

RUGBY VIRGINIA
(A Virginia Non-Profit Membership Corporation)
BYLAWS OF THE CORPORATION

Article I. Introductory Provisions.

Section 1.01. The Corporation. These Bylaws shall govern the internal operation of RUGBY VIRGINIA, a Virginia non-profit corporation with its registered agent Biz Filings located at 8020 Excelsior Drive, Suite 200, Madison, WI. 53717.

Section 1.02. Purposes. The purposes of the Corporation are as follows:

- a. To teach rugby to youth and high school age children throughout the Commonwealth of Virginia.
- b. To develop, promote, and regulate rugby for youth and high school age children throughout the Commonwealth of Virginia by organizing local and statewide competitions, promulgating rules, organizing officials, presenting seminars and encouraging the growth of rugby.
- c. To promote and encourage teamwork, physical fitness and public participation in youth and high school age rugby.

Section 1.03. Authority. Pursuant to agreement with USA Youth & High School Rugby (USAY&HSR) and USA Rugby, and under the bylaws thereof, this Corporation is the sole Council for the Youth and High School Community in Virginia and is the exclusive affiliated Sanctioned Corporation for that Community.

Section 1.04. Adoption of Laws. The Corporation adopts the Laws of the Game of Rugby as promulgated by World Rugby and as may be amended from time to time.

Section 1.05. Fiscal Year. The fiscal year of the Corporation shall be as decided by resolution of the Board of Directors.

Section 1.06. Terms, Application. In these Bylaws, any provision which states any process, procedure, policy, or decision made by the Corporation shall mean it is made by a majority vote of the Board of Directors as described in these Bylaws, unless expressly stated otherwise or unless the context clearly means a different mechanism.

Section 1.07. Definitions. For purposes of these Bylaws, the following terms shall have the meaning given:

“Administrator” means an individual who as volunteer or for compensation performs any management or organization services with or for the Corporation, a rugby club, or a Regional Council.

“Code” means the Internal Revenue Code of 1986 as amended from time to time.

“Competition Year” means the twelve-month period beginning September 1 of each year and ending August 31 of the following year.

“Corporation” means RUGBY VIRGINIA, the organization which adopts these Bylaws.

“Director” means a member of the Board of Directors of the Organization.

“Rugby Activity” means any practice, training, scrimmage, game, match, or competition involving U19 contact or non-contact rugby.

“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” means the United States of America Rugby Football Union, Ltd, a Delaware non-profit corporation recognized as the national governing body for rugby union under the Amateur Sports Act.

“USAY&HSR” means USA Youth and High School Rugby, a tax-exempt corporation.

“World Rugby” means the world governing body for rugby union, based in Dublin, Ireland.

Article II. Membership

Section 2.01. Membership Eligibility Generally. Membership in the Corporation 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. Membership in the Corporation. The Corporation shall recognize the following categories of membership whose term of membership in the Corporation shall be as determined by the Board of Directors: Individual Members and Member Clubs. No individual member shall be entitled to vote on any matter of business unless expressly stated in these Bylaws.

- a. Each Individual Member shall be an individual who meets the following eligibility criteria:
 - (i) Is a player, coach, referee, and/or Administrator participating in the sport of rugby or a person otherwise involved or interested in the sport of rugby;
 - (ii) Has timely submitted a signed (electronic or otherwise), factually correct and complete membership application in the form prescribed by Rugby Virginia and has been approved as an Individual Member by Rugby Virginia;

- (iii) Pays in a timely manner the fees and assessments established from time to time by the Board of Directors;
 - (iv) Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by Rugby Virginia, as they may be amended from time to time; and
 - (v) Abides by Rugby Virginia's Articles of Incorporation, these Bylaws, Rugby Virginia's policies and procedures, and such other terms or conditions of membership established by the Board of Directors, as they may be amended from time to time.
- b. Each Member Club shall be one or more affiliated boys or girls high school, middle school, and youth rugby clubs under a single operating organization (individually, a "Member Club") that meets the following eligibility criteria:
- c.
 - (i) Is an organization of Individual Members existing to facilitate the participation of the Individual Members in the sport of rugby and to promote goals consistent with Rugby Virginia's goals and objectives;
 - (ii) Has timely submitted a signed (electronic or otherwise), factually correct and complete membership application in the form prescribed by Rugby Virginia and has been approved as a Member Club by Rugby Virginia;
 - (iii) Pays in a timely manner the fees and assessments established from time to time by the Board of Directors;
 - (iv) Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by Rugby Virginia, as they may be amended from time to time; and
 - (v) Abides by Rugby Virginia's Articles of Incorporation, these Bylaws, Rugby Virginia's policies and procedures, and such other terms or conditions of membership established by the Board of Directors, as they may be amended from time to time.
- d. There are three categories of Member Clubs designed to meet the differing needs and circumstances of the various constituent clubs.
 - (i) Full Membership. Full Membership status is the eventual objective for Member Clubs. Full Membership Clubs are clubs/organizations which have demonstrated their viability to the Membership Committee and been approved for Full Membership status by two-thirds of the Board of Directors. Individuals from Full Membership Clubs are eligible for election to the Board of Directors.
 - (ii) Associate Membership. Associate Membership status is the initial class for a club or organization that has applied for membership and which has met the eligibility criteria described above but is awaiting the review of

the Membership Committee and approval by the Board of Directors as provided in Section 2.3.

- (iii) **Recognized Membership.** Recognized Membership status is a unique status that signifies the affiliation of certain clubs and organizations with Rugby Virginia. These are clubs and organizations which seek to maintain a connection with Rugby Virginia. A typical example of a Member Club with Recognized Membership status is a club located in Virginia, but which plays its league schedule under the aegis of another rugby organization or in another rugby jurisdiction.

- e. **Voting Rights.** Member Clubs with an Associate Membership status or Recognized Membership status shall have no direct voting rights. Each Member Club that has Full Membership status shall appoint a delegate to represent it (“**Club Delegate**”). The Club Delegates shall attend all general and specially called meetings of Rugby Virginia and have complete authority to act on behalf of their respective clubs. Each Club Delegate shall have one vote; provided, however, that such voting rights shall be suspended until the Member Club has paid all its outstanding financial obligations to Rugby Virginia and notified the Secretary of the name and term of its Club Delegate as provided in Section 3.2.

Section 2.2 Application for Membership. Membership Applications for Individual Members and Member Clubs may be submitted at any time.

Section 2.3 Approval. All Membership Applications for Individual Members and Member Clubs for initial membership or renewal membership shall be reviewed by the Membership Committee. An individual shall be admitted to Rugby Virginia or renewed as an Individual Member upon the approval of the Membership Committee. A club will be admitted to Rugby Virginia or renewed as a Member Club upon approval by the Membership Committee and a two-thirds affirmative vote of the Board of Directors. A club’s category of membership status shall be approved by the Membership Committee and a two-thirds affirmative vote of the Board of Directors.

Section 2.4 Membership Dues and Fees. Rugby Virginia shall have the power to assess dues and fees upon the Individual Members and Member Clubs. Such dues and fees may vary by class of Members, or by category of Members within each class. All dues shall be approved by the Board of Directors. If a modification of dues is not approved by the Board of Directors for a particular Competition Year, the schedule of dues from the prior Competition Year shall be the prevailing schedule.

