



# Instruments of Governance

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# Mission

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The Chesapeake and Potomac Softball League exists to coordinate, support and promote activities associated with the sport of adult amateur slow-pitch softball for all persons in and around the Washington/Baltimore metropolitan area, especially for those persons who are members of the lesbian, gay, bisexual, transgender, queer/questioning (“LGBTQ”) community, and those who are friendly and supportive of our ideals. Our goal as a league is to promote sportsmanship, respect and acceptance of the LGBTQ community as well as support the community in which we live.

Our objectives as a league are:

- To operate a non-profit athletic league dedicated to the promotion of amateur softball for all persons (regardless of sexual orientation, gender identification or expression, race, sex, age (over 18), national origin, religion, marital status, personal appearance, family responsibility, material possessions, disability, political affiliation, or skill level), with special emphasis on the participation of members of the LGBTQ community.
- To establish uniform athletic rules and regulations for the League.
- To encourage the formation of autonomous and unique associations with consistent organizational support such that an active membership in the League may be sustained as deemed desirable for the advancement of LGBTQ amateur softball.
- To promote, encourage and financially support local, national and international softball leagues, associations and tournaments, as deemed appropriate for the advancement of LGBTQ amateur softball.
- To actively recruit and accept new members and encourage their full participation in all league activities.
- To publicize the achievements of league members, teams and sponsors (with their approval), in the LGBTQ community, as well as in other communities.

# Core Values

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**Respect** – We value each individual’s unique talents, respect their dignity and strive to recognize and enjoy exploring diversity.

**Individual Responsibility & Accountability** – We each bear individual responsibility and play an important role in reaching a common team goal. We understand that we are accountable for our actions both on and off the field.

**Integrity** – We are committed to the highest sense of integrity encompassing every aspect of our behavior. We strive for high moral character, honor, respect and honesty in all our actions realizing that the strength of a community is based on the integrity of its members.

**Service** – We support the institutional commitment to understanding our individual and collective responsibility to providing service to our community. We embrace this spirit of service.

**Competitive Spirit & Sportsmanship** – Our goal is to win and to excel at the highest level, while acting and competing in a way that reflects our core values. We are resolved to compete in an atmosphere of respect, fairness, and graciousness among all of our constituencies.

**Commitment to Excellence** – We maximize our efforts and talents to ensure the success of our program. We pursue excellence in competition and in our daily lives. We understand that we are always learning and therefore continue to seek improvement.

**Personal Development** – We are all students and our league thrives as a learning environment. We are committed to the education of the mind, body and spirit and view these pursuits as inseparable.

**Strength of Community & Teamwork** – We seek to learn from diverse experiences. We take pride in creating and fostering life-enhancing reciprocal relationships, which lead to a strong and vibrant community. We work collaboratively within a cooperative spirit.

**Pride** – We are beneficiaries of a rich tradition forged by the efforts of all those who have come before us. Our personal and team triumphs add to the growing pride that we share with the community. Through leadership and spirit, we build on tradition and instill pride that remains throughout a lifetime.

# Bylaws

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## **ARTICLE I – Name**

The Chesapeake and Potomac Softball League (hereinafter referred to as “CAPS” or “the League”) is a nonprofit corporation organized under the laws of the District of Columbia. The name, symbols and logos of CAPS may be used only with the express written permission of the Board of Directors.

## **ARTICLE II – Membership**

### **Section 1 – Who Shall Be Members; Eligibility**

Membership in CAPS shall consist of two (2) classes of members, Players and Friends of the League, who shall collectively be referred to as “Members.” A “Player” is any individual who, during each year (April 1 through March 31) (each, a “League Year”) for which such individual is a Player, pays a participation fee (each, a “Participation Fee”) to participate as a player on at least one CAPS softball team. A “Friend of the League” is any individual who, during each League Year for which such individual is a Friend of the League, pays an annual fee (a “Friend of the League Fee”), but who does not elect to participate as a player on any softball team. Membership in CAPS shall be open to all people who are at least 18 years of age.

