

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As amended on April 1st, to take effect on September 1st, 2013

PREAMBLE

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

The EPRU will have exclusive jurisdiction over its members in matters pertaining to the administration of Rugby Union Football.

The EPRU exists to preserve, protect, and foster the game of Rugby Union Football for its participants.

ARTICLE I

NAME

Section 1.01 NAME. The name of the corporation shall be The Eastern Pennsylvania Rugby Union. The corporation is hereinafter called the “Union” or this “Union.”

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

Section 1.03 JURISDICTION. The jurisdiction consists of Pennsylvania: East of a line of longitude 5 miles West of State College, PA, New Jersey: areas South of Interstate 176 and continuing due east from its termination at the Garden State Parkway to the Coast of the Atlantic Ocean, The State of Delaware and areas adjacent thereto where reasons of geography and the needs of the game justify the extension of the Union’s jurisdiction. Jurisdiction is hereinafter called the “GU” or this “GU.”

Section 1.04 PURPOSE. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the specific purposes of the corporation are (i) to coordinate, administer, and foster national amateur competition in the sport of Rugby Union in the GU (ii) to support and develop amateur athletes for national competition in the sport of Rugby Union; (iii) to foster productive working relationships among organizations active in the sport of Rugby Union; (iv) to promote and encourage physical fitness and public participation in the sport of Rugby Union; and (v) to carry on other charitable activities associated with these purposes as allowed by law. In furtherance of the foregoing purposes, this corporation shall be organized and operated primarily to conduct or

support rugby competition and to support or develop amateur rugby athletes for national or international competition within the meaning of section 501(j)(2) or the Internal Revenue Code of 1986, as amended.

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

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

ARTICLE II

MEMBERSHIP

All clubs that are current members in good standing of Eastern Pennsylvania Rugby Union Local Area Union, Union’s predecessor, as of the day of the adoption of these By-Laws are automatically members of the Union in their respective category (Full, Associate or Recognized). In order to maintain membership in the Union, each member club must remain financially current as set forth by the Board of Directors of the EPRU to maintain their status.

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

(a)FULL MEMBERS.

All rugby clubs within the jurisdiction of the Union that have been elected to membership in the Union as provided in these By-Laws shall be Full Members, with all rights and privileges of membership.

(b)ASSOCIATE MEMBERS. “Associate Members” Are those clubs that apply for admission to the EPRU and by affirmative vote of at least three-fourths (3/4) of the Board of the EPRU. An Associate Member may become a Full Member only after:

- 1.) Minimum one year probationary period, and
- 2.) Second affirmative vote as set forth above, and
- 3.) Any additional requirement that the Board may from time to time impose, provided said additional requirement is reasonable and is not intended to discriminate in any way.

(c) RECOGNIZED MEMBERS: Recognized Members are those clubs that the Executive Committee recognizes and acknowledges as eligible for Members to schedule and play matches.

(d) HONORARY MEMBERS. “Honorary Members” shall be any persons the Union desires to honor. These members are elected by a majority of the Board. Honorary Members do not have a vote in Union matters and they do not pay dues. Honorary Members will be entitled to such rights and privileges as the Executive Committee deems appropriate.

The Eastern Pennsylvania Rugby Referee’s Society (the “Referees’ Society”) shall also be an Honorary Member, although it does not pay annual dues.

(e) SPECIAL MEMBERS. “Special Members” are organizations that are affiliated with the Union in an administrative relationship whose characteristics are not covered in other specific membership categories. This class of membership does not vote in Union matters unless specifically authorized by the Union membership. Special Members may be created from time to time by Executive Committee. Special Members will be entitled to such rights and privileges as the Executive Committee deems appropriate.

Section 2.02 VOTING MEMBERS. Each Full, Associate and Recognized member has one vote at any Union meeting. No restriction shall be imposed on any member by virtue of race, creed, color, sex, national origin, religion or sexual orientation.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.01 PLACE OF MEETINGS. Annual and special meetings of the members shall be held within the jurisdiction of the EPRU.

Section 3.02 ANNUAL GENERAL MEETING.

The Union will hold an “Annual General Meeting” (AGM) each year.

The AGM will be held in the month of September of each year.

The AGM shall be conducted for the purpose of electing Directors to the open Board or Director’s seats under the terms of Section 4.02 herein and transacting any other necessary business.

All members of the EPRU may attend the AGM regardless of whether such member has the right to vote, but such right to attend shall not be implied to give such Member any right to vote.

Section 3.04 SPECIAL MEETINGS. A special meeting may be called at any time and for any purpose by the President, or by a simple majority of the Executive Committee, or by a written request to the Secretary of 5(five) Full Members. Each member shall receive notice of a special meeting and a statement of its purpose.

Section 3.05 NOTICE OF MEETINGS. Notice of the place, date and hour and an agenda of any Union meeting shall be sent to each member not less than fourteen (14) days before the meeting.

Section 3.06 QUORUM AND ADJOURNMENT. Except when required by law, the presence, in-person, via telecommunication or by proxy, at any meeting of not less than a majority of the Directors will be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, Directors present may adjourn the meeting without setting future date for resumption.

