

DIFL Bylaws

Dubuque Independent Football League

Adopted February 21, 2016

Name

The League will be known as the Dubuque Independent Football League. (Hereafter referred to as DIFL).

Mission Statement

The purpose of the Dubuque Independent Football League (DIFL) is to maintain a properly supervised football and cheer program for children in grades 1st through 7th in the Dubuque, Iowa and Tri-State areas. These goals, as created by the Board of Directors, are in the following order of priority:

- To create a safe learning environment.
- To see that all children have fun while participating through games, practices, or any events.
- To teach the fundamentals of football with an emphasis on blocking and tackling.
- To teach the fundamentals of cheerleading with an emphasis on good team spirit and confident vocalization.
- To see that every child who participates in our program is coached well and shows improvement.
- To exercise a competitive spirit through good sportsmanship.

Section One: League Membership

Article I: League Membership

The Membership of the corporation shall consist of those persons who have paid dues as provided herein. Player Members of the corporation shall be non-voting Members.

Article II: Indemnification and Hold Harmless Agreement

By virtue of its Membership in the DIFL, any League Member agrees to indemnify and hold harmless the DIFL's Officers, Board Members, coaches and officials/referees against any claims, disputes, causes of action, judgments or decrees for actions carried out in accordance with the Bylaws. Said indemnification and hold harmless agreement shall include, but not be limited to, any reasonable attorney's fees and costs, including appellate attorney fees and costs, witness fees, stenographic expenses, expert witness fees and transportation expenses; together with any monetary judgment expense or awards that the court might enter; as well as any cost or expense associated with the running of any game, exhibition, or contest including any stadium rental, referees fees, food, or any cost or expense associated therein pursuant to the provision of the Iowa Nonprofit Club Act.

Article III: Elected Officers

1. Elections: Shall be held at the regular League meeting in December. Shall be held by closed ballot. Team representatives will elect nine (9) members to serve as Board Members.
2. Election of Officers: The Elected Board Members of the League will nominate and elect Officers at the first Board meeting of the year. Those officers will be:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
 - e. Registrar
 - f. Fields and Equipment Director
 - g. Scholar Committee Director
 - h. Cheerleading Director
 - i. Marketing and Fundraising Director
3. Term of Office: All board positions will be subject to elections at the December League meeting. Each elected board member shall be elected for a two (2) year term.
4. No Confidence: At any point during an Elected Officer's term, the DIFL Board may issue a "Vote of No Confidence" to remove the Officer from his/her responsibilities with a vote two-thirds (2/3) of the DIFL Board for removal. A new Officer will be elected to serve the remainder of the term.

Article IV: Appointed Officers

The following positions are recommended by the President and approved by the DIFL Board.

Article V: Duties Of Officers

Neither the President nor the Vice President shall also be Secretary, Treasurer, or Assistant Treasurer, but they can hold other offices/roles. All other officers can hold multiple offices.

All officers are encouraged to seek volunteer assistance from other board members and league participants in order to fulfill their duties while maintaining sole accountability for their assigned responsibilities.

At the beginning of each season, officers shall be reminded that their appointed offices require commitment of time and effort throughout the season, with some weeks and months being busier than others. It is not unusual for an officer to have to spend 10 hours per week or more on DIFL-related work at times throughout the year. It is expected that all officers are prepared to make this investment of time and effort.

It is expected that all officers will competently complete all duties assigned to them as part of their officer roles. It is also expected that all officers will be available for communication on short notice via both telephone and email. Other communication (e.g. SMS text or social media messaging) may serve as a communication alternative if all parties agree. But reliable telephone and email access is required for all officers. Board members are expected to supply the Board of Directors with one email address and one telephone number for phone calls and SMS text messages that are reliable so that board members

and other league participants do not have to wonder if they are contacting the correct email address or telephone number. All telephone calls and email messages must be returned within 24 hours, not including automatic replies.

If an officer does not complete duties satisfactorily, any league participant may submit a complaint to the president. When such a complaint is received, the president shall form a committee of at least two other officers to investigate the complaint. If it is deemed necessary, the committee may move to reprimand or remove the target of the complaint, and any such action must be approved by a majority vote of all members of the DIFL Board of Directors, including the President.

