



**Denver Gay & Lesbian Flag Football League, Inc.**

**Bylaws**

Created 2010

Revised August 2019

## **MISSION STATEMENT**

To foster community through sport and to promote positive social and athletic enjoyment of flag football among the gay, lesbian, bisexual, transgender, and straight allies living in the greater Denver area.

# Denver Gay and Lesbian Flag Football League

## BYLAWS

### I. ORGANIZATION

These bylaws set out the rules for the 501(c)3 organization known as the Denver Gay & Lesbian Flag Football League (DGLFFL).

### 2. PRELIMINARY

In these rules, unless the context otherwise requires:

- (a) The singular includes the plural and vice versa.
- (b) “Board” means the governing body of the DGLFFL and is comprised of “Directors” as stated in Section 8.
- (c) “Member” means a member officially registered with the organization as stated in Section 4.2.
- (d) “Register” means the register of members including relevant information.
- (e) “Month” means calendar month.
- (f) “Season” means the official start of activities associated with the spring or fall flag season, on a date designated and published by the Board.
- (g) “Year” means the DGLFFL financial year beginning on January 1 and ending on December 31.

### 3. MISSION

To foster community through sport and to promote positive social and athletic enjoyment of flag football among the gay, lesbian, bisexual, transgender, and straight allies living in the greater Denver area.

### 4. JOINING THE DGLFFL

#### 4.1. Members

Any person who is aged twenty-one years or older and who is interested and/or engaged in flag football, athletics, fellowship, recreation, the enjoyment of athletics, and in pursuing the mission of the DGLFFL may apply for membership.

#### 4.2. Membership

A member of the league is any individual who completes the league registration, liability, and photographic waiver form, and participates in the league in a manner consistent with these bylaws.

#### 4.3. "Participation" Defined

For the purposes of these bylaws, "participation" shall mean the contribution to the league by means of joining and playing on a league team, acting as an officiating referee, serving on the Board of Directors, or by any other means as established by the Board. To participate in the league in the form of joining and playing on a league team, a member must pay the then in place registration fee for each season for which the member wishes to play except as provided in section 7.1.1.

#### 4.4. Rejected Memberships

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

### 5. CESSATION OF MEMBERSHIPS

#### 5.1. Resignation

A member may elect to terminate their membership in the DGLFFL at any time by notifying the Board in writing of their resignation from the league.

#### 5.2. Dismissal

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

#### 5.3. Term of Membership

Membership in the league will extend for one (1) season beyond the season for which the last waiver form was signed and executed except as provided in Sections 5.1 or 5.2. After this time membership in the league will automatically cease unless new league registration, liability, and photographic waiver forms are completed, and the individual resumes participation in the league as provided in Section 4.2.1.

### 6. LIABILITIES

#### 6.1. Liability of Members

The liability of a member of the DGLFFL to contribute towards the payment of the debts and liabilities of the DGLFFL or the costs, charges, and expenses of dissolving the DGLFFL

is limited to the amount of the seasonal membership fee. League members will not be responsible for any outstanding debt of the DGLFFL beyond this membership fee.

## 6.2. Liability of DGLFFL

The DGLFFL is not responsible for any obligations or liabilities of its members.

## 7. FINANCES

### 7.1. Amounts Payable

The seasonal membership fee payable by a member will be set by a majority vote of the Board prior to the start of the next season. The Board may vote to allow for varying fees based on a member's level of participation.

#### 7.1.1. Inability to Pay

If an individual wishing to join the league is unable to pay the seasonal registration fee then in place, the Board may, in its discretion, waive or defer the individual's registration fee for that season. In determining whether to waive an individual's registration fee, the Board will consider alternatives to payment, including, but not limited to, volunteer work for the benefit of the league. Individuals wishing to have their registration fee waived or deferred must inform the Commissioner in writing of their desire to join and inability to pay within five days of successful registration.

### 7.2. Other Fees

The Board, by a majority vote, may determine additional fees as necessary.

### 7.3. Budget

The Budget Director, in coordination with the Commissioner as well as individual departments, shall prepare an annual budget and make available for viewing to any Board member upon a reasonable request.

