

Rocky Mountain Rugby
2019 Annual General Meeting Bylaw Proposals
Submitted by: Erik Geib, RMR Vice-President

Executive Summary

Attached are my submitted bylaw proposals for the 2019 RMR AGM. These proposed changes are as follows, and for the following purposes:

1. **Change:** Officer titles of union officers changed from President and Vice-President to ‘President – Senior Clubs’ and ‘President – College Programs.’ For the purpose of operation, each position serves as Executive Director to its constituency and the more tenured officer would have presiding duties when/as necessary.

Reason: Rocky Mountain Rugby was unique in its ability to retain its collegiate contingency through the many organizational changes proposed by USA Rugby from 2009-2014. Simultaneously, the union was encouraged to adopt bylaws that were part of a geographical union (GU) restructure focused primarily around the senior club game.

Currently, Rocky Mountain Rugby is believed to be the only GU that has a college-focused officer (Rich Cortez) as President. I believe Rich has been an excellent leader for the union and enjoy working with him tremendously, but believe it’s in the union’s best interest to have a title that clearly designates its senior club leader.

I also believe that creating two offices largely equal in power will prevent Rocky Mountain Rugby from making the mistake of splintering its adult rugby community like other geographies did. It is my belief that other unions regret this schism, and that it has hurt their ability to keep a functional relationship for the purpose of cooperation – including the recruitment, retention, and transition of athletes, coaches, officials, and administrators.

We are stronger together, and these proposed changes are a positive way to highlight that.

2. **Change:** Language changes around Groups, Divisions, and Executive Directors.

Reason: These changes are to put to paper the way the union has functionally operated for as long as I can recall. The Officers have always worked with clubs and elected representatives directly (including creating positions to be elected into) to ensure proper harmony throughout competitions and the union’s geography at large.

3. **Change:** Creation of an At Large Director.

Reason: The current Officer group consists of 5 members, but the referees don’t often functionally play a role in union operations. As such, there are generally 3-4 officers that operate the union. The addition of an At-Large Director role provides an additional leadership opportunity to the membership that doesn’t require specialized expertise. Moreover, as the referees rarely play a role in functional operations, this provides the union a fifth vote for Officer/Executive Committee decisions.

Constitution and Bylaws of the Rocky Mountain Rugby Football Union

CONSTITUTION AND BY-LAWS

OF

THE ROCKY MOUNTAIN RUGBY FOOTBALL UNION,
a Colorado not-for-profit corporation,

doing business as

ROCKY MOUNTAIN RUGBY

PREAMBLE

ROCKY MOUNTAIN RUGBY organizes, administers, controls, regulates, improves, teaches and fosters the growth and maintains the standards of the game of Rugby Union Football for the clubs that are its members within the geographic area its members agree. It shall represent its members before other official administrative bodies of rugby on a regional, national or international level (including, World Rugby [“WR”] and USA Rugby [“USAR”]), and shall organize, control and administer rugby games between regional bodies and visiting clubs as necessary. ROCKY MOUNTAIN RUGBY is a member of USAR and is a so-called Geographic Union within the USAR administrative structure.

ROCKY MOUNTAIN RUGBY will have exclusive jurisdiction over its members in matters pertaining to the administration of Rugby Union Football.

ROCKY MOUNTAIN RUGBY exists to preserve, protect, and foster the game of Rugby Union Football for its participants.

ARTICLE I

NAME

Section 1.01. NAME. The name of the corporation shall be ROCKY MOUNTAIN RUGBY. The corporation is hereinafter called the “Union” or this “Union.”

Section 1.02. GENDER. For purposes of simplicity, the feminine form as used below shall also include the masculine.

Section 1.03. JURISDICTION. The jurisdiction is COLORADO, WYOMING, and areas adjacent thereto where reasons of geography and the needs of the game of justify the extension of the Union’s jurisdiction.

