

# Great Denver Area Sports Association – By Laws

Last Updated: January 2019

## ARTICLE 1. NAME AND STRUCTURE

### 1.01 Name.

The name of this Corporation is “Greater Denver Area Sports Association,” hereinafter referred to as the “Corporation” or “GDASA”.

### 1.02 Structure.

GDASA is comprised of various sports (currently softball is only sport implemented for initial season) and each sport will be governed by a sub-committee with its’ own Code and overlooked by the Governing Board of Directors. Hereinafter, the individual leagues are referred to together as “the League” or “GDASA” and references to individual sports and codes refer simultaneously to the separate entities within each league, except when otherwise specified. The Governing Board of Directors, referred to also as “The Board”, oversees all other operating committees and volunteers.

## ARTICLE 2. PURPOSE

### 2.01 General.

The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Colorado Articles of Incorporation for a Nonprofit Corporation, provided, however; this Corporation shall not engage in acts or activities not in furtherance of the specific purposes set forth in this Article, and provided further, nothing in this Article shall be construed to authorize this Corporation to carry on any activity for the profit of its officers, directors or other persons or to distribute any gains, profits or dividends to any of its officers, directors or other persons as such.

### 2.02 Specific.

The specific purpose of this Corporation is to run permanently organized, non-profit adult sport leagues and tournaments dedicated to the promotion of amateur athletics for all persons regardless of age, race, creed, religion, sex, national origin, or sexual orientation. However, a special emphasis shall be placed on the participation of members of the LGBTQA+ community. The Corporation will emphasize participation in national and international competition. Additionally, the Corporation will provide instruction and competition for its members to achieve these purposes.

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## ARTICLE 3. NONPARTISAN ACTIVITIES

### 3.01 Activities.

This Corporation has been formed under the Colorado Articles of Incorporation for a Nonprofit Corporation for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

### 3.02 Restrictions.

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above in Bylaw Article 2.

## ARTICLE 4. DEDICATION OF ASSETS

### 4.01 General.

The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person. However, this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Governing Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation.

### 4.02 Dissolution.

Upon the dissolution or winding up of this Corporation, the assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific, or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE 5. MEMBERSHIP

### 5.01 Conditions of Membership.

GDASA 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 GDASA as defined in the League Code, or any rules as designated to govern competition;
- b. Agree to abide by the GDASA code of conduct as defined in the League Code;
- c. Pay any applicable fees; and
- d. Are not currently suspended from ASANA, GDASA, NAGAAA or other associated sports affiliated competition.

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## 5.02 Team Membership.

Team memberships are available to those teams making proper application, remaining in good standing, and with a proper roster in accordance with the specific League Code.

## 5.03 Team Dues.

Team dues and any periodic fees shall be paid by the team as uniformly set and communicated by the Governing Board for all teams in the League. Said dues or fees shall be included in the Annual Budget. Team dues, fees, fines, or penalties paid that are returned due to insufficient funds or any other reason will result in said team being ruled not in good standing until all monies owed are paid in full. Monies owed will include all bank-imposed fines and a fine from the League. Team dues, fees, fines, or penalties seven days or more in arrears may result in late charges, suspension of the team, and/or suspension of one or more of the team's individual members.

## 5.04 Individual Membership.

Individual memberships are available to any person in good standing such as a player, coach, manager, scorekeeper, sponsor, or supporter, who maintains eligibility requirements for same as set forth by the League Code. Individual members must properly register via the league website. No one may complete a registration for another individual. All members must be at least 18 years of age at the time they apply for membership. A member may resign by filing a written resignation with the Governing Board, but such resignation shall not relieve the member of any obligations to pay outstanding dues and fees. The Governing Board may waive outstanding dues and fees. The Governing Board, by majority vote, can suspend and/or remove a member for cause. A membership is not transferable or assignable.

## 5.05 Individual Dues.

Individual dues and any periodic fees shall be paid by the individual as uniformly set and communicated by the Governing Board for all members of the League. Said dues or fees shall be included in the Annual Budget. Individual dues or fees not paid prior to the player playing in his/her first scheduled game will result in the individual being ineligible to play until all dues and fees are paid according to the rules in the League Code. Individual dues or fees paid by check that are returned due to insufficient funds will result in said player being ruled ineligible until all monies owed are paid in full by either a cashier's check, credit card or cash. Monies owed will include all bank-imposed fines and a fine from the League.