## 8. DGLFFL LEADERSHIP – THE BOARD

### 8.1. Composition

The affairs and management of the DGLFFL shall be under the control of the Board, which shall consist of the officers indicated under this Section. Board positions may be added or removed by a two-thirds majority vote of the Board at any meeting of the Board. Any Board member or Board position may be removed at any time with or without cause by a vote of two-thirds of the Board then in office, including the one being considered for removal. The Commissioner will then conduct a special election to replace the Board

member within two weeks of removal. The new Board member shall serve out the remainder of the term of the Board member who was removed.

## 8.2. Positions and Roles

The DGLFFL's leadership will consist of a Commissioner and, at a maximum, nine (9) and not fewer than eight (8) Board members. These Board members will organize, delegate, and participate in the activities of the league. Each Board member has the authority to vote on all matters related to the league while the Commissioner only votes in the event of a tie vote among Board members. In consideration for their service to the league, the Commissioner and Board members may elect to have their seasonal membership fee waived during their terms. Otherwise, neither the Commissioner nor Board members shall receive any compensation from the league.

8.2.1. Commissioner's Duties and Responsibilities. The Commissioner's duties are listed as follows but may be changed by a majority vote of the Board:

8.2.1.1. Organize elections for the Commissioner and Board members

8.2.1.2. Communicate with Board members on their goals, timelines, and budgets

8.2.1.3. Communicate with the League Membership. All league communications shall go only through the Commissioner unless the Commissioner has given consent or by a majority vote of the Board

8.2.1.4. Work with the Budget Director to ensure league budgets are created annually that comport with the goals and missions of the DGLFFL

8.2.1.5. Provide updates to the Board members on the state of the league

8.2.1.6. Communicate with National Gay and Lesbian Flag Football League on official league matters

### 8.2.2. Term of Commissioner

The Commissioner will hold office for a period of 2 years. The term may be automatically extended in two-year increments if no other member eligible to run for the position timely submits their name for consideration. The Commissioner may submit their name for consideration for reelection if other eligible members have timely submitted their name for consideration for the position.

### 8.2.3. Resignation or Removal of Commissioner

The Commissioner may resign in writing to the Board. If the Commissioner ceases to be a member of DGLFFL, he or she shall be deemed to have resigned as Commissioner. The Board may appoint a replacement with a two-thirds majority vote to fill the vacancy. The replacement will serve out the term of the Commissioner he or she is replacing. The

Commissioner may be removed at any time with or without cause by a unanimous vote of the Board.

#### 8.2.4. The Board's Duties and Responsibilities

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

- 8.2.4.1. Assist and support the Commissioner in securing both resources and members necessary to conduct the operations of the DGLFFL
- 8.2.4.2. Develop and amend bylaws with two-thirds majority vote
- 8.2.4.3. Provide final decisions on league timelines, budgets, and related league operations, with all decisions made by a majority vote
- 8.2.4.4. Provide financial oversight to ensure proper expenditure of league resources
- 8.2.4.5. Remove problematic league players and team captains, based on the league bylaws

#### 8.2.5. Budget Director: Duties and Responsibilities

- Serve as Treasurer for the DGLFFL
- Develop the DGLFFL budget in coordination with the Board
- Approve in advance all expenses above \$100
- Pay all debts incurred by the DGLFFL that comport to the limitations contained in these bylaws
- Maintain monthly account ledgers for all income and expenses paid related to the league
- Ensure all players have paid their season's dues and signed the liability and media waiver forms in coordination with the Captains Coordinator, the Legal Director and Website and Media Board
- File all financial reports in coordination with the Legal Director

#### 8.2.6 Legal Director: Duties and Responsibilities

- Serve as General Legal Counsel for the DGLFFL
- Maintain written minutes of Board Meetings and log into the appropriate file for the DGLFFL historical record

- Work with the Budget Director to ensure the DGLFFL and its umbrella organizations comply with the federal, state, and local requirements for 501(c)3 non-profit organizations
- Work with the Communications & Outreach Director to establish the semiannual athletic scholarship program
- Act as the registered agent of the league for all legal matters
- Update liability and media waver forms as necessary
- Coordinate with the Commissioner on league event insurance

#### 8.2.7. Sponsorship and Events Directors:

##### 8.2.7.1 Two Co-Directors

There shall be two Sponsorship & Event Directors, with responsibilities split evenly between them, as appropriate. They are referred to as Sponsorship & Event Director 1 and Sponsorship & Event Director 2.

