# WASHINGTONYOUTH RUGBY 

(A Washington State Non-Profit Membership Organization) BYLAWS

## Article I. Introduction

Section 1.01. The Organization. These Bylaws shall govern the internal operations of Washington Youth Rugby, aka "Rugby Washington," "Rugby WA," or the Organization. Rugby WA is the State Youth Rugby Organization (SYRO) that oversees Youth and High School rugby in the State of Washington. Rugby Washington is a registered 501c3 corporation and is a member of USA Rugby Youth and High School and of World Rugby.

Section 1.02. Purposes. The purposes of the Organization are as follows:
A. To provide a fun, safe, inclusive, and welcoming environment for playing the sport of rugby in Washington State at the Youth and High School level and to the development of better people through participation in competitive field sport. Decisions will be centered on principles of being fair, reasonable, and consistent and will focus on the development of the sport and the participating players.
B. To promote rugby's core values of respect, integrity, solidarity, passion, and discipline as well as camaraderie, hard work, and friendship with those engaged in our organization through our sport of rugby and our work in the community. These values will help develop physical, mental, and interpersonal skills that will produce better individuals both on and off the pitch.
C. To set and practice shared goals for our members to achieve success both individually and within the community for the improvement of the game.
D. To fairly settle disagreements between members or member groups according to the procedures and principles set out by Rugby Washington, USA Youth and High School Rugby, USA Rugby, World Rugby, and the core values of the sport.

Section 1.03. Authority. Pursuant to the membership agreement with USA Youth and High School Rugby (USAY\&HSR), this Organization is the governing body of youth and high school rugby in the State of Washington.

Section 1.04. Adoption of Laws. The Organization adopts the Laws of the Game as promulgated by World Rugby and with the USAY\&HSR adopted adjustments and amendments.

Section 1.05. Fiscal Year. The fiscal year of the Organization shall be as decided by a resolution of the Rugby WA Board of Directors.

Section 1.06. Definitions. For purposes of these Bylaws, the following terms shall have the meaning given:

Act: Revised Code of Washington (RWC), the Washington Nonprofit Corporation Act, Chapter 24.03 et. seq., as amendedfrom time to time.

Board: The Board of Directors of Rugby Washington. The Board consists of Governing Directors and Conference Directors. Decisions involving play and competition decisions shall be made by the full Board. Business decisions of the Organization can be made by the Governing Directors alone.

Club Administrator: An individual who is ordinarily engaged in the management or administration of a youth rugby club. All club administrators should be current members of USAY\&HSR or USAR in the administrator category, or other category that has background checks andSafeSport.

Club Representative (CR): The CR is responsible for voting on behalf of their club members for the Governing Directors. There is one (1) CR per registered club which results in one (1) vote each.

Coach: An individual who trains, mentors, develops, or otherwise instructs players participating in a rugby match or training session. All Coaches must have a current USA Rugby Level 100 Coaching certificate to coach touch, tag, or other non-contact rugby. Coaches must have a Level 200 to coach tackle or any contact rugby. All coaches must be current members of USAY\&HSR or USA Rugby and have current USA Rugby Background check and SafeSport certification. Every team that participates in a game must have at least one coach present and actively supervising them. A current Level 200 coach must be present for contact/tackle matches while a Level 100 coach is required for touch/non-contact rugby matches. A person who does not meet these criteria is not a Coach and may not act as such.

Conference: A group of youth rugby teams that are geographically grouped together to facilitate competition and administration of Rugby WA activates.

Conference Director: An elected representative from each Conference that is given authority by their conference to vote on Rugby WA issues focused on play and other issues as determined by the Governing Directors. Each conference shall have only one Director who is responsible for assessing the needs and input of their Conference. Conference Directors shall be elected by the Team Representatives.

Director: A member of the Board of Directors of the Organization.

Executive/Managing Director: An employed member of the Organization hired by the Directors, if they choose. They act as the general manager of the Organization, and are subject to the control of the Board.

