



BIG APPLE SOFTBALL LEAGUE

***Certificate of Incorporation,
By-Laws and Athletic Codes***

Last updated December 2023

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Certificate of Incorporation

ARTICLE I – NAME

- 1.1 The name of the organization is the **BIG APPLE SOFTBALL LEAGUE, Inc.**, hereafter referred to as the **BASL**.
- 1.2 The name shall belong to none other, and its use shall not be made by another organization without the express written consent of the BASL Governing Body.

ARTICLE II – PURPOSE

- 2.1 To provide and protect the opportunity for adult individuals who support the bonds of Lesbian, Gay, Bisexual, Transgender/Transexual, Queer/Questioning, Intersex, Asexual and More+ (LGBTQIA+) fellowship to play softball in a safe environment of friendly competition, free of discrimination on the basis of age, race, creed, religion, sex, national origin, sexual orientation or gender identity/expression.
- 2.2 To further the advancement of participation in sports within the LGBTQIA+ community.
- 2.3 To educate the LGBTQIA+ community about the physical, social, psychological, and intellectual benefits of athletics.
- 2.4 To foster local, state, national and international sports competition by planning, participating, providing knowledge and training in the field of softball.
- 2.5 To operate and engage exclusively in exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, including, to the extent that they are consistent with the exempt purposes of Section 501(c)3.
- 2.6 To be a non-profit organization dedicated to the promotion of amateur sports competition, particularly softball, for all persons regardless of age, sexual orientation or gender identification, with special emphasis on the participation of members of the LGBTQIA+ community, and to otherwise foster national and international sports competition by planning, promoting and to carrying out amateur sports competition.

ARTICLE III – DURATION

- 3.1 The period of duration for the BASL is perpetual.

ARTICLE IV – AMENDMENTS

- 4.1 This Certificate of Incorporation may be amended at any meeting of the Governing Body by a three-fourths (3/4) vote of voting members present, provided that said amendment is submitted in writing to the Secretary and read at a previous meeting.

Big Apple Softball League By-Laws

ARTICLE I – MEMBERSHIP

1.1 **Membership** is open to all individuals eighteen (18) years of age or older.

- A. Membership shall commence each year on Opening Day of the BASL Spring Season and end on the day preceding the following year's Opening Day.
- B. Membership Requirements
 - 1. Payment of Membership Fee
 - 2. Submission of signed and completed Online Membership Form
 - 3. Each BASL member must sign their name to both the Online Membership Form and the Player Code of Conduct with the understanding that said signature waives any claim against the BASL, its officers, its Governing Body or its partners resulting from said person's participation as a BASL member. This must be done before participating in BASL games or any other BASL activity.

1.2 **Members**

- A. Active Player: Any person participating as a player on the roster of a member team
- B. Non-Player: Any person not engaged as an on-field player (e.g., a manager, coach, or team representative)
- C. Honorary: Any person approved by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams, done in recognition of special contributions to the BASL.

1.3 **Annual Meeting**

- A. The meeting of the membership shall take place at the BASL Awards Ceremony.
- B. Agenda:
 - 1. Commissioner's state-of-the-BASL message
 - 2. Presentation of Awards
 - 3. Induction of new BASL Hall of Fame members
 - 4. Announcement of election results

1.4 **Team Partnership:** Any individual, business or organization that supports a member team and meets the partnership requirements, as determined by the Governing Body.

1.5 **Member Team:** Consists of at least **twelve (12) active players**.

- A. It shall be considered an active team in good standing with full voting rights:
 - 1. Upon payment of its fees and the membership fees for its players and any other fees set forth in this document or determined by the Governing Body.
 - 2. Signing of the Team Charter agreeing to abide by the BASL's rules by the team manager or representative prior to the next season.
 - a. Procedure:
 - i. By the February meeting prior to the next season, the Division Representatives will report to the Executive Committee the renewal status of each Team's Charter.
 - ii. If a team has committed infractions to the Team Charter during the previous season, the Executive Committee can either recommend or require teams to make certain changes in order to satisfy renewal or can decline/cancel the team charter in the best interests of the BASL. This decision is appealable to the Governing Body at its next meeting.
 - 3. Team Charter is written in Appendix C of the By-Laws.
- B. **Returning Team:** A team including at least **eight (8) players** from the previous year's team roster and in good standing. Said team shall have all the privileges of a member team.
- C. **New Team:**
 - 1. Must meet Member Team requirements
 - 2. Will acquire voting rights after its first scheduled BASL game

1.6 Suspension, Expulsion, Ban

- A. **Team:** Any Member Team shall be automatically **suspended** by the Executive Committee from any on-field participation or BASL-sponsored event for failure to submit its Partnership Contribution or for any other debts to the BASL.
- B. **Individual Sanctions**
1. A **Manager** may be **suspended** for repeated violations of the Code of Conduct, dangerous play, unsporting conduct and/or misbehavior by members of the manager's team at BASL games and/or BASL-sponsored events.
 2. A **Member** shall be automatically **suspended** for non-payment of the Membership Fee, or any other debts to the BASL, until full payment is received.
 3. A **Member** may be **suspended** for a Code of Conduct violation, dangerous play, unsporting conduct and/or misbehavior at any BASL game or BASL-sponsored event.
 4. A **Member** may be **expelled** for a violent Code of Conduct violation or for instigating violence at any BASL game or BASL-sponsored event, or for multiple incidents that result in a suspension.
 5. A **Non-Member** (spectator, umpire, partner or other unregistered individual) may be **banned** for serious misconduct at any BASL game or BASL-sponsored event.
- C. **Investigation and Adjudication Process**
1. Any BASL Member may report an act of misconduct by submitting a complaint to the Executive Committee no later than three (3) days after the date of the incident.
 - a. If an Executive Committee member or their team is involved in the incident, or if the complainant or any individual accused of misconduct is a member of an Executive Committee member's team, that Executive Committee member shall recuse themselves from all aspects of the investigation and adjudication process.
 - b. The Executive Committee shall define the information required to be included in the complaint. Only eyewitness accounts shall be accepted.
 2. If the Executive Committee approves an investigation by a majority vote, the Incident Review Committee shall create an Incident Report, which is due no later than ten (10) days after the investigation team is formed.
 - a. The investigation team shall consist of at least two BASL Members from different BASL Divisions than the parties involved in the incident. Executive Committee members must not be part of the investigation team.
 - b. The investigation team shall attempt to obtain other eyewitness accounts, including but not limited to: an umpire if the incident took place at a game, and the individual(s) accused of committing misconduct.
 - c. The Incident Report shall include a fact-based summary of the incident, along with written testimony gathered during the investigation, and must not include any recommendations. Witness names shall be redacted unless the witness gives permission to publish their name.
 - d. The deadline to submit an Incident Report may be extended one time, for up to 6 days, by a majority vote of the Executive Committee.
 3. In the interest of safety, the Executive Committee may enact a preemptive suspension of the individuals(s) accused of misconduct while an investigation is being conducted, subject to the following conditions:
 - a. The preemptive suspension is enacted only if the Executive Committee determines, by a two-thirds (2/3) vote, that misconduct is credibly believed to have taken place and is of such an extreme nature that a suspension is required prior to the completion of the investigation to protect the safety of other league members.
 - b. The Executive Committee shall review the testimony of at least one corroborating eyewitness, as well as the testimony of the individual(s) accused of misconduct, prior to taking this vote.
 - c. This preemptive suspension is not subject to appeal.
 4. The Executive Committee shall adjudicate and communicate the outcome of the investigation no later than three (3) days after receiving the Incident Report.
 - a. A majority vote of the Executive Committee is required to suspend a member. The Executive Committee shall determine the length of suspension by a majority vote, subject to the following:

- i. Instigating, threatening or participating in violence at a game or at any BASL-sponsored event shall result in a suspension for at least the next six (6) games played by the member's team.
 - ii. An act considered to be egregious violence at a game or at any BASL-sponsored event, or a second suspension within a season (for any reason), shall result in a suspension for at least the remainder of the regular season and the playoffs.
- b. The Executive Committee shall communicate the outcome, whether or not a suspension is warranted, to the person(s) who filed the complaint and the person(s) accused in the complaint.
- c. If the outcome is a suspension, the Executive Committee shall:
 - i. Provide formal notice to the suspended member(s), their manager(s) and team representative(s), and the Division Representative, along with information on how to appeal the ruling.
 - ii. Inform the entire Governing Body no later than the next scheduled meeting, and provide a redacted copy of the Incident Report.
5. Following an investigation, any BASL member in good standing may move to expel a member or ban a non-member. A two-thirds (2/3) majority of voting members present at the Governing Body is required to approve this motion, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams. The individual shall be informed in advance of the Governing Body meeting at which the vote will take place and shall be offered an opportunity to rebut the charges at that meeting.
6. The Secretary shall maintain the incident reports relating to each team, member and/or non-member, as well as a list of suspended members, expelled members and banned non-members, including the date of action.

D. Effect of Suspension, Expulsion, Banning

1. Suspension shall constitute non-attendance at scheduled games of the member's team, for as many games as determined by the Executive Committee.
 - a. A suspension whose duration extends beyond the end of the current regular season shall continue into the playoffs, and/or extend into the next season for which the individual is registered, for as many games as required to complete the suspension.
2. Expelled members or banned non-members are permanently forbidden from attending or participating in BASL games or events.
3. If a suspended or expelled member participates in or attends a game, that member's team shall forfeit the game.

