

BYLAWS of TEAM DC

ARTICLE 1 **NAME AND OFFICES**

1.01 The name of this corporation shall be Team DC (hereinafter referred to as “Team DC” or the “Corporation”). The Corporation shall be incorporated in Washington, DC, and have principal offices in the Washington, DC, metropolitan area.

ARTICLE 2 **PURPOSE**

2.01 The purpose of the Corporation is set forth in the Corporation’s Articles of Incorporation, as amended, and as more specifically set forth in this Article 2. Such purpose shall be charitable in nature: to educate and foster participation in team and individual sports among the Lesbian, Gay, Bisexual and Transgender (LGBT) community, as well as the broader community of the Washington Metropolitan area. To meet this objective, the Corporation shall carry out some or all of the following programs:

- (a) Shall educate the LGBT community on the importance of physical exercise and participation in team sports, through programs promoting teams, clubs, tournaments, and events open to and accepting of members of the LGBT community—enabling the community to participate in activities not otherwise available to LGBT people.
- (b) Shall endow and grant periodic scholarships to LGBT student-athletes pursuing post-secondary education.
- (c) Shall educate the community at large on the achievements of LGBT athletes, seeking to eliminate animus, prejudice and discrimination directed against LGBT people and against their participation in sports.
- (d) Shall confer grants and stipends to LGBT teams seeking to prepare and compete in national or international amateur sports competitions, to the extent such grants and stipends are consistent with maintenance of the Corporation’s status as tax-exempt under section 501(c)(3) of the Internal Revenue Code, and any corresponding section in any future federal income tax code.
- (e) Shall take such steps as are feasible to improve the material condition and availability to the public of government and charitable organization-owned athletic facilities that are available for public use.

2.02 To further these purposes, the Corporation shall serve as an amateur athletic association with the goals of fostering greater participation in national or international amateur sports competition by the LGBT community.

2.03 The Corporation shall offer its programs to the public and shall not discriminate on the basis of race, color, gender, religion, national and ethnic origins, sexual orientation, gender identification or any basis prohibited by applicable local law or Federal law.

ARTICLE 3
MEMBERSHIP

3.01 MEMBERSHIP QUALIFICATIONS. Membership in the Corporation is available to groups and individuals involved in, or associated with, the Greater Washington metropolitan area's LGBT sports community and that share in the vision and mission of Team DC.

The Executive Council (EC) with advisement from the Sports Council (SC) shall determine benefits and any additional qualifications of membership.

3.02. TYPES OF MEMBERSHIP. There are four categories of membership in the Corporation.

(a) Affiliate Member. Shall be any established LGBT team or individual sports group in the Greater Washington metropolitan area; and shall have a mission statement consistent with Team DC.

(b) Startup Member. Shall be any newly formed or newly developing LGBT team or individual sports group in the Greater Washington metropolitan area; and shall have a mission statement consistent with Team DC.

(c) Associate Member. Shall be any group or entity involved in supporting Team DC and the Greater Washington metropolitan area's LGBT sports community.

(d) Individual Member. Shall be any individual not currently involved in an Affiliate, Startup, or Associate member but still remains engaged in or supports Team DC and the Greater Washington metropolitan area's LGBT sports community.

3.03 ADMISSION. Once approved by the SC, membership in the Corporation commences upon receipt of a signed agreement form and any required payment of dues.

3.04 RIGHTS AND PRIVILEGES OF MEMBERSHIP. The privilege of membership in the Corporation includes the right to participate in Corporation activities, secure the services provided by the Corporation, receive the Corporation's official communications, and publicize such membership, including the use of the Corporation's logo, so long as the logo is not used in any manner which would adversely reflect on the Corporation.

Each Affiliate Member in good standing shall be entitled to one vote per motion at the Annual Meeting and Sports Council meetings.

Representatives of each membership type may serve on committees.

No member shall have any right or interest in any property or assessments of the Corporation.

3.05 DUTIES OF MEMBERSHIP. Each member is obligated to comply with these Bylaws as well as the policies and any other requirement and expectations adopted by the Corporation and to meet all financial obligations to the Corporation.