Governing Director: An elected representative of Rugby WA, voted on by the Club Representatives. Governing Directors shall have authority as a group to make organizational
decisions that regard non-conference/non-play issues.
High School Rugby: Rugby played by persons who are currently attending High School or within the current scholastic year have attended recognized high school education in the U.S. All High School players should be in possession of a valid student ID if they attend high school or birth certificate with an applicable date of birth for home-school students. Overseas players must be able to provide government issued identification to prove they are either students at equivalent institutions in their home countries or are in the same age range as the U.S. High School Students. Anyone not a current U.S. High School student requires a written waiver from the Rugby Washington Board or chair of eligibility subcommittee before they can play or train.

Match Official/Referee: An individual who officiates a rugby match. Match officials will ensure that matches are conducted in a safe, fair, and fun manner by all participants. Match Officials may include Head Referee, Assistant Referee, Touch Judge, \#4 Official, and Technical Zone managers among others. All full contact matches must be refereed by an individual with a current World Rugby Level 1 Certificate. Head Referees for non-contact, modified contact, or light contact games may be individuals with a "USA Rugby Introduction to Refereeing" Certificate. All Match Officials must have a current World Rugby or USA Rugby certification/license as a match official and be current members of USAY\&HSR or USA Rugby.

Organization: Means Washington Youth Rugby, the organization that adopts these Bylaws.
Rugby Activity: Any team or club meeting, practice, training, scrimmage, game, match, or competition.

Rugby Team: Either a group of rugby players that take the field to participate in a particulargame of rugby, OR an entity of a Rugby Club that is entered into a league or other competition that logically represents a group of Rugby Players. A Rugby Team within the framework of the Conference structure has voting capability through the mechanism of the Team Representative.

Rugby Washington: The organizing and governing State Youth Rugby Organization for the Sport of Rugby Union (contact and non-contact) in the State of Washington. Formally Washington Youth Rugby, also known as Rugby WA.

Player: An individual who participates in a rugby match or training session as a player. All players who participate in Rugby Washington training sessions or games must be registered members of Rugby Washington, a Rugby Washington Club, USA Youth and High School Rugby, and USA Rugby.

State Youth Rugby Organization or SYRO: Any member of USA Youth and High School Rugby.
Team Representative (TR): The TR is responsible for voting on behalf of their team in matters put to their given Conference. The TR also votes for or against their Conference Director to represent them to the Board and should submit input to their Conference Director on all matters of Rugby WA. There is one (1) TR per team.

U19: U19 means or refers to one or more Athletes who are 18 years or younger on August 31
immediately prior to the Season for which the Athlete registers for membership.

USA Rugby: The United States of America Rugby Football Union. Also known as USAR, USARFU etc. a Delaware non-profit corporation recognized as the national governing body for rugby union under the Amateur Sports Act.

USA Youth and High School Rugby: Parent body of Rugby Washington and an affiliation organization with council status within USA Rugby. USAY\&HSR is the governing body for all the State Youth Rugby Organization in the USA and a District of Columbia non-profit.

World Rugby: The world governing body for rugby union, based in Dublin, Ireland.
Youth Rugby: Rugby played by persons who have not yet entered High School.

Youth and/or High School Rugby Club: A club created to coach, develop, mentor, and train a number of boys, girls to play the sport of rugby. Rugby Clubs may consist of several distinct teams, divided on such issues as age, physical size, gender, ability or other similar characteristics. Youth Rugby Clubs which operate several teams will have an administrative structure common to all teams.

## Article II. Individual Membership

Section 2.01. General Membership Eligibility. Membership in the Organization shall be open to all individuals without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, gender, sexual orientation, gender identity, or veteran status.

Section 2.02. Individual Membership in the Organization. The Corporation shall recognize the following categories of individual membership whose term of membership in the Corporation shall be as determined by the Board of Directors: youth and high school athletes, coaches and referees; Administrators of youth and high school teams and clubs; Administrators of the Organization; and other individuals admired through other procedures adopted by the Board of Directors. No individual member shall be entitled to vote on any matter of business unless expressly stated in these Bylaws.