Subject to Article II, Section 4, the term of membership for any Member shall be for so long as such Member remains in good standing or until such Member provides written notice to the Board of Directors of resignation. Members in good standing are those who:

- A. Have paid their Participation Fees or Friend of the League Fees for such League Year as described in Article II, Section 2.
- B. Are current in any other financial obligations that they may owe to CAPS.
- C. Have waived any claims against CAPS for possible injuries resulting from CAPS activities.
- D. Demonstrate conduct beneficial to the welfare and goals of the CAPS organization.

### **Section 2 – Dues**

All Members of CAPS shall be required to pay fees, whether in the form of a Participation Fee or Friend of the League Fee, on an annual basis, in each case in an amount established by the Board of Directors.

### **Section 3 – Voting Rights**

Members’ voting rights shall be limited to the election of the Board of Directors, in each case as provided in Article IV, Section 4, except as otherwise provided in Article VII, Section 6.

### **Section 4 – Revocation of Membership**

By simple majority vote and after prior written notice of at least one week to the individual Member, the Board of Directors may vote to revoke the membership of an individual Member of CAPS for conduct

detrimental to the welfare and goals of the organization. The Board of Directors shall not refund any unused portion of the annual dues of the individual whose membership has been revoked.

### ***ARTICLE III – League Organization***

#### **Section 1 - Affiliations**

As a member of the North American Gay Amateur Athletic Alliance (“NAGAAA”), the CAPS Open Division may follow the NAGAAA instruments of governance (including any articles of incorporation, bylaws or codes of conduct or gameplay) (collectively, the “NAGAAA Instruments of Governance”). Thus, the NAGAAA Instruments of Governance are intended to supplement these Bylaws and, insofar as possible, shall be interpreted so as to conform to them; provided, however, that in the event of any conflict between the NAGAAA Instruments of Governance and these Bylaws, these Bylaws shall control with respect to CAPS. After each annual amendment of the NAGAAA instruments, these CAPS Bylaws shall be reviewed to determine any necessity for their amendment.

As a member of the Amateur Sports Alliance of North America (“ASANA”), the CAPS Women's Division may follow the ASANA instruments of governance (i.e., Articles of Incorporation, Bylaws and Softball Code) (collectively, the “ASANA Instruments of Governance”). Thus, the ASANA Instruments of Governance are intended to supplement these Bylaws and, insofar as possible, shall be interpreted so as to conform to them; provided, however, that in the event of any conflict between the ASANA Instruments of Governance and these Bylaws, these Bylaws shall control with respect to CAPS. After each annual amendment of the ASANA instruments, these CAPS Bylaws shall be reviewed to determine any necessity for their amendment.

#### **Section 2 - Divisions**

The League may be composed of separate subdivisions of the Open Division and the Women’s Division, in each case as determined by the Board of Directors. Such subdivisions are referred to as “Divisions” herein.

### ***ARTICLE IV – League Administration***

#### **Section 1 – Responsibility**

Ultimate responsibility for administration of the CAPS program is vested in the Board of Directors. Specifically, the Board of Directors will, through its directors and committees, assist and support the execution of approved actions and the implementation of approved policies.

#### **Section 2 – League Legislative Body – Board of Directors**

**A. Board Composition.** The Board of Directors shall be comprised of the following: Commissioner, Open Division Assistant Commissioner, Women’s Division Assistant Commissioner, Secretary, Treasurer, and Division Representatives.

**B. Eligibility of Directors.**

1. All directors on the Board of Directors must be Members.

2. No Member may hold more than one voting Board of Director position at the same time.
3. Any Board member who resigns for any reason is ineligible to seek election for or be appointed to a voting position on the Board for a period of two (2) years from the date of their resignation.

**Section 3 – Duties of Directors and Representatives Serving on the Board of Directors.** Each director shall have such authority and perform such duties in the management of the property and affairs of CAPS as may be provided in these Bylaws (including, without limitation, this Article IV, Section 3) or by resolution of the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

**A. Commissioner.** The Commissioner shall manage the affairs and activities of CAPS and shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors.

