

The Bylaws of the  
South Florida Amateur Athletic Association

Table of Contents

Membership

1.01	Qualification.....	4
1.02	Term.....	4
1.03	Team.....	4
1.04	Disputes.....	4
1.05	Forfeiture.....	4
1.06	Transferability.....	4
1.07	Good Standing.....	4
1.08	Franchise.....	5
1.09	Privacy of Information.....	5
1.10	Suspensions.....	5
1.11	Expulsions.....	5

Board of Directors

2.01	Composition.....	5
2.02	Board and Council Relationship.....	5
2.03	Ad-Hoc Committees.....	5
2.04	Checks.....	5
2.05	Commissioner.....	6
2.06	Assistant Commissioner.....	6
2.07	Secretary.....	7
2.08	Treasurer.....	7
2.09	Director of Competition.....	8
2.10	Business Development Director.....	8
2.11	Recruitment Director.....	8
2.12	Voting Privileges.....	8
2.13	Conflict of Interest.....	9
2.14	Nominations.....	9
2.15	Elections.....	10
2.16	Tenure.....	10
2.17	Commencement of Term.....	10
2.18	Termination.....	11

2.19	Removal.....	11
2.20	Physical Incapacity.....	11
2.21	Resignation.....	11
2.22	Vacancy.....	11
2.23	Special Elections.....	11
2.24	Return of Property.....	11
2.25	Exclusive Powers.....	12

## Managers Council

3.01	Managers Council Members.....	12
3.02	Term.....	13
3.03	Meetings.....	13
3.04	Compensation.....	13
3.05	Duties.....	13
3.06	Voting Privileges.....	13
3.07	Mandatory Meetings.....	13

## Meetings

4.01	Managers Council Meetings.....	13
4.02	Special Meetings.....	14
4.03	Annual Meetings.....	15
4.04	Board Meetings.....	15
4.05	Committee Meetings.....	15
4.06	Use of Robert’s Rules of Order.....	15

## Committees

5.01	Creation of Committees.....	15
5.02	Committee Term.....	16
5.03	Standing Committees.....	16
5.04	Reports.....	18
5.05	Authority.....	18
5.06	Removal of a Committee Member.....	18
5.07	Dissolution of a Committee.....	18

Finance

- 6.01 Funding.....18
- 6.02 Sponsor Fees.....18
- 6.03 Player Fees.....18
- 6.04 Associate Fees.....18
- 6.05 Board Members Fees.....18
- 6.06 Events.....19
- 6.07 Contributions.....19
- 6.08 Financial Institutions.....19
- 6.09 Budget.....19
- 6.10 Fiscal Year.....19
- 6.11 Purchases.....19
- 6.12 Disbursements.....19
- 6.13 Gay Softball World Series Financing.....19
- 6.14 Player Responsibility.....19

Dissolution

- 7.01 Meeting to Dissolve.....20
- 7.02 Funds.....20

Amendments to Bylaws, Softball Code, and Ethics Policy

- 8.01 Amendments.....20
- 8.02 Effective Date of Amendments.....21

Publication of Instruments of Governance

- 9.01 Publication of Instruments of Governance.....21

## Article One

### *Membership*

- 1.01 Membership qualification: Any person who is a player, manager, coach, scorekeeper, or non-player in good standing who is listed on the official roster of a team recognized by the Association, or who is an associate in good standing, who is a current duly elected Board member, or has been elected to the Hall of Fame is eligible for membership in the Association.
- A. Members of the Association must be at least 18 years old
  - B. Associate: Any person who is not listed on an official roster but has paid an associate fee equal to a non-player fee to the Association. Membership shall be contingent upon Board approval.
  - C. Any prospective member who has been suspended or expelled by the SFAAAA or another NAGAAA member association or sanctioned by NAGAAA itself (for Gay Softball World Series participation) shall be reviewed by the Board of Trustees to determine acceptance to the Association.
- 1.02 Term of Membership: The term of membership shall last from the moment a player's fees have been accepted by the league until the start of the following season of play unless the player has been expelled in the course of the season.
- 1.03 Team: A team shall consist of a minimum of ten (10) active players up to the maximum number of active players and non-players as established in the Softball Code.
- 1.04 Disputes: All disputes pertaining to membership eligibility shall be resolved by the Board of Directors.
- 1.05 Forfeiture: Any person determined by due process to be ineligible shall forfeit all privileges of membership and all membership fees paid.
- 1.06 Transferability: Membership in the Association is non-transferable. Should a membership be terminated, the membership fees are not refundable, unless determined otherwise by the Board's discretion in extenuating circumstances.
- 1.07 Good Standing: Good standing shall be defined as:
- A. having paid all pertinent fees for the current season;
  - B. being in good standing with NAGAAA
  - C. observing continuous compliance with all provisions set forth in the SFAAA Instruments of Governance

