



BY-LAWS

The following Bylaws were formulated with the definitions and laws as stated within the applicable Not-for-Profit Corporations Act of the State of Illinois, wherein the Corporation (Chicago MSA) was incorporated September 1, 1998.

BYLAWS RATIFIED September 1998

Amended September 2012

Amended September 2013

Amended September 2015

Amended September 2018

CMSA BY-LAWS
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I. THE CORPORATION

A. NAME

Chicago MSA

B. PURPOSES OF THE CORPORATION

1. Chicago MSA's (CMSA's) first specific purpose shall be to promote competitive league and recreational activities within the LGBT community in the following areas: sports, banquets and parties relating to a specific athletic competition/event, or other activities deemed appropriate to the Board of Directors of CMSA.
2. Chicago MSA's (CMSA's) second specific purpose shall be to foster knowledge and training in the field of athletics by conducting regular classes of instruction in any of the athletic areas mentioned above, for those needing and wanting such instruction; and by conducting public programs (forums, discussion groups, lectures or films) aimed at educating the community served about the physical, social, psychological and intellectual benefits of athletics.

C. ORGANIZATIONAL STRUCTURE

This corporation is organized exclusively for the education, social and other purposes deemed appropriate by the Board of Directors as prescribed by the applicable Not-for-Profit Corporations Act of Illinois and the applicable sections of the Internal Revenue Code, including, for such purpose, the making of distributions to organizations that qualify as exempt under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Ni part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by donation to Illinois Not-for-Profit corporations/organizations for the benefit of the LGBT community, as determined by the Board of Directors.

II. BOARD OF DIRECTORS

A. POWERS

The Board of Directors shall have the power, after the membership, to determine policy, give direction, determine design, specify purposes and goals, assent to and dissent from action, and in all other ways act as agent for the membership in controlling and governing

the overall function of the Corporation (Chicago MSA). Although CMSA Membership shall be superordinate to the Board of Directors, the sole power to elect officers and create offices shall be vested in the Board of Directors.

B. FURTHER POWERS

The Board of Directors of Chicago MSA, which shall herein be known as the Parenting Corporation and which was incorporated September 1, 1997 in the State of Illinois, shall have the power after receiving authorization from the CMSA Membership, to enlarge the Corporation by parenting, forming, establishing, or acquiring other corporations and other types of organizations both within and without the State of Illinois and the United States of America, provided such power and action by Chicago MSA (CMSA) shall not violate its Articles of Incorporation, Bylaws, the applicable Not-for-Profit Corporations Act of Illinois, the Federal Laws of the United States of America, or the laws whatsoever state, province or nation in which the branch or parented, formed, established or acquired corporations shall exist, and provided that such branches and parented or acquired corporations shall have the following conditions:

1. Such branches and parented corporations shall be established, parented or acquired by specific act and vote of the Board of Directors of the Parent Corporation, CMSA.
2. Such branches and parented, established or acquired corporation shall remain under the control, supervision and direction of the Board of Directors of the Parent Corporation, CMSA, subject only to the laws of the state, province, or nation in whose jurisdiction the branches or corporations are so established, parented or acquired.
3. The Board of Directors of the parented, established or acquired corporation shall be appointed by the Board of Directors of the Parent Corporation, CMSA, with the following provisions:
 - a. All Directors of the Parenting Corporation shall be appointed to the Board of Directors of the parented, established or acquired corporation.
 - b. The Board of Directors of the Parent Corporation and the local law shall determine the size of the Board of Directors of the parented, established or acquired corporation.
 - c. The Board of Directors of the Parent Corporation may enlarge itself, where it sees fit, to encompass the Board of Directors of the parented, established or acquired corporation, thereby making the two Boards extensive, coequal and congruent.

C. SIZE

The Board of Directors of CMSA shall consist of eleven (11) members. The Voting Majority of CMSA shall elect five (5) members of the Board. The elected Board, by majority vote, will appoint up to six (6) members of the Board to further goals and programs of the organization.

