

OFFICIAL BYLAWS OF THE
CACTUS CITIES SOFTBALL LEAGUE, INCORPORATED

ARTICLE ONE - NAME, PURPOSE AND LOCATION

- 1.1 The name of this organization is Cactus Cities Softball League, Incorporated (hereafter "CCSL").
- 1.2 The purpose of the CCSL is to foster local, regional, national and international sports competition predominately for gays, lesbians, and anyone dedicated to promotion of the amateur athletic experience for persons of all skill level and abilities regardless of sexual orientation, gender, race, creed, religion, or national origin. The primary focus of the CCSL will be to provide venues for adult slow-pitch softball competition. Additionally, the organization will endeavor to develop people of all abilities and experience to participate in sports competitions.
- 1.3 The organization may maintain offices at such place or places, either within or without the State of Arizona, as may be designated from time to time by the Executive Committee of the organization's governing group, known as the Commission, and the business of the corporation may be transacted at any of the designated offices.
- 1.4 A corporate seal shall not be requisite to the validity of any instruments executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal", the year incorporated and the state where incorporated.

ARTICLE TWO - EXEMPT ACTIVITIES

- 2.1 No member, officer, member of the Commission, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and the corresponding provisions of the Arizona Revised Statutes.

ARTICLE THREE - MEMBERSHIP

- 3.1 CCSL membership is open to all people who wish to participate in the activities of the organization provided they:
 - A. agree to abide by the rules of the CCSL or any rules as designated to govern competition,
 - B. agree to abide by the CCSL code of conduct, and
 - C. pay any applicable membership fees.
- 3.2 Member fees will be due on a seasonal basis. In all cases the payment of membership fees shall be due in total prior to the start of any season of play. Players will be ineligible for play and forfeit any benefits of membership until fees are paid in full.
- 3.3 Members and any other participants (including scorekeepers, managers, and coaches) must sign a waiver of responsibility (as set forth by the Commission) before participating in any sanction event or competition.
- 3.4 All members must be 18 years of age.
- 3.5 The Commission has the right to waive these requirements by a majority vote.
- 3.6 Each member is entitled to one vote on each matter submitted to a vote of the members.
- 3.7 A member may resign by filing a written resignation with the Executive Committee, but such resignation shall not relieve the member of any obligations to pay

- outstanding fees. Outstanding fees may be waived by the Executive Committee.
- 3.8 The Commission, by majority vote, can suspend and/or remove a member for cause.
- 3.9 Membership is not transferable or assignable.

ARTICLE FOUR - MEETINGS OF MEMBERS

- 4.1 Meetings of the membership may be called by the Commission from time to time for any purpose as determined by the Commission.
- 4.2 All members in good standing must be notified of the time and location of such meetings at least two (2) weeks prior to a meeting.
- 4.3 Those members present at any meeting of the membership shall constitute a quorum. A majority vote of those present is required for approval by a meeting of the membership unless a greater proportion is required by law or by these by-laws.
- 4.4 Members may participate in meetings by means of conference phone, internet, or similar communication device of which all persons participating in the meeting can hear or effectively communicate with each other.
- 4.5 The Commission can determine a method for proxy voting by a majority vote. However, the proxy must be in writing. Proxy voting is not a requirement for a member of the membership.

