

**STATED BYLAWS OF
THE SAN FRANCISCO GAY BASKETBALL ASSOCIATION,
INCORPORATED**

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**SAN FRANCISCO GAY BASKETBALL ASSOCIATION and SFGBA
A California Nonprofit Public Benefit Corporation**

ARTICLE I. NAME

The name of this Corporation is the San Francisco Gay Basketball Association, Incorporated, dba San Francisco Gay Basketball Association and SFGBA (“Association”).

ARTICLE II. OFFICES OF THE ASSOCIATION

Section 1. Principal Office.

The principal office for the transaction of the activities and affairs of the Association (“principal office”) shall be at such place in San Francisco, California, as may be designated from time to time by the Board of Directors (“Board”). The Board may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws.

Section 2. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

ARTICLE III. PURPOSE

The purpose of this Association is to provide an opportunity for individuals to play organized basketball in an environment that is safe, healthy, and free of negative attitudes based on differences in sexual orientation; to promote good sportsmanship; to promote the welfare of its members and the community; to promote the development of positive relationships among its members and the community; and to organize and promote participation by its members in such athletic, educational, social, cultural, or charitable events as may serve the preceding purposes.

This Association is irrevocably dedicated to charitable, educational, and recreational purposes and no part of its income or assets shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon dissolution or winding up of the Association, all assets remaining after payment, or provision for payment, of the Association’s debts and liabilities shall be distributed to a nonprofit fund, foundation, or association that is organized and operated exclusively for charitable, educational, or recreational purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IV. MEMBERS

Section 1. Membership.

The membership of this Association shall be comprised of those persons who were members of the Association as of October 2007, and those additional persons who may be admitted to membership from time to time by the Board.

The Board shall, from time to time, determine the requirements for membership, set the amount of any membership fees, and provide a procedure for persons to apply for membership in the Association.

The Board shall also establish and implement or apply standards and procedures for the expulsion of existing members from the Association. Such standards and procedures can include expulsion of a member for acts or missions that reflect a failure to uphold and carry out the purposes of the Association as stated in these Bylaws and the Association's Stated Articles of Incorporation.

Disputes as to eligibility for membership shall be resolved by the Board. The decision of the Board with respect to the approval or denial of applications for membership shall be final.

Section 2. Classes of Membership.

The membership of this Association shall consist of two classifications: Regular and Associate.

Regular members participate in the league for at least one season during the fiscal year to keep their membership in the Association current. Regular members are entitled to vote at any meeting of members of the Association or by ballot per Article IV, Section 13.

Associate membership may be conferred by the Board on individuals of distinction who have rendered long or special service to the Association. Associate members are entitled to vote. Associate membership may be revoked by a majority vote of the Board.

Section 3. Eligibility for and Restrictions of Membership.

Members must maintain membership in good standing. A member shall be deemed a member in good standing if the individual has participated in the league for one season of the current year, or has been conferred Associate Membership, and agrees to uphold and promote, and does in practice uphold and promote, the Association's purposes as articulated in the Association's Articles of Incorporation and these Bylaws and the Association Policy Book.

Section 4. Transfer of Membership.

No member in this Association may transfer his or her membership or any rights arising there from to any other individual or entity.

Section 5. Powers of Members.

The members shall have all of the powers of corporate members conferred by the California Nonprofit Public Benefit Corporation Law.

Section 6. Members' Right to Request Audit

A quorum of the members, as defined in Article IV, Section 11 shall have the right to request an audit of the Association's books.

Section 7. Proxy Voting.

There shall be no voting by proxy.

Section 8. Association Meetings.

The Association shall hold membership meetings at a minimum of once each year; the date, time, and place will be set by the Board.

Section 9. Special Meetings.

Special meetings of the membership may be called for any purpose by the Secretary of the Board upon request of the Commissioner or the Board, or upon written request of not less than one third (1/3) of the membership.

Section 10. Notice of Meetings.

Notice of the time and place for the general membership meetings or any special meeting shall be delivered personally to all members (who are members as of the date determined in accordance with Section 14 below) or sent by first class, registered, or certified mail, or by electronic mail, to the address of each such member as it appears on the Association's records, or if no address is given, at the place where the principal office of the Association is located, not less than ten (10) nor more than ninety (90) days before the date of the meeting. Such notice shall state those matters that the Board, at the time of giving the notice, intends to present for action to the members.

