

AMENDED AND RESTATED
BYLAWS OF THE NORTH CAROLINA YOUTH RUGBY UNION
Effective April 11, 2021

ARTICLE I - NAME AND PURPOSE:

Section 1.1 — Name: The name of the corporation is North Carolina Youth Rugby Union (the “Corporation” or “NCYRU”). NCYRU is a nonprofit corporation incorporated under the laws of the State of North Carolina.

Section 1.2 — Purpose: NCYRU is organized exclusively for charitable, scientific and education purposes in accordance with section 501(c)(3) of the Internal Revenue Code. 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

Section 1.3 — Prohibited Actions: As a 501(c)(3) corporation, no substantial part of the activities of NCYRU shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. NCYRU shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it engage in any other activities which a 501(c)(3) organization is prohibited from engaging in pursuant to the Internal Revenue Code or other applicable law.

ARTICLE II. MEMBERSHIP:

Section 2.1 — Membership: The members of NCYRU (the “Members”) shall be the various youth and high school rugby clubs and single high school programs that join NCYRU. Membership in NCYRU shall be open to all potential Members without regard to the race, color, religion, national origin, citizenship, disability, gender, sexual orientation or gender identity of the particular individuals, including youth players, of such potential Member. Currently, there are (i) North Carolina youth rugby clubs, such as Clayton Youth Rugby Club, that have teams at various age brackets and that have high school teams comprised of players from multiple high schools (at times, these youth rugby clubs are referred to as “Clubs” in these bylaws) and (ii) single high school teams, such as Langtree, that are comprised of players predominately from one single high school (at times, these single high school programs are referred to as “Single High School Programs” in these bylaws). If a Single High School Program is affiliated with a Club—meaning the Club essentially controls the Single High School Program--the Member for purposes of these bylaws will be the Club, and its affiliated Single High School Program will not separately be a Member of NCYRU—but the registered high school players of such affiliated Single High School Program will be included with its affiliated Member Club for purposes of determining the number of votes such Member Club has for purposes of these bylaws. For Single High School Programs that are not affiliated with a Club, that Single High School Program would be the Member of NCYRU.

Section 2.2 — Requirements for Membership: The NCYRU Board of Directors may adopt and amend, from time to time, specific requirements for membership in NCYRU and/or for remaining a Member of NCYRU in good-standing, provided all such requirements are applied universally among all Members and potential Members. For example, the NCYRU Board may set annual registration fees/dues that Members must pay. To be a Member in good standing, a Member must satisfy all such membership requirements so imposed by the Board.

Section 2.3 — Rights of Members: Members, in good standing, shall have the right to vote on the election of the NCYRU Board of Directors/executive officers as indicated herein, the disposition of all or substantially all of the

Corporation's assets, any merger of the Corporation, any election to dissolve the Corporation, any amendment to the Corporation's articles of incorporation or these bylaws and any other matters specifically identified as requiring a vote of the Members under these bylaws or applicable law. In addition, the Members shall have all rights afforded the Members under these bylaws and all rights afforded members of a nonprofit corporation under the North Carolina Nonprofit Corporation Act or other applicable law. For purposes of exercising its voting rights as a Member and for purposes of receiving any notices from NCYRU, each Member's President (or such other individual designated in writing by the Member to the Board from time to time) shall vote on behalf of such Member and shall be entitled to receive all Member notices issued from time to time by or on behalf of NCYRU.

Section 2.4 — Termination of Membership: A Member's membership in NCYRU shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member, on written notice to NCYRU;
- (b) Failure of the Member to pay dues, fees, or assessments as set by the Board within thirty (30) days after they become due and payable;
- (c) Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
- (d) Expulsion of the Member under Article II, Section 2.6 of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of NCYRU, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of NCYRU.

Section 2.5 — Suspension of Membership: A Member may be suspended under Article II, Section 2.6 of these bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe NCYRU's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of NCYRU. A Member whose membership is suspended shall not be a Member during the period of suspension.

Section 2.6 — Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension of a Member under Article II, Sections 2.4 or 2.5 of these bylaws, the procedure set forth below shall be followed:

- (a) The Member shall be given fifteen (15) days' written notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the Member's last address as shown on NCYRU's records.
- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- (c) The Board, committee, or person shall decide whether or not the Member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of a Member's membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 2.7 — Transfer of Membership: No Member may transfer its membership in NCYRU. All membership rights cease on the Member's dissolution or termination of membership pursuant to Article II, Section 2.4 of these bylaws.

