

STONEWALL SPORTS – ATLANTA BYLAWS



ARTICLE I : NAME

- A. The name of this organization shall be “Stonewall Sports - Atlanta” (hereinafter referred to as “the League”).
- B. The League’s principal place of business shall be the Greater Metro Area of Atlanta, GA.

ARTICLE II : PURPOSE

- A. The purpose of the League is to provide an inclusive, low-cost opportunity for members and allies of the LGBTQIA+ community to engage in group sports activities while supporting the local community.
- B. The League shall not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, gender identity, sexual orientation, or any other basis prohibited by law.
- C. No part of the activities of the League shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the League operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the League shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.
- D. The League was founded in January of 2021 and consisted of the following board members and positions:
 - 1. Benoit Sabourin, Commissioner
 - 2. Adrian McGraw, Events Director
 - 3. Jonathan Stroble, Sports Director, Kickball
 - 4. Cody deDianous, Treasurer
 - 5. Zeb Ott, Communications/Marketing Coordinator
 - 6. Ronnie Few, Recruitment Coordinator
 - 7. Stephen Beckwith, Sponsorship Coordinator

8. Courtney Gunter, Technical Director
9. Thomas Reddington-Kincaid, Technical Director
10. Emily Heinz, Diversity, Equity & Inclusion Coordinator

ARTICLE III: DEFINITIONS

- A. Member of the League: An individual who has registered to play in any organized sport activity sponsored by the League within the previous 12 months and remained compliant with all of the provisions of the code of conduct, is considered to be a “Member” of the League.
- B. Player: An individual who has registered for the current sport and is compliant with all of the provisions of the code of conduct will be considered a “Player” of the League. A player includes those assigned to a team and those who hold the status as a “free agent.”
- C. Free Agent: An individual who has registered for the current sport and is compliant with all of the provisions of the code of conduct but has not been assigned a team is considered a “Free Agent” up and until they have officially joined a team (via accepting an offer extended by the Captain and/or Co-Captain of said team) which is registered with the League.
- D. Voting Member: An individual who has served as a team Captain (to a season’s completion) within the last 12 months is considered a voting member in all executive elections except as otherwise restricted by these bylaws.
- E. Friend of the League: Friends of the League are not registered players, do not pay any fees, and do not have any voting rights, authority, or influence in League business. While they may volunteer to assist with events and League activities, friends of the League are ineligible to hold any position of authority or leadership within the League. Friends of the League may be a part of the Facebook group and other social media platforms as well as registered on the League website. They are eligible to receive updates and attend events open to the public which are sponsored by the League.
- F. Team Captain:
 1. An individual who creates and/or manages a team during a sport season sponsored by the League is considered a “Team Captain” or “Captain”. Except as restricted herein, members of leadership are allowed to serve as a Team Captain. Members of leadership will recuse themselves from any leadership matter that exclusively affects the team to which they Captain.

Team Captains have voting rights in the election of leadership as prescribed herein; an individual serving as a Captain is eligible to vote in any qualifying election/matter. NOTE: Only one vote per person is allowed regardless of how many teams that individual has captained during the previous year.

3. The following officers are restricted from serving and/or acting as Captain concurrently with their other leadership role: Commissioner and Sports Director (for the Sport(s) they are director of). NOTE: As a last resort, and after exhausting all other possible remedies, the Commissioner may appoint one of the previously identified restricted officers to Captain any “free agent” team. The Commissioner may never serve as Captain of a team.

G. Umpires: An individual whose sole engagement with the League is limited to officiating sporting events are considered “Umpires.” For purposes of voting rights and assessment of fees, umpires are official volunteers of the League and may be assessed a registration fee, to cover the cost of their t-shirt.

H. Financial Board: The Financial board is the sole body that may approve/disapprove any contractual obligation or enter into an agreement for indebtedness. The following positions will comprise the subset of principals known as the executive board.

1. Commissioner
2. Technical Director
3. Treasurer

I. Leadership Board: The Financial Board, along with the following positions will comprise the subset of leadership known as Principals:

1. Sports Director (for each established sport with the last 12 months),
2. Events Director
3. Sponsorship Coordinator
4. Communications/Marketing Coordinator
5. Recruitment Coordinator
6. Diversity, Equity and Inclusion Coordinator

J. Fiscal Year: The Fiscal year of the League shall coincide with the calendar and tax year; January through December.

K. Quorum: Unless otherwise prescribed herein, quorum shall always be 3/4 of the total voting body in question.

L. Interested Person: Any member of leadership or member of a committee with decision authority, who has a direct or indirect financial interest, as defined below, is an interested person.