**1. Duties:**

- a. The Commissioner is authorized to organize, coordinate and supervise all CAPS programs and activities.
  - b. The Commissioner may delegate these duties and responsibilities, as provided in these Bylaws. The Commissioner may at any time modify or revoke such delegation.
  - c. The Commissioner shall be the presiding director at all meetings of the Board of Directors.
  - d. The Commissioner will prepare an agenda for meetings of the Board of Directors with the assistance of other directors, Members and committee chairs.
  - e. The Commissioner will appoint the heads of standing, ad hoc and advisory committees, subject to the approval of the Board of Directors, facilitate the coordination and consistency of the activities of these Committees, and serve as an ex officio member of all standing, ad hoc and advisory committees.
- 2. Qualifications -** A candidate shall be a member in good standing and must meet at least 3 of the 7 following criteria to be nominated for office.
- a. Held a CAPS board position for a minimum of 2 years.
  - b. Held a board or committee position with another sports league, preferably a softball league associated with IPS and/or ASANA.
  - c. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing, Sports Management, or Finance, or related business education.
  - d. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Sports Management, Finance, or related business fields (i.e. Law, Real Estate, Human Resources) in a managerial role within the last 3 years.
  - e. Held a management position in a non-profit or government organization within the last 5 years.

- f. Held a leadership position in a CAPS standing committee for 2 years.
- g. Coached/managed a team in the CAPS league for a minimum of 2 years.

**B. Open Division Assistant Commissioner.** The Open Division Assistant Commissioner shall:

1. Duties:
  - a. Assist the Commissioner in managing the affairs and activities of the Open Division.
  - b. Shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors or the Commissioner.
  - c. Chair the ratings committee for the Open Division.
2. Qualifications - A candidate shall be a member in good standing and must meet at least 3 of the 7 following criteria to be nominated for office.
  - a. Held a CAPS board position for a minimum of 2 years.
  - b. Held a board or committee position with another sports league, preferably a softball league associated with IPS and/or ASANA.
  - c. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing, Sports Management, or Finance, or related business education.
  - d. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Sports Management, Finance, or related business fields (i.e. Law, Real Estate, Human Resources) in a managerial role within the last 3 years.
  - e. Held a management position in a non-profit or government organization within the last 5 years.
  - f. Held a leadership position in a CAPS standing committee for 2 years, specifically the ratings committee.
  - g. Coached/managed a team with working knowledge of IPS ratings in the CAPS league for a minimum of 2 years.

**C. Women's Division Assistant Commissioner.** The Women's Division Assistant Commissioner shall:

1. Duties:
  - a. Assist the Commissioner in managing the affairs and activities of the Women's Division.
  - b. Shall have such powers and duties as usually appertain to the office and as may be directed by the Board of Directors or the Commissioner.
  - c. Chair the ratings committee for the Women's Division.
2. Qualifications - A candidate shall be a member in good standing and must meet at least 3 of the 7 following criteria to be nominated for office.
  - a. Held a CAPS board position for a minimum of 2 years.

- b. Held a board or committee position with another sports league, preferably a softball league associated with IPS and/or ASANA.
- c. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing, Sports Management, or Finance, or related business education.
- d. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Sports Management, Finance, or related business fields (i.e. Law, Real Estate, Human Resources) in a managerial role within the last 3 years.
- e. Held a management position in a non-profit or government organization within the last 5 years.
- f. Held a leadership position in a CAPS standing committee for 2 years, specifically the ratings committee.
- g. Coached/managed a team with working knowledge of ASANA ratings in the CAPS league for a minimum of 2 years.

**D. Secretary.** The Secretary shall:

**1. Duties:**

- a. Be the custodian of all non-financial records of CAPS, its directors and established committees.
- b. Keep and/or be given timely records of all proceedings, correspondence, rules, policies or other documents pertaining to CAPS activities.
- c. Make arrangements for all meetings of the Board of Directors and any special meeting of the Members and notify all prospective participants of time and place.
- d. Keep complete and accurate minutes of all meetings of the Board of Directors and provide copies of the minutes to each director.
- e. Conduct appropriate correspondence with other organizations or individuals and prepare and timely submit all necessary non-financial applications, reports or other documents to other organizations.
- f. Prepare and deliver required biennial reports to the Mayor of the District of Columbia
- g. Perform other duties as directed by the Commissioner and/or the Board of Directors.