Section 1.4. PURPOSE. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the specific purposes of the corporation are (i) to coordinate, administer, and foster national amateur competition in the sport of Rugby Union in COLORADO, WYOMING, and areas adjacent thereto where reasons of geography and the needs of the game of justify the extension of the Union’s jurisdiction; (ii) to support and develop amateur athletes for national competition in the sport of Rugby Union; (iii) to foster productive working relationships among organizations active in the sport of Rugby Union; (iv) to

promote and encourage physical fitness and public participation in the sport of Rugby Union; and (v) to carry on other charitable activities associated with these purposes as allowed by law. In furtherance of the foregoing purposes, this corporation shall be organized and operated primarily to conduct or support rugby competition and to support or develop amateur rugby athletes for national or international competition within the meaning of section 501(j)(2) or the Internal Revenue Code of 1986, as amended.

Section 1.05. ASSETS. This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 1.06. NONPROFIT ORGANIZATION. This Union is a nonprofit organization and no remuneration shall be paid to any "Officer" or member of the "Executive Committee" (as such terms are hereinafter defined) except for authorized expenses incurred in the performance of their duties.

ARTICLE II

MEMBERS

Section 2.01. MEMBERS. The "members" of this Union shall be persons, organizations or business entities as listed below:

(a) FULL MEMBERS. All rugby clubs within the jurisdiction of the Union that have been elected to membership in the Union as provided in this Constitution and By-Laws (these "By-Laws") shall be full members, with all rights and privileges of membership.

All clubs that are members of the EASTERN ROCKIES RUGBY FOOTBALL UNION, the Union's predecessor, as of the day of the adoption of these By-Laws are automatically members of the Union. Following the adoption of these By-Laws, additional member clubs shall be elected to the Union by a majority of full members at a general meeting upon nomination by a member club and a second by another member club. By terms of the motion made and seconded for membership, clubs may be admitted for membership on a probationary basis for one (1) year. Clubs admitted on a probationary basis have all of the rights and obligations of non-probationary members; however, the "Executive Committee" (as hereinafter defined) may suspend any probationary club if the Executive Committee determines that (i) the probationary club is unable or unwilling to conform to the rules and regulations of the Union, (ii) the continued participation of the probationary club in Union affairs presents a danger to other member clubs, and (iii) the continued participation of the probationary club represents an unacceptable liability to the Union or threatens the integrity of the Union or the game of Rugby Union Football. Probationary clubs may be admitted to non-probationary membership status after one (1) year of probationary status upon a simple majority vote of the members upon a motion made and seconded by member clubs at an Annual General Meeting of the members.

In order to maintain membership in the Union, each member club must pay its annual Union dues.

The ROCKY MOUNTAIN RUGBY REFEREE SOCIETY (the "Referees' Society") shall also be a full member.

(b) HONORARY MEMBERS. "Honorary Members" shall be any persons the Union desires

to honor. These members are elected by a majority of the full members. Honorary Members do not have a vote in Union matters and they do not pay dues.

(c) PATRON MEMBERS. "Patron Members" are persons interested in encouraging the growth of Rugby Union Football in ROCKY MOUNTAIN RUGBY who contribute set dues. These members are elected by the Executive Committee of the Union, which may determine the terms and conditions of such patron membership, including dues; however, Patron Members do not have a vote in Union matters.

(d) SPECIAL MEMBERS. "Special Members" are organizations that are affiliated with the Union in an administrative relationship whose characteristics are not covered in other specific membership categories. This class of membership does not vote in Union matters unless specifically authorized by the Union membership. Special Members may be created from time to time by Executive Committee.

Section 2.02. VOTING MEMBERS. Each full member has one vote at any Union meeting and shall be represented at any meeting by no more than two persons that must be registered to USAR for the club they represent. Honorary, Patron, and Special Members are always welcome at Union meetings and may join in any discussion, at the discretion of the chair; however, they have no vote in Union matters. No restriction shall be imposed on any member by virtue of race, creed, color, sex, national origin, religion or sexual orientation.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.01. PLACE OF MEETINGS. Annual and special meetings of the members shall be held within the GREATER DENVER AREA and must be called by the Executive Committee.