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

1. An ownership or investment interest in any entity with which the League has a transaction or arrangement,

2. A compensation arrangement with the League or with any entity or individual with which the League has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the League is negotiating a transaction or arrangement.
 - a. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate decision authority decides that a conflict of interest exists.
 - b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

ARTICLE IV : REGISTRATION FEES

Registration fees are required for Players and Team Captains. Registration fees are paid each season at an amount determined by the League Leadership Board. The Leadership Board may waive or modify registration fees at its discretion.

ARTICLE V : MEETINGS

- A. Public Town Hall: A general informational meeting open to all members and the public will occur once per fiscal year. The purpose of this meeting is to provide a general update on the accomplishments and goals of the League. This meeting will also serve as designated time for concerns, ideas and relevant issues to be brought before the entire League and discussed in open forum. The time, date, location, format and agenda of this meeting shall be determined by the Leadership Board of the League. Notice of the meeting will be made 30 days prior to the meeting via the public social/electronic media of the League.
- B. Captains Meeting: A minimum of two (2) captains' meetings will be held each individual sport season. The first meeting will occur after registration, but prior to the first game of the season. The agenda for said meeting will include (at a minimum): duties of Team Captains, structure of the League, and expectations for the season. The second will be scheduled sometime during the season and/or after the last game is played to gather feedback. The time, date, location, format and agenda of these meetings will be determined by the Sports director who has cognizance over the relevant sport. Notice of the meeting will be made 14 days prior to the meeting via the public social/electronic media of the League as well as directly to all team Captains. Additional meetings or cancellation of a meeting will be at the discretion of the Sports Director.
- C. Leadership Meetings: Leadership meetings will be held no less than twice a month. The time, date, location, format and agenda of these meetings will be determined by the Commissioner of the League. The required attendance for meetings of the Leadership Board is one (1) of two (2), or 50% of the total monthly meetings. Attendance via telecommunications is acceptable. Additional meetings or cancellation of a meeting will be at the discretion of the Commissioner of the League.

- D. Financial Board Meetings: Financial board meetings will be held at the discretion of the Commissioner. The time, date, location, format and agenda of these meetings will be determined by the Commissioner of the League. The required attendance for Executive Board meetings is all scheduled meetings. Attendance via telecommunications is acceptable. Additional meetings or cancellation of a meeting will be at the discretion of the Commissioner of the League.

ARTICLE VI: LEADERSHIP BOARD ROLES AND RESPONSIBILITIES

- A. Commissioner: One (1) Commissioner will be in charge of running the League and managing all subordinate officers. The Commissioner shall set the overall agenda and goals of the League each year. The Commissioner shall be the official legal representative of the League and shall negotiate and sign all permits, contracts, and other binding agreements/promissory notes. The Commissioner will represent the League in any matters pertaining to Stonewall Sports Inc. (SSI). The Commissioner will be the final authority on all League business and matters. A term of the League Commissioner shall last for two (2) fiscal years. The first elected Commissioner (the second following the inaugural founding Commissioner) will take office in 2023; election to be held in 2022. The commissioner may serve two (2) consecutive terms.
- B. Treasurer: The Treasurer is responsible for the League's financial transactions. The Treasurer will maintain financial records for the League, prepare a budget each season, monitor the financial accounts, and be responsible for reviewing and approving all financial transactions. The Treasurer will conduct an audit on or about 1 October of League accounts and provide the results of said Audit to the Leadership Board upon request. A term of the League Treasurer shall last for two (2) fiscal years. The first elected Treasurer (the second following the inaugural founding Treasurer) will take office in 2023; election to be held in 2022. The Treasurer may serve two (2) consecutive terms.
- C. Technical Director: The Technical Director is ultimately responsible for all records and administrative files associated with the League; the Technical Director is directly responsible for creating and maintaining minutes for all executive board meetings. The Technical Director is responsible for assisting the Treasurer with accurate planning/budgeting cost for each sports League and individual event; the Technical Director is responsible for assisting the Communications/Marketing Coordinator in developing and maintaining the website. A term of the Technical Director shall last for two (2) years. The first elected Technical Director (the second following the inaugural founding Technical Director) will take office in 2023; election to be held in 2022. The Technical Director may serve two (2) consecutive terms.
- D. Sports Director: The Sports Director shall oversee the day-to-day operations of their assigned

