



Phoenix Hellraisers, Inc.  
3135 W. Augusta Ave  
Phoenix, AZ 85051

[info@phoenixflagfootball.com](mailto:info@phoenixflagfootball.com)  
[www.phoenixflagfootball.com](http://www.phoenixflagfootball.com)

**OFFICIAL BYLAWS OF THE  
PHOENIX HELLRAISERS, INCORPORATED**

**ARTICLE ONE – NAME, PURPOSE AND LOCATION**

- 1.1 The name of this organization is Phoenix Hellraisers, Incorporated (hereafter “Phoenix Hellraisers”).
- 1.2 The purpose of the Phoenix Hellraisers is to promote the best of camaraderie. Our focus is to provide a positive, social, welcoming environment through the team characteristic inherent to football while capturing the athletic and competitive nature of flag football. As a predominantly gay and lesbian organization, we seek to promote self-respect within its members and mutual respect and understanding within the team, the league, and the general community. To achieve these goals, we believe it is a fundamental principle to be open and inclusive in all activities, social and competitive. No person shall be excluded on the basis of race, national origin, age, gender, religion, political affiliation, marital status, health, sexual orientation, gender identity, or athletic ability.
- 1.3 The organization may maintain offices at such place or places, either within or without the State of Arizona, as may be designed from time to time by the Executive Committee of the organizations’ governing group, known as the Commission, and the business of the corporation may be transacted at any of the designated offices.
- 1.4 A corporate seal shall not be requisite to the validity of any instruments executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the corporation and in the center the words “corporate seal”, the year incorporated and the state where incorporated.

**ARTICLE TWO – EXEMPT ACTIVITIES**

- 2.1 No member, officer, member of the Commission, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and the corresponding provisions of the Arizona Revised Statutes.

**ARTICLE THREE – MEMBERSHIP**

- 3.1 Phoenix Hellraisers membership is open to all people who wish to participate in the activities of the organization provided they:
  - A. agree to abide by the rules of the Phoenix Hellraisers or any rules as designated to govern competition
  - B. agree to abide by the Phoenix Hellraisers code of conduct, and
  - C. pay any applicable membership fees.



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- 3.2 Member fees will be due on a seasonal basis. In all cases the payment of membership fees shall be due in total prior to the start of any season of play. Players will be ineligible for play and forfeit any benefits of membership until fees are paid in full.
- 3.3 Members and any other participants (including scorekeepers and coaches) must sign a waiver of responsibility (as set forth by the Commission) before participating in any sanction event or competition.
- 3.4 All members must be 18 years of age.
- 3.5 The Commission has the right to waive these requirements by a majority vote.
- 3.6 Each member is entitled to one vote on each matter submitted to a vote of the members.
- 3.7 A member may resign by filing a written resignation with the Executive Committee, but such resignation shall not relieve the member of any obligations to pay outstanding fees. Outstanding fees may be waived by the Executive Committee.
- 3.8 The Commission, by majority vote, can suspend and/or remove a member for cause.
- 3.9 Membership is not transferable or assignable.

#### **ARTICLE FOUR – MEETINGS OF MEMBERS**

- 4.1 Meetings of the membership may be called by the Commission from time to time for any purpose as determined by the Commission.
- 4.2 All members in good standing must be notified of the time and location of such meetings at least two (2) weeks prior to a meeting.
- 4.3 Those members present at any meeting of the membership shall constitute a quorum. A majority vote of those present is required for approval by a meeting of the membership unless a greater proportion is required by law or by these by-laws.
- 4.4 Members may participate in meetings by means of conference phone or similar communication device of which all persons participating in the meeting can hear each other.
- 4.5 The Commission can determine a method for proxy voting by a majority vote. However, the proxy must be in writing. Proxy voting is not a requirement for a member of the membership.

#### **ARTICLE FIVE – THE COMMISSION**

- 5.1 The affairs of the corporation are the ultimate responsibility of the Commission. However, the Executive Committee of the Commission will manage the day to day affairs of the corporation. If the corporation does not have competitive activity for more than one (1) month, the Executive Committee of the Commission will function as the Commission. The Commission will be reconstituted as defined in section 5.3 one (1) month prior to the beginning of the competitive activity.
- 5.2 Members of the Commission must be members of the corporation.