Section 2.8 — Liability for NCYRU's Debts or Obligations: A Member of NCYRU is not, as such, personally liable for the debts, liabilities, or obligations of NCYRU.

Section 2.9 — Place of Meeting: Meetings of the Members shall be held at any place within North Carolina designated by the Board and any meeting may be held telephonically or electronically, such as through the internet.

Section 2.10 — Regular Meetings (the Annual General Meetings or AGMs): A regular meeting of Members, referred to as the AGM, shall be held on a date selected by the Board in the third calendar quarter of each year. The Board shall fix the date and time and notify Members as provided in Article II, Section 2.12 of these bylaws. At this meeting, directors/executive officers shall be elected as indicated in Article II, Section 2.20 of these bylaws and any other proper business may be transacted.

Section 2.11 — Special Meetings: A special meeting of the Members for any lawful purpose may be called at any time by the Board, the President, or by Member(s) holding more than ten percent (10%) of the total number of votes held by all then Members of NCYRU. A special meeting called by any person, other than the Board, entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, or the Vice President and Secretary. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Article II, Section 2.12 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date is within thirty (30) days after receipt of the request. If the notice is not given within five (5) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 2.11 shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board. No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 2.12 — Notice of Meetings: Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) days (or, if the notice of the meeting is delivered other than by first class, registered or certified mail, at least thirty (30) days) before the meeting date, but no more than sixty (60) days before the meeting date, to each Member entitled to vote at that meeting. The notice shall be given either personally, by electronic transmission, by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member at the address of that Member appearing on the books of NCYRU or at the address given by the Member to NCYRU for purposes of notice. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to the Member by that means or the inability to so deliver the notices to the Member becomes known to the Vice President and Secretary or any person responsible for the giving of the notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if published on the NCYRU internet site/on Facebook or on other social media.

Notices shall specify the place, date, and time of the meeting and (i) for a special meeting, the general nature of the business to be transacted; or (ii) for a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members, but except as provided in Article II, Section 2.3 of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the Members of any of the following proposals, other than by unanimous approval of the Members entitled to vote at a meeting, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) A transaction that is a conflict of interest transaction between NCYRU and a Director;

- (b) A determination that a Director is entitled to indemnification from NCYRU;
- (c) Removing a Director without cause;
- (d) Filling vacancies on the Board;
- (e) Amending the Articles of Incorporation or bylaws;
- (f) Electing to wind up and dissolve NCYRU;
- (g) Approving a plan of merger or consolidation involving NCYRU; or
- (h) Disposing of all or substantially all of NCYRU's assets.

Section 2.13 — Quorum: Ten percent (10%) of the total voting power of all then Members of NCYRU shall constitute a quorum for the transaction of business at any meeting of Members, provided, however, that if any regular meeting is actually attended in person or by proxy by less than one-third (1/3) of the voting power of the Members, the only matters that may be voted on are those of which notice of their general nature was given pursuant to Article II, Section 2.12, of these bylaws.

Section 2.14 — Adjournment: Any Member meeting, whether or not a quorum is present, may be adjourned from time to time by vote of the Members holding a majority of the total voting power of the Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a Member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is a Member of NCYRU. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 2.15 — Member Voting: Members entitled to vote at any meeting of Members shall be those Members in good standing as of the record date determined under Article II, Section 2.18 of these bylaws. At a meeting, voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any Member at the meeting before the voting begins. Each Member entitled to vote shall be entitled to cast, on each matter subject to a vote (including each Director/executive officer position to be filled), the number of votes possessed by such Member. The number of votes possessed by each Member shall be determined in accordance with the following scale based on the total number of registered (and dues paying) youth and high school rugby players the Member has as of the record date set for the meeting or vote (or if no such record date is set for such meeting or vote, as of the date of such meeting or vote); provided, however, that for the initial election of directors that occurs after these bylaws have been adopted by the current NCYRU Board, the current President of NCYRU will establish each Member's total number of votes based on the President's reasonable determination, after consultation with the Member, of the number of registered (and dues paying) youth and high school rugby players the Member had during the 2019 competition season; and, provided, further, that for a Single High School Program that is affiliated with a Club, the Single High School Program shall not have a separate vote, rather, the registered (and dues paying) high school rugby players the Single High School Program had as of the applicable date for determining a Member's votes shall instead be included with its affiliated Club for purposes of determining the total number of votes possessed by such Club; and, provided, further, in no event shall the same individual rugby player be counted twice for purposes of determining the total number of players a Single High School Program or Club has for purposes of determining a Member's total number of votes:

Member's # of Registered (and dues Paying Youth and HS Players):	Member's Number of Votes:
(i) 0-9	(i) 0
(ii) 10-30	(ii) 1
(iii) 31-60	(iii) 2

(iv)	61-90	(iv)	3
(v)	91-120	(v)	4
(vi)	121-200	(vi)	5
(vii)	Over 200	(vii)	6

Cumulative voting is prohibited. If a quorum is present, except for the election of directors/executive officers, the affirmative vote of a majority of the votes cast at the meeting on any matter, shall be the act of the Members with respect to such matter, unless the vote of a greater number is required by the Articles of Incorporation, these bylaws, or applicable law. In any election of a director, the candidate receiving the highest number of votes is elected and the voting for the election of directors/executive officers shall be conducted as indicated in Article II, Section 2.20 of these bylaws.

Section 2.16 — Waiver of Notice or Consent by Absent Members: The transactions of any meeting of Members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy and if, either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Article II, Section 2.12 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 2.17 — Action by Unanimous Written Consent: Any Member action may be taken without a meeting and without prior notice, if all Members consent in writing to the action. The written consents shall be filed with the minutes of the Member proceedings. The action by written consent shall have the same force and effect as a unanimous vote of the Members at a duly convened meeting of Members.

Section 2.18 — Record Date: For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, the number of votes possessed by the Member for any meeting, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. A Member in good standing at the close of business on the record date shall be a Member of record. The record date so fixed:

- (a) For notice of a meeting, shall not be more than seventy (70) days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.
- (b) For voting at a meeting, shall not be more than seventy (70) days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the day on which the meeting or adjourned meeting is held.

- (c) For any other action, shall not be more than seventy (70) days before that action. If not otherwise fixed by the Board, the record date shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 2.19 — Proxies: Each Member entitled to vote shall have the right to do so either in person (including telephonically or electronically such as through the internet) or by one or more agents authorized by a written proxy, signed by the Member and filed with the President or Vice President and Secretary of NCYRU. A validly executed proxy shall continue in full force and effect until revoked by the Member executing it, before the vote is cast under that proxy, by a writing delivered to NCYRU stating that the proxy is revoked, by a subsequent proxy executed by that Member and presented to the meeting, or as to any meeting, by that Member's personal attendance and voting at the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy.

Section 2.20 — Election of Directors/Executive Officers: Each of the Directors shall also serve as an executive officer of NCYRU in accordance with the election procedures set forth in this Section 2.20. Nominations of candidates for election as a director/executive officer may be made both before or during any meeting for the election of directors/executive officers by any Member, officer, Director or any person affiliated with a Member (such as a Member's coach or administrator). Without limiting the foregoing, any individual is free to nominate himself/herself for election as a director/executive officer. Prior to the AGM (or initial election of directors after these bylaws are adopted by the current Board), NCYRU shall send a notice to all Members seeking nominations for director/executive officer candidates. To the extent the current Board is aware of any candidates that will seek election to the Board, the Board shall notify the Members of the names and, if applicable, Member affiliation of each such candidate and any other relevant information regarding the candidate that the Board or the candidate would like to share with the Members.

At any meeting of Members to elect directors, any Member (or other person listed above) present at the meeting in person or by proxy may place names in nomination.

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.

The election of the directors/executive officers shall proceed in the following order, with each Member entitled to vote all its votes for the candidate of its choice running for each director/executive officer position:

- First, the Members will vote for the Director that will also serve as the President of NCYRU;
- Second, the Members will vote for the Director that will also serve as the Vice President and Secretary of NCYRU;
- Third, the Members will vote for the Director that will also serve as the Chief Financial Officer of NCYRU;
- Fourth, the Members will vote for the Director that will also serve as the Diversity and Inclusion Officer of NCYRU; and
- Fifth, the Members will vote for the Director that will also serve as the Competitions Chair of NCYRU.

As indicated above, in each such vote, the candidate receiving the greatest number of votes shall be elected.