Section 11. Quorum.

Twenty percent (20%) of the members, but no fewer than fifteen (15) members, shall constitute a quorum for the transaction of business at any meeting of the members.

The members present at a duly called or duly held meeting of members at which a quorum is present initially may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 12. Voting by Members.

Eligibility to Vote. Persons entitled to vote at any meeting of members shall be Regular or Associate members as of the date determined in accordance with Section 14 below, subject to the provisions of the California Nonprofit Corporation Law.

Manner of Passing Votes. Voting may be by voice or ballot, provided that any election of Directors must be by written ballot.

Majority Approval Required. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall

be the act of the members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the Stated Articles of Incorporation of these Bylaws.

Section 13. Action by Written Ballot.

Any action that may be taken at any regular or special meeting of the members may be taken without a meeting if written ballots are distributed to every member entitled to vote on the matter, setting forth the proposed action, providing an opportunity for the members to specify approval or disapproval of any proposal, and providing a reasonable time within which to return the ballot to the Association. The written ballot shall be filed with the Secretary of the Association and maintained in the corporate records.

Section 14. Record Date.

For purposes of determining which members may be entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the “record date” for membership shall be fifteen (15) days before the date of any such meeting.

Only members of record on the date so fixed are entitled to notice, to vote, to give consent, or take any other action, as the case may be, except as otherwise provided in the California Nonprofit Corporation Law. For the purposes of Section 10 above, a person holding membership as of the close of business on the record date shall be deemed a member of record.

Section 15. Termination of Membership.

Resignation. A member may resign from membership at any time.

Expiration. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

Suspension, Termination, or Expulsion. The Board, acting in good faith and consistent with the requirements stated below in this section, may suspend or expel a member or terminate membership rights for good cause, as determined by the Board.

Good cause shall include, but not be limited to, the member engaging in conduct that is detrimental to the Association, or acts or omissions by a member that, in the Board’s judgment, constitute a failure to honor and promote the Association’s purposes as articulated in the Association’s Stated Articles of Incorporation or these Bylaws.

No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to the procedures set forth below.

The Board shall give a member not less than fourteen (14) days prior written notice of any proposed expulsion, suspension, or termination and the reasons therefore. In addition, the member shall be provided an opportunity to be heard, orally or in writing, not less than three (3) days before the effective date of the expulsion, suspension, or termination by the Board. The decision of the Board shall be final.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Corporate Powers.

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations imposed by the Stated Articles of Incorporation or Stated Bylaws regarding actions that require approval of the members, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

The Board shall prepare and maintain at the corporate offices, a Corporate Policy Book containing an indexed set of those Association policies relevant to the Association's governance, including but not limited to a Players Code of Conduct.

Section 2. Specific Powers.

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Directors shall have the power to:

- (a) Appoint and remove all of the Association's officers, agents, and employees; prescribe powers and duties for them that are consistent with applicable law, with the Stated Articles of Incorporation, and with these Bylaws; and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another; cause the Association to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities within or outside California.
- (c) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. Any such borrowing of money and/or incurring indebtedness must be approved by at least two thirds (2/3) of the Directors then in office.

Section 3. Authorized Number and Qualifications.

The authorized number of Directors shall be seven (7) to fifteen (15). Each Director must be a member of the Association in good standing as defined in Article IV.

The Directors shall hold the following positions: Commissioner, Vice Commissioner, Secretary, and Treasurer, with the remainder being At-large Board Members.

Section 4. Restriction of Interested Persons as Directors.

No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is:

- (a) Any person compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, aunt, uncle, cousin, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Association.

Section 5. Election, Designation, and Term of Office.

Pursuant to Article IV, Section 8, there shall be at least one (1) annual Association membership meeting each calendar year. Directors shall be elected at the Association membership meeting.