- 1.08 Franchise: Each team in good standing and in attendance at any properly convened Managers Council meeting shall be entitled to cast one vote pertaining to each issue to be decided by voting at such meeting.
- 1.09 Member's name and address: The name and address of each member and date of issuance shall be entered in the private records of the Association, and will not be sold, rented or disseminated to any other organization. Reproduction, sale, rental, lease, or use of the mailing list or directory by any other person or group of any of the contents, for any purpose is expressly prohibited. Instances of unauthorized use will be sent to Board for evaluation and possible actions.
- 1.10 Suspensions: Please refer to the SFAAA Ethics Policy
- 1.11 Expulsions: Upon a recommendation of expulsion from the Ethics Committee, any member may be expelled from the Association for misconduct by a 2/3 vote of the Managers Council at a legally constituted meeting provided that said member receives written notification of the charges and meeting date by certified mail at least 10 calendar days before the meeting. The member will be given the opportunity to rebut those charges at that meeting.

## Article Two

### *Board of Directors*

- 2.01 Composition: The Board of Directors (the Board) shall be composed of the Commissioner, Assistant Commissioner, Director of Competition, Secretary, Treasurer, a Business Development Director, and a Recruitment Director, all of whom shall be members in good standing of the Association. Positions and responsibilities are henceforth defined in Article II. All Board members are responsible for the success of the organization and therefore may be required to take on additional ad hoc responsibilities beyond those stated in Article II.
- 2.02 Board of Directors and Managers Council Meetings: The Commissioner shall chair all Board and Managers Council Meetings. In the absence of the Commissioner, the Assistant Commissioner will chair the meeting. If the Commissioner and Assistant Commissioner are not present, a quorum is not valid, and the meeting must be rescheduled.
- 2.03 Ad-Hoc Committees: The Board shall designate and may dissolve any and all ad-hoc committees.
- 2.04 Checks: All Association checks must be counter-signed by two Board members.

- 2.05 Commissioner: The duties of the Commissioner shall include, but not be limited to the following:
- A. Presiding and maintaining order at all formal meetings of the Managers Council and of the Board of Directors.
  - B. Ruling on the interpretation and intent of the SFAAA Instruments of Governance.
  - C. Serving as an authorized signatory on the Association’s checking accounts and, on any funds, managed by the Association.
  - D. Overseeing all day-to-day functions of the Association.
  - E. Ruling on parliamentary procedures at all formal meetings of members and of the Board of Directors.
  - F. Overseeing all filings with regards to the Articles of Incorporation, which includes informing the State of any changes in the Board of Directors. Also oversee any other filings required by any and all federal, city, state and municipalities.
  - G. Appointing an individual(s) to represent SFAAA at all the national meetings of the North American Gay Amateur Athletic Alliance (NAGAAA).
  - H. Appointing a Sergeant of Arms, if necessary, to help maintain order at meetings.
  - I. Serving as a liaison between team sponsors and the Board of Directors.
  - J. Accepting and presenting to the Board, any recommendations made by the Ethics Committee pursuant to its responsibilities as outlined in the SFAAA Ethics Policy.
  - K. Serving on a rotating basis as the Board member on call during all league play.
  - L. Auditing the SFAAA bank statements on a bi-monthly basis.
- 2.06 Assistant Commissioner: The duties of the Assistant Commissioner shall include, but not be limited to the following:
- A. Performing all duties and exercising all powers of the Commissioner during the Commissioner's absence or disability.
  - B. Serving as an authorized signatory on the Association’s checking accounts.
  - C. Overseeing play and rules of conduct.
  - D. Organizing and facilitating a new player draft
  - E. Be responsible for the handling of all documents for the league scheduled to be sent to NAGAAA including but not limited to:
    - i. Non-resident player forms;
    - ii. Team rosters;
    - iii. List of teams and managers;
    - iv. Division designation of teams (i.e. A, B, C, D, E etc.)
    - v. Reservation of slots in the GSWS.
    - vi. GSWS rosters
    - vii. Player rating information
  - F. Serving on a rotating basis as the Board member on call during all league play.