**2. Qualifications -** A candidate shall be a member in good standing and must meet at least 3 of the 7 following criteria to be nominated for office.

- a. Held a CAPS board position for a minimum of 2 years.
- b. Held a board or committee position with another sports league, preferably a softball league associated with IPS and/or ASANA.
- c. College degree (MBA, MS, BS, BA or Associates) or Certificate in Management, Marketing or Finance, or related business education.

- d. Professional occupation or experience in Business Management, Corporate Leadership, Sales & Marketing, Finance, or related business fields (i.e. Law, Real Estate, Human Resources) in a managerial role within the last 3 years.
- e. Held a management position in a non-profit organization within the last 5 years.
- f. Held a leadership position in a CAPS standing committee for 2 years.
- g. Minimum of 2 years of experience in maintaining or creating, distributing and archiving all minutes, reports, organizational and other documents for their workplace and/or for a non-profit organization or other entity they have previously been involved with.

**E. Treasurer.** The Treasurer shall:

**1. Duties:**

- a. Manage the funds and financial records of CAPS.
- b. Oversee the financial accountability of CAPS, its directors, established committees, tournaments and all projects or activities sponsored by CAPS.
- c. Receive and disburse all funds of CAPS upon proper authorization and maintain complete and accurate records of all receipts and disbursements.
- d. Provide monthly reports on CAPS financial status to the Board of Directors. Prepare CAPS proposed annual operating budget for the upcoming fiscal year for review and approval by CAPS Board of Directors.
- e. Promptly notify the Board of Directors of any financial error, irresponsibility and/or of any actual or potential financial imbalance, irregularity or impropriety.
- f. Perform other duties as directed by the Commissioner and/or the Board of Directors.

**2. Qualifications -** A candidate shall be a member in good standing and must meet at least 4 of the 7 following criteria to be nominated for office.

- a. Minimum of four (4) years experience in maintaining, recording, handling, and documentation of all monetary transactions for a nonprofit organization or workplace.
- b. College degree (MBA, MS, BS, BA or associate), certifications which include accounting classes or equivalent related professional experience for at least four (4) years in the accounting and finance area or successfully passed a course in financial software.
- c. Experience in spreadsheets, financial software, preparing financial reports, preparing budgets analysis from year to year, cash flows, balance sheets, and financial statements.
- d. Have an understanding of tax reporting for nonprofits, have a working knowledge of W-9 and 1099 tax forms as well as have experience in handling credit card, debit card, and other financial online transactions.
- e. Experience in collecting monies, documenting monies collected, and depositing monies in a timely manner for their local board, non-profit organization, or workplace.

- f. Experience in receiving invoices, paying invoices, and documenting those transactions for their local board, non-profit organization, or workplace.

**F. Division Representatives.** Division Representatives shall:

1. Assist the respective Assistant Commissioner in managing the affairs of their Division.
2. Serve as the first line of oversight and supervision of their Division.
3. Provide input to the Board of Directors that reflects the opinions of the team managers and Members of their Division.
4. Serve as liaison to the team managers and Members of their Division.
5. Perform other duties as directed by the Commissioner and/or the Board of Directors.

**Section 4 – Election; Terms of Office**

The terms of all directors shall be two (2) years.

- A. The Commissioner, Treasurer, Women’s Division Assistant Commissioner, Open D Division Representative and Women’s Ferguson (Lower) Division Representative shall be elected in odd-numbered calendar years.
- B. The Secretary, Open Division Assistant Commissioner, Open B Division Representative, Open C Division Representative, and Women’s Lessing (Upper) Division Representative shall be elected in even-numbered calendar years.
- C. One year will be defined as the duration from September 1<sup>st</sup> through August 31<sup>st</sup>.

