

BORN SPORTS LEAGUE BYLAWS

Article I. Name and Location

Section 1. The name of this organization shall be the Born Sports League, Inc. (BSL).

Section 2. Location – The organization is a Texas corporation with a principal office in a location determined by the board of directors as needed to effectively conduct business.

Article II. Purpose

Section 1. The purposes of this organization are:

- (A) To foster and conduct amateur sports competition and support and develop athletes for that competition.
- (B) To serve as an LGBTQ+ and ally organization that builds a stronger world through organized, recreational sports in a diverse, inclusive, and fun environment that creates a sense of belonging and acceptance while giving back to the communities in which we play.

Section 2. The Born Sports League, Inc. operates without profit, organized exclusively for amateur sports purposes that qualify as exempt as defined under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

Article III. Membership

Membership in the Born Sports League, Inc. shall be limited to the members of the Board of Directors.

Article IV. Finances

Section 1. Fiscal Year - The fiscal year of the organization shall be the year commencing on the first day of January and terminating on the last day of December.

Section 2. Budget - The board of directors shall adopt a budget for each fiscal year and the organization shall function within the total of such budget.

Section 3. Depository - Contributions and other monies collected by the organization shall be placed in a depository selected by the board of directors.

Section 4. Signers - The following leaders of the organization, and any others as may from time to time be authorized by resolution of the board of directors, shall have authority to sign checks for and on behalf of the organization as prescribed in the Policy Manual: president and treasurer.

Section 5. Contracts - The president, vice-presidents, or any other leader of the organization duly authorized to act for them in a specific instance may execute contracts. The board of directors may also authorize any leader or agent of the organization, in addition to those authorized by these bylaws, to enter into any contract or execute and deliver any instrument in

the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 6. Earnings - No part of the net earnings of the Born Sports League, Inc., shall inure to the benefit, or be distributable to its directors, officers, leaders, or other private persons, except that the Born Sports League, Inc., shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Born Sports League, Inc., shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Born Sports League, Inc., shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 7. Dissolution – In the event of dissolution of the Born Sports League, Inc., assets shall, after appropriate provision for its debts and liabilities, be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article V. Board of Directors

Section 1. Authority, Composition, and Election

- (A) The board of directors shall have the authority to conduct the business and affairs of the organization, except where otherwise specifically provided in these bylaws, and shall have authority to decide, approve, and disapprove the appointment of agents and the adoption of organized policies and to authorize the disbursements of funds.
- (B) The board of directors shall act in accordance with these bylaws, applicable local, county, state and federal laws, and all policies as set forth in the Policy Manual. The Policy Manual shall include, at minimum, policies regarding Conflict of Interest, Whistleblower, Document Retention and Destruction, and Code of Ethics.
- (C) The board of directors shall consist of at least five (5) and no more than nine (9) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purposes of staggering terms of directors.
- (D) To be eligible to run for the board of directors, individuals must be at least 18 years of age.
- (E) As may be required to carry out the activities of the organization, directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in

December of each year.

- (F) All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.
- (G) No director shall succeed themselves for a third consecutive term, except in the cases of directors elected to one-, two-, or three-year terms in the first year of the organization's operation. An absence of at least one year from the board after two consecutive three-year terms is required before an individual is available to run for the board again.
- (H) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (I) In the first year of the organization's operation, at least one director shall be elected to a one-year term; at least two directors shall be elected to two-year terms, and at least two directors shall be elected to three-year terms. At the end of their initial terms, directors elected to one- or two-year terms shall be eligible to run for up to three consecutive two-year terms. In all subsequent years, all directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.
- (J) Officers and directors shall serve without salary, but by resolution of the board of directors, expenses may be allowed for attendance at each regular or special meetings of the Board.
- (K) **Presumption of Assent:** Officers and directors who are present at a meeting of the board of directors at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to an officer or director who voted in favor of such item.

Section 2. Vacancies

- (A) If a vacancy occurs in the board of directors of the organization through death, disability, resignation, or removal three months or more prior to the scheduled election of directors, the board of directors may appoint a qualified individual to fill such vacancy for the balance of the unexpired term. Any individual so elected to fill such vacancy shall be allowed to run for election to such position.
- (B) If any director absents themselves from two (2) meetings of the board of directors within one year without approval of such absences by the board of directors, the board may, by a two-thirds vote, declare their office vacant and fill such office as outlined in (A) above.
- (C) If any director fails to uphold these bylaws or policies as prescribed in the Policy Manual, the board may, through the procedure outlined in the Policy Manual and by a two-thirds vote, declare their office vacant and fill such office as outlined in (A) above.

Section 3. Meetings - Meetings of the board of directors shall be held as follows:

- (A) Regular meetings of the board of directors shall be scheduled on a date and location as designated by the president. These meetings may be held in person or via electronic means.
- (B) Special meetings of the board of directors may be called by the president, vice-president, or upon request in writing of a majority of the directors. These meetings may be held in person or via electronic means.
- (C) Notice of the date, hour, and place of all meetings shall be given to the directors at least five (5) days in advance of the meeting.

Section 4. Quorum - At all meetings of the board of directors, the presence of three (3) directors shall constitute a quorum.

Section 5. Voting - A simple majority vote shall decide an issue provided a quorum is present, except where otherwise specified in these bylaws.

