

Bylaws
of
The San Diego American Flag Football League
A California Nonprofit Public Benefit Corporation

ARTICLE I.

NAME AND PURPOSES

Section 1. NAME.

The name of the organization shall be “San Diego American Flag Football League” (SDAFFL).

Section 2. NONPROFIT PUBLIC BENEFIT CORPORATION

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

Section 3 PURPOSES.

The primary purpose for which this corporation is organized is to foster the self-respect of Gay, Lesbian, Bisexual, Transgender, Questioning and Allied persons and to promote respect and understanding of these persons from the community at large through the positive social and athletic enjoyment of American Flag Football. Through the flag football league, its events and fundraisers, the SDAFFL hopes to provide an outlet for the general public to interact with and see Gay, Lesbian, Bisexual, Transgender, Questioning and Allied persons outside of the stereotypical settings commonly associated with these persons.

A secondary purpose shall be to foster knowledge of the physical, social, psychological and intellectual benefits of athletics by conducting public flag football programs designed to instruct those needing and wanting such instruction.

ARTICLE II.

MEMBERSHIP

Section 1. NON DISCRIMINATION POLICY.

It is a fundamental principle of the SDAFFL that all activities, social and athletic, are conducted to be inclusive in nature and that no individual shall be excluded from

participating on the basis of sexual orientation, gender, gender identity, race, religion, nationality, ethnic origin, political beliefs, athletic ability, physical challenge, or HIV status.

Section 2. MEMBERSHIP

Membership to the SDAFFL is a privilege and requires good sportsmanship and citizenship and may be revoked, without warning or formal hearing, at anytime by the Board of Directors (“Board”).

Section 3. MEMBERSHIP FEES

Membership fees are to be determined by the Board and maybe amended as necessary.

Section 4. VOTING RIGHTS

Members shall have no voting rights beyond those specifically described in these Bylaws.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. NUMBER

The SDAFFL shall have seven (7) Board Members and collectively they shall be known as the Board of Directors.

Section 2. TITLES

The titles of the seven (7) Board Member positions of the SDAFFL are as follows:

- A. Commissioner
- B. Assistant Commissioner
- C. Secretary
- D. Treasurer
- E. Board Member: Long Range Planning
- F. Board Member: Public Relations
- G. Board Member: Legal

Section 3. TERMS

All board member positions are for a two year term commencing on November 1st and expiring on Oct 31st, two years later)

Section 4. DUTIES

Duties of the Board Members shall be:

- A. Commissioner: Shall preside at all meetings of the Board, conduct league business as needed and delegate Board Members duties.
- B. Assistant Commissioner: Shall preside in the absence of the Commissioner and be responsible for directly managing Event Directors.
- C. Secretary: Shall keep the meeting minutes of SDAFFL, be responsible for the general correspondence and provide an agenda for each board meeting. Responsible for presiding over any election process.
- D. Treasurer: Shall have responsibility for all funds in the name of SDAFFL, disburse the funds as requested by Commissioner, keep an accurate account of the funds received and disbursed, provide a monthly financial report to the Commissioner and Board. Develop annual operating budget.
- E. Board Member-Long Range Planning: Develops long range plans for the league and identifies resources needed to achieve those plans. Generally serves as the “national representative”, at the Commissioner’s request.
- F. Board Member-Public Relations: Serves as the SDAFFL’s point person for the community at large. Develops the recruiting, sponsorship development and marketing campaigns. Manages the league external image through several mediums.
- G. Board Member-Legal: Serves as internal legal consultant on a variety of issues. Acts as the first point of contact, on matters involving external legal council. Reviews and makes recommendations to SDAFFL policy as needed.

Section 5. COMPENSATION

All Board Members shall serve without compensation.

Section 6. PERSONAL LIABILITY

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 7. VACANCY

In the event a vacancy occurs in the office of the Commissioner, the Assistant Commissioner will ascend to the office of Commissioner. He/She will then appoint an Assistant Commissioner immediately.

Section 8. COMMISSIONER’S AUTHORITY

The Commissioner has ultimate decision making authority on all league matters unless he/she is overruled by a ¾ majority vote of all Board Members. This will be known as an “over-ride” vote.

ARTICLE IV.

RESTRICTIONS REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, “interested persons” means:

Any person currently being compensated by the SDAFFL for services rendered to it during the pervious twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise.

ARTICLE V.

MEETING OF THE BOARD OF DIRECTORS

Section 1. NOTICE

Regular Board Meetings of the SDAFFL will be called by the Commissioner, with at least a seven (7) calendar day notice. All meeting notices will be issued by the league Secretary.

Section 2. PLACE OF MEETINGS

All meetings of the Board may be held at any place within or without the State of California as may be designated from time to time by the Commissioner.