E. Appeals and Reinstatements

1. Suspended members shall immediately begin serving their suspension, or may formally appeal to the Executive Committee within two (2) days of receipt of notification.
 - a. Prior to the appeal being heard, the suspension is not in effect.
 - b. The appeal shall be heard no later than the next Governing Body meeting.
 - c. Suspensions may be reduced or completely overturned by a majority of Governing Body teams voting.
 - d. If a suspension is not overturned, it takes effect immediately.
2. Expelled members and banned non-members have no immediate right of appeal.
 - a. After two (2) years from the date of their expulsion or banning, the Governing Body, by a two-thirds (2/3) majority vote of voting members present, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams, may reinstate the person's eligibility to attend or participate in BASL games or events.

ARTICLE II – LEGISLATION

2.1 The legislative authority of the BASL shall rest with the Governing Body.

2.2 The Governing Body shall consist of:

- A. Voting members: a representative from each member team. The voting representative at any Governing Body meeting can be any one (1) of the following:

1. The team Manager
 2. The team Representative, designated by the team Manager
 3. An Alternate Representative, designated by the team Manager
 4. An emergency team representative can be named by the team manager in the absence of any of the above, provided that the Secretary is notified prior to the Governing Body meeting at which that person will represent the team
- B. Non-voting members: The Executive Board. A member of the Executive Board, with the exception of the Commissioner, may act as an Alternate Representative for a Member Team.

2.3 Duties of the Governing Body shall include:

- A. Voting on all proposed changes in the BASL's Certificate of Incorporation, its By-Laws and its Codes
- B. Approval of the BASL Budget and the Yearly Calendar
- C. Ratification or rescinding of any action taken by the Executive Committee/Board
- D. Approval, according to requirements specified in By-Law 3.12, of Executive Board member(s) appointed to fill a vacancy
- E. Approval of all Committee Chairs
- F. Consideration of all appeals including, but not limited to, suspensions and forfeits
- G. Consideration of any other business brought before it

2.4 Meetings

- A. There shall be a regular meeting of the Governing Body each month.
- B. Regular meeting dates shall be specified in the Yearly Calendar.
- C. The agenda for each meeting shall include the following:

January-April meetings:

- Discuss division structure and season events
- Approve the Financial Statement for the previous year
- Approve BASL Budget for following year
- Approve Yearly Calendar
- Propose division structure
- Review recruitment procedures
- NAGAAA / ASANA Report, tournament schedule
- Review playing rules, including USA Softball changes, and vote on rule changes
- Approve new team(s)
- Approve division structure
- Plan Opening Party
- Finalize new player selection procedures
- Approve season schedule
- Distribute team information packets
- Distribute current USA Softball Rule Books and scorebooks
- Finalize playing rules

May-August meetings:

- Plan GSWS Mini-Tournament(s)
- Discuss Gay Pride plans
- Distribute NAGAAA/ASANA ratings info
- Publication of Hall of Fame nomination process and voting procedures
- Deadline for adding players to rosters
- Finalize Gay Pride plans
- Approve playoff schedule
- Finalize playoff schedule
- Finalize team playoff rosters
- Proposals to present at NAGAAA/ASANA meetings
- Plan Awards Party
- Appoint Nominating and Elections Committee
- Hold Elections as prescribed in Section 3.9

Propose BASL Budget for following year

September meeting: Annual meeting

Awards Party

Hall of Fame Inductions

Elections results announcement

Vote on Winter meeting schedule

October-December meetings:

Season recap

Gay World Series Report (NAGAAA/ASANA)

NAGAAA/ASANA meeting report, including any changes in rules/requirements

General discussion of upcoming season

Proposals for upcoming season

Propose Yearly Calendar

Website content

HoliGay Party

- D. The Governing Body may change the required monthly meeting agenda by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams.
- E. A Special Governing Body Meeting may be called:
1. By the Commissioner
 2. By any two (2) members of the Executive Committee
 3. By a majority of the Division Representatives
 4. By one-third (1/3) of the team managers
- The request is to be sent in writing to the BASL Secretary and the Commissioner; the Executive Committee shall schedule the Special Meeting to occur within seven (7) days of receipt of the request and notify the Governing Body of the time and place of the Special Meeting.
- F. A simple majority of Team Representatives constitutes a quorum.
1. A quorum is required to vote on a motion at a Governing Body meeting.
 2. The absence of team representation from two (2) consecutive meetings shall remove said team from the quorum count for the next meeting and subsequent meetings; said team shall be restored to the count at the next meeting it has a representative in attendance. The absence of team representation from three (3) consecutive meetings shall result in last pick at the BASL Selection Day. If the team has the last pick, that team will lose its first-round selection place. The absence of team representation from four (4) consecutive meetings shall result in termination of the team for the following season which the team will have to reapply for membership as a new team if the team decides to play in the BASL.
- G. Motions shall be passed by a simple majority vote, except in such cases where the BASL Certificate of Incorporation, By-Laws or Codes require a larger majority.
- H. Order of Business
1. Call to Order
 2. Roll Call
 3. Reading and Approval of Past Minutes
 4. Executive Officer Reports
 5. Division Representative Reports
 6. Committee Reports
 7. Old Business
 8. New Business and Open Discussion
 9. Announcements
 10. Adjournment
- I. Governing Body meetings shall be conducted via parliamentary procedure specified by the latest edition of *Robert's Rules of Order Newly Revised* by Henry Martyn Robert unless superseded by the BASL Certificate of Incorporation, By-Laws or Codes.
1. A By-Laws or Athletic Codes action that requires a two-thirds (2/3) approval of the entire Governing Body shall additionally require a majority of Open Conference teams voting and a majority of Women+

- Conference teams voting to approve the action.
2. The meeting's presiding officer shall be responsible for determining and applying the correct procedure. The Governing Body may overturn a procedural decision of the presiding officer by a majority vote, unless a higher vote is required by the By-Laws or Athletic Codes.
 3. The presiding officer may appoint a parliamentarian for the meeting, who advises the Governing Body on questions of procedure, including the interpretation of By-Laws, Athletic Codes or Robert's Rules.
 4. If the presiding officer seeks to offer debate on a motion or otherwise determines that they have a conflict of interest, they must temporarily hand off the presiding officer role to another BASL Executive Board member.

ARTICLE III – ADMINISTRATION

- 3.1 The **Executive Committee** shall consist of the Commissioner, Assistant Commissioner, Open Conference, Assistant Commissioner, Women+ Conference, Treasurer and Secretary. The Membership Fee is waived for the Executive Committee.
- 3.2 The **Executive Board** shall consist of the Executive Committee and a Division Representative from each of the BASL's divisions. The Membership Fee is waived for the Executive Board.
- 3.3 Division Representative shall be an elected individual(s) from each division to represent the teams within their division at the Executive Board Meeting and General Body Meetings. The Membership Fee is waived for Division Representatives.
- 3.4 Committee Leaders shall be appointed by the Commissioner(s) to organize events for the BASL. The Membership Fee is waived for Committee Leaders.
- 3.5 Umpire/Field Coordinator shall be appointed by the Commissioner to be the main contact for forfeits, field and umpire issues. The Membership Fee is waived for Umpire/Field Coordinator.
- 3.6 **Eligibility for Office**
 - A. A member of the Executive Committee, Committee Leader and Umpire/Field Coordinator shall be a member in good standing of the BASL.
 - B. The Assistant Commissioner, Open Conference shall be a member of a team in the Open Conference, and the Assistant Commissioner, Women+ Conference shall be a member of a team in the Women+ Conference.
 - C. A Division Representative shall be a member of a team in the division that they represent.
 - D. No member of the Nominating and Elections Committee shall be eligible to run for elected office in the year in which they served on the committee.
- 3.7 The Executive Committee, assisted by the Division Representatives Committee Leaders and Umpire/Field Coordinator, shall carry out the day-to-day operations of the BASL.
- 3.8 **Terms of Office**
 - A. **Executive Committee**
 1. The term of office shall be two (2) years commencing on October 1st and ending September 30th two (2) years later.
 2. The Commissioner and Secretary shall be elected in even-numbered years.
 3. The Assistant Commissioner, Open Conference, Assistant Commissioner, Women+ Conference, and the Treasurer shall be elected in odd-numbered years.
 4. The elected position(s) will be limited to two (2) consecutive terms (maximum four (4) years).
 5. The Governing Body can extend the term limit of the executive position by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams.
 - B. **Division Representatives:** The term of office shall be one (1) year commencing on October 1 and ending

September 30 of the following year. If a Division Representative changes division, that position becomes vacant.

