

Saturday Softball Beer League (SSBL)

Madison Division

Constitution and Bylaws

ARTICLE 1 – MISSION STATEMENT

The Saturday Softball Beer League (SSBL) – Madison Division, is a Lesbian, Gay, Bisexual, Transgender, Queer (LGBTQ), and supportive alliances social organization structured around the sport of softball and designed to promote and advance the health, social structure, and equality of the Madison, Wisconsin area LGBTQ community.

ARTICLE 2 – GENERAL PROVISIONS

- 2.01 NAME – The name of the organization is “Saturday Softball Beer League – Madison Division”, doing business as Madison LGBTQ Softball. The organization will be referred to as SSBL-Madison. SSBL-Madison will inherit all assets, liabilities, and obligations (both owed by and owed to) the Madison Gay Softball organization (identified by the EIN: 20-1380053) as of December 31, 2005.
- 2.02 JURISDICTION – SSBL-Madison will serve the South Central Wisconsin LGBTQ community centered around Madison, Wisconsin.
- 2.03 DEFINITIONS
- a. Softball Code – The rules that govern the softball games. The Softball Code is a separate document that is controlled by the Athletic Director (Assistant Commissioner) and the Softball Code Committee.
 - b. North American Gay Amateur Athletic Alliance (NAGAAA) – An association of Gay Softball Leagues throughout the United States and Canada designed to promote softball in the LGBTQ community.
 - c. Amateur Sports Alliance of North America (ASANA) - An association of Lesbian Softball Leagues throughout the United States and Canada designed to promote softball in the LGBTQ community.
 - d. Gay Softball World Series (GSWS) – Annual softball tournament conducted by NAGAAA. The GWS is held at different cities throughout North America.
 - e. Open Division – Open division refers to the lack of any type of gender distribution requirement on teams in the league.
 - f. 501C3 (Non Profit Status) – Legal Federal IRS status that allows the organization to act in a tax exempt status and allows major contributors to deduct their contribution on their taxes.
 - g. Majority Vote – In a vote, a majority is achieved by obtaining more than 50% of the eligible votes present.
 - h. Plurality vote – In a vote, a plurality is achieved by obtaining more vote than any other option. A plurality can be achieved with less than 50% of eligible votes present.
- 2.04 FORMS
- a. Player Registration and Waiver Form

ARTICLE 3 – MEMBERSHIP

- 3.01 ELIGIBILITY – Anyone who is at least 18 years of age, does not owe any obligations to the organization, and is not currently serving a disciplinary suspension is eligible to join a team and/or become a member of SSBL-Madison.

- a. Resident Player – A resident player is defined as a member of SSBL-Madison whose permanent home address is within the state of Wisconsin.
 - b. Non-Resident Player – A non-resident player is defined as a member of SSBL-Madison whose permanent home address is outside the state of Wisconsin.
 - c. Non-Playing Member – An individual who participates in the SSBL-Madison organization, but does not participate in the softball games. Individuals who meet the eligibility requirements can hold Board of Director, Appointed, or Committee positions without playing softball.
- 3.02 PRIVACY – Reproduction, sale, rental, lease, or use of the Member Contact Information for any use not directly related to softball is expressly prohibited unless the member opts for the release. Instances of unauthorized use will be sent to the Ethics Committee for evaluation and possible punitive/legal actions.
- 3.03 FEES – The SSBL-Madison General Council will set the player and team registration fees at the Winter Meeting, based on the projected budget.
- 3.04 NON-DISCRIMINATION POLICY – SSBL-Madison assures that no person shall be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity on the grounds of race, color, sex, age, disability, national origin, or sexual orientation, as provided by Title VI of the Civil Rights Act of 1964, and the Civil Rights Restoration Act of 1987 (P.L. 100-259).

