



# BYLAWS

The following bylaws were formulated with the definitions and laws as stated within the applicable Nonprofit Corporations Act of the State of South Dakota, wherein the corporation (Sioux Empire Pride Sports Association/SEPSA) was incorporated December 14, 2020.

BYLAWS RATIFIED DECEMBER 2020

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# SIoux EMPIRE PRIDE SPORTS ASSOCIATION BYLAWS

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# 1. Name

- 1.1. Sioux Empire Pride Sports Association / SEPSA
- 1.2. The business of the corporation may be conducted as Sioux Empire Pride Sports Association/or SEPSA. Shall hereby be known as SEPSA.

# 2. Purpose and Legal Powers

## 2.1. Purpose

- 2.1.1. SEPSA is a nonprofit corporation and shall be operated and organized exclusively for educational, social, and charitable purposes deemed appropriate by the Board of Directors as prescribed by the applicable Nonprofit Corporations Act of South Dakota and the applicable sections of the 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code including, for such purpose, the making of distributions to corporations 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).
- 2.1.2. SEPSA shall foster knowledge and training in the field of athletics by conducting regular classes of instruction in any of the athletic areas leagues as mentioned below 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.
- 2.1.3. SEPSA shall promote competitive and recreational sports leagues and recreational activities within the LGBTQ community deemed appropriate to the Board of Directors of SEPSA.

## 2.2. Powers

- 2.2.1. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other corporations or persons whose activities further accomplish, foster, or attain such purposes.
- 2.2.2. The legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## 2.3. Further Powers

- 2.3.1. The Board of Directors of SEPSA, which shall herein be known as the Parenting Corporation and which was incorporated December 14, 2020 in the State of South Dakota, shall have the power after receiving authorization from the Board of Directors, to enlarge SEPSA by parenting, forming, establishing, or acquiring other corporations and

other types of corporations both within and without the State of South Dakota and the United States of America, provided such power and action by SEPSA shall not violate its Articles of Incorporation, Bylaws, the applicable Nonprofit Corporations Act of South Dakota, 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:

- 2.3.2. Such branches and parent corporations shall be established, parented, or acquired by specific act and vote of the Board of Directors of the Parenting Corporation.
- 2.3.3. Such branches and parented, established, or acquired corporations shall remain under the control, supervision and direction of the Board of Directors of the Parenting Corporation, subject only to the laws of the state, province, or nation in whose jurisdiction the branches or corporations are so established, parented, or acquired.
- 2.3.4. The Board of Directors of the parented, established or acquired corporation shall be appointed by the Board of Directors of the Parent Corporation, with the following provisions:
- 2.3.5. All Directors of the parented corporation shall be appointed to the Board of Directors of the Parenting Corporation.
- 2.3.6. The Board of Directors of the Parenting Corporation and the local law shall determine the size of the Board of Directors of the parented, established or acquired corporation.
- 2.3.7. The Board of Directors of the Parenting 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.

## 2.4. Nonprofit Legal Status and Exempt Activities Limitation

### 2.4.1. Nonprofit Legal Status

- 2.4.1.1. SEPSA is a nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

### 2.4.2. Exempt Activities Limitation

- 2.4.2.1. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any corporation contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended.
- 2.4.2.2. No part of the net earnings of SEPSA shall inure to the benefit of, or be distributed to, its members, trustees, board of directors, or other private persons, except that SEPSA 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 herein. No part of the activities of SEPSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SEPSA 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.

## 3. Board of Directors

### 3.1. Size

- 3.1.1. SEPSA shall have a board consisting of at least four (4) and no more than fifteen (15) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### 3.2. Structure

- 3.2.1. Executive Officers: President, Vice President, Treasurer, Secretary, and Chief Information Officer. These positions are elected by SPESA membership in a given year and serve a two (2) year term. (See Section 4. Executive Officers)
- 3.2.2. Executive Committee: Communications Director, Recruitment Director, Sponsorship Director, Community Volunteer Director. These positions are appointed by a simple majority of the board and serve a one (1) year term. (See Section 5. Executive Committee)

### 3.3. Powers

- 3.3.1. The Board of Directors shall have the power 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 SEPSA. Although SEPSA membership shall be superordinate to the Board of Directors, the sole power to elect officers shall be vested with SEPSA members.
- 3.3.2. All corporate legal powers shall be exercised by or under the authority of the board and the affairs of SEPSA shall be managed under the direction of the board, except as otherwise provided by law.
- 3.3.3. All Directors shall be superordinate to all corporation personnel who may be elected or appointed throughout SEPSA's corporation structure.
- 3.3.4. Executive Officers have the power to have quorum and vote on policies without the presence of the Executive Committee.
- 3.3.5. Create and Appoint Executive Committee members/positions.
- 3.3.6. Create and Appoint additional sports leagues and commissioners



## 3.4. Manner of Acting

### 3.4.1. Quorum

- 3.4.1.1. A majority of the directors in office (51%) immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

### 3.4.2. Simple Majority Vote

- 3.4.2.1. Except as otherwise required by law or by the articles of incorporation, the act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board.

### 3.4.3. Hung Decisions

- 3.4.3.1. On the occasion that the directors are unable to make a decision based on a tie number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on they/them/their discretion.

### 3.4.4. Participation

- 3.4.4.1. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video conferencing, telephonic conference call or any future technology approved by the board.