Each member is expected to cooperate fully with appropriate Corporation officials with respect to Corporation matters.

3.06 RESIGNATION. Any member may resign by filing a written resignation with the President. Resignation does not relieve a member from liability for dues or other financial obligations to the Corporation accrued and unpaid as of the date of resignation.

3.07 **TERMINATION OF MEMBERSHIP.** Any member may be expelled for reasonable cause by a two-thirds vote of the Executive Council in attendance at the meeting. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reasonable cause for expulsion, as does conduct which violates these Bylaws as well as the policies and any other rules adopted by the Corporation. Any member proposed for expulsion for any reason shall be given advance written notice at least 15 days prior to the effective date of the proposed expulsion, including the reason for the proposed expulsion, and shall have the opportunity to contest the proposed expulsion in writing or in person before the Executive Council (EC) at least 5 days prior to the effective date of the proposed expulsion, and final written notice of the EC's decision. Members that have been expelled may be eligible for readmission pursuant to policies adopted by the EC.

ARTICLE 4 **SPORTS COUNCIL**

4.01 The Corporation's Sports Council (SC) shall consist of one Representative of each Affiliate Member. It shall participate in the election of the Executive Council (EC) of the Corporation at the Annual Meeting and act in an advisory capacity to the EC on membership, operational and policy matters; review the Corporation's annual budget proposal and proposed events calendar; and approve changes to the Corporation's mission and Bylaws amendments.

4.02 Representatives (SC members) shall be appointed by each Affiliate member in good standing. Each Affiliate member may designate a proxy representative who acts on behalf of the Representative when the Representative is unavailable. Startup Members and Associate Members may appoint one Representative to serve as non-voting members of the SC. Notification of the appointment of Representatives and proxy representatives shall be delivered in writing by the Affiliate member's authorized leader to the Vice President for Affiliate Relations. Each Representative shall continue to serve until a successor is appointed.

4.03. The Vice President for Affiliate Relations shall schedule and preside over all SC meetings as a non-voting member and shall serve as the Corporation's primary communication liaison with SC members (Representatives and proxy representatives). At the Annual Meeting, the SC shall designate an alternate member to act on behalf of the Vice President for Affiliate Relations when the Vice President for Affiliate Relations is unavailable.

ARTICLE 5 **OFFICERS AND EXECUTIVE COUNCIL**

5.01 The Corporation's governing body is the Executive Council (EC), which has the authority and is ultimately responsible for the supervision, control, and direction of the Corporation, subject to the limitations imposed by law or contained in the Articles of Incorporation or these Bylaws. The EC shall set overall policy for the Corporation and conduct its activities, affairs, and business related to administrative matters, including the employment of staff and independent contractors.

- 5.02 COMPOSTION. The EC shall be comprised of 7 persons:
- (a) The four Officers of the Corporation, consisting of the President; Vice President for External Relations; Vice President for Affiliate Relations; and Vice President for Finances.
 - (b) Three additional Vice Presidents, consisting of the Vice President for Development; Vice President for Communications; and Vice President for Outreach.

5.03 ELECTION. Nomination of EC members shall be made from among the Corporation's members. EC members shall be elected at the Annual Meeting. Following the nomination of candidates, the EC members and SC members present shall vote from among the nominees for each office. The person receiving the largest number of votes shall be elected to the office.

5.04 TERM OF OFFICE. EC members shall be elected for a term of one year and may be reelected.

5.05 QUALIFICATIONS. Representatives of each membership type may serve as EC members. If any representative shall be elected as an EC member, the duties of such office shall be performed by the individual so elected and may not be assumed by any other representative of that member's group.

5.06 No EC member shall hold more than one office at a time. EC members may not simultaneously hold a Representative position on the SC.

5.07 DUTIES. EC members shall perform those duties that are usual to their positions assigned to them by the EC, or described in the Policy Manual.

The President shall schedule and preside over all EC meetings and Annual membership meetings and shall serve as the Chief Elected Officer of the Corporation.

