



NEW YORK GAY FOOTBALL LEAGUE BYLAWS

PREAMBLE: NYGFL MISSION STATEMENT

It is the Mission of the New York Gay Flag Football League to cultivate an inclusive and diverse environment for all members - gay, lesbian, bisexual, transgender, questioning and straight allies and, in so doing, to encourage and empower each individual to reach his or her goals as an athlete, teammate, friend, leader and member of the greater community.

ARTICLE 1: BYLAWS

These Bylaws set out the governing rules of the New York Gay Flag Football League (hereinafter the NYGFL), a non-profit corporation organized in New York State with voting Members.

ARTICLE 2: DEFINITIONS

In these Bylaws, unless the context otherwise requires, the following terms are defined terms, including their plural:

“Aims and Objectives” means the goals for the NYGFL as stated in Article 3.

“Assistant Director” means a nonvoting chair position reporting to the Board as defined in Article 8.

“Board Meeting” means an official meeting of the Board during which the Board may vote on matters regarding the NYGFL.

“Board” means the Board of Directors, the governing body of the NYGFL and is comprised of Directors as stated in Article 9.

“Bylaws” means the rules for the NYGFL as set out in this document, as amended.

“Code of Conduct” means the standards of behavior and conduct adopted by the NYGFL and to which all Members agree to abide by.

“Director” means a member of the Board as stated in Article 9.

“Full Board” means all current Directors of the Board must be present and vote, with no voting by proxy.

“Good Standing” means the status described in Article 5.6.

“Member” means a person who meets all of the conditions laid out in Article 4.

“Membership” means the status of being a Member.

“Membership Fee” means the dues owed to become a Member for a Season as set by the Board per Article 7.

“NGFFL” means the National Gay Flag Football League, an umbrella organization for the local LGBT-inclusive flag football leagues of which the NYGFL is a member.

“Officer” means an executive member of the Board as stated in Article 9.

“**Register**” means the Register of Members including relevant information.

“**Rules of Play**” means the rules by which the NYGFL flag football games are conducted.

“**Season**” means the period of time starting with the draft prior to playing games and ending just prior to the next draft.

“**Waiver**” means the waiver of liability agreement between the NYGFL and an applying Member.

ARTICLE 3: AIMS AND OBJECTIVES & CODE OF CONDUCT

3.1 Aims and Objectives

The Aims and Objectives of the NYGFL are:

Encourage New York Gay Football Activities

To encourage, foster, and develop interest and participation in flag football and athletics in the New York gay, lesbian, bisexual, transgender, and questioning community.

Create a Community

To create a safe space in New York for gay, lesbian, bisexual, transgendered, and questioning people to meet, identify with, build relationships, and have fun.

Encourage Membership

To encourage and foster enrollment and participation of Members through open mindedness, consideration for others, attitude toward play, and excellence in organizational competence.

Affiliate Widely

To liaise, deal, or affiliate with other organizations, both in the lesbian and gay community and the wider community to facilitate the other Aims and Objectives.

3.2 Code of Conduct

The Board shall adopt a Code of Conduct. The Code of Conduct may be adopted, amended, or replaced by a majority vote of the Board.

ARTICLE 4: MEMBERSHIP

4.1 Member Eligibility

Any person who meets all of the following criteria may apply for Membership:

- aged 18 years or more,
- interested and/or engaged in flag football, athletics and fellowship, recreation, and the enjoyment of athletics,
- interested in pursuing the Aims and Objectives of NYGFL, and
- agrees to abide by the Code of Conduct.

4.2 Becoming a Member

A person becomes a Member for a Season when they complete all of the following:

- successfully register for the Season as a player, placed on a team off the wait list as a player, or registers as a non-playing captain,
- pays the Membership Fee,
- agrees to the Waiver, and
- agrees to the Code of Conduct.

A non-playing captain, referee, or game official is also a Member for a Season in which they captain, referee, or officiate.

A Director is a Member for a Season in which they serve as a Director.

4.3 Expectations of Membership

All Members are expected to adhere to and support the Aims and Objectives and must abide by the Code of Conduct.

4.4 Rejected Memberships

An application for Membership may be rejected, and that person will not be a Member for the applicable Season, if the Board considers that the applicant does not fully support the Aims and Objectives or for any other reason supported by a two-thirds majority vote of the Board. The Board may vote prospectively to reject an individual's application for Membership. Where the Board votes to reject an application, a Director chosen by the Commissioner must inform the applicant of the reason for rejection. Rejected applicants may appeal at the next or a subsequent Board Meeting, and a new majority vote of the Board is required to overturn the rejection.

