



SOUTH FLORIDA AMATEUR ATHLETICS ASSOCIATION
Fort Lauderdale, FL

BYLAWS

INSTRUMENTS OF GOVERNANCE
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REVISED

THE BYLAWS OF THE
SOUTH FLORIDA AMATEUR ATHLETICS ASSOCIATION

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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, or who is a current duly elected Board member, 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 to the Association.
- 1.02 Team:** A team shall consist of 10 to 20 active players on that team's opening day roster. There is no limit on non-players on a team's roster.
- 1.03 Disputes:** All disputes pertaining to eligibility shall be resolved by the Board of Directors.
- 1.04 Forfeiture:** Any person determined by due process to be ineligible shall forfeit all privileges of membership and all membership fees paid.
- 1.05 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.
- 1.06 Good Standing:** Good standing shall be defined as having paid all pertinent fees for the current season and observing continuous compliance with all provisions set forth in the Constitution and these Bylaws.
- 1.07 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.
- 1.08 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.

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1.09 Suspensions: This section has been moved to the Ethics Policy.

1.10 Expulsions: 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

Executive Board

2.01 Composition: The Executive Board (the Board) shall be composed of the Chairperson of the Board, Vice Chair/Open Division Commissioner, Vice Chair/Women's Division Commissioner, Open Division Assistant Commissioner, Women's Division Assistant Commissioner, Secretary, and Treasurer, each of who shall be elected as provided in the Constitution.

2.02 Board and Council meetings: The Chairperson shall chair all Board and Managers Council meetings. In the absence of the Chairperson, the Commissioner with seniority will chair a meeting. In the absence of both the Chairperson and the senior Commissioner, the remaining Commissioner will chair the meeting. If the Chairperson and both Commissioners are not present, a quorum is not valid, and the meeting must be rescheduled.

2.03 Committees: The Chairperson shall designate all committees, select all committee chairs, and may serve as a voting ex-officio member of all committees, as provided in the Bylaws. The Board may dissolve any committee.

2.04 Checks: All Association checks must be counter-signed by two officers.

2.05 Chairperson: The duties of the Chairperson shall include, but not be limited to the following:

- A. Presiding at all formal meetings of the Managers Council and of the Board of Directors.
- B. Appointing members of any duly authorized committee of the Association.
- C. Ruling on the interpretation and intent of the Articles of Incorporation, By-Laws and Rules of the Association.
- D. Serving as an authorized signatory on the Association's checking accounts and on any funds managed by the Association.

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- E. Overseeing all day-to-day functions of the Association.
- F. Ruling on parliamentary procedures at all formal meetings of members and of the Board of Directors.
- G. Oversee 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.
- H. Responsible to appoint the representatives to represent SFAAA at all the national meetings of the North American Gay Amateur Athletic Alliance (NAGAAA) and Amateur Sports Alliance of North America (ASANA) along with Board approval.
- I. Appoint a Sergeant of Arms, if necessary, to help maintain order at meetings.

2.06 Vice Chairs/Commissioners: The duties of the Vice Chair/Commissioners shall include, but not be limited to the following:

- A. Performing all duties and exercising all powers of the Chairperson during the Chairperson's absence or disability. The Commissioner with the most seniority performs this duty. In his or her absence, the remaining Commissioner takes over.
- B. Maintaining order at all meetings.
- C. Serving as an authorized signatory on the Association's checking accounts.
- D. Accounting to the Board of Directors for all general business.
- E. Serve as a liaison between team sponsors and the Board of Directors for teams in their division.
- F. Oversee play and rules of conduct for their division.
- G. Be responsible for the handling of all documents for their division scheduled to be sent to NAGAAA and ASANA including but not limited to:
 - 1. Non-resident player forms;
 - 2. Team rosters;
 - 3. List of teams and managers;
 - 4. Division designation of teams (i.e. A, B, C, etc.)
 - 5. Reservation of slots in the GSWS.
 - 6. GSWS rosters
 - 7. Player rating information and diskette (where applicable)

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.

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- D. Validating and distributing all Association membership certificates if statutes require.
- E. Serving as an authorized signatory on the Association's checking accounts.
- F. Assuring the Association has met all fees and filed correct information with NAGAAA and ASANA to maintain membership in that body.
- G. Distribute minutes to the Board and/or Council members within one week.
- H. Responsible for filing amended Articles of Incorporation, which includes informing the State of any changes in the Board of Directors. Also responsible for any other corporate type filings required by any and all federal, city, state and municipalities by preparing or mailing these and also maintain these records in the corporate files.
- I. Setting up meetings upon the Chairman and Board members request.

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. Prepare a monthly detailed cash report which reconciles to the bank accounts. Submit to the Board for approval and then to the Managers Council at the regularly scheduled meetings.
- C. Record keeping and accounting is to be prepared using an accounting program or database spreadsheet.
- 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. Prepare or coordinate the preparation of quarterly financial statements and submit to the Board for approval and then to Managers Council.
- K. Oversee 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.

