

OREGON ALLIANCE FLAG FOOTBALL LEAGUE, INC. (OAFFL)

BYLAWS

ARTICLE I: NAME

In accordance with the Articles of Incorporation, the name of this organization is Oregon Alliance Flag Football League, Inc., which may be referred to hereinafter as “OAFFL,” or “the League.”

ARTICLE II: PURPOSES AND MISSION

In accordance with the Articles of Incorporation, the Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific charitable purposes for which the Corporation is formed are:

- To promote positive social and athletic enjoyment of American Flag Football;
- To foster in our members a sense of self-confidence through athletics;
- To foster within the Portland Metro & surrounding Oregon counties area, including but not limited to the Lesbian, Gay, Bisexual, and Transgender (LGBTQ+) and allied community, an interest in and appreciation of American Flag Football; and
- To foster and promote the self-respect of all LGBTQ+ persons and promote respect and understanding from the larger Oregon community.

Mission:

The mission of Oregon Alliance is to cultivate an inclusive athletic environment where individuals are supported and connected through the sport of flag football. We foster teamwork, sportsmanship, and a passion for the game, providing opportunities for athletes of all skill levels to grow, compete, and form lasting connections on and off the field.

Vision:

Oregon Alliance aims to be the leading inclusive sports league in the Portland metro area by fostering athletic excellence, creating a safe and supportive environment, and building meaningful community connections that strengthen and unite the LGBTQ+ community.

Values (F.L.A.G)

Fairness – We uphold the highest standards of integrity, ensuring that all players, teams, and officials compete in an environment of respect, equality, and sportsmanship.

Leadership – We cultivate strong leadership both on and off the field, encouraging accountability, teamwork, and personal growth within our community.

Accessibility – We are committed to making flag football an inclusive and welcoming sport, ensuring that all individuals, regardless of background or experience, have an opportunity to participate and thrive.

Growth – We strive to continuously grow and strengthen both our league and our community, creating opportunities for players to develop their skills, forge meaningful connections, and contribute to a supportive and inclusive environment.

ARTICLE III: INCORPORATION

SECTION A: Nonprofit Corporation

OAFFL is a nonprofit corporation as defined in the Oregon Revised Statutes Chapter 65 and is incorporated in the State of Oregon.

SECTION B: Tax-Exempt Status

In accordance with the Articles of Incorporation, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Furthermore, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION C: Use of Earnings

In accordance with the Articles of Incorporation, the Corporation is nonprofit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the Corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the Corporation.

SECTION D: Dissolution

In accordance with the Articles of Incorporation, in the event of corporate dissolution, no member or other private individual shall be entitled to share in the distribution of any of the Corporation's assets. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Dissolution can only be approved with a two-thirds vote from both the current board of directors and an executive committee.

ARTICLE IV: BYLAWS

These Bylaws shall provide for the governance and management of the Corporation, and delineate the rights and obligations of its members and the Board of Directors ("the Board").

SECTION A: Adoption

These Bylaws shall be adopted by a unanimous vote of the initial Board of Directors as specified in the Articles of Incorporation.

ARTICLE V: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of both the current Board of Directors and the Executive Committee at either a scheduled Board meeting or a special meeting held for this purpose, provided Board members are present. Bylaws may only be amended once per calendar year, and this amendment process can only occur during the last month of the fiscal year to ensure stability and

continuity within the league.

ARTICLE VI: LEAGUE DEFINITIONS AND SCOPE OF AUTHORITY

OAFFL seeks to encourage participation in the athletic and social aspects of the League by a wide array of community members, irrespective of age, sex, gender identity, sexual orientation, prior football experience, or athletic ability.

SECTION A: Member Code of Conduct

1. Members of the League, including those representing the League on travel teams, shall be respectful of all members, opposing teams, officials, tournament attendees, and spectators, and shall refrain from disruptive activity during League functions and events. Members are expected to uphold the dignity and rights of others and avoid the appearance of impropriety in all interactions. All members, whether participating in local league events or travel team activities, events, or are representing the League and are held to the same standards of behavior.
 - a. Physical Injury- Any member who intentionally causes physical injury to another member will be subject to disciplinary action by the Board, up to and including potential permanent exclusion from the League.
 - b. Disrespectful Behavior- Any member who acts in a manner disrespectful to another member, opposing team, coach, official, spectator, or any League representative may face disciplinary action by the Board.
 - c. Negative Reflection of the League- Any member whose actions, whether within or outside of the League's events, reflect negatively on the League may face disciplinary action by the Board. This includes, but is not limited to, behavior that damages the League's reputation or goes against its mission and values.
 - d. Right to Defend- Any member accused of violating this Code of Conduct shall have the right to present their case to the Board regarding the behavior in question.
 - e. Travel Team Conduct- Members representing the League on travel teams must adhere to the same standards of conduct outlined here. Any violation of the Code of Conduct by a member while on a travel team may result in disciplinary action, including suspension from future travel team participation, suspension from local league events, or other League activities as determined by the Board.
 - f. Ejection from league events- Any member who engages in conduct deemed inappropriate or disruptive during a League event, whether a local league game or a travel team event, may be ejected from the event by an official, League representative, or Board member. Ejected members may face additional disciplinary action as deemed necessary.
 - g. Expulsion from the League – Any member whose actions are deemed egregious, harmful, or consistently disruptive, or who repeatedly violates the Code of Conduct, may be expelled from the League. Expulsion can result from violations both within the local league or while representing the League on travel teams. Expelled members are permanently banned from participating in League events or activities and may not reapply for membership. The Board will determine the process for expulsion following a thorough review of the situation. Expelled members are not entitled to a refund of any registration fees, other league-related fees, or charitable donations made to the League.