ARTICLE 4 – BOARD OF DIRECTORS

4.01 BOARD POSITIONS

- a. Commissioner – Serves as presiding officer at all General Council meetings and Board of Director Meetings. Makes appointments as directed in the Bylaws. Serves as Chairman of the Ethics Committee. The commissioner is also empowered to act on behalf of SSBL-Madison in any emergency that is not covered by the Bylaws.
 - b. Assistant Commissioner (Athletic Director) – Assumes the duties of the Commissioner if that position becomes vacant, or if the commissioner cannot be present for an official league function. Acts as Athletic Director for the league and serves as Chairman for the Softball Code Committee.
 - c. Secretary (Historian) – Keeps and publishes minutes for all General Council Meetings and Board of Director Meetings. Takes roll call at General Council Meetings. Maintains a historical record of all proceedings related to SSBL-Madison. Assumes the duties of Commissioner if both that position and the Assistant Commissioner position become vacant, or are absent, at the same time.
 - d. Treasurer – Maintains all financial records for the organization. Serves as Chairman of the Finance Committee.
 - e. Women’s Division Representative – Represents the interests of the Women’s Division at all General Council and Board of Directors meetings. If no representative is selected by members of the Women’s Division, the Commissioner may appoint a member of the Women’s Division to this position until one is chosen.
 - f. Public Relations/Marketing – Promotes the league through coordinating advertisements and media contacts. Represents the league at meetings relevant to the operation of the league as directed by the Commissioner.
 - g. At-Large Board Members – Consists of two members who participate in Board meetings to provide input and complete tasks as directed by the positioned members.
- 4.02 ELECTIONS – The Commissioner, Treasurer, and one At-Large Board Member will be elected by the General Council at the Fall Meetings on even numbered years. The Assistant Commissioner, Secretary, Public Relations/Marketing, and one At-Large Board

Member will be elected by the General Council at the Fall Meetings on odd numbered years. The Women's Division Representative will be selected by the coaches of the Women's Division on even numbered years. The terms for the newly elected officers will commence on the first day of the next fiscal year. All officers will be elected by a majority vote. "Vacant" will be an eligible candidate on all Board of Director position ballots.

- 4.03 TERMS – All Board of Director positions will serve a (2) year term, with no limit on the number of terms an individual may serve.
- 4.04 REMOVALS – Board members can be removed from office for Willful Disregard of the Bylaws, Dereliction of Duty, or failure to participate in community service or fundraising activities by a 2/3 majority vote of all eligible voting members.
- 4.05 VACANCIES – The Commissioner may appoint a temporary candidate to fill a vacancy on the Board of Directors. The appointee will hold the position until the next General Council meeting, at which time a special election will be held to fill the remaining tenure of the position.
- 4.06 COMPENSATION – The Board of Directors will not receive any compensation for performing the duties of their office. The General Council may approve reimbursement for expenses related to the execution of the duties of the office.
- 4.07 CONFLICT OF INTEREST – Members of the Board of Directors must disclose to the General Council and Board of Directors any Conflict of Interest that may arise while executing the duties of their elected or appointed position. A member of the Board of Directors cannot serve in multiple board positions or as a Team Delegate concurrently.

ARTICLE 5 – GENERAL COUNCIL MEMBERS

- 5.01 TEAM DELEGATE – Each team shall appoint a Team Delegate, who will hold voting rights at the General Council Meeting. The Team Manager shall provide the name of the Team Delegate to the Commissioner at least (2) days prior to the meeting. If the Team Coach does not provide a Team Delegate name to the Commissioner at least (2) days prior to the meeting, the Board of Directors will have the authority to appoint a team delegate from any of the registered players on that team from the most recent season.
- 5.02 CONFLICT OF INTEREST – Team Delegates must disclose to the General Council and Board of Directors any Conflict of Interest that may arise while executing the duties of their elected or appointed position. A Team Delegate can only represent one team at any General Council meeting.

ARTICLE 6 – APPOINTED POSITIONS

- 6.01 UMPIRE IN CHIEF (UIC) – An ASA accredited umpire Nominated by the Commissioner and approved at a General Council Meeting to coordinate the umpires for the League.
- 6.02 WEBMASTER – An individual trained and experienced in Web Site Design and Maintenance, who is nominated by the Commissioner and approved at a General Council Meeting, and will maintain the official SSBL-Madison website.
- 6.03 TEMPORARILY APPOINTED POSITIONS – The Commissioner may create and fill any position that he / she may deem necessary for the efficient operation of the league. The newly created position must be approved at the next scheduled General Council Meeting, or the position will be eliminated. If a Temporarily Appointed Position is eliminated by the General Council, a similar Temporarily Appointed Position cannot be created by the Commissioner for a period of at least 1 year.

