



BYLAWS

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: July 11, 2022

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I. THE CORPORATION

A. NAME

Chicago MSA, NFP (hereinafter, "CMSA" or "Corporation")

B. PURPOSES OF THE CORPORATION

1. CMSA's first specific purpose shall be to promote competitive league and recreational activities within the LGBTQ+ 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. 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 CMSA's athletic divisions, 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).

No 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 LGBTQ+ community, as determined by the Board of Directors.

II. BOARD OF DIRECTORS

A. POWERS

1. 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. 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.
2. The Board of Directors shall have the sole power to:
 - a. Remove an individual from the Board of Directors. See Bylaws Article II, Board of Directors, Sections I. Removal from Office, and J. Procedure for Removal; and, Bylaws Article III, Corporate Officers, Sections F. Removal of a Corporate Officer and G. Procedure for Removal of a Corporate Officer.
 - b. Remove a Commissioner from their office. See Bylaws IV. Athletic Divisions, Section C. Performance, Subsection 9.
 - c. Revoke an individual's membership from CMSA. See Bylaws Article V. Membership, Section E. Revocation of Membership.

- d. Remove an individual from the CMSA Hall of Fame. See Bylaws Article VI. Removal of a Member from the Hall of Fame.

B. FURTHER POWERS

The Board of Directors of CMSA, 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 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 acquire 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 & TITLES OF THE BOARD OF DIRECTORS

The Board of Directors of CMSA (hereinafter Board) shall consist of eleven (11) members.

1. Each member of the Board shall be titled "Director," in addition to other titles as described in this document.
2. CMSA Membership, by majority vote as detailed elsewhere, shall elect five (5) members of the Board.
 - a. These five Board members are the Corporate Officers of the Corporation, and may also be referred to as:
 - i. Executives
 - ii. Director
 - iii. Board Member
 - iv. Elected Member of the Board (aka: Elected Member or Elected Director)
 - v. One of the titles as listed under *III. Corporate Officers, A. Title* of this document.
3. The Elected Members will then appoint, by majority vote (50% + 1) of the elected Board as detailed elsewhere, up to six (6) additional members of the Board to further the goals and programs of the organization.
 - a. These additional member of the Board may be referred to as:
 - i. Director

- ii. Board Member
- iii. Appointed Member of the Board (aka Appointed Member or Appointed Director)

D. VOTE & TERM OF OFFICE

1. All Elected Members of the Board 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.
2. All Appointed Members of the Board shall serve for one (1) year or until the next election.

E. VOTING & PROXIES

Each Board member shall have one (1) vote, and each Board member shall have the right to assign their voting right to a proxy, provided that Board Member specifies this assignment in writing to the Board in advance of its exercise, and specifies in writing the time interval, purpose, and manner 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 Athletics will serve as "Chairperson" in the President's absence. The President shall supervise all investigations initiated by the Board leading to potential discipline and/or removal of a Director, Commissioner, or Committee Chair. If the President is being investigated, the Vice President of Athletics shall supervise the investigation.

H. MEETINGS

The Board 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) notice must be given to 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 it can be shown that they:

1. Failed to fulfill their 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 themselves to be incapable of action or responsibility, or
5. Deliberately, repeatedly, or grossly violated any: Bylaw, Policy, rule, or regulation set forth by the Board of Directors; or, the Committee(s) or Commissioner(s) of the Division(s) in which that Board Member was participating at the time of violation, in a manner that caused or could have caused harm to the corporation.

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 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 that member's 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 Board's discretion.
7. With the conclusion of the period of questioning, all parties to the challenge (investigator(s), 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 their 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 their membership in the Corporation (CMSA).

L. DEATH

In the event of the death of a member of the Board, that member's former office shall be considered vacant.

M. ELECTIONS

All elections for Elected Members of the Board shall be held over a period of four (4) calendar days in early July. The period will be from Thursday at 7:00 am through Sunday at 9:00 pm, with the included Saturday always being the 2nd Saturday of the month of July. Nominations for candidates will be taken from June 1 to June 14. 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 (50% + 1) of those voting. All Board elections will be held online using a secure election system, such as Election Buddy or a similar voting system. Voting will be rank choice.
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 whose terms were ending will end after the election results are finalized. The Elected Members of Board shall fill the Appointed Member positions after they are elected in July.

