



Western Ultimate League Bylaws

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ARTICLE I – NAME and PURPOSE

Section 1.1: Name

The name of the organization shall be Western Ultimate League, which shall be referred to in these Bylaws through the abbreviation of WUL. Western Ultimate League may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2: Non-profit Status

WUL shall be a non-profit corporation incorporated and licensed pursuant to the State of California. WUL is organized to operate for the benefit of the teams participating in the league and the communities the teams serve under, and shall operate in accordance with section 501(c)(6) of the Internal Revenue Code.

Section 2: Purpose

WUL was established to advance the sport of ultimate frisbee by showcasing and amplifying women and nonbinary athletes.

Recognizing the privilege that got us here, our mission is to:

- Increase accessibility,
- Promote the visibility of underrepresented athletes,
- Cultivate a culture of inclusion and equity, and
- Use our influence and platform to broaden the spaces where our sport grows and develops.

In furtherance of such purpose, WUL shall:

1. Maintain the managerial and financial competence and capability to host competition for its teams;
2. Keep its members informed of organizational policy matters and reasonably reflect the views of its members in its policy decisions;
3. Protect the right of opportunity, without discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin or disability of an athlete, coach, manager, administrator or official to participate in the organization;



4. Establish rules regarding eligibility, participation, and competition and disseminate and distribute in a timely manner the applicable rules and any changes to such rules; and
5. Provide procedures for the prompt and equitable resolution of grievances.

ARTICLE II - BOARD OF DIRECTORS

Section 1.1: In General

WUL shall be governed by a Board of Directors whose members are selected in accordance with the provisions of these Bylaws.

Section 1.2: Board Authority and Powers

The Board of Directors is responsible for setting policy and guiding the long-term direction of the organization by supporting and promoting its mission, vision, and strategic plan. The Board of Directors shall oversee the management of WUL and shall select a qualified Executive Director who shall oversee the operations and day to day management of WUL.

In addition, the Board of Directors shall perform the following functions:

- (1) Set policy and provide guidance and strategic direction to the organization's mission and values;
- (2) Review and approve WUL's strategic plan and annual operating plans, budget, and business plan;
- (3) Implement procedures to onboard and evaluate the performance of the Board of Directors and the Executive Director;
- (4) Oversee financial reporting, and monitor compliance with laws and regulations;
- (5) Review and approve significant partnerships;
- (6) Approve financial strategies and borrowing commitments;
- (7) Oversee communication with key stakeholders, teams, and the public.

Section 2: Composition and Size

The Board of Directors shall consist of no more than one (1) "Team" Board Member for each team in the league, and "At Large" Board Members, whose number cannot exceed the number of teams in the league minus one.

Section 3.1: General Qualifications

Each Board member shall exhibit the following general qualifications:

- (1) Be at least eighteen (18) years of age;



- (2) Be of good character;
- (3) Be committed to serving in the best interest of WUL regardless of the constituency that selects the Board member;
- (4) Be willing to adhere to WUL policies and procedures; and,
- (5) Possess strong communication and interpersonal skills.

Section 3.2: Diversity

The Board of Directors shall recruit individuals who are highly capable of performing board responsibilities and who the organization believes will act in accordance with best practices and governing standards, keeping in mind the goal of diverse representation of the stakeholders and constituencies of the the owners, players, and fans of the WUL. WUL is also committed to taking meaningful and intentional actions to promote racial diversity among Board members.

Section 4: Terms

All Board members shall serve two-year terms and may serve up to three (3) consecutive two-year terms. There shall be a minimum of one (1) year between the expiration of a third consecutive term and the start of any new term. Serving more than one year shall constitute a full term.

Section 5.1: Board Election Procedures

Board members shall be elected and appointed as follows:

- (a) At Large Board Members: At-Large Board Members shall be appointed by the Board of Directors in accordance with the Board Selection Process addendum after a vote of the Board of Directors at a duly convened meeting of the Board of Directors. WUL staff members are ineligible to serve as voting Board members.
- (b) Team Board Members: Each team in the league is entitled to fill one spot on the board in accordance with the Board Selection Process addendum.

New members shall be seated at the following Board meeting.

Section 6.1: Meetings

The Board of Directors shall meet at least four (4) times per year. Additional meetings may be scheduled by the President as necessary.