## 3.5. Voting & Proxies

- 3.5.1. Each member of the Board of Directors shall have one (1) vote and each shall have the right to assign their voting right to a proxy, provided they specify this assignment in writing to the Board of Directors in advance of its exercise, and shall specify in their writing the time interval and purpose and manor for which the proxy may be used. A proxy vote shall not constitute attendance.

## 3.6. Chairperson

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

## 3.7. Meetings

### 3.7.1. Regular Meetings

- 3.7.1.1. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. These meetings shall be held with a minimum of seven (7) days notice given using the most current form of communication. (e.g: Facebook, or email). Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of the meeting need not be specified.

### 3.7.2. Special Meetings

- 3.7.2.1. Special meetings may be called by the president, vice president, secretary, treasurer, Chief Information Officer, or any two (2) other directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose of the meeting.

### 3.7.3. Emergency Meetings

- 3.7.3.1. In the event a dire and utter emergency is encountered, the president, vice president, secretary, treasurer, Chief Information Officer, or any two (2) other directors may call for an emergency meeting. 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.

### 3.7.4. Waiver of Notice

- 3.7.4.1. Any director may waive notice of any meeting in accordance with South Dakota State law.

## 3.8. Dual Occupation

- 3.8.1. There shall be no dual occupation of any Board of Director position by any individual.

## 3.9. Designation by Directors

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

## 3.10. Removal

- 3.10.1. A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the board of directors then in office, if it can be shown that he or she has:
  - 3.10.1.1. Failed to fulfill their duties and functions, or
  - 3.10.1.2. Manifested no interest or desire to serve the interest of SEPSA, or
  - 3.10.1.3. Assaulted the integrity or threatened the person of a fellow Board of Director Member, or
  - 3.10.1.4. Shown they are incapable of action or responsibility, or
  - 3.10.1.5. Failure to attend three (3) consecutive meetings in a 12-month period.
    - 3.10.1.5.1. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the vice president shall excuse the president.
- 3.10.2. A Board of Director that violates section 3.10.1.3 shall be immediately removed from office and is not subject to the normal removal process.
- 3.10.3. For cause or no cause, if before any meeting of the members at which a vote on removal will be made the director in question is given electronic or written notification on the board's intention to discuss they/them/their case and is given the opportunity to be heard at a meeting.

## 3.11. Procedure For Removal

- 3.11.1. When it shall seem necessary to the well-being of SEPSA that a Board of Director be removed, those Board of Directors seeking the removal of a fellow Board of Director Member shall first place before any other Chairperson of the Board of Directors a written statement calling for an investigation leading to the removal of the challenged Board of Director and setting forth the reason(s) why this course of action is sought.
- 3.11.2. 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 be actively involved in the investigation and at least one (1) other Board of Director Member, who shall be from Members NOT involved with the challenge.
- 3.11.3. 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 their proxy immediately upon beginning the process.
- 3.11.4. 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.

- 3.11.5. The Chairperson shall officiate at the hearing.
- 3.11.6. 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.
- 3.11.7. 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.
- 3.11.8. The Chairperson shall close all arguments after sufficient time and shall instruct the Board to deliberate upon the matter for a period to be agreed upon by majority vote of the Directors, excluding the Challenged Director, but which shall not exceed forty-eight (48) hours.
- 3.11.9. 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.
  - 3.11.9.1. Where a legal meeting of the Board has been convened in the matter of removal, and a vote is called, a vote of ( $\frac{2}{3}$ ) of the total Board of Directors eligible to vote in favor of removal shall be required before a challenge Board Member may be removed.
  - 3.11.9.2. Where a legal meeting of the Board has been convened in the matter of removal, proxy votes WILL NOT be allowed.
- 3.11.10. Removal of a Director from office shall not affect their membership in SEPSA, unless the Board of Directors in its findings determines otherwise.

## 3.12. Retirement/Resignation

- 3.12.1. 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 SEPSA.

## 3.13. Death

- 3.13.1. In the event of the death of a Member of the Board, their office shall be considered vacant.

## 4. Executive Officers

### 4.1. Terms

- 4.1.1. All officers shall be elected by the voting members of SEPSA with a majority of votes cast. They shall serve for two (2) years from the date on which they were inaugurated, however, the term may be extended until a successor has been elected.
- 4.1.2. Terms shall be staggered so that approximately half the number of officers will end their terms in any given year.
- 4.1.3. Officers may serve terms in succession.
- 4.1.4. The term of office shall be considered to begin January 1st through December 31 the following year, unless the term is extended or until such time as a successor has been elected.
- 4.1.5. In case of resignation, removal, or vacancy due to illness, death; the Board of Directors, by majority vote, shall make an appointment to fill the seat until the next election.

### 4.2. Qualifications and Election

- 4.2.1. In order to be eligible to serve as an executive officer, the individual must be at least 18 years of age and a current SEPSA member in good standing as described herein for at least one (1) year.
- 4.2.2. Served as least one (1) year on the SEPSA board to become eligible as a candidate to become President or Vice President, unless waived by the board then in office with a  $\frac{2}{3}$  majority vote.
- 4.2.3. Executive officers may be appointed at any board meeting by majority vote of officers for reasons mentioned in section (4.1.5).
- 4.2.4. The election of executive officers to replace those who have fulfilled their term of office shall be held in the month of October of each year during the annual meeting of the membership, with nominations for candidates due at the monthly meeting in August.
- 4.2.5. To be nominated, the individual must be at least 18 years of age and a current SEPSA member in good standing as described herein for at least one (1) year.
- 4.2.6. All members will be notified when nominations are being accepted for open positions, when nominations close and who the nominees are, and of the election by the quickest and most modern form of communication.
- 4.2.7. Election of to the Executive Officer(s) shall be conferred by a majority vote (at least 51%) of those voting members of SEPSA gathered in convention at a specified place, date, and time, or by such method deemed appropriate by the Board of Directors.
- 4.2.8. President, Secretary, and Chief Information Officer shall be voted in even numbered years.