## 5.06 Waiver of Responsibility.

Members and any other participants must sign a waiver of responsibility (as set forth by the Commission) before participating in any sanctioned event or competition. This waiver of responsibility is considered digitally signed if completed on-line.

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## ARTICLE 6. OFFICERS

### 6.01 Officers.

The League's elected Board members shall serve as Officers of the Corporation and shall include, at a minimum, a Commissioner, an Assistant Commissioner, a Treasurer, and a Secretary. The Corporation's Chief Executive Officer, Chief Financial Officer, and Secretary shall correspond to the League's Commissioner, Treasurer, and Secretary, respectively.

### 6.02 Powers of the Officers.

- a. General Corporate Powers. Subject to the provisions of the Colorado Articles of Incorporation for a Nonprofit Corporation, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Officers. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation will be managed, and all corporate powers shall be exercised under the ultimate direction of the Officers.
- b. Specific Powers. Without prejudice to these general powers, and subject to the prior approval of the Leagues, the Officers shall have the power to:
  1. Change the principal Governing office or the principal business office in the State of Colorado from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within the State of Colorado; and designate any place within the State of Colorado for the holding of meetings, including annual meetings;
  2. Adopt, make, and use a corporate seal; and alter the form of the seal;
  3. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

### 6.03 Duties and Election of Officers.

Officers will be elected by the League according to the League Code. Duties, term of office, and procedures for removal from office of the Officers are defined in the League Code.

### 6.04 Compensation of Officers, Board Members, and Committee Members.

Officers, Board members and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by budgetary item(s) as approved by the League to be just and reasonable. Officers and Board Members may be compensated for rendering services to the Corporation in a capacity other than Officer or Board Member, provided such compensation is reasonable and further provided that not more than 49% of the persons serving as Officers or Board Members may be "interested persons", as defined in Section 5227 of the Colorado Nonprofit Public Benefit Corporation Law or any successor provision. "Interested Persons" means:

- a. Any person currently being compensated by the Corporation for services rendered it within the previous 12 months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an Officer or Board Member as an Officer or Board Member; or
- b. Any brother, sister, ancestor, descendant, spouse, significant other, brother-in-law, sister-in-law, son- in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

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## 6.05 Liability.

The Officers or Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. The League shall maintain Director's Liability and Financial Crime/Theft insurance.

## ARTICLE 7. LEAGUE COMMISSION

### 7.01 Composition of the Commission.

The Commission shall be the Governing Board and 3 Representatives (referred to as Open Members) appointed by the Governing Board from each sport. The Representative must be a member of the League and in good standing. Each Commission member, whether elected or appointed, shall have one vote.

Team representatives shall be appointed to sit as advisory and representatives for each team in each sport. It is the team's responsibility to appoint this member in good standing and the responsibility of the Governing Board to accept the appointment. This position has no voting rights, however; is imperative for operations and integrity of the direction of GDASA.

### 7.02 Team Representatives.

The Team Representative voting for each team shall furnish proof, to the satisfaction of the Commissioner, that they are acting as the Representative on the team. The person seated on the Commission from each team shall remain the same until the next regular meeting of the Commission, unless an Alternate Representative is designated and at least one of the Governing Board members is notified of such replacement. Notification may be verbal.

### 7.03 Duties of the Commission.

The Commission shall be the legislative body of the League and shall vote on any issues pertaining to the routine operational business and all budgetary items, policy issues, and business decisions that bind the corporation.

### 7.04 Duties of the Team Representatives.

- a. Be responsible for regular attendance at Commission Meetings during the season(s) and off season, in which their team is participating.
- b. Be responsible for communicating Commission and League activities, requirements, and needs to their team and/or team sponsor(s); and
- c. Represent their team, as necessary, in related League activities.

### 7.05 Team Voting Rights.

Team voting rights begin when a team properly registers for a season and they continue until the date rosters are due for the next Spring Season. All members on the team in good standing have a vote and a voice.

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## ARTICLE 8: BOARD OF DIRECTORS

### 8.0 General.

The Board of Directors, collectively known as the Board or Governing Board, will include the Officers as stated in Bylaws Article 6.01 and three Open Members. A Director shall serve until such time as he or she is removed (by league vote or no-confidence, resigns, is no longer a GDASA member, or the term of office expires. Any officer who leaves office for any reason (including voluntarily) shall simultaneously be removed from the Board of Directors.

