

BYLAWS OF THE NORTH CAROLINA YOUTH RUGBY UNION

ARTICLE I - NAME AND PURPOSE:

Section 1.1 — Name: The name of the organization shall be North Carolina Youth Rugby Union, here in after referred to as NCYRU. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina.

Section 1.2 — Purpose: NCYRU is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is:

- to develop youth through rugby in a safe and fun environment, honoring the traditions of the game: respect, discipline and leadership
- to develop high quality rugby play within our state;
- to lower the average age of players entering the game of rugby; and
- to improve the quality of administration and governance of rugby in our state

ARTICLE II. MEMBERSHIP

Section 2.1 – Membership: Membership shall consist of the board of directors.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to fifteen (15), but not fewer than four (4) members. The board receives no compensation other than reasonable reimbursement of expenses.

Section 3.2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3.3 — Meetings and notice: The board shall meet at twice a year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 3.4 — Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 3.5 — Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 3.6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 3.7 — Officers and Duties: There shall be five (5) officers of the board, consisting of a Chair, Vice-Chair, Board Secretary, Board Treasurer and the President. All other Board members will be deemed Director At Large. Officers and Directors must be members in good standing of NCYRU and USA Rugby. No individual may simultaneously hold more than one position as a Director. Their duties are as follows:

The chair shall have general charge of NCYRU's business and supervision of its affairs. Shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer. The Chair shall sign when duly authorized to do so by the affirmative vote of a majority of the Board, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board, the Chair shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board.

The vice-chair shall familiarize themselves with the affairs of NCYRU and, in the event of the disability or absence of the Chair from any place in which the business in hand is to be done, the Vice -Chair shall have all the powers and perform all the duties of the Chair. The Vice-Chair shall have such other powers and duties as may at any time be assigned to them by the Board.

The Board Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Board Treasurer shall have the general supervision of the finances of the corporation and shall make a report at each board meeting. The treasurer shall oversee the Executive Committee Treasurer , ensure effective preparation and oversight of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The President (Executive Committee) shall have general charge of NCYRU's day-to-day business and supervision of its affairs, under the direction of the Board. Shall convene regularly scheduled Executive Committee meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Executive Secretary and Executive Treasurer. The President shall sign when duly authorized to do so by the affirmative vote of a majority of the Board, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board, the President shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board.

Director At Large shall be responsible active participation in Board meetings and other NCYRU affairs. Subject to the Board, the Director At Large shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board

Section 3.8— Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 3.9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining officers and directors.

ARTICLE IV. COMMITTEES

Section 4.1 — Committee formation: The Board may provide for members working committees and for such other committees as may be necessary for the effective management of the business and affairs of NCYRU and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held. Committees may create sub-committees as necessary for the effective management of the business and affairs of the Committee and give such powers and duties as may seem proper (except those specifically prohibited by the Board or Bylaws). The Board Chair appoints committee chairs unless otherwise directed in the Bylaws.

Section 4.2 – Executive Committee: The Board shall set the method of assigning members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of The Board in the intervals between meetings of The Board, and is subject to the direction and control of The Board.

Section 4.3 - Finance Committee: The Executive Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V. ANNUAL GENERAL MEETING

Section 5.1 - Membership Meetings: The Annual General Meeting (AGM), shall be held on a date in the third calendar quarter-of each fiscal year. All members shall be notified at least thirty (30) days prior to the meeting to inform them of the time and location of said AGM. Twenty (20%) percent of the organization’s voting members (Board of Directors and Club Voting Representatives) must be registered (either in person or by proxy) to constitute a quorum for the transaction of business at the AGM. A simple majority of the quorum is necessary to conduct business until the scheduled time of adjournment.

ARTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS, & AUTHORIZED REPRESENTATIVES

Section 6.1 - Indemnification: Any person who is or was a director, officer, representative of NCYRU or employee of NCYRU shall be indemnified by the corporation against liabilities and reasonable litigation expenses, including attorney’s fees, incurred by her or him in connection with any action, suit, or proceeding in which she or he is made or threatened to be made a party by reason of being or having been such a director, officer, member, or employee, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

ARTICLE VII. GRIEVANCE PROCEDURES

Section 7.1 - Grievance Procedures: All bona fide grievances from individual members shall be directed first to the appropriate Committee Representative. If the Committee Representative is unable to resolve the issue satisfactorily, he/she shall bring the grievance to the Board for discussion, handling, and resolution. The Board may choose to handle the matter themselves or they may choose to appoint an ad hoc Committee to resolve the grievance.

ARTICLE VIII. CONFLICT OF INTEREST

Section 8.1 - Conflict of Interest: Any Board Member (Officer & Representative), Committee Chair, Committee Member, or Club Voting Representative (CVR) shall excuse themselves from voting on any items, motions, etc. that would be a conflict of interest either professionally or personally.

ARTICLE IX. AMENDMENTS

Section 9.1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE X – DISSOLUTION

Section 10.1 – Dissolution: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.