SECTION B: Member

1. **Definition:** A member is any individual who has registered and actively participated in at least half of the regular-season games in either the current season, the most recent season, or the season immediately preceding it. Members who meet these criteria are granted voting rights in league matters.
2. **Voting Rights:** Members have the right to vote on league matters, league elections, and major decisions that affect the league's direction. Voting opportunities will be administered by the Board of Directors, who will determine the method and timeline for casting votes.
3. **Participation in League Events:** Members are entitled to participate in all league events, including regular-season games, playoffs, and official league activities.
4. **Attending Board Meetings:** Members are encouraged to attend board meetings to voice concerns, provide feedback, and participate in discussions about the league's operations and policies. To be allotted time to speak, members must submit their request to the board at least one week in advance. A designated time at the beginning of each meeting will be set aside for member input, with the duration determined by the board. However, the board is not required to provide an immediate response to concerns raised during the meeting. Members may also be required to leave during voting sessions, as they are not entitled to access voting decisions. Additionally, they may be asked to step out during financial discussions to ensure confidentiality or at any other time if the topic involves sensitive information regarding other members or requires confidentiality.
5. **Team Representation & Leadership Eligibility -** Members may serve as team captains, travel team captains, coaches, or in other leadership roles if elected or appointed. To be eligible for these positions, individuals must be registered members in good standing with the league, which includes being up to date on any required dues and adhering to league policies and expectations. The selection process will be based on several factors including experience as a player or captain, leadership qualities, commitment to fostering a positive and inclusive environment, or have served in this role in another league recognized as part of the NGFFL.
6. **Member Adherence to League Rules and Code of Conduct:** Members are responsible for adhering to all league rules, policies, and the league's code of conduct. This includes demonstrating good sportsmanship, ensuring fair play, and treating others with respect. Members must also uphold a league environment that is free from sexual harassment, discrimination, hate, and any other forms of misconduct.
7. **Active Participation for Travel:** Members are expected to actively participate in league activities, which include attending at least half of the season's games as outlined in the membership criteria. Active participation also includes being present at league meetings, and other league-organized activities. Travel team members, in particular, will be required to meet these active participation standards as outlined in the bylaws. Failure to meet the specified participation requirements may affect eligibility to travel with OAFFL teams and represent the league at any tournament, as well as eligibility for leadership roles or membership status.
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11. Member Adherence to League Rules and Code of Conduct: Members are responsible for adhering to all league rules, policies, and the league's code of conduct. This includes demonstrating good sportsmanship, ensuring fair play, and treating others with respect. Members must also uphold a league environment that is free from sexual harassment, discrimination, hate, and any other forms of misconduct.
12. Support the League's Mission: Members should support the league's mission, vision, and values by contributing positively to the community, encouraging inclusivity, and fostering team spirit. Members should strive to create an environment of mutual respect, ensuring that all participants feel safe and welcome in the league.
13. Board of Director Eligibility – Any league member in good standing is eligible to run for an open board position or be appointed to an unfilled role.

SECTION C: Non-Member Participant

1. Definition: Individuals who participate in the league but do not meet the criteria for membership—such as players who participate in less than half a season, substitute players, practice squad members, volunteers, spectators, or other supporters—will be considered non-member participants. Non-member participants do not hold voting rights or decision-making power within OAFFL.

SECTION D: Season

1. Definition: A season is defined as the official period of league play, beginning with the first week of games and concluding at the end of the last scheduled game, including any playoffs, as determined by the OAFFL schedule.

SECTION E: Officials

1. Definition: An official is an individual designated to enforce the rules of the game during league play or travel team competitions. This includes referees, umpires, and any other game officials assigned to oversee fair play, ensure player safety, and make rulings on in-game situations. Officials must adhere to OAFFL policies, follow the league's code of conduct, and maintain neutrality in all games they oversee.
2. Officials are compensated for their role, and are not considered league members according to the definition of a member outlined in Article VI Section B Part 1. To qualify as a member, the official must register as a member, pay seasonal dues, and officiate at least half of the season.
 - a. Any official who registers as a member and fails to officiate at least half of the season's games will lose their status as a member, but will still be considered a paid official of the league.