### 8.01 Election Process

- a. Nominations for the Governing Board shall be opened at the Summer League Board Meeting. Only a League member in good standing may be nominated. Nominations may be made in person or by email and shall be closed at the July Board Meeting when the Meeting Chair asks for and does not receive any additional nominations. If the nominations close with only one candidate nominated for an open position, the candidate will be elected by acclamation. The Election date shall be set at this May Board Meeting for a Sunday of regularly scheduled games no less than two full weeks after nominations are closed.
- b. Commissioner and Treasurer must have previous completed term on the GDASA board OR 5 years recent (within 2 years) experience within another league. If coming from outside league, the following must be met:
  - Verification of time served PLUS reason for removal
  - Vote of 2/3 of board for allowance
  - Governing Board must have been in existence for 5 years
- c. Individual members in good standing are entitled to vote for Governing Board Members. An individual member not associated with a team, considered a member-at-large, will be allowed to vote only for the election of the Commissioner, Assistant Commissioner, Secretary, and Treasurer.
- d. The Governing Board Members that are not candidates in the election will be responsible for handling the voting process and ballot handling. These members will be referred to as the Election Monitors. Voting shall be by secret ballot of each League member choosing from the qualified candidates nominated. In no case can someone else cast a vote for another league member. Absentee balloting will be permitted via league website.
- e. In the event of one or more team(s) with a scheduled bye on election Sunday an additional voting Sunday will be arranged on the following Sunday of the regularly scheduled games or the Sunday prior if it meets the two weeks requirement of Article 6.04.a. On election Sunday(s) the Election Monitors will have a list of names of eligible members for voting and a section on the list for each player's signature. The League will provide two separate sealed ballot boxes located at two locations at the fields. Each league member will verify their identity and sign the Official Team List prior to casting their vote. The League member will then place their vote in the sealed ballot box. If the election is held on more than one Sunday, any member will be allowed to vote on the non-regular voting Sunday;

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- f. Both sealed ballot boxes shall be opened and counted at the same time and place. The Election Monitors and a representative for each candidate are the only people that may be present. A candidate may not represent himself or herself. In case of a delay in counting the ballots due to a scheduled bye or rainout, the sealed ballot boxes and Official Team Lists shall be kept in the custody of the Commissioner, Assistant Commissioner or Treasurer (whoever is not a candidate);
- g. Each Governing Board Member shall be elected by plurality of all votes cast. A plurality means whoever gets the most votes wins.
- h. The Governing Board is responsible for overseeing the integrity of the election. Without sacrificing the integrity of the election, the Governing Board may establish additional guidelines for the election process;

## 8.02 Term of Office

The term of office for Commissioner, Assistant Commissioner, Secretary, and Treasurer shall be two years. The Open Member Appointments are yearly and are a Board appointed and voted position. The Commissioner and Secretary shall be elected in odd numbered calendar years. The Assistant Commissioner and the Treasurer shall be elected in even numbered calendar years. Newly elected Board Members shall begin their term on September 1st in the year elected.

Founding officer's terms will begin starting after the first inaugural season. For example, our inaugural season starts 2018, office terms begin in 2019. So the first election process for Directors would be 2020 for Assistant Commissioner and Treasurer.

## 8.03 Removal from Office

Any Board Member may be removed by two-thirds vote of a duly announced Board meeting if the duties of such office were violated or not performed. At least two weeks written notice must be provided to the Board Member being considered for removal as well as to the other Board Members and Board members in order for said Board meeting to be duly announced.

## 8.04 Filling Vacancy of Office

- a. An office other than Commissioner vacated by resignation, removal, or death with half or less of the current term remaining to be served shall be filled by appointment by the Commissioner. At the first regularly scheduled Board Meeting of the League following the above action, the Board will be notified of such appointment. Such appointment shall be for the remainder of the term of the office vacated;
- b. An office vacated with more than half of the current term remaining shall be filled by a plurality vote of the League Board for Assistant Commissioner, Secretary, and Treasurer or a plurality vote of the Open Members by the Board. An election shall take place at the next Board Meeting provided notification of the election is sent out at least one week prior to the meeting. In the case that the one week notification cannot be met, a special meeting for the election may be called per Bylaw 8.03. Nominations may be made by email prior to or in person at the Board Meeting. Only candidates who accept the nomination verbally at the meeting or by email prior to the meeting will be considered; and
- c. Should the Office of Commissioner become prematurely vacant due to resignation, removal, or death, the Assistant Commissioner will complete the current term of said office. The Assistant Commissioner position will then be filled as described in Section 14.05 a. and b. above.