Section 3.02. ANNUAL GENERAL MEETING. The Union will hold an "Annual General Meeting" each year.

The Annual General Meeting will be held on a SATURDAY or SUNDAY during the month(s) of JANUARY, FEBRUARY, MAY, or JUNE.

At the Annual General Meeting (and in this order):

1. The senior "President" (as hereinafter defined) will preside over the meeting and report on the affairs of the Union during the period since the last Annual General Meeting;
2. The junior "President" (as hereinafter defined) will operate the meeting;
23. The "Treasurer" (as hereinafter defined) will report on the financial affairs of the Union during the period since the last Annual General Meeting;
43. The Union members shall elect the Union Officers for the coming year;
54. The "Divisions" shall elect the "Division Directors" (as such terms are hereinafter defined) for the coming year;
65. The Division Directors within each "Group" (as hereinafter defined) shall elect the Group's

“Executive Director”;

67. The members will consider any applications for Union membership by new clubs, which consideration shall be subject to the provisions of Section 2.01(a) hereof;

78. The Union shall address any scheduling issues related to upcoming year; and

89. The Union shall consider any new business.

At the discretion of the senior President, items 78- and 8-9 above may precede item 6.

Items for the Annual General Meeting agenda submitted by members must be submitted by members in writing to the Executive Committee no later than 30 days immediately before the subject Annual General Meeting.

Section 3.03. SPECIAL MEETINGS. A special meeting may be called at any time and for any purpose by ~~the a Union~~ President, or by a simple majority of the Executive Committee, or by a written request to the Secretary of 10 full members. Each member shall receive notice of a special meeting and a statement of its purpose.

Section 3.04. NOTICE OF MEETINGS. Notice of the place, date and hour and an agenda of any Union meeting shall be sent to each member not less than twenty-one (21) days before the meeting.

Section 3.05. QUORUM AND ADJOURNMENT.

At all meetings of the Union, one-half of the full members in good standing shall constitute a quorum.

Except as hereinafter provided, a quorum of members, present or represented by proxy, shall be required for the transaction of business at all general and special meetings of the Union.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the subsequent loss of a quorum, provided that any action taken is approved by full members present equal to a majority of a quorum.

At any time during a meeting, a simple majority of the members present and those represented by proxy, may pass a motion to adjourn.

Section 3.06. MANNER OF VOTING. Matters brought to vote shall pass by a simple majority of the votes cast unless specified otherwise.

Section 3.07. PROXIES.

Any member may be represented by a proxy.

A person’s authority as a proxy is established by a written document signed by an officer of the club issuing the proxy.

The proxy is only valid for items on the agenda.

Any member attending a Union meeting may question the validity of a proxy.

A proxy is invalid if two-thirds of the members present at the meeting vote against it.

Section 3.08. LOSS OF MEMBERSHIP.

A member shall lose membership in the Union for failure to pay dues and all levied fees, or for non-compliance with these By-Laws as determined by the Executive Committee.

Decisions of the Executive Committee made under this Section 3.08 concerning loss of membership may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

Section 3.09. LOSS OF “GOOD STANDING” STATUS BY MEMBERS.

A member shall lose its voting rights in the Union and become “not in good standing” as a result of its failure to meet its financial obligations to the Union, including its dues.

A demonstrated inability of a member club to conduct its business and deport itself in accordance with generally accepted principles and practices may be placed in this status by vote of the Executive Committee.

Decisions of the Executive Committee made under this Section 3.09 concerning loss of “good standing” may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

ARTICLE IV

OFFICERS

Section 4.01. OFFICERS AND TERM.

The Union “Officers” are:

1. “President – Senior Clubs”;
2. “Vice-President – College Programs”;
- ~~3.~~ “~~Treasurer~~Vice-President – Finance”;
- ~~4.~~ “~~Secretary~~Vice-President – Communications”;
- ~~5.~~ “At Large Director”; and
- ~~6.~~ “Executive Director-Referees.”

