

BYLAWS

Central Florida Anarchy Women’s Tackle Football Team 09-09-09

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Introduction:

The purpose of these bylaws is to govern the team and formulate the rules for running the Central Florida Anarchy. At no time shall this document be considered irreversible unless by a super majority vote of the board of directors.

Mission Statement:

The Central Florida Anarchy has a mission to provide an opportunity for female athletes and coaches to participate in professional sports at an incomparable level. This mission allows women the opportunity to play tackle football by promoting women's sports in a safe, positive and fun atmosphere, while fostering sportsmanship, teamwork, individual, and community improvement.

Definitions:

Executive Board of Directors – shall hereby be referred to as the Board of Directors.

Board – the Board shall consist of the Executive Director of the Board, Director of Player Affairs, Director of Public Relations, Director of Team Operations and Director of Community Outreach.

Playing Member – shall here by be referred to as players.

Member – player or non-player who is associated with the Central Florida Anarchy such as coaches, medical staff, equipment staff or other persons associated with the functioning of the team.

Membership – players and non-players of the Central Florida Anarchy who are a part of the current season.

Quorum – a minimum of two members of the Board required to being present to hold a meeting or bring forth an issue before the Board for a vote.

Executive Board of Directors Meeting – shall here by be referred to as the Board Meeting. There shall be a Board Meeting prior to each General Meeting and as requested by emergency situations.

For any Board Meetings, at least more than half of the board members must be present.

General Membership Meeting – Shall here by be referred to as the team meeting. There shall be one team meeting twice a year or by special request. For all official business there shall be a quorum.

Dues – Amount of money each player is responsible for bringing to the team in order to cover the cost of games, equipment, website, league dues and other budget needs.

Article I: Name, Location, and Nature

This team shall be called Central Florida Anarchy, herein referred to as the Anarchy or the team.

The Anarchy is a non-profit women's tackle football team organized under the laws of the state of Florida. The principal location of operation shall be Orlando and its surrounding counties, or any other such place as designated by the Executive Board of Directors ("Board"). The Anarchy will be composed of players and non-players committed to the development, teaching, and understanding of the sport of Football within the Central Florida area.

Additionally, this corporation is organized as an amateur football team exclusively for charitable and educational purposes and to foster national or international amateur athletic competition within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (as amended), including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(3).

Article II: Objectives and Purpose

1. The mission is to provide an opportunity for female athletes and coaches to participate in professional sports at an incomparable level. This mission allows women the opportunity to play tackle football by promoting women's sports in a safe, positive and fun atmosphere, while fostering sportsmanship, teamwork, individual, and community improvement.
2. The Central Florida Anarchy seek to foster national amateur sports competition through participation in the Women's Football Alliance, hereby referred to as the WFA. The Anarchy will also encourage and prepare its players to participate in the Playoffs and Championship.

Article III: Board of Directors

1. The purpose of the Board is to set the agenda of each general meeting as well as the general policy for the Central Florida Anarchy. The Board shall also set a budget for all operations for the upcoming season. The Board shall also mediate all disputes between Players and staff. The Board has the power to appoint a member in good standing to a position not set forth in this set of bylaws. If said such position is to become permanent, an amendment will be required.

Article IV: Membership

This corporation is organized on a membership basis and any other rights or privileges of members are set forth in the corporation's bylaws. Each member of any class of members shall have equal rights with all members of that class. Membership shall be open to any willing and able persons that wish to contribute to the objectives and purpose of the Anarchy. The membership consists of two types: players and non-players. To be a member in good standing a player or non-player must meet the following requirements:

1. A player:

- a. Has paid dues to the Anarchy in the amount specified and the deadline specified by the Board
- b. Has sufficient health insurance as designated by the WFA
- c. Follows any rules as set forth in these bylaws and other codes of conduct instituted by the Central Florida Anarchy
- d. Is actively participating in team practices, games, fundraisers, and general team "meet and greets"
- e. Completed all necessary paperwork (registration forms, waivers, code of conduct agreements, etc...)
- f. A player that is unable to participate in practices or games due to an injury may retain their status as a player as long as they are actively participating in team events. Players holding Board positions must continue to fulfill the duties of their position. This exception may be in effect up to the current season from the time of the injury. After this period of time the player will then take the status non-player.

2. A non-player:

- a. Has completed all necessary paperwork (registration forms, waivers, code of conduct agreements, etc...) by the deadline specified by the Board
- b. Follows any rules as set forth in these bylaws and codes of conduct instituted by the Central Florida Anarchy

3. Non-discrimination statement: The Central Florida Anarchy will not reject an individual for membership on the basis of race, color, religion, national origin, ancestry, sexual orientation, or disability.

Article V: Meetings

1. General Meetings: The board will hold a meeting open to the public at least twice each calendar year. Each meeting shall be opened and presided over by the Executive Director of the Board. The minutes, provided by the Board from the General Meeting shall be available to all players and non-players. Any pending and open items from the prior General Meeting shall be addressed and discussed. Once these issues have been addressed the floor shall be opened for any member for new business. Once all new business has been addressed, the meeting shall be ended. The Board shall keep the minutes.

2. Board meetings: The Board shall meet at least every other month and always within a week prior to a general membership meeting. The Executive Director of the Board or her designee shall reside over all Board meetings.