3.9 Election of Executive Board

- A. The Commissioner shall appoint a Nominating and Elections Committee no later than the July Governing Body meeting.
 - 1. Its members shall be chosen from BASL members not running for office.
- B. Duties of the Nominating and Elections Committee:
 - 1. Notify the membership of the opening of nominations
 - 2. Actively seek names of members to run for office and confirm the acceptance of the nominees
 - 3. Report the nominations it has received to the Governing Body at the August Governing Body meeting, at which time nominations shall be closed
 - 4. Follow election procedures approved by the Governing Body, and communicate these procedures to all BASL members
 - 5. Provide each nominee the opportunity to make a statement to the membership before the election
 - 6. Run the election and confirm the ballot results.
- C. Election Requirements:
 - 1. Elections (first and all subsequent ballots) shall take place starting no earlier than the day after the August Governing Body meeting and ending no later than the day of the Annual Meeting.
 - 2. A **majority vote** of the members voting shall be required for election of the Commissioner, Treasurer or Secretary.
 - 3. A **majority vote** of members of the Open Conference voting shall be required for election of the Assistant Commissioner, Open Conference. A **majority vote** of members of the Women+ Conference voting shall be required for election of the Assistant Commissioner, Women+ Conference.
 - 4. A **plurality vote** of the members of that division voting shall be required for election as a Division Representative, with either (a) a majority of the votes cast **or** (b) a minimum of 45 percent (45%) of the votes cast and a margin of at least 5 percentage points over the percent of votes received by the nearest opponent.
 - 5. **If neither majority nor plurality** exist after the first ballot, a second ballot shall be taken containing the names of the nominees receiving the two (2) highest vote totals on the first ballot.
 - 6. Elections can be coordinated through secure online voting methods.

3.10 A transition meeting shall take place among all outgoing and incoming Officers and Division Representatives during the period between the elections and the October meeting of the Governing Body. At this meeting all BASL records and other related BASL property shall be turned over to the incoming Officers. Bank signature cards shall be filled out, enabling signatory authority of the BASL accounts.

3.11 Removal of an Officer or Division Representative: If an Officer or Division Representative fails to perform their duties or violates the duties of their office, the Officer or Division Representative may be removed from office by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams, provided that the Officer or Division Representative in question is notified, in writing, of the charges in advance of the meeting. The Officer or Division Representative in question will then be given the opportunity to rebut the charges at that meeting.

3.12 Vacancies in office; absence or vacancy of the Commissioner

- A. Vacancies in the Executive Board (other than the Commissioner's office) shall be filled by appointment of the Commissioner with the approval at a Governing Body meeting as follows:
 - 1. Two-thirds (2/3) of all voting teams in the Governing Body, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams, must approve the appointment of the Treasurer or the Secretary.
 - 2. Two-thirds (2/3) of voting teams in the Open Conference must approve the appointment of the Assistant Commissioner, Open Conference.
 - 3. Two-thirds (2/3) of voting teams in the Women+ Conference must approve the appointment of the Assistant Commissioner, Women+ Conference.

4. Two-thirds (2/3) of voting teams in a division must approve the appointment of the Division Representative for that division.
- B. Absence of the Commissioner
 1. The Commissioner is deemed absent when the Commissioner communicates that they are absent, or when a majority of available members of the Executive Committee determines that the Commissioner is absent.
 2. The Assistant Commissioner, Open Conference or the Assistant Commissioner, Women+ Conference, or both Assistant Commissioners together, may temporarily perform the duties of the Commissioner in their absence.
 3. If the Assistant Commissioner, Open Conference and the Assistant Commissioner, Women+ Conference are absent and/or their offices are vacant, the Treasurer may temporarily perform the duties of the Commissioner in their absence, except:
 - a. They are not permitted to authorize the expenditure of miscellaneous or non-budgeted funds.
 4. If the Assistant Commissioner, Open Conference, the Assistant Commissioner, Women+ Conference and the Treasurer are absent and/or their offices are vacant, the Secretary may temporarily perform the duties of the Commissioner in their absence, except:
 - a. They are not permitted to authorize the expenditure of miscellaneous or non-budgeted funds.
 - b. They are not permitted to be a designated co-signer of BASL checks.
- C. Vacancy of the Commissioner's office
 1. Until the office is filled, an Acting Commissioner is identified by the procedure for the absence of the Commissioner.
 2. If the Commissioner who vacated the office was registered as a member of the Open Conference, the Assistant Commissioner, Women+ Conference shall become Commissioner. If the Commissioner who vacated the office was registered as a member of the Women+ Conference, the Assistant Commissioner, Open Conference shall become Commissioner.
 3. If the Assistant Commissioner designated in the prior item is vacant or declines to assume the Commissioner position, the other Assistant Commissioner shall become Commissioner or call for a Special Election to fill the vacancy.
 4. If the offices of Commissioner, Assistant Commissioner, Open Conference and Assistant Commissioner, Women+ Conference are vacant, the Treasurer shall become Commissioner or call for a Special Election to fill the vacancy.
 5. If the offices of Commissioner, Assistant Commissioner, Open Conference, Assistant Commissioner, Women+ Conference and Treasurer are vacant, the Secretary shall become Commissioner or call for a Special Election to fill the vacancy.
 6. If all Executive Committee offices are vacant, the Governing Body shall elect a new Commissioner within 21 days. At least one Division Representative from the Women+ Conference and at least one Division Representative from the Open Conference shall serve as the Nominating and Elections Committee.

3.13 Duties and Responsibilities of the Executive Committee

- A. Shall be subject to the directives of the BASL Certificate of Incorporation, By-Laws and Codes, and the Governing Body.
- B. Shall meet before each Governing Body meeting and at other times deemed necessary by the Executive Board or by a motion of the Governing Body.
- C. Shall have the right to make and second motions at Governing Body meetings.
- D. Shall have authority in all matters pertaining to the BASL consistent with the BASL Certificate of Incorporation, By- Laws or Codes, or with any motion passed by the Governing Body.
- E. Shall have the power to interpret the BASL Codes at any BASL game not involving their team and make a decision with respect to such interpretation. Any such decisions shall be placed in the minutes of the next Governing Body meeting.
- F. Shall be responsible for performing duties deemed essential to the operation of the BASL. These duties include, but are not limited to:
 1. Ensuring that Permit Applications are submitted in a timely manner
 2. Informing the BASL of playing rule changes instituted by USA Softball, NAGAAA or ASANA
 3. Notifying teams when a player changes from a higher to a lower division

3.14 Duties and Responsibilities of the Division Representatives

Assist the Executive Committee in carrying out its duties with respect to the teams in their division. These duties shall specifically include:

- A. Be a liaison to their division's teams
- B. Be a member of the Scheduling Committee
- C. Advise division teams on the completing of their NAGAAA or ASANA ratings

3.15 Duties and Responsibilities of the Commissioner

- A. Direct policies and enforce all the rules of the BASL
- B. Preside over all meetings of the BASL Governing Body and Executive Board and be an ex-officio member of all committees
- C. Sign all documents in the name of the BASL when authorized by the Governing Body
- D. Not be a manager of any BASL Team or chairperson of any BASL-sanctioned tournament
- E. Be a designated co-signer of BASL checks
- F. Represent the BASL at NAGAAA and ASANA meetings or appoint an alternate representative
- G. Appoint the Financial Control Officer at the October or November meeting
- H. Prepare the agenda for Governing Body meetings
- I. Perform any duties assigned them by the Governing Body
- J. Be the BASL contact with the umpire associations in New York and New Jersey or appoint an alternate representative to be an Umpire/Field Coordinator

3.16 Duties and Responsibilities of the Assistant Commissioner, Open Conference

- A. When authorized by By-Law 3.12, temporarily or permanently perform the duties of the Commissioner
- B. Perform any duties assigned to them by the Commissioner and/or the Governing Body
- C. Be a designated co-signer of BASL checks
- D. Maintain and distribute Team Rosters
- E. Coordinate the BASL Fall League (Open Conference) or appoint an alternate representative

3.17 Duties and Responsibilities of the Assistant Commissioner, Women+ Conference

- A. When authorized by By-Law 3.12, temporarily or permanently perform the duties of the Commissioner
- B. Perform any duties assigned to them by the Commissioner and/or the Governing Body
- C. Be a designated co-signer of BASL checks
- D. Maintain and distribute Team Rosters
- E. Coordinate the BASL Fall League (Women+ Conference) or appoint an alternate representative

3.18 Duties and Responsibilities of the Treasurer

- A. When authorized by By-Law 3.12, temporarily or permanently perform the duties of the Commissioner
- B. Act as the custodian of BASL funds
- C. Keep an inventory of all BASL property
- D. Prepare all approved BASL checks for disbursement, except in an emergency, when he shall assign this duty to the Commissioner
- E. Be a designated co-signer of all BASL checks
- F. In consultation with the Executive Committee, prepare a yearly budget for presentation to, and approval of, the Governing Body at its November meeting
- G. Present a year-end written financial statement at the January Governing Body meeting
- H. Present a written financial statement at each regular Governing Body meeting
- I. Be a standing member of all committees involving the finances of the BASL
- J. Provide to the membership a copy of the BASL Budget and Year-end Financial Report after presentation to, and approval by, the Governing Body
- K. Submit yearly income tax reports to the IRS
- L. Perform any duties assigned to them by the Commissioner and/or the Governing Body

3.19 Duties and Responsibilities of the Secretary

- A. When authorized by By-Law 3.12, temporarily or permanently perform the duties of the Commissioner

