Las Vegas Gay Softball League
A Nevada Domestic Non-Profit Corporation
By-Laws

Prepared By:



Requests for this document shall be referred to LVGSL Governing Board
P.O. Box 70531, Las Vegas, Nevada 89170

LVGSL – BY-LAWS

Approval Authority: Submit changes, suggestions and comments to the Las Vegas Gay Softball League (LVGSL) Commissioner. The LVGSL Assistant Commissioner is responsible to maintain this document. All league documents will only be amended in January and August, whichever comes first. For immediate amendment, 75% of team representatives or coaches must approve.

Process Owner: LVGSL Assistant Commissioner
Approval: LVGSL Secretary

Certificate of Secretary:
I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Las Vegas Gay Softball League, a Domestic Non Profit Corporation. That the foregoing Bylaws comprising Fifteen (17) pages, including this page, constitute the Bylaws of said League, was duly adopted by the members of the League at the meeting on January 31, 2026 and that they have not been amended or modified since that date.

Approved by: _____
Secretary

Revision Summary

Original .....January 16, 2018
Amended Rule 12.1.13.....August 20, 2018
Amended Approval Authority .....August 20, 2018
Minimum Member Age.....September 17, 2018
Updated Board Member Positions .....February 19, 2019
Amend 5.12.....January 29, 2021
Amend 11.3.....August 16, 2021
Vice Commissioner Modification.....February 24, 2024
Amend 5.12.....August 20, 2025
Multiple Modifications……...January 31, 2026
Amend 6.5.....October 21, 2026

Summary of Changes:

Paragraph	Summary
	Original Document
12.1.13	Amended to add - LVGSL will pay airfare for NAGAAA Meetings, Limit $400 round trip per meeting, any expense that exceeds must be approved by Executive Board. Airfare must be transferrable. Passed Board Meeting 4/16/18.
Approval Authority	Added - All league documents will only be amended in January and August, whichever comes first. For immediate amendment, 75% of team representatives or coaches must approve. Approved April 16, 2018.

5.1	Added sentence stating minimum age of members to be eighteen (18) years of age.
Board Members	Updated B/C Division Commissioner and D Division Commissioner. Changed to Upper Divisions Commissioner and Lower Divisions Commissioner.
Throughout Document	Modified mentions of Vice Commissioner to Assistant Commissioner
5.12	Modified section regarding board meeting attendance
6.5	Modified Board member election effective dates

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Document Title	**Document Number**
Internal Revenue Code Section 501 (C)(3)	N/A
Nevada Nonprofit Organization, NRS, Chapter 82	N/A

LVGSL – BY-LAWS

Article 1 – Name.

1.1 The name is "Las Vegas Gay Softball League," hereinafter referred to as the, "LVGSL," “LVGSL Softball League,” or “the League.”

Article 2 – Mission Statement.

2.1 Specific. The specific purpose of the league is to be a permanently organized, not-for-profit slow-pitch softball league dedicated to the promotion of amateur athletics for all persons in an environment that is safe, healthy, and free of negative attitudes based on differences in sexual orientation, race, age, creed, religion or national origin, or sexual orientation, a special emphasis shall be placed on the participation of members of the Gay and Lesbian community. The league will promote the welfare development of positive relationships among its members and the community by participation of its members in such athletic, social, cultural, or charitable events as may serve the preceding purposes. Additionally, the league will provide instruction and competition for its members so as to achieve these purposes.

2.2 General. The general purpose for which this organization is to engage in, is any lawful act or activity for which under the umbrella of Las Vegas Gay Softball League “hereinafter referred to as, "LVGSL”. LVGSL is a non-profit organized under the Domestic Non Profit Corporation Law of Nevada, (Nevada Revised Statutes, Chapter 82), whose specific purpose is to promote competitive leagues, recreational activities within the LGBT community. LVGSL fosters knowledge and training in the field of athletics by conducting clinics, instruction and forums through public programs aimed at educating the LGBT community. LVGSL Softball League 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 League 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.

Article 3 – Non-Partisan Activities.

3.1 Activities. The LVGSL has been formed under the Nevada Domestic Non Profit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the League shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The League 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.

