in this division.
 - ii. Women’s + E teams
 - 1) No Elite players, as defined by ASANA
 - 2) No A Players (ASANA Rating 72-80)
 - 3) No B Players (ASANA Rating 59-72)
 - 4) No C Players (ASANA Rating 44-58)
 - 5) No D Players with an ASANA Rating of 36-43

- 6) No more than three (3) D Players with an ASANA Rating higher than 36.
- 7) Unlimited number of E Players (ASANA Rating 16-31)
- 8) Highest 10 rated players sum rating does not exceed 310.
- iii. Women's + D teams
 - 1) No Elite players, as defined by ASANA
 - 2) No A Players (ASANA Rating 72-80)
 - 3) No B Players (ASANA Rating 59-71)
 - 4) No C Players with an ASANA Rating of 50-58
 - 5) No more than three (3) C Players with an ASANA Rating of 44-49
 - 6) Unlimited number of D Players (ASANA Rating 32-43)
 - 7) Unlimited number of E Players (ASANA Rating 16-31)
 - 8) Highest 10 rated players sum rating does not exceed 430.
- iv. Women's + C teams
 - 1) No Elite players, as defined by ASANA
 - 2) No A Players ASANA Rating
 - 3) No more than three (3) B Players (ASANA Rating 59-65)
 - 4) Unlimited number of C Players with an ASANA Rating of 50-58
 - 5) Unlimited C Players with an ASANA Rating
 - 6) Unlimited number of D Players (ASANA Rating 32-43)
 - 7) Unlimited number of E Players (ASANA Rating 16-31)
 - 8) Highest 10 rated players sum rating does not exceed 580.
- C. All individual and team rating guidelines will be posted on the league website under the "Ratings Guidelines" tab.
 - 1. The NAGAAA representative will review and provide the roster composition requirements to all Open Division managers at the managers meeting(s) before the start of each season.
 - 2. The ASANA representative will review and provide the roster composition requirements to all Women's+ Division managers at the managers meeting(s) before the start of each season.
- D. No member, group of members, or team has the right to use or register the name "City of Brotherly Love Softball League" or "CBLSL" or "Liberty Bell Classic" without the written consent of the full Commission.
- E. The League shall be run by the Commission.

II. Commission - The Commission shall consist of:

- A. An elected League Commissioner
- B. An elected Open Division Director
- C. An elected Women's+ Division Director
- D. An elected Divisional Coordinator – Open Recreational Division
- E. An elected Divisional Coordinator – Open Competitive Division
- F. An elected Divisional Coordinator – Women's+ Competitive Division

- G. An elected Divisional Coordinator – Women’s+ Recreational Division
- H. An elected Diversity and Inclusion Director
- I. An elected Communications Director
- J. An appointed Sponsor Liaison / Events Coordinator
- K. An elected Recruiting Specialist – Open Division
- L. An elected Recruiting Specialist – Women’s+ Division
- M. An elected Finance Manager/League Treasurer

III. Elected Officials.

A. Will be elected at the annual General Membership Meeting at the season’s end.

a. Nominations for elected positions must be submitted to the CBLSL

Commissioner (or their designee) in writing or by email two weeks prior to the next General Membership Meeting.

b. Nominations for elected positions must be distributed to all current

members of the CBLSL no later than seven (7) days prior to the General Membership Meeting.

c. In the event that a position is added at the General Membership Meeting

by way of an approved amendment (per Section XIII. C.), the League Commissioner will be responsible for appointing a member to that position.

i. The general membership may submit nominations to the League

Commissioner for consideration.

B. This yearly meeting must be held before the next calendar year..

C. Will be elected in the following manner:

a. Odd Numbered Years – Two-year terms

i. League Commissioner

ii. Communications Director

iii. Open Division Recruitment Specialist

iv. Women's+ Division Recruitment Specialist

v. Finance Manager/Treasurer

vi. Diversity and Inclusion Director

b. Even Numbered Years – Two-year terms

i. Open Division Director

ii. Women's+ Division Director

iii. Open Competitive Division Coordinator

iv. Open Recreation Division Coordinator

v. Women's+ Competitive Division Coordinator

vi. Women's+ Recreation Division Coordinator

D. The terms of the elected officials shall run from November 15 to November 15 two years later.

E. Any elected position that has been filled by an appointment will be subject to election at the next General Membership Meeting.

F. When more than two candidates are running and a candidate does not receive a majority of the vote (51% of total votes cast), then the top two vote getters will remain on the ballot for a runoff election.

i. If there is still no winner, the League Commissioner will flip a coin.

G. Appointed positions must be complete by February 1 of each year.

H. The above officials shall comprise the Commission, who are responsible for the day to day operations of the league.

I. All elected Commission positions shall have a vote in all matters voted on in Commission Meetings.

a. See Section IV, Part A for the League Commissioner's role in official voting

I. All positions designated as appointed positions per the Constitution shall not have a vote in matters voted on in Commission Meetings.

2. Elected positions filled by appointment shall have a vote in all matters voted on in Commission Meetings.

J. Removal of elected officers:

1. Removal of any elected officers, except the League Commissioner, may be done by a majority of the Commission.

2. Removal of any of these officers must be initiated by the League Commissioner in writing ten (10) days prior to the next Commission meeting.

3. The League Commissioner may then appoint a person to fill that position until the next time voting occurs.

IV. Commission

A. League Commissioner

- a. Must be a member in good standing of the CBLSL.
- b. The League Commissioner may not also serve as a manager.
- c. The League Commissioner does not have a vote on issues voted on by the Commission unless there is a tie. The League Commissioner casts the tie-breaking vote.
- d. The League Commissioner may be elected to three consecutive two year terms.
- e. The League Commissioner shall have final say over all rule and constitutional interpretations.
- f. The League Commissioner shall sign off and have final decision-making ability over all NAGAAA ratings and ASANA classifications (see Part I section VIII.)
- g. The League Commissioner shall be responsible for the daily operations of the League including, but not limited to:
 - 1) Supervising the smooth running of the CBLSL
 - 2) Umpire liaison
 - 3) Field decisions including but not limited to:
 - a. Field maintenance.
 - b. Safety conditions.
 - c. Liaison with city pertaining to permits and field improvements
 - iv. Forming Committees to assist in operating the CBLSL.