The Vice President for External Relations shall act on behalf of the President when the President is unavailable.

ARTICLE 6 **MEETINGS**

6.01 The Executive Council shall meet a minimum of six times per year. A majority of the EC members may petition for a special EC meeting. Such petition shall be delivered to the President, who shall set a date for the special meeting within 15 calendar days of the receipt of the petition.

6.02 The Sports Council shall meet at least 3 times annually. A majority of the SC members may petition for a special SC meeting. Such petition shall be delivered to the Vice President for Affiliate Relations, who shall set a date for the special meeting within 15 calendar days of the receipt of the petition.

6.03 At least 7 calendar days prior to any EC meeting and SC meeting, members will be notified of the date, time and location of meetings. A formal agenda will be prepared for each meeting and formal minutes will be prepared and kept on file.

6.04 The most recently revised edition of *Robert's Rules of Order* shall be the parliamentary authority used at all meetings when the Corporation's Bylaws and rules are not applicable.

6.05 Some EC meetings may be held through conference calls or other communication equipment, when appropriate and when deemed feasible, if all persons participating can simultaneously hear each other.

6.06 ANNUAL MEMBERSHIP MEETING. Corporation shall hold an annual membership meeting at such time and place as selected by the EC. During the Annual Meeting, the EC together with the SC shall participate in the election of EC members for the ensuing year. The outgoing President shall provide a report on the Corporation's activities for the previous year, which shall include any policy and procedural changes for ratification.

6.07 SPECIAL MEMBERSHIP MEETINGS. A special membership meeting may be called by the EC at any time. The President must give Team DC members 15 days written notice of such membership meetings. The notice must include the place, date, and time of the meeting and an agenda. Formal minutes will be prepared and kept on file.

ARTICLE 7 **VOTING AND QUORUM**

7.01 Only Executive Council members shall be permitted to vote at EC meetings. Only Sports Council members (designated Representatives or proxy representatives) of Affiliate members in good standing are permitted to vote at SC meetings.

7.02 At such meetings, a majority of the votes of members or their proxies present shall be required to approve the Corporation's business, except where some other number is required by law or by these Bylaws.

7.03 At such meetings, a majority of EC members then in office shall constitute a quorum. A majority of SC representatives in good standing or their proxies shall constitute a quorum.

7.04 There shall be no voting by proxy at EC meetings.

7.05 A quorum at the Annual Meeting shall consist of a majority of EC members and SC members. Each EC member and SC member in good standing is entitled to cast one vote on any corporate business conducted at the Annual Meeting. Every EC member and SC member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member and delivered to the President at the meeting. Proxies may be delivered by electronic submission. A majority of members where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws.

ARTICLE 8
VACANCIES, RESIGNATIONS, AND REMOVAL FROM OFFICE

8.01 A vacancy in office by an Executive Council member shall be deemed to exist when the incumbent dies, resigns, departs from the Washington metropolitan area, is removed from office, or when there has been an abandonment of the office. An EC member will be deemed to have abandoned his or her office if 3 EC meetings within 6 months are missed and the EC member has failed to notify the President of a good cause for such absences.

8.02 A vacancy in an office shall be filled by a special election of the EC.

8.03 The EC may remove from office of any EC member who has been declared to be of unsound mind, who has abandoned the office, or has been found by a final court order or judgment to have breached any duty under the District of Columbia Nonprofit Corporation Law.

8.04 Any EC member may be removed without cause if the removal is approved by a majority of the EC members at a duly constituted EC meeting. Any EC member subject to this provision will be given advance notice of the proposed removal and an opportunity to be heard.

8.05 Any EC member may resign by giving notice to the President. The resignation of an EC member shall be effective when notice is given unless the notice specifies a later time.

ARTICLE 9
COMMITTEES

9.01 **STANDING COMMITTEES.** The following shall be standing committees of the Corporation, established at all times:

(a) **NOMINATING COMMITTEE.** The Nominating Committee shall meet annually to recruit nominees and present the slate of EC candidates for election at the Annual Meeting. The Executive Council shall appoint the Chair, Vice Chair and members of the committee, which shall be comprised of at least 3 Team DC member representatives in good standing who are not running for office.