ARTICLE 7 – COMMITTEES

- 7.01 STANDING COMMITTEES

- a. Softball Code – The Softball Code Committee will be chaired by the Assistant Commissioner and will maintain and update the SSBL-Madison Softball Code and determine the schedule. The SSBL-Madison Softball Code must be presented at the Winter Meeting for discussion and approval for the summer softball league. Throughout the course of the year, the Softball Code Committee may make emergency changes to the Softball Code with a Majority vote of all committee members. Any emergency changes must be presented to at the next General Council meeting for a formal vote.
- b. Finance – The primary responsibility of the Finance Committee is to create the Annual Operating Budget, which is presented for approval at the Winter Meeting. The Finance Committee will be chaired by the Treasurer.
- c. Membership – The membership committee will be responsible for promoting the SSBL-Madison Softball League to the general community and recruitment of new players. The Commissioner will appoint a chair for this committee.
- d. Fundraising – The fundraising committee will be responsible for proposing, organizing, and coordinating fundraising activities. The Commissioner will appoint a chair for this committee.
- e. Community Service – As a non profit organization, SSBL-Madison has a responsibility to perform community service to improve the health, welfare, education, and social stature of the LGBTQ community. It is the responsibility of the Community Service Committee to coordinate various community service events throughout the year (2 events per calendar year minimum). The Commissioner will appoint a chair for this committee.
- f. Ethics – The Ethics Committee will investigate and review violations in the Softball Code or the Bylaws, and will meet regularly during the Softball Season. The Ethics Committee may also investigate or review inappropriate behavior of a member or team that is not explicitly listed in the Softball Code or Bylaws; and may propose amendments to either document to prevent future indiscretions. The Ethics Committee will review the entire Constitution and Bylaws document annually and propose any relevant changes, additions, or deletions to the General Council at the Fall Meeting. The Ethics Committee will be chaired by the Commissioner.
- g. Awards Committee – The Awards Committee will select one annual recipient of the “Doug Hinderliter Character Award” and handle any administrative duties associated with this award. The committee will consist of the current Commissioner, all past recipients of the award, and Doug Hinderliter; with a chair from the eligible committee members selected by the Commissioner. Any current member of SSBL-Madison, except current Members of the Board of Directors, are eligible for the award. The award will be presented at the Annual Drag Show held in the fall. Recipients of the award will receive the following:
 - Their name engraved on the running plaque (displayed in the Softball Display Case at Club 5).
 - An individual award.
 - \$100 donation to a charity of their choice from the following:
 - AIDS Network of Madison
 - Fair Wisconsin
 - Human Rights Campaign
 - NAGAAA Hall of Fame
 - Outreach of Madison

Funding for the award administration must come from committee member fundraising (pre-approved by the Fundraising Committee) or through private donations.

- 7.02 AD HOC COMMITTEES – The commissioner may create Ad Hoc Committees to serve a specific purpose, for a specific timeframe not to exceed one year.

ARTICLE 8 – MEETINGS

- 8.01 BOARD OF DIRECTORS MEETINGS – Board of Directors meetings can be called by any member of the board; provided each member is notified of the meeting time and location at least 5 days prior and an agenda is provided. The attendance of at least 5 members of the Board of Directors is required for quorum. Agendas for the General Council meetings will be set at Board of Director meetings.

8.02 GENERAL COUNCIL MEETINGS

- a. Parliamentary Procedures – All General Council Meetings will follow Parliamentary Procedures and Robert’s Rules of Order.
- b. Winter Meeting – Must be held between January 1 and March 15 to discuss the upcoming softball season. Approval of the operating budget will occur at the Winter Meeting.
- c. Fall Meeting - Must be held within 2 months of the completion of the regular season, or no later than the last day of the fiscal year. Election of Board of Directors will be done at the Fall Meeting.
- d. Additional Council Meetings - The Commissioner, a majority of the Board of Directors, or a majority of the active teams in the league may call additional General Council meetings as necessary.
- e. Meeting Time and Location – The meeting time and location will be publicly posted and communicated via email to everyone who opts for regular communications from the league at least (14) days prior to the meeting. The meeting location will be accessible to the general public and open to anyone interested in attending.
- f. Quorum – 5 of the 8 members of the Board of Directors and representatives from 2/3 of the registered teams are required for quorum at the General Council Meetings.
- g. Motions – Any member of the Board of Directors or the designated representative from any team may make a motion. Motions from committees must be made in writing.
- h. Voting – Each registered team, the Assistant Commissioner, the Secretary, and the Treasurer will each have one vote on all matters. The Commissioner will hold the Tie Breaker vote. Secret ballots will only be allowed for election of officers, voting on removal of officers, or special circumstances where the General Council determines that the outcome of the vote may be influenced by an open vote. Unless otherwise stated in the Bylaws, motions require a plurality to be passed.