##### 8.2.7.2 Duties and Responsibilities:

- Draft and update sponsorship packets in coordination with the Commissioner, Webmaster, Communications and Community Outreach and Members
- Draft and update sponsorship invoices in coordination with the Commissioner and Budget Director
- Develop a list of prospective sponsors in coordination with the Commissioner, Board, and members
- Promote sponsorship, including, but not limited to, thank-you notes, phone calls, updates on league play, and request to join league members at socials
- Create and promote league events

##### 8.2.8. Communications & Outreach Director: Duties and Responsibilities

- Work with the Commissioner and other Board members to develop and implement a semi-annual scholarship program to provide scholarship awards to local LGBT athletes in compliance with federal 501(c)3 regulations
- In association with the Sponsorship/Events Director, organize social functions before, during, and at the conclusion of each season.
- Ensure that functions are designed to reach communities of color, lesbian, and straight allies

- Ensure that media outlets are aware of season/league activities
- Develop and execute creative media campaigns to raise awareness, recruit new players utilizing league updates, Facebook, Twitter, appropriate media outlets, and direct potential sponsorships to the Sponsorship/Events Director
- Execute weekly communication through e-mail, social media, or other outlets, as appropriate, for notifications to members concerning games, events, and other updates.
- Circulate meeting agendas in advance of Board Meetings

#### 8.2.9. Captains Coordinator Director: Duties and Responsibilities

- Develop and organize pre-season skills clinics
- Organize the purchase and distribution of league athletic wear
- Recruit team captains in cooperation with the Commissioner and the Board
- Educate team captains on their duties and responsibilities
- Develop and organize the league draft
- Maintain roster of prospective players (“wait listed”) once a season commences and communicate with these players regarding possible openings
- Facilitate the inclusion/removal of players, including, but not limited to, introduction to team captains, basic rules/procedures, and assisting in collecting waiver forms with the Field and Logistics Director

#### 8.2.10. Referee Coordinator Director: Duties and Responsibilities

- Develop prospective referees from a pool of its members
- Interview prospective referees and ensure they are appropriate for utilization
- Coordinate with the Budget Director as well as the Commissioner on creating seasonal referee budgets and ensure that referees are compensated through RefPay.com or as otherwise agreed upon
- Interface with hired referees, including, but not limited to, facilitating payment, training and teaching DGLFFL and NGFFL rules
- Remove referees for misconduct or ineffectiveness in their position in coordination with the Captains Coordinator and Commissioner
- Ensure the scorecard and play clock are manned each game

- Ensure appropriate personnel are scheduled and available for each game

#### 8.2.11. Field Operations & Logistics Director: Duties and Responsibilities

- Research and secure playing fields, obtain permits and coordinate payment with the Budget Director, Legal Director and Commissioner
- Coordinate with Budget Director and Commissioner on budget for needed field equipment and supplies
- Interface with field owners/managers on rules and regulations of field
- Order and distribute footballs, cones, and flags in cooperation with Captains Coordinator
- Obtain appropriate waivers for the fields that address both the City and DGLFFL legal concerns
- Communicate with Commissioner and Captains Coordinator if fields cannot be used due to inclement weather
- Ensure the playing field is set up before each game
- Ensure a ready supply of ice, blister kits, tape, anti-inflammatory medicines, and other basic medical supplies are available for each game

#### 8.2.12. Website & Communications Director: Duties and Responsibilities

- Provide artistic direction on re-designs of website, logo, etc.
- Coordinate with all Board members on providing the appropriate content for the website to address including, but not limited to, schedules, events, updates and any pertinent information deemed appropriate by the Board
- Maintain the DGLFFL websites, Facebook, Twitter, and other social media accounts to include updated and current information regarding team scores, game schedules, brackets, etc.

### 8.3. Term

Board members will hold office for a period of 2 years. Elections will take place in accordance with the schedule set forth in 9.2.2, below. A Board member may choose to run for their respective seat after their term has expired by notifying the Commissioner in writing of their desire to run during the designated period set for elections. If the respective Board member runs unopposed, that Board member will continue to serve in their capacity for another 2-year term. All Board members (with the exception of the Budget Director) will be presented to the League Membership for

a vote regardless if they run unopposed. If the Commissioner runs unopposed after his term has expired, s/he may elect to retain her/his position as Commissioner without the need for an official vote by the League Membership.