- 2.07 Secretary: The duties of the Secretary shall include, but not be limited to the following:
- A. Keeping minutes of meetings of the Council and of the Board of Directors.
  - B. Maintaining an official record of the Constitution, By-Laws, and Rules of the Association and amendments and changes thereto.
  - C. Maintaining a record of all members of the Association and their respective current mailing addresses, if necessary.
  - D. Serving as an authorized signatory on the Association's checking accounts.
  - E. Assuring the Association has met all fees and filed correct information with NAGAAA to maintain membership in that body.
  - F. Distributing minutes to the Board and/or Council members within one week of the meeting.
  - G. Filing amended Articles of Incorporation, which includes informing the State of any changes in the Board of Directors.
  - H. Filing all other corporate paperwork required by any and all Federal, State, city and/or municipal authorities. This shall include preparing and/or mailing paperwork and also maintaining these records in the corporate files.
  - I. Setting up meetings upon the Commissioner and Board members request.
  - J. Serving on a rotating basis as the Board member on call during all league play.
  - K. Formulating a rotation schedule for the Board member on call during all league play.

- 2.08 Treasurer: The duties of the Treasurer shall include, but not be limited to the following:
- A. Accounting monthly for all dues and monies collected and disbursed by the Association.
  - B. Preparing and submitting a monthly detailed cash report which reconciles to the bank accounts. The report shall be submitted to the Board for approval and then to the Managers Council at the regularly scheduled meetings.
  - C. Utilizing an accounting program or database spreadsheet for all recordkeeping and accounting.
  - D. Having custody of the Association's checkbook(s) and of the checkbook(s) of any funds managed by the Association.
  - E. Depositing of all monies of the Association in such bank(s) as shall be specified by resolution of the Board.
  - F. Making disbursements and having charge of the financial affairs of the Association and of any funds managed by the Association under authorization by the Board.
  - G. Collecting or overseeing the collection of all dues and monies owed to the Association and reporting any outstanding debt to the Board.
  - H. Serving as an authorized signatory on the Association's checking account(s) and of any funds managed by the Association.
  - I. Preparing or coordinating the filing of annual tax reports with the accounting firm engaged by the Association.

- J. Preparing or coordinating the preparation of quarterly financial statements and submitting to the Board for approval and then to Managers Council.
- K. Overseeing the preparation of an annual budget for the Association, tournaments and any other corporate accounts. Submit to the Board for approval and then to the Managers Council. Prepare a budget variance report.
- L. Providing evidence of insurance for general liability when requested by needed entities.
- M. Serving on a rotating basis as the Board member on call during all league play.

2.09 Director of Competition: The duties of the Director of Competition shall include, but not be limited to:

- A. Creating a league schedule of play.
- B. Overseeing field maintenance and assisting in reservations, if necessary.
- C. Collecting all roster and SFAAA league forms.
- D. Overseeing the collection of lineup cards each week and assist with score reporting.
- E. Ensuring the appropriate copies of all forms are given to the League Secretary.
- F. Serving on a rotating basis as the Board member on call during all league play.
- G. Compiling team spreadsheets for the purpose of maintaining a record of attendance at games.

2.10 Business Development Director: The duties of the Business Development Director shall include, but not be limited to:

- A. Serving on the rotating basis as the Board member on call during all league play.
- B. Submitting to the managers council a yearly business development plan
- C. Coordinating all Association wide fundraising activities with the teams and members of the League.
- D. Pursuing corporate sponsorship.
- E. Assisting the Membership Coordinator with the executing of the League picnic.
- F. Serving as the liaison between the League sponsors and the Board.

2.11 Recruitment Director: The duties of the Recruitment Director shall include, but not be limited to:

- A. Serving on the rotating basis as the Board member on call during all league play.
- B. Submitting a yearly recruitment plan to the managers council and the Board.
- C. Organizing and implementing all recruitment efforts for the League.
- D. Coordinating and plan the annual League picnic.
- E. Assisting and helping to coordinate the new player drafts.

2.12 Voting Privileges: Each member of the Board shall be entitled to cast one vote pertaining to each issue to be decided by voting in all Managers Council and Board of Directors meetings. On all matters brought before the Board or Council at any meeting, each member shall be entitled



to one vote on each issue, with the exception of the Commissioner. In the case of a tie vote, the Commissioner shall be entitled to cast a tie-breaking vote.