III. CORPORATE OFFICERS

A. TITLE

1. President (aka Chairperson)
2. Vice President of Athletics
3. Vice President of Operations
4. Secretary
5. Treasurer

B. ELECTIONS

All Corporate Officers shall be elected each year by majority vote (50% + 1) of the CMSA Membership, in the month of July.

C. DUAL OCCUPATION

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

D. DESIGNATION BY DIRECTORS

The Elected Board of Directors may designate the Officers of the Corporation (Corporate Officers) 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 OF A CORPORATE OFFICER

Any Corporate Officer elected by the CMSA Membership may be removed whenever, in the Board's judgment, the best interest of the Corporation will be served. The removal of a Corporate Officer shall be without prejudice to the contract rights, if any, of the Office so removed.

G. PROCEDURE FOR REMOVAL OF A CORPORATE OFFICER

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 Bylaws.

H. DUTIES OF CORPORATE OFFICERS

The duties of the Corporate 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 Directors within the Corporation in their corporate functions and shall be charged by the Board of Directors to supervise the work of all other Corporate Officers and

Directors and exercise the President's 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 devin the latitude of discretionary power exercised by other Directors, 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 Athletics
- a. Director of Marketing/Sponsorship.
 - b. Park District and other venues liaison.
 - c. Acting President if/when President is unavailable.
 - d. Oversee Commissioner Playbook and/or the Commissioner's Corner.
 - e. Lead Corporation liaison program.
 - f. Chair committee on Athletics/Marketing.
 - g. Other duties as assigned.
3. Vice President of Operations
- a. Liaison to CMSA legal representation.
 - b. Oversee Insurance program for Corporation.
 - c. Chair Committee on Operations/Events.
 - d. Other duties as assigned.
4. Secretary
- a. Direct communication strategy for the Corporation, i.e. email, 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 Bylaws and Policy Manual.
 - f. Other duties as assigned.
5. Treasurer
- a. Executor of all financial programs, i.e. budget, disbursements, deposits, accounting.
 - b. Registration processing and setup.
 - 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. Create a monthly Treasurer's Report. The monthly Treasurer's Report will be provided in the minutes from the next meeting of the Board of Directors. The monthly Treasurer's Report will

include copies of the Corporation's most recent bank statements and copies of all checks presented for payment. The copies of checks will contain no personal information of the payee other than their name (e.g. home addresses).

- i. Multiple Treasurer's Reports may be provided in the minutes if any monthly meeting of the Board of Directors does not take place or the frequency of the meetings is less than monthly. If any month does not have a Board of Director's meeting, the prior month's Treasurer's Report will be posted online for all members to view on or before the last business day of that month.
 - ii. Questions regarding the Treasurer's Report can be emailed to the board and answers will be reported to the questioner and in the following Treasurer's Report in a summarized fashion.
- h. Chair Finance Committee.
 - i. Other duties as assigned.

I. STANDING COMMITTEES

1. 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.
2. 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.
3. Finance Committee
 - a. Chaired by CMSA Treasurer.
 - b. Consists of two members: the CMSA Treasurer and a Bookkeeper.
 - c. The Bookkeeper is a paid position. The amount will be determined annually by the Board of Directors.
 - d. Ensure financial policies of the Corporation are followed. Ensure the Corporation is in compliance with Illinois law and Illinois NFP requirements.
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 Appointed Directors.

K. INCAPACITATION

In the event of catastrophe incapacitating one or more of the Corporate 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 Corporate 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 committees shall have at least two (2) Board Members in their constituency. These committees 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 Commissioners 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 the 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 to a Committee or Commissioner of an Athletic Division for the performance of its activity, no Committee may allocate or spend 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 Commissioners 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 Commissioners 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 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 Commissioner 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 Commissioners 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 Commissioners 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 Commissioner is obligated to be present at any Board meeting when notified that they are required to do so. If the Chair or Commissioner is unable to attend a required meeting, they must send a representative in their place.
8. Each Committee or Commissioner 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 a 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 Commissioner is removed.

