

**BYLAWS FOR THE  
PITTSBURGH FORGE RUGBY CLUB**

*Amended and ratified by Membership on January 28, 2023*



## **BYLAW I – NAME & LOCATION**

**Section 1.01 Name.** The name of this organization is the Pittsburgh Forge Rugby Club, (hereinafter “Club”), which is a federally recognized, charitable organization under the Non-profit Corporation Act of the State of Pennsylvania, as filed on February 23, 2018 under entity number: 6673264.

**Section 1.02 Location.** The principal office of the Club shall be located within or near the city of Pittsburgh, Pennsylvania, at such place as the Board of Directors shall from time to time designate. The Club may maintain additional offices at such other places as the Board of Directors may designate.

## **BYLAW II – PURPOSE**

**Section 2.01 General Purpose(s).** The Club is organized and operated for the following general purposes:

1. An amateur athletic organization operated to foster Rugby Union competition among its Members within the meaning of 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.
2. To exercise such rights, powers, duties and authority of a non-profit organization under the Non-profit Corporation Act of the State of Pennsylvania which are consistent with the preceding paragraph.

**Section 2.02 Specific Purpose(s).** The specific purposes of the Club include the following:

1. To foster, promote and advance amateur participation in the growth and development of Rugby Union locally, regionally, nationally and internationally;
2. To guard the interests of the Club’s teams and to encourage good sportsmanship and fair play;
3. To educate players in basic through advanced skills, and to encourage them to attend local, regional, national and international competitions and tournaments;

## **BYLAW III - MEMBERSHIP**

**Section 3.01 Membership.** Club Membership shall be open to any person willing to contribute to the interests and goals of the Club and shall not be denied to any person due to age, race, religion, sex, disability, or national origin. Furthermore, all Members agree to abide by these Bylaws.

**Section 3.02 Designations of Members.** The Membership of the Club shall be divided into the following classes:

1. **General Members** – Members of the Club, who are in good standing, and actively participate in Club events and proceedings. General Members are not required to be Competitive Players.
2. **Competitive Playing Members** – Members of the Club, who are in good standing, are actively participating in competition, and in Club events and proceedings.
3. **Lifetime Members** – Members of the Club, who are in good standing, recognized for providing significant years or extraordinary service to the Club on or off the field whose membership status need not be renewed on an annual or per season basis. The Executive Committee may recommend alumni of the Club for this honor which shall be approved by a vote of the Membership.

**Section 3.03 New Membership Categories.** The Executive Committee shall have the authority to create new Membership categories and specify the rights and limitations of each new category at the time it is created.

**Section 3.04 Good Standing.** Members are considered in good standing when Membership Dues are current, any required Club Hours are completed, and they conduct themselves in a manner that reflects the best interests of the Club on and off the field, as determined by the Executive Committee.

**Section 3.05 Voting Rights.** All Members in good standing shall be entitled to cast one vote with respect to those matters submitted to the Membership for action or approval. Votes may be taken by voice, by a show of hands, by written ballot or by proxy via electronic means. Votes for Director positions at the Annual General Meeting shall be cast via a written ballot. The President, or their designee, may determine the method for other voting circumstances based upon the subject matter at hand; however, this voting method may be challenged by Member in good standing with a second from a Member in good standing.

**Section 3.06 Membership Dues.** All Members, except for Lifetime Members, shall be required to pay Membership Dues in such amounts and at such times as deemed by the Executive Committee. Each year or season, the Executive Committee shall specify the amounts and provide Membership with at least thirty (30) days' notice of the required payment date. All Membership Dues must be paid in full by December 31<sup>st</sup> of the calendar year in order to be eligible to run for office or vote at the next Annual General Meeting. The Executive Committee may waive or discount Membership Dues for individual Members.

**Section 3.07 Meetings of Members.** The Annual General Meeting of the Members shall be held by January 31<sup>st</sup> of each calendar year at a place designated by the Board of Directors. If no meeting is called by the Board of Directors, the meeting shall be held on the final Saturday in January at a location deemed appropriate by Executive Committee.

At such Meeting, any eligible Director seats shall then be voted upon, but if such a meeting is not held or if the Directors are not elected thereat, they may be elected in any Special Meeting of the Members held for that purpose. Special Meetings for any purpose may be called at any time by the President or requested by a majority vote of the Board of Directors. Non-club members may attend a meeting of Members; however, they are not permitted the floor unless requested by the Members or Board of Directors for a specific purpose.