ARTICLE FIVE - THE COMMISSION

- 5.1 The affairs of the corporation are the ultimate responsibility of the Commission. However, the Executive Committee of the Commission will manage the day to day affairs of the corporation. If the corporation does not have competitive activity for more than one (1) month, the Executive Committee of the Commission will function as the Commission. The Commission will be reconstituted as defined in section 5.3 one (1) month prior to the beginning of competitive activity.
- 5.2 Members of the Commission must be members of the corporation.
- 5.3 The Commission will consist of elected corporate officers and a single representative from each team participating in competitive activities. Team representatives will join the Commission one (1) month prior to the beginning of competitive activities in which their team will participate and will leave the Commission one (1) month after the completion of competitive activities in which their team participated.
- A. Each team can determine their representative to the Commission.
- B. An officer can not function as a team representative.
- C. The competitive season is defined as the season in which standings for each division are kept and berths for the world series are determined.
- 5.4 The Executive Committee of the Commission will consist of the elected corporate officers.
- A. The Executive Committee meetings can be called as needed by one of corporate officers.
- B. The Executive Committee will resolve any dispute or protests arising from any sanctioned competitive activity within 48 hours of the completion of the competitive activity.
- C. The Executive Committee may require that disputes and protests be made in written form.
- D. The Executive Committee must perform the following tasks for each competitive season: draft rules of play, define a means of player recruitment, determine the allocation and placement of new or returning players to teams and assign new or returning coaches and sponsor to teams.
- 5.5 A regular meeting of the Commission will be held at least once a year. A regular meeting of the Commission must be held at least once during a competitive activity that last longer than one (1) week.
- 5.6 Special meetings of the Commission will be called from time to time by the Executive

- Committee. The Executive Committee must call a special meeting of the Commission within two (2) weeks of receiving written requests for a special meeting from a majority of the members of the Commission.
- 5.7 Each member of the Commission must be informed of a regular or special meeting one (1) week prior to the meeting. Attendance at a meeting shall constitute waiver of notice of the meeting except when the person attends with express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A member of the Commission may waive notice of a meeting in writing before or after the time of the meeting.
- 5.8 A majority of the members of the Commission shall constitute a quorum for the transaction of business at any meeting of the Commission. A majority of the officers shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
- 5.9 Each member of the Commission will have one (1) vote at Commission meetings. Each member of the Executive Committee will have one (1) vote at Executive Committee meetings.
- 5.10 The standing committees of this organization shall be the Fund Raising Committee, the Tournament Committee, the Sponsorship Committee, the Publicity & Communications Committee, and the Roster Discretion Committee. The Executive Committee shall appoint to and retain discretion of members to these standing committees with the exception of the Roster Discretion Committee, whose membership and structure are outlined in subsection 'e' below. The charges of these committees are as follows:
- A. Fund Raising - in addition to sponsor fees and player fees, the fund raising committee will raise funds for the general operation of the corporation. The fund raising committee will assist individual teams in planning and executing their fund raising activities. The fund raising committee will maintain a schedule of fund raising activities.
 - B. Tournament - coordinate any short term tournament type activities as designated by the Commission and to disseminate information to facilitate team participation in like activities in other locales.
 - C. Sponsorship - assist in assuring all teams have a team sponsor and collect sponsor fees. The committee will also maintain a list of sponsors and other benefactors.
 - D. Publicity - promote organized activities of the corporation and publish the results of competitive activities in local, national and international media.
 - E. Roster Discretion - membership consists of the open division assistant commissioner, the womens division assistant commissioner, the NAGAAA representative, and the ASANA representative, and is charged with the approval of all team roster changes after the start of spring competitive play. If a tie vote is reached, the question will then be referred to the respective commissioner.

ARTICLE SIX – OFFICERS & DIVISIONS

- 6.1 The officers of this corporation shall be:
- A. Division commissioners;
 - B. Division assistant commissioners;
 - C. Division secretaries;
 - D. NAGAAA representative;
 - E. ASANA representative;
 - F. Assistant treasurer;
 - G. Treasurer; and,
 - H. Event coordinator.
- 6.2 The Commission will determine what divisions will exist. However, the divisions may

not change more than once each year. Division changes can only be made prior to the election of officers as defined in section 6.4. The Commission cannot appoint officers after a change of division. The Commission may call a special meeting of the newly constituted division for an election of that division's officers. The new division officers will serve until the next regularly scheduled election.