Section 2.5 Renewal. Memberships are granted for the term of the Competition Year or other periods or upon terms as may be established by the Board of Directors. Each Individual Member and Member Club may apply for renewal of his/her/its membership, which shall be subject to approval as provided in Section 2.3. Renewal of membership is dependent upon continued satisfaction of the eligibility criteria set forth above.

Section 2.6 Resignation. An Individual Member or a Member Club may resign from Rugby Virginia at any time with or without cause. The resignation must be submitted in writing to the Secretary, who shall record the action in the minutes of the next regularly called meeting. The resigning Member shall remain liable for his/her/its share of the financial obligations to Rugby Virginia for the Competition Year in which the resignation was submitted.

Section 2.7 Suspension or Termination of Membership.

- a. Failure to pay dues and fees. The failure by an Individual Member or Member Club to timely pay all dues and fees imposed by Rugby Virginia upon such Member shall automatically result in a suspension of all rights and privileges of the Member. Such suspension shall become effective without further action of the Board of Directors and shall remain in effect until such dues and/or fees are paid in full. If any such dues and fees remain unpaid for a period of one year, the membership of the Individual Member or Member Club shall be revoked automatically, without further action of the Board of Directors.
- b. Failure to meet eligibility criteria or other good cause. An Individual Member or Member Club may be suspended or revoked based on the Member's failure to satisfy the applicable eligibility criteria described above or for other good cause consistent with the goals and purposes of Rugby Virginia. Any Individual Member or Member Club whose membership is proposed to be suspended or revoked shall receive notice of the proposed denial, revocation or suspension and shall be entitled, upon notice, to a hearing before the Disciplinary Committee to determine whether such suspension or revocation is in the best interest of Rugby Virginia.

Section 2.8 Organizational Members. Any individual over the age of eighteen associated with Rugby Virginia, including but not limited to an Individual Member; coach, Administrator, or volunteer for a Member Club; or a Director or Officer of Rugby Virginia may be referred to herein as an Organizational Member.

Article III. Club Delegates

Section 3.1 Authority. All matters required by law to be submitted to a vote of the Members shall be submitted to the Club Delegates, except as otherwise set forth in these Bylaws. The roles, powers, and duties of the Club Delegates shall include:

- a. To receive and review periodic reports on the activities of Rugby Virginia and actions taken by the Board of Directors and to report back to its constituent clubs;
- b. To elect the Board of Directors for Rugby Virginia;
- c. To approve amendments or restatements to the Articles of Incorporation and these Bylaws;
- d. To be bound by Rugby Virginia's policies and procedures as provided herein.

Section 3.2 Nomination and Election. Each Member Club shall determine how it will elect its Club Delegate and the length of the Club Delegate’s term. All Club Delegates shall be over the age of eighteen and not a current player for the Member Club. The president or other authorized officer of a Member Club shall certify and notify the Secretary in writing (by electronic or other means) the name and term of its Club Delegate to Rugby Virginia. Each Member Club shall provide such notification annually to Rugby Virginia no later than thirty days after the commencement of the Competition Year (i.e., no later than September 30th).

Section 3.3 Meetings.

- a. Meetings of Club Delegates shall be held at such place as the person calling the meeting shall indicate in the meeting notice.
- b. The annual meeting of the Club Delegates (the “**Annual General Meeting**” or “**AGM**”) for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held at such other time as the Board may determine from time to time.
- c. Special meetings of the Club Delegates may be called upon the instruction of the Board of Directors or upon the written request of a majority of the Club Delegates; provided, however, that only business within the purposes described in the meeting notice may be conducted at such special meetings.
- d. The President shall serve as the presiding officer at all meetings of the Club Delegates. If the President is not present, the Vice President shall be the presiding officer.
- e. Rugby Virginia shall notify Club Delegates of the date, time, and place of each meeting. Such notice shall be given no less than seven (7) nor more than 60 days before the meeting date (or no less than 25 nor more than 60 days if the meeting is for a reason specified in Section 13.1-842 in the Virginia Nonstock Corporation Act).
- f. Club Delegates may participate in any meeting by means of remote communication provided that such Club Delegates have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Club Delegates, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

Section 3.4 Proxies. A Club Delegate may vote by proxy as provided in Section 13.1-847 of the Virginia Nonstock Corporation Act. Except as otherwise provided in Section 13.1-847 of the Virginia Nonstock Corporation Act:

- a. A Club Delegate may appoint a proxy to vote or otherwise act for the Club Delegate by signing an appointment form or by an electronic transmission (the “Proxy Form”). A sample Proxy Form is attached as Addendum III. Any copy, facsimile telecommunications or other reliable reproduction of the Proxy Form

may be substituted or used in lieu of the original Proxy Form for any and all purposes for which the original Proxy Form would be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire Proxy Form.

- b. An appointment of a proxy is effective when a signed Proxy Form is received by the Secretary. As directed in the Proxy Form, an appointment is valid for either a specific meeting or the duration of the current Competition Year.
- c. An appointment of a proxy is revocable by providing such notice in written form to the Secretary.
- d. The death or incapacity of the Club Delegate appointing a proxy does not affect the right of Rugby Virginia to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary before the proxy exercises the proxy's authority under the appointment.
- e. Rugby Virginia is entitled to accept the proxy's vote or other action as that of the Club Delegate making the appointment.

Section 3.5 Quorum. At all meetings of the Club Delegates, the presence of a majority of the Club Delegates in office shall constitute a quorum. In addition to those Club Delegates who are present at a meeting, Club Delegates shall be deemed present at such meeting by way of telephone or similar communication equipment provided that all persons participating in the meeting can hear each other at the same time. The act of a majority of the Club Delegates present at a meeting at which a quorum is present shall be an act of the Club Delegates.

Section 3.6 Action Without Meeting. Corporate action required or permitted by the Virginia Nonstock Corporation Act to be taken at a meeting of members may be taken without a meeting without prior notice, if such corporate action is taken by written consent of the Club Delegates, who would be entitled to vote at a meeting of Club Delegates, having voting power to cast not fewer than the minimum number of votes that would be necessary to authorize or take the corporate action at a meeting at which all Club Delegates entitled to vote thereon were present and voted.

Article IV. Board of Directors

Section 4.1. General Powers. Except as otherwise set forth in the Articles of Incorporation or these Bylaws, all corporate powers of Rugby Virginia shall be exercised by or under the authority of, and the business and affairs of Rugby Virginia managed under the direction of, the Board of Directors. The Board of Directors shall exercise the corporate powers of Rugby Virginia and manage the business and affairs of Rugby Virginia in accordance with Sections 1.2 and 1.3 above.

Section 4.2. Restrictions on Authority. The Board of Directors shall not have the power to do any of the following without the prior written consent of a two-thirds majority of the Board of Directors:

- a. Adopt amendments or restatements of the Articles of Incorporation of Rugby Virginia which shall then be submitted to the Club Delegates for their approval as provided in Section 16.2 and Section 16.3;
- b. Amend or restate the Bylaws of Rugby Virginia except as provided in Section 16.1;
- c. Dissolve, merge or transfer all or substantially all of the assets of Rugby Virginia;
- d. Purchase, lease or otherwise acquire real property;
- e. Sell, lease, transfer or encumber the real property of Rugby Virginia; or
- f. Make any unbudgeted expenditure or series of expenditures in excess of \$1,000.00.