- B. Keep and maintain the BASL membership roll, including team rosters
- C. Keep all records of the proceedings of the BASL, including BASL correspondence
- D. Take the minutes of Governing Body and Executive Board meetings
- E. Receive the monthly checking account statements, copy them and send the originals and the canceled checks to the Treasurer, and send a copy of the bank statement to the Financial Control Officer
- F. Notify the Governing Body of all regular and special meetings, and provide an agenda for all Governing Body and Executive Board meetings with the notification
- G. Perform any duties assigned to them by the Commissioner and/or the Governing Body
- H. Maintain a list of suspended members, expelled members and banned non-members, including the date of action

3.20 Duties and Responsibilities of the Umpire/Field Coordinator

- A. Represent the BASL at USA Softball umpire meetings or appoint an alternate representative
- B. BASL contact to the umpire associations in New York and New Jersey
- C. Review BASL and ASA Playing Rules
- D. Evaluate field time slots
- E. Review USA Softball Certified Equipment
- F. Main contact for team forfeits
- G. Responsible for disseminating information about field closures and forfeits to BASL teams and USA Softball umpire office

3.21 Duties and Responsibilities of the Executive Board

- A. Propose changes in the division structure to the Governing Body
- B. Review new team applications
- C. Review Team Charters of returning teams
- D. Prepare a season and a playoff schedule to be voted on at a Governing Body meeting each year, as required by the yearly meeting calendar
- E. Amend the schedule when rainouts occur
- F. Hold a Scorekeepers' meeting before each season
- G. Vote to approve full refunds to players who have registered and who have not played in a BASL game.
- H. Prepare the BASL Team information packet containing: the BASL Playing Rules for the current year, the Field Contact list for the current year, the directions to all fields, the permits to all fields, the ground rules for all fields, and USA Softball Membership Card and Insurance information.

3.22 Duties and Responsibilities of the Financial Control Officer

Review the BASL accounts on a monthly basis and report any irregularities to the Governing Body at its next meeting. Perform a yearly audit.

3.23 Committees

- A. Standing Committees and their general duties shall be:
 - 1. Social Events
 - a. General duties: Organize league social events, Awards Ceremony, Variety Show
 - 2. Fund Raising
 - a. General duties: Identify, plan and execute fundraising activities; seek partnerships
 - 3. Hall of Fame
 - a. General duties: Administer the Hall of Fame process specified in By-Law 3.24
 - b. The committee shall be composed of members of the BASL Hall of Fame
 - 4. Nominating and Elections
 - a. General duties: Administer the Nominating and Elections process specified in By-Law 3.9
 - b. No member of this committee shall be eligible to run for elected office in the year in which they served on the committee
 - 5. Recruiting
 - a. General duties: Promote the league to non-members; provide New Member services
 - 6. Website

- a. General duties: Manage content for Website, Social Media, Newsletter
- 7. Skills Clinic
 - a. General duties: Produce a comprehensive skills clinic
- 8. Incident Review Committee
 - a. General duties: Administer the incident review process specified in By-Law 1.6
 - b. No member of the Executive Committee shall be a member of this committee
- 9. Tournament Planning Committee
 - a. General duties: Organize, promote and produce a softball tournament
- 10. Diversity, Equity, and Inclusion
 - a. General duties: Guide the BASL on matters regarding diversity, culture and discrimination
- 11. Brand/Marketing
 - a. General duties: Maintain a consistent brand definition for BASL marketing materials
- 12. Ratings
 - a. General duties: Ensure that the league complies with NAGAAA and ASANA ratings guidelines
- 13. Women+
 - a. General duties: Coordinate all Women+ co-chairs of committees, organize Women+ business, speak on Women+ operational business at Executive Board and Governing Body meetings
- B. Ad hoc committees may be created by a vote of the Executive Board or the Governing Body. The vote authorizes a committee's duties until the next September 30, at which time it shall automatically terminate.
- C. Detailed responsibilities for each committee shall be specified by the Executive Board.
- D. Each standing committee shall have two co-chairs appointed by the Commissioner, one from the Open Conference and one from the Women+ Conference, unless the committee is focused on a single conference.
- E. Each committee shall have an Executive Board member designated as the liaison to the board.

3.24 Hall of Fame

- A. **Purpose:** The purpose of the Big Apple Softball League Hall of Fame is to provide an ongoing historical perspective of the development of the BASL and honor those who have made significant contributions to the BASL.
- B. **Membership Eligibility**
 - 1. Has been a member of the BASL for at least ten (10) seasons as either a player or non-player.
 - 2. Have made a strong contribution to BASL development, sportsmanship, and/or fellowship of the BASL.
 - 3. Be in good standing as either an active or retired member of the BASL.
- C. **Process**
 - 1. Nominations: Nominations for the BASL Hall of Fame will be accepted by the BASL Hall of Fame Committee on or before the May meeting of the BASL Governing Body.
 - 2. Any member of the BASL in good standing in the current season can nominate a candidate for the BASL Hall of Fame.
 - 3. Nomination forms can be obtained by downloading them from the BASL website.
 - 4. Once completed, forms and resumes are to be mailed/emailed or hand delivered to the BASL Hall of Fame Committee Chair by the May Governing Body meeting deadline.
- D. **Review by the BASL Hall of Fame Committee**
 - 1. The current BASL Hall of Fame committee at its next meeting will review copies of each nominee's application sheet, resume, and any accompanying support materials.
- E. **Voting Procedures**
 - 1. A ballot will be drawn up containing the nominees for the BASL Hall of Fame and be sent to each current voting member by June 15 each year. (The ballot can be a Word document or an online form that can be returned by email when completed.) The deadline for voting will be July 15 each year.
 - 2. A meeting of the BASL Hall of Fame Committee will convene at which the current Committee chair will open the ballots in the presence of the entire committee that will verify and tabulate the "yes" votes per candidate.
 - 3. Only those candidates who receive a vote of two-thirds (2/3) of the current BASL Hall of Fame members' voting will be inducted into the BASL Hall of Fame.
 - 4. The nomination of anyone who fails to garner enough votes will be reconsidered for two (2) more years after the initial year of nomination.

5. Voting members shall consist of all current members of the BASL Hall of Fame.

F. Induction

1. An induction ceremony to honor the current class of inductees will occur at the yearly Awards Party.
2. A speaker chosen by the BASL Hall of Fame Committee will introduce each inductee.

ARTICLE IV – FINANCE

4.1 The Fiscal Year of the BASL shall be from January 1st to December 31st.

4.2 A Fiscal-Year Budget shall be presented by the Treasurer for approval by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams.

4.3 Dues and Assessments

- A. The BASL Budget shall determine the amount of the BASL Partnership Contribution and USA Softball Membership Fee and Team Insurance Fee.
- B. The BASL Budget shall determine the BASL Membership Fee.
- C. The BASL Budget shall determine Forfeit Insurance.

4.4 Disbursement of BASL Funds

- A. Two (2) BASL officers shall sign all BASL checks.
- B. The Secretary shall not be a signer of BASL checks.
- C. The payee of a check should not be a signer of said check.
- D. BASL funds shall be disbursed only when part of a budget item or approved by the Governing Body; these funds will be disbursed only upon submission of a financial statement and/or receipts for expenditures.

4.5 No part of any USA Softball Membership Fee, Partnership Contribution or any other receipt of the BASL shall inure to the benefit of, or be distributed to, its members, trustees (if any), or other private persons, except that the BASL shall be authorized and empowered to pay reasonable compensation for any services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

4.6 Upon the dissolution of the BASL, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Such decision shall be made by the Governing Body.

4.7 The Commissioner, in conjunction with the Treasurer, may spend up to five hundred dollars (\$500) of miscellaneous or non-budgeted funds for an emergency BASL situation; this expenditure shall be reflected in the Treasurer's Report presented at the next Governing Body meeting.

4.8 Yearly Audit

- A. The BASL Treasurer shall meet with the Financial Control Officer prior to the February Governing Body meeting to audit the BASL books.
- B. The Financial Control Officer shall report their findings at the February Governing Body meeting.

ARTICLE V – PUBLICATION

5.1 The BASL shall disseminate all pertinent information monthly, including motions passed at Governing Body meetings, to the membership via the team representatives and/or the BASL Web site and/or via email.

ARTICLE VI – AMENDMENTS

6.1 These By-Laws may be amended at any meeting of the Governing Body by a three-fourths (3/4) vote of voting

members present, provided that the amendment(s) have been submitted in writing to the Secretary and read into the minutes at the preceding Governing Body meeting.

ARTICLE VII – INDEMNIFICATION

- 7.1 The BASL shall indemnify and hold harmless against all liabilities, authorized or to the fullest extent permitted under applicable law, any person who is or was an officer, committee member or member of the Governing Body (an "Indemnatee"), who is or was a party to or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise in respect of any past, present or future matter, including any action suit or proceeding by or in the right of the Company (an "Action"), by reason of the fact that the Indemnatee is or was serving as an officer committee member, or member of the Governing Body of the BASL; provided, however, that the BASL shall not indemnify an Indemnatee if a judgment or other final adjudication adverse to the Indemnatee establishes that the Indemnatee's acts or omissions (a) were acts or omissions that the Indemnatee knew or believed to be contrary to the best interests of the BASL (b) involved a knowing violation of law or (c) resulted in receipt by such person of an improper personal benefit.
- 7.2 The Indemnatee shall be entitled to be paid or reimbursed for reasonable expenses incurred in any Action to obtain indemnification or payment or reimbursement of reasonable expenses under this Article.
- 7.3 The BASL may underwrite the preceding provision for indemnification by purchase of appropriate insurance, to the extent that it is reasonably available.