ARTICLE III. BOARD OF DIRECTORS:

Section 3.1 — Board role, size, and compensation: The NCYRU Board of Directors (the “Board”) shall be responsible for the overall policy and direction of NCYRU. For efficiency, each Board member shall also hold a specific executive officer position within NCYRU as indicated in Article II, Section 2.20 of these bylaws. The Board shall consist of five individuals (each, a “Director” or “Board member”). No Director shall be entitled to any compensation from NCYRU for serving in such capacity (or as an NCYRU officer) other than reasonable reimbursement of out-of-pocket expenses incurred in performing his/her duties for NCYRU. Any individual may serve as a Director—including an individual who is affiliated with a Member as a coach, administrator or otherwise.

Section 3.2 — Terms; Removal by Members: Each Board member shall serve a one-year term, but shall be eligible for re-election, with no term limits on how many consecutive terms a Director/executive officer may serve. Any or all Directors/executive officers may be removed and replaced at any time, with or without cause, by the Members at a duly called and noticed meeting for that purpose. To remove a Director/executive officer, Members holding at least a majority of the total number of votes held by all then Members of NCYRU must vote in favor of removing such Director/executive officer.

Section 3.3 — Meetings and notice: The Board shall meet at least twice a year, at an agreed upon time and place. An official Board meeting requires that each Board member receive written notice from NCYRU of such meeting at least five (5) days in advance of the meeting; provided, however, that Directors may waive such notice requirement in writing before or after such meeting and any Director who actually attends and participates in a meeting of the Board will be deemed to have waived any required notice of such Board meeting. Directors may attend Board meetings in person or telephonically. Notice of Board meetings may be provided to the Board members by mail, facsimile or other electronic method.

Section 3.4 — Board Elections: As indicated in Article II, the Directors/executive officers shall be elected annually by vote of the Members and may be removed and replaced at any time, with or without cause, by the requisite vote of the Members.

Section 3.5 — Quorum for Board Meetings/Actions by the Board: For action to be taken by the Board at a Board meeting, a quorum of the Board must be present (in person, telephonically or via other electronic means such as the internet) at the meeting. For this purpose, a quorum shall exist at a duly held Board meeting if at least a majority of the Directors (i.e., at least 3 of the 5 Directors) are present (in person, telephonically or via other electronic means such as via the internet) at the meeting. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by the Articles of Incorporation, these bylaws or applicable law.

Section 3.6 — Action Without a Meeting. The Board may take any required or permitted action without a meeting if all members of the Board consent in writing to such action. Any such unanimous written consent of the Board shall be filed with the minutes of the proceedings of the Board. Such action by unanimous written consent shall have the same force and effect as unanimous action taken at a meeting of the Board.

Section 3.7 — Officers and Duties: There shall be five (5) executive officers of NCYRU as indicated above, each of whom shall also be a Director as indicated above. The executive officers of NCYRU shall be a President, a Vice President and Secretary, a Chief Financial Officer, a Diversity and Inclusion Officer and a Competitions Chair. Each executive officer and other officers, in the performance of his/her executive officer or other officer duties for NCYRU, shall be subject to the ultimate control and decision making of the Board. The Board may also appoint other more junior officers as the Board sees fit from time to time. Any such so appointed junior officers shall be subject to the control of the Board and shall have such duties as are assigned to such junior officers by the Board from time to time and any such junior officers may be removed from office by the Board at any time for any or no reason. The duties of the executive officers are as follows:

The President shall be the most senior officer and as such shall have general charge of NCYRU's day-to-day business and supervision of its affairs, under the direction of the Board. The President shall convene regularly scheduled Board and officer meetings, shall preside or arrange for another Director to preside at each meeting of the Board or the officers. The President shall sign when duly authorized to do so by 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.

The Vice President and Secretary shall familiarize himself/herself with the affairs of NCYRU and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice President and Secretary shall have all the powers and perform all the duties of the President. In addition, in his/her capacity as the Secretary, the Vice President and Secretary shall be responsible for keeping records of Board and Member actions, including overseeing the taking of minutes at all Board and Member meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member or Member, as applicable, and assuring that corporate records are maintained. The Vice President and Secretary 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 Chief Financial Officer shall have the general supervision of the finances of NCYRU and shall make a report of such finances at each Board meeting and to the Members at the AGM. The Chief Financial Officer shall ensure effective preparation and oversight of the NCYRU budget, help develop fundraising plans, maintain oversight of the Corporation's bank accounts in the Corporation's name, including performing monthly reconciliations of the NCYRU bank accounts and make financial information available to Board members and Members. The Chief Financial Officer 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 Diversity and Inclusion Officer shall be responsible for recommending to the Board, for Board approval and adoption as the Board ultimately decides, appropriate policies and procedures to ensure there is no discrimination within NCYRU on the basis of race, sex, sexual orientation or gender identity or otherwise and to promote a diverse and inclusive group of youth and high school rugby players, with the goal of ensuring that NCYRU is a welcoming environment for all youth and high school players and all coaches, administrators and parents. The Diversity and Inclusion Officer 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 Competitions Chair shall be responsible for recommending to the Board, for Board approval and adoption as the Board ultimately decides, appropriate policies and procedures for the various rugby competitions within NCYRU. The Competitions 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.