SECTION F: Members-not-in-good-standing:

1. Definition: A member is considered not in good standing if they fail to meet the league's established criteria for membership, including but not limited to the following:

- a. Failure to Pay Fees: A member who fails to pay required dues or fees by the designated deadlines or violates financial obligations set by the league.
- b. Lack of Active Participation: A member who does not meet the minimum participation requirements (e.g., attending at least half of regular-season games or events) as outlined in the membership criteria.
- c. Non-Support of the League's Mission: A member who undermines or does not support the league's mission, vision, and values, particularly in terms of fostering inclusivity or contributing negatively to the community.
- d. Non-compliance with league rules, policies, or the code of conduct, including violations related to sportsmanship, harassment, or discrimination.
- e. Disrespect for League Leadership and Officials: A member who repeatedly disrespects or disregards the authority of league leadership and officials, disrupting league operations or the integrity of the league.
- f. Any other actions or behavior that, in the judgment of the Board of Directors, disrupt or harm the league's operations, reputation, or community.
- g. Failure to Promote a Positive Environment: A member who creates or contributes to a toxic, unsafe, or non-inclusive environment within the league, negatively impacting other participants.
- h. A member who is not in good standing may be subject to suspension or removal from the league, as determined by the Board of Directors, until the outstanding issues are resolved. Additionally, if a member is designated as not in good standing and relinquishes the rights outlined in the bylaws, such as voting rights or eligibility to participate in league activities, they will forfeit those privileges until they are reinstated to good standing.

SECTION G: Regaining Good Standing

1. Definition: A member who has been deemed not in good standing may regain their status by fulfilling the following conditions:
 - a. Addressing violations- The member must take corrective action regarding any violations of league rules, policies, or the code of conduct. This may involve participating in conflict resolution, attending a league-sponsored educational session, or fulfilling other requirements set by the league leadership.
 - b. Demonstrate active participation- The member must meet the minimum participation requirements for the current or next season. This could include attending a specified number of games or league events to demonstrate their commitment to the league.
 - c. Apology & Acknowledgement (if applicable)- If the member's actions caused harm to others or disrupted league activities, they may be required to issue a formal apology and acknowledge the impact of their actions. This helps promote a culture of respect and accountability.
 - d. Paying Financial Obligations- If the member is in arrears on league fees or dues, they must pay any outstanding amounts in full to regain good standing. This includes any late fees or penalties if applicable.
 - e. Commitment to league values- The member must demonstrate a commitment to fostering inclusivity and supporting the league's mission, values, and positive community environment. This may involve engaging in community-building activities or volunteering for league events.
 - f. Once these conditions have been met, the member may request to be reinstated to

good standing. The Board of Directors will review the member's situation and make a determination regarding their reinstatement. If reinstated, the member will regain the rights and privileges outlined in the bylaws, including participation in league activities and voting rights, as applicable

ARTICLE VII: NGFFL GAY BOWL AND NGFFL NATIONAL TOURNAMENT ELIGIBILITY

SECTION A: Travel Team Members

1. All travel team members must be members of the league, in order to be eligible to participate, they must have played in the current season or the previous season.
2. All travel team members must adhere to the league's membership requirements, including active participation in at least half of the regular-season games.

SECTION B: Travel Teams

1. The Board will not be responsible for covering any travel team expenses, as these are separate from regular league operations, unless the Board approves and votes on specific expenses.
2. Travel team money and/or fundraising money will be held in the league account to ensure fairness and transparency in team spending, preventing any individual captain from controlling the funds. This money must be spent in the best interest of the league and must be managed accordingly.
3. If a travel team incurs a team sponsor, that sponsorship money must also be held in the league account to maintain fairness and proper oversight.
4. Any fundraising activities organized by the travel team must be approved by the Board to ensure alignment with the league's mission and policies, as well as coordinate with the league calendar.
5. Active Participation for Travel: Travel members are expected to actively participate in league activities, which include attending at least half of the season's games as outlined in the membership criteria. Active participation also includes being present at league meetings, and other league-organized activities. Travel team members, in particular, will be required to meet these active participation standards. Failure to meet the specified participation requirements may affect eligibility to travel with OAFFL teams and represent the league at any tournament, as well as eligibility for leadership roles or membership status.
6. Out-of-State Players – Eligibility for out-of-state players to join OAFFL travel teams will be determined by the Board of Directors and the Director of Tournament and Travel. Selection will be based on the team's positional needs rather than skill enhancement. Priority will be given to current league members and players who have participated in league activities within the past two seasons. Out-of-state players from an NGFFL-affiliated team must obtain a release form from their current city. If selected, they must sign and adhere to the OAFFL Travel Player Code of Conduct and all OAFFL policies and procedures.

SECTION C: Gay Bowl & National Tournament Eligibility

1. National Tournament Eligibility
 - a. Must be a registered member of the league as outlined in Article XI, Section B
 - b. Must abide by the league's code of conduct and fulfill all membership requirements.
 - c. Must be in good standing with the league, including meeting all financial and