- 4) Forming Committees to assist in operating the CBLSL.
- 5) Assigning responsibilities to Commission members as needed.
- 6) Set the date, time, and location of all commission meetings.
 - a. The League Commissioner should create and distribute Commission Meeting Agendas and supporting documents at least 48 hours in advance of Commission Meetings.
- 7) Presiding over all Commission Meetings and the General Membership Meeting
- 8) Work with the Finance Manager to ensure that league funds are adequately managed.
- 9) Ensure successful planning and execution of League Tournaments.
 - a. May serve as Tournament Director or appoint one or more Tournament Director(s)
- 10) Convene and preside over all Ethics and Protest Meetings (see BYLAWS section VI and VII.)

h. With the exception of the Budget Committee, whose chairperson shall be the League Finance Manager, the League Commissioner shall appoint all chairpersons.

- 1) All chairpersons selected by the League Commissioner must be approved by a two-thirds vote of the Commission.

i. Removal:

- 1) A motion to remove the League Commissioner must be presented in writing by one-fifth of the members of the Commission or one-third of team managers and two (2) members of the Commission and received by the Communications Director.
- 2) The League Commissioner must call a meeting within ten (10) days of this motion.
- 3) A three-fourths vote of the Commission will result in removal of the League Commissioner for gross neglect or misconduct.

j. Removal or resignation:

- 1) In the event of the removal or resignation of the League Commissioner, the Commission shall elect, by a three-fourths vote, a new League Commissioner from the two Divisional Directors.
 - a. If the Divisional Director elected to fill the Commissioner position declines to accept the role, the Commission shall call for a Special Membership Meeting so an election can be held to fill the position.
 - b. Notice of the date, place, and time of the Special Membership Meeting shall be distributed to all League members no later than fourteen (14) days before said meeting.
- 2) This position will be held only until the next General Membership Meeting.
- 3) The League Commissioner's position will then be filled by election for the remainder of the unfulfilled term.

B. Divisional Directors

- a. Must be a member in good standing of the CBLSL.
- b. If a player, must play in the division they wish to represent.
- c. Divisional Directors may not also serve as managers. If a candidate is a team manager, they must resign that position if elected Divisional Director.
- d. Divisional Directors shall be responsible for the daily operations of their Divisions including, but not limited to:
 - 1) Creating Manager Timelines each year before February 1st.
 - 2) Work with Recruiting Specialist to ensure there is a recruiting plan for each year.
 - 3) Coordinate the annual Recruitment Day event to ensure all recruited players are placed on teams.
 - 4) Game scheduling.
 - 5) Reviewing/Modifying Rules of Play.
 - 6) Rules interpretations.
 - 7) Overseeing the yearly ratings/ classification process.
 - a. May not serve as Ratings Committee Chairperson
 - b. Provides recommendations to the Commissioner for the Ratings Committee Chairperson for their division
 - 8) Coordinating with the Communications Director and Divisional Coordinators to ensure that all managers, players, and social members are adequately informed
 - 9) Send communications to team managers as agreed upon with the Communications Director and/or Divisional Coordinators.
 - 10) Delegate tasks to Divisional Coordinators as needed.
 - 11) Other responsibilities as assigned by the League Commissioner.
- e. Divisional Directors shall serve as NAGAAA and ASANA Representatives
 - 1) Shall be responsible for attending all NAGAAA and/or ASANA meetings if not attended by the League Commissioner or someone else designated by the League Commissioner.
 - 2) Brief the Commission at meetings with any changes in NAGAAA or ASANA.
 - 3) Notify NAGAAA or ASANA of all Commission changes.
 - 4) Open NAGAAA Representative shall verify NAGAAA ratings guidelines have been followed.
 - 5) Women's+ ASANA Representative shall verify ASANA classifications guidelines have been followed.
 - 6) Submit ratings/classifications, regular season team rosters, and World Series rosters to NAGAAA or ASANA in accordance with current NAGAAA or ASANA requirements.
 - 7) Supply rosters to appropriate NAGAAA or ASANA division in compliance with NAGAAA or ASANA regulations.
 - 8) If a Divisional Director also serves on the NAGAAA or ASANA Board of Directors, the League Commissioner shall appoint a NAGAAA or ASANA Representative to avoid a conflict of interest.
 - a. In the event that a CBLSL ASANA or NAGAAA Representative is elected to appointed to a board position for their respective organizations, the CBLSL Commissioner shall appoint a new representative, effective immediately.

- 9) The League Commissioner, at their discretion, may opt to appoint a NAGAAA or ASANA Representative in lieu of the Divisional Director serving in this position,
 - 10) If a NAGAAA or ASANA Representative is appointed in lieu of a Divisional Director serving in this position, they shall not have a vote at Commission Meetings
- f. Appointment of Divisional Director:
- 1) In the event of the removal or resignation of a Divisional Director, the Commission shall elect, by a three-fourths vote, a new Divisional Director from the two Divisional Commissioners in that Division.
 - 2) This position will be held only until the next General Membership Meeting.
 - 3) The Divisional Director position will then be filled by election for the remainder of the unfulfilled term.

