



ARTICLE 1 - NAME

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

ARTICLE 2 - BYLAWS DOCUMENT

- a. This document shall direct policies and procedures of the USAFL. 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.
- b. The objects and aims of the USAFL shall be as outlined in the current USAFL Constitution. All Bylaws shall work in service to those objects and aims.

ARTICLE 3 - 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 one-half that of A-level clubs, C-level clubs will receive a vote equivalent to one-quarter that of A-level clubs.
- c. The designation of A / B / C and Development clubs will be determined by a mechanism agreed upon by the USAFL Board of Directors, communicated to member clubs, and applied consistently and without discrimination. Any changes to the system for determining voting level must be communicated to member clubs before the start of the USAFL season (by May 1 or first regional tournament of new year, whichever is first) for that system to go into effect. The Board is responsible for maintaining and publishing an up to date list of current club voting levels for member reference.

ARTICLE 4 - MEMBER CLUBS - Procedures For Organizing

- a. On completing its organization, the club may file an application for charter with the USAFL Board of Directors. The application for charter must be accompanied by:
 - (1) A certified copy of its bylaws.
 - (2) A list of the names and addresses of its officers.
 - (3) The date of its organization.
- b. A club must affiliate itself with a city for identification purposes or, on approval by the USAFL Board of Directors, another jurisdiction.
- c. Clubs must adopt the USAFL constitution.
- d. Clubs must have League affiliated logos, name, and colors approved by the USAFL Board.



- e. The USAFL Board may not unreasonably withhold approval once an application is submitted. The Board must provide details, feedback, and recommendations for re-application on any rejected applications within 30 days of application.

ARTICLE 5 - MEMBERSHIP STANDING

- a. **Member Club:** A member club shall be composed of individuals including players, coaches, umpires, administrators, and supporters. Clubs shall be recognized as a member in good standing of the USAFL as long as they shall comply with the following minimum responsibilities:
 - 1. Recognize the USAFL as the governing body of Australian Rules Football in the United States of America
 - 2. Pay all outstanding club dues by a date designated by the USAFL each year after the first year the club is operational.
 - 3. Contact details are given to the USAFL and updated as needed. Each club shall be responsible for including two email contacts.
 - 4. The club maintains an operational website with an operational link to the USAFL website.
 - 5. Reports of participation provided as required by the Board or AFL.
 - 6. All players are registered with the USAFL.
 - 7. Wear the USAFL logo on club uniforms, as provided by the USAFL.
 - 8. Any other eligibility standards adopted by a majority or super-majority vote of the members at a duly constituted meeting of the league depending on their materiality.
- b. **Affiliated Individuals:** Individuals who are participants in the USAFL
 - 1. Affiliated individuals may be affiliated with a USAFL member club
 - 2. Individual affiliation will be available to umpires who want to remain independent of clubs.
 - 3. Individuals residing in areas where there is no member club may obtain general USAFL individual affiliation
 - 4. Individual affiliation will be available to general supporters of the game who do not have a direct club affiliation.
 - 5. Affiliated individuals may be required to pay League administrative fees and dues to participate in games, events, and tournaments.
 - 6. Affiliated individuals shall not hold voting power within the USAFL.
- c. **Regional Leagues:** Regional and Metro-city Leagues are recognized by the USAFL as a critical part of the sports growth.
 - 1. Clubs are encouraged to create regional leagues when it is in the best interest of the sport and the clubs in that region.
 - 2. No club will be forced to join a league.
 - 3. Regional leagues shall not hold voting power within the USAFL.



4. Regional leagues shall be empowered by the USAFL to alter the rules of the game to fit local conditions and needs, within the spirit of the game.
5. Regional leagues must recognize the USAFL as the governing body of the sport in the USA.