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## 8.05 Duties of the Commissioner

- a. Perform duties as may be necessary for the proper and efficient conduct of the League, including such duties and functions as would be expected to be performed by a Chief Executive Officer and/or a Chairman of the Board of a Colorado Nonprofit Public Benefit Corporation under the Colorado Corporations Code.
- b. Administrative duties shall include, but are not limited to, overseeing the timely development of the Annual Budget; the submittal of the Governing Board's Annual Report to the Board; and the appointment of Committee Chairpersons;
- c. Enforce all rules of the League;
- d. Act on behalf of the League in any matter of emergency that is not covered in the Bylaws, League Code, or Rules of Play of the League. Such action is subject to future ratification by the Board;
- e. Appoint an individual to act as Parliamentarian at a Board meeting if the Board finds it necessary;
- f. Be ex-officio member of all committees;
- g. Be the custodian of the league's bank account. It will be his/her responsibility to add the Treasurer to the bank account's signature file in order to gain access to the bank account at any given time. The account will only be used for the normal financial transactions of the League.
- h. Be responsible for arranging for the Governing Board to directly receive the bank statement, review the statement and its contents, give the statement to the Secretary at the next Board meeting, and review and sign the monthly financial statement prepared by the Treasurer; and
- i. Be responsible for presiding at all meetings of the Governing Board and of the League Board. The Commissioner will direct the policies of the League. The Commissioner will call all meetings to order at the required time and announce the business before the League in the order it is to be acted. Also, the Commissioner will state and put to vote all motions, announce the result of votes, restrain members engaged in debate within the rules of order, and enforce order and proper conduct among members.
- j. Oversee the maintenance and update of the League's website as necessary. The Governing Board determines the website content and may appoint a Webmaster to be responsible for the actual update of the website, but the Commissioner will still be responsible for overseeing the website.
- k. Yearly commitment is approximately 1250 hours
- l. This position carries one (1) vote.

## 8.06 Duties of the Assistant Commissioner

- a. Preside at any League or Board Meeting the Commissioner is unable to attend;
- b. Attend league play, events and other specified league schedules to maintain a presence for members and other board members;
- c. In the case of the resignation, removal, or death of the Commissioner, be prepared and willing to fill the vacancy as stipulated in Bylaw 6.07; and
- d. Maintain an outreach program to expose GDASA to the community;
- e. Assist in maintaining GDASA's standing in the community, with sponsors and members;
- f. Be required to attend all Governing Board meetings.
- g. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League;
- h. Yearly commitment is approximately 1000 hours
- i. This position carries one (1) vote.

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## 8.07 Duties of the Secretary

- a. Maintain the official copy of the Bylaws, League Code, Rules of Play, and related documents of the League;
- b. Record and maintain all League meeting minutes, specifically of the Governing Board and the League. Said minutes shall be recorded and available to all League members within two weeks;
- c. Give due notice of all League events and deadline dates to all Board members at such time as prudent to avoid any fines or suspensions;
- d. Track Board meeting attendance in meeting minutes.
- e. Maintain a list of teams and their respective Division of play. Maintain a current address listing along with telephone and e-mail contacts of all Board Members. This can be run on the website.
- f. Be responsible for League correspondence as directed by the Governing Board;
- g. Keep a copy of the signed and approved financial statement, along with the bank statements, with the monthly meeting minutes;
- h. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League;
- i. Be required to attend all Governing Board meetings.
- j. Yearly commitment is approximately 1000 hours
- k. This position carries one (1) vote.

## 8.08 Duties of the Treasurer

- a. Be the Chief Financial Officer in charge of and with responsibility for all funds collected directly by or on behalf of the League or its committees, tournaments, and related activities;
- b. Cause all such funds collected directly by or on behalf of the League or its committees, tournaments, and related activities to be speedily deposited in the League's name in such bank or banks as directed by the Governing Board.;
- c. Pay out League funds on the order of the Governing Board or Commissioner as certified by the countersignature of Commissioner on a League check for such ordered payment.
- d. Provide to each Board meeting a brief and current financial statement (including receipts and disbursements, and the previous and current cash balances on hand) as well as performance against the Annual Budget. This financial statement shall include all activity through the end of most recent month that ended more than one week prior to the Board meeting and shall be provided to the Secretary in written form, signed by the Treasurer and Commissioner, so that it may be included in the minutes of the Board meeting;
- e. Provide a complete written financial statement and a copy of the bank reconciliation(s) to the Board for their approval;
- f. Be required to attend all Governing Board meetings.
- g. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League; and
- h. Cause to be filed all required Federal and State information tax returns with the appropriate agencies. Maintain all files and file all required documents as necessary for a non-profit organization in a timely manner.
- i. Yearly commitment is approximately 1250 hours
- j. This position carries one (1) vote.