Section 6. Action Without a Meeting – An action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, including by electronic means, to vote on the matter without a meeting is provided by two-thirds of the directors. With that consent, a simple majority of the board, voting in writing without a meeting, will be required to approve the matter.

Article VI - Officers

Section 1. Election and Vacancies

- (A) The general officers of the organization shall be President, Vice-President of Finance, and Vice-President of Operations. The officers shall be members of the board of directors and be elected by majority vote of the board. The terms of office shall be two years, except for those elected for one-, two-, or three-year terms in the first year of the organization's operation.
- (B) In the event of a vacancy in an officer position, the board of directors shall elect a successor from among the directors. If no director is able or willing to fill the vacancy, the board of directors may appoint a qualified individual to fill such position.
- (C) Any person chosen to fill a partial term of another office shall also have the right to serve his/her term in that office in a subsequent year.

Section 2. Powers of Office: President - The president shall have general supervision of the business and affairs of the organization, subject to the advice and direction of the board of directors. The president shall preside at all regular and special meetings of the board of directors when present and not under disability. The president has the authority to appoint non-voting liaisons to the board of directors as may be needed from time to time. The president shall appoint committees and shall be an invited member of all committees. The president shall report to the directors from time to time all matters within the president's knowledge which the interest of the organization may require to be brought to the directors' notice. The president shall be the official spokesperson of the organization.

Section 3. Powers of Office: Vice-President of Operations - The Vice-President of Operations shall represent and discharge all duties of the president during their absence or disability, or upon direction by the president or board of directors. The Vice-President of Operations shall be an invited member of all committees. The Vice-President of Operations shall maintain the organization website and technology for all events. The Vice-President of Operations shall also ensure that the Gameday Operations of each sport are carried out including ensuring that required Equipment is ready. Finally, the The Vice-President of Operations shall draft, maintain and execute/delegate the communications of the organization.

Section 4. Powers of Office: Vice-President of Finance - The Vice-President of Finance shall be responsible to ensure all minutes of the board of directors' meetings are written, distributed, and maintained as prescribed in the Policy Manual. The Vice-President of Finance shall monitor the deposit of all monies belonging to the organization in such financial institutions as may be selected by the board. The Vice-President of Finance shall cause to be kept a true and accurate record of all funds and monies received and disbursed. The Vice-President of Finance shall ensure that recognized accounting principles are used in the accounting of organization funds. A report of the financial condition of the organization shall be made by the Vice-President of Finance to the President whenever requested by the President. The Vice-President of Finance shall be the chairperson of the audit and finance committee.

Article VII - Committees and Working Groups

BSL committees and working groups shall only have the powers specifically delegated to them by the board and in no case shall have powers which are not authorized for committees or working groups under not-for-profit corporation law. The designation of any such committee or working group and the delegation of authority shall not alone relieve any director of their duty to the organization as outlined by not-for-profit corporation law.

Membership in committees and working groups is open to all BSL participating athletes, contributors, and supporters unless otherwise noted herein and as specified in the Policy Manual.

Section 1. Audit and Finance Committee – The organization shall have an audit and finance committee, the chair of which shall be the Operations Director.

- (A) The committee shall select an independent accountant to review or audit, as prescribed in the Policy Manual, the organization's financial records.
- (B) The committee shall annually set and present to the board of directors for approval an operating budget for the organization.
- (C) The committee shall review and recommend to the board of directors for approval revisions as may be necessary to the organization's investment and financial policies.

Section 2. Philanthropy Committee – The organization may have an Philanthropy committee, the chair of which shall be one of the two at large board members.

- (A) The committee shall plan philanthropic events for the organization.
- (B) The committee shall select charitable organizations that proceeds from the season go to.
- (C) The committee shall annually set and present to the board of directors for approval which to disburse funds to charitable organizations.

Section 3. Individual Sports Committee(s) – The organization shall have a committee dedicated to each sport, the chair of which shall be a member of the board elected on by the board.

- (A) The committee shall plan and execute the sports as determined by the Board of Directors.

Section 4. Additional Committees and Working Groups– Additional committees and working groups may be created from time to time by the president as deemed advisable and shall adhere to committee policies as prescribed in the Policy Manual.

Section 5. Manner of Acting – Each committee/working group may adopt rules for its own governance not inconsistent with these bylaws or with the Policy Manual.

Article VIII. Organization Staff

A chief paid staff member or management firm may be employed by the board of directors at such rate of compensation as it deems fair and proper. If such a staff member or firm is employed, they shall serve as the administrative officer of the organization, shall ensure adherence to the Policy Manual, and shall perform the duties and responsibilities delegated by the board of directors and all other functions usual to such office. The chief paid staff member or management firm shall be empowered to employ and supervise additional staff to carry on the business of the organization within the limitations of the budget.

Article IX – Rules of Procedure

“Robert's Rules of Order,” latest edition, shall govern the parliamentary procedure of the meetings of the organizations in all instances wherein its provisions do not conflict with these bylaws.

Article X - Amendments

These bylaws may be amended by a 2/3 vote of the board of directors.

Article XI - Indemnification

In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the organization shall indemnify, defend, and hold harmless any person, their heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment, and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such a person shall be threatened, by reason of such person's being or having been a member, director, officer, committee member, employee or

agent of the organization or serving or having served in any capacity in any other organization at the request of the organization, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.