- 4.2.9. Vice President and Treasurer shall be voted in odd numbered years.
- 4.2.10. Voting shall be done by secret ballot.
- 4.2.11. Proxy voting and absentee voting shall not be allowed.
- 4.2.12. All elected Executive Officers will be inaugurated on January 1 following the election.
- 4.2.13. Newly elected Executive Officer(s) shall attend the proceeding November and December meetings shadowing the current executive officer of the seat in which they were elected.

### 4.3. Incapacitation

- 4.3.1. In the event of catastrophe incapacitating one or more of the Officers, the succession to the Corporation leadership shall be fixed as follow:
  - 4.3.1.1. President
  - 4.3.1.2. Vice President
  - 4.3.1.3. Secretary
  - 4.3.1.4. Treasurer
  - 4.3.1.5. Chief Information Officer
  - 4.3.1.6. The highest-ranking officer in this sequence shall assume the duties of the Presented until a higher Officer shall be capable of assuming them, or until the Board of Directors shall meet and elect new officers.

### 4.4. Duties

- 4.4.1. President
  - 4.4.1.1. Manage, lead, oversee, and conduct business of the Corporation
  - 4.4.1.2. Be the official representative to all external partners and official signatory on all contracts/agreements entered by the Corporation, e.g., Park District, Financial, Legal, Insurance, Events, etc.
  - 4.4.1.3. 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
  - 4.4.1.4. Chairperson of all official meetings of the Board of Directors
  - 4.4.1.5. 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 Corporation Officers and exercise their right to executive decisions over them

- 4.4.1.6. On the matters affecting the activity of the Board of Directors, the Board on all action affecting the structure and staffing of the Corporation Officers shall consult the President
- 4.4.1.7. Hold regular corporation office business meetings at their own calling
- 4.4.1.8. Shall have the power after the Board of Directors to devien the latitude of discretionary power exercised by other Officers, but in no way countermand or overrule the action of the Board
- 4.4.1.9. Shall see to it that the decisions of the Board are carried out, making reports regularly to the Board concerning their activities and conducting the corporation's business
- 4.4.1.10. Shall serve as ex-officio members of all committees to SEPSA
- 4.4.1.11. Maintain accurate SEPSA business in shared resources. e.g. Google Drive with ownership set to SEPSA admin.

#### 4.4.2. Vice President

- 4.4.2.1. Liaison to Sioux Empire Pride Sports Association legal representation
- 4.4.2.2. Oversee and/or instructs to change or obtain the Insurance program for the Corporation
- 4.4.2.3. Acting President if/when President is unavailable
- 4.4.2.4. Committee Chair on all SEPSA Operations and SEPSA Events. e.g: All league banquet.
- 4.4.2.5. Chair of Athletics Committee
- 4.4.2.6. Overseas Recruitment Director
- 4.4.2.7. Maintain accurate SEPSA business in shared resources. e.g. Google Drive with ownership set to SEPSA admin.
- 4.4.2.8. Other duties as assigned

#### 4.4.3. Secretary

- 4.4.3.1. Recorder, preparer, and organizer of all meetings of the Board of Directors, and historical record-keeping
- 4.4.3.2. Conduct all elections of the Board of Directors, except when their position is up for election, this power is transferred to the Vice President
- 4.4.3.3. Oversee Sioux Empire Pride Sports Association governing documents e.g. bylaws, and Policies and Procedures Manual, athletic code(s)
- 4.4.3.4. Communicate the business of the corporation to the Board of Directors and/or League Commissioners and/or Members.

- 4.4.3.5. Overseas Community Volunteer Director
- 4.4.3.6. Maintain accurate SEPSA business in shared resources.e.g Google Drive with ownership set to SEPSA admin.
- 4.4.3.7. Other duties as assigned

#### 4.4.4. Treasurer

- 4.4.4.1. The executor of all financial programs, e.g. budget, disbursements, deposits, accounting, licensing
- 4.4.4.2. Shall keep and maintain accurate records of all financial transactions.
- 4.4.4.3. Conduct a yearly audit of the Corporation
- 4.4.4.4. Oversee and enforce financial policies
- 4.4.4.5. Analyze financial data and report to the Board of Directors
- 4.4.4.6. Maintain monthly financial documents of all corporation funds including but not limited to: league(s), general, and sunshine fund and all respective assets.
- 4.4.4.7. Chair Finance Committee
- 4.4.4.8. Overseas Sponsorship Director
- 4.4.4.9. Maintain accurate SEPSA business in shared resources e.g Google Drive with ownership set to SEPSA admin.
- 4.4.4.10. Other duties as assigned