Section 3.07 MANNER OF VOTING. Matters brought to vote shall pass by a simple majority of the votes cast unless specified otherwise.

Section 3.08 PROXIES.

Any member may be represented by a proxy.

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

The proxy is only valid for items on the agenda.

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

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

Section 3.09 LOSS OF MEMBERSHIP.

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

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

Section 3.10 LOSS OF "GOOD STANDING" STATUS BY MEMBERS.

A member shall lose its voting rights in the Union and become "not in good standing" as a result of its failure to meet its financial obligations to the Union as set forth by the Board of Directors including the collection of dues and all levied fees.

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

ARTICLE IV

BOARD OF DIRECTORS/OFFICERS

Section 4.01 BOARD OF DIRECTORS AND TERM.

The Board of Directors shall be comprised of a minimum of five (5) and maximum of fifteen (15) members, each in good standing with USA Rugby.

The Executive Committee is comprised of members of the Board of Directors of the Union. The “Officers” are:

1. “President”;
2. “Vice President”;
3. “Treasurer”;
4. “Secretary”; and
5. “Director-at-Large”

All of the Officer positions are elected positions and are elected in accordance with Section 4.02(b) herein. Additional Officer positions may be established at the Annual General Meeting as needed by a vote of two-thirds of the majority of members voting. Officers shall hold offices for one (1) year or until their successors are elected.

Section 4.02 ELECTION OF BOARD OF DIRECTORS/OFFICERS.

(a) BOARD OF DIRECTORS Except as described in Subsection 4.02(a.1) below (relating to the transition from Local area Union to Geographical Union), Alternating Cohorts of the Board of Directors shall be elected from a slate of candidates presented by the Nominating Committee of the Board of Directors at the AGM. Each Cohort will be comprised of the positions vacated by those Directors whose terms are expiring. Such Directors shall be elected by the members in good standing of each Full, Associate and Recognized Member of the EPRU. Each Member shall have one vote for up to 50% of those nominated Directors and may cast such vote in person, electronically or by proxy. In no case shall the number of the available positions on the Board of Directors exceed one half plus one of the total numbers of authorized positions on the Board of Directors.

(1) For the year 2013, the current Board of Directors of the EPRU Local Area Union shall carry forward their respective terms to the Board of Directors of the EPRU Geographical Union, originating 9/1/2013. Those Directors in their first term will continue the remainder of their two (2) year term in the newly form EPRU Geographical union. Those Directors in their second term shall finish out their terms until elections at the 2014 AGM.

(b) INABILITY TO SERVE. If any Director for any reason is unable or unwilling to serve the remainder of their term, the Board of Directors may appoint a replacement Director.

(c) OFFICERS. The Officers of the Corporation shall be elected by the Board of Directors. The election of the officers shall be held at the AGM of the Members and meeting of the Board of Directors in September of each year. In case of the absence or disability of the president, such vacancy shall be filled by a majority vote of the Executive Committee for the remainder of the presidential term.

Section 4.03 REMOVAL OF OFFICERS. Any Officer may be removed by a simple majority of the votes cast at a Union meeting, providing a quorum is present and notice of this action has been given under Section 3.05.

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

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

Section 4.05 VACANCIES. Any vacant elected Office shall be filled by a simple majority of the votes cast by the Executive Committee, subject to confirmation at the next Annual General Meeting of the Union.

Section 4.06 POWERS AND DUTIES OF THE OFFICERS. The Officers of the Union shall have the following powers and duties to manage the property and affairs of the Union, subject to the review of the members.

1. PRESIDENT. The President shall organize and chair Union and Executive Committee meetings, and administer the activities of the other officers and Committees of the Union. She shall encourage membership in the Union, and with the help of the members shall determine the Union objectives and work toward their achievement.

2. VICE PRESIDENT. The Vice President is the President's deputy and assists the President in her duties and carries out such additional duties, as the President shall assign to the Vice President. The Vice President shall succeed the President in the event of her death, incapacity, resignation or removal from office.

3. SECRETARY.

The Secretary shall compile, maintain and publish the Union membership directory. She shall correspond with other unions to mutual advantage.

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

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

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

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

4. TREASURER. The Treasurer will collect, account for, budget and administer the funds of the Union. The Treasurer shall maintain the financial records of the Union, and give these records to her successor in good order.

5. DIRECTOR-AT-LARGE. The Director-at-Large shall head the Disciplinary Committee.

ARTICLE V

COMPETITIVE GROUPS

Section 5.01 Each competitive group shall have a “Coordinator” to (i) coordinate the competition of such Group, (ii) foster the interests of clubs within the Group, and (ii) represent the Group as a whole on the Executive Committee. The Coordinator of the Group chairs any meetings of the Group. An individual may hold more than one Coordinator position at a time. Each Coordinator is appointed by majority vote of the Executive Committee, subject to removal from office in the same manner as an Officer. The Executive Committee reserves the right to add or delete Coordinators for various groups as needed.

Section 5.04 UNION OFFICIALS.

For the purpose of these By-Laws, the Union “Officers” are the members of the Executive Committee.