D. VOTE & TERM OF OFFICE

All members of the Board elected by the Voting Majority shall serve for two (2) years from the date on which they were elected. In case of resignation, removal or vacancy due to

illness, death; the Board, by majority vote, shall make an appointment to fill the seat until the next election.

E. VOTING & PROXIES

Each member of the Board shall have one (1) vote and each Member shall have the right to assign his or her voting right to a proxy, provided he or shall specify this assignment in writing to the Board in advance of its exercise, and shall specify in his or her writing the time interval and purpose and manger for which the proxy may be used. A proxy vote shall not constitute attendance.

F. QUORUM

A simple majority of the Board of Directors shall constitute a quorum.

G. CHAIRPERSON

The President shall preside and officiate all meetings of the Board. The Vice-President of Operations will serve as "Chairperson" in the President's absence. They shall supervise all investigations initiated by Board leading discipline and/or removal of a Director/Commissioner/Committee Chair. If the President is being investigated, the Vice-President of Operations shall supervise the investigation.

H. MEETINGS

The Board of Directors shall meet at least quarterly. Any three (3) Members of the Board may call a special meeting of the Board upon notice. In the event of a special meeting of the Board, at least one (1) weeks' notice must be given all Board Members or their proxies, in writing, unless a dire and utter emergency is encountered, in which case a meeting may be convened any time after notice is given. The business to be conducted in the meeting shall be specified in the notification. All general meetings of the Corporation shall be conducted under the Robert's Rules of Order.

I. REMOVAL FROM OFFICE

A Director may be removed from office provided if it can be shown that he or she has:

1. Failed to fulfill his or her duties and functions, or
2. Manifested no interest or desire to serve the interest of the Corporation, or
3. Assaulted the integrity or threatened the person of fellow Board Members, or 4. Shown him or herself to be incapable of action or responsibility, or 5. Failed to attend three (3) meetings in a 12-month period.
 - a. A Board Member that violates Article I, sub-section 5 should be immediately removed from office and are not subject to the normal removal process.

J. PROCEDURE FOR REMOVAL

The office of Director may be vacated and the Director occupying it removed in the following manner.

1. When it shall seem necessary to the well- being of the Corporation (CMSA) that a Director be removed, those Directors seeking the removal of a fellow Board Member shall first place before the Chairperson of the Board a written statement calling for an
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investigation leading to the removal of the challenged Director, and setting forth the reason(s) why this course of action is sought.

2. Having been given a written statement as before described, the Chairperson shall initiate an investigation of the reason(s) set forth in the statement, and shall involve actively in the investigation at least one (1) other Board Member, who shall from the Members NOT involved with the challenge.
3. The Chairperson shall inform the challenged Director, as well as the Members of the Board, of receipt of the statement and the initiation of the investigation. This shall be done in writing directly to each Member or his or her proxy immediately upon beginning the process.
4. The Chairperson shall invite the challenged Director to prepare and present a defense against the charges and shall call a meeting of the Board for holding a hearing and taking a vote.
5. The Chairperson shall officiate at the hearing.
6. All charges, defenses and results of the investigation shall be presented at the hearing. An opportunity must then be provided for the Board Members to ask questions and obtain answers. If the Board unanimously requests it, the hearing may be recessed and reconvened at the Boards discretion.
7. With the conclusion of the period of questioning, all parties to the challenge (investigator, challenger(s)), and the challenged shall be allotted time to summarize and present final arguments.
8. The Chairperson shall close all arguments after sufficient time and shall instruct the Board to deliberate upon the matter for a period of time to be agreed upon by majority vote of the Directors, excluding the Challenged Director, but which shall not exceed forty-eight (48) hours.
9. At the close of the deliberation period, the Chairperson shall call for a vote among the Board Members, excluding the challenged Director, to decide whether the challenged Director may be removed from office.
 - a. Where a legal meeting of the Board has been convened in the matter of removal, and a vote is called, a vote of 2/3 of the total Board of Directors eligible to vote in favor of removal shall be required before a challenged Board Member/Director/Commissioner may be removed.
 - b. Where a legal meeting of the Board has been convened in the matter of removal, proxy votes WILL NOT be allowed.
10. Removal of a Director from office shall not affect his or her membership in the Corporation (CMSA).