Section 6.2: Attendance at Meetings

Board members shall attend all regular meetings of the Board of Directors whenever practicable. The Secretary shall monitor the attendance of Board members at meetings of the Board of Directors and Board members who fail to attend meetings shall be required to explain the reason or reasons for their absence to the President and/or the Governance Committee.

Any member of the Board of Directors who fails to attend at least three-quarters of the meetings of the Board of Directors during their initial term shall not be eligible for re-election to a second term unless the Governance Committee determines that unique and extraordinary circumstances prevented a particular individual from attending at least three-quarters of the meetings of the Board of Directors during their initial term, in which case such individual shall be deemed eligible for re-election to a second term.

Section 6.3: Notice

Reasonable notice consisting of at least five (5) days prior notice of the time and place of special meetings of the Board of Directors shall be given to each Board member.

Notice of any meeting of the Board of Directors shall be given by the President or by the President's designee. Notice of each regular meeting of the Board of Directors, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each Board member prior to the time designated for the meeting.

Section 6.4: Quorum

At any meeting of the Board of Directors, two-thirds of the Board members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum is present at any meeting, a majority of the Board members present at the meeting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 6.5: Action by Consensus

When a quorum is present at any meeting, any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation or these Bylaws will be made based on a consensus agreement (see attached Appendix).



However, amendments to these bylaws shall be made based on unanimous vote of a majority of the quorum.

Section 7.1: Resignation or Removal

Any Board member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board of Directors.

A Board member may be removed by a consensus vote by the Board members for cause. For purposes of this section “cause” shall mean the failure of the Board member to carry out their duties or responsibilities as a Board member or any action or inaction which materially and adversely affects or may affect WUL.

If a Board Member is interested in applying for a staff position with the WUL, the Board Member will be required to present their resignation to the Board prior to application for the staff position.

Section 7.2: Vacancies

In the event of the death, resignation or removal of a Board member, or when Board membership falls below the capacity necessary to carry out Board duties as stated in Article II Section 1.2, a special Board meeting(s) shall be convened for the purpose of nominating new Board members. The nomination and election process shall be subject to the same voting requirements as standard Board member elections.

Each Board member so elected shall serve for the unexpired portion of the term of the Board member being replaced. If the remaining term is less than one-half (1/2) of the length of a full term, such unexpired term shall not be counted toward the three term service limit set forth in Section 4 of these Bylaws. If the remaining term is one-half (1/2) or more of the length of a full term, the remaining term shall be counted as a full term with respect to the Board member elected to fill such vacancy for purposes of said two-term service limit.

Section 8: Compensation

No compensation shall be paid to any Board member for services as a Board member but, at the discretion of the Board of Directors, a Board member may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of WUL.



ARTICLE III – OFFICERS OF THE BOARD

Section 1.1: Board Officers

The Officers of the Board shall be President, an Executive Director, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, and a Secretary, and such other officers as may be elected in accordance with the provisions of this Article.

Section 1.2: Term of Office

Each of the President and Vice President(s) shall serve for a term of two (2) years or until a successor is duly elected and takes office or until the officer's earlier death, resignation, or removal.

Section 1.3: Term Limits

No individual may serve as President for more than two (2) consecutive terms and no individual may serve as President more than two (2) terms during a six (6) year period.

When an individual is elected to fill a vacancy because of a past President's resignation, removal, incapacity, disability or death, and the remaining term is more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the newly elected President may serve two (2) additional two (2) year terms following completion of the filled vacancy term.

Section 1.4: Election

Officers shall be elected by Board members at the first meeting of the Board of Directors of the calendar year.

Section 1.5: Vacancies

Any vacancy in the officers shall be filled by the Board of Directors.



Section 1.6: Resignation or Removal

Any officer may resign at any time by giving written notice to the President and/or the full Board of Directors. Such resignation shall take effect at the time the Board of Directors accepts the resignation.

Any officer may be removed from office at any time by a two-thirds (2/3) vote of all the Board members who are entitled to vote, with or without assigning cause. The officer in question shall not participate in the vote.

Section 2: President's Duties

The President shall be the chair of the Board of Directors. The President shall in general supervise the business and affairs of WUL. They shall preside at all meetings of the Board of Directors and the League Development Committee and shall perform such other duties as may be assigned by the Board of Directors. The President shall also chair the Governance Committee and League Development Committee.

