

San Francisco Gay Flag Football League

BYLAWS

1. ORGANIZATION

These bylaws set out the rules of the San Francisco Bay Area Football League, doing business as the San Francisco Gay Flag Football League (SFGFFL), a football league for the Lesbian, Gay, Bisexual, Transgender, Queer and/or Questioning, Intersex, Asexual, and other members who identify in the LGBTQIA+ community of the San Francisco Bay Area and their heterosexual allies.

2. PRELIMINARY

In these rules, unless the context otherwise requires:

- a. The singular includes the plural and vice versa.
- b. “Board” means the governing body of SFGFFL and is composed of “Officers” and “Board Directors” as stated in section 9.
- c. “Board Member” means an elected or appointed person serving in an “Officer” or “Board Director” position for the SFGFFL
- d. “Member” means a member player officially registered with the organization.
- e. “Register” means the Register of Members including relevant information.
- f. “Month” means calendar month.
- g. “Year” means SFGFFL financial year.
- h. “Membership Fee” means designated participation fee as determined by the Board for a particular season
- i. “Fiscal Year” means a the financial year starting January 1 and ending December 31
- j. “Term” means service term for Board Members

3. MISSION

3.1. Mission

SFGFFL is an organization that fosters a community for the LGBTQIA+ individuals in the San Francisco Bay Area through the positive social and athletic enjoyment of flag football. Through flag football, we empower our players and our surrounding communities to reach their goals as athletes, teammates, friends, and leaders, regardless of level, skill, knowledge, or ability. We actively create a safe space for members of the San Francisco Bay Area LGBTQIA+ community to feel included in flag football.

4. JOINING THE SFGFFL

4.1. Members

Any person interested and/or engaged in flag football, athletics, fellowship, recreation, friendly competition, and the enjoyment of athletics and interested in pursuing the mission of the SFGFFL may apply for membership.

4.2. Membership

A member of the league is any individual who completes a league liability and photographic waiver form, pays the designated league membership fee for a particular season, and plays in at least one game in a season.

4.3. Rejected Memberships

An application for membership may be rejected if the Board considers that the applicant does not fully support the aims and objectives of SFGFFL or for any other reason supported by a vote of the Board. Where the Board votes to reject an application, the Secretary must inform the applicant of the reason for rejection. Rejected applicants may appeal at the next Board Meeting.

5. CESSATION OF MEMBERSHIP

5.1. Resignation

A Member ceases to be a Member of SFGFFL when that member notifies the league in writing of their resignation, or when the term of their current waiver has expired.

5.2. Dismissal

The Board reserves the right to remove a member from league membership if that member is found to be in gross conflict with the mission of the league. Dismissal requires a 75% majority vote by the Board.

6. LIABILITIES

6.1. Liability of Members

The liability of a Member of SFGFFL to contribute towards the payment of the debts and liabilities of SFGFFL or the cost, charges, and expenses of dissolving SFGFFL is limited to the amount of the designated league membership fee for a particular season. League members will not be responsible for any outstanding debt of SFGFFL beyond this membership fee.

6.2. Liability of SFGFFL

SFGFFL is not responsible for any obligations/liabilities of Members.

7. FINANCES

7.1. Amounts Payable

The designated league membership fee for a particular season payable by a Member will be set by 75% majority vote of the Board at a Board Meeting. The Board has the ability to revise the designated league Membership Fee.

7.2. Other Fees

The Board, by a 75% majority vote at a Board meeting, may determine additional fees.

7.3. Budget

The Treasurer, in coordination with the Commissioner and Assistant Commissioner, shall prepare an annual budget and make it available to any Officer who requests to see it ahead of the start of the subsequent fiscal year.

8. BOARD

8.1. Composition

The affairs and management of SFGFFL shall be under the control of the Board, which shall consist of the board positions indicated under Section 9. Additional board positions may be added or removed to the Board by a two-thirds majority vote of the Board at any Board meeting.

8.2. Term

The Board Member will fulfill their position for a period of 2 years. After having served their 2 year position term, a Board Member may not seek re-election for the same position that they currently hold. A Board Member may seek permission from the Board to run for re-election for their immediate previous position after the initial position term. The Board may approve a candidate's right to run for re-election with 75% majority vote. A member is limited to serve a collective total of 8 years on the Board in any capacity, including Commissioner. All terms begin January 1.

8.3. Resignation and Board Officer Inactivity

Any Board Member may resign in writing to the Secretary. If the Board officer resigning is the Secretary, then they shall resign in writing to the Commissioner. The Commissioner shall appoint a replacement Board Member within two (2) weeks of the resignation. The new Board Member shall serve out the remainder of the term of the Board Member who resigned. Any Board Member who fails to pay the designated league membership fee for a particular season and participates in one game in a given season during their tenure shall be deemed to have resigned from the Board. Any Board Member who fails to play in two consecutive seasons shall be deemed to have resigned from the Board. A Board Member may seek exemption from the Board by a 75% majority vote from the requirement to play one game in a given season if injury or other demonstrated hardships prevents them from playing.