3. Special Meetings: A special meeting of the Board or the general members may be called, should the need arise. A special meeting will be called by the Executive Director of the Board if she receives written requests from two-thirds of the members in good standing.

Article VI: Dispute Procedures

1. At any time, when a dispute between Members directly impacts the team, a special Board Meeting shall be called for with both parties present to mediate and affect a solution to the dispute. The solution can range from official reprimand of either parties, suspension or expulsion of any or all parties involved in the dispute. The results of the decision shall be recorded and read aloud at the next General Meeting.

2. At any time, when a dispute between a Member and Board Member directly impacts the Club, a special Board Meeting will be called with both parties present to mediate and affect a solution to the dispute. The effected Board Member shall be unseated, for the duration of the dispute and a suitable substitute will serve in her stead for the duration of the Board Meeting. The solution can range from official reprimand of either parties, suspension or expulsion of any or all parties involved in the dispute. The results of the decision shall be recorded and read aloud at the next General Meeting.

Article VII: Amendments

Amendments may be proposed by any member during the new business phase of any General Meeting. Amendments shall be voted on by the Board. All Amendments, to be approved and added to this set of bylaws, must be approved by three-fourths of the majority of where a quorum exists. These bylaws may be amended by the Board.

Article VIII: Removal from Office

If at any time a Board Member acts inappropriately with malice, defrauds the Central Florida Anarchy or members, or conducts affairs in a harmful way against the Team, that Member may be removed from office. A special Board Meeting will be called for and a motion will be made for the removal of the Officer. After discussion of the offense, a secret ballot will be taken and majority vote shall rule.

Article IX: Committees

The Central Florida Anarchy shall have three standing committees: Recruiting, Fundraising, and Social.

1. Recruiting Committee: This committee shall be responsible for recruiting new players and non-players for each upcoming season by creating and disseminating recruitment materials (posters, business cards, ads, press releases etc). The Committee shall assist with updating the Anarchy's online tools (myspace, facebook, Anarchy website, etc...) for recruitment purposes. A webmaster will be appointed to manage the website and serve as an assistant of this committee.
2. Social Committee: This committee shall be responsible for assisting in the arrangement of team meet and greets, press conferences, and team building functions. The Committee will also assist with the design and production of team products to be sold or distributed.
3. Fundraising Committee: This committee shall be responsible for special events and soliciting funds from businesses and other organizations. The Fundraising Committee shall also assist with club merchandising and shall work directly with the Social Committee to coordinate merchandising efforts. This committee will secure at least one fundraising event each season. The committee will be responsible for organizing fundraising events and coordinating members to staff events as needed.

Article X: Finances

1. Income: the income of the Central Florida Anarchy will come from:
 - a. Player dues
 - b. Fundraisers
 - c. Tournaments, matches, or other functions
 - d. Sponsorships
 - e. Other sources which has been approved by the Board

2. Expenses: Team monies may only be disbursed for expenses that have been authorized by the Board through an approved budget or by an additional funding resolution. The President and agent for the team have signature authority on the Anarchy's checking account.

Article XI: Dissolution

The Board may discontinue the activities of the Central Florida Anarchy as presently constituted. The dissolution of the Team requires a two thirds majority vote of members in good standing. Notice of the proposed dissolution will be circulated to all members no fewer than 45 days and nor more than 60 days prior to the meeting at which the matter is to be considered.

Upon the dissolution of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties assets and income of the corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax-exempt purposes which are reasonably related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax-exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

Article XII: Rules of Order

For any situation not set forth by this set of bylaws, Women's Football Alliance (WFA) bylaws shall be the governing body.

Article XIII: Statement of Immunity

No volunteer director or volunteer officer (as defined in the Act) shall be personally liable to this corporation or its members for monetary damages for a breach of such director's or officer's fiduciary duty; provided however, that this paragraph shall not eliminate or limit the liability of a director or officer for any of the following:

- a breach of the director's or officer's duty of loyalty to the corporation;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- a transaction from which the volunteer director or volunteer officer derived an improper personal benefit;
- an act or omission that is grossly negligent; or
- an act or omission occurring before the filing of these Articles.

Further, so long as it is tax exempt under §501(c)(3) of the Internal Revenue Code of 1986, as amended, the corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties occurring on or after the date these Articles are filed. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in said §501(c)(3).

In addition, the corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a non-director volunteer if all of the following are met:

- the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- the volunteer was acting in good faith;
- the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- the volunteer's conduct was not an intentional tort; and
- the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed.

If the State Act is amended after the filing of these Articles to authorize the further elimination or limitation of the liability of directors, officers or volunteers of nonprofit corporations, then the

liability of directors, officers and volunteers, in addition to that described in this Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the State Act as so amended, except to the extent that such assumption is inconsistent with the status of the corporation as an organization described in said §501(c)(3).

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or volunteer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

Article XIV: Statement of Indemnification

1. Non-derivative actions: The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, or non-director volunteer of the corporation, or, while serving as a director, officer or non-director volunteer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Derivative actions: The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer or non-director volunteer of the corporation or, while serving as a director, officer or non-director volunteer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

Article XV: Statement of Lobbying and Political Campaign Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article XVI: Statement of No Private Procurement

No part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.