Each Director shall hold office for a term of one (1) year or until his or her successor has been elected or appointed, whichever is longer. Directors may be re-elected to membership on the Board without limitation. From the list of nominees presented to the membership by the Board, the membership shall elect the following Board positions:

- (a) Commissioner
- (b) Vice Commissioner
- (c) Treasurer
- (d) Secretary
- (e) At-Large Board Members

Each person who is a member of record and in good standing in accordance with Article IV, Section 14, and who is present at the annual meeting shall receive a ballot and shall be entitled to vote for the Board. Board members in office at the time these Stated Bylaws are adopted will remain in office until the end of the term for which they were elected.

Section 6. Nomination of Candidates for Board of Directors.

Nominations of candidates for the Board shall be made prior to the election. To nominate individuals for a Board position, a member shall submit the name of the individual(s) being nominated in writing to the Board. Nominations from the floor may be made at the annual meetings. Written nominations may be submitted to the Board.

All candidates for the Board must consent to their nomination, by responding either orally or in writing, to the Board by a date established by the Board and made known to the general membership.

The Secretary shall confirm that the candidates have consented to run for the Board and shall prepare ballots listing all candidates for the various positions to be elected that year. The ballot shall show the position and the names of all candidates for said position. Statements of intent and/or qualification of the candidates shall be made available to the members at the beginning of the meeting when elections are held or prior to said meeting upon request.

Section 7. Election of Board.

The Board shall select from three (3) to six (6) members of an impartial neutral organization or third party to act as an election committee for the sole purpose of supervising the election. The election shall be held at a time and place to be determined by the Board. The election committee shall supervise the election process and shall tally the votes after the close of the polls. The names of the newly elected Board members shall be announced by the Secretary via electronic communication and/or at the annual meeting.

Section 8. Vacancies.

Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events:

- (a) Death, resignation, or removal of any director
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article III of Chapter 2 of the California Nonprofit Public Benefit Corporation Law
- (c) An increase in the authorized number of Directors
- (d) The failure of the members, at any meeting at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting

Resignations and Removal. Except as provided below, any director may resign by giving written notice to the Commissioner or the Secretary of the Board. The resignation shall be effective when the notice is given, unless otherwise designated. If a director's resignation is effective at a later time, the Board shall elect a successor to take office as of the date when the resignation becomes effective.

Except upon notice to the Attorney General of California, no director may resign if the Association would be left without a duly elected director or directors. Any director may be removed with or without cause by a majority vote of the members.

Non-attendance at Meetings. Any Board member who is absent from three consecutive regular meetings without good cause shall be automatically removed from the Board.

Filling Vacancies. In the event of a vacancy, at the next Board meeting, a special election will be held. Each director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until the election of his or her successor.

Section 9. Compensation and Reimbursement.

Directors shall receive no compensation for their services as directors or officers, except for reimbursement of expenses, as the Board may determine by resolution to be just and reasonable.

Section 10. Conflict of Interest.

In the interest of voting rights, no Director may vote on any issue, motion, or resolution which inures to his or her benefit financially or otherwise, except that such individual

may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion, or resolution if he or she discloses the nature of the conflict.

ARTICLE VII. DIRECTORS' MEETINGS

Section 1. Place of Meetings.

Meetings of the Board shall be held at the principal office of the Association unless otherwise designated by resolution of the Board.

Section 2. Method of Meetings.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

- (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;
- (b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Association; and
- (c) The Association adopts and implements some means of verifying both of the following:
 - (1) A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and,
 - (2) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 3. Other Regular Meetings.

Other regular meetings of the Board shall be held without notice at such time and place as the Board may fix from time to time.

Section 4. Authority to Call Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the Commissioner or any three (3) Directors.

Section 5. Manner of Giving Notice.

Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice message system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the Association.

In case the notice is mailed, it shall be deposited in the United States Mail at least seven (7) days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone or telegram or other means of electronic communication or facsimile, it shall be delivered personally, or by telephone, or transmitted electronically or by facsimile, at least seventy-two (72) hours before the time of the holding of the meeting.

Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of any regular or special meeting of the Board.

Section 6. Notice Content.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Association. The notice shall also provide the Board members with the agenda for the meeting.

Section 7. Quorum.