Unless otherwise prohibited by law, the Board of Directors shall be elected as follows:

- D. Elections of Directors shall be administered pursuant to the provisions in this Article IV, Section 4 and, subject to this Article IV, Section 4, as otherwise determined by the Elections Committee. Elections of Directors shall take place annually at a time and during a period designated by the Board of Directors in each League Year. Elections of Directors shall be conducted by ballot pursuant to Article VII, Section 7, but subject to the provisions of this Article IV, Section 4.
- E. Prior to the opening of the election period, there shall be a nomination period open for at least seven (7) consecutive calendar days during which any Member entitled to vote for the election of any Director position shall be entitled to nominate an individual for such Director position.
- F. The Commissioner, Treasurer and Secretary shall be elected by a plurality of the Members in good standing at the time of such election.
- G. The Open Division Assistant Commissioner, Women’s Division Assistant Commissioner and Division Representatives shall be elected by a plurality of the Members in such Division.

**Section 5 – Voting Rights**

- A. The Commissioner, Secretary and Treasurer shall each have one vote on all issues voted on by the Board of Directors, including all Open & Women’s Division issues.

- B. The Open Division Assistant Commissioner and Division Representatives for the Open Division shall each have one vote on all general league issues, and for any issue specifically affecting the Open Division.
- C. The Women’s Division Assistant Commissioner and Division Representatives for the Women’s Division shall each have one vote on all general league issues, and for any issue specifically affecting the Women’s Division.

## ***ARTICLE V – Removal of Directors by Directors***

### **Section 1 – Removal of Directors from the Board of Directors**

- A. Any director may be removed with cause by a two-thirds vote of the Board of Directors present and voting at a meeting, taken at two consecutive meetings at which a quorum is present, provided that the director who is subject to this action is given at least one week’s prior written notice of the meetings, which notice may, for the avoidance of doubt, be given via hand delivery, first class mail or electronic transmission, the action to be taken, and an opportunity to be heard by the Board of Directors. “Cause” includes, but is not limited to, the following:
  - 1. Failure to attend three consecutive regularly scheduled meetings; or
  - 2. Absence from two consecutive regularly scheduled meetings on two or more occasions during their term.
- B. Any director shall immediately be removed, without any further action required by the Board of Directors, if such director fails to attend at least half of the regularly scheduled board meetings that the director is eligible to attend during a year of such director’s tenure (as set forth in Section 4.C. of Article IV) without prior approval of such absences by a majority vote of the remaining directors on the Board of Directors.
- C. Any director shall immediately be removed, without any further action required by the Board of Directors, if such director no longer meets the eligibility requirements set forth in Section 2.B. of Article IV.

## ***ARTICLE VI – Vacancies***

### **Section 1 – Vacancy in the Commissioner’s Office**

- A. In the event of a vacancy in the Commissioner’s Office, the Open Division Assistant Commissioner or Women’s Division Assistant Commissioner, whichever represents the largest percentage of Members, shall assume the duties of Commissioner for the remainder of the Commissioner’s current term. If that Assistant Commissioner declines, the other Assistant Commissioner shall assume the duties of Commissioner for the remainder of the Commissioner’s current term. If that Assistant Commissioner also declines, the Board of Directors shall appoint a Commissioner for the remainder of the term.
- B. The resulting Assistant Commissioner vacancy will be filled following the procedures outlined in Section 2 below.

## **Section 2 – Vacancies among Other Directors on the Board of Directors**

- A.** In the event of a vacancy in the positions of Secretary or Treasurer, the Board of Directors will solicit nominations for the vacant position from the Members.
- B.** In the event of a vacancy in the positions of Open Division Assistant Commissioner or Women’s Division Assistant Commissioner, the Board of Directors will solicit nominations for the vacant position from the Members in such Division.
- C.** In the event of a vacancy in any of the Division Representatives positions, the Board of Directors will solicit nominations for the vacant position from the Members in such Division.
- D.** By a majority vote, the Board of Directors will elect a replacement from among such nominees, who will serve for the remainder of the term of the director being replaced.