K. RETIREMENT/RESIGNATION

A Director may either retire or resign from the Board by filing a written notification two (2) weeks in advance of the intended action. A Board member's retirement or resignation shall not affect his or her membership in the Corporation (CMSA).

L. DEATH

In the event of the death of a Member of the Board, his or her office shall be considered vacant.

M. ELECTIONS

All elections for Members of the Board of Chicago MSA shall be held in the month of July, with nominations for candidates taken in the month of June. To be nominated, a nominee must be a current member of CMSA for at least one (1) year. All members will be notified of the election by the quickest and most modern form of communication.

1. Election to the Board shall be conferred by a majority vote (at least 51%) of those voting members of CMSA gathered in convention at a specified place, date and time, or by such method deemed appropriate by the Board.
2. Three positions to the board shall be elected in even number years, and two positions to the board shall be elected in odd number years.
3. Voting shall be done by secret ballot.
4. Proxy voting and absentee voting shall not be allowed.
5. All appointed Board Member terms will end after the next election. The “elected” board shall fill the appointed positions after they are elected in July.

III. CORPORATE OFFICERS

A. TITLE

1. President
2. Vice-President of Operations
3. Vice-President of Athletics
4. Secretary
5. Treasurer

B. ELECTIONS

All Corporate Officers shall be elected each year by majority vote of the Board of Directors, in the month of July.

C. DUAL OCCUPATION

There shall be NO DUAL OCCUPATION of office by any individual.

D. DESIGNATION BY DIRECTORS

The Board of Directors may designate the Officers of the Corporation by other titles as it may later specify.

E. REQUIREMENTS

All Corporate Officers must be a current member of CMSA for at least one (1) year, and an Elected Board Member.

F. REMOVAL

Any Officer elected by the Board of Directors may be removed whenever, in its judgment, the best interest of the Corporation will be served. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Office so removed.

G. PROCEDURE FOR REMOVAL

The challenge and procedure for removing a Corporate Officer shall be the same as that of removing a Member of the Board, set forth in Article II, Sections "I" and "J" in the By-Laws.

H. DUTIES

The duties of the Officers shall be those specified in writing by the Board of Directors.

1. President

- a. Manage, lead, oversee and conduct business of the Corporation.
- b. Be the official representative to all external partners and official signatory on all contracts/agreements entered by the Corporation, i.e. Park District, Financial, Legal, Insurance, Events, etc.
- c. Subordinate only to the Board of Directors, and shall be charged with carrying out the directives, fulfilling their guidelines, and achieving the goals and purposes they specify.
- d. Chairperson of all official meetings of the Board of Directors.
- e. Superordinate to all other officers within the Corporation in their corporate functions and shall be charged by the Board of Directors to supervise their work of all other Corporate Officers and exercise his or her right to executive decisions over them.
- f. On the matters affecting the activity of the Board of Directors, the Board on all action affecting the structure and staffing of the Corporate Officers shall consult the President.
- g. Hold regular corporate office business meetings at their own calling.
- h. Shall have the power after the Board of Directors to devent the latitude of discretionary power exercised by other Officers, but in no way countermand or overrule the action of the Board.
- i. Shall see to it that the decisions of the Board are carried out, making reports regularly to the Board concerning their activities and to conduct of corporate business.
- j. Shall serve as ex-officio members of all committees to CMSA.