A majority of the elected number of Directors shall constitute a quorum for the transaction of business, except to adjourn, which is discussed in Section 9 of this section. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointments to committees of the Board; and
- (d) indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8. Waiver of Notice.

Notice of any meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings.

Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 9. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 10. Notice of Adjourned Meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 11. Action without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Association is a party and who is an “interested director” as defined in Section 5233(d)(3) (see Article V.4) of the California Corporations Code shall not be required for approval of that transaction.

Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VIII. COMMITTEES

Section 1. Committees of the Board.

The Board shall have the power to create, change, and terminate executive and advisory committees to assist them.

Section 2. Executive Committees.

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more executive committees, each including at least one Director, to serve as seen necessary for the Board.

Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such executive committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

- (e) Create any other committee of the Board or appoint the members of the committees of the Board;
- (f) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (g) Approve any contract or transaction to which the Association is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 3. Advisory Committees.

The Executive Board may also establish from time to time advisory committees, which may be standing committees or special committees created for a specific one-time purpose. Such committees may be appointed by the Board, and may contain representatives who are not Directors. Such committees shall be advisory only, may not act on behalf of the Board, and shall be subject to the ultimate authority of the Board.

Section 4. Meetings and Actions of Committees.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board.

Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE IX. OFFICERS

Section 1. Officers of the Association.

The officers of the Association shall be a Commissioner; a Vice Commissioner; a Secretary; a Treasurer, who shall be the chief financial officer; and At-Large Board Members. The Association may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 2 of this Article.

Section 2. Other Officers.

The Board may appoint, or authorize the Commissioner or other officer, to appoint any other officers that the Association may require. Each officer so appointed shall have the title, hold office for the period, have authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 3. Removal of Officers.

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was

not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 4. Resignation of Officers.

Any officer may resign at any time by giving written notice to the Association. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Association under any contract to which the officer is a party (see Article V, Section 8).

Section 5. Vacancies in Office.

A vacancy in office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by Article V, Section 8, of these Bylaws, by the Board not later than the next regularly scheduled meeting of the board.

Section 6. Limitation on Number of Offices Held.

No Director may hold more than one officer position at any one time.

ARTICLE X. RESPONSIBILITIES OF OFFICERS

Section 1. Commissioner.

The Commissioner shall be the official spokesperson for the Association and shall be responsible, with the advice and counsel of the Board, for providing supervision, direction, and control of the Association's activities, affairs, and officers.

The Commissioner shall preside at all Board meetings. The Commissioner shall only be entitled to take part in any vote when the votes of the Directors are equally divided. The Commissioner shall have such other powers and duties as the Board or the Bylaws may prescribe.

In the event the Commissioner is a captain or member of one of the Association League teams, any dispute or protest arising out of any Association-sanctioned basketball game involving the Commissioner's team shall be resolved by a majority vote of the Board. The decision of the Board shall be binding.

Section 2. Vice Commissioner.

If the Commissioner is absent or disabled, the Vice Commissioner shall perform all duties of the Commissioner. When so acting, the Vice Commissioner shall have all powers of and be subject to all restrictions on the Commissioner. The Vice Commissioner shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 3. Secretary.

The Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and

actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings.

The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, and Stated Articles of Incorporation and Stated Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 4. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at any and all reasonable times. The books of account shall also be open to inspection by any member of record of the Association upon reasonable notice to the Treasurer.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate, shall disburse the Association's funds as the Board may order, shall render to the Commissioner and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

If required by the Board, the Treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office. The cost of such bond shall be borne by the Association.

Section 5. At-Large Board Members.

The At-Large Board Members shall support the Association through tasks as determined by the Board.

ARTICLE XI. FINANCES

The Association shall generate operating funds as necessary to implement the Stated Articles of Incorporation and the Stated Bylaws as follows:

- (a) The Association's fiscal year shall commence on January 1 and shall end on December 31 of that year.
- (b) Each member shall have paid a league fee that will be annually set by the Board.