ARTICLE 6 - INTELLECTUAL PROPERTY

- a. It is hereby agreed and understood that all right, title and interest in USAFL names, except as described in item b. of this article, trademarks, service marks, logo-types, trade dress, designations, designs and other indicia developed, used or intended to be used the USAFL shall be owned by the USAFL and made available to member clubs for \$1 USD for such time period as the USAFL deems appropriate.
- b. All club and league names, nicknames, logos and uniform design and colors must be approved by the USAFL Board. This also applies to leagues, multiple club teams, and junior teams. Each member club shall have the exclusive ownership, and exclusive right to use its own Club or league Marks, in connection with the conduct of games, and for publicity and public relations purposes; the member clubs shall have the right to use its Club or league Marks on or in connection with any other goods or services, such as merchandise, and sporting goods bearing the Club Marks.
- c. All AFL names, nicknames, logos and uniform design and colors can be used by the clubs only with the express written permission of the AFL, consistent with the USAFL/AFL Affiliation Agreement and the member clubs agreement to provide a copy of such sister ship arrangements and related correspondence and documentation.
- d. The member club shall also control and have the right to control the quality of goods and services provided under any limited licensing agreement with the USAFL and member leagues and, to this end, the quality of goods and services provided shall be at least equivalent to the quality of goods and services currently provided under the Club Marks. The member club shall also have the right, upon reasonable request, to review samples of the goods and services provided to determine if they meet the standards of quality set forth above. The member club shall have the right to terminate the license if the quality control standards are not maintained by the USAFL or its sublicensees; provided, however, that such right to terminate shall be subject to the USAFL's and sublicensees, right to cure within a reasonable period after written notice by the member club to the USAFL of any quality control issues.
- e. Each member club shall have the right to enter into sponsorship, advertising, and any other similar arrangement with any party as long as such contracts are not inconsistent with the objects and aims of the USAFL. To the extent that any arrangement involves the use of USAFL intellectual property such use shall be provided by the USAFL under a limited use license for \$1 USD per year.
- g. Upon a supermajority vote of the membership (two-thirds vote), each Member Club would contribute an exclusive license of their intellectual property rights to a newly formed for-profit corporation under a separate set of by-laws and Constitution. This entity would be wholly owned in equal shares by each member club in good standing, and managed by the USAFL with a Board of Directors elected by its shareholders. Such shares shall be restricted shares subject to a shareholder agreement to be approved by a super majority (two-thirds vote) the Member Clubs

This entity would coordinate the development of intellectual property and national merchandising and sponsorship arrangements. Vendors would be chosen and merchandise contracts entered into on the strength of the exclusive licenses for the use of Member Club intellectual property.

A business plan and annual budget would be approved by the clubs annually. In recognition of any diminution in income suffered by a local club which would result from the priority given to national brands or sponsorships, an annual shareholder dividend of the net profit of the entity after reserving for reasonable



working capital, will be declared by the Board, to the extent authorized under governing law. AFL arrangements would be entered into by the new company upon request by an applicant club and approval by the Board of the new entity. Clubs would be able to obtain royalty free non-conflicting use of intellectual property consistent with the Member Club use of sister club intellectual property described above.

ARTICLE 7 - MEMBER FEE STRUCTURE

- a. Each member club shall pay annual USAFL league dues by the required due date. The Board is responsible for establishing and communicating the chosen method of determining dues amount. The mechanism for determining club dues must ensure fair and equal treatment for all clubs. Any changes to calculation of club dues from previous precedent must be approved by the Board and communicated to member clubs 90 days or more in advance of the due date.
- b. Total amount of dues is calculated each year and communicated to member clubs before the start of the USAFL season (by May 1 or first regional tournament of new year, whichever is first). Clubs must be given at least 90 days' notice of their required dues amount before payment is due.

ARTICLE 8 - TOURNAMENT FEES

- a. The USAFL may charge individual participants and/or clubs with fees associated with tournaments and events.
- b. Tournament fees must be communicated 90 days or more in advance of the associated event.
- c. Any changes to tournament fee structure must be communicated at the start of the USAFL season (by May 1 or first regional tournament of new year, whichever is first) to clubs.

ARTICLE 9 - DUTIES OF SPECIFIC USAFL OFFICES

Duties - USAFL President

- a. The president shall be the Chief Executive Officer of the USAFL.
- b. Preside at all meetings of the USAFL and the Board of Directors.
- c. Appoint the members of all portfolios and committees of the USAFL.
- d. Enforce all the provisions, objects and purposes of the USAFL.
- e. Perform such other duties as pertain to his office.
- f. Make a written report with recommendations at each annual meeting of the USAFL.
- g. Shall be an ex officio member of the Board and not jurisdictional on leaving office.

Duties – USAFL Vice Presidents

- a. In the absence of the president, the vice presidents, in the order of their election, shall do the duties of the office of president. and shall discharge such other further duties as may from time to time be required of them.
- b. The Vice President can be appointed to any of the standing committees of the USAFL in assisting the operations of the league.