3.2 Restrictions. The League 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.

Updated October 21, 2026
Previous Versions August 20, 2025

Article 4 – Dedication of Assets.

4.1 General. The property of this League 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 League 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 League 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 Board of Directors. 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 League.

4.2 Dissolution. Upon the dissolution or winding up of this League, the assets remaining after payment or provision for payment of all debts and liabilities of this League shall be distributed to a nonprofit fund, foundation, or league 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) or the Internal Revenue Code.

Article 5 – Members.

5.1 Membership. The Executive Board shall, from time to time, determine the requirements for membership, set the amount of membership fees, and provide a procedure for persons to apply for membership in the League. The Executive Board shall also establish and implement or apply standards and procedures for the expulsion of existing members from the League, such standards and procedures to include expulsion of a member for acts or missions that reflect a failure to uphold and carry out the purposes of the League as stated in these Bylaws and the League's Restated Articles of Incorporation. Disputes as to eligibility for membership shall be resolved by the Board. The decision of the Executive Board with respect to the approval or denial of applications for membership shall be final. Members must be at least eighteen (18) years of age.

5.2 Classes of Membership. The membership of this League shall consist of two (2) classifications: Individual and Honorary.

5.2.1 Individual members pay annual dues to keep their membership in the League current. Individual members are entitled to vote at any meeting of members of the League or by ballot per Article 8, Sections 8.12 and 8.13.

5.2.2 Honorary membership may be conferred by the Executive Board on individuals of distinction who have rendered long or special service to the League. Honorary members are not entitled to vote and have no playing privileges. Honorary membership may be revoked by a majority vote of the Board.

5.3 Eligibility for and Restrictions of Membership.

5.3.1 Eligibility. Any person who is a player, manager, coach, or scorekeeper, who is listed on the official roster of a team recognized by the League, or who is a current duly elected Board member, is eligible for membership in the League. In

order to become a member of the League, the individual must meet the definition of "members in good standing," as defined in subsection (5.3.2), below.

5.3.2 Members in Good Standing. A member must maintain his/her membership in good standing. A member shall be deemed a member in good standing where the individual has paid all pertinent fees for the current year, and agrees to uphold and promote, and does in practice uphold and promote, the League's purposes as articulated in the League's restated Articles of Incorporation, these Bylaws, and the League Policy Book.

5.4 Transfer of Membership. No member in this League may transfer his or her membership or any rights arising there from to any other individual or entity.

5.5 Powers of Members. The members, except for honorary members, shall have all of the powers of corporate members conferred by the Nevada Domestic Non Profit Corporation Law.

5.6 Members' Right to Request Audit. A quorum, as defined in Article 8.7, of the members, except honorary members, shall have the right to request an audit of the League's books.

5.7 Proxy Voting. There shall be no voting by proxy in general elections.

5.8 Termination of Membership.

5.8.1 Resignation.

5.8.1.1 A member may resign from membership at any time.

5.8.1.2 A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

5.8.2 Suspension, Termination or Expulsion.

5.8.2.1 The Executive Board, acting in good faith and consistent with the requirements stated in subsection (5.8.2.2) below, may suspend or expel a member or terminate membership rights for good cause, as determined by the Executive Board. Good cause shall include, but not be limited to, the member engaging in conduct that is detrimental to the League, or acts or omissions by a member that, in the Executive Board's judgment, constitute a failure to honor and promote the League's purposes as articulated in the LVGSL Articles of Incorporation, or these bylaws. No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to the procedures set forth below.

5.8.2.2 The Executive Board shall give a member not less than thirty (30) days prior written notice of any proposed expulsion, suspension or termination and the reasons therefore. In addition, the member shall be provided an opportunity to be heard, orally or in writing, not less than five (5) days

before the effective date of the expulsion, suspension or termination by the Executive Board. The decision of the Executive Board shall be final.

Article 6 – Executive Board.

6.1 General Corporate Powers. Subject to the provisions and limitations of the Nevada Nonprofit Organizations, Chapter 82 of the NRS and any other applicable laws, and subject to any limitations imposed by the LVGSL Articles of Incorporation or these Bylaws regarding actions that require approval of the members, the League's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the LVGSL Executive Board. The Board shall prepare and maintain at the corporate offices a Corporate Policy Book containing an indexed set of those League policies relevant to the League's governance, including but not limited to a Players Code of Conduct.