**Section 3.08 Notice of Meetings of Members.** Notice of any Regular and Special Meetings shall be given to each Member entitled to vote thereat, either personally, by US mail, by e-mail, or by SMS text messaging (“electronic means”) based upon the information provided in Club records. Additionally, notification shall be posted publicly online via the Club’s official website and social media accounts. Such notices shall be sent between ten (10) days and sixty (60) days prior to each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the Annual General Meeting shall designate it as such.

**Section 3.09 Quorum.** The presence in person of at least two – thirds (2/3) of the Membership shall constitute a quorum. The Members present at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a majority vote of the Members present.

**Section 3.10 Absentee Voting via Proxy by Electronic Means.** A Member may vote in the annual election of the Board of Directors or in other matters brought to a vote via proxy if that Member provides seven (7) days’ notice of their inability to be able to attend the Annual General Meeting. Ballots may be submitted via electronic means to the directed Officer, or designee, that then must be able to provide verification to the Board of Directors at the General Meeting. All ballots must be received or time-stamped prior to the relevant vote.

**Section 3.11 Suspension and Expulsion.** Any Member may be suspended or expelled from the Membership with just cause upon the affirmative vote of the Board of Directors if, in the discretion of the Board of Directors as indicated in such vote, such suspension or expulsion would be in the best interests of the Club. Nothing in these Bylaws shall be construed as granting to a Member a continued expectation of membership in the Club.

**Section 3.12 Readmission to Membership.** The Board of Directors may in its discretion re-admit former Members. This vote is not required for new Members, only re-admission.

## **BYLAW IV – BOARD OF DIRECTORS**

**Section 4.01 Responsibility.** All Officers and Directors are responsible to the Membership of the Club.

**Section 4.02 General Powers.** Subject to any limitations of these Bylaws or the Pennsylvania Non-profit Corporation Act, all organizational powers shall be exercised by, or under the authority of, and the business and affairs of the Club shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

1. To appoint managers, chairpersons and other designees to the Club, subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for these persons as may not be inconsistent with law or these Bylaws.
2. To conduct, manage and control the affairs of the Club, and to make such rules and regulations therefore, non-inconsistent with law or these Bylaws, as they may deem best.
3. To designate any place for the holding of any Membership or Board of Directors' meeting, to change the principal office of the Club for the transaction of its business from one location to another.
4. To borrow money and incur indebtedness for the purpose of the Club and to cause to be executed and delivered therefore, in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt, and securities thereof.
5. To manage in such a manner as they may deem best, all funds and property, real and personal, received and acquired by the Club, and to distribute, loan or dispense the same or the income and profits there from.
6. To create such trusts, foundations and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

**Section 4.03 Number and Selection.** The Membership shall elect a President, a Treasurer, a Secretary, and four (4) General Directors. The Competitive Playing Members of the Club shall elect a Director of Women's Rugby and a Director of Men's Rugby. Each of these is a member of the Board of Directors and therefore considered a Director of the Club. Each Director shall hold their office until a successor is elected and qualified, or until the Director's resignation, death or removal.

**Section 4.03.01 President.** The President shall be the Chief Executive Officer (CEO) of the Club and serve as the Chairman of the Board of Directors, but subject to the direction and supervision of the rest of the Board of Directors and the Membership and shall have general charge of the business affairs and property of the Club. The President shall preside over all meetings of the Board of Directors and Membership. The

President shall have other such duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Board of Directors.

**Section 4.03.02 Treasurer.** The Treasurer shall be the Chief Financial Officer (CFO) of the Club; have custody of all Club funds; keep full and accurate accounts of all receipts and disbursements of the Club, an inventory of assets, and a record of the liabilities of the Club; deposit all money and other securities in such depositories as may be designated by the Board of Directors disburse the funds of the Club as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate designees or committees. The Treasurer shall serve as a successor to the President of the Club should they be unable or unwilling to perform their duties, until such a time a new President can be elected by the Membership.