1. **President:** The duties of the President shall be those normally associated with this office, and include his/her acting as the principle Executive Officer of the League. He/she shall preside at all League meetings. It is the President's duty to administrate the League, and to run the meetings in accordance with the Bylaws. The President will vote only to break a tie on any issue voted on by the League. He/she may sign all legal documents with the Secretary. He/she shall perform all the duties pursuant to the office of President. The President will recommend individuals for appointment to all committees, as well as any new committees he/she deems necessary in order to efficiently carry out the goals of the League. The President shall recommend an individual to fill a vacated position, subject to the approval of the DIFL Board. The President's primary duty is to work to improve the DIFL. He/she must provide the vision for the League, and always be looking throughout the country for innovative ways to enhance the DIFL, both on and off the field of play. He/she will be the presiding Executive Officer over all Appeals Hearings, ensuring that the proper process is followed.
2. **Vice President:** The duties of the Vice President shall be those normally associated with his/her office a. He/She shall also have such duties as are assigned to him/her by the President and shall preside in the absence of the President. The Vice President serves as the chief advisor and custodian of the DIFL's bylaws and manages any changes to those bylaws, with or without the assistance of other board members.
3. **Secretary:** The Secretary shall be responsible for those duties normally associated with this office to include the keeping of minutes at all League meetings. The Secretary shall perform such duties as may be required of him/her by the President. The Secretary shall keep an updated list of all Team Representative voting status. Minutes of the previous League meeting will be read to, and approved by, the DIFL Board at the beginning of each League meeting. After approval by the board, an electronic copy of the minutes will be forwarded to the DIFL web/IT officer and placed online in the DIFL's shared private cloud storage as soon as possible and within one week. The Secretary will secure the use of a fireproof filing cabinet, and will secure all documents, contracts and copies of League files for safekeeping. Below is a summary list of what will be kept in this filing cabinet:
 - a. All past years Bylaws;
 - b. Copies of filed tax documents
 - c. Filed minutes from all previous League meetings;
 - d. Filed Treasurer reports from all previous League meetings;
 - e. Contracts for web development, web hosting, and domain names;
 - f. All past and current Referees contracts;
 - g. Articles of incorporation for the DIFL;

- h. DIFL official seal;
 - i. A copy of each League Members Insurance;
- 4. Treasurer: The duties of the Treasurer shall be those normally associated with his/her office and include his/her having charge of all moneys and receipts of the League, and depositing the same in the name of the League in a depository designated by the DIFL Board. He/she shall disburse said funds as is necessary and is ordered or authorized by the DIFL Board. He/she shall keep accurate records and collect all charges due from League Members and shall keep regular account of receipts and disbursements. All receipts and all expenditures must be documented without exception, including date of transaction, payer, payee, amount, and explanation of transaction. He/she shall submit such records when requested, and give a financial statement of the same at all Board meetings. He/she shall cause to be prepared all checks and withdrawal slips on behalf of the League for any of its bank accounts, of which shall be honored on both his/her and the Presidents signatures. If in the case of the inability of the Treasurer to be present, there is an immediate need for payment of an obligation by check, the Secretary or the Assistant Treasurer shall sign in the place of the Treasurer. Two (2) signatures shall be required on all checks. These signatures will only be from the President, Vice President, Treasurer, Secretary, and Assistant Treasurer. The Treasurer will have available at each League meeting a list of those League Members that owe monies, so as to keep current an eligible voting list. The Treasurer will provide a written transaction-level report of all deposits and expenditures at every regular League meeting, as well as account balances; this report shall not only include subtotals in the aggregate by category, but also list every individual transaction, including the name of the payer/payee, the amount, the a description of the transaction (e.g. purpose, justification, etc), all of which should be easily generated electronically without undue preparation. The report will be read into the record and voted on for acceptance by the Board. The report will then be given to the Secretary to be included with the minutes and files, and an electronic copy will be forwarded to the DIFL web/IT officer and placed online in the DIFL's shared private cloud storage as soon as possible and within one week after the meeting. The Treasurer may be asked by the board to produce notarized bank statements on bank letterhead with account balances at any time, in which case the Treasurer must produce said statements within one week of the request.
- 5. Assistant Treasurer: The Assistant Treasurer assists the Treasurer with all the duties of the Treasurer. The Assistant Treasurer defers to the Treasurer for direction regarding all treasury duties. Otherwise the Assistant Treasurer shall have the same access to financial records and the same ability to disburse and receive funds as the Treasurer. The primary duty of the Assistant Treasurer is to check the work of the Treasurer, ensure that the Treasurer's work is trustworthy, and serve as a backup and assistant to the Treasurer. The Assistant Treasurer may also hold any other appointed office except President or Vice President.
- 6. Registrar: The Registrar shall collect registration forms and handle the registration of all players, coaches, assistant coaches, and other team volunteers; shall organize preseason registration and set the registration date(s); determine date of final registration; prepare the rosters for the coaches prior to each season; maintain a current file on every player; verify and record verification of all players; and document registration procedures. The Registrar shall ensure that all DIFL team rosters for each league member's teams are complete and current. He/She shall, in

general, perform all duties assigned to the office of Registrar and such other duties as from time to time may be assigned to him/her by the President or by the DIFL Board.