The above Officers compose the Executive Committee.

All of the Officer positions, except the Executive Director-Referees, are elected positions of the members and are elected in accordance with Section 4.02 hereof. Additional Officer positions may be established at the Annual General Meeting as needed by a vote of a two-thirds of members voting. Officers, other than the Executive Director-Referees, shall hold office for one (1) year, or until their successors are elected. The Executive Director-Referees is the president of the Referees Society, as such president is elected or appointed in accordance with the rules and regulations thereof.

Commented [Ma1]: Language lifted from the Capital GU bylaws.

Commented [Ma2]: EG: consider changing to 2 years? Empire has, “Upon adoption of bylaw change designating the term of office for officers as two (2) years, the terms of office will become effective at the scheduled Annual General Meeting for Summer 2018, for the following: President, VP Communication, ED Men, ED Women; Terms of office will remain at one (1) year for the following: VP Operations, VP Finance, VP Governance, ED Sevens; until the following Annual General Meeting, set for Summer 2019, upon which election, all terms of office shall be for a period of two (2) years.” New England similarly has, “Officers, other than the Executive Director-Referees, shall hold office for two (2) years, or until their successors are elected.”

Section 4.02. ELECTION OF OFFICERS. *

The Executive Committee may propose a slate of candidates for all or certain of the elected Officer positions (each, an “Office”), which slate shall be included in the notice of the Annual General Meeting.

Full members may nominate candidates for any Office by written notice to the Executive Committee no later than the 30 DAYS immediately before the subject Annual General Meeting and any such nominations shall be listed in the agenda published for the Annual General Meeting.

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If there is no candidate for an Office, as reflected in the agenda for the Annual General Meeting, nominations for such Office may be made at the meeting.

An Officer is elected if she receives a simple majority of the votes cast. If there are multiple candidates and no candidate receives a simple majority of the votes cast, the candidate receiving the fewest votes is eliminated and another vote is held. This process continues until a candidate receives a simple majority of the votes cast.

All ballots shall be secret unless this is waived by a simple majority of the members present.

An Officer takes her Office immediately upon the conclusion of the Annual General Meeting.

Section 4.03. REMOVAL OF OFFICERS. Any Officer may be removed by a simple majority of the votes cast at a Union meeting, providing a quorum is present and notice of this action has been given under Section 3.04.

Section 4.04. SUSPENSION OF AN OFFICER. Any Officer convicted of a felony shall be automatically suspended. Any Officer may be suspended by a majority vote of the Executive Committee upon a finding by such majority of the Executive Committee that (i) the Officer in question has, or is, acting in a manner contrary to these By-Laws and (ii) the immediate suspension of the Officer is needed to prevent injury to the Union. Suspension of an Officer, other upon conviction of a felony, may be reversed with the vote of a simple majority of the members present at any meeting of the members.

Section 4.05. RESIGNATIONS. Any Officer may resign at any time by giving written notice to ~~the a~~ Union President (and if ~~the a~~ President resigns, the President does so by written notice given to the ~~Vice~~ other President). Such resignation shall take effect at the time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. VACANCIES. Any vacant elected Office (other than the Executive Director-Referees) shall be filled by a simple majority of the votes cast of the Executive Committee, subject to confirmation at the next general meeting of the Union.

Section 4.07. POWERS AND DUTIES OF THE OFFICERS. The Officers of the Union shall have the following powers and duties to manage the property and affairs of the Union, subject to the review of the members.

1. PRESIDENT – SENIOR CLUBS. ~~The President shall organize and chair Union and Executive Committee meetings, and administer the activities of the other officers and committees of the Union. He/she shall encourage membership in the Union, and with the help of the members shall determine the Union objectives and work toward their achievement.~~ The President – Senior Clubs shall serve as the Executive Director for all senior clubs and senior club competitions, and is responsible for the

administration of activities within the senior club game. He/she shall encourage membership in the Union and, with the help of the members, shall determine the Union objects and work toward their achievement. The President – Senior Clubs is responsible for representing the Union to its National Governing Body and other adult club-affiliated organizations.