C. Divisional Coordinators

- a. Must be a member in good standing of the CBLSL.
- b. If a player, must play in the division they wishes to represent.
- c. Divisional Coordinators may not also serve as managers. If a candidate is a team manager, he/she must resign that position if elected Divisional Commissioner.
- d. Divisional Coordinators must be actively involved in pre-season preparation for their Sub-Division including, but not limited to:
 - 1) Participating in new player placement
 - 2) Providing guidance and feedback to the Divisional Director regarding game scheduling
 - 3) Working with Recruiting Specialist to create and support recruiting efforts.
 - a. Must provide a range of total players wanted/needed for the division.
 - b. Must regularly communicate changes in needs to the Recruiting Specialist and the Divisional Director
- e. Divisional Coordinators shall be responsible for the daily operations of their Sub-Divisions including, but not limited to:
 - 1) Working with team managers to ensure rosters are complete and all dues are paid.
 - 2) Assisting team managers with team issues that may arise, recommending resolutions, and reporting resolutions to the Commission
 - 3) Work with the Communications Director to develop communications to league players.
- f. Gathering Ratings from managers per the Manager's Timeline
 - 1) Must also serve as a member of the Ratings Committee for their Division
- g. Responsible for regularly communicating with managers in their division regarding:
 - 1) Items to be voted on by the Commission
 - 2) Wants / needs of managers.
- h. Must contact Managers 72 hours in advance of a Commission Meeting requesting feedback / issues to be brought to the attention of the

Commission.

- i. May request that an item to be voted on by the Commission be delayed to allow adequate time to gather feedback from managers.
 - 1) Applies only when less than 48 hours' notice of discussion of a topic was given to the Commission.
 - 2) May be denied by the League Commissioner if an issue is deemed urgent.
- j. May appoint, with the approval of the Commission, an Assistant Divisional Coordinator to assist in the smooth operation of the division.
- k. The Assistant Divisional Coordinator has no vote and no decision-making authority other than to operate at the request of the Divisional Commissioner.
- l. Other responsibilities as assigned by the League Commissioner and/or Divisional Directors.
- m. Appointment of Divisional Coordinator:
 - 1) In the event that one of the Divisional Coordinator is elected to fill the term of the Divisional Director, the League Commissioner may appoint a replacement as long as the provisions outlined in Section II-F are maintained.

D. Finance Manager/League Treasurer:

- a. Shall be responsible for maintaining all financial records and reporting them at all Commission meetings.
- b. Shall be responsible for all account payables and receivables.
- c. Shall not be allowed to sign checks on league accounts.
- d. Shall work with all League Commission members to develop the yearly budget.
- e. Assist the League Commissioner in determining league membership and sponsorship fees by providing estimated impact of increasing or decreasing fees.
- f. Ensure compliance with all requirements of being a 501(c)(4) non-profit corporation, including the applicable filing of state and federal taxes.
- g. Shall work with the Sponsor Liaison / Events Coordinator to obtain league-level sponsorships.
- h. Shall be a voting member of the Commission
- i. In coordination with the Sponsor Liaison / Events Coordinator, must present a detailed plan for all fundraising events showing how proceeds from the event will be used.
- j. Other responsibilities may be assigned by the League Commissioner.

E. Communications Director

- a. Must be a member in good standing of the CBLSL.
- b. Keep minutes of each Commission and General Membership Meeting.
- c. Shall make available via website, e-mail, or copies to every manager the following documents: Commission meeting minutes, CBLSL Constitution, NAGAAA Instruments of Governance, ASANA Instruments of Governance and USA rules book before the start of the season.
- d. Ensure the league website is updated annually to reflect team and individual awards
- e. Ensure all league events are posted on the league website
- f. The Communications Director shall have authority to renumber, re-name sections (i.e. change section B to section C to allow for new changes), correct grammar and clean up as necessary when and where appropriate, subject to the approval of the Commission.
- g. Create a Communications Plan by January 1 of each year
- h. Work with Divisional Directors and Divisional Coordinators to develop weekly

communications to Managers.

- i. To be sent by Divisional Directors or Divisional Coordinators
- i. Work with Divisional Directors, Divisional Coordinators, and Recruiting Specialists, to develop weekly communications to players
 - i. To be sent by the Communications Director to players who have agreed to be sent these emails.
- j. Create a monthly Social Media plan to be presented at each Commission Meeting i. This plan may be modified as needed throughout the month with approval from the League Commissioner and Divisional Directors.
- k. Create and schedule all social media posts, league-wide emails, and text messages including, but not limited to:
 - i. Game day notices (weather, etc.)
 - ii. League events
 - iii. Recruiting efforts
- l. Ensure the CBLSL is up to date regarding social media trends and opportunities to reach more members of the LGBTQA+ community.
- m. Other responsibilities may be assigned by the League Commissioner. F. Sponsor Liaison /

Events Coordinator

- a. Must be a member in good standing of the CBLSL.
- b. Work with team managers to ensure sponsorships are obtained each year c. Assist with the coordination of events with team managers and sponsors to ensure adequate sponsor support
- d. Ensure team managers, sponsors, and the CBLSL have realistic and clear expectations for each League-Team-Sponsor relationship.
- e. Work with the Finance Manager to seek league sponsorship.
- f. Work with the Finance Manager to obtain donations (monetary and non-monetary) from businesses and community organizations to support league events.
- g. Recommend possible league events to support sponsors.
- h. Communicate league events to League and Team Sponsors.
- i. Responsible for planning at least one CBLSL Fundraiser per year.
 - i. In coordination with the Finance Manager, must present a detailed plan to the Commission for approval, including how proceeds from the event will be used.
- j. Ensures successful planning and execution of league-wide events
- k. Oversee the yearly CBLSL Banquet.
- l. The Sponsor Liaison / Events Coordinator shall not have a vote at commission meetings.

G. Recruiting Specialists

- a. Must be a member in good standing of the CBLSL.
- b. Create a Recruiting Plan by January 1 of each year.
- c. Work with the Sponsor Liaison / Events Coordinator to identify recruiting opportunities that may include and/or benefit Sponsors.
- d. Coordinate with Team Managers to obtain volunteers for recruiting events. e. Work with the Sponsor Liaison / Events Coordinator and Communications Director to ensure events are adequately advertised.
- f. Provide a recap of each recruiting event to the Commission within 7 days of the event.