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2.09 Assistant Commissioners: The duties of the Assistant Commissioners shall include, but not be limited to:

- A. Coordination of the Association's fund-raising activities.
- B. Overseeing field maintenance and assisting in reservations, if necessary.
- C. Assume the duties of their Division Commissioner in the event they are unable or unwilling to perform them.
- D. Oversee collection of roster cards each week and assist with score reporting.
- E. Assist in the league's recruiting effort.
- F. Ensure the appropriate copies of records are given to the Secretary.

2.10 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 Chairperson. In the case of a tie vote, the Chairperson shall be entitled to cast a tie-breaking vote.

2.11 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 whose roster the member is listed.

2.12 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 season.

A. Eligible Members:

1. Any member in good standing who has been listed on a roster for at least one year immediately prior to elections.
2. An associate in good standing with the Association for at least one year immediately prior to elections.

B. Ineligible Members:

1. Anyone deemed to have conflicts of interest within the Association.
2. Anyone who previously resigned or was removed from the Board for ethical cause or non-performance of duties (Refer to Bylaws 2.17 and 2.18).

C. Motion: Candidates for each position shall be nominated by a motion by 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 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.

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- 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.

2.13 Elections: The Board will determine a date before the end of the World Series qualifying season to hold the Elections for Board positions.

- A. Election Committee: The Chairperson will appoint an election committee to collect and monitor votes on the day of the election.
- B. Voting: Voting shall precede utilizing written ballots.
 - 1. In the event all candidates who accepted a nomination, except for one, drop out of the race, voting shall still precede utilizing written 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 with the exception of individuals who are listed on a roster in both the Open and Women's Division. If a member has paid two player fees, they are entitled to two votes.
 - 2. Women's division members will vote for the Women's Board positions and the
 - 3. Open division members will vote for the Open Board positions and both divisions will vote on the general Board positions (Chairperson, Secretary, and Treasurer). The candidate receiving the greatest number of votes shall be elected. If no candidate receives a majority, there shall be a run off election with the two candidates with the highest vote totals.
- C. The positions of Open Commissioner, Women's Assistance Commissioner, and Secretary will be up for election on even-numbered years. The positions of Women's Commissioner, Open Assistant Commissioner, Chairperson, and Treasurer will be up for election on odd-numbered years.

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- 2.14 Tenure:** Each newly elected Board member shall serve a term of 2 years. At the end of the term, the Board member may be re-elected in accordance to the elective process in these Bylaws.
- 2.15 Commencement of Term:** Each newly elected Board member shall be entitled to exercise the powers and authority and perform the duties of the elected position beginning on August 1st of the year they were duly elected.
- 2.16 Termination:** If an officer fails to perform or violates the duties of his or her office, the officer 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 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.
- 2.17 Removal:** Any Board member who is absent from three consecutive regular Board meetings without good cause shall be automatically removed from the Board.
- 2.18 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.
- 2.19 Resignation:** A Board member may resign their position by providing written notification to the Board. Said member has 48 hours to rescind their written resignation. A vacancy shall exist at that time.
- 2.20 Vacancy:** Any vacancy shall be filled temporarily by nomination of an acting Board or Council member by the Chairperson, subject to approval by majority of the Council, and shall serve until a successor has been duly elected. 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.
- 2.21 Special Election:** Any special election commenced pursuant to this requirement shall comply with all applicable provisions of these Bylaws.
- 2.22 Return of Property:** Upon leaving their position or at the end of their term, whichever comes first, any member of the Board of Directors, whether or not reelected to another term, shall return to the current Commissioner all documents

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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 and ASANA handbooks, 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 of Directors shall result in this person being suspended from the SFAAA. The suspension will be voided upon the return of all documents and items.

2.23 Exclusive Powers: The Board of Directors 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 By-Laws.
- D. To set the fees for membership, play-dates and scheduling at it's reasonable discretion.
- E. The Board of Directors, 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. A member or members of the Executive Board shall have the power to interpret the Association Codes 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 of Directors 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:
 1. Physical fighting resulting in injury.
 2. Making death threats to any Association member.
 3. Making repeated prejudicial or derogatory comments.