- d. attendance obligations.
 - d. Must sign the travel team member code of conduct as outlined by the Director of Tournament and Travel.
 - e. Player must participate in mandatory travel team tryouts, as outlined by Director of Tournament and Travel.
 - f. Players must demonstrate a commitment to the league's values and community by adhering to the league's code of conduct at all times during tournament participation.
 - g. Must meet any additional requirements as specified by the Board of Directors or the Director of Tournament and Travel.
2. Gay Bowl Eligibility
- a. Must be a registered member of the league as outlined in Article XI Section B
 - b. Must abide by the league's code of conduct and fulfill all membership requirements.
 - c. Must be in good standing with the league, including meeting all financial and attendance obligations.
 - d. Must sign the travel team member code of conduct as outlined by the Director of Tournament and Travel.
 - e. Must complete the required 8 hours of volunteer time as outlined by the Board of Directors. Volunteer opportunities will be provided and approved by the Board, ensuring that each event aligns with the league's mission, vision, and values. Volunteering for external charities or events not pre-approved by the Board will not fulfill this requirement.
 - f. Must attend at least one travel team tryout, as specified by the Director of Tournament and Travel.
 - g. Travel team members may be required to contribute to team fundraising efforts or participate in league-organized fundraising events to support travel and tournament costs.
 - h. All Gay Bowl participants must be registered members of the league or commit to playing in the upcoming season if they missed registration. If a player fails to register for the upcoming season prior to Gay Bowl, they will not be eligible to participate in gay bowl or any other tournaments until they become a registered member. In the event that there are not enough players to attend Gay Bowl, or if players have been injured, dropped out, or are not in good standing before Gay Bowl, travel team captains may pick up players from other locations outside of OAFFL, provided that the players have previously and actively been affiliated with the league. Participating in a previous Gay Bowl does not qualify as active membership.

SECTION D: Travel Team Captains

1. Each travel team must have an official team captain who is responsible for overseeing the team's activities and representing the team to the league.
2. Travel team captains must be members of the league, in order to be eligible to participate, they must have played in the current season or the previous season.
3. Travel team captains must adhere to the league's membership requirements, including active participation in at least half of the regular-season games.
4. Travel team captains must be registered members of the league before they are eligible to compete in any travel team events
5. Travel team captains must present budgets and proposed expenses to the Director of Travel and Tournaments, who will then present them to the Board for approval before any

expenses are incurred.

ARTIVLE XIII: BOARD GOVERNANCE & OPERATIONS

SECTION A: Board Member Code of Conduct

1. The Board of Directors of the league is responsible for ensuring that the league operates with integrity, transparency, and in the best interests of its members. All members of the Board are expected to adhere to the following Code of Conduct, which outlines the ethical standards and behaviors required of them while serving on the Board:
 - a. **Duty of Loyalty:** Board members must act in the best interest of the league and its members, placing the league's needs above personal interests. Conflicts of interest must be disclosed immediately, and any board member with a personal financial interest in any matter under discussion must recuse themselves from the relevant discussion and vote.
 - b. **Prohibition on Financial Gain:** No sitting Board member may receive any form of financial compensation or gain directly related to their position as a Board member. This includes, but is not limited to, salaries, bonuses, consulting fees, or other forms of financial benefit in exchange for their role. Board members must avoid situations where their position on the Board could lead to personal financial enrichment at the expense of the league. Additionally, no sitting Board member may be employed by or contracted by the league in any paid capacity while serving on the Board.
 - c. **Transparency and Accountability:** Board members must ensure that all decisions and actions are made with transparency. They should be open to feedback from league members and be accountable for their decisions. The Board must ensure that all financial transactions, contracts, and league policies are handled with full transparency.
 - d. **Respect for League Rules and Policies:** Board members must comply with all league rules, bylaws, and policies. They must also encourage others to do so, modeling ethical behavior in their actions and decisions.
 - e. **Confidentiality:** Board members must maintain confidentiality regarding sensitive league matters, including financial information, strategic plans, and personal information about league members. Disclosures of confidential information should only be made when required by law or authorized by the Board.
 - f. **Respectful Conduct:** Board members must demonstrate respect for fellow board members, league officials, and all league participants. Disparaging remarks, personal attacks, or actions that undermine the integrity of the league will not be tolerated. All interactions must promote a positive and collaborative environment.
 - g. **Commitment to League Mission and Values:** Board members must support and promote the league's mission, vision, and values, contributing to a culture of inclusivity, respect, and fairness.

SECTION B: Board Positions & Terms

1. **Commissioner** – Serves as the primary leader and representative of the league, ensuring the overall vision, integrity, and operations align with the league's mission and goals.
 - a. **Term Limit-** Each elected official shall serve a term of two (2) years, with elections held in odd-numbered years.

- b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
2. Director of Finance – Manages the league’s financial health, oversees budgeting, fundraising funds, travel team funds, and financial reporting, and ensures responsible allocation of resources
 - a. The Director of Finance shall be an appointed position, selected by the Commissioner. This individual will serve a term in alignment with the Commissioner’s term, and will be subject to reappointment at the conclusion of each term.
 - b. The Director of Finance must undergo a background check prior to being granted access to any financial accounts or sensitive financial information of the league.
 - c. The background check will be conducted in accordance with league policies to ensure the integrity and security of financial operations.
3. Director of Captains & Leadership – Oversees team captains and leadership development within the league, fostering collaboration, communication, and a strong team environment.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in even-numbered years.
 - b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
4. Director of Information Technology & Digital Media – Manages the league’s digital presence, technology needs, and media strategy to enhance communication and engagement.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in even-numbered years.
 - b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
5. Director of Referees, Officiating, Fields, and Logistics – Ensures fair and consistent officiating, manages field operations, and oversees logistical aspects of league and tournament play.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in odd-numbered years.
 - b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
6. Director of Communications, Outreach, and Recruiting – Leads league communication efforts, promotes engagement with current and potential members, and oversees recruitment strategies.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in odd-numbered years.
 - b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
7. Director of Sponsorship and Events – Develops and maintains partnerships with sponsors and organizes events to support league initiatives and community involvement.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in even-numbered years.