ARTICLE VIII – CODE OF CONDUCT

- 8.1 The Big Apple Softball League was founded in 1977 as New York City's Gay/ Lesbian/ Bi/ Trans Softball League. Its teams often participate in the Gay Softball World Series. We welcome all adults (18 and over) to play softball in a LGBTQIA+-friendly environment. We do not discriminate and will not tolerate discrimination, be it based on sexual orientation, gender identity, race, religion, age or any other reason.
- 8.2 Players, coaches, managers and spectators will not make disparaging, threatening or insulting remarks, gestures and/or actions against or about an umpire, player(s) or spectators or commit acts that could be considered unsporting at games or league events. Please be advised that this league has a zero-tolerance policy for unsporting conduct, which further includes acts of intimidation, dangerous or over-aggressive play, bigoted remarks and behavior, and consumption or use of drugs or alcohol on or near the ballfields.
- 8.3 All BASL members are expected to be familiar with these rules, and to hold themselves and other league members accountable for adhering to them.

ARTICLE IX – CONFLICTS OF INTEREST

- 9.1 The Governing Body shall adopt and maintain a formal conflicts of interest policy ("COIP") to ensure that any transaction or arrangement that it may enter into with an officer or member of the Governing Body is in its best interests.
- 9.2 The Executive Committee shall appoint a Conflicts of Interest Officer to monitor compliance with the COIP. Neither the Commissioner nor the Assistant Commissioner, Open Conference nor the Assistant Commissioner, Women+ Conference may serve as the Conflicts of Interest Officer. The Governing Body, by a majority vote, may remove the Conflicts of Interest Officer. In the absence of a Conflicts of Interest Officer, the Treasurer shall serve as acting Conflicts of Interest Officer.
- 9.3 The Conflicts of Interest Officer shall consult with the Executive Committee on any potential violations of the

COIP. The Conflicts of Interest Officer shall make a periodic, but not less than semi-annual, report to the Governing Body regarding compliance of the BASL with the COIP.

Big Apple Softball League Athletic Codes

1.1 League Structure

- A. The BASL consists of division(s). At the March Governing Body meeting, the structure of the BASL shall be determined.

2.1 Team Manager Responsibilities

- A. Represent their team at Governing Body meetings. They may designate a representative in their place.
- B. Report the results of Governing Body meetings back to their team
- C. Collect and submit to the Executive Board: Team Rosters, Partnership Contributions, and Membership Fees
- D. Submit a lineup sheet to the umpire and opposing team manager before each game
- E. Pay the umpires for each regular-season game
- F. Maintain team sportsmanship at games
- G. Carry copies of the field permits, USA Softball Participants Manual and BASL playing rules to every game
- H. Submit the final scores of their team's games to the Division Representative by noon Monday each week during the regular season and playoffs, and their team's regular-season Statistics during or before the first weekend of Playoffs

3.1 New Player Selection Day

Each year the BASL shall hold a recruitment drive for new players.

- A. The new players that have been recruited by the BASL shall be separated by their ability and desire for competition.
- B. Teams in each BASL division shall then select from among the new recruits. The selection order for the first round in each division shall be the team finishing with the lowest winning percentage in the previous Spring Season regular season having the first pick for that division, with the next to last finisher next, etc., and will reverse for the second round, etc.
- C. A team that has voluntarily moved up a division shall select first in its new division. If there is more than one (1) team moving up, those teams shall select in the reverse order of the previous Spring Season's regular season winning percentages.
- D. A team that has voluntarily moved down a division shall select after the teams in its new division but before a new team. If there is more than one (1) team moving down those teams shall select in the reverse order of their previous Spring Season's regular season winning percentages.
- E. A new team shall be placed last in the selection order of the division it is entering (if there is more than one (1) new team in a division, their selection order shall be determined by random draw).
- F. Team participation in Selection Day is voluntary.
- G. The Selection Day Procedures to be followed are written in Appendix A of the Athletic Codes.

4.1 Forfeits

- A. A team will forfeit a game if it fails to have **nine (9) players** ready to play **after fifteen (15) minutes past the game starting time**.
- B. The forfeiting team will be responsible for **paying all of the umpire fees for the forfeited game**.
- C. If a team notifies the Commissioner, Assistant Commissioner, Open Conference, Assistant Commissioner, Women+ Conference, Division Representative, **Umpire/Field Coordinator** and the opposing team's manager by **12 NOON on the Wednesday** before the game in question, a confirmation will be given by an executive committee member, a forfeit shall be declared and the requirement to pay the umpire fees will be waived. Once a forfeit has been declared it cannot be reversed.
- D. A team will forfeit a game if an ineligible player (has not paid his/her Membership Fee or has been suspended by the BASL) plays for the team in that game.
- E. If a team forfeits **three (3) games during the regular season**, its seed will revert to last place and its first playoff game will be an automatic loss. If a team forfeits **four (4) or more games during the regular season**, it will not be permitted to play in the playoffs. If a team forfeits **five (5) or more games during the regular season**, its season will be terminated immediately.
- F. Pick-up Player (Free Agent List) procedures used to avoid a forfeit are written in Appendix B of the Athletic

Codes.

5.1 Team Rosters

- A. A team must consist of at least **twelve (12) active players** but not more than 25 active players (there is no roster limit on non-players).
- B. The Executive Board, from the online registration, will determine the initial team roster by the April Governing Body meeting.
- C. Addition(s) to the roster may be submitted for each player by using the online registration link on the Membership Fee. This can be done until the roster deadline (the June Governing Body meeting).
- D. Any player not selected in the current year's BASL selection process may, upon notification to the Executive Board and to the team that they are leaving, change teams through their team's **third week of scheduled games**. The Treasurer and the player's Division Rep must be notified by the Wednesday prior to the first game in which the transferring player is permitted to play for their new team; they will then notify the managers of the teams involved.
- E. Any player selected in the current year's BASL Selection Process is permitted to leave the team that selected them only by petitioning the Executive Board through their team's **third week of scheduled games**. The Executive Board is then responsible for determining which team the player may move to in accordance with BASL Selection Day Procedures published prior to the start of the season.
- F. Any team can request its roster from the Assistant Commissioner, Open Conference or Assistant Commissioner, Women+ Conference.
- G. If any team disbands, collapses and/or is unable to continue or complete the season, players on that team will be eligible to be transferred to another team's roster. The player will retain all of the games played on the former team. The Executive Board is then responsible for determining which team the player will be transferred to in accordance with BASL Selection Day Procedures. The Division Representative must be notified prior to the first game in which the transferring player is permitted to play for their new team; they will then notify the managers of the teams involved.
- H. The Executive Committee will review the WIN/LOSS/TIE record of the disbanded team and equalize the division standings among the remaining teams.

6.1 Awards

- A. First Place in the Playoffs in each Division: team trophy, individual awards
- B. Second Place in the Playoffs in each Division: team trophy, individual awards
- C. First Place for the Regular Season in each Division: team trophy, individual awards
- D. Second Place for the Regular Season in each Division: team trophy, individual awards
- E. A team that finishes first or second in both the Regular Season and the Playoffs will receive one (1) team award and one (1) group of individual awards for both accomplishments
- F. Individual Awards in each Division will be given for:
 - 1. Highest regular-season batting average (**to be eligible, a player's at bats total must be equal to at least twice the number of games PLAYED by their team**)
 - 2. Most home runs
 - 3. Most RBIs
 - 4. Pitching (Win/Loss percentage, for those who have PITCHED in 40 percent (40%) or more games PLAYED by their team)
- G. These awards will be given in each division.
- H. **Players must be present at a minimum of 50 percent (50%) of the season games PLAYED from time of registration to qualify for individual awards.**
- I. These awards will be based on FULL/COMPLETE season statistics (stats) submitted to the Division Representative by the deadline set by the Executive Committee.

7.1 Gay World Series Berths

Each year the Governing Body shall determine the number of NAGAAA/ASANA Gay World Series berths available for BASL teams and the method for awarding them at a meeting preceding the start of the season.

8.1 Spring Season Playing Rules

A. **Rules Basis:** BASL games shall be regulated by USA Softball Official Rules (Slow Pitch without Stealing), with the exceptions listed below. The umpire(s) cannot change these rules.

B. Field Conditions and Ground Rules

1. The distance between bases shall be 70 feet and the distance from the pitcher's plate to home plate shall be 50 feet.
2. Field safety:
 - a. The umpire shall have the power to suspend or postpone a game due to field conditions, including weather, darkness or safety-related reasons.
 - b. If the umpire deems the fields safe to play but both managers feel it is unsafe, then the game shall be postponed.
 - c. If the umpire suggests that the game be played on the grass as an infield, both managers must agree to play the game; otherwise, it shall be postponed.
3. A straight line out from the dugout fences delineates dead ball territory. Dead ball territory may be changed for safety or other purposes only by consent of both teams prior to the start of the game.
4. Balls that strike obstructions in fair territory (for example, trees) should be considered in play. Balls that are trapped under or behind obstructions in the field of play should be ruled dead and an appropriate number of bases awarded by the umpire.
5. Unless noted below, a fair-batted ball that clears a fence in flight is a home run. Exceptions:
 - a. At East River Park field #1, if a fair-batted ball clears the right field fence, it is a ground rule double.
 - b. At East River Park field #8, if a fair-batted ball clears the right field fence in flight, it is a ground rule double.
 - c. At Randall's Island, if the field has fences that are less than 250 feet from home plate, a fair-batted ball that clears the fence is a ground rule double.
6. At Randall's Island (Example: field #13, #14 and #33), if a fair-batted ball reaches the roadway in flight without ever touching the grass or touches the grass and then rolls into/past the roadway or stops in the road, it is a ground rule double.