D. ELIGIBILITY TO PLAY

1. An individual will be eligible participate as a player in an Athletic Division if that individual is:
 - a. a current year member of CMSA;
 - b. a registered player in the current league season in that Athletic Division; and,
 - c. not ineligible for CMSA play due to league or CMSA discipline.
2. At no time will an unregistered player be knowingly allowed to compete. Allowing an unregistered player in a game will result in:
 - a. the forfeiture of the game(s) in which that player participated;
 - b. a game suspension for the team leader(s) of that team for each game the offending player participated in (e.g. if an ineligible player participated in three (3) games, the team leader(s) will be suspended for three (3) games); and,
 - c. a game suspension for the offending player for each game the offending player participated in (e.g. if an ineligible player participated in three (3) games, the ineligible player will be suspended for three (3) games). If the offending player does not register and remains ineligible, the Athletic Division's board will decide on appropriate disciplinary action for that player, which may include a suspension referral to another Athletic Division or the CMSA Board of Directors.
 - d. Game(s) suspensions will be for each individuals' next scheduled game(s), to include playoffs. If the number of suspension games exceeds the number of games left to play for that season (to include regular season and playoff games), the suspension(s) will carry over to the next season that the involved individual(s) participate in.

3. If a game official or board member of that Athletic Division knowingly allows an unregistered player to participate in a game, they will be subject to discipline based on the Rules and Regulations of the Athletic Division governing that position as well as discipline deemed appropriate by that Athletic Division's board. Repeated violations may result in additional sanctions as determined by that Athletic Division's board and/or the CMSA Board of Directors.

E. LITIGATION

Each Committee or Commissioner 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, Commissioners, or Committees.

F. DISBANDMENT

By authority of the Board of Directors, a Committee or Commissioner 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 CMSA must be 18 years of age, and sign a release form issued by CMSA.

B. MEMBERSHIP DUES

Individuals who participate in:

1. Non-eSport activities; or, Non-eSport plus eSport activities: 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 will be valid until the end of that fiscal year. Individuals who pay such yearly dues will become CMSA Members.
2. eSport activities only: may be required to pay yearly dues as determined by the Board of Directors.
 - a. If the Board decides that individuals participating solely in eSports activities will be required to pay yearly dues, those dues should be paid at the beginning of the fiscal year, September 1, or whenever the Board establishes the amount. The yearly dues will be valid until the end of that fiscal year.
 - b. If the Board of Directors determines there will be no yearly dues required, then individuals who are only involved in eSport activities will not be considered CMSA Members for the purposes of the Rights and Privileges afforded to CMSA Members as described in Article V. Membership, Section C. Rights & Privileges, of the CMSA Bylaws.
 - c. If the Board of Directors determines there will be yearly dues required, and the amount is the same or more as that in subsection 1. above, then individuals who are only involved in eSport activities will be considered CMSA Members for the purposes of the Rights and Privileges afforded to CMSA Members as described in Article V. Membership, Section C. Rights & Privileges, of the CMSA Bylaws.
 - d. If the Board of Directors determines there will be yearly dues required, and the amount is less as that in subsection 1. above, then individuals who are only involved in eSport activities MIGHT be considered CMSA Members for the purposes of the Rights and Privileges afforded to CMSA Members as described in Article V. Membership, Section C. Rights & Privileges, of the CMSA Bylaws. This will be determined by the Board of Directors.
3. The CMSA Board may, on a case-by-case basis, approve a payment plan for an individual to pay

their yearly dues. The individual requesting to pay via a payment plan would need to acknowledge:

- a. they are facing financial barriers of some kind;
- b. whether they are temporary or permanent; and,
- c. that they would not be able to participate in CMSA sports if they had to pay the full yearly dues upfront.

C. RIGHTS & PRIVILEGES

The member shall be entitled:

1. To participate in all athletic and social functions sponsored by CMSA. The member's 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 June for such purpose. Further, shall be entitled to elect from those nominees, by majority vote (50% + 1) of the members gathered in convention, the new Elected Members to the Board of Directors.
5. By their 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 CMSA 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 Commissioner(s) for the Division(s) in which that individual 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), or Commissioner(s) of the Division(s) in which that member 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 challenge and procedure for revoking an individual's membership from CMSA shall be the same as that of removing a Member of the Board, set forth in Article II, Section J. Procedure For Removal, in the Bylaws.

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 Bylaws must be approved by 2/3 of the TOTAL board members at any "called" meeting that changes are suggested.

Any changes to the Bylaws must also be approved by 2/3 of the Membership who vote. Membership voting shall be conducted online using a secure election system, such as Election Buddy or a similar voting system.

Membership voting shall be held over a period of four (4) consecutive calendar days, the dates to be determined by a majority (50% + 1) of the Board. The period will be from Thursday at 7:00 am through Sunday at 9:00 pm.

All approved changes to the Bylaws will take effect per the effective date as voted on by 2/3 of the Total board members at any called meeting that changes are suggested.