- b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
- 8. Secretary – Maintains league records, facilitates board meetings, and ensures proper documentation of league decisions and policies.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in odd-numbered years.
 - b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.
- 9. Director of Tournament & Travel – Oversees travel team operations, tournament participation, and ensures competitive opportunities align with league objectives.
 - a. Term Limit- Each elected official shall serve a term of two (2) years, with elections held in even-numbered years.
 - b. This Board position shall be elected by a majority vote of the current membership. All members in good standing are eligible to vote, and a simple majority is required for the election of this position.

SECTION B: Board Membership & Governance

1. Composition of the Board: The Board of Directors (“the Board”) of the League shall consist of one (1) Commissioner and eight (8) at-large Directors. Each Board member is responsible for upholding the league’s mission, ensuring smooth operations, and making decisions in the best interest of the league and its members.
2. Expansion of the Board: The Commissioner has the authority to create up to two (2) additional Board of Director positions per term if deemed necessary for the growth and operational needs of the league. Any newly created position must be clearly defined, with roles and responsibilities outlined, and must be approved by a two-thirds vote of the existing Board.
3. Committees and Subcommittees: Each Director is permitted to establish one committee to support their designated responsibilities. Before a committee is enacted, the Board member must present all relevant details, including the committee’s purpose, structure, and membership—to the Board for approval. Committee members must be made up of current league members. A two-thirds vote is required to establish the committee. The Board retains the right to review, modify, or dissolve committees as necessary.
4. Board Member Membership Requirement- All Board members must be active participants in the league, just like any other member, and are required to play in at least half of the regular season games.
5. A sitting Board member may take a leave from playing for one season during their term. During their leave, they must continue to fulfill all Board responsibilities, actively participate in Board meetings, and contribute to league events without disruption to their role.
6. Failure to meet these participation requirements without prior approval from the Board may result in dismissal from their position. A two-thirds vote by the Board will be required to remove a Board member for non-compliance with this requirement.
7. Board Member Responsibilities: All Board members are expected to actively participate in league governance, attend meetings regularly, and contribute to decision-making. Board members must remain in good standing with the league and always adhere to the Board Member Code of Conduct.
8. Vacancies and Appointments: In the event of a vacancy, the Board may appoint an interim

Director to serve the remainder of the term. The appointment must be approved by a two-thirds vote of the remaining Board members. If a Commissioner vacancy occurs, the Board shall establish an interim leadership plan until a special election is held.

9. Re-election and Running for New Positions: Directors are eligible for re-election upon the completion of their term, provided they remain members in good standing and have fulfilled their responsibilities satisfactorily. The re-election process shall follow the same procedures as the initial election, ensuring transparency and fairness.
10. A sitting Board member may choose to run for a different Board position before their current term ends. However, they are not guaranteed to retain their existing position if they are not elected to the new role. Once they declare candidacy for a new position, their current position will be considered vacant and will be promoted as such in the election process.
11. Removal from Office: A Board member may be removed from office under the following circumstances:
12. Failure to Fulfill Duties: A Board member who fails to attend a specified number of meetings, neglects their responsibilities, or does not actively contribute to league governance may be subject to removal.
13. Violation of the Code of Conduct: Any Board member found to have engaged in unethical behavior, harassment, discrimination, financial misconduct, or any other violation of the Board Member Code of Conduct may be removed from their position.
14. Loss of Good Standing: If a Board member is no longer in good standing with the league due to non-payment of dues, failure to meet participation requirements, or other reasons as outlined in the bylaws, they may be removed.
15. Conflict of Interest or Misuse of Position: A Board member who uses their position for personal financial gain, engages in conflicts of interest, or improperly influences league decisions for personal benefit may be subject to removal.
16. Process for Removal: A motion for removal may be initiated by any Board member and must be seconded. The Board member in question will have the opportunity to present their case before a vote is taken. Removal requires a two-thirds vote of the remaining Board members. If the removal is approved, the position will be declared vacant and subject to the standard vacancy procedures.
17. Media release agreement- Election to become a member of the League constitutes permission for the League to use, publish, and display your name, image, photograph, voice, and other likeness and/or any biographical information you may provide to the League, in any and all media now known or hereafter discovered, worldwide, throughout the universe and on the Internet, in perpetuity, for promotional and marketing purposes and for institutional promotion, without notification, review, approval or compensation. Upon joining the League each member is entering an agreement to abide by these rules.

SECTION C: Eligibility & Nomination for Board Positions

1. The Board of Directors is responsible for publicly posting the available positions for election, ensuring transparency and providing all members with an opportunity to apply. These positions must be posted in a timely manner, allowing members adequate notice to express their interest and participate in the election process.
2. Any member in good standing with the league has the right to run for a position on the Board of Directors or be elected to a position. To be eligible, the members must meet the following criteria:
 - a. Good Standing: The member must be in good standing with the league, including fulfilling all financial obligations, adhering to the league's rules, policies, and code of

conduct, and meeting the league's participation requirements.