**Section 4.03.03 Secretary.** The Secretary shall be the Chief Operating Officer (COO) of the Club; cause to be kept at the principal office of the Club, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Club (if any), the Membership log and paperwork, and a book of minutes of all meetings of Board of Directors, committees and Membership. The Secretary shall keep detailed minutes for all Board of Directors and General Meetings. The Secretary shall keep a Membership Log that includes all Member information including name and address of each Member, and the date upon which the Membership ceased. The Secretary shall give the notices of the meetings of the Members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Club. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

**Section 4.03.04 Director of Men's Rugby.** The Director of Men's Rugby shall be elected to serve as the voice of all current, senior male athletes who play competitively for the Club. This Director's responsibility is to represent this constituency when deciding on Club matters before him.

**Section 04.03.05 Director of Women's Rugby.** The Director of Women's Rugby shall be elected to serve as the voice of all current, senior female athletes who play competitively for the Club. This Director's responsibility is to represent this constituency when deciding on Club matters before her.

**Section 04.03.06 General Directors.** There shall be four (4) General Directors who shall apply their expertise, knowledge and skill in several different professional areas, for the advancement of the Club and

Club initiatives. These areas could include, but are not limited to, rugby administration, business administration, accounting and finance, charitable endeavors, fundraising, and civic leadership.

**Section 4.04 Qualifications for Office.** Every Director should be a Member in good standing of the Club for the duration of their service but need not be a Competitive Playing Member. Directors of Men and Women's Rugby must be Members in good standing of the Club and currently participating in competition for the Club or serving on the coaching staff. A player who is unable to actively compete due to injury is permitted to serve as a Director of Rugby. No Director shall serve with compensation except for reimbursement of reasonable expenditures incurred on behalf of the Club. All Directors shall be at least 18 years old.

**Section 4.05 Salaries.** There shall be no salaries paid to any Directors; however, reasonable expenses incurred on behalf of the Club will be reimbursed with approval from the Finance Committee.

**Section 4.06 Board of Director Nominations.** At which time the Board of Directors provides notice of the Annual General Meeting they shall also provide notice of the 'Nomination Period' which shall be no less than five (5) calendar days and conclude no less than ten (10) calendar days prior to the date of the Annual General Meeting.

**Section 4.06.01 Officers Nominations.** During the Nomination Period, Members in good standing may submit their nominations for any Officer (President, Treasurer, Secretary) positions up for election at the upcoming Meeting. Nominations may be submitted either in writing or via electronic means such as e-mail, online survey or online form. Nomination submissions do not require a second; therefore, Members are permitted to self-nominate. All nominations must include the name of the Member who submitted the nomination and Members are only permitted to nominate one candidate per office. Members may withdraw their nomination and nominate another candidate during the Nomination Period.

The nominations shall be tallied under the direction of Executive Committee or their designee(s) and the top three (3) candidates for each office shall be included on election ballot at the Annual General Meeting so long as they have received at least five (5) nominations and have accepted that nomination. No nominations for Officers shall be taken from the floor at the Annual General Meeting.

**Section 4.06.02 General Director Nominations.** The Nominating Committee shall recruit and assess potential General Director candidates based upon the candidate's ability to apply expertise, knowledge, influence, and skill in several different professional areas for the advancement of the Club and the Club's initiatives. Members in good standing may also recommend persons for General Director consideration by notifying the Nominating Committee in writing by November 30th of a given year. A recommendation should include a narrative and any other supporting information that would assist the committee in evaluating the candidate.

The Nominating Committee shall then recommend no more than four (4) General Director candidates for the two (2) available General Director positions, including incumbents, who've accepted their recommendation, to the Membership for vote at the Annual General Meeting. If there are more than two (2) General Director positions available at a given Meeting, the Nominating Committee may provide two (2) candidate recommendations per available position. The announcement of the candidate list must be made no less than ten (10) calendar days prior to the Meeting. No nominations for General Directors shall be taken from the floor at the Annual General Meeting.

**Section 4.06.03 Directors of Men and Women's of Rugby Nominations.** Nominations for the Men and Women's Directors of Rugby shall be taken from the floor at each side's (men and women's) team meeting which must be held prior to the 'Nomination Period' each year. A Competitive Playing Member in good standing may nominate a candidate by voice which must then be seconded by another Competitive Playing Member in good standing. The nomination must then be accepted by the candidate for inclusion on the ballot.

If no nominations are brought forth for any of the above-mentioned positions in a given year, the incumbent shall remain in the position for another term if they are agreeable.

**Section 4.07 Election of Directors.** The election process at the Annual General Meeting shall be administrated by the President unless the Presidency is up for vote and the incumbent is seeking re-election. Under that circumstance, the Treasurer would administrate that specific office's election. Prior to Meeting, the Board of Directors may designate an agent to administrate elections.