- 6.3 The same person can not hold more than one office.
- 6.4 Each officer of the corporation shall be elected to a two year term.
- 6.5 The division commissioners and divisional secretaries will be elected in the same year and the division assistant commissioners, and the corresponding national governing body's (NAGAAA/ASANA) representative will be elected in the same year, but not in the same year as the division commissioners and division secretary.
 - A. The transition to the new elected terms will take place in 2003. The division assistant commissioners and division NAGAAA representative will be elected to a one-year team in 2003. In 2004 the division assistant commissioners and division NAGAAA representative will run for two-year terms. The treasurer in office when these bylaws are adopted will stay in office until 2004. The first assistant treasurer will be elected in 2003 for a two-year term and will become the treasurer in 2004.
 - B. Starting in 2009, the open division elected positions, specifically open division commissioner, open division assistant commissioner, open division secretary, and NAGAAA representative will not be elected the same year as their women divisional counterparts, specifically womens division commissioner, womens division assistant commissioner, womens division secretary, and ASANA representative respectively. To facilitate this change, the open division positions have been extended one year starting in 2009.
 - C. The event coordinator will be elected the same time as the NAGAAA representative is elected.
 - D. Starting in 2010, the election cycle is as follows below, and will repeat every two (2) years based on section 6.4 setting the officers term length.

Year	Open Division	Women's Division
Even	Commissioner Secretary Assistant Treasurer	Assistant Commissioner ASANA Representative (Ass Tres → Tres)
Odd	Assistant Commissioner NAGAAA Representative (Ass Tres → Tres)	Commissioner Secretary Assistant Treasurer Event Coordinator

- 6.6 Each year an assistant treasurer will be elected. The assistant treasurer will become the league treasurer in the second year of their term. Only members from different divisions from the incoming treasurer can run for assistant treasurer. At the end of each term of office, there will be an audit conducted by the Committee and a financial report submitted to the board from the outgoing Treasurer. Following the audit, all records, transfer of funds, and supplies will be done with a smooth, expedient transition to the incoming Treasurer and Assistant Treasurer. This expedient transition must occur within four (4) weeks after the incoming Treasurer has taken office.
- 6.7 An election of the officers will be held annually by a written vote of the members.
 - A. The members of each respective division will elect the officers of their division. The assistant treasurer will be elected by members of all divisions.
 - B. The election will be each year no later than July 1 and will be held during a period of competitive activity.
 - C. The members will be notified 30 days in advance of the election that the

existing officers will accept nominations for the upcoming elections. The notification will include a description of the positions that are available for the upcoming election as well as the name of the person currently holding the position.

- D. Each member will notified at least one (1) week prior to the election of those running for election.
- 6.8 Candidates for office must be a member in good standing.
- 6.9 Officers will take their office on September 1.
- 6.10 Vacancies.
- A. In case of a vacancy of a division commissioner, the division assistant commissioner for the same division will complete the term of the division commissioner. In the event the division assistant commissioner cannot fulfill the duties of the division commissioner, the Commission will call a meeting of that division's members to elect a new division commissioner.
 - B. In the case of any other vacancy, the Commission will appoint a replacement by a majority vote .
- 6.11 An officer may be removed by a two thirds (2/3) vote of a duly announced and convened meeting of the Commission. A Division Commissioner may not preside at a Commission meeting to consider his or her own removal. At least two (2) weeks written notice must be provided to all officers and Commission members of a meeting to consider the removal of an officer.
- 6.12 Any officer may resign his or her office at any time by giving written notice of his or her resignation to the Executive Committee. Such resignation shall take effect at the time specified in the written resignation or, if not time is specified, at the time of the receipt of the resignation. The acceptance of the resignation is not necessary to make it effective.
- 6.13 The duties of the division commissioners are as follows.
- A. The division commissioners will be the official spokespeople for the CCSL and shall be responsible, with the advice and council of the Commission as provided by these by-laws, for the overall direction of the CCSL.
 - B. The division commissioners shall chair all membership, Commission and Executive Committee meetings. The divisional commissioners shall alternate chairing each executive meeting.
 - C. The division commissioners shall serve as voting members of all standing committees.
 - D. The divisional commissioners shall represent the CCSL at national meetings in the event the national league representatives are not able to do so.
- 6.14 The duties of the division assistant commissioners are as follows.
- A. The division assistant commissioners shall exercise the power and authority and perform the duties of the division commissioner in absence or disability of the division commissioners for the same division.
 - B. The division assistant commissioners are responsible for the acquisition of adequate playing facilities and qualified officiating staff for all competitive activities.
 - C. The division assistant commissioners will perform such duties as are assigned by the division commissioners to implement these by-laws.
- 6.15 The duties of the division secretaries are as follows.
- A. The division secretaries will maintain the official copy of the by-laws, rules of play, code of conduct and any other related corporate documents.
 - B. The division secretaries will record and maintain Commission and Executive Committee meeting minutes and make these minutes available to members as requested.
 - C. The division secretaries will maintain a roster of all the competitive teams including their players and Commission representative.
 - D. The division secretaries are responsible for recruitment of new members.