sports League(s). Conceptually, each established sport of the League will have its own director (i.e. Kickball Sports Director, Dodgeball Sports director, Bocce Ball Sports director, etc.). An individual may serve as the Sports Director for no more than two (2) non-concurrent sports. The Sports Director shall be the final authority on the rules and regulations of their sport and shall be responsible for updating the rules for the League. The Sports Director shall serve as the arbiter of any disputes relating to the implementation of the rules with the exception of any dispute involving the team to which they belong (in such cases, the arbiter will be the Commissioner). Each Sports Director shall be responsible for identifying, recruiting, selecting and training referees and umpires for each season. The Sports Director shall determine field safety for each game and shall establish a protocol for inclement weather. The Sports Director will upload and maintain team rankings, standings, and score differentials on the League's website. The Sports Director will default as Head Umpire for all games; at their discretion they may select any qualified player as Head Umpire for the duration of any one game day. The term of the Sports Director is two (2) fiscal years; they may serve a maximum of two (2) consecutive terms. The first elected Sports Director (the second following the inaugural founding director) will take office in 2023; election to be held in 2022.

- E. Events Director: The Events Director shall plan and coordinate League-wide social events throughout the season. During the planning, coordination and execution of social and fundraising events, the events director will serve as the primary point of contact, for the League, to external entities. The Events Director is responsible for the hiring/recruiting of subcontractors (DJs, entertainers, caterers, etc.) for all League events. They are responsible for the regular and continuous engagement with the League's selected charities. The term of the Events Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Events Director (the second following the inaugural founding Events Director) will take office in 2023; election to be held in 2022.
- F. Sponsorship Coordinator: The Sponsorship Coordinator shall maintain regular and continuous engagement with the sponsors of the League. They shall track donation pledges and submissions as well as monitor the League's support and promotion of each sponsor. The Sponsorship Coordinator shall be the main point of contact for the solicitation, confirmation and ongoing communication between the League and the sponsor. The Sponsorship Coordinator will assist with the coordination of fundraising activities for the League as well as the interactions with the League's selected charity. The term of the Sponsorship Coordinator is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Sponsorship Coordinator (the second following the inaugural founding Sponsorship Coordinator) will take office in 2023; election to be held in 2022.
- G. Communications/Marketing Coordinator: The Communications/Marketing Director will manage and maintain all websites and social media platforms, hire/recruit subcontractors (videographers, photographers, influencers, etc.) for events as well as oversee all branding and promotion of the League; print and electronic media. The term of the Marketing Director is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected

Marketing Director (the second following the inaugural founding director) will take office in 2021; election to be held in 2020.

- H. Recruitment Coordinator: The Recruitment Coordinator will manage all recruitment efforts of the League. The Recruitment Coordinator will work with the Communications/Marketing Coordinator, Sports Director(s) and the Diversity, Equity and Inclusion Coordinator to strategize and make decisions on the season's recruitment strategies. The term of the Recruitment Coordinator is two (2) fiscal years; they may serve a maximum of two consecutive terms. The first elected Recruitment Coordinator (the second following the inaugural founding Recruitment Coordinator) will take office in 2023; election to be held in 2022.
- I. Diversity, Equity & Inclusion "DEI" Coordinator: The DEI Coordinator will work to ensure the League upholds the values of diversity, equity, and inclusion within the community, leadership, and in the programs/activities offered. The DEI Coordinator will lead and manage the DEI Committee, which consists of members of the League, to ensure diversity and inclusion are considered in all aspects of League decisions: choosing inclusive, LGBTQIA+ sponsors; being inclusive and diverse in recruitment efforts; and working to remove barriers of access and participation from underrepresented communities. A term of the DEI Coordinator shall last two (2) fiscal years. The first appointed DEI Coordinator (the second following the inaugural founding DEI Coordinator) will take office in 2023; election to be held in 2022. The DEI Coordinator may serve up to two (2) consecutive terms.
- J. Succession: In the event that a member of the Financial and Leadership Boards is incapacitated and/or otherwise unable to fulfill their duties, the succession of leadership will be as follows: (1) Commissioner, (2) Treasurer, (3) Technical Director, (4) Events Director, (5) Sports Director, (6) Sponsorship Coordinator, (7) Marketing/Communications Coordinator and, (8) Recruitment Coordinator (9) DEI Coordinator. In the event that a Leadership Board member resigns or is removed from office, and said office remains vacant for sixty (60) or more days, the senior member of the Financial Board shall appoint an eligible candidate.

