## ARTICLE 1 - NAME

This organization shall be known as the United States Australian Football League, Inc. herein referred to as the "USAFL."

## ARTICLE 2 - CONSTITUTION DOCUMENT

a. This document shall serve as the foundational bases of the USAFL and is to be considered in conjunction with current bylaws. Where there is conflict between this Bylaws document and the USAFL Constitution, the Constitution shall take precedence. Any conflicts between documents should be addressed and corrected.

## ARTICLE 3 - OBJECTS and AIMS - USAFL

a. The USAFL is an affiliation of clubs

b. It shall be a representative, legislative, executive body recognized as the governing body of the sport with jurisdiction over member clubs, its affiliated individuals, and leagues and tournaments.

c. It shall foster the spirit of good-fellowship without regard to race, ethnicity, gender, religion, age, sexual orientation, or national origin

d. It shall, by organization and governance, increase an interest in the game.

e. It shall exercise care and supervision and governance over all affiliated organizations, clubs, and establishments in the territorial limits of the United States and other geographic areas as may be accepted.

f. It shall encourage the creation and development of USAFL infrastructure and sanctioned events for amateurs and foster programs to increase skills among amateurs.

g. It shall adopt and enforce uniform rules and regulations for the game that preserves the integrity of the game, and the safety of its players on and off the field and shall be the final arbiter of such rules.

h. It shall have the power to sanction and regulate USAFL teams and competitions.

i. The USAFL is the keeper of the rules of Australian Football for domestic games played in the United States of America. The USAFL has the ability to adapt the rules of Australian Football to be appropriate for conditions in the US. The USAFLUA (USAFL Umpire Association) shall propose changes and updates to rules annually, based on rule updates from the AFL. Any suggested updates must be approved by the USAFL Board and communicated to member clubs.

j. It shall adopt and enforce equipment specifications for USAFL competition.

k. It shall conduct annually a United States Australian Football League National Championship Tournament.

l. It shall serve as an American focal point and promote Australian Culture and heritage.

m. It shall promote Australian Rules Football in America by supporting and fostering clubs, the grass roots of football.

n. It shall be bound to assist clubs in development areas.

o. The organization is organized exclusively for, and will be operated exclusively for, one or more of the approved charitable purposes (e.g., promotion of the amateur competition of a sport) specified within the guidelines set forth by the Internal Revenue Service.

p. No part of the organization's net earnings will inure to the benefit of private shareholders or individuals. In other words, we must be able to demonstrate that the USAFL is not organized or operated for the benefit of private interests.

q. The organization will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

## ARTICLE 4 - MEMBERSHIP – USAFL

a. Its membership shall be composed of member clubs. Member clubs shall be represented in the USAFL by duly elected delegates and alternates.

b. Member clubs in good standing with the league will be afforded the following voting rights:

A-level clubs will receive a full vote,

B-level clubs will receive a vote equivalent to three-quarters that of A-level clubs,

C-level clubs will receive a vote equivalent to one-half that of A-level clubs.

D-level clubs will receive a vote equivalent to one-quarter that of A-level clubs. Subsection (c):

c. Club voting levels shall be determined via a consistent mechanism. The system for determining voting level shall be reviewed annually and presented at the Annual Administration Conference to ensure voting levels are aligned with development goals. The system for determining voting level must be kept up to date in the League Bylaws and policies.

## ARTICLE 5 - MEMBER CLUBS

a. The USAFL shall recognize or cause to be recognized member clubs within the United States of America.

b. Necessary forms for the formation of a club will be furnished to applicants by the USAFL. Requirements for membership must be stated clearly in League Bylaws.

c. Clubs must adopt the USAFL Constitution and Bylaws.

## ARTICLE 5 - FEES

a. The USAFL reserves the right to establish required dues for member clubs. Any changes to fee structure and amounts must be communicated in a timely fashion to Club Presidents - 90 days or more before fee due date.

b. The USAFL may establish tournament and general fees to be paid by individuals attending events.