- E. The divisional secretaries will maintain all waivers for league membership and keep a list of league members who are not in good standing.
- 6.16 The duties of the NAGAAA/ASANA representatives are as follows.
- A. The NAGAAA/ASANA representatives will represent their respective division of the CCSL at all regional, national and international meetings related to the operation of the corporation.
 - B. The NAGAAA/ASANA representative will ensure that all officers, members and coaches are conforming to NAGAAA/ASANA or other pertinent regulations.
 - C. The division NAGAAA/ASANA representative will monitor any changes in national regulations and will represent the CCSL best interests during processes where the national regulations are changed.
- 6.17 The duties of the treasurer are as follows.
- A. The treasurer is accountable for all funds received and disbursed by the corporation.
 - B. The treasurer will prepared monthly and annual financial statements and present these reports to the Executive Committee. Financial reports will also be presented to any regular meeting of the Commission. An annual report will be available to any member in good standing upon request.
 - C. The treasurer will prepare budgets as requested by the Executive Committee. The budgets will include, but not limited to, funds for playing facilities, officiating staff, office expenses, mailings, awards banquets and all other necessary corporate expenses.
 - D. The treasurer will file the annual financial statement with the corporation commission in order to maintain the CCSL's incorporated status.
 - E. The treasurer will assist the assistant treasurer in learning about CCSL financial operations, standards, and procedures.
- 6.18 The duties of the assistant treasurer are as follows.
- A. The assistant treasurer will assist the treasurer with their duties as assigned by the treasurer and will strive to be knowledgeable in CCSL financial operations prior to assuming the office of the treasurer.
 - B. The assistant treasurer will assume the position of the treasurer when the treasurer is not able to fulfill their term.
- 6.19 The duties of the event coordinator are as follows.
- A. The event coordinator will organize and run league fund raisers including but not limited to the annual chili cook off, saguaro cup closing ceremonies, and end of the year awards ceremony.
 - B. The event coordinator will help with league publicity, recruiting, and advertising.

ARTICLE SEVEN - TEAM MEMBERSHIP AND COMPETITION

- 7.1 Participation in competitive activities is open to any member in good standing. A member in good standing must fulfill the requirements listed in Section 3.1 and any other requirements as defined by the Commission.
- 7.2 Only members with signed waivers will be eligible for competitive activities.
- 7.3 Each team representative will deliver to their respective division commissioner an official roster by the deadline as determined by the Commission.
- A. Roster changes after scheduled deadlines are referred to the Roster Discretion Committee for approval.
 - B. Rosters will remain in effect for the remainder of the scheduled competitive activity.
 - C. Unless otherwise indicated by the Commission, rosters are closed two weeks after opening day of a competitive season as defined in section 5.3.C or the first day that league play commences, whichever is the later as would be the case with rain delays and other unforeseen circumstances.