- c. The Vice Presidents will represent a geographical region of the League in decisions and operations (East, West, Central)

Duties-USAFL Treasurer

- a. Receive and receipt for all dues, fees and other monies or property paid or donated to the USAFL.
- b. Keep a true and correct account of all receipts and disbursements and publish such reports together with the figures from the previous fiscal year on the balance sheet in the annual report.
- c. Make such reports and statements to the president and the Board as required by them.
- d. Submit a current financial report to the Board of directors and delegates at the annual general meeting
- e. Deposit all monies received by the USAFL in a reliable bank or banks to the credit of the USAFL.
- f. Authorize one or more employees to sign or countersign checks drawn on USAFL funds except Designated Funds.
- g. Be bonded annually for an amount to be bonded by the Board of Directors.
- h. Not in any way become financially interested or in any other way promote a tournament, club or company that is seeking or has been awarded an USAFL Championships Tournament except for the executive director's duties as provided in the constitution, rules and specifications of the USAFL.

Duties-USAFL Secretary

- a. Keep a true record of all sanctions and certificates, issued or refused, to include the following:
 - (1) The name of applicants.
 - (2) Date of application.
 - (3) Date of issuing or refusal of same and the reason same was refused.
- b. Keep and distribute minutes of all Board meetings
- c. The Secretary has the authority to renumber, revise, codify and correct any provision in the constitution, bylaws, and any and all rules and regulations of the USAFL to eliminate errors in spelling, grammar and numbering, and to bring about the proper order and sequence on behalf of the USAFL Board. In doing so, the meaning or purpose of the provision shall not change.

Duties - Member-at-Large

- a. The Member at Large serves as an ad hoc member of the Board. Their role is to provide input into Board level decisions representing the interests of stakeholders of the League.
- b. The Member at Large is expected to lead development projects for the Board.
- c. The President can assign any additional responsibilities to at-large members at any time.

ARTICLE 10 - BOARD OF DIRECTORS STRUCTURES AND PROTOCOLS

- a. If a vacancy in office occurs, clubs must be notified of vacancy and of person chosen to fill the vacant seat within one week of decision. Vacancies In Office shall be filled as per below.



President: Should the office of president be vacated, the vice presidents, in the order of their election, shall do the duties of that office until the next annual meeting. In such case, a president shall be elected at the next annual meeting.

Other Member: If a vacancy occurs in the case of a member of the Board of Directors, such seat shall be filled by appointment by the President.

b. Compensation and expenses shall be paid as follows:

In accordance with policies developed by the Board as specified above, upon submission of proper receipts and vouchers, members of the Board of Directors shall be reimbursed for office and travel expenses incurred in connection with meetings of the Board of Directors or when performing other USAFL duties.

The salary of the USAFL Executive Director and any other staff members shall be determined annually by the Board of Directors

The Board Members shall be reimbursed for the ordinary and necessary expenses when in attendance at meetings of the Board of Directors. Details in Board Handbook.

Members of any committee of the USAFL shall be reimbursed for expenses incurred while in attendance at meetings called by its chairman, and approved by the Board, in accordance with League policies.

No one shall be reimbursed for any expense resulting from attending any other meeting or when making a special trip unless authorized by the Board.

c. No official Board meetings may be conducted nor decisions made without the presence of a quorum of voting members. A quorum is defined as a simple majority in the number of voting members. For example, for a seven person Board, a quorum is only present if four or more voting members are present.

d. All members of the Board of Directors are required on an annual basis to disclose any conflicts of interest to the Board.

- i. The Board must maintain a Conflict of Interest Policy that is publicly available to all member clubs.
- ii. If an issue, topic, and/or decision comes in front of the Board wherein there is a potential conflict of interest, the Board Member must disclose that conflict of interest before discussions take place. It is then a decision for the President (or the longest serving Board Member if the President has the Conflict of Interest) whether that person can be involved in the discussion and whether they may be counted in any votes or final decisions.
- iii. Quorum, Voting: The presence of the Board Member, who is involved in the conflict may be counted when determining a quorum, but they may not be counted in any votes or action taken regarding the issue.

e. If a member of the Board departs (whether due to stepping down, removal via vote, or other circumstances), they must turn over all official League documents and records to the continuing members within 30 days of departure. Outgoing members should be removed from any shared access documents at that time.

f. If the full Board departs at the same time (whether due to stepping down, removal via vote, or other circumstances), all departing members must turn over all League documents and records to the newly



appointed Board within 30 days of departure. Outgoing members should be removed from any shared access documents at that time.