- (c) The Association shall sponsor events for the purpose of generating operating funds.
- (d) The Association shall accept contributions.
- (e) The Association shall maintain such account(s) in one or more accredited financial institutions as necessary to implement the Stated Articles of Incorporation and Stated Bylaws. The Board shall determine the particular financial institution(s) to be utilized and shall deposit operating funds in such account(s).
- (f) As soon as possible after the annual membership meeting, the Board shall develop a budget.
- (g) All funds disbursed by the Association shall be in the form of a check prepared by the Treasurer and signed by both the Treasurer and the Commissioner. All financial entries will be reviewed monthly by the Vice Commissioner, who will sign a statement of review completion.
- (h) The Commissioner shall have available a fund, to be used at the Commissioner's sole discretion, in the total amount of One Thousand Dollars (\$1,000.00) per fiscal year. The Commissioner may use this fund in increments of Two Hundred And Fifty Dollars (\$250.00) or less.
- (i) The Association shall consider providing financial assistance to teams participating in the Gay Games or NGBA tournaments, or for any other cause, after evaluating the Association's financial position at the time of the contingency, and may donate to any organization up to Two Hundred and Fifty Dollars (\$250.00) on behalf of the Association. Any donation in an amount exceeding Two Hundred and Fifty Dollars (\$250.00) must be approved by a majority of Board members voting at any properly convened Board meeting.
- (j) The Commissioner may make donations up to Two Hundred and Fifty Dollars (\$250.00) without Board approval, at the Commissioner's sole discretion. Donations above \$250.00 require Board approval.

ARTICLE XII. DISSOLUTION

Section 1. Procedure.

A request for the dissolution of the Association may be made by the Board or, by written request to the Commissioner or the Secretary of the Association, by a majority of the members of the Association. Dissolution of the Association may be effected either by "approval of a majority of all members," or by approval of the Board and "approval of the members."

"Approval of the majority of all members" means approval by an affirmative vote, or by written ballot in conformity with the provisions of the Associations Code and Article IV, Section 13 of these Bylaws, of two thirds (2/3) of all of the votes entitled to be cast.

"Approval of the members" means approved or ratified by the affirmative vote of two thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or by written ballot in conformity with the provisions of the Associations Code and Article IV, Section 13 of these Bylaws.

Section 2. Distribution of Assets.

Upon dissolution or winding up of the Association, all debts and liabilities of the Association shall be paid. Any assets remaining after payment, or provision for payment, has been made, shall be distributed by the Board in accordance with Article III of these Bylaws, and the Stated Articles of Incorporation of the Association.

ARTICLE XIII. INDEMNIFICATION

Section 1. Right of Indemnity.

To the fullest extent permitted by law, this Association shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses.

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid, unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

Section 4. Insurance.

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE XIV. RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The Association shall keep:

- (a) adequate and correct books and records of account; and
- (b) written minutes of the proceedings of its Board and the committees of the Board.

Section 2. Maintenance and Inspection of Articles and Bylaws.

The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and its Bylaws, which shall be open to inspection by the Directors at all reasonable times during meetings.

Section 3. Annual Report.

The Board shall cause an annual report to be sent to the members within one hundred twenty (120) days after the end of the Association's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes;
- (d) The expenses or receipts of the Association for both general and restricted purposes; and,
- (e) Any other information required by law.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Association that such statements were prepared without audit from the Association's books and records.

ARTICLE XV. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XVI. AMENDMENTS

These Stated Bylaws may be amended or repealed, or new Bylaws may be adopted by a majority vote of the Board.

Proposals to amend these Bylaws shall be presented for consideration in writing in a manner consistent with the language and format used herein. Any proposals to amend the Bylaws shall make explicit and detailed reference to any existing provision that would be affected by adoption of the amendment, and shall be introduced and seconded at a Board

meeting held in the calendar month immediately preceding the meeting at which it is to be decided whether to adopt the amendment.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of the San Francisco Gay Basketball Association, Incorporated, dba San Francisco Gay Basketball Association and SFGBA, a California Nonprofit Public Benefit Corporation, and
- (2) That the foregoing Bylaws comprising nineteen (19) pages, including this page, constitute the Bylaws of said Association, as duly adopted by the members of the Association at the meeting on 13 April 2008, and that they have not been amended or modified since that date.

Executed on 13 April 2008 in San Francisco, California.

[Tom Tantillo], Secretary

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