H. Diversity and Inclusion Director

- a. Must be a member in good standing of the CBLSL.
- b. Responsible for ensuring that the league is providing a welcoming and inclusive environment for all members of the LGBTQIA+ Community

- c. Work with Recruiting Specialists to develop recruiting plans that will reach all members of the community and ensure that the diversity of the league reflects the diversity of Philadelphia
- d. Work with the Sponsor Liasion/Events Coordinator to identify partnerships with diverse sponsors.
- e. Work with the Sponsor Liasion/Events Coordinator to ensure that all C.B.L.S.L. events are inclusive and welcoming for all league members and all members of the LGBTQIA+ Community.
- f. Work with the Communications Director to develop monthly social media plans that include recognition of holidays, days of visibility, awareness weeks, and other important events.
- g. Work with Divisional Directors and Coordinators to provide a safe and welcoming environment for all members.
- h. Work with the Finance Manager to identify potential donations recipients. i. Shall chair the Diversity and Inclusion Committee.
 - i. This committee shall be open to all league members.
 - ii. This committee shall meet monthly. If meetings are held in-person, an option to attend virtually must be provided so all interested members can attend.

I. Removal of elected officers:

- a. Removal of any elected officers, except the League Commissioner, may be done by a majority of the Commission.
- b. Removal of any of these officers must be initiated by the League Commissioner in writing ten (10) days prior to the next Commission meeting.
- c. The League Commissioner may then appoint a person to fill that position until the next General Membership Meeting.

J. Member in good standing is defined any current league member not on probation at the time of the election.

V. Commission Meetings:

- A. The League Commissioner shall preside at and run all General Membership and Commission meetings as they deem most prudent, which meetings are all open to members of the public.
- B. Commission meetings shall occur as often as necessary for the proper operation of the league.
- C. All Commission Members must attend at least two-thirds of all scheduled Commission Meetings per year.
 - a. Commission Members may opt to attend all meetings via phone or video conference in lieu of attending in-person.
 - b. Commission Members who are unable to attend at least two-thirds of all scheduled Commission meetings must receive a two-thirds vote of confidence by current Commission Members in order to continue serving on the League Commission. If a two-thirds vote of confidence is not received, they will be removed from the League Commission and a league member must be appointed in their place by the League Commissioner until a formal vote can be held at the next General Membership Meeting.
- D. Motions from the Commission meetings may not override the Constitution, may not override passed motions, and may not override the intent of passed motions. E. Business of the Commission may not be conducted unless a majority of its members are present.

VI. Managers:

- A. Managers must be members in good standing of the league and are subject to the rules and regulations of the City of Brotherly Love Softball League and subject to the decision of the League Commissioner, who may overrule the decision of a manager if it is determined to be inconsistent with the philosophy of the League.
- B. Managers have ultimate responsibility for the successful functioning of each team and managers shall have final decision-making authority for each team.
- C. In the event of a third forfeit within one season, the manager of that team shall be brought before the Protest Committee, and if the Committee so rules, the manager may be removed if insufficient reason is given for the forfeits.
 1. Removal will be ratified by a majority vote of all Commission members present at the Commission's next meeting.
 2. Forfeits with less than 24-hour notice will result in a fine equal to the umpire cost.
 3. This fine must be paid or arrangements made with the Divisional Coordinator by the following Saturday, or the team will not be permitted to take the field.
- D. Removal of a manager:
 - 1 The League Commissioner may remove a manager for unsportsmanlike conduct or gross negligence of his/her duties at any time.
 - 2 In the event that a manager is ejected from a game, the incident shall be reviewed by the League Commissioner with the removal of the manager or other penalties to be assessed depending on the circumstances.
 - 3 Any manager offering or accepting money for the acquisition of any player shall be immediately removed as manager.
- E. Manager vacancies.
 1. Manager vacancies due to the formation of new teams, removal of existing managers, resignation, or some other reason, shall be filled by the League Commissioner at the earliest possible date after they learn of the vacancy.
 2. The Commission may reject such an appointment only by a two-thirds vote of the entire Commission, with the ties resulting in that appointment being accepted.
- F. League removal of a manager.
 1. The Commissioner may submit to the Commission, for its approval, the removal of any manager prior to the season's end.
 2. A majority vote of the Commission will be required to remove a manager.
- G. Team Ratification of managers.
 1. The process of ratification of managers desiring to return will be overseen by the Divisional Coordinator or their designate.
 2. This will include contacting all players on a team's roster and informing them of the process and deadline of such ratification.

VI. League Fees

A. Team Fees

1. Team fees are assessed each season. They are determined by the Commission during

the February meeting and will be announced at the annual managers' meeting.

2. These fees are to be used for equipment, permit fees, umpire's costs, and capital improvements.

3. Each team is responsible for paying the annual team fee.

a. The fee will be invoiced to the team manager.

b. The team may elect to obtain a sponsor to cover the team fee. Each team is responsible for obtaining their own sponsor, and may ask for assistance from the league. The league will provide assistance if able.

1. If a sponsor is identified the league will invoice that sponsor directly.

c. The team fee must be paid prior to the start of the season.

d. If there is no payment on record, or the team has not made alternate arrangements, the team will not be allowed to play until payment is received.

e. A sponsor may only be rejected by the league if there is a unanimous vote of the Commission to do so.

f. Payment of a team fee shall not guarantee a sponsor to a Bar-of-the-Week event.

g. A team sponsor shall receive the same level of visibility as a league sponsor.

h. In as much as the City of Brotherly Love Softball League is an independent organization, team sponsorship is recognized only by the League Commission.

The League retains all rights of team ownership, including appointment of managers and players as well as other organizational prerogatives.

B. Player Dues

1. Player dues are determined by the Commission in the February meeting.

- a. Each player is responsible for paying the required registration fee.
- b. Player fees are due before opening day as determined by the Commission in the February meeting.
- c. The player fee is communicated to the team managers during the managers' meeting.
- d. If a player is unable to pay the player fee, they should contact the League Commissioner or the Finance Manager for alternate arrangements.
- e. Players who do not pay their player registration fee by the third weekend of the current season will no longer be able to take the field.

C. League Sponsorship:

- 1. The Commission may elect league sponsors.
- 2. Each sponsor shall contribute financial or other support to a specific activity of the league, such as league banquet, league event, trip to another city, a league publication, etc.
- 3. In return for the sponsorship, that sponsor shall be publicly recognized as having been supportive of the CBLSL.