- 2.13 Conflict of Interest: A Board member shall abstain from voting for the purpose of determining Board policy, procedure, or action that solely and specifically affects a team on which the Board member is a player, coach, manager and/or scorekeeper.
- 2.14 Nominations: Nominations of all Board members shall occur at the annual meeting. The meeting will be held in conjunction with a Managers Council Meeting to be held no later than two weeks before the end of the World Series qualifying regular season.
- A. Eligible Members:
    - i. Any member in good standing who has been listed on a roster for at least one year immediately prior to elections.
    - ii. An associate in good standing with the Association for at least one year immediately prior to elections.
  - B. Ineligible Members:
    - i. Anyone deemed by the Board to have conflicts of interest within the Association.
    - ii. Anyone removed from the Board for an ethical cause or for nonperformance of duties (Refer to Bylaws 2.17 and 2.18)
    - iii. Anyone who has served a league suspension of more than three games within the past 7 years shall not be eligible to hold any board position.
  - C. Motion: Candidates for each position shall be nominated by a motion from any member of the Managers Council. This motion must be seconded by a member of the Managers Council. Candidates must be present at the meeting or participate via live streaming (Skype, FaceTime, video conference etc.) to be nominated.
  - D. Acceptance: Nominations shall be accepted or declined by the nominee. Acceptance shall be presumed in the absence of any statement by the nominee to the contrary.
  - E. Order: The entire elective process shall be completed for each particular position before any nominations are accepted for the subsequent position. The nomination process shall proceed for each position successively in the same order as the positions are listed in Section 2.01 of these Bylaws.
  - F. Nomination Speech: One nominating speech, lasting no more than 3 minutes, on behalf of each candidate shall be permitted after a motion to close nominations has been made, seconded, and passed (Optional).
  - G. Candidate Speech: Each candidate shall be permitted to make a speech, lasting no longer than 5 minutes, to the Council after a motion to close nominations has been made, seconded, and passed.
  - H. Resume: Each candidate may submit a resume to the Board for the position that they are running for along with the reasons why they are choosing to run.

- I. Acclamation: In the event that only one candidate accepts the nomination and a motion is made, seconded, and passed to elect one candidate by acclamation, no written ballot shall be required for that position.

2.15 Elections: The Board will determine a date(s) before the end of the regular season of the World Series qualifying season to hold the Elections for Board positions.

- A. Election Committee: Subject to the approval of the Board, the Commissioner of the Board will appoint an election committee to collect, monitor and validate voting on the day(s) of the election. The Election Committee shall:
  - i. be comprised of at least five (5) members of the Association one of whom shall be an active member of the Board whose name does not appear on the ballot.
  - ii. be held accountable for all election guidelines associated with maintaining the validity and integrity of the election process.
  - iii. maintain election hours consistent with the start of the first game played on election day(s) continuing until the end of the last game of the day(s).
- B. Voting: Voting shall utilize written and/or electronic ballots as decided by The Board.
  - i. In the event all candidates who accepted a nomination, except for one, drop out of the race, voting shall still proceed utilizing written and/or electronic ballots. Write-in votes for other eligible members will then be allowed at the time of elections. Each Member of the Association has one vote.
  - ii. The candidate receiving a majority of votes shall be elected. If no candidate receives a majority, there shall be a runoff election between the two candidates with the highest vote totals. Said runoff election shall be held on the next week of League play even if League play involves seasonal playoffs.
- C. Within 48 hours of the last day of the election, results must be tabulated and announced to the Board.

2.16 Tenure:

- A. Each newly elected Board member shall serve a term of 2 years. At the end of the term, the Board member may be reelected in accordance to the elective process in these Bylaws.
- B. The positions of Commissioner, Secretary, and Business Development Director will be up for election on even-numbered years. The positions of Assistant Commissioner, Director of Competition, Recruitment Director, and Treasurer will be up for election on odd-numbered years.

2.17 Commencement of Term:

- A. Each newly elected Board member shall be entitled to exercise the powers and authority and perform the duties of the elected position beginning on June 15 of the year they were duly elected.

- B. Each appointed Board member shall be entitled to exercise the powers and authority and perform the duties of their appointed position upon the approval of the Manager's Council.