6.2 Specific Powers. Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board shall have the power to:

6.2.1 Appoint and remove all of the League's officers, agents, and employees; prescribe powers and duties for them that are consistent with applicable law, with the Articles of Incorporation, and with these bylaws; and require from them security for faithful performance of their duties.

6.2.2 Change the principal office or the principal business office in Nevada from one location to another; cause the League to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside Nevada.

6.2.3 Borrow money and incur indebtedness on behalf of the League; cause to be executed and delivered for the League's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. Any such borrowing of money and/or incurring indebtedness must be approved by two thirds (2/3) of the Board then in office.

6.3 Authorized Number and Qualifications. The authorized number of the Executive Board shall be seven (7). Each Board member must be a member of the League in good standing as defined in Article 5. In the event a member of the Board is no longer listed on the official roster of any softball team recognized by the League, the member's term of office shall continue until the end of the term for which the member was elected. The seven Executive Board Members shall hold the following positions and have the following responsibilities:

6.3.1 Commissioner - The Commissioner shall be the official spokesperson for the League and shall be responsible, with the advice and counsel of the Board, for providing supervision, direction, and control of the League's activities, affairs, and officers. The Commissioner shall preside at all Board meetings, including approval of monthly financial statements. The Commissioner shall only be

entitled to take part in any vote when the votes of the members are equally divided. The Commissioner shall have such other powers and duties as the Board, or the Bylaws may prescribe. The Commissioner, along with the Treasurer, is also responsible for maintaining all documents for the league's non-profit status and all business-related transactions. All funds disbursed by the League shall be in the form of a check prepared by the Treasurer and signed by the Treasurer and the Commissioner. The Commissioner will be the NAGAAA Representative and attend Winter and Summer NAGAAA meetings as required with NAGAAA Membership. In the event the Commissioner cannot attend the Executive Council may select a replacement. The Commissioner will not have a vote in any league matters, unless to break a tie and/or as it pertains to ratings in which the Assistant Commissioner does not have a vote.

6.3.1.1 In the event the Commissioner is a manager or coach of one of the League teams, any dispute or protest arising out of any League sanctioned softball game involving the Commissioner's team shall be resolved by the Assistant Commissioner. The decision of the Assistant Commissioner shall be binding. Should the Assistant Commissioner and the Commissioner be on the same team, then the decision will reside with an Elected Board member that is not on the same team or the team that filed the dispute, and the decision of that board member is binding.

6.3.2 Assistant Commissioner - If the Commissioner is absent or disabled, the Assistant Commissioner shall perform all duties of the Commissioner. When so acting, the Assistant Commissioner shall have all powers of and be subject to all restrictions on the Commissioner. The Assistant Commissioner shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe, including approval of the monthly financial statements. The Assistant Commissioner will also oversee the ratings committee in the Open Division, and the Divisional Designations for the Women's Division. The Assistant Commissioner is also responsible for overseeing the league schedule, obtaining the UIC (umpire in charge), league playing balls, and the playing fields. The Assistant Commissioner is also the Executive Board Representative for all standing committees. The Assistant Commissioner will have a vote in all league matters, except for when voting on ratings and/or when serving in the capacity of the Commissioner. When serving in the capacity of Commissioner, the Assistant Commissioner will vote by Commissioner guidelines.

6.3.3 Secretary - The Secretary shall keep or cause to be kept, at the League's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in Nevada, a copy of the Articles of Incorporation and

Bylaws, and Restated Articles of Incorporation and Restated Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the Committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe including the approval of the monthly financial statements. The Secretary is responsible for getting the unapproved meeting minutes to the website keeper for posting within 7 days. The unapproved minutes are to be approved at the next scheduled league meeting. The Secretary, along with the board member who setup and manages account, shall keep on file all digital login and password information for all league owned accounts. Accounts include but are not limited to: webpage provider, web domain host provider, NAGAAA Database, email provider, digital document storage, etc. The Secretary will have a vote in all league matters.