- g. Official League documents and records include (but are not limited to) - Financial records, meeting minutes dating back as far as possible, current and work-in-progress policy documents, legal records and contracts, club contacts, vendor and contract contacts, all sponsorship contacts, records of disciplinary proceedings, and any other documents or information deemed instrumental to League operations.
- h. Newly elected and appointed Board members should be given a thorough onboarding that includes an overview of their role, discussion of relevant documents and systems, and administrative training (email use, shared drive use, etc). This Onboarding should be run by the sitting League President (if continuing from previous year) or outgoing League President (if there is a change in this role).
- i. Other outgoing Board members are expected to provide additional insight and facilitate transition however possible.

ARTICLE 11 - USAFL EMPLOYEES

- a. The Board of Directors shall have the power to hire and direct all USAFL employees. They shall also determine compensation.
- b. The Board of Directors is required to complete an annual review of all employees to review performance and discuss compensation. At least three Board members must be present for any employee review.
- c. The USAFL Board shall maintain job descriptions for each paid position. These job descriptions shall be reviewed with each paid employee on an annual basis
- d. Employee compensation, hiring, and dismissal decisions are to be determined by a majority vote of Board members.
- e. Prior to adding any new positions the Treasurer must approve the funding off the position

ARTICLE 12 - FINANCIALS

- a. Contracts, loans, checks, deposits
 - i. Loan. No loans should be contracted on behalf of the league and no evidence of indebtedness should be issued in the name of the USAFL unless approved by the Board of directors.
 - ii. Contracts The Board of directors can authorize any officer or agents to enter into a contract in the name of the USAFL. Such authority can be general or confined to certain instances. The Board of directors can pass resolutions at any time to limit the authority of individuals to act on behalf of the league.
 - iii. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the league shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of directors.
 - iv. Deposits. All funds of the league not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories



as the Board of directors may select.

- b. Fiscal Year - The fiscal year shall begin on the first day of January (1st) and end on the thirty-first day of December (31st).
- c. The Board will create and maintain an Emergency Fund. The goal is to hold eighteen months of fixed costs in this Emergency Fund. The create and maintain the fund up to 10% of program revenues each year should be placed into this fund until the appropriate size of the fund has been reached. To utilize the Emergency Fund a majority of the Board is required. If the Emergency fund is utilized the fund should be replenished in a timely manner using the 10% per year guideline until the fund is replenished.

Fund Shortages - Penalty and Process

- a. If an officer of any organization that suffered a loss deliberately makes or files false statements in order to collect a larger sum than that which the organization would be entitled, that officer shall be liable for permanent suspension from the USAFL.
- b. On being advised that a member covered under the USAFL insurance and/or bonding programs is guilty of acts the USAFL Board shall cause the following action to be instituted:
 - (1) Notify the person or persons charged that suspension proceedings are being started and the reason therefore.
 - (2) The notification must be sent by registered or certified mail; must state the cause for action; and must outline the time and method for filing an appeal.
 - (3) Notification of the action must be filed with the local club secretary and appropriate league or tournament officials.
 - (4) Submit a report and the findings to the USAFL Board.

ARTICLE 13 - NATIONAL TOURNAMENT

- 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 Member Clubs 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. It shall have an exclusive and complete right to the name USAFL National Tournament and any related intellectual property rights arising out of, or attendant to the conduct of the event. No member club may refer to the tournament in any commercial form without the express permission of the USAFL, such permission not to be unreasonably withheld.
- c. The USAFL each year will create a tournament bid outline package that will set the guidelines for the bidding and hosting process for each year.

ARTICLE 14 - LEAGUE RULES

- a. 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.

ARTICLE 15 - DISCIPLINE

- a. The USAFL Board is responsible for maintaining a clear, non-discriminatory, and consistent disciplinary policy and supporting materials at all times, covering all USAFL-related activities.
- b. The USAFL Board may modify the USAFL disciplinary policy as required at any time to keep the game of Australian Football and associated activities and operations safe, consistent and fair.
- c. All changes to the USAFL disciplinary policy must be communicated to member clubs at least 30 days before any changes go into effect.
- d. The USAFL disciplinary policy must be made available to member clubs and affiliated individuals at all times.
- e. The USAFL Board can initiate a tribunal for an incident associated with any of the following football activities involving a USAFL member club or affiliated individual. All tribunals must be conducted in accordance with protocols and procedures in the current, public disciplinary policy.
 - i. USAFL Operated Tournaments (including Nationals, Regionals)
 - ii. USAFL Sanctioned Club Games and Tournaments
 - iii. International Matches
- f. Tribunal policy may be modified only with a change to the official disciplinary policy. Any changes must be communicated to member clubs at least 30 days before any changes go into effect and the public facing policy must be kept accessible and up to date.

ARTICLE 16 - SUSPENSION AND REINSTATEMENT PROCESS

- a. The USAFL shall be empowered to consider a penalty of temporary or permanent suspension of a member club 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.