2. Vice-President of Operations

- a. Liaison to CMSA legal representation.
- b. Oversee Insurance program for Corporation.
- c. Acting President if/when President is unavailable.
- d. Chair Committee on Operations/Events.
- e. Other duties as assigned.

3. Vice-President of Athletics

- a Director of Marketing/Sponsorship.
 - b Park District and other venues liaison.
 - c Oversee Commissioner Playbook
 - d Lead Corporation liaison program.
 - e Chair committee on Athletics/Marketing.
 - f Other duties as assigned.
4. Secretary
- a Direct communication strategy for the Corporation, i.e. e-mail, social media.
 - b Website Administrator.
 - c Recorder of all meetings of the Board of Directors, and historical record keeping.
 - d Conduct all elections of the Board of Directors.
 - e Oversee CMSA By-Laws, and Policies and Procedures Manual.
 - f Other duties as assigned.
5. Treasurer
- a Executor of all financial programs, i.e. budget, disbursements, deposits, accounting.
 - b Registration processing and set-up.
 - c Conduct yearly audit of the Corporation.
 - d Oversee and enforce financial policies.
 - e Analyze data and report to the Board of Directors.
 - f Maintain list of assets.
 - g Chair Finance Committee.
 - h Other duties as assigned.

I. STANDING COMMITTEES

1. Operations/Events Committee
 - a. Chaired by Vice-President of Operations
 - b. Oversee events program for Board of Directors.
 - c. Coordinate operations for Board of Directors, i.e. Storage Unit, etc.
2. Athletics/Marketing Committee
 - a. Chaired by Vice-President of Athletics.
 - b. Develop annual marketing strategy for Corporation.
 - c. Coordinate liaison program.
 - d. Develop recruitment strategies for the Board of Directors.
3. Finance Committee
 - a. Chaired by CMSA Treasurer
 - b. Conduct monthly audits of Corporation
 - c. Develop financial policies of the corporation.
4. Hall of Fame Committee
 - a. Chair appointed by the President.
 - b. Develop program on electing members to the CMSA Hall of Fame annually.
 - c. Coordinate Hall of Fame events each year.

J. POWERS

All Corporate Officers shall be superordinate to all corporate personnel who may be elected or appointed throughout Chicago MSA's corporate structure.

K. INCAPACITATION

In the event of catastrophe incapacitating one or more of the Officers, the succession to the Corporate leadership shall be fixed as follow:

1. President
2. Vice-President of Athletics
3. Vice-President of Operations
4. Secretary
5. Treasurer

The highest-ranking Officer in this sequence shall assume the duties of the President until higher Officer shall be capable of assuming them, or until the Board of Directors shall meet and elect new Officers.

IV. ATHLETIC DIVISIONS

A. GENERAL PROVISIONS

The Board of Directors, by resolution adopted by the majority of the Directors, may designate and appoint one (1) or more Committees to oversee the workings of any of its Athletic Divisions. Each of these committee shall have at least two (2) Board Members in their constituency. These committee shall have delegated to them responsibility for fulfilling whatsoever purpose their establishment specifics.

Notwithstanding, these Committees shall NOT have the powers or authority to:

1. Amend, alter or repeal the Bylaws.
2. Elect, appoint or remove any member of a Committee, a Director or an Officer of the Corporation.
3. Amend the Articles of Incorporation.
4. Adopt a plan of merger or consolidation with another Corporation.
5. Divorce itself from the Corporation (CMSA).
6. Authorize the sale, lease, exchange or mortgage of any of the assets or property of the Corporation.
7. Authorize voluntary dissolution of the Corporation or revoking proceedings thereof.
8. Amend, alter or repeal any resolution of the Board of Directors.
9. Adopt a plan for distribution of corporate assets.
10. Enter into any contract or contractual agreement binding the Corporation without the express authority and permission of the Board of Directors.

All Committee Members shall, at all times, be under the authority of the Board of Directors.