## ARTICLE 6 - MANAGEMENT

a. Management of the USAFL shall be vested in its Board of Directors.

b. The USAFL Board of Directors shall consist of seven individuals - a President, (3) Vice Presidents, a Secretary, a Treasurer, and a Member at Large - voted in at the League AGM following election protocols outlined in this Constitution.

c. Board Member duties and responsibilities will be kept up to date and detailed in organization bylaws.

d. All members of the Board must continue to pay any applicable USAFL fees while serving on the Board and are considered affiliated individuals of the League.

e. The USAFL Board of Directors may establish Portfolios to provide guidance and input on League matters. The Board retains the right to add or remove any positions in the Portfolio to suit the needs of the League.

f. The USAFL Board of Directors has the power to hire and retain Executive Director as well as any other staff positions deemed necessary. The Board makes final decisions on employment hiring and termination.

g. USAFL Board members are expected to act in the best interest of the League and its mission at all times in a professional and objective manner. When running for election, candidates must highlight any potential conflicts of interest including sponsor affiliations, governmental affiliations, ties to other sporting organizations, etc. If a conflict begins during a board member's term, it must be shared with the full USAFL Board. It is expected that Board members excuse themselves from any discussions or votes where a perceived or real conflict of interest exists.

h. If a member of the USAFL Board or any officer misuses any funds entrusted to them, they shall be liable for immediate removal from their position and permanent suspension from the USAFL.

i. Any member of the Board of Directors is required to promptly report to the President of the league and the executive director any incidents of the following: sexual misconduct, violations of the harassmenet policy, and other conduct that would be deemed determinetal to the image of the league.

## ARTICLE 7 - BOARD OF DIRECTORS POWERS AND DUTIES

a. By accepting a role on the USAFL Board of Directors, all Board Members agree that they have read, understood, and agree to serve the organization’s Constitution and Bylaws.

b. The Board shall exercise its right of management and shall enforce all the objects of the organization and direct the transaction of its business consistent with current or established policies and rules of the USAFL.

c. The board of directors shall meet, either in person or via teleconference, at least once every six weeks.

d. It shall be empowered to act for the USAFL in setting up policies or procedures to regulate any matter not fully covered in the constitution, bylaws, rules or regulations.

e. It shall have the power to suspend or otherwise discipline any USAFL member club or affiliated individual for cause. It shall also have the power to discipline or sanction an individual for cause. It must maintain a clear and consistent disciplinary policy and supporting materials made available to members at all times.

f. It shall have the power to hear and determine all protests arising from or because of any question as to the proper construction of any provision of the constitution, rules or regulations.

g. It shall have appellate jurisdiction over all matters taken to it by appeal from any decision of a local club involving questions as to the proper construction of any provision of the rules or constitution of the USAFL. Its decision thereon shall be final.

h. It shall have the authority to conduct a hearing for any USAFL member club or affiliated individual charged with nonfeasance, misfeasance, malfeasance or other conduct harmful to the organization and shall be empowered to discipline or suspend such member club or affiliated individual on proof of such charge.

i. It shall have the authority to conduct a hearing for any USAFL officer or member of the Board charged with nonfeasance, misfeasance, malfeasance or other conduct harmful to the organization and shall be empowered to remove such officer or director on proof of such charge.

j. It may insure the solvency of all USAFL leagues, tournaments and clubs at the expense of the USAFL under such conditions, against such perils, in such sums, at such times, for such premiums and for the length of time as in its opinion shall be proper.

k. It shall arrange to have the preliminary annual financial report published at the AGM, and the final annual report published to all clubs at the end of the fiscal year.

l. It shall enforce all the mandates of the USAFL within the limits established by this constitution and its appended rules and specifications.

m. It shall be responsible to USAFL member clubs and affiliated individuals in all matters of policy and procedure. Any updates to or changes in policies or procedures must be reported to member clubs promptly and clearly.