Section 4.3 Qualifications. The Board shall be composed of persons with a broad matrix of financial, legal, commercial, marketing, and sports business skills, and contacts. All Directors shall be Individual Members of Rugby Virginia. No paid employee of Rugby Virginia shall be eligible to serve as a Director. In the event that Rugby Virginia hires a paid Executive Director, the Executive Director shall be an ex officio member of the Board of Directors but shall have no vote.

Section 4.4 “Jake Jacobs” Student Directors: The Board composition will include two (2) student directors, each serving a six (6) month term. Nominations will be submitted annually by Member Clubs and the Board will select four (4) students to serve each year. Student members will be ex officio and will have no voting rights. Where suitable nominations are not received, student director positions will not be compulsory.

Section 4.5 Number. The number of voting Directors shall be nine (9). The Board of Directors may approve an increase or decrease in the number of directors by a two-thirds majority; however, the minimum number of Directors shall be three (3) and the maximum number of Directors shall be fifteen. The minimum and maximum number of Directors may be changed from time to time by amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 4.6 Term. The Directors shall be divided into two (2) classes and shall be known as Class 1 and Class 2. At each Annual General Meeting, the successors of the Directors whose terms then expire shall be elected to serve a term of two (2) years and until their successors are elected and qualified or until their earlier death, resignation, or removal.

Section 4.7 Nomination and Election.

- a. The Nominating Committee shall nominate at least one (1) Individual Member for each vacant position or for each position the term of which is due to expire in such year at least thirty days prior to the Annual General Meeting or other meeting of the Club Delegates called for the purpose of electing Directors.

- b. The Club Delegates shall elect Directors by a simple majority vote at such meeting.

Section 4.8 Resignation. A Director may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is received by the Board of Directors unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by a two-thirds majority of the Board of Directors.

Section 4.9 Removal. A Director may be removed with or without cause by a two-thirds majority of the Board of Directors at a Board of Directors meeting called for the purpose of removing the Director. The notice for such meeting must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 4.10 Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the remaining Directors may fill the vacancy by appointing an individual to the Board of Directors by a simple majority vote.

Section 4.11 Standards of Conduct for Directors

- a. A Director shall discharge the duties of a Director, including the Director's duties as a member of a Committee:
 - (i) In good faith,
 - (ii) With the care that an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (iii) In a manner the Director reasonably believes to be in the best interests of Rugby Virginia.
- b. In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (i) One or more Officers or employees of Rugby Virginia whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
 - (iii) A Committee of the Board of Directors (of which the Director is not a member) as to matters within its jurisdiction, if the Director reasonably believes the Committee merits confidence.
- c. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted herein unwarranted.

Article V. Meetings of the Board of Directors

Section 5.1 Regular Meetings. The Board of Directors shall hold a minimum of four (4) regular meetings each calendar year on such dates and at such times as may be designated by the Board of Directors or, if not so designated, then one (1) for each calendar quarter of the year for the purpose of discussing the business and affairs of Rugby Virginia.

Section 5.2 Special Meetings. The Board of Directors shall hold a special meeting on the call of the President or any two Directors. Special meetings of the Board of Directors must be preceded by at least two days' notice to each Director of the date, time, and place of the meeting. Except as otherwise required under the Act or these Bylaws, the notice need not describe the purposes of the special meeting.

Section 5.3 Waiver of Notice.

- a. A Director may at any time waive any notice required by law, the Articles of Incorporation or these Bylaws. Except as set forth in Section 5.3(b), the waiver must be in writing, must be signed by the Director, must specify the meeting for which notice is waived, and must be delivered to Rugby Virginia for inclusion in the minutes or filing with the corporate records.
- b. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 5.4 Quorum. A majority of the number of Directors in office immediately before a meeting of the Board of Directors begins constitutes a quorum for that meeting.

Section 5.5 Voting.

- a. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.
- b. A Director who is present at a meeting of the Board of Directors or at a Committee of the Board of the Directors when corporate action is taken is deemed to have assented to the action taken unless:
 - (i) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
 - (ii) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or

- (iii) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment.
- c. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 5.6 Means of Communication. Unless at least seventy-five percent (75%) of the Members demand to meet in person, all meetings of the Members shall be held by video or telephone conference in which all participants can hear each other in real time. Participation in any meeting by these constitutes presence in person at a meeting. Vote of the Members may be conducted by voice vote or roll call vote as well as by electronic ballot or electronic voting platform.

Section 5.7 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken without a meeting is effective when the last Director signs the consent unless the consent specifies an earlier or later effective date. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

Article VI. Committees of Rugby Virginia

Section 6.1 Committees. The Board of Directors may create one or more Committees.

Section 6.2 Committee Members. A Committee shall consist of two (2) or more Organizational Members who are eighteen years of age or older, one of whom shall act as the chairman of the Committee.

Section 6.3 Appointment. The Board of Directors shall appoint the chairman of each Committee at the first regular meeting of the Board of Directors after the Annual General Meeting, or at such other time as the Board of Directors may determine.

Section 6.4 Term. Unless otherwise specified by the Board of Directors, all Committee chairmen shall serve one (1) year terms which shall expire at the following Annual General Meeting. Despite the expiration of each Committee chairman's term, the Committee chairman shall continue to serve until the Committee chairman's successor is elected and qualifies or until there is a decrease in the number of Committee chairmen and the Committee chairman is not re-appointed. Committee members will serve at will.

Section 6.5 Resignation. A member of a Committee may resign at any time by delivering written notice to the chairman of the Committee. A resignation is effective when the notice is received by the chairman of the Committee unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the chairman of the Committee.

Section 6.6 Removal. A two-thirds majority of the Board of Directors may at any time remove one or more members of a Committee with or without cause.

Section 6.7 Vacancies. If a chairman vacancy occurs on a Committee, a simple majority of the Board of Directors may fill the vacancy by appointing an Organizational Member to the Committee.

Section 6.8 Committee Meetings. Each Committee shall hold regular meetings on such dates and at such times as may be designated by the Committee. To the extent not inconsistent with this Section, the provisions of Article V governing Board of Directors meetings shall apply to Committee meetings.

Section 6.9 Authority. Each Committee has the authority and shall perform the duties set forth in these Bylaws, if any, and to the extent consistent with these Bylaws, has the authority and shall perform the duties prescribed by the Board of Directors or by direction of the chairman of the Committee if authorized by the Board of Directors to prescribe the authority and duties of other Committee members; provided, however, that no Committee may:

- a. Authorize distributions without prior Board approval
- b. Approve a dissolution, merger, or the sale, pledge or transfer of all or substantially all of Rugby Virginia's assets;
- c. Adopt, amend or repeal the Articles of Incorporation or these Bylaws; or
- d. Purchase, sell, lease, transfer or encumber any personal property of Rugby Virginia without the prior written consent of the Board of Directors.

Section 6.10 Standards of Conduct. The standards of conduct for directors set forth in Section 4.11 shall apply to all Committee members.

Article VII. Officers

Section 7.1 Officers. Officers shall include a President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors may from time to time establish. The same individual may simultaneously hold multiple offices in Rugby Virginia.

Section 7.2 Election. The Board of Directors shall elect from amongst themselves the Officers at the first regular meeting of the Board of Directors after the Annual General Meeting.