6.3.4 Treasurer - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the League's properties and transactions. The Treasurer, along with the Commissioner, is also responsible for maintaining all documents for the league's non-profit status and business-related transactions. The Treasurer shall send or cause to be given to the Board members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any member at a reasonable time. The books of account shall also be open to inspection by any member of record of the association upon reasonable notice to the Treasurer. The Treasurer is responsible for the preparation and approval of the monthly financial statements to the Executive Board. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the League with such depositories as the Board may designate, shall disburse the League's funds as the Board may order, shall render to the Commissioner and the Board, when requested, an account of all transactions and of the financial condition of the League, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. If required by the Board, the Treasurer shall give the League a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the League of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office. The cost of such bond shall be borne by the League. The Treasurer will do an audit every year with the incoming Treasurer and/or the Commissioner and one member of the elected board, selected by the board to assist in the audit. All funds disbursed by the League shall be in the form of a check, ACH/Electronic Transfer, or Debit card. The Treasurer shall gain written permission of Debit card use and checks, signed by both the Treasurer and the Commissioner or the Women's Division Commissioner. The Treasurer will have a vote in all league matters.

6.3.5 Open Upper Divisions Commissioner - The Upper Division Commissioner shall be responsible for facilitation all of the divisional needs for the A, B, C, and D divisions. Duties shall include, but not limited to, recruitment and expansion of the division, in accordance with NAGAAA guidelines, in respect to player and team ratings or classifications, liaison between NAGAAA and the League's division they represent. Will create the division playing schedule, arbitrate playing issues with the help of the Board, if required, and enforce all League rules and codes.

6.3.6 Open Lower Divisions Commissioner - The Lower Division Commissioner shall be responsible for facilitation all of the divisional needs for the E division. Duties shall include, but not limited to, recruitment and expansion of the division, in accordance with NAGAAA guidelines, in respect to player and team ratings or classifications, liaison between NAGAAA and the League's division they represent. Will create the division playing schedule, arbitrate playing issues with the help of the Board, if required, and enforce all League rules and codes.

6.3.7 Women's Division Commissioner - The Women's Division Commissioner will be the ASANA Representative and attend Winter and Summer ASANA meetings as required with ASANA Membership. In the event the Women's Division Commissioner cannot attend the Executive Council may select a replacement. Divisional Commissioners will have a vote in all league matters.

6.4 Restriction of Interested Persons as Board Members. No more than forty-nine percent (49%) of the persons serving on the Executive Board may be interested persons. any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the League. An interested person is:

6.4.1 Any person compensated by the League for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board member as a Board member; and,

6.4.2 Any brother, sister, aunt, uncle, cousin, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

6.5 Election, Designation, and Term of Office. Board members shall be elected at the end of the regular Spring Season. The newly elected Board Members will take office at the September board meeting of the same year in which they were elected. The Commissioner, Assistant Commissioner, Women's Division Commissioner, and Treasurer shall hold office for a term of two (2) years and/or until his or her successor has been elected or appointed. The remaining Board members shall hold office for a term of one (1) year and/or until his or her successor has been elected or appointed. The League consists of the following seven divisions: Women's Upper Division, Women's Lower Division, Open A, Open B, Open C, Open D, and Open E. From the list of nominees presented to the membership by the Executive Board, the membership shall elect, four (4) Executive Board members each year.

6.5.1 The ballot in odd years shall list candidates for each of the following Four (4) Executive Board positions:

6.5.1.1 Commissioner

6.5.1.2 Women's Division Commissioner

6.5.1.3 Open Upper Divisions Commissioner

6.5.1.4 Open Lower Divisions Commissioner

6.5.2 In even years, the ballot shall list candidates for the following four (4) Executive Board positions:

6.5.2.1 Assistant Commissioner

6.5.2.2 Secretary

6.5.2.3 Open Upper Divisions Commissioner

6.5.2.4 Open Lower Divisions Commissioner

6.5.2.5 Treasurer

6.5.3 Each person who is a member of record and in good standing in accordance with Article 5, Section 5.3.2, and who is present at the time of voting, shall receive a ballot and shall be entitled to vote for the Executive Board. Board members in office at the time these bylaws are adopted will remain in office until the end of the term for which they were elected.