B. FUNDING

1. All Committees or Athletic Directors of all Athletic Divisions shall be allocated funds from the Corporate Treasury during their season of operation. These funds shall always be under the direct control of the Board of Directors, unless the Board deems it appropriate for Athletic Divisions to operate their own accounts.

2. Where an Athletic Division exists having received no actual initial funding from the Board, such Division's funds, however so accumulated, shall be under the direct control of the Board of Directors.
3. All allocated funds not exhausted during an Athletic Division's season of operation shall revert to the control of the Board of Directors within forty-five (45) days after its season is completed. In the case where a Division is a Special Event, the funds should also revert to the Board within the forty-five (45) day time period. All remaining funds are to be received by the Corporate Treasurer, along with a financial statement of expenditures, income and assets held for that season (or Special Event) within the time frame set forth above.
4. Within the exception of the funds directly allocated a Committee or Athletic Director of an Athletic Division for the performance of its activity, no Committee may, allocate or spend neither in currency, promissory note or binding verbal agreement, any funds more than its initial allotment from the Board without approval through majority vote of the Board.

C. PERFORMANCE

1. All Committees or Athletic Directors of all Athletic Divisions are obligated to fulfill to the best of their ability the purpose for which they are established.
 2. All Committees or Athletic Directors must be ready to execute any schedule of date and/or time, when such execution is expected or required by the Board and/or General Membership.
 3. All Committee Chairpersons or Athletic Director/Commissioner of all Athletic Divisions shall be the official representative of that Committee/Athletic Division to the Board.
 4. It will be the responsibility of each Committee or Athletic Director of each Division to have ready the necessary goods and services required for the performance of any athletic or social function sponsored by CMSA, for which it is in charge.
 5. All Committees or Athletic Directors are obligated to acquire any needed assistance or advice, well in advance (no less than two months from their scheduled date of operation as determined by the Board) for any LEAGUE competitions.
 6. All Committees or Athletic Directors will establish, by majority vote, the rules and regulations under which they shall operate their respective divisions. Notwithstanding, no rules and regulations of a Committee can violate the Corporation's Article, Bylaws or Board Policy or any applicable state or federal statutes. In the event of any questions, the authority of the Corporation Bylaws and Articles shall remain supreme.
 7. The Committee Chair or Athletic Director/Commissioner is obligated to be present at any Board meeting, when notified that he or she is required to do so. If the Chair or Athletic Director/Commissioner is unable to attend a required meeting; they are to send a representative in their place.
 8. Each Committee or Athletic Director MUST file a complete report regarding its performance in carrying out divisional activities of CMSA.
 9. When it shall seem necessary to the well-being of the Corporation (CMSA) that an
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Athletic Director/Commissioner be removed, procedures mentioned in Article II Sections I and J (“Removal from Office” and “Procedures for Removal”) shall be followed. A legal meeting of the Board must be convened in the matter of removal, and a vote is called. A 2/3 majority vote in favor of removal shall be required before the challenged Athletic Director/Commissioner is removed.

D. LITIGATION

Each Committee or Athletic Director has the complete and total responsibility of holding the Corporation harmless from any legal liabilities or obligatory binds incurred because of the operations of that Athletic Division for which it is in charge. Moreover, each Committee must assume, as a condition of its operation within the Corporation, full and unquestioned responsibility for any legal expense liabilities or penalties resulting from its actions. The Board may purchase liability insurance for its Directors, Officers or Athletic Directors or Committees.

E. DISBANDMENT

By authority of the Board of Directors, a Committee or Athletic Director of an Athletic Division will be dissolved after all reports have been received and approved. It shall be at the time that all Committee members shall be relieved of all responsibility and authority.

Such Athletic Division shall then remain dormant until activated by the Board of Directors, at which point a new Committee shall be formed and charged with carrying out that Division’s activity.

V. MEMBERSHIP

A. GENERAL VOTING MEMBERSHIP

Each person wishing to become a Member of Chicago MSA must be 18 years of age, and sign a release form issued by CMSA.