Section 7.3 Term. Unless otherwise specified by the Board of Directors, all Officers shall serve one (1) year terms which shall expire at the following Annual General Meeting. Despite the expiration of an Officer's term, each Officer shall continue to serve until the Officer's successor is elected and qualifies or until the office is abolished.

Section 7.4 Resignation. An Officer may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is received by the Board of Directors unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

Section 7.5 Removal. The Board of Directors may at any time by a two-thirds majority remove any Officer with or without cause.

Section 7.6 Vacancies. If a vacancy occurs in an office, the Board of Directors may fill the vacancy by appointing an Officer to the office.

Section 7.7 Authority. Each Officer has the authority and shall perform the duties set forth in these Bylaws and, to the extent consistent with these Bylaws, has the authority and shall perform the duties prescribed by the Board of Directors or by direction of an Officer authorized by the Board of Directors to prescribe the authority and duties of other Officers.

Section 7.8 Standards of Conduct. The standards of conduct for directors set forth in Section 4.11 shall apply to all Officers.

Section 7.9 Contract Rights. The appointment of an Officer does not itself create contract rights.

Section 7.10 Job Descriptions. The roles of the Directors and Officers (“**Job Descriptions**”) are described in Addendum I attached hereto and are hereby incorporated into these Bylaws and made a part as if fully stated herein. The Board of Directors may from time to time amend the Job Descriptions as it may see fit.

Section 7.11 Committee Descriptions. The roles of the Executive and Standing Committees (“**Committee Descriptions**”) are described in Addendum II attached hereto and are hereby incorporated into these Bylaws and made a part as if fully stated herein. The Board of Directors may from time to time amend the Committee Descriptions as it may see fit.

Article VIII. Contracts, Loans, Checks and Deposits

Section 8.1 Contracts. Except as provided otherwise by law or these Bylaws, the Board of Directors may authorize any Officers, employees, or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of Rugby Virginia, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, employee or agent shall have any power or authority to bind Rugby Virginia by any contract or agreement or to pledge Rugby Virginia’s credit to render it liable for any purpose or to any amount.

Section 8.2 Loans. No loans shall be contracted on behalf of Rugby Virginia and no evidence of indebtedness shall be issued in the name of Rugby Virginia unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 Checks and Drafts. All checks, drafts or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of Rugby Virginia shall be signed by the Treasurer and/or the President or such Officers, employees or agents of Rugby Virginia as from time to time shall be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of Rugby Virginia not otherwise employed shall be deposited from time to time to the credit of Rugby Virginia in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.5 Reimbursement of Expenses. Except as otherwise provided in this Section, Rugby Virginia shall generally reimburse expenses incurred exclusively in carrying out Rugby Virginia's purposes as described in Section 1.2; provided, however, the Board of Directors shall have the final authority to determine whether or not an expense is reimbursable.

- a. Timing. All claims for reimbursement (“**Reimbursement Claims**”) of expenses must be submitted to the Treasurer within sixty days of the date the expense was incurred.
- b. Format. All Reimbursement Claims shall be submitted on Rugby Virginia's Expense Reimbursement Claim Form. The submitted Reimbursement Claim Form shall have attached all receipts, bills of sale, and invoices to support the Reimbursement Claim.
- c. Budgeted expenses. The Treasurer may pay a Reimbursement Claim without further authorization provided that the expense was incurred on behalf of Rugby Virginia and that the expense falls within the limits of a line item in the approved budget for Rugby Virginia.
- d. Pre-approved expenses. The Treasurer may pay a Reimbursement Claim without further authorization provided that the expense was approved in advance by:
 - (i) A simple majority vote of either the Executive Committee or the Board of Directors if the expense or series of expenses does not exceed \$1,000.00
or
 - (ii) A two-thirds majority vote of the Board of Directors if the expense or series of expenses equals or exceeds \$1,000.00.
- e. Expenses not budgeted or pre-approved. A Reimbursement Claim for an expense that was not previously budgeted or pre-approved shall be reimbursable only by:
 - (i) A simple majority vote of either the Executive Committee or the Board of Directors if the expense or series of expenses does not exceed \$1,000.00
or
 - (ii) A two-thirds majority vote of the Board of Directors if the expense or series of expenses equals or exceeds \$1,000.00.
- f. Events attended at the expense of Rugby Virginia. When an Organizational Member or other representative travels to a conference, seminar, clinic or meeting at the expense of Rugby Virginia, a written report of the proceedings shall be submitted to the Executive Committee within sixty days of such event or at such time as a Reimbursement Claim is submitted, whichever is the earlier. Failure to submit a timely written report of the proceedings of an event may result in Rugby Virginia refusing to reimburse the Organizational Member's expenses.

Article IX. Records, Accounts, and Reports

Section 9.1 Records, Accounts and Reports. Rugby Virginia shall maintain the following records, accounts, and reports at its principal office:

- a. Minutes of all meetings of the Board of Directors and all Committees, and records of all corporate actions taken by the Board of Directors and all Committees without a meeting;
- b. Accounting records of all operations and expenditures of Rugby Virginia;
- c. Articles of Incorporation, and all amendments and restatements currently in effect;
- d. Bylaws and all amendments and restatements thereof currently in effect;
- e. A list of the names and business or home addresses of the Directors and Officers;
- f. The last three annual financial statements of Rugby Virginia, if any, and the last three accountant's reports, if annual financial statements are reported upon by a public accountant; and
- g. The most recent annual report of Rugby Virginia delivered to the Virginia State Corporation Commission.

Section 9.2 Confidentiality. Except as is necessary to conduct the business of Rugby Virginia, the records, accounts and reports of Rugby Virginia shall be held in confidence by those persons with access to them to the extent such records and reports have not become known to the public.

Article X. Grievance Procedures

Section 10.1 Right to File Grievance. Any Individual Member or Member Club (on its own behalf or on behalf of a player) may file a written or electronic grievance with the President or the chair of the Disciplinary Committee pertaining to any matter within the cognizance of Rugby Virginia and alleging a violation of any provision of these Bylaws or the policies and procedures of Rugby Virginia. For all matches, functions, or matters of disciplinary concern in which Rugby Virginia would have jurisdiction, Rugby Virginia is responsible for appropriate disciplinary actions, sanctions, or suspensions against individual players, Individual Members, Member Clubs, or coaches/Administrators of Member Clubs. It is not intended that Rugby Virginia, or the Disciplinary Committee replace the civil or criminal judicial system. Specifically, Rugby Virginia and the Disciplinary Committee shall not award compensation or order the parties to pay financial damages or restitution.

Section 10.2 Contents of Grievance. Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each element of these Bylaws or policies and procedures of Rugby Virginia of which a violation is claimed by referencing the specific section thereof and stating in concise language how, when, and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation.

Section 10.3 Informal Resolution. Upon receipt of a grievance, the recipient shall refer the grievance to the Disciplinary Committee for resolution. Every effort will be made to resolve the grievance through informal means and on a timely basis. The Disciplinary Committee's decision is final unless the Member makes a written or electronic appeal to the President within three (3) calendar days after the Disciplinary Committee's decision.

Section 10.4 Formal Hearing. In the event the Member filing the grievance is not satisfied with the proposed resolution of the matter by informal means, the Member may request a hearing before a panel of three Directors to hear evidence, make findings of fact, and adjudicate the issues raised. Such hearing shall be convened as expeditiously as possible at a time and place to be determined by the chair of the Disciplinary Committee or President. No member of the panel shall have an interest in the subject matter, grievance, or complaint. The panel shall expeditiously conduct the hearing and report its findings of fact and recommendations to the Board of Directors and all interested parties.