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## 8.09 Duties of Director of Fundraising

- a. Be head of all fundraising activities, scheduling and planning;
- b. Lead board member in obtaining exposure through community events that also provide profit to GDASA;
- c. Planning, scheduling and participating in fundraising opportunities for all sports and overall organization;
- d. Provide board with updates, schedules and event details on a timely and frequent basis;
- e. Maintain pool of volunteers to execute fundraising events;
- f. Maintain mission and vision statement through appropriate events and outreach;
- g. Coordinate effort with board and sports for effective scheduling and availability of funds for growth and sustainability;
- h. Be required to attend all Governing Board meetings;
- i. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League.
- j. Yearly commitment is approximately 750 hours
- k. This position carries one (1) vote.

## 8.10 Duties of Director of Sponsorship

- a. Be head of all sponsorship activities, meetings, and league partnerships;
- b. Lead board member in obtaining exposure through community sponsors that also provide profit to GDASA;
- c. Organizing, maintaining and fulfilling GDASA responsibilities to sponsors;
- d. Provide board with updates, requirements, schedules and event details on a timely and frequent basis;
- e. Maintain sponsor exposure through GDASA events, social media and other avenues; utilizing appropriate channels;
- f. Maintain mission and vision statement through appropriate events and outreach;
- g. Coordinate effort with board and sports for effective scheduling and availability of funds for growth and sustainability;
- h. Be required to attend all Governing Board meetings;
- i. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League.
- j. Yearly commitment is approximately 750 hours
- k. This position carries one (1) vote.

## 8.11 Duties of Director of Member Services

- a. Primary liaison between members and board;
- b. Maintain membership database;
- c. Consistent presence at all sporting events, fundraising events and other GDASA events where members are present;
- d. Maintain open communication with all members;
- e. Maintain database of feedback from members;
- f. Provide board with updates, reports and suggestions to maintain the mission of GDASA, while providing members with the best product possible;
- g. Maintain mission and vision statement through appropriate events and outreach;
- h. Be required to attend all Governing Board meetings;
- i. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League.
- j. Yearly commitment is approximately 750 hours
- k. This position carries one (1) vote.

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## 8.11 Duties of Director of Social Media

- a. Be head of all social media content on Facebook, Twitter and Instagram (others as needed);
- b. Promote all GDASA events, information, shout-outs and such on all social media avenues;
- c. Respond to all inquiries, responses and comments on social media;
- d. Create a standard approach with the board on content and response techniques;
- e. Present Major announcements, issues and other high level items for board approval;
- f. Provide board with updates, feedback and needed changes to social media image;
- g. Maintain consistent schedule of posts and variation of type;
- h. Maintain mission and vision statement through appropriate events and outreach;
- i. Coordinate effort with board and other sports for effective presence and posts
- j. Maintain interaction and large following across all communities;
- k. Be required to attend all Governing Board meetings;
- l. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League.
- m. Yearly commitment is approximately 500 hours
- n. This position carries one (1) vote.

## 8.12 Duties of Co-Directors (Sport Specific Position)

- a. Responsible for operations of elected sport;
- b. Lead board member in obtaining exposure through community events that also provide profit to GDASA;
- c. Planning, scheduling and participating in fundraising opportunities for all sports and overall organization;
- d. Provide board with updates, schedules and event details on a timely and frequent basis;
- e. Enforce rules and decisions made for specific sport
- f. Assist board in maintaining all needed supplies;
- g. Assist board in finding and maintaining adequate location for sport;
- h. Assist with member issues when needed;
- i. Create schedules, brackets and setup of locations;
- j. Maintain mission and vision statement through appropriate events and outreach;
- k. Coordinate effort with board and sports for effective scheduling and availability of funds for growth and sustainability;
- l. Be required to attend all Governing Board meetings that are sport specific;
- m. Assist the Board in those duties specified as necessary for the proper and efficient conduct of the League.
- n. This is a non-governing board voting position. Voting right is sport specific only.

## 8.13 Duties of the Open Members (Sport Specific Members)

- a. Coordinate and direct the activities of league teams under the supervision of the Board;
- b. Respond in a timely manner to Team Managers and players in their division and to board inquiries.
- c. Observe games as necessary in order to assure proper player ratings as required by the GDASA Softball League Code.
- d. Assist the Board in those duties he/she specifies as necessary for the proper and efficient conduct of the League; and e. Be required to attend all Governing Board meetings.
- e. This is a non-governing board voting position. Voting right is sport specific only.