3. Nomination Process: Members who wish to run for a Board position must submit a letter to the board of directors announcing their candidacy. This may include submitting a nomination form, attending a meeting, or other steps as determined by the Board of Directors.
4. Once the timeline for open positions has closed, the current Board of Directors will review each candidacy to confirm eligibility based on the criteria outlined above. The Board will ensure that all candidates meet the requirements before moving forward with the election process.
5. Once the Board confirms the eligibility of all candidates, they will make the list of candidates publicly available. Candidates will then have the opportunity to campaign for the duration of the election period. During this time, candidates may engage with members to share their vision, goals, and qualifications for the position they are seeking.
6. Campaigning Rules & Regulations- These rules must be communicated to all candidates. To ensure a fair and respectful election process, the following campaign rules and regulations will apply:
 - a. Respectful Campaigning: Candidates must conduct their campaigns in a respectful manner, refraining from personal attacks, negative campaigning, or any behavior that may create division within the league.
 - b. Campaign Materials: All campaign materials, including flyers, posters, and digital content, must be approved by the Board of Directors prior to distribution. Materials should align with the league's values and not include offensive, discriminatory, or inappropriate content.
 - c. Personal Solicitation: Candidates may campaign personally with league members, but must avoid using league events or meetings for campaigning purposes, unless expressly permitted by the Board.
 - d. Campaign End Date: All campaigning must cease by the specified end date of the election period. Any campaign activities conducted after the deadline will not be permitted.
 - e. Candidates are prohibited from obtaining or using personal information collected by the Board, such as members' email addresses, phone numbers, or any other sensitive information, for campaign purposes. Any attempt to gather such information for campaigning is a violation of league policy.
 - f. Violations: Any candidate found in violation of the campaign rules or regulations may be disqualified from running for a Board position, at the discretion of the Board of Directors.
7. Votes cast in elections by OAFFL members shall be counted by a committee in a reasonable time frame.
 - a. Third party can include a committee just for the sake of counting votes. Committee members must be current members of the league and be in good standing, and have not ties individuals running for positions.
 - b. When votes are counted the committee will need to ensure that all emails are real and there are no duplicate votes and verify Members that voted are in good standing. The board of directors can provide a list of good standing members Votes are counted

SECTION D: Board Responsibilities & Requirements

1. Governing Authority: The Board shall be the governing body of the Corporation and shall have overall responsibility for its operations. The Board's responsibilities include, but are not limited to, the following:
 - a. Set policy for the operations of the League;
 - b. Engage in long-range planning for the League
 - c. Make final decisions regarding disciplinary situations that arise with League members;
 - d. Authorize the expenditure of League funds and the use of League property;
 - e. Monitor the financial operations of the League and establish appropriate financial controls;
 - f. Approve an annual calendar of activities and meetings for the League and the Board;
 - g. Determine membership dues and fees as appropriate;
 - h. Adopt a budget for the fiscal year;
 - i. Designate the depositories for the funds of the Corporation and approve the signatories for such accounts;
 - j. Conduct such other business as is necessary for the proper governance, operations, and management of the Corporation.
2. Meeting Documentation and Record-Keeping: To ensure transparency and accountability, the Board is responsible for maintaining accurate and organized records of all official meetings. This includes:
 - a. Documenting meeting minutes that summarize discussions, decisions, and action items;
 - b. Recording all votes taken and decisions made, including how each Board member voted when applicable;
 - c. Storing meeting minutes in an organized and accessible manner for record-keeping purposes;
 - d. Ensuring that meeting minutes are reviewed and approved by the Board in a timely manner;
 - e. Making non-confidential meeting minutes available to league members upon request, as appropriate;
 - f. Retaining all meeting records for a designated period to ensure compliance with league policies and any applicable regulations.

SECTION E: Term of Office

1. The Commissioner and Directors of the Board shall serve terms of two (2) years commencing 30 days after the counting of ballots. Board positions that elect co-directors will be filled on alternating 2 year terms with one position being filled in even years and the other being filled in odd years.
2. The Commissioner shall not serve more than two (2) consecutive terms in that role.
 - a. Exception: if after serving her or his term there is no eligible nominated individual competing for that office, the otherwise-term-limited Officer shall have the opportunity to run for re-election.
3. There is no limit to the number of non-consecutive terms an individual may serve in the Commissioner position.
4. There is no limit to the number of terms, whether consecutive or non-consecutive, an individual may serve in an at-large Director position.
5. An individual term-limited in accordance with Subsection 2. of this Section may run for

election to an at-large Director position.