Article XI. Insurance and Indemnification and Limit on Liability

Section 11.1 Insurance. Rugby Virginia shall authorize the purchase and maintenance of insurance on behalf of each Director and Officer against any liability asserted against or incurred by such Director or Officer in any capacity or arising out of such Director's or Officer's status as such, whether or not Rugby Virginia would have the power to indemnify such Director or Officer against such liability.

Section 11.2 Indemnification. Rugby Virginia shall indemnify and hold harmless to the fullest extent now or hereafter permitted by law each current and former director and officer of the Corporation who is or was made or threatened to be made a party to, or respondent or witness in any threatened, pending or completed suit, arbitration, or other proceeding whether civil, criminal, investigative or administrative, because that individual was a director or officer of the Corporation. The Corporation shall indemnify any such individual against all losses, judgments, penalties, fines, excise taxes and expenses, including, but not limited to attorney's fees provided the indemnification is permissible pursuant to Section 29-406.51 of the Code and is authorized pursuant to the provisions of Section 29-406.55 of the Code. The Corporation shall advance funds to pay for or reimburse expenses consistent with the provisions of Section 29-406.53 of the Code.

Section 11.3 Limit on Liability. Pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time, there shall be no liability for the acts or omissions of any Officer or Director in any proceeding brought by or in the right of Rugby Virginia or brought by or on behalf of the Members unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct.

Section 11.4 Advancement of Expenses. In accordance with the Virginia Nonstock Corporation Act, Rugby Virginia may pay for or reimburse reasonable expenses associated with a proceeding described in Section 11.2 herein.

Article XII. Policies and Procedures

Section 12.1 Gift Acceptance. Any Director or Officer may accept on behalf of Rugby Virginia any contribution, grant, gift, bequest of personal property or devise of real property for the purposes of Rugby Virginia.

Section 12.2 Investments. Rugby Virginia shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to the prudent investments which a director is or may hereafter be permitted by law to make. Stocks and other securities owned by Rugby Virginia may be voted in person or by proxy, as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the President may determine.

Section 12.3 Medical and Safety Policies.

- a. Rugby Virginia shall maintain medical and safety policies which outline procedures for coaches and players to follow in order to promote safety and provide a positive environment for the players. The medical and safety policies shall be made available to Members.
- b. Member Clubs shall require a liability waiver and release form to be signed by either the player or the player's parent or guardian if the player is less than eighteen years old.
- c. Rugby Virginia shall make available to Members including but not limited to Injury Incident Reports and Emergency Action Plans, as may be required by USA Rugby, the International Rugby Board, or any other organizations which govern Rugby Virginia.

Section 12.4 Privacy Policies.

- a. General privacy policy. Rugby Virginia's policy is to respect and protect the privacy of the players and coaches. Rugby Virginia has made a commitment to institute positive policies to reduce the risk of identity theft and to safeguard against unauthorized access to players and coaches' personal information. Rugby Virginia may adopt specific privacy policies from time to time as it deems necessary.
- b. Medical information. All Member Clubs shall retain medical information forms ("Medical Forms") for their players and shall have the Medical Forms available field-side for all rugby matches. Rugby Virginia shall instruct the coaches for the Member Clubs to take precautions to limit the number of people who have access to the Medical Forms and to safeguard against the unauthorized access to the Medical Forms. Coaches for the Member Clubs shall respect the privacy of their players and shall not share private or medical information unless necessary to provide medical care to the player. Preventing breaches of privacy is the ultimate responsibility of the Member Clubs. Rugby Virginia shall not be responsible for a

breach of privacy due to the negligence of a coach or Administrator of a Member Club.

Section 12.5 Background Checks. Rugby Virginia requires all youth and high school coaches to be registered with USA Rugby. As part of the USA Rugby registration process, the coach must pass USA Rugby's then-current requirements which may include a Background Screening Program and SafeSport Certification. Rugby Virginia encourages its Member Clubs to require a similar background check for its non-coach volunteers. The Member Clubs should take precautions to safeguard the information provided by any volunteer for such background check. In the event of a security breach, the Member Club shall notify all appropriate law enforcement authorities, credit bureaus, as well as the individual involved.

Section 12.6 Inappropriate Contact.

- a. Requirements. All Organizational Members shall:
 - (i) Refrain from any form of abuse (verbal, physical, or emotional) of a player.
 - (ii) Refrain from and prevent any form of sexual harassment towards a player.
 - (iii) Ensure that any physical contact with a player is appropriate to the situation and necessary to develop the player's rugby skills.
 - (iv) Refrain from engaging in an inappropriate relationship with a player.
- b. Reporting of Abuse or Neglect. Any Organizational Member who has a reason to suspect that a player is an abused or neglected child shall report the matter immediately to the local department of Social Services of the county or city where the player resides or where the abuse or neglect is believed to have occurred or to the Department of Social Services' toll-free child abuse and neglect hotline in accordance with Section 63.2-1509 of the Code of Virginia, as may be amended or superseded from time to time. Any Organizational Member who fails to do so may be subject to penalties under the Code of Virginia.
- c. Sexual Abuse or Misconduct. All allegations or reports of sexual abuse or misconduct or of prohibited conduct as defined by the U.S Center for SafeSport Code of Conduct or of conduct that is reasonably related to and accompanies an alleged violation involving sexualized behavior involving a minor child shall be referred to the US Center for SafeSport. Any matter involving a member of the Corporation which the US Center for SafeSport declines to investigate or adjudicate may be investigated and adjudicated by the Corporation. Nothing herein shall be interpreted to prohibit, restrict or abrogate the responsibility of any person or entity from timely reporting to any law enforcement, educational, or institutional authorities, any conduct, incident, circumstance, or occurrence as may be required by law.

The Corporation, and its Members, shall suspend immediately an individual's membership in the Corporation and prohibit contact with its U19 members upon receipt of notice that the member is the subject of any investigation into child abuse, child neglect or endangerment, or of any sexual or emotional or physical misconduct. Suspension pursuant to this section shall terminate upon the later of the conclusion of Rugby Virginia's own investigation into the matter, if any, or upon Rugby Virginia's receipt of written notice from the investigating body that the investigation has concluded without a finding the allegation is substantiated, indicated, or such corresponding finding as used in the jurisdiction of the investigation or by the investigating body.

- d. Additional Policies and Procedures. Rugby Virginia shall develop policies and procedures from time to time regarding inappropriate contact, which shall be distributed at the beginning of each season.
- e. Education. Member Clubs shall educate coaches, Administrators, volunteers, and players at the beginning of each season regarding inappropriate contact and distribute Rugby Virginia's policies and procedures to the coaches, Administrators, volunteers, and players (as appropriate for the players' ages).

Section 12.7 Alcoholic Beverages and Regulated Substances Policies.