C. Equipment

1. If bases are not to be provided by the league, a team that fails to bring bases is automatically the visiting team in all games (unless the opposing manager declines to enforce this penalty or both managers make arrangements prior to the game).
2. Only ASA and USA Softball-approved bats are allowed in BASL games.
3. No metal spikes are permitted.
4. The Open Conference shall use 12-inch softballs for all batters, and the Women+ Conference shall use 11-inch softballs for all batters.

D. Preliminaries, Grace Period and Starting Lineups

1. Game time begins at the scheduled start time for each game (or as soon after as the umpire is ready to start the game).
2. Number of Players Required to Avoid Forfeit: Minimum of nine (9) players must be present.
3. Grace Period: A game may start up to fifteen (15) minutes after its scheduled time to allow a team to have the minimum number of players present to begin the game. In that case, for the purposes of the time limit, the starting time of the game shall be at the beginning of that grace period.
4. Starting Lineups:
 - a. A team may bat nine (9) players without the penalty of an automatic out in the tenth position.
 - b. A maximum of thirteen (13) players, ten (10) fielders and three (3) Extra Players, may be in the starting lineup.
 - c. Teams shall present lineup sheets, including substitutes, to the plate umpire and to their opponents. Players needing a courtesy runner shall be starred "★" on the lineup before the game.
5. After the game begins, late-arriving players may be added to the end of lineup, up to the maximum, provided that the entire lineup has not already come to bat and both the umpire and the opposing team has been notified of the addition(s). If the entire lineup has already come to bat, a late player may be added to

the lineup sheet as an available substitute, provided that both the umpire and the opposing team manager have been notified.

E. **Game Length, Run Rule and Completion**

1. The standard game length is seven (7) innings, unless the time limit has expired.
2. Time Limit: No new inning shall start after seventy-five (75) minutes, unless a different time limit is noted on the schedule and/or decided by the Executive Committee.
3. A game that ends in a tie score due to time limit (after any number of innings) or field conditions (with at least 4 innings completed) shall be considered final and shall be recorded in the standings as a tie game.
4. Tie Game with Time Remaining: In the event of a tie at the end of the 7th inning with time remaining, the USA Softball Tie-Breaker Rule (USA Softball Rule 5, Section 11) shall be applied in the 8th inning and each half inning thereafter.
5. Run Rule: If a team is fifteen (15) runs ahead after five (5) innings (4 and one half innings (4½), if it is the home team), the game shall be stopped only if the opposing team agrees.
6. A game that is suspended after at least four (4) innings have been completed, or after the time limit has expired, shall be considered to be a complete game. USA Rule 5, Section 3 shall determine the score of a complete suspended game.
7. A game that is suspended before the completion of the 4th inning and before the expiration of the time limit shall be continued at a later date if a time slot is available.
8. (Note: the definition of a completed inning includes the second half-inning in which the home team is ahead and the visiting team has completed its turn at bat.)

F. **Pitching, Batting, and Running**

1. A pitch shall achieve a maximum height between 6 and 12 feet to be legal.
2. Batters shall start each at-bat with a 1-1 count with an available "courtesy foul": after two strikes, the first foul ball is not counted, but a second foul ball is an out.
3. A player who throws a bat without malice shall receive a warning; a second occurrence shall result in an automatic ejection from the game.
4. Courtesy Runners:
 - a. Up to three (3) players may be designated (starred) on the lineup sheet as being entitled to use courtesy runners.
 - b. A courtesy runner is the last unstarred recorded out in the lineup. If a courtesy runner is needed in the first inning and there are no outs, the courtesy runner is the last unstarred batter in the lineup.
 - c. In addition to the above, a courtesy runner may be used for a player injured during the course of the game if the opposing manager agrees.
 - d. If a batter entitled to a courtesy runner is walked, the courtesy runner shall go to First Base without the batter having to touch First Base.
5. A base runner who causes dangerous physical contact (determined by the umpire) with another player shall be automatically ejected from the game. A sliding base runner shall have their feet parallel to the ground, no higher than the defensive player's ankle.

G. **Approved Game Participants**

1. Only umpires and BASL Members in good standing are permitted to be on the field during or between games.
2. Each game shall have a minimum of one (1) umpire.
3. A BASL member who plays on a BASL team and is also an USA Softball-sanctioned umpire is not permitted to umpire a game involving a team in their team's division.

H. **Protests**

1. Types: Misinterpretation of a playing rule (must be made before the next pitch); illegal substitution or re-entry (must be made while said player is in the game); ineligible player (can be made within three (3) days of the game's completion).
2. The manager of the protesting team shall immediately notify the plate umpire and the opposing manager that the game is being played under protest. The plate umpire shall then be required to sign and note the

protest in the protesting team's scorebook.

3. The protesting manager shall prepare a written protest. It shall contain the following: date, time, and place of the game; a copy of the signed score sheet of the game; the rule and section under which the protest is being made; and a brief description of the game situation at the time of the protest, including the names of the players involved.
4. The written protest shall be filed with the BASL Secretary within three (3) days of the conclusion of the game in protest. If the BASL Secretary is on a team involved in the protest, the written protest shall be filed with any other member of the BASL Executive Committee not involved in the protest. The Executive Committee member receiving the protest shall notify the opposing manager and give them the opportunity to comment on the protest.
5. The Executive Committee shall render judgment on the protest within fourteen (14) calendar days of its receipt. If a member of the Executive Committee is on a team directly affected by the protest, the Commissioner shall appoint a manager from another division to replace them for the purpose of reviewing the protest.
6. A copy of the judgment with a brief explanation shall be given to each manager involved in the protested game. This judgment shall also be read into the minutes of the next Governing Body meeting. At this meeting, either team involved in the protest has the right to appeal the ruling to the Governing Body.

8.2 Spring Season Playoff Rules

- A. All playoff games are governed by playing rules detailed in section 8.1, with the following exceptions:
 1. The Championship and "If Necessary" games shall be untimed.
 2. A tied playoff game shall be continued until a winner is determined.
- B. The format for the playoffs in each division shall be a double-elimination tournament, unless the Governing Body establishes an alternate format at a meeting prior to the start of the season.
- C. A player shall be eligible to participate in the playoffs if they have attended at least 50% of regular season games PLAYED by their team after the player registered. In the event of a win by forfeit, count the game in the denominator (total games played) and all players on the roster get game credit. The forfeiting team does not get player credit and the game does not get counted in the denominator (total games played).
- D. The higher-seeded team shall be the home team for every playoff game, except the Championship Game and the Championship Rematch Game ("If Necessary"). In the Championship Game, the home team shall be the undefeated team in the Winner's Bracket. In the Championship Rematch Game ("If Necessary") the home team shall be determined by coin toss.
- E. Playoff seeds are determined by the regular season standings.
 1. Winning Percentage (including Ties*)
 2. Head-to-head record
 3. Fewest runs allowed head-to-head
 4. Fewest runs allowed in all games
 5. Most runs scored head-to-head
 6. Most runs scored in all games

*Ties shall be counted as ½ win and ½ loss
- F. See Athletic Code 4.1 for additional impacts on playoff seeds in the event a team forfeits an excessive number of games.
- G. In the event the final round of the playoffs is canceled due to weather, the playoff Champion and runner-up in a division shall be determined by applying 8.2 Rule E.4 and E.6 (above) to the games played during the playoffs by the remaining Winner's Bracket teams. If only one (1) team remains in the Winner's Bracket, that team shall be declared the playoff Champion and the team that lost the last Winner's Bracket game shall be the runner-up.
- H. In the event that all games of the playoffs are canceled due to weather, the Champion and runner-up in each division shall be determined by the final regular-season standings.

8.3 Rescheduling Suspended and Postponed Games

- A. Decisions concerning postponements due to weather conditions shall be made by the Commissioner, Assistant Commissioner, Open Conference and/or Assistant Commissioner, Women+ Conference, no earlier than twenty-four (24) hours before the game.

- B. For games that are not postponed in advance by the league, teams must report to the field and the umpire shall determine if conditions are playable.
- C. Once a game is suspended or postponed, it cannot be continued or played unless the affected team managers agree for the game to be rescheduled and it is rescheduled by the BASL.
- D. For games suspended prior to completion (as defined in 8.1.E), if the game is not rescheduled, it shall be considered not to have been played. It shall not be counted in the standings, and the stats from an incomplete game shall be disregarded.

8.4 Amendments to Playing Rules

- A. Changes to Athletic Code 8.1 to 8.3 may be made to affect the entire BASL by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams; or made to affect a Conference by a two-thirds (2/3) vote of the Conference's teams present at the Governing Body Meeting.
- B. The vote may be made at any meeting from September 30th to the last Governing Body meeting before the beginning of the Spring season each year.

