

Team Cleveland, Inc.

BYLAWS

As adopted October 18, 2014



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ARTICLE I

The purposes of the Corporation are set forth in the Corporation's Article of Incorporation, and amended, and as more specifically set forth in this Article. Such purposes shall be exclusively charitable, educational, and scientific in nature, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to wit: to educate and foster participation in team and individual sports among the Lesbian, Gay, Bisexual, and Transgender (LGBT) community, as well as the broader community of the Greater Cleveland/Akron area. To meet these objectives, the Corporation is authorized to carry out some or all of the following programs:

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

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

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

ARTICLE II

Any person participating in Team Cleveland Inc. activities, attending the Gay Games/Out Games as a representative of Team Cleveland, Inc., or participating in a Team CLE associate league shall be given the opportunity for membership. Any person may complete and turn in the Team CLE membership form to be granted membership. The membership's elected Directors shall operate the corporation.



Each member shall have one vote. All votes must be cast in person at designated Team Cleveland Inc. meetings. Proxy votes will not be permitted. Membership elects Directors, who will vote on issues brought before Regular Meetings and will provide the participants and chairs for all committees. At large members not associated with an associate league can be nominated for open board positions but will not be part of the auxiliary board.

ARTICLE III

The business activities of Team Cleveland, Inc. are structured around an Executive Board and committees.

- A. The Executive Board shall consist of eight (8) Directors: President, Vice President, Secretary, Treasurer, Public/Community Outreach Director, Fundraising Director, Scholarship Director, and Director of Public Relations and Media.
- B. Qualifications: Each officer shall be elected by the majority membership attending the designated election meeting.
 - 1. Directors shall not be allowed to serve on the board with partners/spouses.
 - 2. One person may not hold more than two positions on the Executive Board.
- C. Nominations and Elections: The Executive Board will solicit membership beginning October 1st of each calendar year for opening Board Director Positions set to expire that current calendar year. Nominations will end November 1st each calendar year. Potential Board candidates will then have until November 15th to submit a brief personal bio of themselves to be submitted to the Auxillary Board on December 1st each calendar year. The Auxiliary Board will then meet prior to December 15th each calendar year to vote and appoint upcoming Board Members.
- D. Term: The officers shall be elected to two year terms. The offices of President, Secretary, Fundraising Director, and Director of Public Relations and Media will be expire in even numbered years. The offices of Vice President, Treasurer, Scholarship Director, and Public/Community Outreach Director shall expire in odd numbered years except provided by paragraphs D and E. The Term of each Director shall begin on January 1st following the election and expire on December 31st in the year of expiration.
- E. Resignation: Directors can resign at any time by delivering notice in writing, by fax, or electronic mail to any member of the Executive Board. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.
- F. Termination: Any officer my be removed from office by the following methods:
 - 1. By a majority vote of the membership present at a designated meeting.
 - 2. By a majority vote of the remaining Directors.
- G. Vacancies: A vacancy of an officer shall be filled by appointment by a majority vote of the



remaining Directors.

1. If the office of President shall become vacant during his/her term the Vice President shall become the President and the office of Vice President shall be filled by appointment.
- H. The Directors shall have all the powers as set by Ohio Law and also the following powers.
1. To establish and dissolve committees and to define their purpose.
 2. To elect and remove directors and committee chairs.
 3. To hire, supervise, and terminate employees/volunteers of Team Cleveland, Inc. and to determine the terms of compensation
 4. To transact all business within the powers of the Team Cleveland, Inc. and to delegate such of it's powers as it deems appropriate.
 5. To authorize the Directors that will represent two signatures on all accounts.
 6. Each Executive Board Member/Director will be a sitting member on one of the Committees.
 7. Two Board Members shall each be designated as the contact person for the Gay Lesbian International Sports Association and the Federation of Gay Games.
 8. The Executive Board shall meet at minimum four times per year and at least one time every three months at a time and location to be determined by the President.
- I. Meetings: The members shall meet at least one time every 6 months at a place and time set by the president.
- J. Quorum: A one half (½) majority of the Directors shall constitute a quorum.
- K. Decisions: Except as otherwise provided, all decisions of the directors shall be made by majority vote of all the Directors. No decision shall be made unless a quorum is present at a meeting or unless all of the officers agree in writing to an action.
1. Voting Tie: In the event of a tie vote, Robert's Rules of Order will be used as a guide. The President should stay neutral on all voting issues and should not vote unless it is to break a tie. If the President wants to stay neutral on an issue they need to “step down” as President for the discussion and hand the reigns to the Vice President.
- L. Special Meetings: Two members of the Executive Board may call a special meeting of the Officers at any time upon providing not less than ten (10) days written e-mail notice of the time, place, and date of the meeting and purpose of the meeting to all Officers.
- M. Compensation of Directors: No director shall be compensated for his or her services as a Director including attendance at any meeting of the Board or any Committee thereof.
- N. The Directors may approve that Directors/Member receive reimbursement for transportation and other expenses to their attendance at any function at which the Director/Member is



representing the Organization. Such Director/Member may decline to decline reimbursement.