## **ARTICLE VII – Meetings**

### **Section 1 – Board of Directors Meetings**

- A.** Meetings of the Board of Directors shall be called by the Commissioner, who will develop an agenda for each meeting. The Board shall meet as required and no less than monthly during from April through July.
- B.** A simple majority of directors then in office shall constitute a quorum for meetings of the Board of Directors.
- C.** Decisions of the Board of Directors shall be by simple majority vote, except as otherwise indicated herein.
- D.** Meetings of the Board of Directors shall be open to all league Members upon request.
- E.** Meetings of the Board of Directors, regular or special, may be held at such place in or outside of the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors, which may include via electronic transmission.
- F.** A director's attendance at or participation in a meeting shall waive any required notice to the director of the meeting, unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- G.** Meetings of the Board of Directors may be conducted by telephone call or any other means of electronic or telephonic transmission.
- H.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

### **Section 2 –Meetings of the General Membership**

An annual meeting of the Members shall be held on a date and at a time designated by the Board of Directors in each League Year for the purpose of reviewing the status, activities and plans of CAPS and transacting other business as may properly come before the Members on such date as determined by the Board of Directors. The Board of Directors may postpone, reschedule or cancel any previously scheduled annual meeting of members.

### **Section 3 – Special Meetings of the General Membership**

A majority of the Board of Directors may call a special meeting of the Members. Special meetings may also be convened by Members entitled to cast at least twenty-five percent (25%) of the total number of the votes entitled to be cast for the election of the Commissioner, Treasurer, and Secretary of the League or for such other matters as determined by the Board.

### **Section 4 – Notice of Meetings**

Notice for the annual meeting or any special meeting of the Members shall be delivered to the Members at least ten (10) days prior to such meeting. Notice shall be delivered via first class mail or by electronic transmission, in each case at the last known address of each Member provided by such Member to CAPS.

### **Section 5 – Quorum**

A quorum to conduct business at the annual meeting or any special meeting of the Members shall be at least as many Members present as there are members of the Board of Directors in order for business to be conducted.

Once a Member is represented for any purpose at a meeting, such Member shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation or bylaws require a greater number of affirmative votes.

### **Section 6 – Vote**

- A.** Each Member shall have one vote.
- B.** The Board of Directors may from time to time, consistent with these Bylaws, determine issues or matters that require the vote of the Members; and such issues or matters shall be authorized by a majority of the votes cast at a meeting of Members.

### **Section 7 – Action by Ballot**

- A.** Any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Board of Directors delivers a ballot to every Member entitled to vote on the matter.
- B.** A ballot shall: (1) be in the form of a record; (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director for which

such Member is entitled to vote; and (4) provide an opportunity to vote for or against each other proposed action on which such Member is entitled to vote.

- C. Approval by ballot pursuant to this Section 7 of any action other than election of directors as set forth in Article IV, Section 4, shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- D. All solicitations for votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors as set forth in Article IV, Section 4; and (3) specify the time by which a ballot must be received by CAPS in order to be counted.
- E. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a ballot shall not be revoked.

## **ARTICLE VIII – Committees**

### **Section 1 –Committees**

- A. The Board of Directors may establish standing or ad hoc committees from among the directors to assist in performing any duties and responsibilities.
- B. The provisions of Article VII relating to the Board of Directors shall apply both to committees of the board and to their Members.
- C. Each committee may exercise any powers delegated by the Board of Directors, except as limited by paragraph D of this Section 1.
- D. A committee shall not:
  - 1. Authorize distributions;
  - 2. Approve or propose to Members any action that is required to be approved by Members;
  - 3. Fill vacancies on the Board of Directors or, subject to paragraph F of this Section 1, on any of its committees; or
  - 4. Adopt, amend, or repeal these Bylaws.
- E. The creation of, delegation of authority to, or action by a committee shall not alone constitute compliance by a director with the standards of conduct described in § 29-406.30 of the District of Columbia Nonprofit Corporation Act of 2010 (as amended, the “D.C. Code”).
- F. Any member of any committee may resign by delivering a resignation in writing or by electronic transmission to CAPS at its principal office or to the Commissioner. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time or upon the happening of some later event. Any member of any committee may be removed at any time, with or without cause, by vote of a majority of the directors then in office.

- G. The Board of Directors may appoint one or more directors as alternate members of any committee to replace any absent or disqualified member of such committee during such committee member's absence or disqualification.
- H. The Board of Directors may create or authorize the creation of one or more advisory committees, whose committee members need not be directors. An advisory committee shall not:
  - 1. Be a committee of the board; and
  - 2. Exercise any of the powers of the board.
- I. The Board of Directors may terminate or otherwise dissolve any advisory or ad hoc committee at any time.