n. It shall appoint the members of committees of the USAFL and/or other advisory positions as it deems necessary. Examples could include - but are not limited to - national team coaches, umpire development coordinator, coaches association, marketing and junior development.

o. In case of emergencies or developments resulting from court decisions, in the management of its responsibilities, it is authorized to suspend any rule or modify the administration policy until the next Annual General Meeting.

p. It may permit modification or variations in existing USAFL rules for leagues of professional stature that are primarily organized to create spectator interest in the game.

q. The Board is empowered to enter into national sponsorship arrangements, which will be recognized and honored by member clubs. Member clubs and regional leagues may not proceed with a new arrangement with a competitive sponsor without consultation with and approval of the Board of Directors.

r. It shall have the power to create a non-voting advisory committee to further the interests of the USAFL

s. The Board of Directors shall have the power to hold tribunals, following all procedures and protocols in the current, public disciplinary policy.

t. The Board of Directors shall have the power to suspend and reinstate any member club or affiliated individual of the USAFL for cause, following all procedures and protocols in the current, public disciplinary policy

## ARTICLE 8 - MEETINGS

**a. Annual General Meeting ("AGM"):** The AGM gives the USAFL and its member clubs a chance to discuss important issues, set an agenda for the next year and elect the new officers of the USAFL. The following rules and procedures apply to the of the AGM:

1. Each A-level club has one vote at the AGM. Each B-level clubs will receive a vote equivalent to three-quarters that of A-level clubs. Each C-level club will receive a vote equivalent to one-half that of A level clubs. Each D-level club will receive a vote equivalent to one-quarter that of A-level clubs.

2. If an 'A', 'B' or 'C' club cannot attend the AGM they may appoint a delegate or issue a voting proxy to another voting member.

3. Notification of a voting member's delegate or proxy holder shall be submitted by email to the USAFL secretary (secretary@usafl.com) 2 weeks prior to the meeting. Only one delegate has the right to vote on the clubs' behalf. If a member club does not reply the USAFL Board may assume

that the member Club has decided not to exercise its rights as a club and will not be a voting member at the
AGM.

4. Any interested party may attend the AGM as an observer. However, only the voting delegate from each club can speak. The Board reserves the right to limit the attendance of interested parties based on the capacity of the meeting room and the number of people interested in attending.

**b. Other meetings:** In certain situations, there may be a need to assemble a quorum of member clubs for an unscheduled purpose that is urgent, and significant to the existence, furtherance, or governance of the USAFL.

This convening of membership shall be referred to as a Special General Meeting ("SGM").

1. A Special General Meeting can be called by the President or the Board. Notice and a copy of the meeting agenda shall be given to member clubs in accordance with noted provisions below.

2. Unless specifically noted, a Special General Meeting shall be conducted in the same manner as an Annual General Meeting.

**c. Notice requirements - USAFL Meetings**

1. Special General Meeting: 4 weeks notice

2. Annual General Meeting: 6 weeks notice

3. Board Meeting: 7 days notice

4. Emergency Board Meeting: 1 days notice

## ARTICLE 9 - ELECTIONS

a. The USAFL Board of Directors shall be elected at the annual meeting of the USAFL by a simple majority vote of those delegates allowed to vote under this Constitution.

b. Nominations for officers and Board of Directors shall be submitted to the then standing Secretary fourteen (14) days prior to the Annual General Meeting. Nominations must be shared with delegates no later than seven (7) days prior to the Annual General Meeting. The Secretary shall oversee election operations.

c. Self-nominations from the floor will be accepted for any board position that has no valid advance nominations under the timing requirements set forth in Article 9.b. Any person self-nominating must be in good standing with the USAFL. A person is considered to be in good standing with the USAFL when player registration is current and the person is not subject to any suspension or disciplinary action by the USAFL.

d. When votes are cast for more than two candidates for the same office and none of the candidates receives a majority, another vote will be taken on the two who received the most votes.

e. The members of the Board of Directors shall be apportioned throughout the jurisdiction of the USAFL so that not more than two members of a member club may serve on the Board of Directors.