2. VICE-PRESIDENT – COLLEGE PROGRAMS. The President – College Programs shall serve as the Executive Director for all collegiate clubs and collegiate/university competitions, and is responsible for the administration of activities within the collegiate game. He/she shall encourage membership in the Union and, with the help of the members, shall determine the Union objects and work toward their achievement. The President – College Programs is responsible for representing the Union to its National Governing Body and other college-affiliated organizations. The Vice President is the President's deputy and assists the President in his/her duties and carries out such additional duties, as the President shall assign to the Vice President. The Vice President shall succeed the President in the event of his/her death, incapacity, resignation or removal from office.

3. SECRETARYVICE-PRESIDENT – COMMUNICATIONS.

The Vice-President – Communications (“Secretary”) shall compile, maintain and publish the Union membership directory with the assistance of the Executive Directors and Division Directors. He/she shall correspond with other unions to mutual advantage.

The Secretary shall counsel the Union and its committees on rules and procedure and ensure that these are followed.

The Secretary shall prepare the agenda for Union and Executive Committee meetings (although the presiding President may elect to have another Officer, including the President, to do so from time to time), keep the minutes of meetings, and publish them.

The Secretary shall maintain the records of the Union, and give these records to his/her successor in good order.

The Secretary shall maintain and publish these By-Laws and will execute internal and external Union correspondence as directed by the Executive Committee.

The Secretary shall maintain the Union's match schedule and may designate persons to assist him/her in this regard.

4. TREASURERVICE-PRESIDENT - FINANCE. The TreasurerVice-President – Finance (“Treasurer”) will collect, account for, budget and administer the funds of the Union. The Treasurer shall maintain the financial records of the Union, and give these records to his/her successor in good order.

5. AT-LARGE DIRECTOR. The At-Large Director is responsible for representing a broad spectrum of member views.

~~5.6.~~ EXECUTIVE DIRECTOR-REFEREES. The Executive Director-Referees represents the interest of the Referees Society on the Executive Committee.

7. SENIORITY OF PRESIDENTS. The President with a longer, current service as an Officer of the Union (“senior president”) shall organize and chair Union and Executive Committee meetings, and administer the activities of the other officers and committees of the Union. In the event that both Presidents are of equal current service, a vote of the full Executive Committee will decide the seniority of

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the presiding President positions. The President with a shorter, current service as an Officer of the Union (“junior president”) shall be responsible for organizing the Annual General Meeting and the absorption of operational knowledge for preservation to future officers. Seniority is defined by current, consecutive time serving the Union as an Officer in a current term, not the sum total of experience in non-consecutive terms.

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ARTICLE V

GROUPS, DIVISIONS, AND EXECUTIVE DIRECTORS

Section 5.01. GROUPS.

“Men’s Club Rugby”, “Men’s College Rugby”, “Mountain Rugby”, “Women’s Club Rugby”, and “Women’s College Rugby” (as such terms are hereinafter defined and each of which is a “Group”) each shall have an “Executive Director” to (i) coordinate the competition of such Group, (ii) foster the interests of clubs within the Group, and (iii) represent the Group as a whole on the Executive Committee. The Executive Director of the Group chairs any meetings of the Group. Each Executive Director is a member of the Executive Committee and is subject to removal from office in the same manner as an Officer. Executive Directors who resign, die, or are otherwise removed shall be replaced by a majority vote of the Group’s “Division Directors” (as hereinafter defined)

“Men’s Club Rugby” consists of all member clubs that play:

1. Men’s USAR Division 1 / Elite-Level Senior Club Rugby;
2. Men’s USAR Division 2 Senior Club Rugby;
3. Men’s USAR Division 3 Senior Club Rugby;
4. Men’s USAR Division 4 Senior Club Rugby;

“Men’s College Rugby” consists of all member clubs that play:

1. Men’s USAR Division 1 / Elite-Level College Rugby;
2. Men’s USAR Division 2 College Rugby;
3. Men’s USAR Division 3 College Rugby;
4. Men’s USAR Small-College Level College Rugby;

“Mountain Rugby” consists of all member clubs that play:

1. Men’s Club Rugby in the Rocky Mountain Summer Mountain League;

“Women’s Club Rugby” consists of all member clubs that play:

1. Women’s USAR Division 1 / Elite-Level Senior Club Rugby;
2. Women’s USAR Division 2 Senior Club Rugby;

3. Women's USAR Division 3 Senior Club Rugby;

"Women's College Rugby" consists of all member clubs that play:

1. Women's USAR Division 1 / Elite-Level College Rugby;
2. Women's USAR Division 2 College Rugby;
3. Women's USAR Division 3 College Rugby;
4. Women's USAR Small-College Level College Rugby;

Section 5.02 DIVISIONS.

Each such competitive USAR Division within a Group shall elect a "Division Director," who ~~shall chair any meetings of the Division and vote for the Group's Executive Director~~ may represent the Division in competition committee meetings and work with the Executive Director for the proper administration of his/her Group. A Division Director may also chair any meetings of the Division at the discretion of his/her Executive Director. Each Division Director shall be elected if a simple majority of the clubs of that USAR Division in attendance vote for her at the Annual General Meeting. Each Division Director is subject to removal from office in the same manner as an Officer. Division Directors who resign, die, or are otherwise removed shall be replaced by a majority vote of the Division's members.

~~Section 5.03~~ ~~ELECTIONS OF EXECUTIVE DIRECTORS.~~

~~After the Division Directors are elected, the Division Directors may elect, by a simple majority of the Division Directors, the Executive Director for such Group.~~

Section 5.034 UNION OFFICIALS.

For the purpose of these By-Laws, the "Union Officials" are the members of the Executive Committee and the Division Directors.

ARTICLE VI

COMMITTEES

Section 6.01. EXECUTIVE COMMITTEE.

(A) Members.

The Executive Committee is comprised of ~~the following members:~~

- ~~1. The Officers;~~
- ~~2. The Executive Directors; and~~
- ~~3. The Executive Director Referees or her designee; the Officers of the Union.~~

Each member of the Executive Committee shall have one vote in the Executive Committee.

(B) Powers and Duties.

The Executive Committee shall administer the day-to-day activities of the Union and make the decisions necessary to meet the objectives of the Union. ~~The Officers of the Union propose the Union's~~The Executive Committee sets the budget and the members' dues, ~~which is subject to vote by the Executive Committee.~~ The Executive Committee shall have the power to add non-voting members, and to appoint committees. The Executive Committee shall ensure that By-Laws are followed. The members of the Executive Committee are also the members of the Union's Board of Directors. The Board of Directors will meet at least once annually in accordance with the proper execution of the Union's corporate business and in compliance with applicable law.

Executive Committee Meetings shall be called as needed by ~~the either~~ President or by any three other Officers.

Written notice of the purpose of the meeting, and an agenda shall be provided, at least seventy-two (72) hours before the meeting; provided, however, in the event of an emergency, only such notice is reasonable need be given. Meetings may be held in person, by telephone or video conference, or by other means permitted by advances in technology as are adopted as a standard business practice in the wider world, or any combination thereof.

In order to have a quorum, (i) ~~the either~~ President ~~or Vice President~~ and (ii) at least ~~four-three~~ (4) other voting members must participate in the meeting (provided, however, if a meeting of the Executive Committee is duly noticed and less than a quorum is obtained, so long as ~~the President or Vice President~~ either President participated in the meeting, the Executive Committee members participating in the meeting may provisionally act, which actions shall become formal and effective acts of the Executive Committee when ratified in writing by a simple majority of the Executive Committee).