8.4. Removal

Any Board Member may be removed at any time for cause by unanimous vote of the other members of the Board including the Commissioner. Cause may include but is not limited to violation of the SFGFFL Code of Conduct, official League Policy, or violation of fiduciary duties.

The Commissioner will appoint a replacement Board officer within two (2) weeks of removal. The new Board officer shall serve out the remainder of the term of the Board officer who resigned.

9. BOARD DIRECTORS AND OFFICERS

9.1. Positions and roles

SFGFFL's leadership will consist of a Commissioner and four Board Members. These five Members will organize, delegate, and participate in the activities of the league. There are four Board Officers defined as the Commissioner, Assistant Commissioner, Secretary, and Treasurer with other members defined as Board Directors. Each Board Member officer has the authority to vote while the Commissioner only votes in the event of a tie among Board Members officers. Votes will be documented in meeting minutes.

9.1.1. Commissioner's Duties and Responsibilities

The Commissioner's duties are listed as follows but may be changed by majority vote by the Board.

- a. Organize the bi-annual elections for the Commissioner and Board officers.
- b. Communicate and dialogue with Board officers on their goals, timelines, and budget.
- c. Communicate with league Members. All league communications shall go only through the Commissioner unless the Commissioner has delegated said responsibility to another Board member. All league communications shall go only through the Commissioner unless the Commissioner has given delegated said responsibility to another Board Member
- d. Provide updates to the Board officers on the league's progress and challenges.

9.1.2. The Board's Duties and Responsibilities

The Board's duties are listed as follows but may be changed by majority vote of the Board.

- a. Assist and support the Commissioner in securing both resources and Members necessary to conduct the operations of the SFGFFL.
- b. Amend bylaws with 75% majority vote.
- c. Provide final decisions on league timelines, budgets, and related league operations, with all decisions made by majority vote.

- d. Provide financial oversight to ensure proper expenditure of finite resources.
- e. Remove problematic league players and Team Captains, based on bylaws.
- f. Make a financial commitment to SFGFFL beyond Member dues.

9.1.3. Election of Commissioner

The Commissioner is elected during the Annual Meeting on the first Saturday of November in even years. The Board has the right with a 75% majority vote to move the date of the Annual Meeting within the month of November. selected after the end of the season but prior to the beginning of the new season. The Commissioner is selected by a majority vote of all Members. In the event that multiple candidates run for election, the candidate with the highest percentage of votes shall be the Commissioner.

9.2. Term

The Commissioner will hold office for a period of approximately two years.

9.3. Resignation or Removal

The Commissioner may resign in writing to the Secretary. If the Commissioner ceases to be a Member of SFGFFL, he or she shall be deemed to have resigned as Commissioner. The Board may appoint a replacement with a 75% majority vote to fill the vacancy. The replacement will serve out the term of the Commissioner he or she is replacing.

The Commissioner may be removed at any time with cause by a unanimous vote of the Board.

9.4. Election of Board Officers

The Board Elections occur during the Annual Meeting on the first Saturday of November. The Board has the right with a 75% majority vote to move the date of the Annual Meeting within the month of November. The Assistant Commissioner and Secretary will be elected in odd years, while the Treasurer and Marketing/Fundraising Officer will be elected in even years. Each Board officer is selected by a majority vote of all Members. In the event that multiple candidates run for a single position, the candidate with the highest percentage of votes shall be the Board officer.

Board officers shall be elected into the following coordinating positions with the corresponding duties described herein:

- a. Assistant Commissioner
 - Promote and encourage participation of events among Members
 - Organize social functions before, during, and at the conclusion of each season

- Develop and organize pre-season skills clinics
 - Oversee operation of social and league play
 - Coordinate with Treasurer and Commissioner on budget
- b. Treasurer
- Develop budgets and ensure compliance
 - Manage organization finances
 - Coordinate with Commissioner on budget
 - Research and purchase liability insurance for the Board and for the organization
 - Collect dues from Members
 - Prepare documents and receipts for year-end tax filing
- c. Secretary
- Draft and maintain minutes of all Board meetings
 - Manage communication channels to all Members
 - Maintain social media pages
 - Manage email communications
 - Manage and update email contact list
 - Maintain the organization's document repository
- d. Marketing/Fundraising Officer
- Oversee all marketing and fundraising for organization
 - Organize and oversee all recruitment and fundraising events
 - Create and maintain relationships with sponsors
 - Communicate league/season events with media outlets
 - Creation and maintenance of team website

10. COMMITTEES

10.1. Committee Formation

The Board may create committees that help carry out the mission of SFGFFL. Any Board member may propose the creation of such a committee at any Board meeting, and the same may be created contingent upon a 75% majority Board vote. Unless otherwise delegated by the Commissioner, the committee will be overseen by the motioning Board member. These committees should be used to help tackle additional goals and objectives that are assisting Board Members or out of the scope of Board Member's duties and responsibilities. The Board may overrule the Commissioner and choose delegation of supervision through a 75% majority vote by the Board. Committees must have written policy that governs their operations. If changes are made to a committee's policy by the committee members, it must have a 75% majority vote by the Board. For the avoidance of doubt, all current and future committees shall be overseen by a Board member.