Section 2.03. Additional Authority. All terms and conditions of individual membership in the Organization as well as other classes of individual membership may be determined and modified by the Board of Directors.

## Article III. Organizational Membership

Section 3.01. Authority. Rugby WA is identified as the State Youth Rugby Organization which the USAY\&HSR has recognized and designated to sanction, manage, supervise, promote and facilitate

Section 3.02. Membership Categories, Rights and Responsibilities. Membership roles and responsibilities are designated by these Bylaws and as determined by the Board of Directors. The needs of the Organization require varied levels of participation and responsibility among its membership.
A. Voting Member. The voting Members of the Organization shall be organized into three categories: Board Members, also known as the Board of Directors, Team Representatives and Club Representatives

- Board Members are recognized as consisting of Governing Directors and Conference Directors. These Board Members are voted into office and hold the responsibilities as designated in these Bylaws.
- Club Representatives are chosen by the members within their club and get one (1) vote each. They shall have the right to vote on the Governing Directors and other issues identified in these Bylaws or deemed by the Board of Directors to be open to representative vote.
- Team Representatives are chosen by their own team and get one (1) vote each. The Organization has recognized and designated that Team Representatives may manage, supervise, promote and facilitate rugby activities on behalf of their team as it may be agreed upon within each team structure.
B. Club Member. An eligible Club Member must be registered with USAY\&HSR and USA Rugby and be in good standing with the Organization as determined by the Board of Directors. A Club Member must be a Youth and/or High School Rugby Club and has been granted the following rights and responsibilities: to increase participation in their local area; to enforce disciplinary and sanction decisions from Rugby WA, USAY\&HSR, USA Rugby, and SafeSport; such other authority and responsibilities as may be determined by the Board of Directors from time to time.
- The applicant must be a non-profit corporation under the laws of its state of incorporation; and
- The applicant must have and maintain tax-exempt status under Section 501(c)(3) of the Code.
C. Individual Member. In accordance with Article II., the Organization shall recognize the following categories of individual membership whose term of membership in the Organization shall be as determined by the Board of Directors: U19 athletes, coaches and referees; Administrators of U19 teams and clubs; Administrators of the Organizations; and other individuals admitted through other procedures adopted by the Board of Directors. No individual member shall be entitled to vote on any matter of business unless expressly stated in these Bylaws.
D. Interim Member Club. After an affirmative vote of the Board of Directors is in accordance with Section 3.03, the club will obtain the status of Interim Member for six (6) months. During this time, the club will not be entitled to vote on any matter of business unless expressly stated in these Bylaws or identified by the Board of Directors in a subsequent decision. After the interim period, the Board of Directors will choose to admit the Interim

Member Club or reject them due to non-compliance with these Bylaws.

Section 3.03. Application, Recognition for Membership. An entity that desires to become a Member must submit a written request using the New Club Application and demonstrates that it meets the conditions for recognition. These applications must contain, but are not limited to the following information:
A. Name, address, and phone number of coaches, administrators, and officers;
B. An official permanent mailing address; and
C. Registered state and federal business documentation.

Coaches and Administrators must be appropriately qualified as required by these Bylaws, applicable local and state regulations, USAY\&HSR, USA Rugby, and World Rugby. The Board of Directors may prescribe additional terms and conditions for recognition.

After submitting a completed application, a club will be admitted as interim members to the league with a $75 \%$ affirmative vote of the Board of Directors via an electronic vote. The Board of Directors may establish deadlines for application submission as well as additional terms and conditions for recognition.

Section 3.04. Recognition of Existing Club Members. Notwithstanding Section 3.02, clubs that were recognized as clubs by USA Rugby as of the end of the calendar year 2019 are recognized as Club Members as of the enactment of these Bylaws. A list of all such recognized Club Members is attached hereto and incorporated herein. Each club recognized under this Section 3.04 shall comply with Section 3.03 within six (6) months of the date of enactment of these Bylaws and shall execute a membership agreement within three months of the date of enactment of these Bylaws.