#### 4.4.5. Chief Information Officer

- 4.4.5.1. Lead liaison for all press releases.
- 4.4.5.2. Chair the committee of Communications/Marketing
- 4.4.5.3. Oversee Communications Director
- 4.4.5.4. Technology Administrator e.g. Website, league apps, google drive
- 4.4.5.5. Maintain standard operating procedures (SOPs)
- 4.4.5.6. Responsible for managing and directing the corporation's internal and external communication platforms
- 4.4.5.7. Responsible for planning, directing, and coordinating marketing efforts
- 4.4.5.8. Maintain accurate SEPSA business in shared resources e.g Google Drive with ownership set to SEPSA admin.
- 4.4.5.9. Other duties as assigned



## 5. Executive Committee

### 5.1. Terms

- 5.1.1. Executive Committee members shall be appointed by elected held officers with a majority vote. They shall serve for one (1) year from the date on which they were appointed, however, the term may be extended until a successor has been appointed.
- 5.1.2. Terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- 5.1.3. Directors may serve terms in succession.
- 5.1.4. The term of office shall be considered to begin January 1st through December 31st or July 1st through June 30th unless the term is extended or until such time as a successor has been elected.
- 5.1.5. In case of resignation, removal, or vacancy due to illness, death; the Board of Directors, by majority vote, shall make an appointment to fill the seat.

### 5.2. Qualifications and Appointment

- 5.2.1. In order to be eligible to serve as a committee member, the individual must be at least 18 years of age and a current SEPSA member in good standing as described herein for at least one (1) year.
- 5.2.2. Served at least 6 months on the SEPSA board to become eligible as a candidate to become Secretary, Treasurer, or Chief Information Officer unless waived by the board then in office with a  $\frac{2}{3}$  majority vote.
- 5.2.3. Executive committee members may be appointed at any board meeting by majority vote of officers for reasons mentioned in section (5.1.5).
- 5.2.4. To be nominated, the individual must be at least 18 years of age and a current SEPSA member in good standing as described herein for at least one (1) year.
- 5.2.5. All members will be notified of available positions by the quickest and most modern form of communication.
- 5.2.6. Appointment of the Executive Committee member(s) shall be conferred by a majority vote (at least 51%) of elected officers during the October and May monthly meeting.
- 5.2.7. Marketing, Recruitment and Sponsorship vote shall be in October.
- 5.2.8. Communications and Community Volunteer vote shall be in May
- 5.2.9. Voting shall be done in executive session.
- 5.2.10. Proxy voting and absentee voting shall not be allowed.

- 5.2.11. Newly appointed Executive Committee member(s) shall attend the proceeding 2 months meetings shadowing the former Executive Committee member of the seat in which they were appointed.
- 5.2.12. The board of directors reserves the right to waive the one (1) year requirement for an individual.

## 5.3. Duties

### 5.3.1. Communications Director

- 5.3.1.1. Execute all social media marketing strategies and content marketing
- 5.3.1.2. Responsible for all social media posts/replies/direct messages
- 5.3.1.3. May serve as the key spokesperson and media contact for the corporation
- 5.3.1.4. Reports directly to Chief Information Officer
- 5.3.1.5. Adhere to corporations mission statements to any and all communications.
- 5.3.1.6. Chair of communications committee
- 5.3.1.7. Maintain accurate SEPSA business in shared resources e.g Google Drive with ownership set to SEPSA admin.
- 5.3.1.8. Additional duties as assigned

### 5.3.2. Recruitment Director

- 5.3.2.1. Communicate the corporation's mission statement to recruit members
- 5.3.2.2. Develop recruitment strategies for all leagues within SEPSA.
- 5.3.2.3. Responsible for recruitment of members for all sports leagues
- 5.3.2.4. Chair of recruitment sub committee
- 5.3.2.5. Reports directly to Vice-President
- 5.3.2.6. Maintain accurate SEPSA business in shared resources e.g Google Drive with ownership set to SEPSA admin.
- 5.3.2.7. Additional duties as assigned

### 5.3.3. Sponsorship Director

- 5.3.3.1. Responsible for soliciting sponsorship/donations for the corporation
- 5.3.3.2. Communicate the corporation's mission statement to local businesses to cross-promote
- 5.3.3.3. Update Board of Directors with sponsorship leads and status updates

- 5.3.3.4. Direct all donation funds with commitment level (donation form) to Treasurer for processing
- 5.3.3.5. Reports directly to Treasurer
- 5.3.3.6. Chair of sponsorship committee
- 5.3.3.7. Maintain accurate SEPSA business in shared resources e.g Google Drive with ownership set to SEPSA admin.
- 5.3.3.8. Additional duties as assigned

#### 5.3.4. Community Volunteer Director

- 5.3.4.1. Maintain an accurate list of interested members who wish to volunteer.
- 5.3.4.2. Acquire opportunities for members to volunteer.
- 5.3.4.3. Reports directly to the Secretary
- 5.3.4.4. Maintain continuous communication with board of directors, volunteers, and outside organization contacts.
- 5.3.4.5. Maintain accurate SEPSA business in shared resources e.g Google Drive with ownership set to SEPSA admin.
- 5.3.4.6. Additional duties as assigned

#### 5.3.5. Marketing Director

- 5.3.5.1. Execute all marketing materials containing the SEPSA logo and/or Branding
- 5.3.5.2. Responsible for publication and posting of marketing materials in coordination with the communication director, including but not limited to League Activities, Merchandise, and Fundraisers
- 5.3.5.3. Report directly to the Chief Information Officer
- 5.3.5.4. Adhere to corporation mission statements on any marketing materials
- 5.3.5.5. Chair of Marketing Committee
- 5.3.5.6. Maintain accurate SEPSA business in shared resources e.g., Google Drive with ownership set to SEPSA admin
- 5.3.5.7. Additional duties as assigned

## 5.4. Standing Committees

### 5.4.1. Formation and Approval

- 5.4.1.1. Executive Committee Members may form subcommittees to assist with duties as appropriate and approved by the Board of Directors.