## ARTICLE 10 - USE OF FUNDS

a. All monies received by the USAFL for dues, tournament fees, certification fees, interest, refunds or the sale of USAFL property and any other revenues shall be deposited in the General Fund. Monies in the General Fund shall be used to defray accrued expenses of the USAFL.

b. Deposit all monies received by the USAFL in a reliable bank or banks to the credit of the USAFL

c. The USAFL cannot invest in any speculative financial investments, such as derivatives.

d. Any employee with permission to sign shall be covered by good and sufficient surety bond for the benefit of the USAFL.

e. Should the balance in the General Fund reach an amount that the Board of Directors considers to be more than the amount required to defray current expenses, the Board shall direct the USAFL Executive Director of the amount of excess to be transferred to segregated funds.

f. The Board of Directors, on advice of the Treasurer, may establish and maintain funds for designated purposes. Monies in any such fund may be used only for the purpose specified when the designated fund was created.

g. In order to preserve the legacy of USAFL for future generations of players and act as an emergency fund, up to 10% of program revenues will be separated from general funds in a segregated fund to be drawn on in a manner consistent with the above tenets as established by the Board of Directors.

a. The USAFL Foundation will be classed as a Segregated Fund and kept separate from the General Funds of the USAFL. Any USAFL Foundation Donations received into the general fund will be transferred to the Designated Fund. The USAFL Foundation funds cannot be used to cover any operational expenses.

## ARTICLE 11 - LEAGUE TOURNAMENTS

a. The USAFL shall hold an annual tournament entitled the National Championship Tournament, which shall showcase the USAFL quality of play, and further the competitiveness of Australian football clubs in the US in a manner consistent with the Objectives and Aims of the USAFL.

b. The USAFL shall hold an exclusive and complete right to hold this tournament and USAFL Regional Tournaments. It shall have an exclusive and complete right to the name USAFL National Tournament, USAFL Regional Tournaments and any related intellectual property rights arising out of, or attendant to the conduct of the events. No member club may refer to the tournaments in any commercial form without the express permission of the USAFL, such permission not to be unreasonably withheld.

c. The USAFL shall have the power to create and host additional tournaments as it sees fit that support the Objectives and Aims of the USAFL.

## ARTICLE 12 - SUSPENSION AND REINSTATEMENT OF MEMBERS

a. The USAFL shall be empowered to consider a penalty of temporary or permanent suspension of a member where a member club acts in a manner that is inconsistent or detrimental to the furtherance of the USAFL Objectives and Aims, provided the League has provided clear and non-discriminatory policies on behavior standards.

b. The USAFL shall be empowered to consider a penalty of temporary or permanent suspension of affiliated individuals, including USAFL Board Members, where an individual acts in a manner that is inconsistent or detrimental to the furtherance of the USAFL Objectives and Aims, provided the League has provided clear and non-discriminatory policies on behavior standards.

c. Non-payment of dues can result in suspension proceedings being brought against a member club, provided the USAFL has met communication requirements outlined in Bylaws.

d. Applications for reinstatement must be filed in writing with the USAFL Board. Applications for reinstatement must outline that the reinstatement criteria established by the Executive Board are met, the USAFL has authority to reinstate the member club.

e. The USAFL shall maintain consistent, non-discriminatory, and clear policies on suspension and reinstatement proceedings in the organization Bylaws.