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ARTICLE THREE

Managers Council

- 3.01 *Managers Council Members:*** The Managers Council (the Council) shall consist of the manager or their appointed representative from each team that is a member in good standing of the Association, and the Board of Directors. Board Members may not act as a team's manager or representative during the Council meetings. Council members' term continue even after the season, until the next season's teams have filed for, unless the team advises the Association they do not plan to return, or they are expelled for any reason. Teams that have notified the Board that they will not return, been suspended or expelled do not count towards a quorum requirement. Returning teams council members can vote on current and past issues whereas new teams must pay a deposit prior to the first Managers Council meeting of the season to vote on new season business.
- 3.02 *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 in person, by mail or electronic mail, at least five days prior to the meeting.
- 3.03 *Manner of Acting:*** The act of a majority of the Council members present at a meeting at which a quorum is present shall be an act 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. Assist the Board of Directors in selecting teams to represent SFAAA in the Gay World series. The final decision shall be made by the Board.
 - B. Serve as the body to receive grievances from members about players or teams about possible violation of the Association rules and, after hearing the grievance, to bring such grievance to the Board with recommendations of any penalties that may be assessed. This can be reviewed by the entire league, each division or each conference as the Board deems appropriate. (This function is not a protest committee for protests involving actual play of a game).
 - C. Perform any other duties that the Board may from time to time assign to the Council.

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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 Chairperson. In the case of a tie vote, the Chairperson shall be entitled to cast a tie-breaking vote. The Chairperson shall be entitled to vote on elections. Proxies will be allowed to be used by council members by a representative from that team. Women's division representatives shall vote on Women's division issues and the Open division representatives on Open division issues

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 will be assessed a fine, the amount which will be determined each year by the Board and announced prior to the season start. The fine must be paid before that team will be allowed to play its next scheduled game which if not paid and the season is in progress that game will be declared a forfeit.

ARTICLE FOUR

Meetings

4.01 Managers Council meetings: General or special meetings of the Managers Council may be called and convened by the Chairperson at any time.

- A. Time and place: The Chairperson shall determine the time and place of any general or special meeting.
- 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 of the managers shall require a quorum to establish sufficient authority for any issue to be decided by voting at such meeting.
- D. Voting: 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. Abstentions: Abstentions shall not count towards the total number of votes.
- F. Motions: Any voting member of the Council may present a motion for consideration.
 - 1. Sponsorship: Motions are attributed to members of 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.

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2. Motions to change Bylaws or the Articles of Incorporation: A motion to change the Bylaws or the Articles of Incorporation must be recommended at least one week in advance with written notification to the Board and the Bylaws Committee chair for proper consideration.
 3. Committee Motions: All motions from established committees must be presented in writing.
- G. Addressing Council: The Chairperson, at his/her discretion may limit debate in one or more of the following ways:
1. to a specified amount of time per member on each motion.
 2. To a specified amount of time without regard to individual limits.

4.02 Special Meeting: Upon petition in writing by one-third of all team managers, the Chairperson 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 Meeting: 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 season that qualifies teams for the NAGAAA and ASANA 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 Chairperson at any time and place.

- A. Upon petition in writing by any one-third of the Board members, the Chairperson shall call and convene a meeting of the Board.
- 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.

4.05 Committee meetings: Meetings of any committee may be called and convened by the Chairperson or by the committee chair at any time and place.

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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 Chairperson 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 Constitution and Bylaws.

5.02 Committee Term: The term of each committee shall expire at the same time as the term of the appointing Chairperson 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: The Hall of Fame members by a 2/3 vote may confer membership on any persons who participated in the Association for at least five years (seven years, effective 2009) and made significant contributions to the Association. Any Association member may nominate a member to the committee. 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 Playing Rules Committee: The Bylaws and Playing Rules 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 SFAAA Commissioners in determining a player's skill level in order to place them in the proper divisions. The Commissioners may also call upon this committee to assist in developing player ratings set forth by NAGAAA or ASANA guidelines.

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- 5.04 Reports:** The committee chair, or any other member 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:** Any member of a committee may be removed by the Chairperson or by a majority of total Board members 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 committee. Any committee shall be dissolved when its work has been completed and its report accepted or 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 or on the second week of their team's schedule play.
- 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.

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- 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 Dual Membership:** Any member who is on both an open and women's division roster must pay fees to belong to both divisions.
- 6.07 Events:** The Association may sponsor events in order to generate operating funds.
- 6.08 Contributions:** The Association shall accept contributions.
- 6.09 Financial Institution:** The Association shall maintain such accounts in an accredited financial institution as are necessary to implement the Constitution and Bylaws.
- A. The Board shall determine the particular financial institution to be utilized.
 - B. Operating funds shall be deposited in such account(s) in a timely manner.
- 6.10 Budget:** As soon as possible after the Annual Meeting, 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.
- 6.11 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.
- 6.12 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 World Series Financing:** Any SFAAA team participating in the Gay World Series shall have sole responsibility for financing the cost of travel to the Gay 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

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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, Playing Rules, and Ethics Policy

8.01 Amendments: The SFAAA Bylaws, Playing Rules, 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, Playing Rules, and Ethics Policy must be recommended in writing at least one week before a Council meeting where the proposed change(s) would be voted on. Written notification must be sent to the Board 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.

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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, Playing Rules, 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.