6.6 Staggered Terms. Board members' terms of office shall be established in such a manner that the term of four (4) members shall expire in one year and the term of five (5) members shall expire the following year.

6.7 Nomination of Candidates for Executive Board. Nominations of candidates for the Executive Board shall be made during the month of May. To nominate individuals for an Executive Board position, a member shall submit the name of the individual(s) being nominated in writing to the Board during May. Nominations from the floor may be made at the May meeting. Written nominations may be submitted to the Board during May, or at least fourteen (14) days before elections.

6.7.1 All candidates for the Board must consent to their nomination, either orally at the May meeting, or in writing to the Board by a date established by the Executive Board and made known to the general membership.

6.7.2 In the event that a Board member wishes to be a candidate for a board position different from the one he/she is currently holding; the Board member must resign from his/her current position before becoming a candidate for a different position.

6.7.3 The Secretary shall confirm that the candidates have consented to run for the Executive Board and shall prepare ballots listing all candidates for the various positions to be elected that year. The ballot shall show the position and the names of all candidates for said position.

6.7.4 Candidate(s) nominated for the position of Treasurer must be vetted by the Executive Board who will confirm the candidate(s). Candidate(s) will then be approved by the league during the voting process. The position of Treasurer must have financial management experience and/or a background in accounting and business management.

6.8 Election of Executive Board: An Independent party, selected by a majority of board members, shall be designated to collect ballots throughout the last two weeks of Spring Season. The Commissioner, Assistant Commissioner, and Secretary count votes in the presence of all board members. In years Commissioner is up for re-election, they shall not touch ballots but may be present.

6.9 Vacancies.

6.9.1 Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events:

6.9.1.1 Death, resignation or removal of any Board member.

6.9.1.2 The declaration by resolution of the Executive Board of a vacancy in the office of a Board member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under the Nevada Domestic Non Profit Corporation NRS Chapter 82, or any other law.

6.9.1.3 An increase in the authorized number of Board members.

6.9.1.4 The failure of the members, at any meeting at which any Board member or Board members are to be elected, to elect the number of Board members to be elected at such meeting.

6.9.1.5 Election of a Board member to a different position on the Board.

6.9.2 Resignations and Removal. Except as provided below, any Board member may resign by giving written notice to the Commissioner or the Secretary of the Board. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. If a Board member's resignation is effective at a later time, the Board shall select a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General of Nevada, no Board member may resign if the League would be left without a duly elected Board member or Board members. Any Board member may be removed with or without cause by the affirmative vote of the members.

6.9.3 Nonattendance at Meetings. Any Board member who is absent from three consecutive regular Board meetings without good cause shall be automatically removed from the Board.

6.9.4 Filling Vacancies. In the event of a vacancy, the Commissioner, with the counsel of the Board, shall appoint a person to fill the vacancy until the next League meeting, but in no event for more than four (4) months. At the next

League meeting, a special election will be held. Each Board member elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until the election of his or her successor.

6.9.5 Return of Property. Upon leaving their position or at the end of their term, whichever comes first, any member of the Board, shall return to the current Commissioner all documents and or items that are property of the League. A meeting shall be set up within 30 {thirty} days of the officer leaving or upon the new Board being elected. Failure to comply may result in said person/persons being suspended from the league and legal action taken as deemed necessary by the current Board.

6.10 Compensation and Reimbursement. Board members shall receive no compensation for their services as members or officers, except for reimbursement of expenses, as the Board may determine by resolution to be just and reasonable.

6.11 Conflict of Interest. In the interest of voting rights, no Board member may vote on any issue, motion, or resolution which insures to his or her benefit financially or otherwise, except that such individual may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion, or resolution if he or she discloses the nature of the conflict.

6.12 Limitation on Number of Offices Held. No Board member may hold more than one officer position at any one time.

Article 7 – Liaison between Board, Divisions, and NAGAAA

7.1 The director of the various Divisions represented on the Board shall act as liaisons between the Board and said Divisions. All such duly elected Board members shall also perform such other duties as deemed necessary by the Board to implement the Bylaws.

Article 8 – League Meetings.