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## ARTICLE 9. MEETINGS

### 9.01 Commission Meetings.

Meetings of the Commission shall begin at a place and time as set by the Governing Board and shall be held once per month or as often as necessary in order to conduct business of the organization. Written or electronic notification must be provided to the Commission regarding changes to this schedule once set by the Governing Board. The proceedings of all meetings of this organization shall be governed and conducted according to the latest edition of Robert's Rules of Order unless superseded by these Bylaws. Robert's Rules of Order may be waived by a majority vote of the body assembled to conduct business.

### 9.02 Attendance.

Attendance at scheduled meetings during a given season or off season will be defined as follows:

- a. One Representative from each team is invited to attend meetings held during the months of March through November;
- b. Team Representatives that are not required to attend a particular month's meeting (as described above) are nonetheless encouraged to attend because of important League decisions and discussion.
- c. A Board member may appoint a proxy to attend meetings.
- d. Governing Board members are required to attend 75% of all meetings or risk potential violation of duties.
- e. Meetings held from December through February are designated for Governing Board members only to conduct corporate meetings, tax preparation and finalize all business and legal matter for upcoming season.

### 9.03 Special Meetings.

A special meeting of the Commission may be called by a majority of the Governing Board or of the Commission representatives. Written notice of date, time, place, and purpose of such meeting shall be delivered by mail, communicated in person or e-mailed at least 72 hours in advance. Business transacted at a special meeting should be limited to that mentioned in the notice.

### 9.04 Quorum.

A quorum for any Commission meeting shall be constituted by the attendance of a majority of the Commission members.

## ARTICLE 10. GOVERNING BOARD

### 10.01 Composition.

The composition of the Governing Board is defined in the League Code.

### 10.02 Duties.

The duties of the Governing Board shall be to manage the business of the League. The Governing Board shall also

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consider League matters referred to it by the Commission, by the League Code, or by these Bylaws.

## 10.03 Meetings.

Meetings of the Governing Board shall be held as League business requires. One-week notice is required for regular meetings. Special meeting procedure shall be the same as set forth in Bylaw Article 8.03 above. A quorum for any Board meeting shall be constituted by the attendance of a majority of the Board.

## 10.04 Conflict of Interest.

Any Governing Board member must abstain from a vote if there's a conflict of interest. The Governing Board voting shall still take place without the board member with the conflict of interest, if there is a quorum. A conflict of interest is a question of direct personal or monetary interest that is not common to other members of the organization. However, if the member is being considered with other members in a motion or being elected to office, he or she is allowed to vote. The general principle in parliamentary law is that when a member has a conflict of interest, he or she does not enter into the discussion or vote on the matter. However, there is no rule that says the member has to leave the room when others discuss the issue. The other principle of parliamentary law is that if the member is not allowed to vote, he or she is also not counted in the quorum. Be forewarned: If a member is not able to vote on an issue and his or her participation is needed for a quorum, members can't take a vote on the issue. A conflict of interest is defined by GDASA Governing Board as, but not limited to, the following:

- 10.04.1 Player on the same team
- 10.04.2 Romantic partner
- 10.04.3 Roommate
- 10.04.4 Co-worker
- 10.04.5 In a dating relationship
- 10.04.6 Family member
- 10.04.7 Financial connection
- 10.04.8 Any other conflict of interest deemed relevant by the Commissioner

During any hearing or review process regarding a GDASA member, the Governing Board members will not accept gifts, cash, discounts or entertainment from other players, coaches and/or managers that could be interpreted as given to influence the Governing Board member's decision.

## 10.05 Annual Report.

The Annual Report of the Governing Board shall give a brief account of the past year with recommendations for the future. Such report shall be submitted by the Commissioner in writing at the second regular League Commission meeting of the fiscal year. After discussion, and amendment by the Commission if necessary, the report shall be published as the "Annual Report of the Governing Board" in the Commission meeting minutes.

# ARTICLE 11. COMMITTEES

## 11.01 Standing Committees.

- a. Standing Committees are those that serve from year to year and do not need to be renewed.
- b. Standing Committees that are league-specific are defined in the League Code.

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- c. Standing Committees are designed to promote participation in the league as well as train members for future Governing Board positions.
- d. The Commissioner may appoint or remove the Chairperson of any Standing Committee.