Section 3.05. Resignation. A Member Club may resign from Rugby WA at any time with or without cause. The resignation must be submitted in writing to both the President and Secretary of the Board. The Secretary will record the action in the minutes of the next regularly called meeting. The resigning Member Club will remain liable for its share of the financial obligations of the league for the fiscal year in which the resignation was submitted.

Section 3.06 Discipline and Removal of a Member. The Organization may impose any warnings, remedial actions, sanctions, and penalties including, but not limited to, fines, interest and removal from membership, if the Board of Directors determines the Member:
A. Has not timely executed the Membership agreement;
B. Has not timely paid its dues, fees and assessments to Rugby WA;
C. Has entered liquidation or dissolution proceedings;
D. Has entered bankruptcy protection;
E. Is not in good standing to do business in its state or states of registration;
F. Has not complied with its state or federal tax reporting obligations;
G. Does not comply with U.S. Code 36 Section 220530 (relating to the protection of children
from abuse and sexual contact) or does not enforce compliance with said Section among its members;or
H. Fails to substantially comply with these Bylaws, other adopted policies, or its membership agreement.

Section 3.07. Discipline and Removal Procedure. The Governing Directors may act pursuant to Section 3.06 only after a hearing with reasonable notice to the Member. Notice of the terms of discipline or removal shall be sent immediately to the Member, its affiliated rugby clubs, the local rugby referee organization(s), and USA Rugby. Discipline and removal decisions of the Corporation concerning a Member shall be binding on all individual members, all Regional Councils and other Members.

Section 3.08. Admission of Association and Affiliate Organizational Members. The Board may upon resolution admit any organization or group of organizations as associate or affiliate members of the Organization and may prescribe terms and conditions for such classes of membership.

## Article IV. Meeting of Members

Section 4.01. Member Voting. The Team Representative and Club Representative shall be the only category of members, outside of the Board, with voting rights within the Organization and only as identified in these Bylaws.

Section 4.02. Member Representatives. The Team Representative (TR) shall be the representative of that given team on matters before the Organization as designated by these Bylaws or at the direction of the Board. The Club Representative (CR) shall be the representative of that given club on matters before the Organization as designated by these Bylaws or at the direction of the Board. Conference Directors shall be representatives of the Conference on the Board. To accurately convey the input of Team Representative, Conference Directors shall record and convey to the Board the input of the Team Representative on matters of the Organization.

Section 4.03. Member Meetings. There shall be one (1) regularly scheduled Member Meeting held each year, the AGM in August and there will be one (1) scheduled Pre-Season Coaches Meeting in January of each year or as prescribed by the Board. The President of the Board shall preside at the meetings even if the term of that Director expires at that meeting. The Secretary of the Organization shall give notice of the date of the meetings to the membership at least fortyfive (45) days before each of the meetings in the form of wring, confirmed e-mail, or direct telephone contact.

Section 4.04. Special Meetings. Special meetings may be called by member clubs provided that all are current member clubs and/or board members. A special meeting requires written agreement of at least twenty-five (25\%) of current Team Representatives to be called and must
deal with a prelisted topic or topics only. At least $50 \%$ of the Team Representatives and at least seventy-five (75\%) of the Board must be present, physically or virtually, to create a quorum. A special meeting may occur no earlier than fourteen (14) days from when the Team Representatives send notification to the Board.

Section 4.05. Attendance and Quorum. Each team is required to provide their Team Representative and Club Representative at each officially called Member Meeting. Club Members failing to provide a Team and Club Representative for each of their teams may be subject to a fine of $\$ 100$ per team. A quorum will be established when Team Representatives are present that represent greater than fifty (50\%) of the total number of Rugby WA teams. However, a quorum may only be established when the President (or his/her/their designee) or seventy-five (75\%) of the Board of Directors are present. Team and Club Representatives may be given the option to attend a meeting via teleconference or videoconference if the meeting takes place in person. Team and Club Representatives must request this approval in writing at least 24 hours ahead of the meeting start time.