VI. Removal of Member from the Hall of Fame

- A. Where such Member of the Hall of Fame has:

1. deliberately, repeatedly, or grossly violated any Bylaw, rule, or regulation set forth by the Board of Directors, the Committee(s), or Commissioner(s) of the Division(s) in which that Hall of Fame member is participating at the time of violation; or,
 2. deliberately, repeatedly, or grossly violated the CMSA Code of Conduct:
such Hall of Fame member will be:
 - a. removed from the CMSA Hall of Fame for a period as determined by the Board of Directors; and,
 - b. forfeit all rights and privileges of the CMSA Hall of Fame for a period as determined by the Board of Directors.
- B. The challenge and procedure for revoking an individual's Hall of Fame Membership shall be the same as that of removing a Member of the Board, set forth in Article II, Section J. Procedure For Removal, in the Bylaws, except:
1. If a current CMSA Board Member is the subject of the removal process, that Board Member must recuse themselves from the removal process, except to participate as the subject of the removal.

VII. 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.

VIII. 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.

IX. DISSOLUTION

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

X. ENJOINMENTS

All Corporate Officers and Directors of CMSA 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. CMSA 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.

XI. REMUNERATION

In conformity with Illinois Law the net earnings of the Corporation are not distributable to its members, Corporate 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.

XII. CORPORATION RECORDS: RETENTION, ACCESSIBILITY, AND POSTING

A. Current Documents and Communications.

1. The current Bylaws will be posted, in PDF or similar format, and available for viewing at all times to all current CMSA Members. The current Bylaws will be so posted within 14 days of the effective date. Once posted, the CMSA Membership will be notified as such in the next monthly Newsletter or via email as determined by the Board. That email will contain details of changes made from the prior version. The Membership must be notified within 45 days of the posting, regardless of the manner of notification.
2. The current Bylaws will be maintained in an easily editable format so as to allow changes by the

current and future Boards. This editable version must be readily accessible to the current and future Boards.

3. Board minutes, by their nature, are considered to be historical and are therefore not referred to under this heading. See Old Documents and Communications under this section.
4. Board emails and chats that are sent/conducted from official CMSA email and chat accounts are, by their nature, considered historical and are not referred to under this heading. See Old Documents and Communications under this section.

B. Old Documents and Communications.

1. Bylaws (Old) and Board Minutes: Retain old Bylaws and Board Minutes in PDF (or similar) format until the dissolution of the Corporation. Old Bylaws and Board Minutes are not required to be displayed publicly or for view by the Membership. Old Bylaws and Board Minutes will be shared in PDF (or similar) format as required by law or as determined by the Board.
2. Board Communications: Board Communications, including emails and chats from official CMSA accounts, must be retained in an appropriate format for a period of three (3) years from the last date of the Fiscal Year in which the communication took place or until the dissolution of the Corporation, whichever is sooner. Board communications are not required to be shared publicly or for view by the Membership. Board communication will be shared in an appropriate format as required by law or as determined by the Board.

XIII. 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.

Appendix A.

Dates Bylaws was Amended and Summary (if known)

September 2012: Amendments Unknown

September 2013: Amendments Unknown

September 2015: Amendments Unknown

September 2018: Amendments Unknown

September 2021: Removed auto effective date for Bylaws of Sept. 1; Board votes effective date (2/3 Board).

October 14, 2021: General Editorial Updates

Gender neutral & inclusive language

May 05, 2022: General Editorial Updates (Grammar, spelling, organization, clarifications)

July 11, 2022: General Editorial Updates (Grammar, organization, clarifications)

II. I. 5. Deleted: Auto Removal of Director for Missing 3 Meetings

II. I. 5 or 6. Inserted: Removal of Director for Listed Violations

II. M. Updated CMSA Board of Directors Election Process

III. H. 5. & III. I. 3. Updated Secretary Duties and Finance Committee Makeup and Duties

IV. D. Inserted Eligibility to Play Requirements

V. B. 1. & 2. Updated to Allow for Different Yearly Dues for eSports Only Participants

V. B. 3. Inserted Payment Plan Allowance for Yearly Dues on Case-by-Case Basis

V. E. 2. Inserted Challenge Process for Revocation of CMSA Membership

V. F. Updated Bylaws Amendment Process

VI. Inserted Board Authority: Removal of Member from the Hall of Fame

XII. Inserted Corporate Records Retention, Accessibility, and Posting Requirements