ARTICLE VI

COMMITTEES

Section 6.01 EXECUTIVE COMMITTEE.

(A)Members.

The Executive Committee is comprised of the following members:

1. The Officers as defined under Section 4.01 herein.

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

(B)Powers and Duties. The Executive Committee shall administer the day-to-day activities of the Union and make the decisions necessary to meet the objectives of the Union. The Executive Committee sets the Union’s budget and the amount and method of collection of members’ dues. The Executive Committee shall have the power to add non-voting members, and to appoint Committees. The Executive Committee shall ensure that By-Laws are followed. The members of the Executive Committee are also the members of the Union’s Board of Directors. The Board of Directors will meet at least twice annually in accordance with the proper execution of the Union’s corporate business and in compliance with applicable law.

Executive Committee Meetings shall be called as needed by the President or by any two (2) other Officers.

Written notice of the purpose of the meeting, and an agenda shall be provided, at least seventy-two (72) hours before the meeting; provided, however, in the event of an emergency, only if such notice is reasonable and need be given. Meetings may be held in person, by telephone or

video conference, or by other means permitted by advances in technology as are adopted as a standard business practice in the wider world, or any combination thereof.

In order to have a quorum, (i) the President or Vice President and (ii) at least three (3) voting members must participate in the meeting (provided, however, if a meeting of the Executive Committee is duly noticed and less than a quorum is obtained, so long as the President or Vice President participated in the meeting, the Executive Committee members participating in the meeting may provisionally act, which actions shall become formal and effective acts of the Executive Committee when ratified in writing by a simple majority of the Executive Committee).

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

Section 6.02 NOMINATING COMMITTEE.

(A) Purpose

The Nominating Committee sole responsibility is to present a slate of candidates for the Board of Directors at the AGM in September.

(B) Operation

The President will appoint a Nominating Chairperson a minimum of 60 days prior to the AGM, who will take appointment after a majority confirmation of the Executive Committee. The Chairperson may recruit the services of other members who shall confirm the willingness and eligibility to run for a Board of Director’s position. The Committee will present a slate of candidates of no more than Thirty (30). Each EPRU member Club may cast one (1) vote for up to 50% of those candidates nominated. Fifty Percent (50%) of the candidates receiving the greatest number of votes shall be elected to the Board of Directors.

Section 6.03 DISCIPLINARY COMMITTEE.

(A) Purpose.

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

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

The Disciplinary Committee shall be headed by the Director-at Large.

Section 6.04 OTHER COMMITTEES. The Executive Committee may appoint other optional work Committees as necessary to achieve the Union’s objectives.

ARTICLE VII

INDEMNIFICATION

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

Section 7.02 MANDATORY ADVANCEMENT OF EXPENSES TO UNION

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

Section 7.03 PERMISSIVE INDEMNIFICATION AND ADVANCEMENT OF

EXPENSES. The Union may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding. Subject to Section 7.02 hereof, the Union may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of her participation in an action, suit or proceeding referred to in this Section 7.03 in advance of the final disposition of such action, suit or proceeding.

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

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

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

ARTICLE VIII

ADDITIONAL ITEMS

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

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

All checks over \$10,000 in value must be authorized in writing by the President or Vice President.

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

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

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

Section 8.05.FISCAL YEAR OF UNION. The annual fiscal period shall be September 1 to August 31.

Section 8.06.DISCRIMINATION. No member of the Union may discriminate in its membership on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap.

Section 8.07 ELIGIBILITY. All questions about the eligibility of players shall be referred to the Executive Committee of the Union for adjudication.

Section 8.08 CHANGING CLUB MEMBERSHIP. During a competitive season (*i.e.*, 7's or 15's), no player may switch teams without a written release from the club or college she is leaving. In cases of dispute, the Executive Committee shall rule on a player's status. In addition, any player changing clubs mid-season must comply with all USAR regulations pertaining thereto.

Section 8.09 AMENDMENT. These By-Laws may be altered or new By-Laws may be adopted, by a two-thirds majority vote of a quorum of Full, Associate and Recognized Members.

Proposed changes shall be submitted in writing to the Secretary not less than thirty (30) days before the meeting for inclusion in the agenda. The Secretary shall send copies of the proposed changes to the members.

Section 8.10 ACCESS. All members have the right of full access through the Union Secretary to copies of all official documents, records, reports, minutes and correspondence of Union affairs and the Union relations with bodies to which it is affiliated. On the advice of Counsel, the Board of Directors may deem certain documents as Confidential for an indefinite period of time.

Section 8.11 ATTENDANCE. All members have the right to attend Executive Committee Meetings of the Union. The Executive Committee and Board of Directors may meet in closed executive session to discuss matters of a proprietary or sensitive or legal nature.

Section 8.12 NOTICES. Notices contemplated hereby must be in written and shall be delivered by personal delivery, U.S. Mail, express courier or email (or any replacements thereof as the result of advances in technology as are adopted as a standard business practice in the wider world).

Section 8.13 ROBERTS RULES OF ORDER. The rules contained in Robert's Rules of Order Revised shall govern the Union's meetings (including its Committee meetings) in all instances when such rules are not inconsistent with these By-Laws.