9.1 Amendments to Other Athletic Codes

- A. These Codes may be amended at any Governing Body meeting by a vote of two-thirds (2/3) of all voting teams, which must include a majority of Open Conference voting teams and a majority of Women+ Conference voting teams.
- B. Only the teams in that Conference shall vote upon amendments that pertain to only one (1) Conference.

Athletic Codes, Appendix A

BASL Selection Day Procedures

The following rules govern the BASL New Player Selection Day Procedures.

I) Organization

- (A) New Player Selection Day(s) shall be divided between a period for Open Conference teams and a period for Women+ Conference teams.
- (B) For each period, a Selection Day Organizer shall be designated by the Executive Committee to be responsible for directing the process.

II) Team Representation and Conduct

- (A) Each team must have no more than three (3) representatives in the selection process.
 - Additional members of a team may volunteer to assist the try-out process, if approved by the Selection Day Organizer. However, these additional members must not participate in the selection process.
- (B) Team representatives must not directly contact potential players prior to selection.
 - Players with questions must be directed to the Selection Day Organizer or to BASL officers.
 - Team representatives who have questions for players (for example, willingness to play certain positions) must relay them through the Selection Day Organizer rather than asking directly.
- (C) Failure to abide by this rule may be considered evidence of tampering with the selection process. Penalties for non-compliance are described below.

III) Player Sign-In and Try-Outs

- (A) Each potential player must sign in before beginning the process.
- (B) Linked pairs:
 - Two players may sign in as a linked pair. In that case, a team must select both of them together.
 - If players want to be joined as a linked pair, they must declare it when signing in. There is no allowance for retroactively forming a pair after beginning the try-out process.
 - Players must not sign up as a group of more than two. There is no allowance for linked triples, quads, etc.
- (C) Team representatives shall be notified which players will be participating in both the Open Conference and Women+ Conference Selection Day activities.
- (D) Player try-outs are directed by the Selection Day Organizer and may include fielding drills, batting practice, throwing, running, and/or any other softball skill assessment.

IV) Selection Process

- (A) See Athletic Code 3.1 for the order of selection.
- (B) A division may change its selection order by a majority vote of all teams in the division. Teams not present for the vote must be counted as votes against the change.
- (C) Team representatives must be prepared to select a player upon notification by the Selection Day Organizer. Failure to make a selection in a timely manner will result in losing that turn.
- (D) After selecting a player but before informing players, a team may relinquish (give back) a selection to the pool of available players. However, after informing players of selections, each player must be offered the opportunity to join the team that selected them, even if a team believes they made an error in selection.
- (E) If a team selects either member of a linked pair, they must select both of them. When a team selects a linked pair, it obtains two players in a single selection, thus its next turn in the selection process must be skipped.
- (F) A player must not be approached on the field by the team that selected them until the Selection Day Organizer or a BASL officer has notified teams they may talk directly to selected players.

V) Withdrawing from a Team that Selected the Player

- (A) If a selected player does not wish to play on the team that selected them, they may withdraw from that team by informing the team manager. However, if they wish to remain in the BASL, they are not permitted to choose a different team to play for.
- (B) If there is another Selection Day on the calendar, a withdrawn player may reenter the process in the hopes that they are selected by a different team.

- (C) If it is after the last Selection Day but before their team's third weekend of scheduled games, a withdrawn player may request that the BASL place their name on an Additional Player Waiting List. (This is the list with all potential players who request to join the league after Selection Days are complete.)
- (D) If a player withdraws from their team during or after the third weekend of scheduled games, they are not eligible to play on any other team that season (in accordance with Athletic Code 5.1).
- (E) If a selected player changes teams without going through the requirements of this rule, it can be considered evidence of tampering with the selection process. Penalties for non-compliance are described below.

VI) Penalties for Non-Compliance

- (A) If, after an investigation, the Executive Committee determines that a team representative failed to comply with these rules or otherwise determine that an attempt was made to tamper with the selection process, they may assess one or more of the following penalties, depending on the severity of the infraction:
 - Censure of that team at a Governing Body meeting for attempting to tamper with the selection process in a reckless or deliberate manner.
 - Two-game suspension of the individual(s) found to have failed to comply with the rules.
 - Two-game suspension of the team's manager, even if the manager themselves was not present, or was present and complied with the rules.
 - Loss of one, some or all of that team's turns to select players in a future Selection Day.
 - Reassignment of one, some or all of that team's selections to other teams willing to accept them.
- (B) Any penalty may be appealed at the next scheduled Governing Body.

VII) Amendments to this Appendix

Amendments to this Appendix must follow the requirements for amending the Athletic Codes, as defined in 9.1.

Athletic Codes, Appendix B

Pick-up Player (Free Agent List) Procedures

The following rules are applied to avoid game forfeits and paying the forfeit fees

Requesting Team:

Division	Team	Manager	Game Date	Location	Time	Games	Notes

Opposing Team:

Division	Team	Manager

Free Agent/Pick-up:

NAGAAA/ASANA ID	Name	E-mail	Team	Division	Rating

- Maximum of three (3) Pick-up Players/Free Agents may be used in a single game.** The team maximum with Pick-up Players/Free Agents will be **nine (9) Players**.
- Forfeit penalties for Playoff qualifications still apply. If a team uses Pick-up Players/Free Agents in **four (4) games during the regular season**, its seed will revert to last place and its first playoff game will be an automatic loss.
- If a team uses Pick-up Players/Free Agents in **five (5) or more games during the regular season**, it will not be permitted to play in the playoffs.
- If a team uses Pick-up Players/Free Agents in **six (6) or more games during the regular season**, its season will be terminated immediately.
- Teams may designate **up to five (5) permanent Pick-up Players** by the third weekend of the Spring season. These players will serve as a pre-approved pool of Pick-up Players to be drawn from. Managers must get approval from their respective Division Representative by the third weekend of the Spring season.
- Division Representatives must keep a log of each team's pre-approved Pick-up Players and have it finalized and sent to all managers before the fourth weekend of play.
- Dima Division** can pick up from Fitzpatrick & Panarace.
- Fitzpatrick Division** can pick up from Panarace, Sachs, Mousseau, Marvell and Green-Batten.
- Panarace Division** can pick up from Sachs, Marvell, Green-Batten, and at most 1 player from Mousseau.
- Sachs Division** can pick up from Green-Batten, at most 1 player from Marvell, and at most 1 player from Mousseau.
- Mousseau Division** can pick up any player who does not identify as a cis man from Fitzpatrick, Panarace, Sachs, Marvell and Green-Batten.
- Marvell Division** can pick up any player who does not identify as a cis man from Panarace, Sachs, Green-Batten, and at most 1 player from Mousseau.
- Green-Batten Division** can pick up any player who does not identify as a cis man from Panarace, Sachs and at most 1 player from Mousseau, and at most 1 player from Marvell.
- Pick-up Players/Free Agents shall not be chosen from the same division.**
- Pick-up Players/Free Agents shall not be chosen for the Playoffs.
- Pick-up Players/Free Agents need to be identified by e-mail to the opposing manager with the Executive board (execboard@bigapplesoftball.com) and Division Representative on cc by the **Thursday** before your scheduled game. Should any instances occur where changes need to be made after the Thursday deadline, managers must contact their division rep and opposing manager before their first scheduled game of the weekend begins.
- If a manager is unable to secure a Pick-up Player from their select five players, the manager must contact their Division Representative and opposing manager to explore the use of alternative lists of Pick-up Players.

By-Laws, Appendix C

Big Apple Softball League • Team Charter/Certification

I/We,

_____ [print manager's name and team representative name(s), if any]

as Team Manager and Representative(s), assert that

_____ [print team name]

qualifies as a team in good standing in the Big Apple Softball League.

As Team Manager and Representative(s), I/We pledge that our team will:

- 1 Abide by the rules and regulations of the League's By-Laws, Code of Conduct and Athletic Playing Rules.
- 2 Make every effort to have a representative present for every monthly Governing Body meeting.
- 3 Make every effort to field a team for each scheduled game in order to preserve the integrity of the schedule for our team and our opponents.
- 4 Honestly rate players to their appropriateness in our division of play in the interests of competitive balance and fair play.
- 5 Abide by the recommendations and/or requirements of the Executive Committee in order to have our Team Charter renewed for the following season.
- 6 Accept that frequent and flagrant infractions of the above may result in our Team Charter not being renewed.