Suspension Hearings

- a. The USAFL Board can initiate a hearing as it deems necessary in accordance with the USAFL Disciplinary Policy. All procedures and protocols must follow the current and publicly accessible policy.
- b. Any affiliated individual to the USAFL who is a party to charges filed against another individual or member club and fails to appear without cause to testify at a hearing on the case conducted by the club or a special USAFL investigation committee shall be liable to suspension from USAFL membership.

Procedure At Suspension Hearing

- a. All suspension hearings are subject to the procedures contained in the USAFL disciplinary policy. All procedures and protocols must follow the current and publicly accessible policy.

In Absentia Suspension Proceedings



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- a. A case may be tried in absentia when a defendant cannot be located or if the right to appear at the meeting is not exercised.
 - b. Proof must be established that proper notification was given or an adequate attempt to notify the accused had been made.
 - c. An official letter notifying the defendant of the finding must be sent via email. For member clubs, this letter must go to all club board members' emails that are available. For affiliated individuals, this letter must go to their last known email address and the email of their club president. This letter must also advise the defendant of their right to appeal.

Reinstatement Procedures

- a. If the USAFL Board determines a reinstatement hearing is necessary the following process is followed:
 - i. The request for reinstatement must be considered at a regular or special meeting of the USAFL Board.
 - ii. The requestor must be given at least five days' written notice of the right to appear at the meeting when the application is to be considered. The applicant must also be advised that they may bring counsel and witnesses.
- b. Following the hearing the USAFL Board must notify the member club, in writing, of the USAFL Board's decision. The applicant's status is unchanged until the decision is communicated.
- c. The applicant has the right to appeal the decision by filing a brief with the USAFL Board within 15 days of the decision.
- d. The verdict should indicate the additional required steps to reinstatement based on the specifics of the case.

Special Hearings Committee

- a. The President of the USAFL, on request of the USAFL Board, may appoint a special disciplinary committee to conduct hearings under the authority given the board in the USAFL Constitution.
- b. The committee, which is fact finding in nature, must make a recommendation at the conclusion of its hearing to the USAFL Executive Board.

ARTICLE 17 - CHANGES TO LEAGUE BYLAWS

Non-Material Changes and Updates

- a. Wording, grammatical, and non-material changes to the Bylaws may be made by the USAFL Secretary at any time on behalf of the Board. Updated documents must be submitted to clubs within 30 days of updates with the updated section highlighted.



Proposals for Bylaws Changes and Additions

- b. Material changes and additions to Bylaws can be proposed from the USAFL Board of Directors and submitted for consideration and vote.
- c. Changes and additions to Bylaws can be made by a Member Club or an affiliated individual. In this case, the proposal must first be submitted to the USAFL Board for approval. The Board must approve the proposal and pass it along for consideration and vote within 30 days or issue a written rejection with reasoning behind the decision. The Board may not reject a proposal for unreasonable or discriminatory rationale. The proposal may be resubmitted with changes. There is no limit to the number of times a proposal may be submitted to the Board for consideration.
- d. Once a proposed change or addition has been approved by the USAFL Board, it must be submitted to USAFL Member Clubs for consideration and vote. At least 30 days must be allowed for review between notification and vote.

Bylaws Changes and Additions - Voting Process

- e. Votes to approve Bylaws changes and additions may be held via a Special General Meeting or an Annual General Meeting.
- f. General discussion of the proposal prior to voting is allowed. Minor wording changes to the proposal are allowed as part of the discussion prior to final vote.
- g. Votes are allocated according to A / B / C level as outlined in Constitution and Bylaws.
- h. The proposal passes with a simple majority of possible votes

Bylaws Changes and Additions - Implementation

- i. Approved changes take place after Nationals (in the case of a vote at an Annual General Meeting during National Tournament) or on the Monday after the vote (in the case of a meeting held separately from National Tournament)



APPENDIX I:

BOARD DIRECTED POLICIES

As mentioned in the Constitution and Bylaws, the USAFL Board is responsible for maintaining the current policies, making them readily accessible to all member clubs, making changes or updates as required, and communicating any changes to member clubs in a timely manner.

- Board reimbursement policy
- Board Code of Ethics policy
- Conflicts of Interest Policy
- Standards of Duty
- Whistle Blower Policy
- Disciplinary policy
- Code of conduct and supporting documents (eg: anti-harrassment policy, social media policy)
- Consistent method of determining annual member club dues
- Consistent method of determining member club voting weight