## 11.02 Creation of a Special Committee.

The Governing Board, by a majority vote, or the Commissioner may create a special committee. Such committees must include at least one Governing Board member. When a Special Committee is established, the Governing Board or Commissioner shall specify:

- e. The objective(s) of the Special Committee;
- f. The term of the Special Committee; (One year maximum, and renewable.)
- g. The date(s) upon which the Special Committee is to report; and the method by which the committee is to report;
- h. The method by which the Special Committee members will be chosen, how the size of the Special Committee will be determined, and how vacancies on the Special Committee will be filled; and
- i. A Chairperson; otherwise, they/he/she may choose to allow the Committee to elect such Chair. Such Chairperson(s) shall be responsible for the timely accomplishment of the measurable objectives to be reported to the Commission.

## 11.03 Restrictions.

No committee, regardless of Board resolution or authorization from the Commissioner, may:

- j. Fill vacancies on the Governing Board;
- k. Fix compensation of the Governing Board members for serving on the Board or on any committee;
- l. Amend or repeal Bylaws or adopt new Bylaws;
- m. Amend or repeal any resolution of the Governing Board which by its express terms is not so amendable or repeal-able;
- n. Appoint any other committees;
- o. Approve any transaction between:
  - 1. The League and one or more of its Governing Board members; or
  - 2. The League and any entity in which one or more of its Governing Board members have a material financial interest; or
  - 3. Expend league funds to support a nominee for an Governing Board position after more persons have been nominated than can be elected.

## 11.04 Tenure.

Committee tenure will follow the following rules:

- p. Each member of a committee shall serve for the term of the committee, and may be re-appointed if the committee is renewed;
- q. A committee member may be removed from a committee by the Commissioner or by a two-thirds vote at a duly announced Commission meeting; and
- r. A committee may be disbanded by a two-thirds vote of the Governing Board of a regularly scheduled Governing Board meeting.

## 11.05 Membership.

Only League members in good standing may be members of a committee.

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## **11.06 Finances.**

Once the League budget is presented to the Commission as required, changes to a committee budget must be approved by the Commission. Committees involved in expenditure and fund-raising shall regularly, promptly, and accurately provide the financial controls and reporting necessary for the League Treasurer, to report to the Commission as required.

## **11.07 Committee Rules.**

Each committee may adopt rules consistent with these Bylaws and the League Code for its governance and accomplishment of objectives.

## **ARTICLE 12. FISCAL YEAR**

### **12.01 Fiscal Year.**

The Fiscal year of the League shall begin on January 1st and end on December 31st.

## **ARTICLE 13. BUDGETS AND FINANCIAL DUTIES**

### **13.01 Annual Budget.**

The Annual Budget for the League is prepared by the Treasurer of the League and reviewed and approved by the Governing Board. It is then presented in writing at the first regular Commission meeting of the fiscal year. The budget should reflect all requirements necessary to carry out the organization's charitable purposes.

### **13.02 Changes to the Budget.**

Once the budget is presented it may be changed by a majority vote of the Commission, except for team and/or individual dues or fees. Changes to team and/or individual dues or fees require a two-thirds vote of the Commission.

### **13.03 Financial Duties.**

Financial duties are defined in the GDASA Financial Policies and Procedures Manual.

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## ARTICLE 14. INDEMNIFICATION OF GOVERNING BOARD MEMBERS, OFFICERS, EMPLOYEES AND OTHER AGENTS

### 14.01 Definitions.

For purpose of this Article:

- a. “Agent” means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- b. “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. “Expenses” includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### 14.02 Successful Defense by Agent.

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of By- Law Articles 13.03 through 13.05 shall determine whether the agent is entitled to indemnification.

### 14.03 Actions Brought by Persons Other than the Corporation.

Subject to the required findings to be made pursuant to By-Law Article 13.05 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 5233 of the Colorado Nonprofit Corporation Law, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

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## 14.03 Action Brought by or on Behalf of the Corporation.

- d. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- e. Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - 1. The determination of good faith conduct required by By-Law Article 13.05, below, must be made in the manner provided for in that Article; and
  - 2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

## 14.04 Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in By-Law Article 13.03 and 13.04 above is conditioned on the following:

- f. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful; and
- g. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Bylaw Article 13.05(a) above shall be made by:
  - 1. The Governing Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
  - 2. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

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## 14.05 Limitations.

No indemnification or advance shall be made under this Article, except as provided in By-Law Articles 13.02 or 13.05(b)(2), in any circumstances when it appears:

14.05.1 That the indemnification or advance would be inconsistent with a provision of the By-Law Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or

14.05.2 That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## 14.06 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

## 14.07 Contractual Rights of Non-directors and Non-officers.

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

## 14.08 Insurance.

The Governing Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article.