#### 8.4. Resignation

Any Board member may resign by expressing their desire to do so in writing to the Commissioner. Any Board member who fails to participate in the league for two consecutive seasons shall be deemed to have resigned from the Board. "Participation" for these purposes means failure to perform the duties of the position for which the Board member was elected. The Commissioner shall appoint a replacement Board member within two weeks of the Board member's resignation. The newly appointed Board member shall serve out the remainder of the term of the Board member who resigned.

### 9. ELECTIONS

#### 9.1 Eligibility to Run for and/or Serve on the Board

Any active member of the league, as defined by Section 4.2, may run for a position on the Board by submitting in writing their name to the Commissioner before the designated time for elections.

##### 9.1.1 Eligibility for Commissioner

In addition to the requirements set forth in 9.1, the Commissioner candidate must have previously served on the Board for at least one full season without having been removed or having resigned, and been in good standing or be a current Board member for a minimum of one year prior to running for the position within good standing.

##### 9.1.2 Eligibility for Budget Director

Upon and after the completion of the term of the Budget Director duly elected in 2016, the Budget Director shall be appointed to a renewable, two-year term by the Board, by majority vote. Notwithstanding any other provision in these bylaws to the contrary, the Budget Director will not be elected or subject to election and may be removed at any time by majority vote of the Board. The appointee must have a background or current experience in accounting and/or finance and must successfully pass, in the majority determination of the Board, a background screening performed by an authorized consumer reporting agency.

##### 9.1.3 Eligibility for Legal Director

In addition to the requirements set forth in 9.1, the Legal Director candidate must be licensed to practice law in the State of Colorado.

#### 9.2. Election Schedule

### 9.2.1 Time of Elections

Eligible candidates wishing to run for the Board or Commissioner must submit their name for consideration as set out in Section 9.1 by 8:00 pm on the Sunday ending the second (2<sup>nd</sup>) week of official play in the fall season. Elections will begin at 8:00 pm on the Sunday ending the fifth (5<sup>th</sup>) week of official play in the fall season and will end after seven (7) days at 8:00 pm the following Sunday.

### 9.2.2 Staggered Elections

The Commissioner shall be elected/re-elected in odd years. A number of Board positions will be up for election/re-election every year, as follows:

- Positions up for election in even years:
  - Legal Director
  - Captains Coordinator Director
  - Sponsorship & Events Director 1
  - Finance Director
  - Referee Coordinator Director
  
- Positions up for election in odd years:
  - Commissioner
  - Sponsorship & Events Director 2
  - Communications & Outreach Director
  - Field Operations & Logistics Director
  - Website & Communications Director

### 9.3. Who May Vote

Any active member, as defined in Sections 4 and 5, is eligible to vote for the election of all Board members.

## 10. MEETINGS

### 10.2. Annual Address

The DGLFFL's annual address shall be delivered anytime within the calendar year in writing or in person, at the discretion of the Commissioner. If delivered in person, all members of the league shall be invited, with advance notice regarding time and location. The content of the address shall be determined within the discretion of the Commissioner and may include, but need not be limited to, the state of the league, league finances, the Commissioner's/Board's visions for the league, and any other pressing league business.

### 10.3. Board Meetings

The Board shall meet on the first Monday of each calendar month to conduct the business of the DGLFFL. Additionally, the Board may choose to discuss and vote on additional league related matters via email, Facebook, or other similar forums in a manner that provides adequate notice of the issue and a reasonable timeframe for Board members to respond and cast their respective votes. One meeting each season shall be open to community forum from all members in the league.

#### 10.4. Commissioner's Absence

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

#### 10.5. Notice and Quorum

The Commissioner shall give at least 7 days' notice for a Board meeting (10 days for annual meetings). The quorum for the annual meeting shall consist of the members in attendance. The quorum for all Board meetings shall be at least 50% of the Board.

#### 10.6. Votes

Each member shall have a single vote on any league issue that is brought forth by the Board. Each Board member shall have one vote for each issue with the exception of the Commissioner. Except otherwise provided by these bylaws, a majority vote by the present members of the Board is necessary to pass motions. A vote of "abstention" by a member of the Board shall not count towards the number needed to pass a motion. The Commissioner will only vote in the event of a tie vote from the then present Board members.