Section 4.06. Meeting In-Person, by Telephone or Video Conference, Other Actions. Unless at least seventy-five percent (75\%) of the Members demand to meet in person, all meetings of the Members shall be held in-person or by video or telephone conference in which all participants can hear each other in real time. Participation in any meeting by these means constitutes presence in person at a meeting. Vote of the Members may be conducted by hand raise, secret ballot, voice vote, or roll call vote as well as by electronic ballot or electronic voting platform.

Section 4.07. Proxy Votes. There shall be no proxy voting. Each delegate must be present in order to cast their vote.

Section 4.08. Required Matters. At least ten (10) days before each Annual Meeting, the Board of Directors shall provide to the Members the following:
A. A report detailing the notable activities of the Organization for the prior year and expected issues for the next fiscal year;
B. Year-end financial statements of the Organization;
C. A budget reconciliation for the previous fiscal year;
D. A proposed budget for the next fiscal year; and
E. The proposed structure for Member dues for the next Fiscal or Competition Year.

Section 4.09. Fundamental Transactions. Any request for a Fundamental Transaction shall be delivered to the Secretary at least thirty (30) days before any meeting. The following Fundamental Transactions shall require for approval the identified percentage of the Team Representative votes present or responding if a poll is conducted outside a meeting:
A. Amendment of the Charter shall require approval of seventy-five percent ( $75 \%$ );
B. Amendment of these Bylaws shall require approval of sixty-five percent (65\%); and
C. Any other fundamental transaction, as defined by the Act, shall require approval of
seventy-five percent (75\%).

## Article V. Board of Directors

Section 5.01. Function of the Board. The business and affairs of the Organization shall be managed under the supervision of the Board of Directors subject to the provisions of the Articles of Incorporation, the Act, and other applicable laws. All powers of the Organization shall be exercised by or under the authority of the Board of Directors except where expressly reserved for Members herein. The Board may delegate the management of the activities of the Organization to any person or persons, management company or however composed, provided that all activities, affairs, corporate powers of the Organization are exercised under the ultimate direction of the Board.

Section 5.02. Number or Directors, Classes, Terms. The number of directors of Rugby WA shall be not less than five (5) or more than thirteen (13); the exact authorized number to be fixed, within these limits, by resolution of the Board. A change in the number of directors shall be determined by simple majority vote of the current Board.

Section 5.03. Categories of Directors. There shall be two (2) types of directors with the option for expansion at the direction of the Board.
A. Governing Directors. Governing Directors hold the offices of President, Vice-President, Secretary, Treasurer, and other positions as deemed essential by the Board. Governing Directors are elected by the Club Representatives.
B. Conference Directors. Conference Directors will be the elected representatives of their Conference as voted by Team Representatives. Conference Directors must be directly involved in the conference they are representing.

Section 5.04. Director Values and Eligibility. Directors of the Organization must be motivated to advance the mission, vision, and culture and values of the organization and qualifications to serve as Director shall include but not be limited to: demonstrated passion for youth rugby and/or youth organizations, personal and business integrity, an understanding of the principles of good business practices, ability to fulfill legal and fiduciary oversight responsibilities, sufficient available time, and commitment to meeting the board fundraising requirement, if any. Directors shall be at least eighteen (18) years old and be personally invested in youth and high school rugby. No person shall be eligible to be a Director if: (i) they have been convicted of any crime involving the abuse, neglect, or endangerment of a child; (ii) they have been convicted of any crime involving moral turpitude, fraud, the, bribery, perjury, embezzlement; or (iii) they have been found by any court to have violated the public trust or any fiduciary duty. Every Director shall comply with a Conflict of Interest policy adopted by the Board of Directors.