All candidates shall be provided an opportunity to speak to the Membership prior to the vote for office; however, they are not required to speak on their own behalf. At which time the candidates have addressed the Membership, all candidates for the office being voted upon shall vacate the room. The administrating Officer shall then open the floor to Members to advocate for candidates. After all discussion has been completed, the administrating Officer, or their designee, shall then close the discussion and proceed to a written vote. Finally, the votes shall be collected and tallied by the administrating Officer, or their designee, who shall recall the candidates and announce the winner of the election. A simple majority vote is required to win a Director position. Membership in attendance may request disclosure of the written vote count.

The election process at Men and Women's Team Meetings shall be administrated by mutually agreed upon Team Leader present at the meeting. All candidates shall be provided an opportunity to address the Competitive Active Players prior to the vote; however, they are not required to speak on their own behalf. At which time the candidates have addressed the Players, all candidates shall vacate the room. The Team Leader shall then open the floor for



Players to advocate for candidates. After all discussion has been completed, the Team Leader shall then close the discussion and proceed with a verbal or written vote. Finally, the votes shall be collected and tallied by the Team Leader who shall recall the candidates and announce the winner of the election. A simple majority is required to win the Director of Men and Women's Rugby. The Players in attendance may request disclosure of the vote count if a written ballot was completed.

**Section 4.08 Term of Office.** The regular term for each Officer and General Director shall be two (2) years while the term for the Directors of Men Rugby and Director of Women's Rugby shall be one (1) year unless sooner terminated by death, incapacity, resignation or removal. The President, Secretary and two (2) General Directors shall be elected in odd calendar years, while the Treasurer and the two (2) other General Directors shall be elected in even calendar years. There are no limitations on serving on the Board of Directors for successive terms. All Directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the Director's resignation or removal has been hereinafter provided.

Terms will begin on the first day of the month following the Annual General Meeting (February 1st) and expire at the end of the month of the Annual General Meeting (January 31st).

**Section 4.09 Resignation and Removal.** Any Director may resign from office at any time by giving written notice thereof to the Secretary. If the Secretary would to resign, they shall provide written notice thereof to the President. Any Director may be removed with cause by a proposal from a Member in good standing with a second from a Member in good Standing affirmative two-thirds (2/3) vote by the Membership of the Club.

Some causes for removal from office:

1. Conviction of a felony;
2. Commitment of a material breach of fiduciary duty;
3. Commitment of an act of moral turpitude;
4. Ceasing to be a Member in good standing of the Club.

**Section 4.10 Existence of Vacancies.** A vacancy in the Board of Directors exists in case if the happening of any of the following events:

1. The death, incapacity, resignation or removal of any Directors;
2. The creation of another authorized Director position.

**Section 4.11 Filling of Vacancies.** Any vacancy occurring on the Board of Directors must be filled by a quorum vote of Membership at the next Annual General Meeting. In the interim, the President may appoint an Interim-Director for the remaining period prior to the Meeting with an approval by the Board of Directors.

**Section 4.12 Place and Number of Meetings.** Meetings of the Board of Directors shall be held at any place which has been designated, from time to time by the Board of Directors or by consent of a majority of Directors. The Board of Directors shall hold as many meetings as are required to properly communicate and make decisions for the Club, but at least quarterly.

**Section 4.13 Annual and Special Meetings.** Special Meetings of the Board of Directors for any purposes may be called at any time by the President, or if the President is absent, or unable or refuses to act, by consent of a majority of the Directors.

**Section 4.14 Notice of Meetings.** Notice of the time and place of Meetings of the Board shall be given personally or via electronic means within seven (7) calendar days of any such meeting. The general nature of the meeting should be explained in any notice.

**Section 4.15 Quorum and Voting.** A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board of Directors present at the meeting will be duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by these Bylaws. Each Member of the Board of Directors is entitled to one (1) vote. Voting by proxy is permitted if deemed necessary and approved in advance.

**Section 4.16 *ex Officio* Board Advisors.** All immediate past Directors shall be *ex officio* advisors to the Board of Directors if they choose. *Ex officio* advisors are entitled to attend and participate in meetings of the Board, but not vote in their *ex officio* capacity. However, the immediate past President may vote in the event of a tie vote among the Board of Directors in order to break the tie.