## ARTICLE 13 - AMENDMENTS TO CONSTITUTION

a. Amendments to the Constitution must be submitted in writing to the USAFL not later than thirty days preceding the next Annual General Meeting or Special General Meeting.

b. The USAFL Board will review all such proposals. Those proposed amendments that in the opinion of the Board do not merit consideration shall be returned to the submitted with comments within 10 days of initial acceptance. The proposer of such a returned amendment may resubmit the proposal with updates 10 days after receiving the rejection. Such resubmitted amendments shall be forwarded to the USAFL delegates prior to the next Annual or Special General Meeting.

c. Accepted amendments, or resubmitted amendments shall be forwarded by the USAFL Board to the member club delegates prior to the next Annual or Special General Meetings. Time is of the essence and forwarding the amendments should not be delayed.

d. Proposals to the Constitution shall not be subject to amendment from the floor at either an Annual or Special General Meeting, except for obvious errors or omissions.

e. Delegates at the Annual or Special General Meeting shall vote on proposed amendments as submitted by the proposer. Minor updates to Amendment are allowed at the meeting if the open discussions drive minor updates.

   The one exception is when an Administrators Conference is held immediately prior to the Annual General Meeting and when detailed discussions are required to create and refine the amendment. In this situation, a detailed agenda outline of the topic, details on the intent of the proposed amendment, along with detailed pre-reads and pros and con's documents need to be sent to USAFL delegates 30 days prior to the meeting. Upon conclusion of the Administrators Conference the final wording of the agreed to amendment can be voted upon at the Annual or Special General Meeting.

f. The proponent of an amendment to the USAFL Constitution, must be a member of a USAFL Member Club or an affiliated individual in good standing.

g. Votes may be cast at an Annual or Special General Meeting utilizing the voting methods approved by the USAFL Board. Member votes follow the structure used in general elections. All proposed amendments shall require a two-thirds affirmative vote of the votes cast.

h. Action by the board and delegates on each amendment considered shall be limited to the following:

(1) Adopted.

(2) Rejected.

(3) Deferred for one year for further study unless withdrawn by the proposer prior to being considered at the next USAFL General meeting.

i. Motions to table or postpone indefinitely shall be out of order.

j. When a specific date of enforcement is stated in an adopted amendment that is the date the amendment takes effect. Other adopted amendments take effect the Monday after the conclusion of the National Tournament if the meeting is help prior to Nationals. If the meeting is held after Nationals the amendment will take effect on the Monday after the meeting.

## ARTICLE 14 - AMENDMENTS TO ARTICLES OF INCORPORATION

a. The Articles of Incorporation may be altered or amended at an Annual or Special General meeting of the USAFL as follows:

(1) It must be submitted in writing and signed by at least three delegates.

(2) It must be filed with the USAFL Board not less than 30 days before the meeting at which it is to be acted on.

(3) A two-thirds affirmative vote of the votes cast is required for adoption
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b. Procedure When Articles Of Incorporation Are Amended.

c. When a change is made in the Articles of Incorporation, the following procedures will be followed:

(1) A certificate thereof shall be signed and sworn to by the President, attested by the two other members of the USAFL Board, and the seal of the corporation affixed thereto.

(2) It shall be filed for record in the office of the Secretary of State for the State of Missouri.

(3) And shall also be filed with the Register of Deeds for the County where the Articles of Incorporation are recorded.

## ARTICLE 15 - DISSOLUTION

a. In the event of dissolution the following steps are required:
   i. The Board of Directors initiates the process with a two-thirds vote to dissolve.
   ii. The Board must create a detailed plan to dissolve. This plan must follow all IRS and governmental rules and incorporate the liquidation of assets to other section 501(c)(3) organizations.
   iii. The plan to dissolve is presented to all member clubs. A two-thirds majority if required to continue the process of dissolution.
   iv. The Board will create an independent Dissolution Committee to execute the process of dissolution with monthly updates to all affiliate clubs. This Dissolution Committee will be responsible for following all IRS and governmental rules and will oversee the disbursement of funds.

b. All funds and assets of the league must be allocated to 501(c)(3) organizations that support the game of Australian Football in the United States.

c. The USAFL Foundation must be spun off into a standalone 501(c)(3) organization to continue its mission of growing the game of Australian Football in the United States.