### 5.4.2. Sponsorship, Marketing, & Recruitment Committee

- 5.4.2.1. Chaired by sponsorship director and recruitment director
- 5.4.2.2. All digital and printed marketing materials need final approval by the Chief Information Officer.
- 5.4.2.3. Responsible for creating all digital and printed marketing materials
- 5.4.2.4. Maintain continuous communication with board of directors, committee members, and outside organization contacts.
- 5.4.2.5. Responsible for the distribution of printed materials.
- 5.4.2.6. Other duties as assigned.

### 5.4.3. Operations/Events Committee

- 5.4.3.1. Chaired and overseen by Vice President
- 5.4.3.2. Oversee events program for Board of Directors
- 5.4.3.3. Coordinate operations for the Board of Directors, e.g. Storage Unit, End of Season Banquet, Pride, etc.
- 5.4.3.4. Assist as able with league special events
- 5.4.3.5. Additional duties as assigned

### 5.4.4. Hall of Fame Committee

- 5.4.4.1. Chair appointed by the President
- 5.4.4.2. Develop a program on electing members to the SEPSA Hall of Fame annually
- 5.4.4.3. Coordinate Hall of Fame events each year

## 6. Athletic Leagues

### 6.1. Adaptation/Create an Athletic League

- 6.1.1. A potential new league commissioner has expressed interest in forming a new athletic league.
  - 6.1.1.1. Where avoidable a member of the Board of Directors shall not be appointed to the role of League Commissioner.
- 6.1.2. A majority vote of the Board of Directors shall create an Athletic League and appoint a League Commissioner who will oversee the workings of the Athletic League.
- 6.1.3. Each SEPSA Athletic League shall be known as "Sioux Empire PSA - [League Sport]".

### 6.2. General Provisions

- 6.2.1. A majority vote of the Board of Directors shall create an Athletic League and appoint a League Commissioner that will oversee the workings of the Athletic League.
- 6.2.2. Each athletic league shall have at minimum a commissioner and assistant commissioner.
- 6.2.3. All Athletic Commissioners shall, always, be under the authority of the Board of Directors.
- 6.2.4. Notwithstanding, these Committees Commissioners shall NOT have the powers or authority to:
  - 6.2.4.1. Amend, alter, or repeal the Bylaws
  - 6.2.4.2. Elect, appoint, or remove any member of the Executive Officers, Executive Committee, or other Athletic Commissioners Directors.
  - 6.2.4.3. Amend the Articles of Incorporation
  - 6.2.4.4. Adopt a plan of merger or consolidation with another Corporation
  - 6.2.4.5. Divorce itself from the Corporation Sioux Empire Pride Sports Association
  - 6.2.4.6. Authorize the sale, lease, exchange, or mortgage of any of the assets or property of SEPSA.
  - 6.2.4.7. Authorize voluntary dissolution of the Corporation or revoking proceedings thereof
  - 6.2.4.8. Amend, alter, or repeal any resolution of the Board of Directors
  - 6.2.4.9. Adopt a plan for the distribution of corporation assets
  - 6.2.4.10. Enter into any contract or contractual agreement binding the Corporation without the express authority and permission of the Board of Directors

## 6.3. Funding

- 6.3.1. All Committees or Athletic Commissioners of all Athletic Leagues shall be allocated funds from the Corporation 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.
- 6.3.2. Where an Athletic League exists having received no actual initial funding from the Board, such League's funds, however accumulated, shall be under the direct control of the Board of Directors.
- 6.3.3. All allocated funds not exhausted during an Athletic League'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 League is a Special Event, the funds should also revert to the Board within the forty-five (45) daytime-period. All remaining funds are to be reallocated into the General Funds account, received by the Corporation 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.
- 6.3.4. Within the exception of the funds directly allocated a Committee or Athletic Commissioner of an Athletic League 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.
- 6.3.5. All Athletic Leagues are to submit for review and approval/denial of their upcoming seasons budget during December's meeting. And maintain accurate records of that year's PLAN vs. ACTUAL budget.

## 6.4. Player/Team Assistance Fund

- 6.4.1. Specific allocated funds made ready for disbursement to SEPSA player/team to cover specific fees related to team costs requested by player/team e.g (player fee, team fee, uniform, equipment, etc.) for players/teams experiencing financial hardship.
- 6.4.2. Request(s) may not exceed \$500 per team/player per league season. This amount may be amended by a  $\frac{2}{3}$  majority vote of the board of directors depending on volunteer activity by the team/player during the current or the immediately preceding sports year.
- 6.4.3. Requests must be made in person by the player / team during any scheduled board meeting.
- 6.4.4. A quorum of the board of directors must be present for a vote by the board to take place.
- 6.4.5. Funds will be distributed and made payable to the recipient in the form of a check within thirty (30) days of approval.
- 6.4.6. If denied, or a lesser amount is approved, an explanation letter will be made available to the requestor within thirty (30) days of outcome of vote.