- 8.03 NAGAAA MEETINGS – The Commissioner shall attend both NAGAAA meetings (Winter and Summer) every year; or appoint a delegate to attend. The league will reimburse the commissioner (or delegate) for the cost airfare and lodging while at the meeting, provided all reasonable efforts have been made to minimize the costs.

- 8.04 ASANA MEETINGS – The Women’s Division Representative shall attend both ASANA meetings (Winter and Summer) every year; or appoint a delegate to attend. The league will reimburse the representative (or delegate) for the cost airfare and lodging while at the meeting, provided all reasonable efforts have been made to minimize the costs.

ARTICLE 9 – FISCAL YEAR

The fiscal year will begin on the first day of November and ends the last day of October on the following year.

ARTICLE 10 – RECORDKEEPING

10.01 FINANCIAL STATEMENTS

- a. Bank Account Register – An accurate and up-to-date record of all bank accounts must be kept by the Treasurer. The Bank Account Register will be made available to any member of the Board of Directors in a timely fashion if so requested. The Treasurer must provide an updated copy of the Bank Account Register to the Secretary no later than the 10th day of the month for reconciliation with the Bank Statement.
- b. Balance Statement – A Balance Sheet will be prepared by the Treasurer prior to any Board of Director or General Council Meeting.
- c. Bank Statement – The monthly Bank Statement will be sent directly to the Secretary for comparison with the Bank Account Register created by the Treasurer. Copies of both statements will be forwarded onto the Commissioner and the Assistant Commissioner, with the original forwarded onto the Treasurer for filing.
- d. Annual Income (Loss) Statement – A preliminary Annual Income (Loss) Statement will be prepared by the Treasurer for the Fall Meeting as part of the Treasurer’s report. The final Income (Loss) Statement will be drafted after the fiscal year has ended and reported on at the Spring Meeting as part of the Treasurer’s Report.
- e. Annual Operating Budget – The Finance Committee will prepare the Annual Operating Budget for discussion and approval. The whole budget will be treated as a single motion when presented at the General Council meeting. A majority vote is required to carry the motion.

10.02 **NEGATIVE BALANCE ACCOUNTS** – At no point, can any account balance ever become negative. No motion can ever be approved to allow a negative balance. No member of the Board of Directors can issue a draft (check) or enter into a contract that will cause an account balance to become negative; regardless of anticipated future income. The Treasurer shall maintain accurate and timely financial records to ensure that Negative Balances don’t accidentally occur.

10.03 **AUDITS** – The Ethics Committee shall perform a comprehensive audit of all financial records at the end of odd numbered fiscal years.

10.04 ADMINISTRATIVE STATEMENTS

- a. Physical Asset Statement – The Secretary will maintain a list detailing the date purchased, current condition, and storage location of all physical assets of the organization.
- b. Player Suspension / Ineligibility Statement – The Assistant Commissioner (Athletic Director) will maintain a list of players that have been suspended or are ineligible for membership; including dates and descriptions of infractions leading to the suspension or ineligibility.

ARTICLE 11 – INDEMNIFICATION

SSBL-Madison shall indemnify all of its officers and directors and prior officers and directors to the fullest extent now or thereafter permitted by the Wisconsin non-stat. corporation law. Every person who is or was a director or officer of SSBL-Madison (together with their heirs and personal representatives or such person) shall be indemnified by the corporation against all loss, cost, damages and expenses (including reasonable attorney fees) asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or officer, except as to matters to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross

negligence or willful misconduct in the performance of his/her duty as such director or officer in relation to the manner involved. The foregoing rights of indemnification shall be in addition to all rights which officers, directors, or employees may be entitled as a matter of laws.

ARTICLE 12 – INSURANCE

As part of the normal operating expenses, SSBL-Madison will maintain Board Insurance to protect the organization and current and past members of the Board of Directors from lawsuits that do not stem from gross negligence or willful misconduct while in office.