ARTICLE IX : ELECTIONS

- A. The procedures and processes for the conduct of elections will begin no later than 1 September and conclude no later than 31 October. Newly elected officers will take office on the 1st of January following the election.
- B. Nominations and self-nominations will be accepted, in writing, from all voting members of the League (Leadership Board and Team Captains), to be turned into the Financial Board.
- C. The Financial Board will use any method to narrow the applicant pool to no more than three (3) applicants. However, when reviewing and selecting finalists from the applicant pool, the Financial Board will especially consider the respective applicant's relationship with the League; specifically:

- a. whether the applicant is or has been a registered Player, Umpire, Captain or supported the League in any other capacity;
- b. for what length of time the applicant served in any applicable role; AND
- c. the applicant's level of performance in any applicable role.

ARTICLE X : RESIGNATIONS

A. Resignation: Resignations will be effective on the date indicated in the letter or, if appropriate, upon receipt.

1. **Team Captain**: A formal letter must be delivered (physically or electronically) to the Sports Director.
2. **Leadership Board**: A formal letter must be delivered (physically or electronically) to the Commissioner for dissemination and action by the Financial Board.

ARTICLE XI : REMOVAL

A. Removal: Members of the League can be removed from any position of authority or leadership for cause at any time. For cause removal includes but is not limited violation of the code of conduct, civilian or military conviction of misconduct, temporary or permanent incapacitation and any other just cause as determined by the removing body.

1. Votes Required

- A. *Captains*: Captain can be removed by (a) 3/4 of their team signing a statement of no-confidence and delivering said statement the Sports Director, or (b) by a vote of 3/4 of the sitting voting members of the League.
- B. *Leadership Board*: Any individual who serves in a position exclusively designated above as member of the leadership board can be removed by a vote of 3/4 of the sitting voting members of the League.
- C. *Financial Board*: With the exception of the Commissioner, any individual who serves in a position exclusively designated above as an financial board member, can be removed by 3/4 of the sitting Leadership Board.
- D. *Commissioner*: The Commissioner can only be removed by 3/4 of sitting leadership board members AND Captains combined.

2. **Procedure:** Specific procedures and format may be prescribed by the Commissioner as necessary.

- A. No member of the League who holds a position of authority shall be expelled without an opportunity to be heard, unless affording the opportunity would place an undue burden on the organization (i.e. the member is in the custody of law enforcement, the member is incapacitated, the member is out of the country and will not return for several months).
- B. Notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons for such expulsion. The member will be allowed to speak and present a case in opposition of the motion for expulsion at the same meeting wherein the vote is to occur.
- C. No refund will be provided to any member removed, pursuant to this or any other article in these bylaws, however, annual tax documentation will be provided in accordance with the existing fiscal practices of the League (if applicable).

ARTICLE XII : VACANCIES

A. Vacancy: All vacant positions shall be filled utilizing the following process:

1. **Team Captain:** In the event that a Captain resigns from their position mid-season, a new Captain will be chosen from amongst the remaining team members of the affected team. The process of selection will be at the discretion of the affected team with guidance from the Sports Director.
2. **Other than Commissioner**
 - a. The Commissioner shall solicit applications from the League for the vacant position.
 - b. The Financial Board shall select no more than three (3) applicants from the pool via simple majority vote
 - c. The selected applicants shall be put to a vote by the sitting voting members of the League eligible to elect as prescribed above.
3. **Commissioner:** If the League Commissioner position is vacant, a new Commissioner shall be selected by the Leadership Board. Succession, as described

above, will immediately initiate upon vacancy and continue until a permanent Commissioner is identified.

ARTICLE XIII : COMMITTEES

- A. Standing Committees: The standing committee of the League shall be the Diversity, Equity and Inclusion Committee. It shall be managed by the DEI Coordinator in a manner of their own choosing as commensurate with the purpose of their role as previously outlined.
- B. Other Committees: Additional committees may be created by the Leadership Board and staffed with volunteers of any membership level. Any additional committees will work under the guidance of an appointed Leadership Board member.

ARTICLE XIV : COMPLAINTS

- A. Critical Complaints: Any member of the League receiving a complaint alleging harassment, bullying or threat of violence shall forward said complaint (and any additional information) to a member of the leadership board for immediate investigatory and adjudicative action.
- B. Non-critical complaints: All other complaints should be routed using the appropriate chain of communication.
 - 1. Player to Captain
 - 2. Captain to Sports Director
 - 3. Sports Director to Leadership Board
 - 4. Leadership Board Commissioner for action
- C. Players are encouraged to exhaust all personal and lower forum remedies before submitting a non-critical complaint up the chain. Plainly put, the League is comprised of adults - individual dispute resolution should be the default and not the exception.