6.4.7. Traveling expenses are not to be requested from this fund.

## 6.5. Performance

- 6.5.1. All Committees or Athletic Commissioners of all Athletic Leagues are obligated to fulfill to the best of their ability the purpose for which they are established.
- 6.5.2. All Committees or Athletic 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.
- 6.5.3. All Committee Chairpersons or Athletic Commissioners of all Athletic Leagues shall be the official representative of that Committee/Athletic League to the Board of Directors.
- 6.5.4. It will be the responsibility of each Committee or Athletic Commissioner of each League to have ready the necessary goods and services required for the performance of any athletic or social function sponsored by SEPSA, for which it is in charge.
- 6.5.5. All Committees or Athletic 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.
- 6.5.6. All Committees or Athletic Commissioners will establish, by majority vote, the rules, and regulations under which they shall operate their respective league. This document shall be titled: "Sioux Empire PSA - [League Sport] Athletic Code" and made available to anyone wishing to view it. Notwithstanding, no rules and regulations of a Committee or League can violate the Corporation's Articles of Incorporation, 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 of Incorporation shall remain supreme.
- 6.5.7. Each Committee or Athletic Commissioner MUST hold monthly meetings during their leagues operating months regarding its performance in carrying out league divisional activities and give notice of meetings to all league registered members and registered non-members at least one(1) month in advance. Meeting minutes must be submitted to SEPSA's Secretary immediately following each meeting to be made available on SEPSA's website.
- 6.5.8. The Committee Chair or Athletic Commissioner is obligated to be present at any Board meeting, when notified that they are required to do so. If the Chair or Athletic Commissioner is unable to attend a required meeting; they are to send a representative in their place.
- 6.5.9. Each Committee or Athletic Commissioner MUST file, with SEPSA's Secretary, a complete monthly report regarding its performance in carrying out divisional activities of SEPSA.
- 6.5.10. When it shall seem necessary to the well-being of SEPSA that an Athletic Commissioner(s) be removed, procedures mentioned in Section 3.10 and 3.11

("Removal" 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 Commissioner(s) is removed.

## 6.6. Litigation

- 6.6.1. Each Committee or Athletic Commissioner has the complete and total responsibility of holding the Corporation harmless from any legal liabilities or obligations incurred because of the operations of that Athletic League 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 Executive Officers, Executive Directors, Athletic Commissioners, or subcommittee members.

## 6.7. Disbandment

- 6.7.1. By the authority of the Board of Directors, a Committee or Athletic Commissioner of an Athletic League will be dissolved after all reports have been received and approved. It shall be at the time that all members shall be relieved of all responsibility and authority.
- 6.7.2. Such Athletic League 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 League's activity.



## 7. Membership

### 7.1. Term

- 7.1.1. Any person that has registered in an Athletic League and has paid a player fee(s), and/or non-player fee(s) is a General Voting Member for that specific sporting year running from October 1 to September 30.
- 7.1.2. General voting members that have registered in an Athletic League after the Executive Officers election will be eligible to vote in the next Executive Officer election.

### 7.2. Dues

- 7.2.1. All Members of SEPSA shall pay associated fees required for participation in an Athletic League, the amount of which shall be determined by the Board of Directors and/or Athletic League Commissioner.
- 7.2.2. Dues shall be paid prior to participation of each Athletic League and/or through a means in which the Athletic League Commissioner has disclosed to the participants.
- 7.2.3. Only those members who have paid the one-time annual banquet fee, prior to the cutoff date, will be offered admittance into the all league banquet held in the month of October. Exceptions may be made during any scheduled board meeting.

### 7.3. General Voting Membership

- 7.3.1. Each person wishing to become a Player Member, Commissioner, or Assistant commissioner of SEPSA must be at least 18 years of age, register, and sign a release form for every Athletic League they want to participate in.
- 7.3.2. Each person wishing to become a Non-Player Member of SEPSA must be at least 18 years of age, register, and sign a release form for an Athletic League in which they want to participate in.

### 7.4. Rights & Privileges

- 7.4.1. Ability to participate in all/any athletic league and social functions sponsored by SEPSA. Their participation shall be governed by SEPSA's rules, regulations, policies, and respective Athletic League's rules, regulations, and policies. Additional fees may apply.
- 7.4.2. To attend all OPEN meetings of the Board of Directors held throughout the year.
- 7.4.3. To one (1) vote in any general meeting or election where such an issue arises calling for a vote of the SEPSA Membership.
- 7.4.4. The sole power to elect officers shall be vested with SEPSA members
- 7.4.5. To nominate potential new members to Executive Officer and/or Executive Committee positions, from amongst its ranks, at a meeting scheduled in the month of August or for

Executive Committee members, any scheduled board meeting, for such purpose. Further, shall be entitled to elect from those nominees for executive officer positions, by a majority vote of the members gathered in convention, the new members to the Executive Office position.

- 7.4.6. To be nominated to an Executive Officer position of SEPSA or nominated to an Executive Committee position given they have met the qualifications outlined above.
- 7.4.7. Those members who have paid the one-time annual banquet fee, prior to the cutoff date, will be offered admittance into the all league banquet held in the month of October. Exceptions may be made during any scheduled board meeting.

## 7.5. Obligation of Member

- 7.5.1. Any individual who has been issued membership in SEPSA must follow the rules, regulations, and policies set forth by the Board of Directors as well as those rules, regulations, and policies set forth by the Athletic Commissioner(s) for the League(s) in which they have been chosen to participate in.