ARTICLE 13 – SPECIAL CORPORATE ACTS

- 13.01 **CONTRACTS** – Only members of the Board of Directors have the authority to sign contracts on behalf of SSBL-Madison. (2) members of the Board of Directors are required to sign contracts and all contracts signed must be reviewed at the next General Council Meeting.
- 13.02 **CHECKS, DRAFTS, AND DEPOSITS** – All withdrawals from, and deposits to the SSBL-Madison financial account(s) will require the signature of (2) members of the Board of Directors. No member of the Board shall sign a check that is made out to him / her.
- 13.03 **ACQUISITION, STORAGE, AND DISPOSAL OF ASSETS**
- a. Acquisition of Assets – If so charged by the General Council, the members of the Board of Directors can acquire assets for the league. In the acquisition process, the Board Members must attempt to secure the “Best Value” for the assets, without exceeding the approved amount.
 - b. Storage of Physical Assets – Members of the Board of Directors shall determine the best storage method for assets. Any funds required for storage must be approved by the general council.
 - c. Disposal of Assets – Should the General Council decide to liquidate any assets, the Board of Directors must attempt to secure a “Fair Market Value” for the asset.
- 13.04 **DISSOLUTION** – In the event the General Council decides to dissolve SSBL-Madison, all assets will be liquidated, any outstanding liabilities will be paid, and any remaining cash will be divided equally between AIDS Network of Madison and Outreach, Inc. of Madison.

ARTICLE 14 – AMENDMENTS

Amendments to the Constitution and Bylaws of SSBL-Madison can be done by a 2/3 majority vote of a General Council Meeting. The vote to amend the Constitution or Bylaws cannot be done with a secret ballot.

ARTICLE 15 – SSBL JOINT BYLAWS

- 15.01 **CORPORATE STRUCTURE** – SSBL-Milwaukee and SSBL-Madison are separate and autonomous divisions of the same corporation, based in Milwaukee, WI. SSBL-Milwaukee and SSBL-Madison maintain separate organizational structures, governing documents, and finances. SSBL-Milwaukee and SSBL-Madison share only the commonalities of 501C3 Status, NAGAAA Membership, and the desire to promote softball in the LGBTQ communities throughout Wisconsin.
- 15.02 **DISSOLUTION** – Either division may, with a 2/3 vote of their respective governing bodies, dissolve the SSBL Divisions. In the event of dissolution, SSBL Milwaukee would retain the 501C3 status and the NAGAAA membership. Formal written notification via

certified mail must be sent to the other division's commissioner notifying them of the potential dissolution. The other division must be given no less than 30 days prior to a formal vote.

- 15.03 INDEMINFICATION – Neither division shall be liable for any action (or inaction) of the other division.
- 15.04 NON PROFIT STATUS – Both divisions (SSBL-Milwaukee and SSBL-Madison) are responsible for maintaining the 501C3 status and must not perform (or fail to perform) any action that will violate the provision of that status. Any and all documents filed with the state and federal government must be jointly filed to include all bank accounts.
- a. Finances – Both divisions must disclose to the other city all beginning budgets and ending financial statements or any financial statements upon request of the respective division for review.
- 15.05 NAGAAA MEMBERSHIP
- a. Dues – Dues for membership in NAGAAA will be split evenly between SSBL-Milwaukee and SSBL-Madison.
- b. Voting – Delegates from each division will attend the NAGAAA meetings and confer on each item brought to a vote. If a consensus cannot be reached on the vote at hand, the delegates will abstain.
- c. GSWS Roster – The GSWS Roster will be determined by a joint committee with up to (5) delegates from each division. The committee will meet in early May and set the roster by the end of May. Preference will be given to individuals who contribute to fundraising efforts, provide a financial commitment, and the number of GSWS events they have attended.
- d. NAGAAA Fines – Any NAGAAA fines will be assessed to the division of SSBL which created the violation.
- 15.06 NON COMPETITIVE CLAUSE – Neither division of SSBL will act in such a manner that would directly and maliciously compete with any function of the other division.
- 15.07 PLAYER ELIGIBILITY – Players may be members of both SSBL cities concurrently. A player would be a “registered player” with one team and a “non-registered player” with the other team. The player would have to choose prior to the season as to his/her status on each team prior to the start of the first game that is played by the individual. The member may not change his “registered player” status without consent and approval of the combined SSBL officers. During inter-divisional play, the individual can only play with his/her “registered team”.
- a. Division Officer – An individual may only be an officer of his “registered team’s” [15.07.a WAS APPROVED FOR REMOVAL BY SSBL-MADISON’S GENERAL COUNCIL ON 2/21/09 AND NEEDS APPROVAL BY SSBL-MILWAUKEE IN ORDER TO BE REMOVED.]
- 15.08 AMENDMENTS TO JOINT BYLAWS – Amendments to the SSBL Joint Bylaws must be approved by a 2/3 majority of the governing boards of SSBL-Milwaukee and SSBL-Madison.