#### 10.6 Voting via Facebook

If the Board decides to vote on any league issue outside of a noticed and scheduled Board meeting, the vote and discussion of the league issue may be performed using Facebook. For this, a member of the Board may submit a motion on the Board's Facebook page. The Board member submitting the motion must wait until all other members of the Board have responded with their vote. If, after twelve (12) hours after the motion has been submitted, any Board member has not responded with their vote, the member who originally submitted the motion must email the non-responsive Board member(s) and request they submit their vote on the motion. Voting on the motion will close after twelve (12) hours after the email(s) has been sent to the non-responsive Board member(s), regardless of whether all members have voted. The same rules for the requirements necessary to pass a motion by the Board as described in 10.5 also apply to motions and votes cast via the Facebook medium.

## **II. UMBRELLA ORGANIZATIONS**

### 11.1 Incorporation of Outside Organizations

By a majority vote of the Board, the DGLFFL may allow certain outside organizations to come under the league's 501(c)3 federal tax exempt status. For any outside organization to be eligible to come under the league's federal tax exempt status, the organization must submit its request in writing for incorporation under the umbrella to the Commissioner. The organization must also timely comply with all requests for paperwork, application fees, and any other requests for documentation and/or information as submitted to the organization by the Board.

#### 11.2. Terms of the Umbrella Incorporation

An organization approved for incorporation under the league's 501(c)3 status by the Board, the Internal Revenue Service, and any other applicable government entity will enjoy the benefits of the league's federal tax exempt status until one (1) of the following conditions occur: 1. The DGLFFL, for whatever reason, loses its status as a 501(c)3 organization; 2. The Internal Revenue Service or other government entity provides notice that the organization is no longer eligible for umbrella under the league's 501(c)3 status, or; 3. The DGLFFL, for whatever reason, decides by majority vote of the Board to remove the organization from its 501(c)3 umbrella.

### **12. RULES OF PLAY**

The Board will establish the rules of play. Rules will be made available to all members and will be posted on the league website. A majority vote of the Board is required to amend the rules of play.

### **13. MEMBERSHIP PRIVACY**

Under no circumstances shall any of the personal information of the DGLFFL members be sold, rented, traded, or otherwise shared with anyone outside of the Board of Directors except as required by law. This information includes members' email and physical addresses, phone numbers, financial information, and any other personal information of league members. League members may, however, receive emails and other communications sent directly by members of the Board related to league events, updates, reminders, and promotions of the league sponsors. League members shall have the option to opt out of these communications at any time.

### **14. NOTICES**

Where these rules require notices to be sent to members, they shall be deemed to be duly served if delivered by hand or sent electronically via email. In case of notices of meetings required by these rules, the accidental omission to provide notice to any member, or the non-receipt of such notice, shall not prejudice or invalidate the proceedings or decisions of such meetings.

## **15. AMENDMENTS TO THESE RULES**

Any of these rules may be modified, altered, or added to by a motion and successful vote of the Board. Upon the passing of the amendment by two-thirds vote of the Board members, the rules will be deemed to have been amended accordingly and all members shall be bound by the amended rules. As soon as practical the DGLFFL shall, at its expense, provide the membership with notification of the amendment via email, Facebook, and/or the DGLFFL website.

## **16. INSPECTION OF DOCUMENTS**

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

## **17. DISPUTES**

Any dispute between members in their capacity as such may be referred to the Board for a determination. If the Board is unable to settle the dispute to the satisfaction of all parties, a vote will be conducted and a two-thirds majority vote of the Board will decide the outcome of such disputes.

## **18. CONFLICT OF INTEREST POLICY**

No Officer, director or employee of the DGLFFL shall have a financial interest, directly or indirectly, in any matter relating to the operations conducted by the corporation, including any contract for furnishing services or supplies to it, unless such matter is disclosed to and approved by a majority of disinterested directors at a meeting of the Board of Directors. Officers will not receive compensation for their service on the DGLFFL Board except as otherwise provided by these Bylaws. Staff compensation will be determined by a majority of disinterested directors at a meeting of the Board of Directors. Directors who have a financial or family relationship with any staff member will not be eligible to vote on staff compensation decisions.

## **19. DISSOLUTION**

The DGLFFL shall be considered dissolved with two-thirds majority approval of the Board and two-thirds vote of approval by members at the next annual meeting. In such an event, all properties and possessions of DGLFFL are to be sold, and all proceeds are to be used to pay all outstanding debts of DGLFFL. All remaining assets including any endowment shall be disbursed only to charitable organizations at the discretion of the Board.