# ARTICLE 15. TRANSACTIONS BETWEEN CORPORATION AND GOVERNING BOARD MEMBERS OR OFFICERS

## 15.01 Contracts with Governing Board Members and Officers.

- a. Prohibited Transactions. The Corporation shall not be a party to any contract or transaction:
  1. In which one or more of its Governing Board Members or officers has a material financial interest, or;
  2. With any corporation, firm, association, or other entity in which one or more Directors or officers has a material financial interest, or;
  3. With any corporation, firm, association, or other entity (other than a Colorado nonprofit public benefit corporation) in which one or more of its Governing Board Members is a member unless:

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- a. The material facts concerning the contract or transaction and such Governing Board Member's or officer's financial interest, or common Directorship are fully disclosed in good faith and are noted in the minutes;
- b. Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of the Corporation;
- c. The Corporation enters into the contract or transaction for its own benefit;
- d. The contract or transaction is fair and reasonable to this Corporation or implements a charitable program of the Corporation at the time the contract or transaction is entered into, and;
- e. Such contract or transaction is authorized or approved in good faith by a majority of disinterested Governing Board Members at the meeting with any interested Governing Board Members abstaining from voting, provided that the majority has the decision-making authority under the quorum provisions of these By-Laws.

## **15.02 Loans to Governing Board Members and Officers.**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Governing Board Member or officer unless approved by the Attorney General of the State of Colorado; provided, however; the Corporation may advance money to an Governing Board Member or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of duties of such Governing Board Member or officer, provided that in the absence of such advance, such Governing Board Member or officer would be entitled to be reimbursed for such expenses by the Corporation.

## **15.03 Interlocking Directorates.**

No contract or other transaction between the Corporation and any Colorado nonprofit public benefit corporation of which one or more Directors are Directors is either void or voidable because such Governing Board are present at a meeting of the Governing Board that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Governing Board Member's other Directorship are fully disclosed to the Governing Board, and the Governing Board authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Governing Board Member's other Directorship are fully disclosed to the Governing Board, and the Governing Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested Governing Board Members at the meeting (subject to the quorum provisions of these By-Laws), or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

## **15.04 Duty of Loyalty.**

Construction with 3. Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Governing Board Member and officer owes to the Corporation. Furthermore, nothing in this Article shall be construed to override or amend the provisions of 3. All conflicts between the two Articles shall be resolved in favor of 3.

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## ARTICLE 16. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS AND REPORTS

### 16.01 Minute Book.

The League shall keep a minute book in written or electronic form and it shall contain a record of all actions by the Governing Board or Commission including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Governing Board or Commission thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof, and all written consents for action without a meeting. The minute book shall be kept in the possession of the League Secretary while all electronic minutes shall be posted in a secure online source and a copy provided to the Commissioner.

### 16.02 Books and Records of Account.

The League shall keep adequate and correct books and records of account to be kept in possession of the League Treasurer with copies provided to Commissioner and securely stored online.

### 16.03 Articles of Incorporation and Bylaws.

The original or a copy of the League's Articles of Incorporation and By-Laws as amended to date shall be kept and maintained by the League Secretary with copies provided to Commissioner and securely stored online.

## ARTICLE 17. AMENDMENTS TO BYLAWS

### 17.01 Method.

The method by which the Bylaws may be altered, amended, or repealed and a new League Code/Bylaws adopted is by a two-thirds vote of the both League Commissions.

### 17.02 Effective Date.

Amendments shall be effective immediately upon adoption, unless otherwise specified in the amendment.

## WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Bylaw Articles of Incorporation of Greater Denver Area Sports Association, a Colorado nonprofit corporation (the "Corporation"), and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 21 (includes signature page) pages, as the Bylaws of the Corporation.

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\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Assistant Commissioner

\_\_\_\_\_  
Date

\_\_\_\_\_  
Fundraising

\_\_\_\_\_  
Date

\_\_\_\_\_  
Sponsorship

\_\_\_\_\_  
Date

\_\_\_\_\_  
Member Services

\_\_\_\_\_  
Date

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### CERTIFICATE OF SECRETARY

I, \_\_\_\_\_, certify that I am the duly elected and acting Secretary of Greater Denver Area Sports Association, a Colorado nonprofit public benefit corporation; that these Bylaws, consisting of 21 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on \_\_\_\_\_; and that these Bylaws have been amended and replace the original.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date