Section 3. EMERGENCY MEETINGS

Emergency Meetings may be called by the Commissioner with a three (3) day notice. At Emergency Meetings, only the topics, listed in the meeting announcement, may be discussed and decided upon.

Section 4. PRIVATE MEETINGS

The Board Meetings will be closed to the general public, unless specified by the Secretary, via the Commissioner’s approval.

Section 5. MEETING MINUTES

Meeting minutes will be kept for all meetings and published on the league website.

Section 6. QUORUM

No quorum is required to conduct Board meetings or SDAFFL business. Only Board Members present at meetings may participate and vote (if applicable).

ARTICLE VI.

NOMINATIONS AND ELECTIONS

Section 1. COMMISSIONER

The Commissioner of the SDAFFL is the only elected position in the SDAFFL. There are no re-election term limits for a Commissioner.

Section 2. CANDIDATES

A candidate for Commissioner may nominate himself or be nominated by any other registered league member. Each candidate must submit the signatures of ten (10) active, registered league members, to the Secretary, to become a valid Commissioner Candidate.

Section 3. LEAGUE FUNDS

No league funds may be used to support any candidate before, during or after a Commissioner election. League funds may be used to support or promote the election in general however.

Section 4. ELECTIONS

Elections will be held in an easily accessible public place or on-line, or a combination of both.

Section 5. ADMINISTRATION

The Commissioner election is administered solely by the league Secretary. Any rules regarding the Commissioner election protocol not specifically addressed in the Bylaws will be at the discretion of the Secretary.

ARTICLE VII.

COMMITTEES

The Commissioner may appoint Committees to conduct league business at its discretion.

ARTICLE VIII.

EXPENSES AND FINANCE

Section 1. FISCAL YEAR

The SDAFFL fiscal years runs from November 1st to October 31st.

Section 2. EXPENDITURE APPROVAL

All league expenditures must be approved, in advance, by the Commissioner.

Section 3. AUTHORITY

No Board Member, Coach, Captain or any other SDAFFL representative will make financial commitments on the SDAFFL's behalf without prior approval of the Commissioner.

Section 4. BUDGET

Although the League will have a yearly operating budget, the Commissioner may deviate from this budget as is necessary.

ARTICLE IX.

AMENDMENTS TO THESE BYLAWS

Section 1. AMENDMENT

The Bylaws may be amended by a unanimous vote of the SDAFFL Board, Bylaws may not be amended by the general membership.

Section 2. PUBLIC COMMENT

Once the Board has reached a unanimous vote to amend the Bylaws, they must announce their intention to the general league membership and establish a forum for feedback/comments. Once the league membership comments have been heard (or read), the Board will meet again to verify their unanimous vote on the proposed by-law amendment(s). If all Board Members still vote unanimously, the Bylaws will be amended.

Section 3. APPROVAL

Once approved, the revised Bylaws become effective immediately.

ARTICLE X.

DISSOLUTION

On the dissolution or winding up of the SDAFFL, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the organization, shall be distributed to a nonprofit fund, foundation, or corporation with is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI.

COMMISSIONER REMOVAL

The Commissioner may be removed from their position in two ways:

Board Removal --- requires a 3/4's majority Board of Directors vote and a 3/4's majority vote of voting league members.

A 30 day notice, to the general membership, produced by the Secretary, is required to hold a vote to remove a Commissioner. The notice may be electronic. However, the vote must be on paper, in a public place and at a reasonable time, that was announced in the 30 day notice. 2/3's of all registered league members must be present at the vote to have a quorum, without a quorum there is no vote.

Team Captain Removal --- A 2/3 majority of team captains are allowed to submit a signed proposal, in writing (not e-mail), to the Secretary to remove the Commissioner.

A 30 day notice, to the general membership, produced by the Secretary, is required to hold a vote to remove a Commissioner. The notice may be electronic. However, the vote must be on paper, in a public place and at a reasonable time, that was announced in the 30 day notice. 3/4 of the registered league members must be present for a quorum, without a quorum there is no vote. 3/4 of all the voters must vote to remove the Commissioner. Board Members have no vote during a Team Captain Removal process and are not counted as registered members for the removal voting purpose.

If the Commissioner is removed through either method, or resigns, the Assistant Commissioner will assume immediate control of the league and serve out the remainder of the removed Commissioner's term. Once the Assistant Commissioner assumes the Commissioner position he must immediately appoint one of the other Board Members as Assistant Commissioner. Thus ensuring a continuous succession plan.

With either method of Commissioner removal, the Secretary will notify the Commissioner of the action pending against him/her. Once notified, the Commissioner may not take adverse action against any Board Member or Team Captain, until the outcome of the quorum/vote.