Signed:

Manager

Date

Team Representative

Date

Team Representative

Date

Change Log, Appendix D

Section	Original Text	Change	Notes
C. of I., section 2.3	To foster knowledge and training in the field of softball, aimed at educating the community served about the physical, social, psychological, and intellectual benefits of athletics.	Rewrite 2.3 To educate the LGBT community about the physical, social, psychological, and intellectual benefits of athletics.	Certificate of Incorporation Approved by GB – 1/11/2017
C. of I. Article II	(None)	Add 2.4 To foster local, state, national and international sports competition by planning, participating, knowledge and training in the field of softball while educating the LGBT community served about the physical, social, psychological, and intellectual benefits of athletics.	Certificate of Incorporation Approved by GB – 1/11/2017
---	“Sponsor” and “Sponsorship”	Have been replace with “Partner” and “Partnership”	Throughout Approved by GB – 1/11/2017
Ath. Code 8.1.O	Batters will start each at-bat with a 0-0 count	Batters will start each at-bat with a 1-1 count	Athletic Code Approved by GB – 2/8/2017
Ath. Code 8.1.Z.5	Within two (2) weeks of its receipt	within fourteen (14) calendar days of its receipt	Athletic Code Approved by GB – 2/8/2017
Ath. Code 8.1.E	BASL games are ninety (90) minutes	Line removed.	Athletic Code Approved by GB – 2/8/2017
Ath. Code 4.1.C	and the opposing team's manager by 11:59 PM Eastern Time on the Thursday	and the opposing team's manager by <u>12 NOON on the Wednesday</u>	Athletic Code Approved by GB – 2/8/2017
Ath. Code 5.1.A	A team must consist of at least 10 active players	A team must consist of at least <u>twelve (12) active players</u>	Athletic Code Approved by GB – 2/8/2017
Ath. Code 5.1	Added G	Any team that disbands, collapses and/or are unable to continue or complete the season, players on that team will be eligible to be transferred to another team’s roster. The player will retain all of the games played on the former team. The Executive Board is then responsible for determining which team the player will be transferred to in accordance with BASL	Athletic Code Approved by GB – 2/8/2017

Section	Original Text	Change	Notes
		Draft Procedures. Division Representative must be notified prior to the first game in which the transferring player is permitted to play for his/her new team; they will then notify the managers of the teams involved.	
Ath. Code 5.1	Added H	Executive Committee will review the WIN/LOSS/TIE record of the disbanded team and equalize the division standings among the remaining teams	Athletic Code Approved by GB – 2/8/2017
Ath. Code 6.1.B	Second Place in the Playoffs in each Division: team trophy	Second Place in the Playoffs in each Division: team trophy, individual awards	Athletic Code Approved by GB – 2/8/2017
Ath. Code 6.1.D	Second for the Regular Season in each Division: team trophy	Second Place for Regular Season in each Division: team trophy, individual awards	Athletic Code Approved by GB – 2/8/2017
Ath. Code 6.1.F	Pitching (Win/Loss percentage, for those who have PITCHED in 40 percent or more of their teams games.)	Pitching (Win/Loss percentage, for those who have PITCHED in 40 percent (40%) or more games PLAYED by his/her team)	Athletic Code Approved by GB – 2/8/2017
Ath. Code 6.1	Add H	Player must be at a minimum of 50 percent (50%) of the season games <u>PLAYED</u> from time of registration to qualify for individual awards.	Athletic Code Approved by GB – 2/8/2017
Ath. Code 6.1	Add J	These awards will be based on <u>FULL/COMPLETE</u> season statistics (stats) submitted to the Division Representative by deadline set by the Executive Committee.	Athletic Code Approved by GB – 2/8/2017
---		2017 revised By-Law section per yearly review	By-Laws emailed to managers. Approved by GB based on email. No review at GB meeting 3/8/2017
C. of I. Article II, By-Laws Article IV		Revised Certificate of Incorporation and By-Laws to reflect certain IRS language to ensure 501(c)(3) status	Approved by GB - 7/14/2021
Ath. Code 8.1 - 8.4		Restructured Athletic Codes 8.1 to 8.4 (Playing Rules) to make the rules easier to review, understand and (in the future) modify	Approved by GB - 4/19/2023

Section	Original Text	Change	Notes
---		<ul style="list-style-type: none"> ▪ Use genderless language like "they/them" or "the player". ▪ Rename "Women's Division" to "Women+ Division". ▪ Change LGBT language to include LGBTQIA+ language. ▪ Rename "Draft" (as in "Draft Day", "draft procedures") to "Selection". ▪ Correct typos or formatting errors, but ensure that these corrections do not change the original meaning of the text. 	Approved by GB - 8/09/2023
---	"Division" when referring to the Open Division or Women+ Division	"Open Division" becomes "Open Conference" and "Women+ Division" becomes "Women+ Conference", to distinguish Open/Women+ Conferences from skill-level-based Divisions	Approved by GB - 8/09/2023
---		For by-laws and athletic codes that require a two-thirds vote to make a change, require a majority of Open Division teams, a majority of Women+ Division teams, and two-thirds (2/3) of all voting teams for authorization, to support equity between Open and Women+ divisions.	Approved by GB - 8/09/2023
By-Law 2.4, item I	Meeting Procedure	Rely on Robert's Rules, a common parliamentary procedure source, instead of the less accessible book by Jones. Specify the responsibilities of the presiding officer to interpret and follow parliamentary procedure, with the option to appoint a parliamentarian for support.	Approved by GB - 8/09/2023
By-Law 3.6, 3.9	Requirements for Office; Elections Procedures	Clarify that the Open conference and Women+ conference Assistant Commissioner candidates must be members of their respective conference. And that each conference elects its Assistant Commissioner.	Approved by GB - 8/09/2023
By-Law 3.12	Vacancies in Office	If the Commissioner's office becomes vacant, the order of succession is changed to the following: If the departed Commissioner was a member of the Open Conference, the office is offered first to the Assistant Commissioner, Women+ Conference. If the departed Commissioner was a member of the Women+ Conference, the office is offered first to the Assistant Commissioner, Open Conference. If both Assistant Commissioner offices are vacant,	Approved by GB - 8/09/2023

Section	Original Text	Change	Notes
		the order of succession proceeds as before: Treasurer, then Secretary.	
By-Law 3.23	Committees	Provide a skeletal summary of each standing committee, along with requirements that there be two co-chairs, one each from Open and Women+ conferences. Approve new standing committees: Diversity, Equity and Inclusion; Brand/Marketing; Ratings; Women+.	Approved by GB - 8/09/2023
By-Law 8.1 - 8.3	Code of Conduct	Replace the language "gay-friendly" with "LGBTQIA+-friendly"; "gender expression, sex" with "gender identity"; "unsportsmanlike" with "unsporting". State that our code of conduct covers behavior both at games and at league-sponsored events.	Approved by GB - 8/09/2023
Appendix B	Pick-up Player Form and Process	In the Pick-up Player process, incorporate the new Marvell division. Also, allow teams to designate a "pool" of pick-up players in advance that can be drawn from when needed.	Approved by GB - 8/09/2023
1.6, 1.7, 1.8	1.6 covered suspensions. 1.7 covered expulsions. 1.8 covered banning.	Combine 1.6 to 1.8 into a single item: 1.6: Suspension, Expulsion, Banning. Provide significant detail on how to adjudicate the any incident, including timing and required votes by the Executive Committee.	Approved by GB - 12/13/2023
By-Law 2.4.C	Governing Body agendas were organized by month	Governing Body agendas are organized by groups of months (e.g. January-April, May-August...) to allow more flexibility to determine which meeting covers which topic.	Approved by GB - 12/13/2023
Athletic Code 3.1	New Player Selection Day	Minor corrections to clarify selection order	Approved by GB - 12/13/2023
Appendix A	New Player Selection Day Procedures	Revamped contents to be shorter and clearer	Approved by GB - 12/13/2023
Appendix E	Log of individuals who are expelled from the BASL	Removed the appendix to keep names of expelled individuals confidential	Approved by GB - 12/13/2023

By-Laws, Conflicts of Interest Policy, Appendix E

Article I: Purpose

1. The purpose of this “Conflicts of Interest Policy” is to protect the interests of the Big Apple Softball League (the “BASL”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the BASL 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

1. Interested Person: Any director, principal officer, or member of a committee with BASL Governing Body delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
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 in any entity with which the BASL has a transaction or arrangement,
 - b. A compensation arrangement with the BASL or with any entity or individual with which the BASL 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 Organization is negotiating a transaction or arrangement.
 - d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - e. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate BASL Governing Body or committee decides that a conflict of interest exists.
3. BASL Governing Body: The Governing Body of the BASL as defined in the BASL By-Laws.

Article III: Procedures

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 be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
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, the person shall leave the BASL Governing Body or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining BASL Governing Body or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, said person 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 BASL Governing Body or 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 BASL Governing Body or committee shall determine whether the BASL 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 BASL Governing Body or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the BASL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violation of the Conflicts of Interest Policy:

- a. If the BASL Governing Body or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigations as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

1. Minutes of Meetings: The minutes of the BASL Governing Body and all committees with BASL Governing Body 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 BASL Governing Body 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

1. Receipt of Compensation: A voting member of the BASL Governing Body who receives compensation, directly or indirectly, from the BASL for services is precluded from voting on matters pertaining to that member's compensation.
2. Voting on Compensation: A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, for the BASL for services is precluded from voting on matters pertaining to that member's compensation.

Article VI: Annual Certifications

1. Annual Certification: Each officer and committee chair with BASL Governing Body delegated powers shall, no less than annually, sign a statement which affirms such person:
 - a. Has received a copy of the Conflict of Interest Policy (the "COIP"),
 - b. Has read and understands the COIP,
 - c. Has agreed to comply with the COIP, and
 - d. Understands the BASL is charitable 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

1. To ensure the BASL operates in a manner consistent with charitable purposes and does not engage in activities that 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 the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the BASL 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.
- c. The periodic reviews shall be conducted by the Conflicts of Interest Officer.

Article VIII: Outside Vendors

1. When conducting the periodic reviews as provided for in Article VII, the BASL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the BASL Governing Body of its responsibility for ensuring periodic reviews are conducted.