ARTICLE 5: CESSATION OF MEMBERSHIP

5.1 Expiration

A Member ceases to be a Member when the next Season begins and the Member has not completed the requirements to be a Member for the subsequent Season.

5.2 Resignation

A Member ceases to be a Member when that Member notifies the league in writing of their resignation or provides an effective date for such resignation.

5.3 Temporary Suspension

5.3.1 Temporary Suspension from Play

The Board reserves the right to call a vote to temporarily suspend a Member from playing in NYGFL games if the Board finds that Member to be in conflict with the Aims and Objectives, Code of Conduct, or upon recommendation of a referee. Temporary suspension from playing in NYGFL-sponsored games requires a majority vote of the Board. The Board also reserves the right to establish a procedure for temporary suspension from playing in games in the Rules of Play. If the temporary suspension will be for four games in a Season or more, a Director must (1) inform the Member, in writing and with a reasonable amount of time, that the Board will be voting to suspend the Member for four or more games and (2) allow the Member to address the Board prior to the vote. While suspended from play, the Member retains status as a Member.

5.3.2 Temporary Suspension from Membership

The Board reserves the right to call a vote to temporarily suspend a Member from participating in NYGFL-sponsored events, including any number of games and social events during a Season, if the Board finds that Member to be in aggravated conflict with the Aims and Objectives or Code of Conduct or upon recommendation of an official. Temporary suspension requires a two-thirds majority vote of the Board. Prior to a vote to temporarily suspend a Member, a Director must (1) inform the Member, in writing and with a reasonable amount of time, that the Board will be voting to suspend their membership and (2) allow the Member to address the Board prior to the vote.

5.4 Dismissal

The Board reserves the right to dismiss a Member if the Board finds that Member to be in gross conflict with the Aims and Objectives or the Code of Conduct, bearing in mind single incidents or patterns of conduct over time. Prior to a vote for dismissal, a Director must (1) inform the Member, in writing and with a reasonable amount of time, that the Board will be voting to dismiss the Member and (2) allow the Member

to address the Full Board prior to the vote. Dismissal requires a two-thirds majority vote of the Full Board. A Member ceases to be a Member for the applicable Season upon the vote to dismiss the Member passing.

5.5 Permanent Removal and Disbarment

The Board reserves the right to permanently dismiss a Member and disbar an individual from becoming a Member in perpetuity if the Board finds that the individual is in gross conflict with the Aims and Objectives or the Code of Conduct, bearing in mind single incidents or patterns of conduct over time, and that the Board has no other course of action that is appropriate to address the individual. Prior to a vote for permanent dismissal and disbarment, a Director must (1) inform the Member, in writing and with a reasonable amount of time, that the Board will be voting to dismiss and disbar the Member and (2) allow the Member to address the Full Board prior to the vote. Dismissal requires a unanimous vote of the Full Board. A Member ceases to be a Member for the applicable Season upon the vote to dismiss the Member passing, and the individual is never eligible to be a Member again. Notwithstanding the foregoing, the Board may restore the eligibility of the individual with a two-thirds majority vote of the Board.

5.6 Good Standing

A Member or a past Member is in Good Standing with the NYGFL if they are not dismissed or removed from the Season per Articles 5.4 and 5.5. Good Standing is restored upon the end of a suspension or upon the beginning of a Season in which the individual is a Member again. The Board may grant Good Standing upon an individual with a majority vote. An individual must be in Good Standing with the NYGFL to participate in Gay Bowl as part of the NYGFL representation, per the rules for Gay Bowl as established by the NGFFL.

ARTICLE 6: LIABILITIES

6.1 Liability of Members

The liability of a Member to contribute towards the payment of the debts and liabilities of NYGFL or the cost, charges and expenses of dissolving the NYGFL is limited to the amount of the Membership Fee. Members will not be responsible for any outstanding debt of the NYGFL beyond the Membership Fee.

6.2 Liability of NYGFL

The NYGFL is not responsible for any obligations or liabilities of Members. Members agree that the NYGFL is not responsible for any liabilities or obligations of Members when they sign the Waiver.

ARTICLE 7: FINANCES

7.1 Membership Fee

The Membership Fee payable by a Member will be set by majority vote of the Board. The Membership Fee may vary Season to Season depending on level of participation and the perceived financial need of the NYGFL.

7.2 Other Fees

The Board may determine additional fees that the NYGFL may levy on Members or potential Members. Any additional fees must be approved by a two-thirds majority vote of the Board.

7.3 Budget

The Treasurer shall prepare an annual budget and make it available to any Director who requests to see it. The budget will be reviewed and approved by the Board at the beginning of each season. Approval of the budget requires a majority vote of the Board.