SECTION F: Meetings

1. **Frequency of Meetings:** The Board shall meet in person a minimum of four (4) times per year on dates and times agreed upon by the majority of the Board. Additional meetings may be called at any time by the Commissioner. It's encouraged to have a board meeting once a month. Written or electronic notice of the meeting shall be provided to Board members at least one (1) week in advance. However, under extenuating circumstances, an emergency meeting may be held without the standard notice requirement.
2. **Virtual and Electronic Meetings:** The Board may conduct business virtually or electronically through any available means accessible to all Board members, including but not limited to email, teleconference, and video conference. Any decisions made through electronic means must be documented in the official meeting minutes.
3. **Open Meeting Policy:** Board meetings shall be open for attendance by any league member. However, members may be asked to step out of portions of the meeting when the Board is voting or discussing confidential matters, including financials, personnel issues, or other sensitive information.
 - a. Members wishing to bring concerns or issues before the Board must notify the Board at least one (1) week in advance. The Board will determine how much time will be allotted based on the meeting agenda, time constraints, and the number of topics scheduled for discussion.
4. **Executive Sessions:** The Board may hold executive sessions that are closed to the general membership to discuss confidential matters such as disciplinary actions, legal issues, personnel matters, financial reviews, or other sensitive topics.
 - a. Executive sessions may be scheduled as needed and must be announced in advance. The purpose of the session must be documented, but specific discussions within executive sessions shall remain confidential.
 - b. Any decisions made during an executive session must be formally documented and shared with the full Board in the next open meeting unless legally required to remain confidential.
5. **Cancellation of Board Meetings:** Board meetings may be canceled under certain circumstances, such as emergencies, lack of quorum, or unforeseen conflicts. If a meeting is canceled, the Board must provide reasonable notice and reschedule as necessary to ensure regular governance continues uninterrupted.
6. **Board Member Attendance Requirement:** Board members are expected to attend and actively participate in all scheduled meetings.
7. **Any Board member who misses more than two (2) consecutive meetings or a total of five (4) meetings within a calendar year may be subject to removal from their position through a two-thirds vote of the remaining Board members.**
 - a. Absences due to extreme circumstances, such as layoffs, mental health conditions, hospitalization, or the death of a family member, chosen family member, or loved one, may be excused at the Board's discretion.

SECTION G: Board Member Confidentiality and Representation

1. **Confidentiality Obligations-** All members, including Board members, committee members, and volunteers, are expected to maintain confidentiality regarding any sensitive league matters, including but not limited to financial records, disciplinary actions, personal member information, and Board discussions held in executive sessions. Disclosure of confidential information without prior authorization from the Board is strictly prohibited and may result in disciplinary action, including suspension or removal from the League.
2. **Use of League Information:** Members shall not conduct business, enter agreements, or make statements on behalf of the League without explicit prior approval from the Board.

Unauthorized use of the League's name, logo, or brand in any capacity—including financial transactions, public statements, or social media representations—may result in disciplinary action, up to and including removal from the League. This policy ensures that the League's reputation and integrity are upheld and that official communications and transactions are properly managed by the Board.

3. Confidentiality Compliance: Board members and individuals in leadership roles must disclose any potential conflicts of interest and must not use their position to gain personal advantages. Any breach of confidentiality or failure to act in the League's best interest will be subject to review and may result in removal from office or other disciplinary measures.

SECTION H: Voting Procedures

1. Presentation of a Motion: Any Board member may present a motion or proposal for consideration. The motion must be clear, concise, and relevant to the league's operations or governance.
2. Seconding a Motion: Before a motion can proceed to discussion or voting, another Board member must second it. If no second is received, the motion will not move forward.
3. Discussion: Once a motion is seconded, Board members will have the opportunity to discuss the proposal, ask questions, and provide input. The Board President or meeting chair shall moderate the discussion to ensure all viewpoints are considered.
4. Call for a Vote: After discussion, the Board President or meeting chair shall call for a vote. The vote may be conducted by a show of hands, roll call, or written ballot, depending on the nature of the decision and the Board's established procedures.
5. Voting Requirements:
 - o A motion passes with a majority vote of the Board members present, unless otherwise specified in the bylaws.
 - o In the event of a tie, the Board President (or designated presiding officer) shall cast the deciding vote unless otherwise stated in the bylaws.
 - o Certain matters, such as amendments to the bylaws or financial decisions above a specified threshold, may require a higher voting threshold, as determined by the bylaws.
6. Recording the Vote: The results of the vote, including the number of votes in favor, against, and any abstentions, shall be recorded in the official meeting minutes.

SECTION I: Quorum for Voting

1. The presence of a majority of the Board shall constitute a quorum at any duly called meeting. A majority vote of those present shall be sufficient to pass a motion.
2. In cases where the Board is conducting business virtually or electronically in accordance with this Article, a majority vote of the entire Board is required to pass a motion.
3. Eligibility for Email Voting: Board members are permitted to cast their votes via email for decisions that require a vote. Email voting is allowed for regular business and amendments to the bylaws unless otherwise specified in these bylaws or during in-person meetings.
4. Procedure for Email Voting:
 - a. A motion or proposal shall be presented to the Board by the Commissioner or designated Board member via email. The email should clearly outline the matter to be voted upon, the options available (e.g., approve, disapprove, abstain), and the deadline for submitting votes.
 - b. Each Board member is required to respond to the email with their vote, and their response will be considered as their official vote on the matter.