7. Fields and Equipment Director: The Fields and Equipment Director shall coordinate and manage all league equipment, uniforms and fields supplies. This includes coordinating storage, equipment distribution and collection, equipment maintenance and repairs, and trailer usage, maintenance, and storage. The President shall make sure at least one assistant is designated to assist the Fields and Equipment Director and serve as a second custodian of all keys, passwords, pass codes, and other mechanisms for gaining access to DIFL equipment and other assets. Every time a piece of equipment or other DIFL asset is taken from, or added to, DIFL inventory, the transaction must be documented, including date of inventory change, name of individual relinquishing the asset, name of individual receiving the asset, and an explanation for the inventory change. To this end, an computerized inventory should be developed as quickly as is feasible and then maintained into perpetuity to insure asset control and risk management.
8. Scholar Committee Director: The Scholar Committee Director shall coordinate the planning and execution of the annual Scholar Award Recognition program. The Scholar Committee Director is also responsible for coordinating the collections and scoring the report cards for all eligible DIFL participants.
9. Cheerleading Director: The Cheerleading Director shall coordinate the registration, equipment/uniform purchase, coaching assignment, and team assignments for the DIFL cheer program. The Cheerleading Director shall also coordinate the annual Cheerleader Recognition program.
10. Web Marketing Technologist and IT Specialist: The role of the Web Marketing Technologist and IT Specialist, hereafter referred to as "Web/IT," is to maintain and develop the web and social media presence for the DIFL, as well as provide information technology support for all DIFL activities, including the roles of other officers, and especially the Registrar and the Public Relations and Fundraising Director. Web/IT is responsible for the timely updating of the DIFL website and social media presence with game scores, standings, and playoff information, throughout the season. Any scores submitted to Web/IT should be published on the DIFL website as soon as possible, and definitely within 48 hours. (Same-day website updates are customary and expected, but not necessarily required.) Web/IT is also responsible for communicating registration and other important events to league participants with the cooperation of the Public Relations and Fundraising Director as well as the Registrar.
11. Public Relations and Fundraising Director: The Public Relations and Fundraising Director, hereafter referred to as "PR," serves as the single point of contact for all fundraising and media activities, including any inquiries from television, radio, newspaper, and web journalists. If a league participant or a member of the DIFL Board of Directors is approached by a journalist or other media agent, that communication should be directed to PR. This policy will be communicated to all league participants each season. There should never be publication of stories or other DIFL-related information via television, radio, newspaper, world-wide web, or other digital media, without consultation with DIFL's PR officer. PR should actively develop communication programs with area schools and sports equipment vendors to build relationships, help recruit participants, and seek opportunities for discounts on athletic gear. PR should also actively seek grants, donations, and conduct other fundraising activities.

Article VI: Committees

The President will recommend individuals for appointment to all committees, as well as any new committees he/she deems necessary in order to efficiently carry out the goals of the League. The President shall recommend an individual to fill a vacated position, subject to the approval of the DIFL Board.

Article VII: Team Representative

Each organization will have one (1) Representative (documented by the DIFL) to represent the organization at all DIFL Board meetings and at events that require a Representative from the organization. Each organization may designate one (1) Alternate Representative to represent the organization at all DIFL Board meetings and events that require an organization Representative from the League Member.