8.1 League Meetings. The League shall hold membership meetings in January, February, March, April, May, June, July, August, September, October and November of each year; the date, time and place to be set by the Board. Meetings are to be posted on the Leagues website calendar page.

8.2 Method of Meetings. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

8.2.1 Each member participating in the meeting can communicate with all of the other members concurrently.

8.2.2 Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the League.

8.2.3 The League adopts and implements some means of verifying both of the following:

8.2.3.1 A person communicating by telephone, electronic video screen, or other communications equipment is a Board member entitled to participate in the Board meeting.

8.2.3.2 All statements, questions, actions, or votes were made by that Board member and not by another person not permitted to participate as a Board member.

8.2.4 All league meetings shall be run using Robert's Rules of Order.

8.3 Other Regular Meetings. Other regular meetings of the Board shall be held without notice at such time and place as the Board may fix from time to time.

8.4 Special Meetings. Special meetings of the membership for any purpose or purposes may be called by the Secretary of the Executive Board of the League upon request of the Commissioner or the Executive Board, or upon written request of not less than one third (1/3) of the general membership.

8.5 Manner of Giving Notice. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice message system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to each Board member or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Board member at that Board member's address as it is shown on the records of the League. In case the notice is mailed, it shall be deposited in the United States mail at least seven (7) days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone or telegram or other means of electronic communication or facsimile, it shall be delivered personally or by telephone or to the telegraph company, or transmitted electronically or by facsimile, at least seventy-two (72) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Board member or to a person at the office of the Board member who the person giving the notice has reason to believe will promptly communicate it to the Board member. The notice need not specify the purpose of any regular or special meeting of the Board.

8.6 Notice Content. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the League. The notice shall also provide the board members with the agenda for the meeting.

8.7 Quorum. A majority of the authorized number of Board members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the provisions of the NRS Chapter 82, including, without limitation, those provisions relating to:

8.7.1 Approval of contracts or transactions in which a Board member has a direct or indirect material financial interest.

8.7.2 Approval of certain transactions between corporations having common directorships.

8.7.3 Creation of and appointments to committees of the Board.

8.7.4 Indemnification of Board members.

8.8 Adjournment. A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

8.9 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Board members who were not present at the time of the adjournment.

8.10 Action without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of directors that would be required at a meeting to constitute the act of the directors or a majority of committee members entitled to vote with respect to the subject matter thereof. Whenever action is taken by written consent, a meeting of directors or of the committee members need not be called or noticed given. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. The written consent may be signed in counter parts and must be filed with the minutes of the proceedings of the directors or the committee.

8.11 Penalties for Non-Participation by League Teams. All League meetings shall be attended by at least one representative of each League team. An executive board member is eligible to represent their team in a board meeting but shall not vote in any capacity as the team representative (including the commissioner, who would not vote as commissioner except in the case of a tie vote). In the event that a League team or teams misses three consecutive meetings, without good cause, per participating season, said team/teams will not be eligible for the next International Pride Softball Gay Softball World Series and/or ASANA Series following the consecutive absences.

8.11.1 The team subject to the penalty in 8.11 is able to appeal the penalty to the executive board at the next board meeting after the unexcused absence. The appeal must receive three-quarters (75%) approval from the executive board to be accepted.

8.12 Voting by Members.

8.12.1 Eligibility to Vote. Each team is allowed one vote per team by a designated member of their team for all general league meetings and special meetings. All teams and voting reps must be in good standing with the league.

8.12.2 Manner of Passing Votes. Voting may be by voice or ballot. All general elections must be by written ballot.

8.12.3 Majority Approval Required. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by Nevada Nonprofit Corporation Law or by the Restated Articles of Incorporation or these Bylaws.

8.13 Action by Ballot. Any action which may be taken at any regular or special meeting of the league may be taken without a meeting if ballots are distributed to every member entitled to vote on the matter, setting forth the proposed action, providing an opportunity for the members to specify approval or disapproval of any proposal, and providing a reasonable time within which to return the ballot to the League. The ballot shall be filed with the secretary of the League and maintained in the corporate records.

Article 9 – Committees.

9.1 Committees of the Board. The Executive Board shall have the power to create executive and advisory committees to assist them.