Section 5.05. Election of Directors. Election of Directors shall take place during the two member meetings (see Section 4.03) as identified below.
A. Governing Directors. Governing Directors will be elected by the Club Representatives. At
least forty-five (45) days prior to the annual meeting, the current Board must inform the membership which Governing Director positions are open for application. At least thirty (30) days prior to the annual meeting, each Governing Director Applicant must submit their intention, application, and credentials to the Board. The Board should distribute the applicant information to the Conference Directors at least fifteen (15) days before the annual meeting for election.
B. Conference Directors. Conference Directors will be elected annually at the Pre-Season Coaches meeting by a majority of the Team Representatives from that Conference. At least forty-five (45) days prior to the Pre-Season Coaches meeting, the current Board must inform the membership that Conference Director positions are open for application. At least thirty (30) days prior to the annual meeting each Conference Director Applicant must submit their intention, application, and credentials to the Board. The Board should distribute the applicant information to the Team Voting Representatives at least fifteen (15) days before the annual meeting.

Section 5.06. Removal of Directors. Unless the Act, other law or the Charter provides otherwise, the Board of Directors, by majority approval may remove any Director (i) convicted of any felony; (ii) who, upon a determination by the Board that the Director has violated any code of conduct adopted by the Corporation; (iii) who has violated the Conflict of Interest Policy adopted by the Corporation; (iv) who has violated the standards of conduct required of a director pursuant to the Act; or (v) who has failed to attend thirty percent (30\%) of the meetings of the Board of Directors in any twelve-month period. In addition, the Board of Directors may remove any Director for any reason upon the unanimous vote of all Directors except the one subject to removal. A removed Director shall be ineligible to serve as a Director or Officer again for a period of four (4) years. A Conference Director may be removed immediately, at any time, with or without cause, upon the two-thirds (2/3) vote of the Team Voting Representatives within the Director's Conference.

Section 5.07. Vacancy on Board, Interim Directors. A vacancy on the Board of Directors resulted from the removal, resignation, incapacitation (in the sole and absolute discretion of the Board of Directors), or death of a Director. The Secretary of the Organization shall notify the Members if there is a vacancy in the Organization.
A. Governing Directors. A vacancy among the Governing Directors shall be filled by a majority vote of the respective Conference Directors within one (1) month of such a vacancy occurring. In the case that Conference Directors fail to appoint a new Governing Director within that period, the Board may appoint an individual to serve the remainder of the unexpired term of the Directorship so vacated.
B. Conference Directors. A vacancy among the Conference Directors shall be filled by a majority vote of the respective Team Representatives within one (1) month of such a vacancy occurring. In the case that Team Representatives fail to appoint a new Conference Director within that period, the Board of Directors may appoint an individual to serve the remainder of the unexpired term of the Directorship so vacated.

Section 5.08. Regular Meetings. The Board of Directors shall meet no less frequently than quarterly to consider administrative and substantive matters regarding the Organization and take such action or make such recommendations as they deem appropriate.

Section 5.09. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without ameeting.

Section 5.10. Notice of Meeting. The Secretary shall give notice to each Director of each annual, regular, and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a Director when it is sent by email at least seven (7) days before the time of any annual or regular meeting, and at least seventy-two (72) hours before the time of any special meeting. The notice shall state the business to be transacted at or the purposes of the meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any Director who attends a meeting or to any Director who, in writing, including through electronic transmission, executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.

Section 5.11. Quorum, Action by Directors. The presence of a majority of Directors at any meeting shall constitute a quorum for the transaction of business. Unless statute or the Charter or these Bylaws require a greater proportion, the action of a majority of the Directors present at a meeting at which a quorum is present is action of the Board of Directors. In the absence of a quorum, the Directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum shall become present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board of Directors.

Section 5.12. Meeting by Telephone or Video Conference. Unless the Directors vote to meet in person, all meetings of the Board of Directors shall be held by video or telephone conference in which all participants can hear each other in real time. Participation any meeting by these means constitutes presence in person at a meeting.

Section 5.13. Compensation. No Director shall receive compensation for his/her/their services as a Director but may receive reasonable reimbursement for expenses as authorized by resolution of the Board of Directors or Membership.