7.4 Cash Management

At all times, the Treasurer and the Secretary must have full visibility into and access to the NYGFL's bank account(s) and other assets. That includes bank account usernames and passwords.

7.5 Financial Management of NYGFL Assets

The NYGFL may maintain assets in its name, and the assets shall be maintained by the Treasurer. NYGFL may disburse from these assets for the purpose of maintaining the NYGFL's operations, including purchasing

equipment, field space, trophies, referee reimbursement, sponsorship of events and traveling teams, charitable giving in keeping with the spirit of the NYGFL, and anything else the Board deems proper.

ARTICLE 8: BOARD & GOVERNANCE

8.1 Board Composition

The affairs and management of the NYGFL shall be under the control of the Board, which shall consist of the Directors indicated under Article 9.

8.2 Expanding the Board of Directors

Additional positions may be added to the Board by a two-thirds majority vote of the Board. The additional position becomes a vacant Director position upon the effective date of the Board vote subject to filing according to Article 8, Section 5.

8.3 Reducing the Board of Directors

Any Director's position may be removed at any time, with or without cause, by a two-thirds majority vote of the Board including the Director position considered for removal. A Director whose position is removed is no longer a Director as of the vote of the Board passing, and that person is not a Director for any Board votes subsequent to the removal vote passing, unless the Board's action provides otherwise.

8.4 Election or Appointment of Directors

Directors are either elected or appointed, as indicated in Schedule A. Elections for elected Directors will be held at or near the end of each Season's play at a time deemed appropriate by the Board. Elected Directors shall be elected by a majority vote of that Season's Members and the previous Season's Members via a secret ballot. In the event of a tie, the Commissioner shall cast the deciding vote. Appointed Directors shall be nominated by the Commissioner and appointed by a majority vote of the Board, including the nominated Director if the nomination is for appointment for another term.

8.5 Term of Director

Directors' terms are for a year. Directors' terms shall be staggered, with approximately one half of the Board up for reelection during every Season. Directors' terms shall begin upon either January 1st after the election or June 1st after the election of the Director, whichever is sooner, and ends at midnight of the one year anniversary. Directors ending their term and not serving another term are expected to provide the utmost cooperation and assistance in preparing the incoming or replacement Director to carry out their duties.

8.6 Director Eligibility

Any person who has been a Member prior to the election and has not had their Membership removed or dismissed may run in an election to become a Director or be appointed to a Director by the Board.

8.7 Director Vacancy

In the event a Director position becomes vacant, either due to resignation, removal, death, or for any other reason, the Commissioner may nominate a replacement and the Board shall appoint by a majority vote. Alternatively, the Commissioner may call for an early election for the vacant Director position as per Article 8, Section 10. The newly installed Director's term begins upon the Board vote passing or the effective date of the early election, and runs the remainder of the replaced Director's term.

8.8 Director Resignation

Any Director may resign in writing to the Board, effective either when stated in the written notification or upon receipt, whichever comes later.

8.9 Director Removal

Any Director may be removed at any time and for any reason by a two-thirds majority vote of the Full Board including the Director being considered for removal.

8.10 Early Election for Director

In lieu of appointment by the Board or as voted upon in an Annual Meeting, an early election for a Director will be held with substantially the same process as elections are conducted according to Article 8, Section

4. The effective date of the election is either one week after the close of the election or the beginning of the next term for any Director, whichever comes first.

8.11 Conflict of Interest Policy

The Board shall adopt a Conflict of Interest Policy. The Conflict of Interest Policy may be adopted, amended, and replaced by a majority vote of the Board.

ARTICLE 9: OFFICERS & DIRECTORS

9.1 Officers

Officer positions and roles are stated in Schedule A. All Officers must be a Director, and an Officer's appointment, position, and role is coincident with that person's being a Director.

9.2 Directors

Director positions and roles are stated in Schedule A. Directors may be elected or appointed, as stated in Schedule A. Directors are empowered to perform their duties by their discretion and without further Board vote or approval, except as stated in these Bylaws or in Schedule A.

9.3 Schedule A: Officers & Directors of the NYGFL

The Board may adopt a schedule of Officers and Directors to list and describe the Officers and Directors of the NYGFL. The schedule is Schedule A and is not incorporated into these Bylaws. The Board may amend and adopt Schedule A by a majority vote of the Board. Director and Officer positions and individuals serving those functions may be added, removed, and replaced only according to the procedures laid out in these Bylaws. Schedule A is only descriptive.