- c. The vote will be considered valid once all votes are received or once the deadline for submission has passed.
 - d. Documentation- The results of the email vote, including the vote tally and any relevant comments or discussion, will be recorded in the meeting minutes or a separate document and shared with the Board members for the official record.
5. Non-Response to Email Voting:
- a. Board members are expected to actively participate in email voting and respond within the designated timeframe.
 - b. Failure to respond to three consecutive email votes, or repeated instances of non-participation, may be considered neglect of board duties.
 - c. The Commissioner or a designated Board member will follow up with non-responsive members to determine the reason for non-participation.
 - d. If a Board member continues to be unresponsive without valid justification, the Board may take appropriate action, including issuing a formal warning or initiating removal procedures in accordance with the bylaws.

SECTION J: Conflict of Interest

1. Definition: A conflict of interest occurs when a board member, officer, or official has a personal or financial interest that could interfere with their ability to make impartial decisions on behalf of the league. To maintain the integrity of OAFFL and ensure decisions are made in the best interest of the league and its members, the following guidelines apply:
 - a. Disclosure: Any board member, officer, or official must disclose any actual or potential conflicts of interest to the Board as soon as they arise. This includes financial interests in companies or organizations that may have dealings with the league or its events.
 - b. Recusal: A board member, officer, or official who has a conflict of interest must recuse themselves from discussions, decision-making, or votes regarding any matter where they have a conflict of interest. This includes situations where the conflict is real or perceived.
 - c. Voting: Board members with a conflict of interest are prohibited from voting on matters that directly affect the conflict. If the matter is particularly significant, the individual may be asked to step out of the meeting during the discussion and vote, ensuring no undue influence.
 - d. Review: The Board shall review and make decisions about conflicts of interest on a case-by-case basis. If a conflict of interest is determined to be substantial, the board may vote to remove the individual from the position in question.
 - e. Business Relationships: If a board member has a business relationship with a vendor, sponsor, or other entity involved in league operations, that relationship must be disclosed. The board will determine whether any action is necessary to prevent any undue influence on league decisions.
2. Consequences: Any board member, officer, or official found to be in violation of the conflict of interest policy may face disciplinary action, up to and including removal from their position within the league.

SECTION K: Executive Committee

1. An executive committee may be formed to vote on matters that the Board of Directors deem necessary for secondary approval, or in the event that the board can't reach a majority decision

2. The executive committee shall be compromised of either three of five members to meet the qualifications for a majority vote, meeting the following criteria:
 - a. Previously held a board position
 - b. Fulfilled the entirety of their term
 - c. Left the board in good standing
 - d. Served within the last 5 years
 - e. The executive committee members shall be approved by a majority vote by current board members each time the executive committee is formed.
 - f. The executive committee can't contain any current board members and must include at least one past commissioner.
 - g. The Board requires a majority approval from the executive committee, but not limited to the following matters:
 - h. Changes or revisions to the bylaws
 - i. Any single expense exceeding \$10,000
3. The current commissioner shall liaise to the executive committee in matters requiring approval.

ARTICLE X: FINANCIAL

SECTION A: Fiscal Year

1. The fiscal year of the Corporation shall begin on January 1, and end on December 31 of the following year.
2. All monies received by the League shall be deposited in accounts designated by the Board. The fiscal year of the Corporation shall begin on January 1, and end on December 31 of the following year.

SECTION B: Depositories of Funds

1. All monies received by the League shall be deposited in accounts designated by the Board.
2. The authorized signatories on all League accounts shall be one or more Board Officers that include the commissioner and the director of finance. If the Officers are not eligible or available to be a signatory on an account, an at-large Director of the Board may be designated as a signatory by a majority vote of the Board as a whole.
3. The Director of Finance must undergo a background check before being added to the financial accounts since this is an appointed position.
4. The Director of Finance must provide account balances to the board of directors each meeting to maintain transparency and to provide clarity of account health. They also must state any pending transactions or deposits.

SECTION F: Payment of Dues and Other Fees

1. The Treasurer, or designee, shall be responsible for collecting dues and any other fee payments from members.
2. Payment may be made in any manner deemed acceptable by the Board. A receipt of payment will be issued to the member at the time of payment and a yearly statement of payments will be available to each member, upon request to the Treasurer.
3. Upon request by a member, the Board may review a situation of financial hardship. The Board, after reviewing a member's evidence of financial hardship, shall decide whether to reduce, defer, or cancel the dues or fees of such a member if the member's continued

membership serves the best interest of the League.

4. The Board, by a two-thirds majority roll call vote, is authorized to terminate the membership of any member who fails to meet his financial obligations to the League.
5. The board may offer scholarships to those that are in need for financial assistance for registration or equipment necessary for the game (flags, cleats, football gloves)

SECTION G: Project Budgets

1. The director or committee member designated by the Board to lead the project is responsible for presenting the full budget, including all anticipated expenses and the justification for costs, at a Board meeting no later than 30 days prior to incurring any expenses for the project. The budget should reflect the best interests of the league and prioritize responsible and appropriate spending.
2. Directors are required to provide a financial update at each Board meeting regarding the current status of their project budget, including any significant deviations from the approved budget.
3. Upon completion of the project, the director shall submit a final financial report to the Board, outlining actual costs incurred, any deviations from the approved budget, and an explanation of the spending.
4. All expenses should be included in the project budget and must be made with the league's mission in mind, ensuring that all funds spent contribute to the success and growth of the league.