## ARTICLE VI. Officers

Section 6.01. Election of Officers. The Board of Directors shall elect the persons to occupy the offices of the Board of Directors, namely President, Vice-President, Secretary, and Treasurer. The Board may appoint Officers to be non-voting members of the Board. This may include, but is not limited to: Compliance Officer, Rugby Operations Officer, Sevens Commissioner, and Youth Development Officer.

The Board of Directors may also appoint such other officers, as may from time to time appear necessary or advisable for the conduct of the affairs of the league, including, but not limited to, Committee Chairpersons. They may hire employees including, but not limited to, a paid Executive/Managing Director.

Section 6.02. Employees. The Board of Directors may determine and set salaries and benefits for all Organization employees provided that said salaries and benefits be permissible for 501(c)3 Not-for-Profit Corporations as determined by the Federal Internal Revenue Service and the Washington State Secretary of State.

The Board of Directors may make or cause to be made for the Organization in its name, any description of contract which the Organization may lawfully enter into, and they may generally exercise all such powers which the League by these by-laws or otherwise, are authorized to exercise, except such powers as are reserved for the Member Clubs of the Organization such as election of the members of the Board of Directors.

The Board will be given the mandate by the Member Clubs to have the authority to be the final arbitrator and decision maker on all issues, if consensus cannot be reached.

Section 6.03. President. It is the duty of the President to preside over meetings of the Board of Directors and supervise officers and employees, appoint committees, encourage membership, and to supervise the Organization functions and responsibilities, and to ensure that Organization Officers, employees, agents and committees perform their duties as they relate to the chartered Goals and Objectives of the Organization. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties of the Executive Director. The President shall further be responsible for calling all meetings of the Board, for setting the agenda for any meetings, tallying any votes and ensuring that reasonable records are kept of any meetings. If there is a tied vote on any issue, the President shall have authority to break the tie as they seefit.

Section 6.04. Vice-President. It is the duty of the Vice-President to assist the President in all Organization matters, to preside over meetings of the Board of Directors in the President's absence and to ensure that Organization Officers, employees, agents and committees perform their duties as they relate to the competition and eligibility rules of the League.

Note: The President and Vice-President may divide responsibility for administrative and operational tasks as needed.

Section 6.05. Treasurer. The Board will designate either a Director or an Officer to be responsible for Treasury oversight. If qualified, that person may act as treasurer or the Board may decide to hire a professional to work at the supervision of the Treasurer. It is the duty of the Treasurer to have overall responsibility for the legitimacy and accuracy of the Organization's financial report yearly to coincide with the Annual General Meeting and to ensure that Organization Officers, employees, agents and committees perform their duties as they relate to the financial matters of the League.

Section 6.06. Secretary. The Board may appoint a Director, Officer, or external to the function of Corporate Secretary. It is the duty of the Corporate Secretary to have overall responsibility for the legitimacy and accuracy of the Organization's legal written records and to ensure that Organization Officers, employees, agents and committees perform their duties as they relate to the legal documentation matters of the League.

Section 6.07. Executive/Managing Director. Subject to such supervisory powers as may be given by the Board to the President, the Board may hire an Executive/Managing Director who shall be the general manager of the Organization, and subject to the control of the Board, shall supervise, direct and control the Organization's day-to-day activities, execution of policies, business and affairs. The Executive/Managing Director shall be empowered to hire, supervise and fire all of the employees of the Organization, under such terms and having such job responsibilities as the Executive/Managing Director shall determine in his/her/their sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Executive/Managing Director may delegate his/her/their responsibilities and powers subject to the control of the Board. She/he/they shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## Section 6.08. Terms.

A. Governing Directors may serve for a period of two (2) years. There are no term limits for elected officials. Election of Governing Directors positions shall be staggered on the following schedule:

| Year A (even years): | Year B (odd years): |
| :--- | :--- |
| President | Vice-President |
| Secretary | Treasurer |

If a two-year term ends within the first year, the election conducted at the next opportunity will be for a one (1) year term, after which the above schedule will apply.
B. Conference Directors will serve for a period of one (1) year. There are no term limits for elected officials.