B. MEMBERSHIP DUES

All Members of Chicago MSA shall pay yearly dues, the amount of which shall be determined by the Board of Directors. Dues should be paid at the beginning of each fiscal year, September 1, and be valid until the beginning of the next fiscal year.

C. RIGHTS & PRIVILEGES

The Member shall be entitled:

1. To participate in all athletic and social functions sponsored by CMSA. His or her participation shall be governed by the Corporate Bylaws and its rules and regulations.
2. To attend all OPEN meetings of the Board of Directors held throughout the year.
3. To one (1) vote in any general meeting where such issue arises calling for a vote of the CMSA Membership.
4. To nominate potential new members to the Board, from amongst its ranks, at a meeting scheduled in the month of May for such purpose. Further, shall be entitled to elect

from those nominees, by majority vote of the members gathered in convention, the new members to the Board of Directors.

5. By his or her membership status, to be nominated and thence elected to the Board of Directors of CMSA.

D. OBLIGATION OF MEMBER

Any individual who has been issued a membership in Chicago MSA must follow the rules and regulations set forth by the Board as well as those rules and regulations set forth by the Committee(s) or Athletic Director(s) for the Division(s) in which he or she has chosen to participate.

E. REVOCATION OF MEMBERSHIP

1. Where such Member of the Corporation has deliberately, repeatedly or grossly violated any Bylaw, rule or regulation set forth by the Board of Directors; the Committee(s), Athletic Director(s) of the Division in which he or she is participating at the time of violation, such member will forfeit all rights and privileges of CMSA Membership. Revocation of Membership shall last such period as determined by the Board of Directors.
2. The vote of revocation shall be by 2/3 of the Board of Directors, at a special meeting for deciding upon the issue of revocation.

F. AMENDING BYLAWS

The Power to amend the bylaws of the Corporation shall be vested in the CMSA Membership or the Board with notice to the Membership, when gathered in convention. Any changes to the by-laws must be approved by 2/3 of the TOTAL board members at any "called" meeting that changes are suggested, as well as by 2/3 of the Membership gathered in convention. All approved changes to the by-laws will take effect at the beginning of the next fiscal year, September 1.

VI. PRESS RELEASE

All news releases to the media concerning all corporate affairs must be in writing and approved by a majority vote of the Board of Directors. The responsibility of seeing to the accuracy of any release shall be charged to the Corporate Officers. The Board, if it so chooses, may elect to suspend approval on specified types of news release, charging an authorized individual with responsibility.

VII. CATASTROPHE

In the event of the loss of many of the Members of the Board of CMSA, the surviving Directors shall call an emergency meeting of the CMSA Membership. The Membership shall then nominate and elect new Directors to the Board to the full number specified in the Bylaws of CMSA.

VIII. DISSOLUTION

The Corporation may be dissolved either voluntarily or involuntarily, only in the manner prescribed by Illinois State Law.

IX. ENJOINMENTS

All Officers of Chicago MSA and Directors are especially enjoined from engaging in political activity in the Corporate name, or from using the Corporate facilities or resources in the furtherance of political cause. Chicago MSA may not engage in any political activity; however, this may not be construed as to violate any individual's rights as a private citizen of the United States of America, under the Constitution and the Bill of Rights.

X. RENUMERATION

In conformity with Illinois Law the net earnings of the Corporation are not distributable to its members, Officers or Directors. The Directors may not be paid any sum in return for their functioning as Directors of the Corporation. However, the Corporation may pay salaries for employees of the Corporation and reasonable compensation for services rendered in the furtherance of its goals and purposes.

XI. PROTOCOL

For all matters not specifically dealt with in the Articles of Incorporation or these Bylaws, the Illinois Not-for-Profit Corporations Act applies as specifically stated within Illinois State Law. The Corporation and its Officers and Directors may not at any time knowingly act in such a manner to violate the law.