## 7.6. Revocation of Membership

- 7.6.1. Where such Member of the Corporation has deliberately, repeatedly, or grossly violated any bylaw, rule, regulation, or policy set forth by the Board of Directors; Athletic Commissioner(s) of the League in which they are participating at the time of the violation, such member will forfeit all rights and privileges of SEPSA Membership. Revocation of Membership shall last such a period as determined by the Board of Directors.
- 7.6.2. 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.

## 7.7. Non-Voting Membership Classes: Affiliates, Sponsors, and/or Partners

### 7.7.1. Non-voting Membership classes

- 7.7.1.1. The board of directors may approve, by simple majority vote, classes of non-voting members with rights, privileges, and obligations established by the board. They may be individuals, businesses, and/or other corporations that seek to support the mission of the corporation.

### 7.7.2. Affiliate

- 7.7.2.1. Have a similar aligned vision, mission, that is a business, corporation, corporation, and/or league wishing to support the mission of the corporation.

### 7.7.3. Sponsor

- 7.7.3.1. Financial contributor to the corporation

- 7.7.3.2. Have a similar aligned vision,mission, that is a business, corporation, corporation, and/or league wishing to support the mission of the corporation.

#### 7.7.4. Partner

- 7.7.4.1. In-kind contributor to the corporation

- 7.7.4.2. Have a similar aligned vision,mission, that is a business, corporation, corporation, and/or league wishing to support the mission of the corporation.

## 8. Contracts, Checks, Loans, Indemnification

### 8.1. Contracts and other Writings

- 8.1.1. Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

### 8.2. Checks, Drafts

- 8.2.1. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution.

### 8.3. Returned Checks, Drafts

- 8.3.1. Any checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, deposited to the corporations financial institution and returned to the corporation unpaid to the corporation and which any fee is assessed to the corporation shall be owed by the indebted.
- 8.3.2. Additional fees, fines, or other such action as directed by the board of directors may be enforced; including, but not limited to removal from office, membership, etc.

### 8.4. Deposits

- 8.4.1. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

### 8.5. Loans

- 8.5.1. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

### 8.6. Indemnification

- 8.6.1. Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- 8.6.2. Permissible indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her

has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

- 8.6.3. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceedings, as authorized by the board in the specific case, upon receipt of:
- 8.6.3.1. a written affirmation from the director, officer, employee or agent of their good faith belief that he or she is entitled to indemnification as authorized in this article, and
  - 8.6.3.2. an undertaking by or on behalf of the director, officer, employee or agent shall to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- 8.6.4. Indemnification of Officers, Agents, and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with South Dakota Law and public policy, provided that such indemnification, and scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## 9. Miscellaneous

### 9.1. Books and Records

- 9.1.1. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the corporation. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### 9.2. Fiscal Year

- 9.2.1. The Fiscal year of the corporation shall be from January 1 to December 31 of each year.

### 9.3. Conflict of Interest

- 9.3.1. The board shall adopt and periodically review the conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### 9.4. Nondiscrimination Policy

- 9.4.1. The Officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, gender identity, and sexual orientation.
- 9.4.2. It is the policy of SEPSA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, mental disability, veteran's status, political service or affiliation, color, religion, or national origin.

### 9.5. Sunshine Fund

- 9.5.1. Specific allocated funds made ready for disbursement to past, present and future members for the purpose of, but not limited to: marriage, death, birth, accident and/or any major life altering event.
- 9.5.2. Amount may not exceed \$500.00
- 9.5.3. Requests may be made in person during any scheduled board meeting.
- 9.5.4. Multiple request for disbursement for the same event will not be considered
- 9.5.5. A quorum of the board of directors must be present for a vote by the board to take place.
- 9.5.6. Funds will be distributed and made payable to the recipient in the form of a check within thirty (30) days of approval.

- 9.5.7. If denied, or a lesser amount is approved, an explanation letter will be made available to the requestor within thirty (30) days of outcome of vote.

## 10. Press Release

- 10.1. All news releases to news outlets concerning all Corporation 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 Board of Directors. The Board of Directors, if it so chooses, may elect to suspend approval on specified types of news releases, charging an authorized individual(s) with responsibility.

## 11. Catastrophe

- 11.1. In the event of the loss of many of the Members of the Board of SEPSA, the surviving Board of Directors, or Athletic Commissioners shall call an emergency meeting of the SEPSA Membership. The Membership shall then nominate and elect new Directors to the Board to the full number specified in the bylaws of SEPSA.

## 12. Counter-Terrorism and Due Diligence Policy

- 12.1. In furtherance of its tax exemption by contributions to other corporations, domestic or foreign, SEPSA shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, SPESA willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist corporations and their support networks.
- 12.2. SEPSA shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## 13. Dissolution

- 13.1. The Corporation may be dissolved either voluntarily or involuntarily, only in the manner prescribed by South Dakota State Law.
- 13.2. Upon termination or dissolution of SEPSA, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying corporations described in Section 501(c)(3) or the 1986 Internal Revenue Code (or described in any corresponding provision of

any successor statute) which corporation or corporations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

- 13.3. The corporation to receive the assets of SEPSA hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient corporation shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against SEPSA, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying corporation or corporations to receive the assets and resources to be distributed, giving preference if practicable to corporations located within the State of South Dakota.
- 13.4. In the event that the court shall find that this section is applicable but that there is no qualifying corporation known to it which has a charitable purpose, which, at least generally, includes a purpose similar to SEPSA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of South Dakota to be added to the general fund.