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- 5.3 The Commission will consist of elected corporate officers and a single representative from each team participating in competitive activities. Team representatives will join the Commission one (1) month prior to the beginning of competitive activities in which their team will participate and will leave the Commission one (1) month after the completion of competitive activities in which their team participated.
- A. Each team can determine their representative to the Commission.
  - B. An officer can not function as a team representative.
- 5.4 The Executive Committee of the Commission will consist of the elected corporate officers.
- A. The Executive Committee meetings can be called as needed by one of corporate officers.
  - B. The Executive Committee will resolve any dispute or protests arising from any sanctioned competitive activity within 48 hours of the completion of the competitive activity.
  - C. The Executive Committee may require that disputes and protests be made in written form.
  - D. The Executive Committee must perform the following tasks for each competitive season: draft rules of play, define a means of player recruitment, determine the allocation and placement of new or returning players to teams and assign new or returning coaches and sponsor to teams.
- 5.5 A regular meeting of the Commission will be held at least once a year. A regular meeting of the Commission must be held at least once during a competitive activity that last longer than one (1) week.
- 5.6 Special meetings of the Commission will be called from time to time by the Executive Committee. The Executive Committee must call a special meeting of the Commission within two (2) weeks of receiving written requests for a special meeting from a majority of the members of the Commission.
- 5.7 Each member of the Commission must be informed of a regular or special meeting one (1) week prior to the meeting. Attendance at a meeting shall constitute waiver of notice of the meeting except when the person attends with express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. A member of the Commission may waive notice of a meeting in writing before or after the time of the meeting.
- 5.8 Each member of the Commission will have one (1) vote at Commission meetings. Each member of the Executive Committee will have one (1) vote at Executive Committee meetings.
- 5.9 The standing committees of this organization shall be the fund raising committee, the Tournament Committee, the Sponsorship Committee, the Publicity & Communications Committee, and the Roster Discretion Committee. The Executive Committee shall appoint to and retain discretion of members to these standing committees. The charges of these committees are as follows:
- A. Fund raising – in addition to sponsor fees and player fees, the fund raising committee will raise funds for the general operation of the corporation. The fund raising committee will assist individual teams in planning and executing their fund raising activities. The fund raising committee will maintain a schedule of fund raising activities.
  - B. Tournament – coordinate any short term tournament type activities as designated by the Commission and to disseminate information to facilitate team participation in like activities in other locales.
  - C. Sponsorship – assist in assuring all teams have a team sponsor and collect sponsor fees. The committee will also maintain a list of sponsors and other benefactors.
  - D. Publicity – promote organized activities of the corporation and publish the results of competitive activities in local, national, and international media.
  - E. Roster Discretion – determine player ratings and oversee the player draft process. Approval of all team roster changes after the start of competitive play. If a tie vote is reached, the question will then be referred to the Commissioner.



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## ARTICLE SIX – OFFICERS & DIVISIONS

- 6.1 The officers of this corporation shall be:
- A. Commissioner;
  - B. Assistant Commissioner;
  - C. Secretary/Treasurer;
  - D. Event Coordinator;
  - E. Community Outreach Coordinator,
- 6.2 The Commission will determine what divisions will exist. However, the divisions may not change more than once each year. Division changes can only be made prior to the election of officers as defined in section 6.1. The Commission cannot appoint officers after a change of division. The Commission may call a special meeting of the newly constituted division for an election of that division's officers. The new division officers will serve until the next regularly scheduled election.
- 6.3 The same person can not hold more than one office.
- 6.4 Each officer of the corporation shall be elected to a two year term.
- 6.5 The Commissioner, Secretary/Treasurer, and Community Outreach Coordinator will be elected in the same year and the Assistant Commissioner and Event Coordinator will be elected in the same year, but not in the same year as the Commissioner, Secretary/Treasurer, and Community Outreach Coordinator.
- A. The transition to the new elected terms will take place in 2010. First year some offices will be a 1-year term, to set staggering of elections.
- 6.6 An election of the officers will be held annually by a written vote of the members.
- A. The members of the league will elect the officers of this corporation.
  - B. The election will be each year no later than April 1 and will be held during a period of competitive activity.
  - C. The members will be notified 30 days in advance of the election that the existing officers will accept nominations for the upcoming elections. The notification will include a description of the positions that are available for the upcoming election as well as the name of the person currently holding the position.
  - D. Each member will be notified at least one (1) week prior to the election of those running for election.
- 6.7 Candidates for office must be a member in good standing.
- 6.8 Officers will take their office on May 1.
- 6.9 Vacancies.
- A. In case of a vacancy of the Commissioner, the Assistant Commissioner will complete the term of the Commissioner. In the event the Assistant Commissioner cannot fulfill the duties of the Commissioner, the Commission will call a meeting to elect a new Commissioner.
  - B. In the case of any other vacancy, the Commission will elect a replacement.