Additionally, the President shall, as necessary, create special ad hoc committees and appoint chairs subject to approval by the Board of Directors. If a vacancy occurs in the position of committee chair the President shall appoint a new chair subject to approval by the Board of Directors.

Section 3: Vice President's Duties

In the absence of the President or in event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall also perform such other duties as from time to time may be assigned to them by the Board of Directors. The Vice President shall also chair the Diversity, Equity, and Inclusion Committee.

Section 4: Executive Director's Duties

The Executive Director shall be selected by and shall serve at the direction and will of the Board of Directors. The Executive Director shall serve as a non-voting, ex-officio member of the Board of Directors. The Executive Director shall have all of the powers and shall perform the functions and responsibilities usually vested in the Executive Director of a business corporation, including, but not limited to, the responsibilities described in Article II, Section 1.2 of these Bylaws.



Section 5: Treasurer's Duties

The Treasurer shall keep, or shall direct another to keep, the accounting records of WUL. At the request of the President or the Board of Directors, but in any case no less than once per year, and with the cooperation and assistance of the Executive Director and staff, the Treasurer shall prepare or cause to be prepared, and submit to the Board of Directors an annual budget.

Additionally, the Treasurer shall review the budget to ensure compliance with the approval of expenditures and financial policy of the Board of Directors, and cause independently audited financial reports to be prepared. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Board of Directors. The Treasurer shall also chair the Finance Committee.

Section 6: Secretary's Duties

The Secretary shall keep, or shall direct and cause another to keep, the minutes of the meetings of the Board of Directors and members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office address of each Board member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board of Directors.

Section 7: Other Officers

The Board of Directors shall appoint such other officers from time to time as may be necessary to conduct the business of WUL and shall assign such duties and responsibilities as the Board of Directors deems necessary. In addition, the Board of Directors may designate special consultants or agents at any time.

Section 8: Compensation

The Officers shall serve without compensation. This provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of official duties.

ARTICLE IV – EXECUTIVE DIRECTOR

Section 1.1: Executive Director Responsibilities

Subject to the general direction and policies of the Board of Directors as may be adopted from time to time, the Executive Director shall either directly or by delegation perform the following responsibilities, including but not limited to:



- (1) **Staff.** Manage all staff functions; determine the size and compensation of professional staff; and hire and terminate the professional staff in accordance with WUL's policies and guidelines.
- (2) **Strategy.** Develop a strategy for achieving the mission, goals and objectives of WUL in keeping with the policies adopted by the Board of Directors, implement the policies established by the Board of Directors and report to the Board of Directors concerning the results achieved.
- (3) **Finances.** Be responsible for resource generation allocation, including fundraising, and, alongside the Treasurer, prepare and submit annual budgets to the Board of Directors.

The Executive Director or their designated representative will attend all regular Board meetings, participate in Board discussions, and report to the Board on the progress of the organization.

Section 1.2: Contracts

Subject to the general direction and policies of the Board of Directors, the Executive Director shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of WUL any contract specifically authorized by the Board of Directors.

Any proposed contract that: (1) borrows or obtains credit in any amount or execute any guaranty; (2) commits to any obligation that extends for more than one (1) calendar year; (3) expends more funds for capital equipment than budgeted expenditures for any calendar month; or (4) commits for the purchase or sale of WUL's assets in excess of one thousand dollars (\$1,000.00) per month, shall require approval by the Board of Directors.

Section 2: Tenure

The Executive Director shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate which may be memorialized by contract on such terms and conditions as the Board of Directors deems appropriate.

Section 3: Hiring Procedures

A special Board committee may be designated to oversee and administer the hiring process. The committee shall advertise any vacancy on appropriate online venues. Following the review and consideration of all the applications received, the committee shall interview suitable applicants. Upon conclusion of the interviews, the committee shall issue a recommendation to the Board. Any applicant must be approved by a consensus of Board members.



Section 4: Evaluation

The Board shall conduct an annual evaluation of the Executive Director, which shall be coordinated by the President.

Section 5: Resignation or Termination

The Executive Director may resign at any time by giving written notice to the President and/or the full Board of Directors. Such resignation shall take effect after 60 days.

