

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As Amended on October 6, 2010

PREAMBLE

The Corporation is organized and is operated exclusively to promote and foster the growth of Rugby Union Football and to educate the public and players in the game of Rugby Union Football as played under The Laws of the International Rugby Board.

The Eastern Pennsylvania Rugby Union, Inc. will have jurisdiction over its members in all matters of a local nature pertaining to the administration of rugby activities to include, but not limited to, finances, dues, local scheduling, discipline (including fines), and related matters.

ARTICLE I

The name of the Corporation shall be the EASTERN PENNSYLVANIA RUGBY UNION, INC., hereinafter referred to as "the EPRU."

ARTICLE II

OBJECTS AND PURPOSE

The objects and purposes of the EPRU are:

1. To foster and promote the growth and development of rugby in the Territory of the Eastern Pennsylvania Rugby Union, to increase the awareness of rugby and its traditions, to adhere to the Laws of the Game as framed by the International Rugby Board and as adopted by the United States of America Rugby Football Union (USARFU or USA Rugby), and generally to advance interest, education, and participation in rugby, both nationally and internationally.
2. To promote interest, study and improvement in amateur sports, to provide education and instruction to the general public about the game of rugby union and to hold competitions and exhibitions.
3. To do any other act incidental to or connected with or in advancement of the foregoing purposes, but not for the pecuniary profit or financial gain of the EPRU's members, directors or officers.
4. To purchase, receive, take by grant, gift, devise, bequest or otherwise acquire, own, hold, improve, employ, use or deal with real or personal property, or any other interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, or pledge and of the EPRU's property and assets or any interests therein, wherever situated. Notwithstanding anything else in this paragraph to the contrary, no sale, lease or exchange of such property shall be for profit.
5. To possess and exercise all the powers and privileges granted by the Delaware Corporations Law, any other laws of Delaware, or these By-Laws, together with any powers incidental thereto, insofar as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the EPRU.
6. To promote charitable, educational, and amateur sports activities, including but not limited to receiving contributions and paying them to an organization described in Section 501 (c) (3) of the

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As Amended on October 6, 2010

Internal Revenue Code of 1954 as now in effect or hereafter amended. The EPRU shall not attempt to influence legislation by propaganda or otherwise, or to participate in or intervene in political campaign on behalf of any candidate for public office.

7. To promote participation in and development of the game of Rugby Union Football at its highest levels.
8. To support the United States of America Rugby Football Union, its objectives and purposes, in cooperation with other unions, clubs, groups, and individuals in other regions of the nation.

ARTICLE III

MEMBERS

Section 3 .01 QUALIFICATION OF MEMBERS: The membership of the EPRU shall be composed principally of rugby clubs located within Eastern and Central Pennsylvania, Central and Southern New Jersey and Delaware (the "Territory").

Section 3 .02 DESIGNATION OF MEMBERS: Members shall be designated as Full, Associate, Recognized, High School and U-15 Members (hereinafter referred to as Members) and Honorary Members. The different classes of membership are defined as follows:

- a) FULL MEMBERS: Are those clubs that apply for Full Membership and have received an affirmative vote of at least three-fourths (3/4) of a quorum of the Board of the EPRU present at a duly constituted meeting.
- b) ASSOCIATE MEMBERS: Are those clubs that apply for admission to the EPRU and by an affirmative vote of at least three-fourths (3/4) of a quorum of the Board of the EPRU present at a duly constituted meeting. An Associate Member may become a Full Member only after:
 1. a minimum one year probationary period, and
 2. a 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: Are those clubs that the Executive Committee recognizes and acknowledges at a duly constituted meeting of the Executive Committee as eligible for Members to schedule and play matches.
- d) HIGH SCHOOL MEMBERS: Are those clubs that are either affiliated with a high school whose members are under 19 years of age as of September 1 of the current school year and attend that high school, or affiliated with a club that is a Full Member whose members are under 19 years of age as of September 1 of the current school year that apply for High School Membership and have received an affirmative vote of at least three-fourths (3/4) of a quorum of the Executive Committee of the EPRU present at a duly constituted meeting.