9.2 Executive Committees. The Executive Board, by resolution adopted by a majority of the Board members then in office, provided a quorum is present, may create one or more executive committees, each consisting of a Chairperson/Persons, and report back to the Board in a timely manner. Appointments to committees of the Board shall be by majority vote of the Board members then in office. Each committee must have at all times one director among its members. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

9.2.1 Fill vacancies on the Board or on any committee that has the authority of the Board.

9.2.2 Fix compensation of the Board members for serving on the Board or on any committee.

9.2.3 Amend or repeal bylaws or adopt new bylaws.

9.2.4 Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able.

9.2.5 Create any other committee of the Board or appoint the members of the committees of the Board.

9.2.6 Expend corporate funds to support a nominee for Board member after more people have been nominated for Board member than can be elected.

9.2.7 Approve any contract or transaction to which the League is a party and in which one or more of its Board members has a material financial interest, subject to the provisions of the NRS Chapter 82.

9.3 Advisory Committees. The Executive Board may also establish from time to time advisory committees, which may be standing committees or special committees created for a specific one-time purpose. Such committees may be appointed by the Executive Board, and may contain representatives who are not Board members. Such committees shall be advisory only, may not act on behalf of the Executive Board and shall be subject to the ultimate authority of the Executive Board.

9.4 Meetings and Actions of Committees. Meetings and actions of committees of the Executive Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Article 10 – Hall of Fame

10.1 Hall of Fame. All active board members shall constitute the first LVGSL Hall of Fame induction committee. Thereafter, the committee shall be formed by members of the board in addition to members of the LVGSL Hall of Fame.

The procedure for inducting members into the LVGSL Hall of Fame shall be as follows:

10.1.1 Any 10-year member, whether living or deceased, can be nominated for the Hall of Fame. The nominees should have made significant contributions to their teams and/or LVGSL. The number of votes an elector/voter shall receive for each voting cycle is equal to 50% of the total candidates on the ballot. If there is an odd number of candidates, the electors shall receive 50% plus 1 votes (Ex.: If there are 7 candidates, electors can cast a maximum of four (4) votes.

10.1.2 Applications may be submitted by any active LVGSL member and/or LVGSL Hall of Fame member who is familiar with the candidate. Nominations will be accepted beginning September 1 of each year and close on March 30th of the following year. Voting will end on April 15th and the new class will be inducted at the Closing Party of the LVGSL Spring Season.

10.1.3 Any nominated member who receives at least 66% of the total votes cast will be inducted into the LVGSL Hall of Fame.

Article 11 – Finances.

11.1 The League shall generate operating funds as necessary to implement the Restated Articles of Incorporation and the Restated Bylaws as follows:

11.1.1 The League's fiscal year shall commence on January 1st and shall end on December 31st of the same year.

11.1.2 Each team recognized by the League shall be assessed a Team Fee in an amount to be determined by the Board. Said Team Fee shall be paid prior to the team's first game of the season. In the event the Team Fee has not been paid prior to the first game, the team will be barred from playing in the League until the fee has been paid.

11.1.3 Each person who is listed on the official roster of a team recognized by the League shall be assessed a Player Fee in an amount determined by the Board. The Player Fee for each player shall be paid prior to the team's first game of the season. In the event the Player Fee has not been paid prior to their first game, the player will be barred from playing until the fee has been paid.

11.1.4 The League shall sponsor events for the purpose of generating operating funds.

11.1.5 The League shall accept contributions.

11.1.6 The League shall maintain such account(s) in one or more accredited financial institutions as is/are necessary to implement the Restated Articles of Incorporation and Restated Bylaws. The Board shall determine the particular financial institution(s) to be utilized and shall deposit operating funds in such account(s).

11.1.7 As soon as possible the Board shall develop a budget. Said budget shall be approved by a majority of team rep's voting at any properly convened meeting.

11.1.8 All funds disbursed by the League shall be in the form of a check prepared by the Treasurer and signed by the Treasurer and one Board member. All checks shall require two 2 signatures. Funds may also be dispersed via electronic payment methods, such as PayPal or Zelle.