Section 6.09. Removal from Office/Vacancies. Any Officer may be removed from office at any time by a seventy-five (75\%) majority vote of the Directors present at a regularly scheduled meeting. Additionally, an Officer may resign at any time with or without cause. If any vacancy shall occur in any office for any reason, the Delegates shall elect a successor at the next regularly scheduled meeting. The Board of Directors may appoint an interim officer until such vacancy is filled. A Special Meeting may be called to deal with the topic of removal of a Director using such procedures as detailed herein.

Section 6.10. Concurrent Duties. Elected and/or appointed officers may concurrently perform their Organization duties and other state rugby activities, so long as they are not holding multiple Directorships or acting as both an Organization Director and a Team and/or Club Representative.

Section 6.11. Board Meetings. The Board of Directors shall strive to meet monthly to conduct Rugby Washington business, but are required to meet at least two (2) times annually; once during the month of July to prioritize Committee goals and approve required State documents, and once during the month of October to approve the annual Budget. Meetings may be by physical colocation or by teleconference or video conference or similar successor technologies.

## ARTICLE VII. Committees

Section 7.01. Committees and Working Groups. As they deem appropriate, the Board may appoint and dissolve Working Groups and Committees to address specific areas. These Committees and Working Groups may be permanent or temporary as meets the needs of the Board. Each Committee shall have a lead, appointed by the board who is an ex officio non-voting officer of the Board. Each Committee or Working Group will have a written set of Terms of Reference that describe their objectives and remit. The Working Group or Committee shall make recommendations of policy or action that the Board may implement, they shall not have the authority to make binding decisions on behalf of the Board.

Section 7.02. Governance Committee. The Organization shall have a Governance Committee, of no less than four (4) and no more than seven (7) persons, which shall be responsible for all governance compliance of the Organization. The Committee will be responsible for periodically reviewing all corporate governance documents, reporting, structure, policies, general practices, and other functions. The review will be to assure conformity with applicable law and with effective and efficient organizational structure.

## ARTICLE IIX. Discipline and Dispute Resolution

Section 8.01. Creation. The Organization shall create a disciplinary structure and procedure to effectively manage sanctions and grievances of members of the Organization as identified under Section 3.02.

Section 8.02. Process. The Board may create and appoint an independent panel or group to address any grievance. If the grievance directly or indirectly involves a member of the Board, or is not satisfactorily resolved through the Organization's disciplinary structure, the issue may be elevated to the appropriate authority.

## ARTICLE IX. General Provisions

Section 9.01. Indemnification. Any person who is or was a Director, Officer, representative or employee of the Organization shall be indemnified by the corporation against liabilities and reasonable ligation expenses, including attorney's fees, incurred by her/him/they in connection with any action, suit, or proceeding in which she/he/they are made or threatened to be made a party by reason of being or having been such a Director, Officer, representative, or employee, except in relation to matters as to which she/he/they shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

Section 9.02. Conflict of Interest. Any Board member shall excuse herself/himself/themselves from voting on any items, motions, etc. that would be a conflict of interest either professionally or personally, as determined in accordance with applicable law.

Section 9.03. Amendments. These Bylaws may be amended if and only if such amendment is approved by a majority of Team Representatives. Any such proposed amendment must be presented in writing by the Organization to Team Representatives at least 30 days before any vote to approve such amendment.

Section 9.04. Dissolution. Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Organization,
including the costs and expenses of such dissolution, dispose of all the remaining assets of the Organization exclusively for the exempt purposes of the Organization or distribute those assets to an organization described in Section 501(c)(3) or 170 (c)(2) of the Internal Revenue Code or the corresponding provisions of any future federal law, as shall be selected by the Board of Directors in office at the time of such dissolution. None of the assets will be distributed to any officer or Director of the Organization.

Adopted on the $20^{\text {th }}$ day of September, 2021.