- a. Rugby Virginia Approved Events and Functions. Alcoholic beverages are not permitted at any Rugby Virginia approved event or function at which individuals under the age of twenty-one are expected to be in attendance. Regulated substances are not permitted at any Rugby Virginia approved event or function. If a Member Club is hosting a Rugby Virginia approved event or function, it is the ultimate responsibility of such Member Club to ensure that these guidelines are enforced.
- b. Performance Enhancing Drugs. Rugby Virginia rejects the use of performance-enhancing drugs. Member Clubs shall abide by guidelines set forth by the United States Anti-Doping Agency and the Keep Rugby Clean program by the International Rugby Board. Coaches for the Member Clubs shall not tolerate infractions of such guidelines.

Article XIII. Conflicts of Interest

Section 13.1 Purpose. The purpose of the Conflict of Interest Policy is to protect Rugby Virginia's tax exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Rugby Virginia or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 13.2. Definitions.

- a. Interested Person. Any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment interest in any entity with which Rugby Virginia has a transaction or arrangement,
 - (ii) A compensation arrangement with Rugby Virginia or with any entity or individual with which Rugby Virginia has a transaction or arrangement, or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Rugby Virginia is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 13.3(b), a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section 13.3. Procedures.

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.
 - (i) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (ii) The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- (iii) After exercising due diligence, the Board of Directors or committee shall determine whether Rugby Virginia can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Rugby Virginia's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy.
 - (i) If the Board of Directors or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 13.4. Records of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 13.5. Compensation.

- a. An interested person who receives compensation, directly or indirectly, from Rugby Virginia for services is precluded from voting on matters pertaining to that interested person's compensation.

- b. An interested person on any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Rugby Virginia for services is precluded from voting on matters pertaining to that interested person's compensation.
- c. No interested person who receives compensation, directly or indirectly, from Rugby Virginia, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 13.6. Annual Statements. Each Director, Officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands Rugby Virginia is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XIV. Discipline and Dispute Resolution

Section 14.01. Disciplinary and Administrative Dispute Resolution. Any decision made by Match Officials concerning an infraction or violation of one or more of the Laws of the Game of Rugby and involving the suspension or removal of an individual from any future sanctioned Rugby Activity (“**Disciplinary Decision**”) is appealable. An appeal of a Disciplinary Decision by the aggrieved party shall be heard by a panel of two or more Discipline and Dispute Resolution Committee members. The Executive Committee of the Corporation Board of Directors may accept petitions to hear Final Appeals brought after the Discipline and Dispute Resolution Committee appeal processes have been exhausted. A decision on the first appeal by the Discipline and Dispute Resolution Committee shall be rendered within three (3) business days from the date when all information relevant to such appeal is delivered to the person responsible for deciding such appeal. If no such decision is rendered within the time specified, the decision under appeal shall stand as previously decided and shall be subject to further appeal if such appeal is taken. No subsequent appeal shall be subject to any time limit or deadline, however, the reviewing official or body shall use reasonable diligence to avoid undue delay in rendering a decision on such appeal.

Any decision made on appeal by the Discipline and Dispute Resolution Committee regarding any disciplinary or administrative matter may be appealed by an aggrieved party to the Board of Directors. The Board of Directors shall have the absolute discretion to decline to hear any appeal, in which case, the decision of the Discipline and Dispute Resolution Committee shall stand as issued.

Except as may be expressly otherwise-promulgated by policies from time to time by the Board of Directors, the standard of review for any appeal under these Bylaws shall be such that no

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decision shall be overturned unless the decision (i) represents a manifest factual error supported by compelling evidence to the contrary; or (ii) represents an clear and obvious abuse of discretion on the part of the person rendering the original decision.

For the purposes of determining eligibility to appeal, “aggrieved party” shall mean either (a) the individual participant whose participation in the Corporation’s programs will be limited as a result of any sanction imposed by the decision; or (b) the individual or team participant against whom any fine is levied; or (c) in the case of the alleged abuse of any match official, the match official who is alleged to have been abused; or (d) any team, union, or other representative organization which brings such appeal with the written consent of any of the foregoing persons or organizations.

Any official empowered by these Bylaws to conduct any inquiry or render any decision regarding any disciplinary or administrative matter related to the Corporation’s programs shall be similarly empowered to ask that any person providing information or evidence provide any certification or otherwise affirm that the information or statements provided are true and accurate; and, to the extent that such persons are subsequently shown to have intentionally provided false information or statements, to impose sanctions necessary to deter such malfeasance in the future.

The Discipline and Dispute Resolution Committee shall be authorized to publish disciplinary policies and procedures which are consistent with these Bylaws.

Rugby Virginia shall adopt and maintain a procedure for the adjudication and resolution of all disputes and complaints arising between and among their Participants, clubs or teams, or other individuals, which are not identified elsewhere in this Article X of the Bylaws.

Rugby Virginia may condition, restrict, suspend or revoke the membership of an individual member if it determines that the individual member has failed to comply with any applicable provision in these Bylaws, any membership agreement to which they are a party, any applicable Code of Conduct, or any other applicable policy adopted by the Corporation. In addition, Rugby Virginia may immediately disqualify any individual or entity from further membership in the Corporation for any period of time if the Board of Directors, in its sole and absolute discretion, determine that the conduct of the member is detrimental to the best interests of the Corporation. The Board of Directors may publish additional rules and procedures for the adjudication of enforcement matters under this Section.

Article XV. Distribution of Assets Upon Dissolution

Section 15.1 Distribution of Assets Upon Dissolution. The assets of Rugby Virginia are irrevocably dedicated to charitable and educational purposes, and no part of the assets of Rugby Virginia shall ever inure to the benefit of any Director, Officer or other individual having a personal or private interest in the activities of Rugby Virginia. Upon the dissolution of Rugby Virginia, the assets of Rugby Virginia remaining after payment, or provision for payment, of all the debts and liabilities of Rugby Virginia shall be distributed to one or more organizations selected by the Board of Directors; provided, however, that any such organization must be

exempt from taxation under Section 501(c)(3) of the Code at the time of the distribution. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county or city in which the principal office of Rugby Virginia is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVI. Amendments

Section 16.1 Amendment of Bylaws. The Board of Directors may amend or repeal these Bylaws upon a two-thirds majority except to the extent that:

- a. The Articles of Incorporation reserve the power exclusively to the Club Delegates; or
- b. A bylaw provision that increases a quorum or voting requirement for the Board of Directors may be amended or repealed either by the Club Delegates or by the Board of Directors.

Section 16.2 Amendment of Articles of Incorporation.

- a. Procedure. Except where member approval is not required by the Virginia Nonstock Corporation Act, an amendment to the Articles of Incorporation shall be adopted in the following manner:
 - (i) The proposed amendment shall be adopted by the Board of Directors by a two-thirds majority;
 - (ii) After adopting the proposed amendment, the Board of Directors shall submit the amendment to the Club Delegates for their approval. The Board of Directors shall also transmit to the Club Delegates a recommendation that the Club Delegates approve the amendment, unless the Board of Directors decides that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the Board of Directors shall transmit to the Club Delegates the basis for that determination; and
 - (iii) The Club Delegates approve the proposed amendment by a two-thirds majority.
- b. Notice. Rugby Virginia shall notify the Club Delegates of the proposed Club Delegates' meeting. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy of the amendment.
- c. Amendments not requiring approval of the Club Delegates. The Board of Directors may adopt one or more amendments to the Articles of Incorporation without the approval of the Club Delegates:
 - (i) To delete the names and addresses of the initial directors;
 - (ii) To delete the names and addresses of the initial registered agent or registered office, if a statement of change is on file with the State Corporation Commission;
 - (iii) To add, delete, or change a geographic attribution for the name; or

- (iv) To make any other change expressly permitted by the Virginia Nonstock Corporation Act to be made without member action.