10.1.1. Committee Member Appointment

A Committee Member may be appointed to a committee by a Board Officer with a 75% majority vote by the Board. A Committee Member must be in good standing with SFGFFL, including but not limited to fulfillment of financial liabilities and compliance with the Code of Conduct.

10.1.2. Committee Member Term

All Committee Members are reviewed once in a calendar year to determine if members are fit to serve on the committee. To remove a Committee Member with or without cause, a 75% majority vote by the Board is required.

10.1.3. Committee Dissolution

Committees may be dissolved with a 75% majority vote by the Board.

10.1.4. Meetings

A Committee is in charge of setting its own meetings and drafting their agenda with approved supervision from the appropriate Board Officer.

10.2. Committee Policy

Committees may propose any revisions to the Board Member managing them and such proposals may not supersede any policies expressed in this document.

11. MEETINGS

11.1. Annual Meeting

SFGFFL's Annual Meeting shall be held on the first Saturday of November. The business of the meeting shall be to present the report of the Board and accounts, to conduct elections, and to conduct such other business as may be specified in the notice of the meeting. All Members shall be invited to attend.

11.2. Board Meetings

The Board shall meet as necessary to conduct SFGFFL business.

11.3. Commissioner's Absence

In the absence of the Commissioner, the Commissioner shall appoint from among the Board a person to preside as chairperson at the meeting.

11.4. Notice and Quorum

The Secretary or Commissioner shall give at least 7 days' notice for a Board meeting (10 days for Annual Meetings.) The quorum for the Annual Meeting shall consist of the members in attendance and submitting votes. The quorum for all Board meetings shall be at least 50% of the Board.

11.5. Votes

Each Member shall have a single vote on any league-wide poll. Unless a greater majority is required in any case under these rules, a simple majority of those in attendance shall resolve all matters at any meeting and in the event of an equality of votes the chair of the meeting shall have an additional casting vote.

11.6. Proxy

A Member may appoint a proxy to vote on their behalf at a meeting. Any appointment must be made in writing to the Secretary one day in advance of the meeting. Each Member is limited to holding three proxies.

12. RULES OF PLAY

The Board will establish rules of play. Rules will be made available to all members and will be posted on the league website.

12.1. Amendments to Rules of Play

A simple majority of the Board is required to amend the Rules of Play.

13. CALENDAR YEAR/SEASON

The calendar year/season will begin on January 1st and end on December 31st of the calendar year.

14. NOTICES

Wherein these rules notices are required to be sent to Members, they shall be deemed to be duly served if delivered by hand or sent electronically. In the case of notices of meetings required by these rules, the accidental omission to provide a notice to any Member, or the non-receipt of such notice, shall not prejudice or invalidate the proceedings or decisions of such meetings.

15. AMENDMENTS TO THESE RULES

Any of these rules may be modified, altered or added to by a resolution of the Board. Upon the passing of the amendment by a majority (75%) vote of the Officers, the rules will be deemed to have been amended accordingly and all Members shall be bound by the amended rules. As soon as practical, SFGFFL shall, at its expense, provide to each Member a copy of the amendment passed.

16. INSPECTION OF DOCUMENTS

The Secretary shall ensure that all of SFGFFL's minute books and the Treasurer shall ensure that SFGFFL's books of accounts are available for inspection by any Officer, upon reasonable notice

and at a reasonable time and place. No Officer may disseminate any information gained through inspection of SFGFFL records, or other means without the written or verbal consent of the Board. In the event information is shared without the consent of the Board, a Board Officer may be fined or removed from office.

17. DISPUTES

Any dispute between Members in their capacity as such may be referred to the Board for a determination. If the Board is unable to settle the dispute to the satisfaction of all parties, any one of them may refer the matter to a vote at the next Annual Meeting of Members.

18. DISSOLUTION

SFGFFL shall be considered dissolved with a 75% majority approval of the Board and two-thirds vote of approval by Members at the next Annual Meeting. In such an event, all properties and possessions of SFGFFL are to be sold, and all proceeds are to be used to pay all outstanding debts of SFGFFL. All remaining assets including any endowments shall be disbursed to charitable organizations at the discretion of the Board.