B. Sponsor conduct:

- 1. Sponsors are responsible to conduct themselves in concert with the spirit of this League.
- 2. In the event of gross violation of the spirit or the rules of the league by any sponsor or sponsor representative, the Commission shall have the right to suspend that sponsor from participation in the CBLSL for a period of up to two (2) years by a unanimous vote.

VII. Funds

A. All moneys raised under the auspices of, donated to, solicited by, or owed to the CBLSL shall be deposited to and remain exclusively in the CBLSL treasury. B. Under no circumstances may moneys be loaned or transferred from the aforementioned account into any other, nor used for any purpose other than the direct operation of the CBLSL, without a two-thirds majority vote of the CBLSL Commission.

C. All League checks shall require two signatures of approved members of the Commission.

- a. Approved members shall be the League Commissioner, Open Division Director, and Women's+ Division Director.
- b. Additional approved members can be assigned with a 2/3rds vote from the Commission.

D. All funds must be paid by check or money order.

E. All returned checks shall be assessed fees commensurate to those incurred by CBLSSL.

VIII. Ratings

F. Open Division

- i. All World Series rosters must be turned into the Divisional Coordinator at least three (3) weeks prior to the NAGAAA guidelines, allowing player rankings to be reviewed by the Ratings Committee for that respective division to ensure valid divisional representation.
- ii. All managers shall meet with their players individually to review the player's ratings and have the player initial next to their name acknowledging that they have reviewed, and agreed with, their rating.
- iii. The League Commissioner shall appoint a ratings committee before the first game of the season.
- iv. The Divisional Ratings Committee shall meet within one week of receiving the team ratings.
- v. The Divisional Ratings Committee shall communicate the results of their meetings and review of ratings to the Divisional Coordinator for their division by July 1.
- vi. The Divisional Coordinators shall communicate the results of the full review to their respective divisional managers within two (2) weeks of receiving the results from the Divisional Ratings Committee for a final review with all managers.
- vii. The League Commissioner shall be the final decision maker on all ratings determinations.

B. Women's+ Division

- i. All World Series rosters must be turned into the Divisional Coordinators by a due date to be determined by the Divisional Coordinators.
 1. This due date will be communicated at the Manager's Meetings prior to the start of the season.
 2. This due date must be set no later than three (3) weeks prior to the ASANA guidelines allowing player classifications to be reviewed by the Women's+ Division Ratings Committee to ensure valid divisional representation.
- ii. All managers shall meet with their players individually to review the player's classifications and have that player initial next to their name acknowledging that they have reviewed and agreed with their classification. iii. The League Commissioner shall appoint the Women's+ Division Classifications Committee before the first game of the season.
- iv. The Women's+ Division Ratings Committee shall meet within one week of receiving the team classifications.
- v. The Women's+ Division Classifications Committee shall communicate the results of their meetings and review of classifications to the Divisional Coordinators by a due date to be determined by the Divisional Coordinators.
 1. This due date will be communicated at the Manager's Meeting prior to the start of the season.
 2. This due date must be set no later than July 1st.

- vi. The Divisional Coordinators shall communicate the results of the full review to their respective divisional managers within two (2) weeks of receiving the results from the Divisional Ratings Committee for a final review with all managers.
- vii. The League Commissioner shall be the final decision maker on all classification determinations.

IX. Players

- A. League membership is open to all who wish to participate in the League provided they:
 - 1. Conduct themselves in accordance with the league mission to support the welfare of the entire LGBTQ community on and off of the fields, regardless of venue
 - 2. Agree to abide by the rules and regulations of the City of Brotherly Love Softball League.
 - 3. Pay an annual registration fee (to be determined by the Commission) on or before Opening Day.
- B. Violation of League Rules:
 - 1. In the event of any violation of the spirit of the rules of the league by any League member, the Commission shall have the right to suspend or expel the member from participation in the league for a period to be determined by the Commission after a proper hearing by the Ethics Committee.
 - 1. A three-fourths vote of the Commission will result in suspension or expulsion of the member.

X. Official Rosters:

- A. Each manager shall submit to the Divisional Coordinator an official roster for that team one week prior to the start of the regular season.
- B. No alterations or changes in the roster may be made without the approval of the League Commissioner.
- C. The manager of a team requesting a change may appeal the League Commissioner's decision to the Commission, where a two-thirds vote is necessary to overturn.
- D. This roster will be in effect for the remainder of the season, including postseason tournaments.
- E. Rosters should attest that the players have received and read the CBLSL Constitution and Rules of Play and fully understand players' responsibilities as League members.
- F. If a player in a game is not on a team roster, then a protest may be entered in the book at the point that person entered the game and the game continued.
- G. If the violation is upheld by the Protest Committee, that game will be forfeited by the offending team.
- H. In order to be included on a team's official roster, an individual must have paid their league registration fee and agreed to the league membership conditions outlined above.
- I. "In good standing" is defined as having fulfilled the standards set forth in the Constitution and not to be on probation.

XII. MISC.

- A. World Series Eligibility Attendance requirements:
 - 1. For a player to be on a CBLSL roster for the ASANA or NAGAAA World Series, they must be in attendance at the minimum percentage allowed by their respective governing organization.
 - 2. Attendance is defined as physical presence at the games.
 - 3. A hardship situation may be determined by the League Commissioner and the

Divisional Coordinator.

4. Any dual roster player within the Open Division shall designate before June 1st the team they choose to be a roster player for purposes of the World Series roster declaration.

B. NAGAAA and ASANA Meeting Representatives

1. The CBLSL shall send one representative each to attend the Open Division, and the Women's+ Division meetings at the Winter and Summer NAGAAA and ASANA meetings. The CBLSL will reimburse the representatives for round-trip airfare, hotel room expense for three nights, a per diem expense (that will be established annually by the Treasurer with the budget and must be approved by a majority of the Commission), the lesser of a weekend car rental or taxi fare (to/from airport), and associated parking expenses for each representative.