The Executive Committee will work with any Geographic Union Administrative Director (the "GU-AD") employed by USAR or the GU and assigned to the Union to assist the Union in the administration of its affairs; however, the Executive Committee, not the GU-AD, is responsible for the conduct of the Union's affairs. The GU-AD is not a member of the Executive Committee but may be an employee of the Union.

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Section 6.02. DISCIPLINARY COMMITTEE.

(A) Purpose.

The Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct on, or associated with, the field-of-play.

In addition, the Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct off the field-of-play that reflect upon the game of Rugby Union Football and jeopardize the interests of the game.

(B) Operation.

No later than fifteen (15) days after the Annual General Meeting, the senior President shall nominate the chairperson of the Disciplinary Committee ("D/C Chair"), who is subject to confirmation by a simple majority of the Executive Committee—(Pending the approval of any nominee, the incumbent D/C Chair shall continue to serve.)

No later than ten (10) days after her confirmation, the D/C Chair shall nominate a panel of at least three

(3), but no more, ten (10) people to serve on the “D/C Panel,” which is the group of individuals from which the members of a particular “Disciplinary Committee” that will consider particular disciplinary matters shall be drawn. Nominees to the D/C Panel are subject to confirmation by a simple majority of the Executive Committee, which may confirm or reject any or all of the nominees. If member clubs are playing matches at any point in time when there are not five (5) members of the D/C Panel, including the D/C Chair, the senior President shall appoint a sufficient number of individuals to D/C Panel on a temporary basis so that there are five (5) members of the D/C Panel, including the D/C Chair. As members of the D/C Panel are nominated and confirmed by the Executive Committee, the nominated and confirmed members shall replace the temporary members appointed by the senior President. Individuals appointed to the D/C Panel on a temporary basis by the senior President may be nominated and confirmed as regular members of the D/C Panel. There are no particular requirements for membership on the D/C Panel, except (i) the panel members should be experienced rugby people willing to fulfill the duties of membership on the D/C, (ii) in addition to the D/C Chair, one (1) of the panel members should (but need not) be a licensed attorney so that such person may act as the temporary chair of the D/C when the D/C Chair is not available to serve as chair in accordance with these By-Laws, and (iii) current Union player or coaches may not serve on the D/C Panel.

The D/C Chair and the Disciplinary Committee shall operate under the published DISCIPLINARY PROCEDURES of USAR and World Rugby.

Section 6.03. OTHER COMMITTEES. The Executive Committee may appoint other optional work committees as necessary to achieve the Union’s objectives.

ARTICLE VII

INDEMNIFICATION

Section 7.01. MANDATORY INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Union shall indemnify, to the fullest extent now or hereafter permitted by law, each Union Official (including each former Union Official) who was or is made a party to or witness in, or is threatened to be made a party to or a witness in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding.

Section 7.02. MANDATORY ADVANCEMENT OF EXPENSES TO UNION OFFICIALS. The Union shall pay expenses (including attorneys’ fees and disbursements) incurred by a Union Official referred to in Section 7.01 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.01 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Union Official in her capacity as a Union Official shall be paid by the Union in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Union Official to repay all amounts in advance if it shall ultimately be determined that she is not entitled to be indemnified by the Union because she has not met the standard or conduct set forth in the first sentence of Section 7.05 hereof.

Section 7.03. PERMISSIVE INDEMNIFICATION AND ADVANCEMENT OF EXPENSES. The Union may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason

of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding. Subject to Section 7.02 hereof, the Union may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of her participation in an action, suit or proceeding referred to in this Section 7.03 in advance of the final disposition of such action, suit or proceeding.