## **Section 2 - Standing Committees**

- A. **Election Committee.** The Board of Directors is responsible for conducting elections for directors and Division Representatives. The Board of Directors shall appoint an Elections Committee Chair and Committee from among the directors to oversee and conduct the elections on behalf of the Board.
- B. **Budget Committee.** The Budget Committee, which shall be chaired by the Treasurer, shall prepare a proposed operating budget for CAPS for the upcoming fiscal year to be approved by the Board of Directors by the end of December.

## ***ARTICLE IX – Records and Contracts***

### **Section 1 – Records**

- A. CAPS shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of CAPS.
- B. CAPS shall maintain appropriate accounting records.
- C. CAPS or its agent shall maintain a record of its Members, in a form that permits preparation of a list of names and addresses of all Members.
- D. CAPS shall maintain its records in written form or in any other form of a record.
- E. CAPS shall keep a copy of the following records at its principal office: (1) its Articles of Incorporation or Restated Articles of Incorporation and all amendments to them currently in effect; (2) its Bylaws or Restated Bylaws and all amendments to them currently in effect; (3) the minutes and records described in Subsection A of this Section 1 for the past three (3) years; (4) all communications in the form of a record to Members generally within the past three (3) years, including the annual financial statements to be furnished to Members for the past three (years) pursuant to §29.413.20 of the D.C. Code; (5) a list of the names and business addresses of its current directors; and (6) its most recent biennial report delivered to the Mayor of the District of Columbia.

- F. CAPS shall comply with the director and Member inspection record requirements of §§29-413.02 to 29-413.05 of the D.C. Code.

## **Section 2 – Contracts**

- A. All contracts and/or financial obligations entered into in the name of CAPS must have the approval of the Board of Directors.
- B. No individual shall have any power or authority to bind CAPS to any contract or agreement, pledge its credit or render it liable for any purpose or any amount unless this requirement is waived by the Board of Directors.
- C. The Board of Directors, however, may authorize, in writing, any individual to act on its behalf and enter into a contract or execute an instrument in the name of CAPS.

## **ARTICLE X – Compensation**

**Section 1 – Compensation for Service.** Directors on the Board of Directors shall not receive fees or monetary compensation for their service on the Board.

**Section 2 – Expenses Incurred for CAPS.** The directors on the Board of Directors, chairs of standing, advisory or ad hoc committees (to the extent such chairs are otherwise Members of CAPS) or other individual Members of CAPS may receive reimbursement for expenses properly incurred on behalf of CAPS if the expense was approved as part of CAPS budget. If an expense was not approved as part of CAPS budget and there was insufficient time to bring the matter to the Board of Directors' attention prior to the expense being made, the Board of Directors may approve the reimbursement if it votes by a two-thirds majority vote of directors present to approve the expense.

### **1. ARTICLE XI – Dissolution**

**Section 1 – Procedures.** The Board of Directors may propose and adopt a resolution to dissolve CAPS, there being no Members entitled to vote thereon, by a majority vote at two consecutive meetings of the Board of Directors, provided that two-thirds of the then-serving directors on the Board of Directors are present at such meetings.

**Section 2 – Distribution of Assets.** Upon adoption of a resolution to dissolve CAPS, the assets of CAPS shall be distributed as follows:

- A. All liabilities and obligations of CAPS shall be paid, satisfied and discharged or adequate provision shall be made therefore.
- B. Assets held by CAPS upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. All remaining assets will be donated to a nonprofit or successor organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as is required by law.

**Section 3 – Revocation.** The Board of Directors may revoke the action taken to dissolve the organization by adopting a resolution revoking the voluntary dissolution proceedings by a majority vote.

## ***ARTICLE XII – Amendments***

**Section 1 – Articles of Incorporation.** The Articles of Incorporation may be amended by a majority vote at two consecutive meetings of the Board of Directors, provided that two-thirds of the then-serving directors on the Board of Directors are present at such meetings.