C. Constitutional Amendments:

1. Amendments to either the constitution or the bylaws of the City of Brotherly Love Softball League may be initiated by any member in good standing of the league.
2. Proposed amendments must be submitted to the By-Laws Co-Chairperson, as assigned by the League Commissioner in writing or by e-mail 28 (twenty-eight) days prior to the next General Membership Meeting.
3. A two-thirds vote by those present, and not abstaining, at the General Membership Meeting is necessary to adopt an amendment.
4. Friendly amendments (additions) that do not alter the original intent of a properly submitted amendment may be adopted and approved at the General Membership Meeting.
5. Motions made and submitted may only be passed or failed at the General Membership Meeting. These motions may not be changed or altered by the League Commissioner, the Commission or managerial divisional votes.
6. All motions passed for vote in the General Membership Meeting will go into the constitution unless stated otherwise.
7. The General Membership Meeting may be held virtually.
 - a. A majority of the Commission must approve.
 - b. A clear plan of action must be presented to the Commission on how the virtual meeting would be held (secure platform, etc.)

D. Division Eligibility for Players:

1. Players of all genders identities shall be eligible for play in the Open Competitive and Open Recreational Divisions.
2. Any player shall be eligible for play in the Women's++ Division who has identifies as a woman, transgender person, or non-binary person.

E. CBLSL Hall of Fame

1. The purpose of the CBLSL Hall of Fame is to provide a historical perspective and perpetuate the history of gay softball within the boundary areas of the CBLSL.
2. Membership of the CBLSL Hall of Fame will include:

- i. All previously named and future named J.J. Hendley award recipients.
 - ii. Beginning in 2017, at least one current or former member of the Open Competitive, Open Recreational, Women's+ Competitive, and Women's+ Recreational will be named annually by the CBLSL Board for Hall of Fame recognition. Criteria for the consideration shall include:
 - a. Membership in the league for ten years or more.
 - b. Demonstrating significant contributions to the league and its core principles.
 - iii. Teams or current or former sponsors may also be nominated to the CBLSL Hall of Fame.
 - iv. Any members with 25 or more years in the league shall be inducted into the Hall of Fame.
- 3. Annually, the Hall of Fame Chairperson, nominated by the League Commissioner, shall work with the CBLSL Commission to gather former and current league members for consideration.
- 4. The Commission will vote on said nominations prior to the annual banquet.
- 5. Each year, the class of (year number) will be introduced and recognized at the CBLSL annual banquet.
- 6. The CBLSL website shall list the Hall of Fame members, including but not limited to names, pictures, and brief biographies, if permitted by the Hall of Fame members.

F. JJ Hendley Award

- 1. J.J. Hendley was a founding member of the City of Brotherly Love Softball league. His contributions were numerous and significant to the success of the City of Brotherly Love Softball League.
- 2. The J.J. Hendley award is the highest award given out by the City of Brotherly Love Softball. The J.J. Hendley award is awarded to a member of the City of Brotherly Love Softball League who has gone above and beyond the contributions of the Hall of Fame criteria above. In addition to demonstrating significant contributions to the league and its core principles first instilled into the league by J.J. Hendley, the J.J. Hendley recipient shall have profoundly contributed through their time and effort, including, but not limited to, as manager, board member, sponsor, tournament director, tournament manager or committee chair.
- 3. Voting Process:
 - i. Nominations: All past J.J. Hendley winners are permitted to place a name into nomination.
 - a. Nominations are to be submitted to the most recent recipient via a uniform submissions form approved by the League Commissioner.
 - b. Once all nominations are submitted, the most recent recipient shall submit them to the League Commissioner.
 - c. The Commission is allowed to submit one nominee.
 - ii. Nomination Eligibility Review: All nominations are to be submitted to the League Commissioner to determine their nomination eligibility. Eligibility criteria include, but not limited to:

- a. Membership in the league for ten years or more,
 - b. Maintain current good standing with the league (i.e. are currently not on probation or suspension from the league), and
 - c. Has continuously demonstrated the core principles of the league
- iii. Voting Process: The voting process shall follow the below procedures:
- a. All past winners are eligible to vote (“Voting Membership”).
 - b. Voting shall be coordinated by the most recent recipient or by a person delegated by the League Commissioner.
 - c. The first round of voting is conducted and shall include all nominees. The Voting Membership shall pick their top two choices from all of the nominees. Each Voting Membership’s First Place ballot choice shall be given 2 points and their Second Place ballot choice shall be given 1 point. After tallying up the votes the most recent recipient shall report the top two point recipients to the Voting Membership.
 - d. The second and final round of voting shall occur only if there are more than 2 nominees in the first round of voting. If the second round of voting is required, it is conducted and shall only include the top two point recipients from the first round. If second place consists of a tie, the top three shall move forward. The ballot shall only be cast for the Winner.
 - e. The final vote shall be tallied. The most recent recipient (or league delegate) shall coordinate with the League Commissioner to schedule a league wide announcement (at commissioners discretion) and to allow at least two 2 weeks prior to the Annual League Banquet to have the presentation plaque created.
- iv. The winner will be presented at the Annual League Banquet.

PART II

WOMEN’S+ DIVISION

- I. Any individual who wishes to start a new team in the Women’s+ Divisions should make application to the Commission before February 1. The Commission shall meet and determine the need for new team(s) and determine which team(s) to accept as new teams for the coming year.
- II. The Women’s+ Division shall consist of a Competitive Division and a Recreational Division. Team placement in divisions shall be determined as described in Part I, Section I.
 - A. Exceptions may be made by submitting a petition to the commission.
 - i. Petitions may be submitted by a team manager or a Commission member.
 - ii. A petition to modify a team’s placement must be approved by a 2/3rds vote by the Commission.

- III. As required by ASANA, players and teams will be classified according to the discretion of the Women's+ Divisional Director and the Women's+ Divisional Ratings Committee.
- A. All player classifications must be reviewed in even years. New players and players attending the ASANA World Series or other ASANA sanctioned tournaments must be reviewed in odd years.
 - B. Reclassification requests outside of that cadence should be discussed at the Women's+ Division Winter meeting.
 - C. Teams participating in the CBLSL World Series tournament shall play in the ASANA classified division that they represent.