Section 16.3 Restatement of the Articles of Incorporation. The Board of Directors may restate its Articles of Incorporation at any time with or without the approval of the Club Delegates. The restatement may include one or more new amendments to the Articles. If the restatement includes a new amendment that is not described in Section 15.2.c., the amendment shall be adopted and approved as provided in Section 15.2.a and Section 15.2.b.

Article XVII. Miscellaneous Provisions

Section 17.1 Governing Law. These Bylaws are entered into and shall be construed under the laws of the Commonwealth of Virginia, and specifically the Virginia Nonstock Corporation Act.

Section 17.2 Headings. The headings of these Bylaws are inserted for convenience only and are in no way intended to describe, interpret, define, or limit the scope, extent, or intent of these Bylaws.

Section 17.3 Severability. If any provision of these Bylaws or the application thereof to any person or circumstance shall be invalid, illegal, or unenforceable to any extent, the remainder of these Bylaws and the application thereof shall not be affected and shall be enforceable to the fullest extent permitted by law.

CERTIFICATE OF SECRETARY

I, [insert name], certify that I am the duly elected Secretary of Rugby Virginia (the Corporation) and that the foregoing Amended and Restated Bylaws were duly adopted by the Consent of Directors of Rugby Virginia as of

Dated: _____ [Insert Today's Date]

Secretary of Rugby Virginia Signature: _____

Printed Name: : _____

Addendum I

JOB DESCRIPTIONS

The Rugby Virginia (“**RVA**”) Board of Directors governs, advises, oversees policy and, in general, supports the organization’s mission.

Major responsibilities of the voting members of the Board of Directors:

- Organizational leadership
- Election of officers and committees
- Formation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of program planning and evaluation
- Board development and evaluation
- Fundraising and outreach

Specific areas of responsibility of the voting members of the Directors:

- Attend and participate in meetings and events
- Serve on a standing committee of the Board and on ad-hoc committees as necessary
- Help communicate and promote RVA mission and programs to the community
- Become familiar with RVA finances, budget and financial resource needs
- Understand the bylaws of RVA
- Financially support RVA in a manner commensurate with individual ability

President

Major responsibilities:

- Provides leadership to the Board of Directors and to the operation of Rugby Virginia
- Chairs board meetings after developing the agenda with the Managing Director/Executive Director
- Appoints chairpersons of committees, in consultation with other Board members
- Ensures that the organization operates on a high ethical level and that it adheres to all laws, regulations and reporting requirements governing non-profit organizations
- Oversees the formation of policies, procedures and strategic plans
- Oversees Board development
- Represents the organization in the community
- Serves ex-officio as a member of committees and attend their meetings as needed
- Reviews with the Managing Director/Executive Director and Executive Committee any issues of concern
- Monitors financial status reports with the Treasurer and Financial Committee
- Plays a leading role in fundraising activities with the Financial Committee
- Along with the Managing Director/Executive Director, represents the organization as members of all governing organizations; provided, however, that the President shall be the primary representative and contact for all dealings with USA Rugby

- Formally evaluates the performance of the Managing Director/Executive Director
- Reviews annually the performance of the organization carrying out its mission
- Responsible for onboarding/orientation of new Board members
- Responsible for the creation of a Nominating Committee whose purpose is to create a slate of Board candidates for elections as provided in RVA bylaws

Vice President

Major responsibilities:

- Serves as a member of the Board of Directors
- Performs President's responsibilities when the President is not available or is unable to perform such duties
- Serves as a member of the Executive Committee and the Finance Committee
- Provides oversight in the contracting for any third-party financial audits of Rugby Virginia
- Works closely with the President and Managing Director/Executive Director
- Oversees the implementation of officer transition plans
- Participates in program planning and evaluation
- Represents the organization in the community
- Participates in fundraising and outreach
- Performs other responsibilities as assigned by the President or the Board

Treasurer

Major responsibilities:

- Serves as a member of the Board of Directors
- Manages and supervises financial activities of the organization
- Serves as member of the Executive Committee
- Maintains, or causes to be maintained, proper accounts of Rugby Virginia
- Pays all bills or causes them to be paid
- Provides an annual budget for Board member's approval
- Provides a financial report to be distributed to Board members at each meeting
- Serves as committee chair of the Finance Committee
- Supports and participates in fundraising and outreach activities
- Reviews and supports all committees with their program budget development
- Reviews organizational reports
- Promotes the organization
- Discusses financial issues confronting the organization with the Managing Director/Executive Director and the Executive Committee
- Preparing or hiring a certified public accountant to prepare the annual tax return filings for Rugby Virginia
- Maintaining Rugby Virginia's sales and use tax exemption by filing the appropriate forms with the Virginia Department of Taxation

- Filing annual registration statements with the Virginia Department of Agriculture and Consumer Services, Office of Consumer Affairs for soliciting charitable contributions
- Performs other responsibilities assigned by the Board

Specific areas of responsibility:

- The Treasurer and one other authorized Executive Committee member shall sign all checks or other financial obligations that exceed \$1000. The Board of Directors shall determine the other member or members authorized to sign such obligations. In most circumstances, this will be the Managing Director/Executive Director. Checks or other financial obligations of less than \$1000 may be signed by one person: the Managing Director/Executive Director or Treasurer or any other person designated by the Board.
- The Treasurer shall be responsible for overseeing and managing the investments of the organization and or/maintaining communication with the firm or individuals contracted by the Board of Directors to execute the investment strategy.

Secretary

Major responsibilities:

- Serves as a member of the Board of Directors
- Serves as member of the Executive Committee
- Maintains records of board meetings and ensures appropriate retention and archival access of the organization's records
- Takes minutes of board meetings (or ensures that they are recorded and archived)
- Ensures that minutes are distributed to members shortly after each meeting
- Maintains familiarity with legal documents (Bylaws, IRS letters, business contracts/organizational membership agreements – SBRO, Positive Coaching Alliance, employment contracts) and organizes the safekeeping and archival access of the official records of the organization
- Review of organizational reports
- Promotes the organization
- Participates in fundraising and outreach
- Discusses organizational and procedural issues confronting the organization with the Managing Director/Executive Director and the Executive Committee
- Is familiar with, introduces and interprets for the Board of Directors the use of Robert's Rules of Order (found at www.rulesonline.com) for all organization procedural matters
- Performs other responsibilities assigned by the Board of Directors
- Secures Club Delegate designations from Member Clubs and maintains a list of Club Delegate contact information
- Secures and maintains Annual Statements regarding receipt, understanding and intent to comply with RVA's conflict of interest policy as required by Section 13.6 of the Bylaws

Managing Director/Executive Director

Terminology:

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- At any time that Rugby Virginia is not employing a paid Executive Director, the Board of Directors may appoint a Director to serve as the Managing Director
- The responsibilities described below shall be the same for an individual serving as either a Managing Director or an Executive Director, but there is a distinction for voting and compensation purposes
- An Executive Director shall be compensated, while a Managing Director shall not receive compensation
- The Executive Director shall serve as an ex officio member of the Board of Directors with no vote, while a Managing Director shall have the full voting rights of a Director

Major responsibilities:

- Manages day-to-day operations and oversees staff/project coordinators
- Works closely with the President, Treasurer and Executive Committee to ensure that organization operates on a sound financial basis
- Works with the President to develop Board meeting agendas
- Recommends new programs as appropriate and participates in strategic planning
- Ensures that the organization adheres to all laws, regulations and reporting requirements governing non-profit organizations
- Manages the finances (including adoption and oversight of annual budget) in cooperation with the Treasurer and Finance Committee
- Conducts program planning and evaluation with the Program and Membership committees
- Assists the President and Executive Committee with board development
- Promotes the organization
- Along with the President, represents the organization as members of all governing organizations
- Conducts fundraising in collaboration with the Financial Committee
- Performs other responsibilities assigned by the Board
- Appoints league commissioners and a High-Performance program manager
- Maintains a list of Member Clubs with membership type provided
- Brings forward motions for the Board of Directors to vote on Member Clubs to achieve Full Membership designation

Supervisory Responsibilities:

- Program management and development: tournaments, clinics, educational presentations, youth rugby programs, high school rugby programs and special events. This involves contact with Virginia-based schools, community organizations and interface with other State Youth Rugby Organizations (SYRO's).
- Revenue generation and fundraising: annual solicitation of individuals, grant applications to foundations and corporations, personal contact with foundations and corporations, solicitation of other fundraising opportunities.
- Staff development and supervision: office assistant/bookkeeper (part-time), grant writer (as needed), special events planner/Administrator/salesperson (part-time), webmaster,

event volunteer groups. Annual solicitation for volunteers, referees, coaches , committee and board members.

Committee Chairs

Major responsibilities:

- Serves as member of the Board of Directors
- Oversees the work of the committee, sets the agenda, and any project timelines and assigns tasks
- Ensures that committee members have information to perform their jobs
- Oversees the logistics of the committee's operations
- Reports to the President
- Reports to the full Board on committee's decision/recommendations
- Works closely with Managing Director/Executive Director and other staff and volunteers
- Initiates and leads the annual evaluation of the committee

Addendum II

COMMITTEE DESCRIPTIONS

Executive Committee

The Executive Committee shall consist of the officers and the Chairs of the standing committees.

Responsibilities include:

- Overall policy and direction
- Review and approval of operating budget
- Review and approval of large expenditures for special projects
- Board development, recruitment and orientation
- Enforcement of board and officer term limits
- Manage search process for Executive Director
- Responsibility for the management and interpretation of the organizational bylaws and operational protocols

Standing Committees

Finance Committee.

The Finance Committee shall consist of the Vice President, the Treasurer and other Board members as may be appointed by the President.

Responsibilities include:

- Monitor the annual budget and manage Rugby Virginia's assets
- Oversee all revenue generating and fundraising initiatives
- Approve the annual audit by an independent auditor
- Provide proper financial reports to the Board

Membership Committee.

The Membership Committee shall consist of the rugby league commissioners and Board members as may be appointed by the President.

Responsibilities include:

- Development of member classifications
- Creation of member benefits and policies and new member orientation
- Creation and management of the member application and interview process
- Management of membership communication
- Participation in strategic planning, league and the AGM meeting

Competitions Committee.

The Competitions Committee shall consist of the league commissioners, the High-Performance program manager, designated league officials, and other Board members as may be appointed by the President.

Responsibilities include:

- Working with the Membership Committee to recommend, orient and communicate to new league members
- Scheduling seasonal, playoff and tournament play
- Creating and revising the match laws for each league
- Submitting matters of jurisprudence to the Disciplinary Committee
- Participate along with the League Commissioners in league membership meetings
- Development and implementation of a strategic plan for rugby development throughout the Commonwealth of Virginia Development and implementation of a high-performance program (i.e., intermediate and advanced rugby education and all-star team development)
- Planning and implementation of rugby clinics and presentations to community, school Administrators and teachers
- Developing strategies to raise public awareness of rugby throughout Virginia
- Standardization of league policies, procedures and bylaws for each league
- Coordination with referee societies, rugby governing bodies any outside law enforcement organizations and the organization's legal counsel

Discipline and Dispute Resolution Committee.

The Disciplinary Committee shall consist of one or more Board members as may be appointed by the President and at large members as appointed by the President or the Committee Chair.

Responsibilities include:

- Making decisions upon appeal on penalties and sanctions for non-compliance or grievous actions against league and organizational policies for an aggrieved party.
- Making recommendations to the Board on penalties and sanctions for non-compliance or grievous actions against league and organizational policies for an aggrieved party where a subsequent appeal has been brought and granted.

Marketing Committee.

The Marketing Committee shall consist of Board members as may be appointed by the President.

Responsibilities include:

- Coordinates all public relations and creative marketing campaigns for the organization
- Creation and maintenance of the organization's web page
- Utilization of social media outreach to promote the organization
- Creation of promotional and marketing materials for leagues and special events

- Development of sponsorship and partnership programming proposals, presentations and agreements
- Development and maintenance of all membership and public outreach communication forums and policies

Training and Education Committee.

The Training Committee shall consist of the Managing Director/Executive Director, other Board members as may be appointed by the President, and other individuals who have demonstrated and/or credentialed experience in the strategic development and implementation of new rugby development and continuing education for coaches, referees, players, Administrators, and parents.

Responsibilities include:

- Creation of a strategic plan for new and continuing rugby education for coaches, referees, players, Administrators, and parents
- Implementation of training programming
- Development and implementation of a proprietary database tracking system for coach and referee registration and certification
- Coordination with the rugby governing bodies (USAR, IRB) and strategic partners (Positive Coaching Alliance, CDC) in the delivery of updates to members in the areas of law, strategies, sports psychology and risk management.

Equity, Inclusion, Access, and Diversity Committee. There shall be an Equity, Inclusion, Access, and Diversity Committee (“**EIAD Committee**”). The EIAD Committee shall review, support, and provide guidance and oversight on diversity, inclusion, access, and equity in the membership of the Corporation, its Committees, and member organizations, as well as programs and other efforts.

Advisory Committee. From time to time, the Board of Directors may elect, by majority vote of all Directors, an advisory committee to serve at the pleasure of the Board of Directors. The individuals who are elected to serve on such advisory board may be selected from the public at large. The Advisory Board shall provide guidance to the Board of Directors regarding programs and related matters and will meet on an ad hoc basis. Members of the Advisory Board may attend meetings of the Board of Directors but shall not have the right to vote on any matters that come before the Board. No advisory committee shall be a “designated body” as that term is defined by the DC Non-Profit Act without amendment of these Bylaws.

Addendum III
PROXY FORM

The undersigned, Club Delegate for _____ [insert name of Member Club], appoints _____ [insert name of person serving as proxy], as proxy to vote and otherwise represent the undersigned as follows:

[Please Check One]

- For the meeting on _____ [insert date of meeting] or
 until the end of the current Competition Year.

Dated: _____ [Insert Today's Date]

Signed by Club Delegate: _____

Print name: _____

This proxy is effective when received by the Secretary of Rugby Virginia.

If no box is checked above, the appointment of the proxy is valid through the end of the current Competition Year.

This proxy is revocable by providing written direction to the Rugby Virginia Board of Director's Secretary.

Rugby Virginia is entitled to accept the proxy's vote or other action as that of the Club Delegate making the appointment.