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As Amended on October 6, 2010

- e) U-15 MEMBERS: Are those clubs whose members are under 15 years of age as of September 1 of the current school year that apply for U-15 Membership and have received an affirmative vote of at least three-fourths (3/4) of a quorum of the Executive Committee of the EPRU present at a duly constituted meeting.
- f) HONORARY MEMBERS: Groups or individuals may be elected to Honorary membership upon affirmative vote of three fourths (3/4) of a quorum of the Board of the EPRU present at a duly constituted meeting. Honorary Members will be entitled to such rights and privileges as the Executive Committee deems appropriate.

Section 3.03 VOTING RIGHTS: Only Full, Associate, Recognized, High School and U-15 Members in good standing shall be entitled to vote and may cast one vote in the elections of the Board of Directors or any matter brought before them by the Board of Directors. An individual cannot represent more than one Member.

Section 3.04 ANNUAL GENERAL MEETING OF THE MEMBERS: The Board of Directors shall hold an Annual General Meeting of the Members in September of each year at the principal office of the Corporation, or at such other place or places as may be designated by the Board of Directors for the purpose of electing the Board of Directors, and transacting any other necessary business. Each Member entitled to vote may cast one vote by written or oral ballot, as the case may be, for each matter called to vote.

All Members of the EPRU shall be entitled to attend the Annual General Meeting regardless of whether such Members have voting rights, but such right to attend shall not be implied to give such Member any right to vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 COMPOSITION OF THE BOARD OF DIRECTORS: The affairs of the EPRU shall be administered by the Board of Directors (the Board), each of who shall be a member in good standing with USA Rugby. The Board's membership (the Directors) shall be composed of minimum of five and maximum of fifteen elected Directors, plus the Officers of the EPRU.

Each Director has one vote on any given voting matter. Under no circumstances may one person or Director cast more than one vote. Each Executive Committee member shall have one vote as a Director on the Board of Directors.

Section 4.02 ELECTION OF THE BOARD OF DIRECTORS: Except as described in subsection 4.02(a) below (relating to the 2010 election of the Board of Directors), 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 Annual General Meeting to be held in September of each year. 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, Recognized, High School and Under-15 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,

**BY-LAWS of the
EASTERN PENNSYLVANIA RUGBY UNION**

As Amended on October 6, 2010

electronically or by proxy. In no case shall the number of available positions on the Board of Directors in any Cohort exceed one half plus one of the total number of authorized positions on the Board of Directors.

- (a) For the year 2010-2011, the Board of Directors shall be elected from a slate of candidates offered at the 2010 Annual General Meeting. The maximum number of Directors elected as a result of this voting shall be fifteen (15). However, the eight (8) candidates receiving the most votes will serve a two year term and will form the "2012 Cohort" of Directors. Any remaining Directors will have a term expiring in one (1) year and the seats thusly vacated will form the "2013 Cohort" of Directors. If two or more candidates receive equal votes such that there is a tie between several directors for the available 2012 Cohort positions, such tie will be resolved by a coin-flip conducted by the President.

Section 4.03 TERM: The term of the Board of Directors shall be two (2) years except as described in Section 4.02(a) with respect to certain Directors elected in 2010.

Section 4.04 INABILITY TO SERVE: If any director for any reason is unable or unwilling to serve the remainder of their term, then the Board of Directors shall appoint a replacement Director.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.01 PLACE OF MEETINGS: Meetings of the Board of Directors shall be held at such place or places as may be designated by the Executive Committee. All Members of the EPRU shall be entitled to attend such meetings of the Board of Directors regardless of whether such Members have voting rights, but such right to attend shall not be implied to give such Member any right to vote.

Section 5.02 BOARD MEETINGS: The Board of Directors shall meet two (2) times annually, once in February and once in September, for the purpose of electing the Officers and appointing the Executive Committee, and transacting any other necessary business. Each Director entitled to vote may cast one vote by written or oral ballot, as the case may be, for each matter called to vote.

Section 5.03 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: Special meetings of the Board of Directors may be called by any group comprised of at least twenty-five percent (25%) of the Directors the Board of Directors for specific and notified purposes.

Section 5.04 NOTICE: Notice of each annual meeting of the Board of Directors will be mailed or emailed to each Director at the address recorded in the EPRU records. At least fourteen (14) calendar days notice shall be given to Directors for the annual meeting. In the case of a special meeting of the Board of Directors pursuant to Article V, Section 5.03 above, at least ten (10) calendar days notice shall be given.

Section 5.05 QUORUM: Except when required by law, the presence at any meeting of the Board of Directors 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 a future date for resumption.

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As Amended on October 6, 2010

Section 5.06 ACTION WITHOUT MEETING: Any action required or permitted to be taken, at any meeting of the Board of Directors or of the Executive Committee, may be taken without a meeting, if prior to that action, written consent is signed or electronically transmitted by all those entitled to vote, and is filed with the minutes of such action or meeting.

ARTICLE VI

OFFICERS

Section 6.01 NUMBER AND QUALIFICATIONS: The Officers of the Corporation shall consist of the President, Vice President, Treasurer and Secretary. Other officers may be elected from time to time as deemed necessary to conduct EPRU affairs by the Board of Directors. Each Officer shall be a member in good standing with USA Rugby. Each Officer shall hold office for one (1) year or until death, resignation, or removal hereunder.

Section 6.02 ELECTION OF OFFICERS: The Officers of the Corporation shall be elected by the Board of Directors. The election of Officers shall be held at the Annual General Meeting of the Members and meeting of the Board of Directors in September of every 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 6.03 RESIGNATION: Any Officer may resign at any time by delivering a written letter of resignation to the President or Secretary. Unless otherwise stated therein, such resignation shall take effect on delivery.

Section 6.04 REMOVAL: Any Officer may be removed, with or without cause, by an affirmative vote of two-thirds of the Board of Directors.

Section 6.05 VACANCIES: Vacancies may be filled at any time by a majority vote of the Executive Committee or by executive appointment by the President.

Section 6.06 POWERS AND DUTIES: The Officers of the EPRU have the powers and duties, except as modified by the Board of Directors, as generally pertain to their respective offices, and any other powers and duties as may be delegated by the Board of Directors. The powers and duties of the Officers of the EPRU are as follows:

- A. **President:** The President shall, subject to the control of the Board of Directors, supervise and control the day-to-day business affairs of the Corporation and the activities of the Executive Committee and subordinate designees. The President shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) presiding over all meetings of the Board of Directors and Executive Committee, unless the presidency is vacant, in which case the Board of Directors shall designate a person to preside, (2) representing the best interests of the EPRU, its Members, and its individuals therein, and of Rugby Union Football in general to the USARFU and any territorial union with jurisdiction over the EPRU, (3) causing all orders and resolutions of the Board of Directors and Executive Committee to be carried into effect, and (4) executing any contract or other instrument authorized by the Board of Directors and the Executive Committee, provided, however, that any aforementioned instrument or contract which causes financial indebtedness of the Corporation to any third party must have written approval in advance of the Treasurer.

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As Amended on October 6, 2010

- B. **Vice-President:** The Vice-President shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Vice-President shall assume the role of President if absent or if the President cannot fulfill its duties.
- C. **Treasurer:** The Treasurer shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) having care, custody, and control of the funds, securities, and financial records of the Corporation, (2) depositing all moneys involved with the EPRU in banks, trust companies, or other depositories as may be designated by the Board of Directors, (3) having charge of the disbursement of the funds of the Corporation accordance with the directions of the Board of Directors, (4) keeping correct and complete records of account, including a record of receipts and disbursements of the Corporation, (5) rendering to the Board of Directors a report of the financial conditions and operations of the Corporation, and (6) preparing a budget for adoption at the annual general meeting of the Board of Directors.
- D. **Secretary:** The Secretary shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) custody of the records and documents of the EPRU, (2) causing all notices to be given in accordance with provisions of the Bylaws or by law, (3) keeping the minutes of all meetings of the Board of Directors and Executive Committee, (4) responsibility for all inter and intra EPRU correspondence and communications, and (5) compiling and distributing an up to date list of addresses (including email) and telephone numbers of all EPRU Members, Officers, subordinate designees, and key personnel.

ARTICLE VII

REMUNERATION

Section 7.01 No Director, Officer, subordinate designee or other key personnel of the EPRU shall receive directly or indirectly, any salary, compensation or emolument from the EPRU either as such officer or in any other capacity. Notwithstanding this paragraph the Executive Committee may authorize reimbursement of expenses to any person acting on behalf of the EPRU.

ARTICLE VIII

COMMITTEES

Section 8.01 EXECUTIVE COMMITTEE: The Executive Committee of the EPRU (the "Executive Committee") shall be comprised of the Officers of the EPRU, the Disciplinary Chair of the EPRU and such other persons as the Board may designate. During intervals between the Annual General Meetings of the Board of Directors, the Executive Committee has and may exercise all powers of the Board of Directors with the exception of any power especially preserved for the Board of Directors itself. Subject to control of the Board of Directors, the Executive Committee may fix its own rules of procedures. All matters will be decided by a majority of all the votes cast by the Executive Committee members present. Not less than four (4) Officers constitute a quorum for the transaction of business by the Executive Committee. Executive Committee meetings shall be called by

BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As Amended on October 6, 2010

the President, or by fifty percent (50%) plus one of the members comprising the Executive Committee, with at least seven (7) days notice. The Executive Committee shall be required to meet at least four (4) times a calendar year. The term of the Executive Committee is one (1) year.

Section 8.02 NOMINATING COMMITTEE: The Nominating Committee shall be appointed by the Executive Committee and shall contain a minimum of three (3) and maximum of five (5) Members of the Board of Directors. The Executive Committee shall designate one of such members of the Nominating Committee as Chairman. The Nominating Committee's sole responsibility is to present a slate of candidates for the Board of Directors and at the Annual General Meeting to be held in September of each year. This shall be done by soliciting nominations from all members of all Full, Associate, High School and U-15 Members of the EPRU in good standing and the current Officers, Directors and Executive Committee Members. Candidates for the Board may be members of Members of the EPRU, but are not required to be so. The Nominating Committee shall confirm with each nominee their willingness to be elected and serve and obtain from those willing to be elected and serve the appropriate information to evaluate such nominees. The Nominating Committee shall conduct an evaluation of each nominee, including but not limited to, interviews with the candidates or others, background research, etc. The Nominating Committee shall present a slate of candidates to the Board for election with a minimum of ten (10) and maximum of thirty (30) candidates. Each Member entitled to vote shall cast one (1) vote for up to fifty (50%) percent of those candidates nominated. Fifty percent (50%) of the candidates receiving the greatest number of votes shall be elected to the Board of Directors. The Nominating Committee is a temporary committee and shall expire after such slate is presented to the Board of Directors.

Section 8.03 SPECIAL STANDING OR AD HOC COMMITTEES: The Executive Committee has the power to form special standing, or ad hoc committees, and to appoint committee members, to carry out the best interests of the Corporation as needed.

ARTICLE IX

FINANCES

Section 9.01 DUES & FINANCIAL RESPONSIBILITIES: Each Full, Associate, Recognized, High School and Under 15's Member will pay yearly dues as specified by the Board, at or prior to the Annual Meeting in September of each year. All proceeds from events sponsored solely by the Eastern Pennsylvania Rugby Union shall be retained by the EPRU.

Section 9.02 CONTRACTS & CHECKS: All deeds, documents, transfers, contracts, engagements, bonds, checks, bills, exchanges and other instruments requiring execution by the EPRU shall be signed only under the appropriate authority given by the Board of Directors which shall be evidenced by an appropriate resolution of the Board of Directors.

Section 9.03 FISCAL YEAR: The Fiscal Year shall begin on the first day of January and end the last day of December.

**BY-LAWS of the
EASTERN PENNSYLVANIA RUGBY UNION**

As Amended on October 6, 2010

ARTICLE X

DISSOLUTION

Section 10.01 CORPORATE ASSETS: All Members of the EPRU, if any, shall be deemed to have expressly consented and agreed that on such dissolution of the affairs of the EPRU, whether voluntarily or involuntarily, the assets of the EPRU, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

Section 10.02 DISTRIBUTION: Upon the dissolution or winding up of the EPRU, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENTS

Section 11.01 AMENDMENT, REPEAL AND ADOPTION: These By-Laws may be amended, repealed, or adopted by a vote of three-quarters (3/4) of eligible voting Members present at a duly constituted meeting. A copy of any proposed amendments must be included in the notice of the meeting.

Amended October 6, 2010