- 2.18 Termination: If a Board member fails to perform or violates the duties of his or her office, the Board member may be removed from office by a 2/3 vote of the Managers Council at any Council meeting, provided that said member receives written notification of the charges and meeting date by certified mail at least ten (10) calendar days before the meeting. The member will be given the opportunity to rebut those charges at that meeting. The vacancy left for that position on the Board shall be filled as provided in these Bylaws.
- 2.19 Removal: Any Board member who is absent from three consecutive regular Board meetings without good cause shall be automatically removed from the Board. Absences may be deemed as excused for good cause by a majority vote of the remainder of the Board.
- 2.20 Physical Incapacity: When any Board member permanently becomes physically incapable of performing the duties of office, including by reason of death, a vacancy shall exist. In the event that any dispute arises in determining of permanent physical incapacity, the Board shall decide the matter using all necessary and proper means.
- 2.21 Resignation: A Board member may resign their position by providing written notification to the Board. Said member shall have 48 hours to rescind their written resignation. A vacancy shall exist at that time.
- 2.22 Vacancy: The Commissioner shall nominate a member of the Association to fill any vacancy should one arise. Said nominee shall be subject to approval by majority vote of the Managers Council and shall serve until a successor has been duly elected or appointed. In the event that a regular election is scheduled to occur within two months from date the vacancy occurs, an acting Board member shall serve until time of such election.
- 2.23 Special Election: A special election may be convened by a majority vote of the Board should circumstances be warranted. Any special election commenced pursuant to this requirement shall comply with all applicable provisions of these Bylaws.
- 2.24 Return of Property: Upon leaving their position or at the end of their term, whichever comes first, any member of the Board, whether or not reelected to another term, shall return to the current Commissioner all documents and/or items that are the property of the Association. Such items shall include, but not be limited to email and contact information of all managers, NAGAAA handbook, and player ratings information. A transition meeting shall take place among all outgoing and incoming officers. At this meeting all Association records and property shall be turned over to the incoming officers, bank signature cards shall be filled out thus

turning over the Association's accounts to the incoming officers. Failure to comply with this directive within a thirty-day period of leaving the Board shall result in this person being suspended from the SFAAA. The suspension will be voided upon the return of all documents and items.

- 2.25 Exclusive Powers: The Board shall have the following exclusive powers:
- A. Enforcement of penalties for violation of Association rules.
  - B. Jurisdiction of the Articles of Incorporation and any changes pertaining thereof.
  - C. Prescribe additional duties for any of the officers in addition to those set forth in these bylaws.
  - D. To set the fees for membership, play-dates and scheduling at its reasonable discretion.
  - E. The Board, in addition to the foregoing specific powers, shall have the power to manage all the affairs of the Association, and act on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transaction of business.
  - F. The members of the Board shall have the power to interpret the Association Softball Code at any league game and make a decision with respect to such interpretation. Any such decisions shall be placed in the minutes of the next Managers Council meeting.
  - G. The Board shall have the power to suspend an Association member when it deems that said member has committed extreme acts of unethical behavior or unsportsmanlike conduct. The suspension shall last until the conclusion of the Ethics Violation process, as described in the SFAAA Ethics Policy. Such acts include, but are not limited to:
    - i. Physical fighting resulting in injury.
    - ii. Making death threats to any Association member.
    - iii. Making repeated prejudicial or derogatory comments.

### Article Three

#### *Managers Council*

- 3.01 Managers Council Members: The Managers Council (the Council) shall consist of the Board and representatives from each team in the league.
- A. Each team of the Association shall be entitled to have one representative to the council.
  - B. Each representative must be a member in good standing of the Association and appear on the active roster of the team for which they are representing.
  - C. Board members may not act as a team's manager or representative during the Council meetings.

- 3.02 Term: Council members' terms continue even after the season, until the next season's rosters have been filed, unless the team has advised the Association they do not plan to return or are ineligible for any reason.
- 3.03 Meetings: Meetings of the Council shall be held from time to time in conjunction with the meetings of the Board. The Board will call meetings with notice given and a tentative agenda to each member of the Council.
- 3.04 Compensation: The Council members shall serve without compensation. Board members can be reimbursed for reasonable expenses and tasks outside of their Board position.
- 3.05 Duties of the Council: The duties of the Council are:
- A. Represent any and all concerns raised by the members of the Association
  - B. Provide advice concerning all matters of SFAAA representation at the Gay Softball World Series. All final decisions shall be made by the Board unless clearly expressed in the SFAAA Softball Code.
  - C. Perform all duties as expressed within the SFAAA Instruments of Governance.
  - D. Perform any other duties that the Board may from time to time assign to the Council.
- 3.06 Voting Privileges: On all matters brought before the Council at any meeting, each Council member shall be entitled to only one vote on each issue, with the exception of the Commissioner. In the case of a tie vote, the Commissioner shall be entitled to cast a tiebreaking vote. In order to vote for a new season's business, a new team must pay the designated sponsor fee prior to the first Managers Council meeting of the season.
- 3.07 Mandatory Meetings: The Board, in its sole discretion, may declare any meeting mandatory. Any team that fails to send a representative to a mandatory meeting may be assessed a fine, the amount which will be determined by the Board. The fine must be paid before that team will be allowed to play its next scheduled game or any subsequent games will be considered forfeits by that team until the fine has been paid.