**Section 4.17 Committees.** Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Club or any operations needing study, recommendation, or action. The Board of Directors may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Pennsylvania Nonprofit Corporation Act. The Board of Directors shall appoint the members and chairpersons of such committees at the recommendation of the Executive Committee. All Directors should serve on at least one Club Committee.

**Section 4.18 Annual Transitions.** To maintain Club continuity, Directors whose terms of office have expired, shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, Directors whose terms of office have expired shall take appropriate steps to substitute their successors on all the Club's financial accounts.

#### **BYLAW V – PROFESSIONAL COACHS & GUESTS**

**Section 5.01 Definition.** The Club should utilize Professional Coaches to lead their competitive playing sides. A Professional Coach is a certified USA Rugby qualified instructor who is vetted by the Coaching Committee and appointed by the Executive Committee to provide instruction to the Competitive Playing Members of the Club.

**Section 5.02 Privileges.** An appointed Professional Coach shall be an Honorary Member of the Club for the duration of their appointment, and as such, may enjoy all the privileges of the Club including voting on Club matters and serving as a manager, chairperson or committee member.

**Section 5.03 Approval.** To become the Club's official Professional Coach, a candidate must submit a written resume to the Coaching Committee. The Coaching Committee must recommend the Coach by a majority vote and then the Coach must be approved by the Executive Committee. The Membership may veto the Executive Committee's decision with a majority vote or petition to the Coaching Committee for review.

**Section 5.04 Guests.** Each Member of the Club may bring guests to Club events. Each Member is responsible for the conduct of, and indebtedness incurred by, all guests admitted to the Club's facilities or events.

#### **BYLAW VI – PROHIBITED ACTIVITIES**

**Section 6.01 Actions Jeopardizing Tax Status.** This Club shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code of 2018, as amended, or the corresponding provision of any future United States internal revenue law.

**Section 6.02 Private Inurement.** No part of the net income or net assets of the Club shall inure to the benefit of, or be distributable to, its Officers, Directors, Chairpersons or Members. Specifically, Club revenue generated from non-members shall not be used to the personal advantage of the Members (such as in reduced dues, improved facilities, and the like). However, the Club is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax-exempt status.

**Section 6.03 Non-Discrimination.** In the conduct of all aspects of its activities, the Club shall not discriminate on the grounds of race, color, sexual preference, national origin, religion or gender.

**Section 6.04 Conflicts of Interest.** A conflict of interest occurs when a person under a duty to promote the interests of the Club (a “fiduciary”) is in a position to promote a competing interest instead. Fiduciaries include all Club employees, Officers, Directors, chairpersons or Members of any Club Committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Club and work to the detriment of the Club. All conflicts must be disclosed to the Board of Directors and the individual with a conflicting interest must not participate in judging the merits of that interest. That individual must abstain from voting on, recommending a course of action with respect to, the situation giving rise to the conflict. When all of these are done, the conflict is discharged. A continuing unresolved conflict may be grounds for removal at the discretion of the Board of Directors

#### **BYLAW VII– OTHER FINANCIAL MATTERS**

**Section 7.01 Property of the Club.** The title of all property of the Club, both real and personal, shall be vested in the Club.

**Section 7.02 Disposition upon Dissolution.** A vote to disband the Club may only pass with quorum two thirds (2/3) vote of the Membership. Upon the dissolution or winding up of the Club, or in the event it shall cease to engage in carrying out the purpose and goals set forth in these Bylaws, all of the business, properties, assets and income of the Club remaining after payment, or provision for payment, of all debts and liabilities of this Club, shall be distributed to a nonprofit fund, association, or corporation which is organized and prepared exclusively for tax exempt purposes which are reasonably related to the purpose and goals of this Club, as may be determined by the Board of Directors of this Club in its sole discretion and which is establish its tax exempt status under section 501(c)(3) of the Internal Revenue Code, as amended.

**Section 7.03 Contracts.** The Board of Directors may authorize an Officer or agent (would prefer to limit this to Officers only, unless we define who can be an agent) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to be liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing Officer, the President, either alone or with the or without the Secretary, may execute the same in the name of, and on behalf of, the Club, and any such Officer may affix the corporate seal (if any) of the Club thereto.