Section 3.8 — Vacancies: When a vacancy on the Board/executive officer position exists mid-term, the Board members remaining, by majority vote of such remaining Board members, may fill such vacancy with the candidate of their choice, who shall serve until the next AGM at which Directors/executive officers will be elected; provided, however, for the avoidance of doubt, the Members, by the requisite vote, may replace any so appointed Board member/executive officer with the individual of their choosing.

Section 3.9 — Resignation, termination, and absences: Resignation from the Board/executive officer position must be in writing and received by the President or Vice President and Secretary. A Board member shall be terminated from the Board (and for this purpose shall be deemed to have automatically resigned) if he/she has more than two unexcused absences from Board meetings in any particular year of his/her term. In addition, as indicated in Article III, Section 3.2 of these bylaws, the Members may remove and replace any Director(s)/executive officer(s) at any time for any or no reason.

ARTICLE IV. BOARD COMMITTEES:

Section 4.1 – Committee formation: The Board may, if properly approved by the Board as indicated herein, designate one or more Board Committees to exercise all or a portion of the authority of the Board, provided the authority of any such Committee is set forth in resolutions duly adopted by the Board and, provided, further, that no such Committee may take any action that, pursuant to applicable law, the Articles of Incorporation or these bylaws, requires the approval of the entire Board or the approval of the Members. Any such Board designated Committee must have two or more Directors and may, if approved by the Board when the Committee is established, also have other non-Director individuals, provided, however, that the only voting members of such Committee shall be the Director members of such Committee. The Board may provide a meeting and reporting schedule for any such Committee, establish how Committee meetings shall be called, designate at what times those meetings may be held, designate the Committee chair and the requirements for actions to be approved by the Committee. If the Board does not specify such administrative mechanics, Committee action will require approval by a majority of the Director members of such Committee. 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, the Articles of Incorporation, these bylaws or applicable law).

Section 4.2 – Finance Committee: If a Finance Committee is established by the Board, the Director who is also the Chief Financial Officer of the Corporation shall be the chair of the Finance Committee. Any such Finance Committee established by the Board would be responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budgets with staff and other Board members. The Board must, however, approve the budget and all expenditures within budget, in the Board's discretion. Any material change in the budget must also be approved by the Board. The Corporation's fiscal year shall be the calendar year. Annual financial reports shall be submitted to the Board by the Finance Committee or, if none, by the Director serving as the Chief Financial Officer, showing the Corporation's assets, liabilities, income, expenditures, and pending income. The financial records of the Corporation shall be made available to the Board and any Member upon request.

ARTICLE V. INDEMNIFICATION OF OFFICERS, DIRECTORS, & AUTHORIZED REPRESENTATIVES:

Section 5.1 - 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 VI. GRIEVANCE PROCEDURES:

Section 6.1 - Grievance Procedures: All bona fide grievances from individual Members or individuals associated with a Member 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 VII. CONFLICT OF INTEREST:

Section 7.1 - Conflict of Interest: Any Board member shall excuse himself/herself from voting on any items, motions, etc. that would be a conflict of interest either professionally or personally, as determined in accordance with applicable law.

ARTICLE VIII. AMENDMENTS

Section 8.1 - Amendments: These bylaws may be amended if and only if such amendment is approved by Members holding at least a majority of the total number of votes held by all of the then Members of NCYRU. Any such proposed amendment must be presented in writing by NCYRU to all of the Members at least 30 days before any vote to approve such amendment.

ARTICLE IX – DISSOLUTION

Section 9.1 – 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 remaining assets of the Corporation exclusively for the exempt purposes of the Corporation or distribute those assets to an organization described in Section 501(c)(3) or 170 (c)(2) of the Internal Revenue Code or the corresponding provisions of any future federal law, as shall be selected by the Board of Directors in office at the time of such dissolution. None of the assets will be distributed to any officer or Director of the Corporation.