## Article Four

### *Meetings*

- 4.01 Managers Council Meetings: General or special meetings of the Managers Council may be called and convened by the Commissioner at any time.
- A. Time and place: The Commissioner shall determine the time and place of any general or special meeting which shall be open to the general public.

- B. Notice: Written notice of general and special meetings along with an agenda shall be mailed, mailed electronically, or handed out personally to each manager of the Association at least five days prior to such meeting.
- C. Quorum: Any general or special meeting shall require a quorum. A quorum shall be established by:
  - i. the attendance of at least 50 percent plus one of the Managers Council; and
  - ii. the attendance of at least four (4) Board members, one of whom must include either the Commissioner or the Assistant Commissioner.
  - iii. Teams that have notified the Board that they will not return, have been suspended or have been expelled do not count towards a quorum requirement and will not be considered members of the Council.
- D. Enactment: All issues shall be decided by a majority of the total number of votes at a duly convened meeting for which a quorum has been established, except for changes to the Articles of Incorporation (Constitution), which require a 2/3 majority vote.
- E. Proxy: Council members may designate a proxy from their team provided that written notification to a member of the Board has been expressed by the manager prior to a meeting.
- F. Abstentions: Abstentions shall not count towards the total number of votes.
- G. Motions: Any voting member of the Council may present a motion for consideration.
  - i. Sponsorship: Motions are attributed to members of the Council and must have an individual member's sponsorship to be considered. A motion must be seconded by another Council member in order to vote on it.
  - ii. Motions to change Instruments of Governance: A motion to change the Bylaws, the Articles of Incorporation or Softball Code must be recommended at least ten days in advance with written notification to the Board and the Bylaws Committee Chair for proper consideration.
  - iii. Committee Motions: All motions from established committees must be presented in writing.
- H. Addressing Council: At the Commissioner's discretion debate may be limited in one or more of the following ways:
  - i. to a specified amount of time per member on each motion.
  - ii. to a specified amount of time without regard to individual limits.
- I. Team Attendance: Should a team fail to have representation at 50% of meetings in a Spring season or a Fall season a \$250 fine will be assessed to that team payable prior to their next scheduled game along with a one year suspension for the manager."

4.02 Special Meetings: Upon petition in writing by at least one-third of all team managers, the Commissioner shall call and convene a special meeting of the Managers Council. A team that has withdrawn or forfeited from the Association that season shall not count towards the total number of teams.

- 4.03 Annual Meetings: The Annual Meeting of the Association shall be a Managers Council meeting held in Broward County no later than two weeks before the end of the regular season that qualifies teams for the NAGAAA World Series.
- A. Place: The place of the Annual Meeting shall be determined by the Board.
  - B. Notice: Notice of the Annual Meeting along with an agenda shall be mailed or electronically mailed to each manager of the Association at least ten days prior to such meeting.
  - C. The Annual Meeting shall require a quorum to establish sufficient authority for any issue to be decided by voting at such meeting.
- 4.04 Board Meetings: Meetings of the Board may be called and convened by the Commissioner at any time and place.
- A. Upon petition in writing by any one-third of the Board members, the Commissioner shall call and convene a meeting of the Board. The Assistant Commissioner may call said meeting if no response from the Commissioner has been enacted within three (3) days of the petition in writing.
  - B. Notice: Notice of Board meetings, including the purpose of the meeting, shall be given to each Board member at least three days prior to such meeting. In the event that all Board members are present at any time and place, and choose to decide any question, the notice requirement shall be waived.
  - C. Quorum: Quorum shall be established by the attendance of at least 50 percent plus one of the Board officers and the presence of either the Assistant Commissioner or Commissioner.
- 4.05 Committee Meetings: Meetings of any committee may be called and convened by the Commissioner or by the committee chair at any time and place. A quorum of a simple majority is required for a meeting to be held.
- 4.06 Robert's Rules of Order: All Board and Council meetings are governed and conducted under Robert's Rules of Order, most revised edition, unless noted otherwise in these Bylaws.

## Article Five

### *Committees*

- 5.01 Creation of a Committee: The Commissioner shall designate all committees, select all committee chairs, and may serve as a voting ex-officio member of all committees as is deemed necessary to implement the Articles of Incorporation and Bylaws. Members of the committee

shall be members of the Association and shall be appointed by the Commissioner subject to Board approval.