The Executive Director may be removed from office at any time by a consensus vote of all the Board members who are entitled to vote, for good and sufficient cause. Cause shall include, but shall not be limited to, acts of material dishonesty, disclosure of confidential information, gross or careless misconduct, or acts in any way that has a direct, substantial and/or adverse effect upon WUL's operations and/or its reputation within the ultimate community.

ARTICLE V – COMMITTEES

Section 1.1: Committees

WUL shall have the following standing committees

- (a) Governance Committee;
- (b) Finance Committee;
- (c) League Development Committee;
- (d) Diversity, Equity, and Inclusion Committee;

Other committees may be created from time to time by resolution of the Board of Directors, or at the recommendation of the President.

Section 1.2: Composition and Appointment

The members of each committee shall be appointed by the President at the first meeting of the Board of Directors of each calendar year. Any vacant committee seats remaining after the first meeting of the Board of Directors of each calendar year shall be filled in accordance with the procedures of the relevant committee. The composition of each committee shall be determined by the Board of Directors pursuant to the resolution creating such committee.

The term of each committee member shall be set forth in the resolution approved by the Board of Directors for that committee. No paid employee of WUL may be appointed as a voting member of any committee.



Section 2: General Powers

Each committee shall have such power, authority, and duties as provided for in these Bylaws or in the resolution creating and controlling the committee. No committee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the Board of Directors.

Section 3: Governance Committee

The Governance Committee shall be chaired by the President, and consist of at least the Secretary, and one additional board member.

The Governance Committee shall:

- Develop and implement organizational policies and board member evaluations;
- Coordinate the annual review of the Executive Director;
- Evaluate and recommend At-Large Board members for consideration of appointment, in the event that a special committee is not convened to for such purpose;
- Perform such other duties as assigned by the Board of Directors.

Section 4: Finance Committee

The Finance Committee shall be chaired by the Treasurer, and consists of at least two additional Board members and the Board President. The committee may also include 1 or 2 professionals retained for contract services or other administrative staff.

The Finance Committee shall:

- Assist in the review and preparation of financial reports to the Board;
- Work with the Executive Director to monitor the budget;
- Develop and implement financial and investment policies,
- Make recommendations to the Board regarding budget management;
- Develop league guidelines regarding team buy in and player compensation;
- Perform such other duties as assigned by the Board of Directors.

Section 5: League Development Committee

The League Development Committee shall be chaired by the Board President and shall consist of at least two At-Large Board members. The committee shall also include one representative from each team that is not a board member. The team representative shall be designated by the teams' leadership in accordance with their own policies.



The League Development Committee shall:

- Oversee, review and recommend policies related to an WUL Operating Manual and the WUL Rules.
- Assist in soliciting and reviewing applications for new teams, and review proposals for expansion recommendations from the Board of Directors.

Section 6: Diversity, Equity and Inclusion Committee

The Diversity, Equity and Inclusion (“DEI”) Committee shall be chaired by the Vice President and shall consist of the Executive Director and a minimum of three other Board members. The committee may also include other administrative staff and have 1 or 2 professionals serve as members. In order to advise and guide all committees, at least one member of the Diversity, Equity and Inclusion Committee - that is not the Executive Director - must sit on each of the other committees.

The Equity Committee shall:

- Develop, review and recommend equity initiatives;
- Work with DEI Consultant to develop and implement WUL’s DEI education plan and DEI Leadership Education;
- Oversee development of WUL’s DEI Policy;
- Develop steps to encourage team engagement, such as a DEI Town Hall;
- Develop a process for investigating and processing reports of DEI issues within the WUL;
- Oversee development and implementation of DEI communication channels and DEI Working Group;
- Perform such other duties as assigned by the Board of Directors.

Section 7: Meetings

Committees shall hold meetings as frequently as necessary in order to ensure that the committee’s business is being carried out effectively.

At a minimum each committee shall meet prior to any meeting of the Board of Directors and shall deliver a report to the Board of Directors on the actions of the committee to date.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended when necessary by a unanimous consensus of the voting Board members. Proposed amendments will be developed by the Governance Committee and then brought to the Board for discussion and approval by consensus.