Article VIII: Board Meetings

1. DIFL Board Meetings are open to the public unless otherwise stated by the DIFL Board.
2. All non-board members wishing to speak must notify the Board at least 48 hours prior to the meeting and must be approved by the Board.
3. The DIFL Board Meetings will meet on the 2nd Sunday of each month.
4. Any DIFL Board Member desiring to have a special presentation or guest at a Board meeting, will make it known to the Secretary for inclusion in the agenda at least two (2) days prior to any regular League meeting.
5. Board Members will be the ONLY persons allowed to speak on issues during a Board meeting. Any other individual may speak on issues only when granted permission to do so by the Board.
6. The Secretary will produce an agenda, which will be strictly adhered to during all regular League meetings. Any additions to the agenda must be submitted by email to the Secretary 48 hours prior to the meeting to guarantee inclusion. All approved outside speakers must be listed on the agenda.
7. No motions shall be entertained other than those arising from discussion of agenda business.
8. For all League purchases, the DIFL Board will approve a meeting date to vote on each purchase. NO purchases shall be approved without documentation (invoice, receipt, quote (bid), etc.).
9. Any outbursts or disrespectful behavior during a Board meeting will result in the party or parties being immediately removed at the request of the Executive Board, from the Board meeting for the duration of the meeting.
10. Motion/Discussion Process: When the Board is going to discuss an issue that may require a motion, the following process will be used:
 - a. Board Members will make a motion.
 - b. The motion then must be seconded by another Board member.
 - c. The discussion phase will be conducted in the following format:
 - i. First there shall be a period for open discussion regarding the motion.
 - ii. Once the discussion phase has concluded, the Secretary will call the roll for the vote.

11. Voting

- a. Voting at regular Board meetings will be restricted to Elected and Appointed Board Members. All Board Members (Elected and Appointed) will have one vote.
- b. Voting will be conducted by floor vote. The Secretary will count all votes and report the results to the DIFL Board.

Article IX: Bylaws

1. The DIFL will be governed by the DIFL Bylaws and the Standing Rules.
2. The DIFL Bylaws may be amended as deemed necessary by the Board. Any League Member desiring an addition to, deletion from or change to the Bylaws is eligible to request the change, provided they adhere to the following procedure:
 - a. Proposed changes must be submitted to the Board in person, by mail, or electronically. All discussion for the proposed change must be in a Board meeting agenda at least 48 hours prior to the meeting.
 - b. The proposed change at a minimum will include the following:
 - i. Proposed wording for the change.
 - ii. The specific subsection of the Bylaws where the change should be made.
 - iii. An explanation of the intent of the change.
 - iv. A list of any related Bylaw sections that might be impacted should the change be adopted.
 - c. Proposed changes submitted improperly, late, or without all of the required information, maybe be rejected by the Board.
 - d. The League Member submitting the change is strongly encouraged to attend that Bylaw Committee meeting to discuss the proposed change and to answer any additional questions that the Bylaw Committee may have regarding the proposed change.
 - e. If the League Member does not attend the meeting, the Bylaw Committee may make any modifications deemed appropriate to the proposal prior to including them in the draft Bylaws.
 - f. Proposed changes to the Bylaws may be brought to the floor out of sequence.
 - g. Proposed changes are voted on by the DIFL Board of Directors.
 - h. The only possible votes by a Board member are a 'yes' vote to adopt the change, a 'no' vote to reject the change.
 - i. If accepted, it is adopted as a new Bylaw and may not be revisited until the following year.
 - j. If rejected, the proposed changes is not included in the bylaws. Any related proposed changes thereafter may be submitted to the DIFL Board of Directors for consideration and subject to Board vote like any other proposed change to the Bylaws.

Section Two: Conflict Of Interest Policy

Article I: Purpose

1. The purpose of this Board conflict of interest policy is to protect the DIFL's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a officer or board member of the DIFL or might result in a possible excess benefit transaction.

2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify “independent” directors.

Article II: Definitions

1. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. Profited, or attempted to profit, from any transaction involving the DIFL,
 - b. A compensation arrangement with the DIFL or with any entity or individual with which the DIFL has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the DIFL is negotiating a transaction or arrangement.Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.
3. Independent Director -- A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director –
 - a. is not, and has not been for a period of at least three years, an employee of the DIFL or any entity in which the DIFL has a financial interest;
 - b. does not directly or indirectly have a significant business relationship with the DIFL, which might affect independence in decision-making;
 - c. is not employed as an executive of another corporation where any of the DIFL officers serve on that corporation’s compensation committee; and
 - d. Does not have an immediate family member who is an officer of the DIFL or who holds a position that has a significant financial relationship with the DIFL.

Article III: Procedures

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.
2. Recusal of Self – Any board member may recuse himself or herself at any time from involvement in any decision or discussion in which the board member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board shall determine whether the DIFL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the DIFL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. Violations of the Conflicts of Interest Policy
 - a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and

- d. Understands the DIFL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VI: Periodic Reviews

To ensure the DIFL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to DIFL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the DIFL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.