- A. Board Liaison: For each committee created, the Commissioner shall appoint one member of the Board to serve as Board Liaison for such committee. Said Liaison would help facilitate communication between the Board and the Committee as well as to ensure proper operation of the committee.
- B. Committee Chair: As designated, shall not be serving as a current member of the Board.

5.02 Committee Term: The term of each committee shall expire at the same time as the term of the appointing Commissioner expires.

- A. World Series Committee: Any committee designated to plan, organize, and hold the Gay World Series in Florida shall be exempt from the term limitation. The term of such a committee shall be determined by the Board and its members.

5.03 Standing Committees: The Association shall make every effort to renew the term of the following Standing Committees:

- A. Hall of Fame: Any Association member may nominate a member to the Hall of Fame. The Hall of Fame committee members by a 2/3 vote may confer membership on any nominee who has participated in the Association for at least seven years and has made significant contributions to the Association. SFAAA member fees may be waived, reduced, or remain as all other based on a yearly determination by the Board.
- B. Ethics Committee: The Ethics Committee will hear all reported ethics violations as described in the SFAAA Ethics Policy and make recommendations for action to the Board.
- C. Bylaws and Softball Code Committee: The Bylaws and Softball Code Committee shall review all issues concerning the Instruments of Governance of the SFAAA and clarify ambiguities and make recommendations to the Council.
- D. Ratings Committee: The Ratings Committee will assist the Board in determining a player's skill level in order to place them in the proper divisions. The Board may also call upon this committee to assist in developing player ratings set forth by NAGAAA guidelines.

i. Membership:

- 1. Composition: Members of the committee shall consist of:
  - a. 1 Chair appointed by the League Commissioner
  - b. the Assistant Commissioner
  - c. 3 members from the Upper (A/B) Division
  - d. 3 members from the C Division
  - e. 3 members from the D Division
  - f. 3 members from the E Division
  - g. 3 members chosen at-large from any division



2. Selection: All members of the committee shall be chosen by the appointed Ratings Committee Chair and the Assistant Commissioner, who shall serve as the Board Liaison to that committee.
3. Approval of Composition: All selections of the Ratings Committee are subject to Board approval. Should the Board not approve a designated committee member, the Board shall have the authority to provide a replacement should the Committee Chair fail to produce a replacement member.
4. At no time shall more than two (2) members of any particular team serve simultaneously on the committee. In the event that a person shall switch teams and create such a conflict, one of the committee members of said team shall resign. In the event that neither of the members shall resign, the ratings committee chair shall be the arbiter to prevent more than two (2) members of the same team from serving on the committee.
5. All ratings committee members should:
  - a. Be fully versed in the player ratings guidelines as established by NAGAAA and any additional guidance or rating workshop documents as provided by NAGAAA.
  - b. Have experience in the SFAAA league and participation in NAGAAA regional tournaments and/or the Gay Softball World Series.
- ii. Term of Office: Members of the ratings committee shall serve for a period of two (2) years. The Upper A/B Division and D-Division committee members shall be reappointed in odd numbered years. C-Division, E-Division and at-large members shall be reappointed in even numbered years.
- iii. A quorum of eight (8) members shall exist for all ratings committee meetings. Per ratings, evaluations from a minimum of (3) committee members shall be required for all initial ratings. For consideration of a change to an established rating, a minimum of five (5) evaluations shall be required.
- iv. Committee members must recuse themselves from any vote which may involve a conflict of interest. A conflict of interest shall be defined as, but not limited to, the following:
  1. The affected player is on the same team
  2. Romantic partner
  3. Roommate
  4. Co-worker
  5. In a dating relationship
  6. Family member
  7. Financial connection
  8. Any other conflict of interest deemed relevant by the Assistant Commissioner or the Ratings Committee Chair

- 5.04 Reports: The committee chair, or any appointed representative of the committee who is familiar with committee proceedings, may present a report to the Council describing the committee's work, findings, and recommendations.
- 5.05 Authority: No action by any committee shall be binding upon or constitute an expression of the policy of the Association except with the approval of a majority of all Board members.
- 5.06 Removal of a Committee Member: Upon a majority vote by the Board, any member of a committee may be removed by the Commissioner whenever, in their judgment, the best interest of the Association shall be served by such removal.
- 5.07 Dissolution of a Committee: The Board may dissolve any ad-hoc committee. Any ad-hoc committee shall be dissolved when:
  - A. its work has been completed and its report accepted, or:
  - B. when it has been determined that it is no longer necessary.