## 14. Enjoinments

- 14.1. All Board of Directors of SEPSA and Athletic Commissioners are especially enjoined from engaging in political activity in the Corporation's name, or from using the Corporation's facilities or resources in the furtherance of a political cause. SEPSA may not engage in any political activity; however, this may not be construed as violating an individual's rights as a private citizen of the United States of America, under the Constitution and the Bill of Rights.

## 15. Remuneration

- 15.1. In conformity with South Dakota Law, the net earnings of the Corporation are not distributable to its members, Board of Directors, or Athletic Commissioners. The Board of 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/staff of the Corporation and reasonable compensation for services rendered in the furtherance of its goals and purposes.

## 16. Protocol

- 16.1. For all matters not specifically dealt with in the Articles of Incorporation or these bylaws, the South Dakota Nonprofit Corporations Act applies as specifically stated within South Dakota State Law. The Corporation and its Board of Directors and Athletic Commissioners may not at any time knowingly act in such a manner to violate the law.



# 17. Transparency and Accountability Disclosure of Financial Information

## 17.1. Purpose

- 17.1.1. By making full and accurate information about its mission, activities, finances, and governance publicly available, SEPSA practices and encourages transparency and accountability to the general public. This policy will:
- 17.1.2. Indicate which documents and materials produced by the corporation presumptively open to members and/or the public.
- 17.1.3. Indicate which documents and materials produced by the corporation presumptively closed to members and/or the public.
- 17.1.4. Specify the procedures whereby the open/closed status of documents and materials can be altered.
- 17.1.5. The details of this policy are as follow:

## 17.2. Financial and IRS documents (The form 1023 and the form 990)

- 17.2.1. SEPSA shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, bylaws, conflict of interest policy and financial statements to the general public for inspection free of charge.

## 17.3. Means and Conditions of Disclosure

- 17.3.1. SEPSA shall make “Widely Available” the aforementioned documents on its internet website. <https://siouxempirepsa.org/> to viewed and inspected by the general public.
- 17.3.2. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from the public disclosure requirements, such as contributor lists).
- 17.3.3. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- 17.3.4. SEPSA shall not charge a fee for downloading the information. Documents shall not be posted in a format that requires special computer hardware or software (other than software readily available to the public free of charge).
- 17.3.5. SEPSA shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

## 17.4. IRS Annual Information Returns (Form 990)

- 17.4.1. SEPSA may submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each requesting member of the governing body via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

## 17.5. Board

- 17.5.1. All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.
- 17.5.2. All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.
- 17.5.3. All papers and materials considered by the governing body shall be open to the public following the meeting at which they were considered, except where a motion is passed to make any specific paper or material confidential.

## 17.6. Employee/Staff Records

- 17.6.1. All employee/staff records shall be available for consultation by the employee member concerned or their legal representatives.
- 17.6.2. No employee/staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- 17.6.3. Within the corporation, the employee/staff records shall be made available only to those persons with managerial or personnel responsibilities for that employee/staff member, except that
- 17.6.4. Employee/Staff records shall be made available to the board of directors when requested.

## 17.7. Sponsorship Records

- 17.7.1. All sponsorship records shall be available for consultation by the board of directors and sponsorship concerned or by the legal representatives.
- 17.7.2. No sponsor record shall be made available to any other person outside the corporation except by authorized governmental agencies.
- 17.7.3. Within the corporation, sponsor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those sponsors, except that;
- 17.7.4. Sponsor records shall be made available to the Board of Directors when requested.

## 18. Code of Ethics and Whistle-Blower Policy

### 18.1. Purpose

- 18.1.1. SEPSA requires and encourages members, board of directors, employees/staff to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees/staff and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.
- 18.1.2. It is the intent of SEPSA to adhere to all laws and regulations that apply to corporations and the underlying purpose of this policy is to support the corporation's of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

### 18.2. Reporting Violations

- 18.2.1. Please refer to the Grievance Procedure & Policy on SEPSA's website.

## 19. Amendments of Bylaws and Articles of Incorporation

### 19.1. Amendments to the Articles of Incorporation

- 19.1.1. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors then in office.

### 19.2. Amendments of the Bylaws

- 19.2.1. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of Board of Directors then in office at a meeting of the Board of Directors, provided, however:
  - 19.2.1.1. That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under section 501(c)(3) of the internal revenue code of 1986, or the corresponding section of any future federal tax code; and,
  - 19.2.1.2. That an amendment does affect the voting rights of the Board of Directors. An amendment that does affect the voting rights of the Board of Directors further requires ratification by two-thirds ( $\frac{2}{3}$ ) vote of quorum.
  - 19.2.1.3. That all amendments be consistent with the Articles of Incorporation.

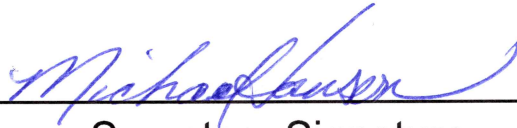
## Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Sioux Empire Pride Sports Association/SEPSA were approved by the Sioux Empire Pride Sports Association/SEPSA board of directors on mm/dd/yyyy, and constitute a complete copy of the Bylaws of the corporation

Michael Hanson

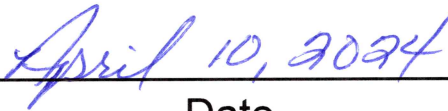
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Secretary Printed Name



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Secretary Signature



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Date