**Section 2 – Bylaws.** These Bylaws may be amended by a majority vote at two consecutive meetings of the Board of Directors, provided that two-thirds of then-serving directors on the Board of Directors are present at such meetings.

## ***ARTICLE XIII – Indemnification and Insurance***

Unless otherwise prohibited by law, the CAPS may indemnify any director, any former director, any person who may have served at its request as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by such person or imposed on such person in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such director, officer, partner, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which such person shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to CAPS for damages arising out of his own negligence or misconduct in the performance of a duty to CAPS.

CAPS shall indemnify a director to the extent the director was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director was a director of CAPS against reasonable expenses incurred by the director in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director or employee. CAPS may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director or employee; provided, however, that such director or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that such person is not entitled to indemnification under this Article or the D.C. Code.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of CAPS to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, employee, or other agent against any liability asserted against or incurred by such person which arises out of such person's status as a director, employee, or agent or out of acts taken in such capacity, whether or not CAPS would have the power to indemnify the person against that liability under law.

In no case, however, shall CAPS indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). Further, if at any time CAPS is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code. Moreover, CAPS shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with §4958 of the Code or any other provision of the Code applicable to corporations described in §501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### ***ARTICLE XIV – Conflict of Interest Policy***

CAPS will adhere to the Conflict of Interest Policy as delineated in Appendix I of this document.

## ***APPENDIX I – Conflict of Interest Policy***

### **ARTICLE I – Purpose**

The purpose of this conflict of interest policy is to protect CAPS’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **ARTICLE II – Definitions**

**Section 1 – Interested Person.** Any director or member of a committee with governing Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Section 2 – Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- A. An ownership or investment interest with which the League has a transaction or arrangement;
- B. A compensation arrangement with the League or with any entity or individual with which the Organization has a transaction or arrangement; or,
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the League is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Appendix I, Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors or the applicable committee decides that a conflict of interest exists.

### **ARTICLE III – Procedures**

**Section 1 – Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

**Section 2 – Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors on the Board of Directors or committee members shall decide if a conflict of interest exists.

### **Section 3 – Procedures for Addressing a Conflict of Interest.**

- A.** An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B.** The chairperson of the Board of Directors or such committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C.** After exercising due diligence, the Board of Directors or such committee shall determine whether CAPS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or such committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the League’s best interest, for its own benefit and whether the transaction or arrangement is fair and reasonable. In conformity with the above determination the League shall make its decision as to whether to enter into the transaction or arrangements.

### **Section 4 – Violation of the Conflict of Interest Policy.**

- A.** If the Board of Directors or any committee has reasonable cause to believe a director or committee member, as applicable, has failed to disclose actual or possible conflicts of interest it shall inform such director or committee member, as applicable, of the basis for such belief and afford such director or committee member, as applicable, an opportunity to explain the alleged failure to disclose.
- B.** If, after hearing such director’s or committee member’s, as applicable, response and after making further investigations as warranted by the circumstances, the Board of Directors or such committee determines such director or committee member, as applicable, has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **ARTICLE IV – Records of Proceedings**

The minutes of the Board of Directors and all committees with Board of Directors delegated powers shall contain:

- A.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board of Directors’ or committee’s decision as to whether a conflict of interest in fact existed.
- B.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

### **ARTICLE V – Compensation**

- A. Any director on the Board of Directors who receives compensation, directly or indirectly, from the League for services is precluded from voting on matters pertaining to such director's compensation.
- B. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, for the League for services is precluded from voting on matters pertaining to such committee member's compensation.
- C. No director on the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the League, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **ARTICLE VI –Statement**

Each director and member of a committee with Board of Directors delegated powers shall, upon taking office and upon each renewal of such office, sign a statement which affirms such person:

- A. Has received a copy of the Conflict of Interest Policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and,
- D. Understands that CAPS is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **ARTICLE VII – Periodic Reviews**

To ensure CAPS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and result arm's length bargaining.
- B. Whether partnerships, joint ventures and arrangements with management organizations conform to the CAPS' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

### **ARTICLE VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Appendix I, Article VII, CAPS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.