Section 7.04. BASIS OF RIGHTS: OTHER RIGHTS. Each Union Official shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Union and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.05. Determination of IndemnificationDETERMINATION OF INDEMNIFICATION. Any indemnification under this Article shall be made by the Union only as authorized in the specific case upon a determination that indemnification of the authorized representative is proper in the circumstances because such person has acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding or (ii) by a quorum of disinterested Directors so directed by outside legal counsel in a written opinion. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon 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 which such person reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 7.06. InsuranceINSURANCE. The Union may purchase and maintain insurance on behalf of each Union Official against any liability asserted against or incurred by such Union Official in any capacity, or arising out of such Union Official's status as such, whether or not the Union would have the power to indemnify such Union Official against such liability under the provisions of this Article. The Union shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board of Directors or if, in the business judgment of the Board of Directors, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Union may purchase and maintain insurance on behalf of any person referred to in Section 7.03 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Union would have the power to indemnify such persons against such liability under the provisions of this Article.

ARTICLE VIII

ADDITIONAL ITEMS

Section 8.01. DONATIONS. The Union shall be authorized to accept donations from any person or organization. The Union may establish a sponsored fiscal accounts program, which shall comply with the

rules and regulations of the IRS.

Section 8.02. CERTAIN CONTRACTS AND CHECKS. All deeds, documents, transfers, contracts, engagements, bonds, bills of exchange and other instruments shall be signed by one of the President ~~or Vice President~~s and any one of the Officers holding the office of Treasurer or Secretary. No other person, Officer, member or other party connected with the Union shall have any authority to bind the Union by any contract or agreement or to pledge its credit.

All checks must be signed by the Treasurer (provided, however, the Secretary shall be additional signatory on Union accounts in the event of the unavailability of the Treasurer).

All checks over \$1,000 in value must be authorized in writing by ~~the a Union~~ President ~~or Vice President~~.

Final responsibility for all expenditures shall rest with the Executive Committee.

Section 8.03. REPORTS. The Treasurer shall be responsible for accounting to the members for all the funds received and expended by the Union.

Section 8.04. DEPOSITS AND INVESTMENTS. The Treasurer, with the approval of a majority of the Executive Committee and subject to the review of the members, may invest the funds of the Union in accordance with Union By-Laws and objectives.

Section 8.05. FISCAL YEAR OF UNION. The annual fiscal period shall be AUGUST to JULY.

ARTICLE IX

GENERAL ARTICLES

Section 9.01. DISCRIMINATION. No member of the Union may discriminate in its membership on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap.

Section 9.02. ELIGIBILITY. All questions about the eligibility of players shall be referred to the Executive Committee of the Union for adjudication.

Section 9.03. CHANGING CLUB MEMBERSHIP. During a competitive season (*i.e.*, 7's or 15's), no player may switch teams without a written release from the senior club or college she is leaving. In cases of dispute, the Executive ~~Committee~~ Director of the club the player is leaving shall rule on a player's status. In addition, any player changing clubs mid-season must comply with all USAR regulations pertaining thereto.

Section 9.04. AMENDMENT. These By-Laws may be altered or new By-Laws may be adopted, by a two-thirds majority vote of a quorum of full members. Proposed changes shall be submitted in writing to the Secretary not less than thirty (30) days before the meeting for inclusion in the agenda. The Secretary shall send copies of the proposed changes to the members.

Commented [Ma5]: Want to change? Some unions do 60 days, some as few as 21

Section 9.05. ACCESS. All members have the right of full access through the Union Secretary to copies of all official documents, records, reports, minutes and correspondence of Union affairs and the Union relations with bodies to which it is affiliated.

Section 9.06. ATTENDANCE. All members have the right to attend Executive Committee Meetings of the Union.

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Section 9.07. CLUB CONTACT INFORMATION. The Union Secretary must be given written notice of each club's officers' names, addresses (postal and email), and telephone numbers prior to the Annual General Meeting.

Section 9.08. NOTICES. Notices contemplated hereby must be in written and shall be delivered by personal delivery, U.S. Mail, express courier or email (or any replacements thereof as the result of advances in technology as are adopted as a standard business practice in the wider world).

Section 9.09. ROBERTS RULES OF ORDER. The rules contained in Robert's Rules of Order Revised shall govern the Union's meetings (including its committee meetings) in all instances when such rules are not inconsistent with these By-Laws.