IV. Women's+ Division Rosters

- A. A preliminary roster must be submitted to the Women's+ Divisional Coordinators by February 1st.
- B. An Official roster will be submitted to the Women's+ Divisional Coordinators one (1) week prior to the start of the regular season. A final roster with confirmation of requirements stated in Part I, Section X of this document is due June 1.
- C. All teams shall have a minimum of sixteen (16) players who have paid their league membership fee.
 - i. Exceptions may be approved by the Divisional Coordinators for teams with a documented history of not forfeiting games.
- D. Each team may include three (3) additional players on their roster that are from the Open Division that meet Women's+ Division Eligibility Requirements. These three (3) additional players will only be permitted to play when their regular Open Division team(s) is not playing. These players do not count towards the roster minimum.
- E. Each Women's+ Competitive team may include two (2) additional players on their roster that are from the Women's+ Recreational division. These two (2) additional players will only be permitted to play when their regular Women's+ Recreational team is not playing or if released by their manager to play with their Women's+ Competitive team for that game. These players do not count towards the roster minimum.
- F. Each Women's+ Recreational team may include two (2) additional players on their roster that are from the Women's+ Competitive division. These two (2) players must meet eligibility requirements for the Women's+ Recreational Division and may not cause the team to exceed their cap of "C" level players. These two (2) additional players will only be permitted to play when their regular Women's+ Recreational team is not playing or if released by their manager to play with the Women's+ Recreational team for that game. These players do not count towards the roster minimum.
- G. All players playing on multiple teams must declare their primary team in advance of Recruitment Day.
- H. If a team in the Hepburn's Division (Rec) does not have 9 players, they can add another player eligible to play in the Hepburn's Division, so they do not have to forfeit.
 - 1. The added player needs to fit within the ASANA ratings eligible to play in the "D" Division and be registered to play in the Hepburn's Division (rec).
 - 2. This player can only be the 9th player, not a 10th player, unless this player is a pitcher (and the team does not have another pitcher for that game).
 - 1. If the opposing team has 10 players, 2 players can be added to ensure an even game.
 - 3. This player cannot also have a game scheduled that they are missing from their own rostered team.
 - 4. Games with additional players added will count in the standings.

V. Recruitment

A. In the Women's+ Division of the CBLSL teams may openly recruit any player provided that player meets the rules and regulations established by this league, and also by the Women's+ Division of ASANA. Teams may not actively pursue players from existing CBLSL Women's+ Division teams' previous years' roster. Players wishing to change teams within the Women's+ Division must notify their current manager at least 2 weeks prior to "Skills Day". Any players moving from team to team within the CBLSL must be approved by the Divisional Coordinators.

VI. Any player who approaches the league to be a player in the Women's+ Division shall be assigned to a team by the Women's+ Divisional Coordinators based upon needs of the teams in the Women's+ Division.

VII. The commission may fill vacancies on teams until June 1st, providing player assignments are done publicly and as randomly as possible.

VIII. Women are eligible for World Series play only if they meet the NAGAAA or ASANA requirements including a properly submitted roster.

IX. For the Recreational Division, every eligible player on the roster will be entitled to play a minimum of two innings per game. For the Competitive Division teams in Competitive vs. Competitive games there is no minimum inning requirements.

A. Division format will be determined according to Section II prior to submission of rosters as outlined in Section IV.

B. If a player is late, each inning they are late is considered an inning played. C. For Inter-Division Games: Every eligible player on the roster will be entitled to play a minimum of two innings per game.

D. A player can volunteer to sit and the team will not be required to meet minimum innings.

E. The position of EP/EH will be considered valid in meeting player participation requirements.

F. There will be no participation requirements during Playoff or Tournament play.

PART III

OPEN RECREATIONAL DIVISION

I. New Teams

A. Team Movement: A new team (a team consisting entirely of new players) may join the recreational division of the league if it meets the following conditions:

1. The team consists solely of full-time undergraduate students of an area university/college; or
2. The team consists solely of active participating athletes from any other non-softball LGBTQ sports organization (i.e., Gryphons, Falcons), or
3. The team represents a geographic area such that if the players did not play together as a team, it would create a serious hardship.
4. New Teams may hold 2 (2) players considered outside of their geographic region, ethnicity, university/college, or group identity.

II. Returning Teams and Players

- A. All returning open recreational players and any prior open competitive or Women's+ Division players who choose to enter the recreational division draft will be selected by the managers in reverse order of the teams' final ranking from the previous season, with new teams selecting first.
- B. When this process is completed, all new players will be assigned by the draft guidelines listed below.
- C. If a player is drawn by his/her current team, that player shall be entitled to enter again until he/she is on a new team.
- D. A returning Open Recreational Division player also may transfer to a lower-place Open Recreational Division team in accordance with the other provisions of the Constitution.
- E. A player may move from the Competitive or Women's+ Division to the Recreational Division by trade or the C.B.L.S.L. draft.
- F. All player movement is subject to the deadline and processes established by the Commission.

III. New Players

A. Direct Recruiting

1. New players can be directly recruited.
2. Recruitment ends at the start of Recruitment Day.
3. All new players, including directly recruited players, will be required to attend Recruitment Day OR participate in a commission lead evaluation in order to ensure proper divisional placement.

B. Draft

1. For new players that are not directly recruited, there will be a draft set by the Recreational Divisional Coordinator and the League Commissioner.
 - a. Players not directly recruited will be selected by the managers in reverse order of each team's finish in the previous season, with new teams selecting first.
 - b. The draft will be held prior to the first practice date, and each team will be permitted to select players until their 16 person roster is complete.
2. Prior to the beginning of the season there will be a second draft.
 - a. The second draft will be for new players who would prefer to be on another team or returning players who wish to change teams and fill out vacant roster spots.

C. Players trading teams.

1. In either draft, drafted players may trade teams with other drafted players with the permission of the League Commissioner.
- D. The League Commissioner may fill vacancies on teams providing new player assignments are made publicly and as impartially as possible.