## Article Six

### *Finance*

- 6.01 Funding: The Association shall generate operating funds as are necessary to implement the Constitution and Bylaws.
- 6.02 Sponsor Fees: Each team recognized by the Association shall be assessed a Sponsor Fee in an amount determined by the Board. This fee must be paid prior to the team's first regular season game.
- 6.03 Player Fees: Each person who is a player or non-player listed on the official roster of a team recognized by the Association shall be assessed a player or non-player fee in an amount determined by the Board. The player fee for each player and non-player must be paid prior to the player's first game.
- 6.04 Associate Fees: Each person who is an associate member shall be required to pay an associate fee in order to gain membership into the Association. The fee will be equal to the non-player fee set forth by the Board.
- 6.05 Board Members Fees: Board members will not be assessed player or non-player fees. In the event that a current Board member is no longer listed on the official roster of a team recognized by the Association, such member may be assessed the associate fee for the

remaining period of such member's current term, barred if this member has already paid a player fee for that season.

- 6.06 Events: Through the direction of and with the approval of the Board, the Association may sponsor events in order to generate operating funds.
- 6.07 Contributions: The Board may accept on behalf of the Association any contribution, gift, bequest or device for general purposes or for any specific purpose of the Association.
- 6.08 Financial Institution: The Association shall maintain such accounts in an accredited financial institution.
- A. The Board shall determine the financial institution to be utilized.
  - B. All funds shall be deposited into the Association's bank account within ten (10) business days.
- 6.09 Budget: Prior to the start of the fall season, the Board shall estimate revenue and expenses for the fiscal year and develop a budget. The budget shall be approved by a majority of managers voting at any properly convened meeting.
- 6.10 Fiscal Year: The Association's fiscal year shall commence on January 1 of each year and end on December 31. For budget purposes, the year will be September 1st to August 31st.
- 6.11 Purchases: No member of the Association is authorized to purchase items for the Association without consent from the Board. Any member who purchases items for the Association events, tournaments or the like without permission to purchase may not be reimbursed. The Board is the acting body authorized to make purchase agreements on behalf of the Association, unless otherwise authorized for a committee chair in the fulfillment of the duties appointed.
- 6.12 Disbursements: All funds disbursed by the Association shall be in the form of a check prepared by the Treasurer. Each check shall be signed by two officers of the Board.
- 6.13 Gay Softball World Series Financing: Any SFAAA team participating in the Gay Softball World Series shall have sole responsibility for financing the cost of travel to the Gay Softball World Series. The Board, at its discretion, may decide to provide financial assistance to cover the teams' expenses after evaluating the Association's financial position at the time.
- 6.14 Indemnification of officers, directors and agents: The Corporation does hereby save and hold harmless and indemnify each officer, director or agent of the Corporation against expenses reasonably incurred in connection with any action, suit or proceeding to which the officer, director or agent may be made a party by reason of being or having been an officer, director or agent of the Corporation while acting reasonably within the scope of their capacity as a officer,

director or agent (whether or not he or she continues to be such at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any officer, director or agent may be entitled as a matter of law. The Board may arrange for and pay the premium for appropriate insurance to cover against any liability asserted.

## Article Seven

### *Dissolution*

- 7.01 Meeting to Dissolve: The Association shall be dissolved by two-thirds of the Managers Council members voting at any special meeting called expressly for that purpose, provided that such purpose is plainly stated in the notice of such meeting.
- 7.02 Funds: Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

## Article Eight

### *Amendments to Bylaws, Softball Code, and Ethics Policy*

- 8.01 Amendments: The SFAAA Bylaws, Softball Code, and Ethics Policy may be altered, amended, or repealed by a majority vote of all Council representatives voting at any properly convened Council meeting, as provided in the Bylaws.
  - A. Notice: Amendments to the Bylaws, Softball Code, and Ethics Policy must be recommended in writing at least ten (10) days before a Council meeting where the proposed change(s) would be voted on. Written notification must be sent to the Board and respective committee chair for proper consideration.
  - B. Existing Provisions: Proposals to amend these documents shall make explicit and detailed reference to any existing provision(s) which would be affected by adoption of the amendment, unless submitted as a revision.
  - C. Agenda: Proposals to amend these documents must be listed on the agenda for the Council meeting where the proposal will be voted on.

- 8.02 Effective Date of Amendments: An amendment shall be effective immediately after a motion has been passed unless otherwise specified by the wording of the amendment.

## Article Nine

### *Publication of Instruments of Governance*

- 9.01 Publication of Instruments of Governance: The Articles of Incorporation, Bylaws, Softball Code, an Ethics Policy of the Association shall be published on the Association's website. A written copy of each document will be provided to any Association member upon request.