(b) **SCHOLARSHIP COMMITTEE.** Shall be responsible for coordinating the Corporation's annual college scholarship fund for LGBT student-athletes, including its application and selection process. The Executive Council shall approve the Chair, Vice Chair and members of the committee, which shall be comprised of at least 4 individuals.

(c) **AUDIT COMMITTEE.** Shall perform annual internal audits of Corporation's financial records and submit corresponding reports to EC outlining findings and recommendations. The EC shall annually appoint the Chair and up to three additional committee members — individuals who are independent from the Corporation's check account authorization and control process.

9.02 **COMMITTEES OTHER THAN STANDING COMMITTEES.** By a majority vote, the Executive Council may create committees and appoint their leaders and members. Committee shall serve at the pleasure of the EC. Committee Chairs and Vice Chairs may select additional members of the committees they oversee. The EC shall normally proscribe the mission and duties of committees and shall not authorize nor delegate duties reserved to the EC by law or as stated in these Bylaws of the Articles of Incorporation. Committees shall file reports or minutes as described in the Policy Manual.

9.03 TASK FORCES. From time to time, issues of consequence may require study and do not fall under the auspices of a committee. In this case, the President may appoint a special Task Force. The time of service for this group is for the length of time required to conduct its study and reports the findings to the Executive Council. Once the final report is made, the Task Force is dissolved.

ARTICLE 10 **FINANCES**

10.01 The Corporation's fiscal year shall be the calendar year and shall end on each successive December 31.

10.02 Dues may be assessed.

10.03 The Corporation shall be empowered to participate in fundraising activities as determined by the Executive Council and Sports Council.

10.04 The Vice President for Finances shall be responsible for proposing a budget for the Corporation's activities, which budget shall be reviewed by the SC and approved by the EC by the end of the first quarter of such fiscal year. Changes to the annual budget shall be approved by the EC.

10.05 EC members and SC members shall not receive compensation for their activities related to the Corporation. SC members and EC members may be reimbursed for actual expenses incurred in the performance of their duties when such expenses have been budgeted or pre-approved by the EC.

ARTICLE 11 **ASSETS**

11.01 The properties of this Corporation shall be irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any individual or any member, director or officer of this Corporation. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to the same or similar purposes, provided that such organization is recognized as an organization exempt from the federal income taxation under the provisions of *Section 501(c)(3) of the Internal Revenue Code* and its regulations as they now exist or as they may be hereafter amended.

ARTICLE 12 **ANNUAL REPORT**

12.01 The Corporation shall produce an annual report.

ARTICLE 13
AMENDMENTS, INDEMNIFICATION, RULES, AND CONFLICT OF INTEREST

13.01 AMENDMENTS. These Bylaws may be adopted and may be amended when necessary by a two-thirds majority vote of Sports Council members present (Representatives or proxy representative), followed by a majority vote of Executive Council members currently in office.

13.02 INDEMNIFICATION. The Corporation shall to the full extent provided by law, indemnify each of its present or former Officers, Directors, Representatives, employees, consultants, or other agents.

13.03 POLICY MANUAL. The Executive Council shall establish rules and policies consistent with these Bylaws. The current version of these rules and policies shall be consolidated into a Policy Manual.

13.04 CONFLICT OF INTEREST. Whenever an EC member or SC member has a financial or personal interest in any matter coming before the Corporation, the EC shall ensure that:

- (a) The interest of such individual is fully disclosed to the EC and SC.
- (b) No interested EC member or SC member may vote or lobby on the matter or be counted in deterring the existence of a quorum at the meeting at which such matter is voted upon.
- (c) Any transaction in which an EC member or SC member has a financial or personal interest shall be duly approved by the EC members not so interested or connected as being in the best interests of the Corporation.
- (d) Payments to the interested EC member or SC member shall be reasonable and shall not exceed fair market value.
- (e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for the approval.

These amended Bylaws were adopted by the Corporation on February 5, 2011.