IV. Every player on the roster will be entitled to play a minimum of two innings in the field and have at least one at-bat during each regular-season game only if present at the start of the game.

V. Players may appeal to the Commission prior to the random draft to be allowed to join the roster of a specific team in order to prevent hardship and that player shall count as one of the team's draft picks.

VI. Team membership is open to all League members and each team must consist of a minimum of 16

players at the conclusion of the final draft.

VII. Each team may include up to six (6) additional players on their roster that are players on a team from any NAGAAA designated (A, B,C,D,E) division or ASANA designated (A,B,C,D) division, provided they meet the requirements to play in the division. Players must declare their main team by Opening Day and if both teams are playing each other, they must play for their main team.

A. These additional members do not count towards the roster minimum

VIII.

A. Diversity Rule

1. Each team in the Open Recreational Division is permitted to have four (4) individuals of its roster filled by players who define themselves as an ally (non LGBTQ) per the paragraph immediately preceding this paragraph.

i. In the Open Recreational Division a 5th or 6th ally may be added as an allowance if that ally has been in the league for over five (5) current continuous years in good standing.

PART IV

OPEN COMPETITIVE DIVISION

I. New Teams

A. Any individual who wishes to start a new team in the Competitive divisions should make application to the Commission before February 1. The Commission shall meet and determine the need for new team(s) and determine which team(s) to accept as new teams for the coming year at the February Commission Meeting.

II. Returning Teams and Players

A. Competitive roster spots may be filled by direct recruiting.

B. Any player who approaches the league to be a player in the Competitive Division shall be assigned to a team by the Competitive Divisional Coordinator based upon needs of the teams in the Open Competitive Division.

D. All teams may be required to accept players if the need is noted by the Open Competitive Divisional Coordinator.

E. Teams may not recruit existing CBLSL players to fill open roster spots after one week before the draft.

F. Each team may include up to six (6) additional players on their roster that are players on a team from any NAGAAA designated (A, B,C,D,E) division or ASANA designated (A,B,C,D) division, provided they meet the requirements to play in the division.. Players must declare their main team by Opening Day.

1. These additional members do not count towards the ally cap

III. The Diversity Rule

A. Each team in the Open Competitive Division is permitted to have 4 (4) individuals of its roster filled by players who define themselves as an ally (non-LGBTQ) per the paragraph immediately preceding this paragraph.

- i. In the Open Competitive Division a 5th or 6th ally may be added as an allowance if that ally has been in the league for over five (5) current continuous years in good standing.

PART V BYLAWS

I. Notice of the date, place, and time of the General Membership Meeting shall be distributed to all League members no later than twenty-eight (28) days before said meeting.

II. Distribution of league governing rules.

A. A copy of the CBLSL Constitution and Rules of Play shall be made available to each member of the League via the league website.

III. Rules of Play.

A. Each year, the Commission shall publish ground rules and time limits of league games.

IV. All games shall be governed by the most recent edition of the USA Code, except as specifically modified by the CBLSL Constitution and the approved Rules of Play.

V. NAGAAA and ASANA World Series representative.

A. Each CBLSL division, by a vote of its managers, shall establish (prior to the new season's first game) a format selection of the NAGAAA and ASANA World Series representative

B. If necessary, The date and format of the tournament will be determined by the Commission prior to the start of regular season play.

C. The Commission will take into consideration the date and location of that year's World Series.

D. Rules for the World Series Tournament will follow NAGAAA or ASANA and USA guidelines.

E. NAGAAA or ASANA and USA guidelines shall take precedence for all games.

VI. Any member of the CBLSL who feels the USA rules or NAGAAA/ ASANA guidelines have not been properly followed may bring their grievance to the Protest Committee. A. The Protest Committee will consist of the four (4) Divisional Coordinators and one player from outside the division in which the protest originated.

B. The Protest Committee will be run by the League Commissioner, who will also have the tie breaking vote if needed.

C. The decision of the Protest Committee is final.

D. A protest is filed by submitting, in writing, a document stating the violation, the individual presenting the protest, and the remedy sought to the Commissioner, any Divisional Coordinators, or Communications Director.

VII. Any member of the CBLSL who feels the Constitution, has been violated may bring their grievance to the Ethics Committee.

A. The Ethics Committee will consist of members appointed by the League Commissioner of individuals who have no involvement in the protest.

B. The Ethics Committee will be run by the League Commissioner, who will also have the tiebreaking vote if needed.

- C. The decision of the Ethics Committee is final.
- D. An Ethics complaint is filed by submitting, in writing, a document stating the complaint, the individual presenting the complaint, and the remedy sought to either the Commissioner, any Divisional Coordinator, or Communications Director.

VIII. Field permitting fees shall be paid on a yearly basis or, in the alternative, paid into an interest bearing account for submission to the proper entity with authority. This money must be used for purposes of capital improvements so long as an offset of future permitting fees is obtained upon payment of the lump sum amount.

IX. CBLSL shall, upon receipt of any bequeathed funds, immediately turn over all bequeathed funds to the Delaware Valley Legacy Fund (“DVLf”) to properly administer the funds for the sole purpose of the CBLSL, understanding that the DVLf shall be entitled to its normal and customary administrative expense and be accountable to the Commission for all funds in its possession.

PART VI CONFLICT OF INTEREST POLICY

I. Purpose

The purpose of the conflict of interest policy is to protect this City of Brotherly Love Softball League’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the CBLSL or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Definitions

A. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the CBLSL has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the CBLSL has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

C. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 of this section, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of

interest exists.

III. Procedures

- A. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the C.B.L.S.L. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- D. Violations of the Conflicts of Interest Policy
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate

disciplinary and corrective action.

IV. Records of Proceedings

A. The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

V. Compensation

A. A voting member of the governing board who receives compensation, directly or indirectly, from the CBLSL for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CBLSL for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CBLSL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VI. Annual Statements

A. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. Periodic Reviews

A. To ensure the CBLSL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax

exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the CBLSL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VIII. Use of Outside Experts

- A. When conducting the periodic reviews as provided for in Article VII, the CBLSL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.