- O. An Auxiliary Board will be established and will be comprised of a representative appointed by associate leagues/organizations having a vested interest and in good standing with Team Cleveland, Inc.

ARTICLE IV

A. Powers of Office

1. **President:** The President shall preside at all meetings and is authorized to call special meetings of the members. The president shall sign all documents required by law. The president shall perform all duties incident of the office of president and such other duties as may be assigned by the membership from time to time.
2. **Vice President:** The Vice President shall preside at a meeting in the absence of the President and shall perform such other duties as may be assigned by the membership from time to time.
3. **Secretary:** The Secretary shall sign any documents required to be signed by law and shall maintain a complete set of minutes of the meetings of the membership and of the Officers. The Secretary shall see that all notices are duly given in accordance with the the provisions of these Bylaws, or as required by law, be custodian of the corporations records, keep a register of post office addresses of all Directors and members and have general charge of the books and records of the Corporation. The Secretary will have custody of, and be responsible for all funds and securities of the Corporation and shall assist the treasurer with banking activity. The Secretary will review financial transactions for the corporation given by the Treasurer and present to the executive board after reconciliation. Any financial action that cannot be reconciled should be brought to the executive board's attention immediately.
4. **Treasurer:** The Treasurer shall have custody of, and be responsible for, all the funds and securities of the Corporation and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the board. The Treasurer shall maintain financial records as required by governmental bodies and shall make a financial report at every meeting. The Treasurer will provide a written report to another member of the board for report in lieu of absence. The Treasurer shall accommodate the signature registration on all accounts of the elected second Board Member that can sign checks.
5. **Fundraising Director:** The Fundraising Director is responsible for raising money for Team Cleveland, Inc. and its projects. The Fundraising Director contacts and meets with potential individual and corporate fund givers and develops ideas for fundraising events. Additionally, seeks grant opportunities that align with Team Cleveland, Inc., its members and mission.



6. Public/Community Outreach Director: This Director shall organize and/or attend functions that allow Team Cleveland, Inc. to promote the organization for purposes of improving visibility, providing education, and encouraging participation and support from the community.
 7. Scholarship Director: This Director shall be responsible for the Team Cleveland, Inc. scholarship program for LGBT sport athletes who wish to pursue post secondary education. This Director shall work with the Fundraising Director to help secure funds for the scholarship program. This Director shall present the board with the rules and regulations of the scholarship program for review and adoption, and will be responsible for the application, review, and awarding of all scholarship money. Additionally, this Director will be responsible for the scholarship/grant process during years in which Team Cleveland, Inc. will be sending representatives to the Gay Games and/or Out Games to help defer the cost of Team Cleveland members participating in these events. The Scholarship Director will be required to be a sitting member on the Scholarship Committee.
 8. Director of Public Relations and Media: This Director shall be responsible for promoting and maintaining communication to the members and community on behalf of Team Cleveland, Inc. This director shall be responsible for all electronic media of the Corporation including the website, social media, and email lists. This director is also responsible for communicating events of the Organization to local media outlets, including newspaper, TV, and radio.
- B. Removal of Officers: Any officer may be removed by a majority vote of the remaining seven (7) directors whenever in their judgment the best interest of the corporation will be served.
- C. Vacancies: The remaining seven (7) directors shall appoint a replacement to the vacancy of an officer who has resigned or been removed until the end of the current term.
1. If the office of President shall become vacant during his/her term the Vice President shall become the President and the office of Vice President shall be filled by appointment.