11.1.9 Pay out of League funds on the order of the Executive Board or Commission as certified by the countersignature of another Officer on a League check for such ordered payment. Under no circumstances shall the Treasurer provide or accept "pre-signed" and/or "blank" checks in violation of this accounting control. No checks should be made payable to cash. Furthermore, receipts must be provided to the Treasurer for all authorized reimbursements and record keeping.

11.1.10 Any team that qualifies for participation in the Gay World Series shall have the sole responsibility for financing the cost of travel to the World Series, and other related expenses with regard thereto.

11.1.11 The League shall pay the team entry fee for teams participating in the Gay Softball World Series. This payment will be made directly to iPride Softball.

11.1.12 Acceptance of checks: The league shall not accept any personal checks

11.1.13 LVGSL will pay for reasonable accommodations for NAGAAA/ASANA Representative to attend Winter and Summer NAGAAA/ASANA Meetings, including standard transferrable economy airfare, lodging (not to exceed price set by NAGAAA/ASANA contract with host hotel), transportation (not to

exceed $50 per day), parking if applicable, and food (not to exceed $75 per day). Any expense in excess of those amounts must be approved by the league.

Article 12 – Indemnification.

12.1 Right of Indemnity. To the fullest extent permitted by law, this League shall indemnify its Board members, officers, employees, and other persons described in Chapter 82 of the NRS, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the League, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Chapter 82 of the NRS.

12.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Chapter 82 of the NRS, the Board shall promptly determine under Chapter 82 of the NRS, whether the applicable standard of conduct set forth in Chapter 82 has been met and, if so, the Board shall authorize indemnification.

12.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the League before final disposition of the proceeding, on receipt by the League of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the League for those expenses.

12.4 Insurance. The League shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board members, employees, and other agents, against any liability asserted against or incurred by any officer, Board member, employee, or agent in such capacity or arising out of the officer's, Board member's, employee's, or agent's status as an agent of the League. The League may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the League against any liability, including without limitation, any liability for the indemnifications provided in this Article.

12.5 Limitation on Indemnification. Notwithstanding any other provisions of these bylaws, the League shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the League as an organization described in Section 501(C)(3) of the Internal Revenue Code.

Article 13 – Records and Reports.

13.1 Maintenance of Corporate Records. The League shall keep:
13.2 Adequate and correct books and records of accounts.
13.3 Written minutes of the proceedings of its Executive Board, and the committees of the Board.

13.4 Maintenance and Inspection of Articles and Bylaws. The League shall keep at its principal office the original or a copy of the Articles of Incorporation and its Bylaws, and the Restated Articles of Incorporation and Restated Bylaws as amended to date, which shall be open to inspection by the Board member's at all reasonable times during office hours.

13.5 Annual Report. The Executive Board shall cause an annual report to be sent to the members within one hundred twenty (120) days after the end of the League's fiscal year. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the League that such statements were prepared without audit from the League's books and records. That report shall contain the following information, in appropriate detail, for the fiscal year:

13.5.1 The assets and liabilities, including the trust funds, of the League as of the end of the fiscal year.

13.5.2 The principal changes in assets and liabilities, including trust funds.

13.5.3 The revenue or receipts of the League, both unrestricted and restricted to purposes.

13.5.4 The expenses or receipts of the League for both general and restricted purposes.

13.5.5 Any other information required by law.

13.6 League Playing Rules. The League shall construct a League Playing Code to handle league issue's that come up from time to time.

13.7 League Code of Conduct. The League shall construct a League Code of Conduct to handle league issue's that come up from time to time.

Article 14 – Construction and Definitions.

14.1 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nevada Revised Statues, Chapter 82 shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Article 15 – Amendments.

15.1 Membership Rights to Amend. These Bylaws may be amended, or new Bylaws may be adopted, by the membership, by a vote of two-thirds of a quorum, at any duly held meeting of the membership. Proposals to amend these Bylaws shall be presented for consideration in writing in a manner consistent with the language and format used herein. Any proposals to amend the Bylaws shall make explicit and detailed reference

to any existing provision, which would be affected by adoption of the amendment, and shall be introduced and seconded at the League meeting held in the calendar month immediately preceding the meeting at which time it is to be decided whether to adopt the amendment.

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