ARTICLE 10: BOARD MEETINGS

10.1 Board Meetings

The Board shall call Board Meetings as necessary to conduct NYGFL business and to vote on matters pertaining to the governance of the NYGFL, including those matters requiring votes of the Board in these Bylaws. The Commissioner or three Directors may call a Board Meeting.

10.2 Meeting Chair

The Commissioner shall act as the Board Meeting chair and set the agenda for the Board Meeting. In the absence of the Commissioner, the Commissioner shall appoint a Director to preside as chair at the Board Meeting.

10.3 Notice and Quorum

The Communications Director or Commissioner may give at least five days' notice for a Board Meeting if practicable. The quorum for a Board Meeting shall consist of 50% of the Directors being present, either in person or on telephone or other voice communication medium (e.g. Skype, Facetime, etc.), and voting.

10.4 Votes

In order for a vote of the Board to be valid, quorum must be established per Article 10, Section 3. Each Director shall have a single vote on any vote of the Board, except the Commissioner, who shall not vote unless it is to break a tie. A majority vote requires at least 50% of the votes of Directors present and voting to pass. A two-thirds majority vote requires least 67% of the votes of the Directors present and voting to pass.

10.5 Minutes

The Board may record minutes of its Board Meetings. The Secretary shall take those minutes unless the Secretary is absent, in which case the Board shall appoint a Director to take those minutes. The Secretary or other Director who takes the minutes shall circulate the minutes for approval within one week following the Board Meeting. Any Director may request a correction to facts as stated in the draft minutes. In order to ensure complete transparency, the Board shall not alter or delete content from the minutes, or purposefully exclude discussions or content from the minutes. When the matter of a Board Meeting or Board vote concerns disciplinary actions in Article 5, the minutes shall not contain details of the discussions,

including a concerned Member's name or other identifying information, but shall contain the motions of the Board and the votes of the Board.

ARTICLE 11: ANNUAL MEETING

11.1 Annual Meeting

The NYGFL may hold an Annual Meeting for all Members in Good Standing from the present and previous Season. The Annual Meeting may be held anytime within the calendar year at the time and location as determined by the Board and set forth in the notice of the meeting. The Commissioner shall chair the Annual Meeting, unless the Commissioner appoints another Director to chair the Annual Meeting.

11.2 Notice for the Annual Meeting

Notice for an Annual Meeting shall be distributed by typical communication channels to Members in advance of the Annual Meeting. The Notice shall contain the agenda for the Annual Meeting and may call for any suggestions from Members for additional items for addressing at the Annual Meeting.

11.3 Business and Agenda of the Annual Meeting

The business of the Annual Meeting may include presenting the report of the Board and accounts of the NYGFL, and conducting such other business on the agenda for the Annual Meeting as determined by the Board. The Annual Meeting shall start with the reading of the agenda for the Annual Meeting, as may have been modified to incorporate suggestions received from Members.

ARTICLE 12: RULES OF PLAY

12.1 Rules of Play

Rules of Play will be established by the Board and adopted by a majority vote of the Board. Rules of Play will be made available to all Members and will be posted via appropriate NYGFL channels.

12.2 Amendments to Rules of Play

A majority vote of the Board is required to amend the Rules of Play. Such amended Rules of Play are effective beginning the next Season unless stated otherwise.

ARTICLE 13: NOTICES

Where in these Bylaws 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.

ARTICLE 14: AMENDMENTS TO THESE RULES

Any of these Bylaws may be modified, altered, or added to by a resolution of the Board. Upon the passing of the amendment by a two-thirds majority vote of the Board, the rules will be deemed to have been amended accordingly and all Members shall be bound by the amended rules, unless otherwise provided. As soon as practical, NYGFL shall announce and communicate via appropriate channels a copy of the amendment so passed.

ARTICLE 15: INSPECTION OF DOCUMENTS

The Secretary shall ensure that all of NYGFL's minute books and the Treasurer shall ensure that NYGFL's books of accounts are available for inspection by any Director, upon reasonable notice and at a reasonable time and place. No Director may disseminate any information gained through inspection of NYGFL records without the written consent of the Board.

ARTICLE 16: DISSOLUTION

NYGFL shall be considered dissolved with a two-thirds majority vote of the Board and two-thirds majority vote of approval by Members at the next Annual Meeting, disregarding the quorum requirement if there are insufficient Members existing to achieve quorum, and after final approval of the Charities Bureau of the Attorney General of New York. In such an event, all properties and possessions of NYGFL are to be sold, and all proceeds are to be used to pay all outstanding debts of NYGFL. All remaining assets including any endowments shall be disbursed to charitable organizations at the discretion of the Board.