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- 6.10 An officer may be removed by a two thirds (2/3) vote of a duly announced and convened meeting of the Commission. The Commissioner may not preside at a Commission meeting to consider his or her removal. At least two (2) week written notice must be provided to all officers and Commission members of a meeting to consider the removal of an officer.
- 6.11 Any officer may resign his or her office at any time by giving written notice of his or her resignation to the Executive Committee. Such resignation shall take effect at the time specified in the written resignation or, if no time is specified, at the time of the receipt of the resignation. The acceptance of the resignation is not necessary to make it effective.
- 6.12 The duties of the Commissioner is as follows.
- A. The Commissioner will be the official spokesperson for the Phoenix Hellraisers and shall be responsible, with the advice and council of the Commission as provided by these by-laws, for the overall direction of the Phoenix Hellraisers.
  - B. The Commissioner shall chair all membership, Commission and Executive Committee meetings.
  - C. The Commissioner shall serve as voting members of all standing committees.
  - D. The Commissioner will represent the Phoenix Hellraisers at all regional, national and international meetings related to the operation of the corporation.
  - E. The Commissioner will ensure that all officers, members and coaches are conforming to NGFFL or other pertinent regulations.
  - F. The Commissioner will monitor any changes in NGFFL regulations and will represent the Phoenix Hellraisers best interests during processes where the NHHFL regulations are changed.
- 6.13 The duties of the Assistant Commissioner is as follow.
- A. The Assistant Commissioner shall exercise the power and authority and perform the duties of the Commissioner in absence or disability of the Commissioner.
  - B. The Assistant Commissioner will perform such duties as are assigned by the Commissioner to implement these by-laws.
  - C. The Assistant Commissioner is responsible for the acquisition of adequate playing facilities and qualified officiating staff for all competitive activities.
  - D. The Assistant Commissioner is responsible for the acquisition and inventory of necessary equipment for all competitive activities.
- 6.14 The duties of the Secretary/Treasurer is as follows.
- A. The Secretary/Treasurer will maintain the official copy of the by-laws, rules of play, code of conduct and any other related corporate documents.
  - B. The Secretary/Treasurer will record and maintain Commission and Executive Committee meeting minutes and make these minutes available to members as requested.



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- C. The Secretary/Treasurer will maintain a roster of all the competitive teams including their players and Commission representative.
  - D. The Secretary/Treasurer is accountable for all funds received and disbursed by the corporation.
  - E. The Secretary/Treasurer will prepare monthly and annual financial statements and present these reports to the Executive Committee. Financial reports will also be presented to any regular meeting of the Commission. An annual report will be available to any member in good standing upon request.
  - F. The Secretary/Treasurer will prepare budgets as requested by the Executive Committee. The budgets will include, but not limited to, funds for playing facilities, officiating staff, office expenses, mailings, awards banquets and all other necessary corporate expenses.
- 6.15 The duties of the Event Coordinator is as follows.
- A. The Event Coordinator together with the Community Outreach representative is responsible for recruitment of new members.
  - B. The Event Coordinator is responsible for scheduling and staffing all public events, including social events, fundraisers, recruiting events, and awards ceremonies.
  - C. The Event Coordinator shall work with the Community Outreach representative to aid in planning and staffing events to represent the Phoenix Hellraisers at public events, including Pride events, and Rainbows festival.
- 6.16 The duties of the Community Outreach representative is as follows.
- A. The Community Outreach representative together with the Event Coordinator is responsible for recruitment of new members.
  - B. The Community Outreach representative is responsible for promoting the Phoenix Hellraisers in the community through the social networking websites, sports websites, and local and national publications.
  - C. The Community Outreach representative is responsible for developing sponsorship proposals to obtain sponsorship opportunities with local and national organizations. The Community Outreach representative shall foster and develop professional relationship with sponsors and report regularly to the Executive Committee on the relationship with each sponsor.
  - D. The Community Outreach representative is responsible for coordinating committees to represent the Phoenix Hellraisers at public events, including Pride events, and Rainbows festival.