ARTICLE XV : CORPORATE STAFF

No corporate staff will be hired to manage the League. All positions of responsibility and influence will be on a volunteer basis and members will not receive any compensation for their services unless otherwise specified within these articles.

ARTICLE XVI : CONFLICT OF INTEREST

A. Purpose: The purpose of the conflict-of-interest policy is to protect the League's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the League or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Procedures:

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Principals.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting of the Principals while the determination of a conflict of interest is discussed and voted upon. The Principals shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the meeting of the Principals, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Commissioner shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Principals shall determine whether the League can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Principals shall determine by a majority vote (excluding the disinterested person(s)) whether the transaction or arrangement is in the League's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Principals shall make their decision as to whether to enter into the transaction or arrangement. A formal statement explaining the rationale (either for or against the transaction) should be entered into the minutes as documentation of the adjudication).
4. Violations of the Conflicts of Interest Policy

- a. If the Principals have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Principals determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action. Appropriate corrective action may include removal from a position of influence, revocation of office and/or legal action for any damages incurred from the omission.

ARTICLE XVII : COMPENSATION

- A. A voting member of the League (to includes players and members of the leadership board) whose responsibilities include compensation matters and who receives compensation, directly or indirectly, from the League for services, is precluded from voting on matters pertaining to compensation (theirs or anyone else's).
- B. Voting members of the League whose jurisdiction includes compensation matters and who receive compensation, directly or indirectly, from the League, either individually or collectively, are not prohibited from providing information to any committee regarding compensation.
- C. It will be the general policy of the League to not provide financial compensation to any member but may accept gifts of in-kind services when in the best interest of the organization.

ARTICLE XVIII : INDEMNIFICATION

- A. General: To the full extent authorized under the law, the League may indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the League, or any person who may have served at the League's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons hereinafter in this paragraph will be referred to in this article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party, by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under by any law, agreement, and resolution of the board or otherwise.

- B. Expenses: Expenses (including attorneys' fees) incurred by indemnitee in defending any civil, criminal, administrative or investigative action, suit or proceeding for which indemnitee may be entitled to indemnification hereunder shall be paid by the League in advance of the final disposition of such action, suit or proceeding; provided that the League shall be entitled to receive an undertaking by or on behalf of Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the League hereunder. "**Expenses**" means all attorneys' fees and expenses, retainers, court costs, transcript costs, fees of experts, fees of witnesses, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage and delivery fees, service fees, all other costs and expenses of the type customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or being or preparing to be a witness in a proceeding.
- C. Insurance: The League shall purchase and maintain insurance on behalf of the organization to cover, but not be limited to, any person who is or was a member, director, officer, employee, or agent, against any liability asserted against such person and incurred by such person, in any such capacity or arising out of such person's status as such.

ARTICLE XIX : ANNUAL STATEMENTS

- Each member of the leadership board shall annually sign a statement which affirms such person:
- A. Has received a copy of the conflicts of interest policy,
 - B. Has read and understands the policy,
 - C. Has agreed to comply with the policy, and
 - D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XX : DISSOLUTION

In the event of dissolution of Stonewall Sports - Atlanta, all of its assets remaining, less any costs and expenses, shall be distributed equally to all charities (beneficiaries) that Stonewall Sports – Atlanta is sponsoring at the time of its dissolution.

ARTICLE XXI : SEVERABILITY AND CHOICE OF LAW

- A. Severability. Should any provision or paragraph of these by-laws, or any clause hereof, be held to be invalid, illegal or unenforceable, in whole or in part, the remaining provisions, paragraphs and clauses of this Agreement shall remain fully enforceable and binding.
- B. Choice of Law. The validity, interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of Georgia without giving effect to principles of conflict of laws.

ARTICLE XXII : AMENDMENTS

With the exception of this article, these Articles may be amended in any manner at any regular or special meeting of the Leadership Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each voting member at least five days in advance of such a meeting; if delivered personally, by facsimile, or by e-mail or at least seven days if delivered by USPS mail.

ARTICLE XXIII : BYLAW REVIEW

Annually, a committee will be formed of no less than five (5) members of the League to review these bylaws. The internal composition, division of labor, and procedures employed to review and solicit feedback will be by their own choosing. All actions, to include proposal and ratification must be completed no later than 1 September.