- 7.4 For a team member to be eligible for post season play (examples - playoffs and World Series) the player must have been in attendance at a minimum of 50% of the regularly scheduled competitions. Competitions not organized or sanctioned by CCSL will not be considered as regularly scheduled competitions. Attendance is defined as physical presence at the competition.
- 7.5 If at any time during a competitive season, a team's roster falls below the minimum number of players to fully populate the field of play due to injury, illness, or lack of attendance, the team may petition the Commission for approval to add players. However, the team may not add more players than the maximum roster as determined prior to the beginning of play. Any player added to a roster must be a member in good standing.
- 7.6 Any player dropped from a roster may appeal for reinstatement to the Commission no more than once during a competitive season.
- 7.7 Inducements, whether financial or other, by any person(s) in any form to any player to play for a team is strictly prohibited.
- 7.8 A roster may contain more than 20% of players who do not consider themselves gay or lesbian, but at least 80% of players on the field or in the batting lineup at one time must consider themselves gay or lesbian.
- 7.9 A majority vote of the Executive Committee may waive these requirements in unusual circumstances.
- 7.10 The best win/loss record within counting divisional games receives the berth to the world series. Before each season, all teams will receive a schedule where games that count toward the divisional records are clearly indicated. If there is a tie with regard to divisional record, head to head record with the tying teams will decide the tie. If a tie still remains after head to head record, divisional run differential will decide the tie. In the case a tie still remains after run differential, a playoff game will decide the berth to the world series.

ARTICLE EIGHT - SPONSORSHIP

- 8.1 Prior to each competitive season, the Commission will determine an appropriate sponsor fee necessary to ensure the financial stability of the CCSL. The sponsorship committee will notify community organizations and businesses of sponsorship availability. The Commission, with the advice of the sponsorship committee, will select two (2) types of sponsors.
 - A. Team sponsors fees will pay for seasonal expenses such as competitive facilities, officiating staff, and other supplies necessary for competition.
 - B. League sponsor fees will pay for special events as well as any other CCSL expenses not covered by the team sponsor fees.
- 8.2 Sponsors must conduct themselves in concert with the CCSL Code of Conduct.

ARTICLE NINE - CONTRACTS, LOANS, CHECKS, PAYMENTS

- 9.1 The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 9.2 No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Commission. Such authority may be general or confined to specific instances.
- 9.3 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Commission. In the absence of such determination by the Commission, such instruments shall be signed by the treasurer

- and countersigned by at least one division commissioner.
- 9.4 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee may select.
- 9.5 The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN - FISCAL YEAR

- 10.1 The fiscal year of the corporation shall be determined by the Commission.
- 10.2 The fiscal year begins the first day of July and ends last day of June each year.

ARTICLE ELEVEN - PARLIAMENTARY RULES

- 11.1 The proceedings of all meetings of this corporation shall be governed and conducted according to the latest edition of Robert's Manual of Parliamentary Rules. The rules may be waived by a majority vote of the body assembled to conduct corporate business.

ARTICLE TWELVE - AMENDMENTS

- 12.1 Changes to these by-laws shall be made at a duly announced and convened meeting of the Commission.
- 12.2 A quorum for this purpose will consist of two thirds (2/3) of the Commission.
- 12.3 At least two (2) week written notice must be provided to all Commission members of a meeting to consider amendment of these by-laws.

AUTHENTICITY

The undersigned, Aletha Willson and Jon Bartel, as division secretaries of Cactus Cities Softball League (CCSL Incorporated) in Phoenix, Arizona, hereby certifies that the foregoing amended bylaws were duly adopted by a written vote of the Commission of CCSL, Incorporated on this 5th day of December, 2009. Furthermore, we attest to the authenticity of these bylaws and in so doing formally certifies them as accurate and binding.

Aletha Willson, Women's Division Secretary
Jon Bartel, Open Division Secretary