## **ARTICLE SEVEN - TEAM MEMBERSHIP AND COMPETITION**

- 7.1 Participation in competitive activities is open to any member in good standing. A member in good standing must fulfill the requirements listed in Section 3.1 and any other requirements as defined by the Commission.
- 7.2 Only members with signed waivers will be eligible for competitive activities.



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- 7.3 Team rosters will be determined using a draft system of members that are in good standing and have met the requirements listed in Section 3.1 and any other requirements as defined by the Commission.
- 7.4. The draft system will determined by the Commission each year. The Commission will establish the guidelines for selecting captains each year, determine the number of drafts and supplementary drafts that will be held, and determine the draft order.
  - A. Roster changes after teams the draft are referred to the Roster Discretion Committee for approval.
  - B. Rosters will remain in effect for the remainder of the scheduled competitive activity.
- 7.5 If at any time during a competitive season, a team's roster falls below the minimum number of players to fully populate the field of play due to injury, illness or lack of attendance, the team may petition the Commission for approval to add players. However, the team may not add more player than the maximum roster as determined prior to the beginning of play. Any player added to a roster must be a member in good standing.
- 7.6 Any player dropper from a roster may appeal for reinstatement to the Commission no more than once during a competitive season.
- 7.7 Inducements, whether financial or other, by any person(s) in any form to any player to play for a team is strictly prohibited.
- 7.8 A majority vote of the Executive Committee may waive these requirements in unusual circumstances.

#### **ARTICLE EIGHT - SPONSORSHIP**

- 8.1 Prior to each competitive season, the Commission will determine an appropriate sponsor fee necessary to ensure the financial stability of the Phoenix Hellraisers. The sponsorship committee will notify community organizations and businesses of sponsorship availability. The Commission, with the advice of the sponsorship committee, will select two (2) types of sponsors.
  - A. Team sponsors fees will pay for seasonal expenses such as competitive facilities, officiating staff and other supplies necessary for competition.
  - B. League sponsor fees will pay for special events as well as any other Phoenix Hellraiser expenses not covered by the team sponsor fees.
- 8.2 Sponsors must conduct themselves in concert with the Phoenix Hellraisers Code of Conduct.

#### **ARTICLE NINE - CONTRACTS, LOANS, CHECKS, PAYMENTS**

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- 9.1 The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 9.2 No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Commission. Such authority may be general or confined to specific instances.
- 9.3 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, 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 Commission. In the absence of such determination by the Commission, such instruments shall be signed by the treasurer and countersigned by at least the Commissioner or Assistant Commissioner.
- 9.4 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee may select.
- 9.5 The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

#### **ARTICLE TEN - FISCAL YEAR**

- 10.1 The fiscal year of the corporation shall be determined by the Commission.

#### **ARTICLE ELEVEN - PARLIAMENTARY RULES**

- 11.1 The proceedings of all meetings of this corporation shall be governed and conducted according to the latest edition of Robert's Manual of Parliamentary Rules. The rules may be waived by a majority vote of the body assembled to conduct corporate business.

#### **ARTICLE TWELVE - AMENDMENTS**

- 12.1 Changes to these by-laws shall be made at a duly announced and convened meeting of the Commission.
- 12.2 A quorum for this purpose will consist of two thirds (2/3) of the Commission.
- 12.3 At least two (2) week written notice must be provided to all Commission members of a meeting to consider amendment of these by-laws.

The undersigned, as secretary of Phoenix Hellraisers, Incorporated, hereby certifies that the foregoing amended bylaws were duly adopted by a written vote of the Commission of Phoenix Hellraisers, Incorporated on this 19th day of January, 2010.



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DATED THIS 19TH DAY OF JANUARY, 2010: I, Alex Cadenas, duly elected  
Secretary for the Phoenix Hellraisers in Phoenix, Arizona does by my hand hereby attest  
to the authenticity of these bylaws and in so doing formally certifies them as accurate and binding.

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Alex Cadenas  
Secretary