ARTICLE VII - INDEMNIFICATION

The WUL shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, board member, employee or volunteer of the corporation against all expenses and liabilities including attorney's fees, judgements, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which the person may become involved by reason of the person's service in such capacity, provided that (a) such person's conduct was in good faith, (b) the person reasonably believed, in the case of conduct in the person's official capacity with the WUL, that the person's conduct was in the best interests of the WUL, and, in all other cases, that the person's conduct was at least not opposed to the best interests of the WUL, and (c) with respect any criminal proceeding, the person had no reasonable cause to believe that the person's conduct was unlawful.

No person shall be entitled to indemnification under Section 1 either (a) in connection with a proceeding brought by or in the right of the WUL in which the person was adjudged liable to the WUL, or (b) in connection with any other proceeding charging improper personal benefit to such person, whether or not involve action in the person's own official capacity, in which such person is ultimately adjudged liable on the basis that the person improperly received personal benefit. Indemnification under Section 1 in connection with a proceeding brought by or in the right of the WUL shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction of or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in Section 1.

Any indemnification under this Article (including any compromise or settlement payment), unless ordered by a court, shall be approved by a consensus decision of all of the Board of Directors who are not at that time parties to the proceeding upon determination that indemnification of the officer, board member, employee or volunteer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 1. In the event that all board members are parties to the proceeding, then the determination of indemnification shall be made by independent legal counsel selected by the board members.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.



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No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under the Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.



Appendix: Consensus Decision Making

The Consensus Decision Making Process is a process used to make decisions, wherein all participants must consent before action is taken. The spirit of consensus includes a shared understanding of why it makes sense to move ahead with a particular proposal. The process seeks to synthesize the wisdom of the group to produce the highest quality decision possible. The WUL strives to ensure a rigorous search for full agreement before finalizing decisions and values the commitment to reaching unanimity whenever possible and the full collaborative effort this goal requires. Due to the option for a majority vote if consensus cannot be reached, this is considered a modified consensus process.

Definitions:

- Support: A term used in the consensus decision-making process for those who agree with and support proposed decisions.
- Stand Aside: A term used in the consensus decision-making process to describe the action of those who are willing to let the group (including themselves) go forward with a proposed decision, but find themselves significantly not in alignment or holding substantial concerns about the proposed decision.
- Block: A term used in the consensus decision-making process by someone who feels called to stand in the way of a proposed decision because that person believes the group is making an extremely unwise, irresponsible, or immoral decision, or one in conflict with the basic purpose for the group's existence.
- Vote: Any time a Collective Council member agrees with and supports, stands aside from, or blocks a decision using the consensus process.
- Facilitator: Or Chair, used interchangeably for this appendix, the person who is leading and directing the discussion or committee.

Process:

1. Sponsor of an agenda item will present it to the group.
2. Facilitator will then ask for clarifying questions. NO discussion, just questions that need answering so that what is being proposed is clear and understood.
3. Facilitator, with group approval, sets a time limit for general discussion.
4. Discussion: At the end of the discussion, the facilitator will call for consensus. If there are no blocking concerns, consensus has been reached and the item is passed/approved/endorsed.
5. If there are blocking concerns, then they shall be stated and considered altogether as applicable.
6. Facilitator then asks the sponsor to address these concerns in turn.



7. If these concerns are met, or the sponsor modifies to fit, then consensus is reached and the item is passed/approved/endorsed.
8. If there are still blocking concerns, then the proposal is re-stated and steps 7-8 are repeated until all concerns are addressed.
9. Facilitator asks if members with concerns will step aside and if the member with a concern steps down then consensus is reached and the item is passed/approved/endorsed.
10. If the member with a blocking concern will not step down, then a vote will be taken. An 80% majority of members present need to vote for an item in order to pass/approve/endorse.
11. Any member can ask the facilitator to call for consensus during any step in this process.
12. Any member with a proposal before the membership should not facilitate that meeting or should step down as facilitator while the item is up for consideration.
13. All voting results shall be reported to the Secretary after the meeting, who will catalog them for the Board and committees and will be made available among the publicly visible meeting minutes. If they notice a pattern of a committee resorting to the 80% voting structure regularly or a pattern of exclusion/consistent blocking and standing aside by a single member of any group, the DE&I Committee will be notified and the issue will be addressed to ensure equitable voting practices.