ARTICLE V

- A. Committees
1. Committees shall be appointed and dissolved as it shall deem necessary to carry out the purposes of the corporation subject to the limitations described in the next paragraph.
 2. Committees: The Corporation may have Committees consisting of one Director.
 3. Limited Authority of Committees: The Board may not delegate to any committee the authority to:
 - a. Authorize distributions to Directors, officers, agents, or employees except in exchange for value received,



- b. approve or recommend the dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporations assets,
 - c. elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees or
 - d. adopt, amend, or repeal the Corporation's Articles of Incorporation or Bylaws.
4. Meetings of Committees: Committees may provide for regular meetings to be held with or without notice at such time and place as the committee may fix from time to time. Special meeting of the committees may be called by the chair of such committee or fifty (50) percent of the members of such committee upon delivery to each committee member either by phone, in person, fax, or e-mail of no less than two (2) days notice of the date, time, place, and purpose of the meeting. Each committee shall keep records of its proceedings, and shall regularly present such records to the Board.
 5. Actions of Committees: unless otherwise provided by the Board, a majority of the members present of any committee shall constitute a quorum, and the acts of the majority of the members present at a meeting of any committee at which a quorum is present shall be the act of such committee.
 6. Special Committees: A Special Committees is an additional committee that will be formed as needed and will last for the duration of that specific task. Once the committee is formed a chairperson will be selected by that committee.
 - a. Perform duties as required to execute activities related to the purpose of the committee
 - b. Each Special Committee shall submit to the President and Vice President a written report of the committees activities
 - c. Any special committee will be designated by the President. When the function has been completed, the committee shall be dissolved by the President.

ARTICLE VI

1. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted at any time. At least fifteen (15) days prior to the meeting at which point a proposed amendment to the bylaws will be discussed, the member proposing the change shall provide written notice of the proposed change and shall set forth the full text of each proposed amendment to the members. For a change to the bylaws to be successful a majority vote of the members present at such meeting is required, followed by a majority vote of the Board.
2. Acceptance or Rejection of Gifts: The Board may reject or accept on behalf of the corporation any money, securities, real estate or personal property, or any other property, or any services, offered to the Corporation by any person, corporation, or organization or by federal, state, or



other government authority or agency, for any general or specific purpose.

3. Execution of Instruments: All checks, promissory notes, contracts, or other instruments to be signed by the corporation shall be signed by such officer or officers as the board may from time to time direct; provided, however, that in the absence of such designation, such instruments may be signed on behalf of the Corporation by the President or the Treasurer.
4. Severability: If any word, clause, or provision of these Bylaws shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby shall remain in full force and effect.

ARTICLE VII

Conflict of Interest Policy

- A. The purpose of the Conflict of Interest Policy is to protect the interest of Team Cleveland, Inc. (hereinafter the "Organization") when it is contemplating entering into a transaction or arrangement that may benefit the private interest of an officer or Director of the Organization or might result in a possible excess benefit transaction. This policy does not replace any applicable state and federal laws governing conflict of interest if applicable.
- B. Definitions
 1. Interested Person

Any director, officer, or member of a committee with governing board delegated powers, who has direct or indirect financial interest as defined below, is an interested person.
 2. Financial Interest

A person has financial interest if the person has, directly or indirectly, through business, investment, or relation:

 - a. An ownership or invest interest in any entity with which the Organization has a transaction or arrangement
 - b. A compensation arrangement with the Organization or with any entity or individual with which the organization has a transaction or arrangement.
 - c. A potential ownership or investment interest in any entity or individual the Organization is negotiating a transaction or arrangement

Compensation includes direct and indirect benefit as well as gifts or favors that are not substantial.
- C. Annually each Officer and Board Director shall review the Team Cleveland, Inc. Conflict of Interest Policy and affirm their compliance in Exhibit A of said policy. Exhibit A shall be filed with the President on February 1st of each year.



EXHIBT A

**Team Cleveland, Inc. (Team CLE) Board Member's
Annual Conflict of Interest Policy and Report**

As a current board member or member of a committee of Team Cleveland, Inc. (Team CLE) I hereby affirm that:

1. I have received a copy of the organization's Conflict of Interest Policy;
2. I have read and understand the policy;
3. I agree to comply carefully with the policy;
4. There are no current potential conflicts of interest of which I am aware other than those listed below;
5. I understand that this policy is intended to supplement good judgment, and I will respect its spirit as well as its wording; and
6. I understand the Team Cleveland, Inc. is a 501(c)(3) organization and, in order to maintain its tax status, it must engage in activities that accomplish its purpose.

Signature	Printed Name	Date	Title
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Disclosures: Please indicate "none" below if applicable. Otherwise, please give a full explanation of the conflict:

