

## BY-LAWS OF YOUTH RUGBY NEW YORK, INC.

### ARTICLE I – NAME

The name of the Corporation shall be the Youth Rugby New York, Inc. (Youth Rugby NY).

### ARTICLE II – PURPOSE AND POWERS

1. The purposes for which the Corporation is formed are:
  - a. to provide the organization and standards necessary for establishing rugby as an educational, safe and competitive opportunity for young athletes throughout New York State while preserving its unique heritage and culture;
  - b. to foster the growth of and field competitive rugby teams for play under the auspices of the United States of America Rugby Football Union (USA Rugby);
  - c. to provide education resources for teaching and instructing various techniques employed in rugby football;
  - d. to develop in all participants the individual and team skills necessary to play the sport of rugby football;
  - e. to contribute to the health and character of the participants through the sport of rugby football by developing programs that promote physical activity and fitness and teach life skills that will assist them as they mature; and,
  - f. to teach the concepts of fair play, sportsmanship, camaraderie, and teamwork to young athletes through the sport of rugby.
  
2. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of Not-for-Profit Corporation Law of the State of New York and a Type B

- corporation as defined in Section 201 of Not-for-Profit Corporation Law of the State of New York.
3. The Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code and enumerated in the Certificate of Incorporation and in this Article of the by-laws.

### ARTICLE III – MEMBERS

1. Membership in the Corporation shall be open to any youth rugby club which plays the majority of its practices and home matches within the geographic boundaries of the State of New York who agrees to comply with the By-laws of the Youth Rugby NY. A person is considered to be a member if they are:
  - a. Currently the adult representative designated by any club in good standing with Youth Rugby NY; and,
  - b. An adult member in good standing with USA Rugby.
2. A member shall be defined as a youth club enrolled in USA Rugby's CIPP, from within the geographic boundaries of the State of New York. Youth clubs which were members of an LAU having jurisdiction within the geographic boundaries of the State of New York during 2010 shall be permitted to continue as members on a transitional basis during 2011.
3. Youth clubs which do not play the majority of their practices and home matches within the geographic boundaries of the State of New York may be permitted to become members on terms to be established by the Board of Directors or some committee delegated by the Executive Committee for this purpose.
4. A participant shall be defined as either a member club or one of its members.
5. The Executive Committee has the authority to establish dues to be assessed to and paid by participants and rule on issues related to members and dues. Dues shall be paid in the manner prescribed by the Executive Committee. The Executive Committee has the authority to waive dues temporarily in cases of participant's demonstrated financial hardship.

6. Participants may make alternate payment arrangements upon approval of the Treasurer, provided that dues are paid in full by the end of the playing season or June 1<sup>st</sup>, whichever is earlier.
7. If a participant does not pay dues in accordance with the procedures set by the Executive Committee, the Treasurer will notify the participant of the delinquency and that the participant shall be deemed suspended until dues are paid or alternate arrangements to pay dues are made to the satisfaction of the Executive Committee. Suspension shall result in termination of voting and nomination privileges, and in addition, the Executive Committee may prohibit participation in any Youth Rugby NY activities or competitions.

#### ARTICLE IV – YOUTH RUGBY NY BOARD OF DIRECTORS

1. The Youth Rugby NY Board of Directors (Board) shall be comprised of seven (7) directors.
2. The Board shall be comprised of four (4) members each representing different representative regions of the State and three (3) At-Large members.
3. For the purposes of this Article, the representative regions are Downstate, Capital District, North Country/Central and Western. Downstate shall consist of Long Island, New York City and the lower Hudson River Valley. Capital District shall consist of areas in and around Albany-Schenectady-Troy-Saratoga Springs. North Country/Central shall consist of the areas in around Syracuse, Utica, Binghamton and The Adirondacks. Western shall consist of the areas in around Rochester, Buffalo and the remainder of western New York State.
4. In the event that the four (4) candidates for election to the Board who gain the most votes are not all from different representative regions, then the candidate from each representative region who gained the most votes shall be elected, and the other three (3) candidates with the greatest number of votes shall be elected as the three (3) At-Large directors. Each member club may votes for up to seven (7) Board of Directors candidates.
5. The Board of Directors may appoint and/or employ an Executive Director at any time at its discretion, by majority vote of the Board of Directors.

6. The Board shall be elected by the general membership of Youth Rugby NY at the annual general meeting of the members.
7. The Board shall oversee the officers of Youth Rugby NY in accordance with the procedures set forth in Article V of these By-Laws.
8. By a majority vote of the Board, the Board may appoint one (1) additional At-Large member for up to a two (2) year term or until the next election of Board of Directors, whichever is earlier.
9. Nominations, elections and term of the Board of Directors shall be as follows:
  - a. Each director will be elected to a term of two (2) years (January 1 to December 31 of the following calendar year) or until their successors are elected and qualify.
  - b. All individuals who are nominated and elected as directors must be adult member of USA Rugby (not a youth or high school member) and enrolled in its Club and Individual Participation Program (CIPP) and in good standing.
  - c. Any member club may nominate any number of individuals for the elections of directors. Nominations shall be made in writing (including email) and shall be submitted to the secretary of Youth Rugby New York or some other individual so designated by the Board of Directors. Nominations may be submitted no earlier than four (4) weeks and up to the time in the annual meeting of members immediately prior to the election when a final call for nominations is made. Nominations made at the meeting may be oral.
  - d. The directors will be elected by majority vote of the Youth Rugby NY members and the election may be conducted by written, voice or roll call ballot. Each member club in good standing will have one (1) vote in the election of each director. Each member club may vote by written proxy given to the Secretary as provided in Article VIII, paragraph 3.

- e. The initial term for the three (3) at-large directors shall expire on December 31, 2012 and the initial term of the four (4) regional directors shall expire on December 31, 2011.
- 6 Resignations, removals and vacancies shall be handled as follows:
- a. Any director may resign from office at any time, with such resignation to be made in writing and to take effect from the time of its acceptance of the Board of Directors;
  - b. Directors may only be removed from office by action taken at any special meeting of the members by a vote of two-thirds (2/3) present; and,
  - c. If the office of any director becomes vacant for any reason, such vacancy shall be filled as soon as possible by appointment by the Board of Directors. Such action is subject to approval by the majority of members present at any special meeting of the members.

#### ARTICLE V – OFFICERS (EXECUTIVE COMMITTEE)

1. Nominations, elections and term shall be as follows:
  - a. At the annual meeting of the board of directors, the Officers of Youth Rugby NY will be elected to a term of two (2) years (January 1 to December 31 of the following calendar year) or until their successors are elected and qualify. All officers must be members in good standing; and,
  - b. Nominations for the elections of officers shall be made to and accepted by the Board of Directors no earlier than four (4) weeks and up to immediately prior to the election. Nominations may be written or oral. The officers will be elected by majority vote of the Board of Directors and the election may be conducted by written, voice or roll call ballot.
2. Resignations, removals and vacancies shall be handled as follows:
  - a. Any officer may resign for office at any time, with such resignation to be made in writing and to take effect from the time of its acceptance of the Board of Directors;

- b. Officers may only be removed from office by action taken at a meeting of the Board of Directors by a majority vote; and,
  - c. If the office of any officer becomes vacant for any reason, such vacancy shall be filled as soon as possible by appointment of the Board of Directors. Such action is subject to approval by the majority of members present at any special meeting of the members.
3. The officers of the Youth Rugby NY and their duties are as follows:
- a. The officers shall be president, vice president, secretary, and treasurer and these positions comprise the Executive Committee of Youth Rugby NY. These officers shall perform the duties prescribed by these by-laws;
  - b. The president will Chair all Executive Committee meetings and at all meetings of the members and perform the duties of the presiding officer. The president will see that all orders and directives of the Executive Committee and the corporation are carried into effect. To ensure a smooth turnover and continuation of activities and programs, the President should consult with retiring Officers. Further, the President should consult regularly with the Board of Directors;
  - c. The Vice President, in addition to carrying on Executive Committee business in the absence of the President or taking over an incomplete term, will oversee all fundraising activities and may be assigned administrative or coordinating activities to assist the Communication, Competition and Development Committees. The Vice President should consult regularly with the members;
  - d. The Secretary is responsible for maintaining the records of the Executive Committee and for ensuring that membership information is accurate and thorough. The Secretary will act as clerk at all meetings of the members, recording all votes and minutes of all proceedings. The Secretary will give notice of all meetings of members and Executive Committee when notice is required by the by-laws. The Secretary will oversee website development and maintenance; and,

- e. The Treasurer is responsible for the custody of all monies and securities and maintaining the financial records of the Corporation. The Treasurer will disburse the funds of the Corporation in payment of the just demands against the Corporation as may be ordered by the Executive Committee. The Treasurer is also responsible for the completion of the Financial Report.

#### ARTICLE VI - EXECUTIVE COMMITTEE

1. The Executive Committee will manage the affairs and is responsible for the day to day operations of the corporation between meetings of the members, fix the hour and place of the meetings of the members, make recommendations to the members, and perform other such duties that are specified in these by-laws. The Executive Committee is subject to resolutions and actions duly passed by a majority of those present at a meeting of the members and none of its acts shall conflict with those resolutions and actions.
2. Meetings of the Executive Committee may be called by the president on at least seven (7) days notice to each officer either personally, email or regular mail. Special meetings of the Executive Committee shall be called by the president or vice president in like manner on the written request of two (2) officers.
3. At all Executive Committee meetings the presence of three officers shall be necessary to constitute a quorum and sufficient for the transaction of business and any act of the majority at a meeting at which there is a quorum is an act of the Executive Committee, except as may be otherwise specifically provided by the statute or by the certificate of incorporation or by these by-laws. Any business may be transacted by the Executive Committee at any meeting at which officer is present although held without proper notice upon waiver by every member.
  - a. Any decision on a policy/issue in front of the Executive Committee shall be determined by a majority vote by those Executive Committee members present. In the event of a tied-vote, the Executive Committee shall refer the policy/issue to the Board of Directors for consideration.

4. Meetings of the directors and of the Executive Committee shall be open to members, except that members who are not directors or Executive Committee members may not vote.

#### ARTICLE VII – COMMITTEES

1. The following standing committees shall be maintained and appointed by the Executive Committee:
  - a. Communication
  - b. Competition
  - c. Game Development
  - d. Organizational Development
2. The purposes of the standing committees are as follows:
  - a. Communication – facilitate communication between Youth Rugby NY, its member clubs and teams, the Northeast Rugby Union, USA Rugby and other entities as necessary.
  - b. Competition – oversee internal and external competition of member clubs and teams, including all-star competition, and hold championship events that foster the purposes of the Corporation as described in Article II of these By-Laws. Competition committee shall be tasked with enforcement and communication of disciplinary policies and procedures for Youth Rugby NY in accordance with current USA Rugby disciplinary policy.
  - c. Game Development – promote and expand the sport of rugby to youth throughout the State of New York.
  - d. Organizational Development – oversees the strategic fundraising requirements for the organization and obtains funding required to meet objectives.
3. Members of the standing committees shall be appointed by the Executive Committee, and shall have such powers and duties as described above and hold office for a period of two (2) calendar years.



4. Additional special committees may be appointed by the Executive Committee from time to time and shall have such powers and duties and shall hold office for such period of time as shall be fixed by the Executive Committee.
5. Vacancies in the membership of any committee will be filled by a majority vote of the Executive Committee.
6. Each committee shall give a full report of all its transactions and proceedings at meetings of the Executive Committee when requested by the Executive Committee.
7. Each committee shall also provide its report about its transactions and proceedings to the Executive Committee no less than 30 and no more than 50 days prior to the annual meeting of members when requested by the Executive Committee up to quarterly.
8. Members of a committee may be removed by the Executive Committee by a 2/3 majority vote.
9. At the annual meeting of members, the Directors shall report to the members about the progress and accomplishments of the Executive Committee and other Committees.
10. Standing committees are subject to resolutions and actions duly passed by a majority of those present at a meeting of the members and none of their acts shall conflict with those resolutions and actions.

#### ARTICLE VIII – MEETINGS

Membership meetings shall be held in accordance with the following:

1. The annual general meeting of the membership will take place between November 1<sup>st</sup> and January 31<sup>st</sup> each year;
2. Notice of the annual general meeting shall be given to all members by either personal service, email or regular mail, and shall also be posted on the Youth Rugby NY website. Such notices shall be sent and posted not less than thirty (30) days and not more than fifty (50) days prior to such meeting;

3. Voting in elections and on resolutions or actions is limited to member clubs.  
Each member club in good standing is entitled to vote in any election or for any resolution or action under consideration. Proxies shall be allowed provided they are received in writing, fax or electronic communication to the Secretary prior to the commencement of the meeting, and may only be cast for candidates nominated or a resolution or action proposed at least five (5) days prior to the membership meeting. No proxies will be accepted for candidates, resolutions or actions put forth at a membership meeting.
4. Three (3) inspectors of election may be appointed at each general or special meeting of the corporation. The secretary of the Executive Committee shall provide a list of the membership to the inspectors (or if no inspectors have been appointed, the Chair of the meeting) prior to the meeting. The list shall be produced as evidence whether the members are in good standing if the right of any person to vote is challenged. Disputes will be resolved at the time of the meeting by majority vote of the inspectors (or if no inspectors have been appointed, the Chair of the meeting);
5. Special meetings of the members, for any purpose(s), will be called pursuant to resolution of the Executive Committee or will be called by the president or secretary at the request in writing of three (3) Executive Committee members or at the written request of twenty (20) members entitled to vote. Such request shall in any case state the purpose(s) of the special meeting. Business transacted at all special meetings will be confined to the purposes stated in the request and matters germane to. Notice of all special meetings is to be given to the members by either personal service, email, or regular mail, and by posting on the Youth Rugby NY website by not less than seven (7) days and not more than twenty (20) days prior to such meeting;
6. Regular meetings of the members may be held at such time and place as determined by the Executive Committee. No notice of regular meetings is necessary unless required from time to time in the discretion of the Executive Committee;

7. A quorum for the annual general meeting or any special meeting provided proper notice is given, shall be a minimum of one-third (33 percent) of the members in good standing. Proxy votes from member clubs received by the Secretary shall count towards the quorum.

#### ARTICLE IX - PARLIAMENTARY AUTHORITY

Robert's Rules of Order 10<sup>th</sup> Edition shall govern the conduct of all meetings of the Club unless waived by majority vote of those attending the meeting.

#### ARTICLE X – AMENDMENT OF BY-LAWS

The by-laws may be amended at the annual general meeting and any special meeting of the members by affirmative vote of at least two-thirds (2/3) vote of the members entitled to vote and present in person or by proxy, with a minimum of ten (10) affirmative votes. Prior notice of intentions to amend the by-laws and the proposed changes shall be contained in the notice to the meeting.

#### ARTICLE XI – DISSOLUTION OF ASSETS

In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to a succeeding organization, the United States Rugby Football Foundation, or another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government or state or local government for a public purpose.

Signature RGS January 15, 2011.