**Section 7.03.01 Contractual and Monetary Authorities.** The following table shall provide contractual and monetary limits and authorities to the following parties:

<u>Authority</u>	<u>Contractual or Monetary Limits</u>
Majority vote by quorum Membership	\$250,000.00 or greater
Majority vote of Board of Directors	\$10,000.00 - \$249,999.99
Majority vote of Executive Committee	\$500.00 - \$9,999.99
Discretion of Director	\$100.01 - \$499.99
Discretion of Chairperson, Manager, or Agent	Lesser of up to \$100.00 or Budget Line Amount

**Section 7.04 Financial Accounts.** The Club may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined at the discretion of the Board of Directors to hold, manage or disburse any funds for Club purposes. All checks, drafts, other orders for the payment of money, bank cards, and all notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such Officers of the Club, and in such a manner, as is determined by the Board of Directors from time to time. Bank Card issuance in addition to the Treasurer must be approved by the Finance Committee.

**Section 7.04.01 Changes of Financial Authority.** Upon completion of the Annual General Meeting, within forty-five (45) days, the ex-President, or incumbent, shall draft an “Annual Letter” to present to all financial institutions notifying them of the newly elected Directors.

**Section 7.04.02 Annual Letter.** The Annual Letter shall include, but is not limited to; the names and titles of newly elected Directors, all bank account numbers and housing financial institutions, and the signature of the ex-President and newly elected President if they are not one in the same, the original and signed minutes from the most recent Annual General Meeting that names the new Directors, and a copy of these Bylaws.

**Section 7.04.03 Field Fund Account.** The Field Fund Account is a deposit or investment account that keeps the Club’s accumulated funds to purchase, or long-term lease, a rugby facility. These funds must be kept separate from any operating funds for the Club by being placed into an account with a special funds hold, a separate account, or in an account at another financial institution/ broker.

The Field Fund Account shall be regulated by a Corporate Resolution from the acting Board of Directors. The Board of Directors shall draft a Corporate Resolution to set up the initial Field Fund Account requirements and then utilize future Corporate Resolutions to amend or modify the Field Fund Account. Any resolution that materially amends or modifies the general purpose of the Field Fund Account must be passed by a vote of the Membership. Meeting Minutes documenting such a vote must be presented in

addition to said resolution. To change authorized signatories at the financial institution or broker where the funds are held, a Corporate Resolution must be passed by the Board and signed by the President and Treasurer, certified by the Secretary, signed by the newly appointed signatories, and presented in conjunction with the Annual Letter and with a copy of the Meeting Minutes in which the Resolution was passed. Additionally, a formal letter from the Board of Directors must be sent to any alumni members being removed as signatories on the account. Changes to the Field Fund Account other than a changing of signatories would require a Resolution signed by the Board of Directors and presented with the Meeting Minutes in which the Resolution was passed.

At a minimum, the Club requires the signatures of four (4) named authorized custodians to withdraw from the Field Fund Account and the certification of the Secretary. No signatories are required for deposit or expansion of funds. These signatories must, at a minimum, be the acting President, the acting Treasurer and two (2) Field Fund Custodians chosen by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting of Membership. No financial institution or brokerage may accept any future Corporate Resolution issued that would contradict these Bylaws.

**Section 7.05 Financial Statements and Reports.** The Treasurer, their designee, or an appointed independent contractor shall at such time as the Board of Directors determines prepare for the Club as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The Treasurer or auditor shall also prepare such financial data as may be necessary for the returns or reports required by the State or Federal Government to be filed by the Club. Any expenses incurred in the preparation of these documents shall be proper expenses of administration.

**Section 7.06 Limitations on Debt.** No evidence of indebtedness shall be issued in the name of the Club unless authorized as specified in Section 7.03.01 of these Bylaws. Specifically, without limitation, no loan shall be made to any Director of the Club. Any Director who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it has been fully repaid.

**Section 7.07 Liability of Directors.** No Directors of the Club shall be personally liable to its creditors if for any of indebtedness or liability and any and all creditors shall look only to the Club assets for payment. Further, neither any Officer, the Board of Directors, nor any of its individual Members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law. The Club shall provide a commercially reasonable amount of Directors and Officers Insurance coverage.

**Section 7.08 Liability of Members.** No Member of the Club shall be personally liable to its creditors or for any indebtedness or liability and all creditors shall look only to the Club's assets for payments.

**Section 7.09 Property Interests Upon Termination of Membership.** Members have no interest in the property, assets or privileges of the Club.

**Section 7.10 Fiscal Year.** The fiscal year of the Club shall be from each August 1 – July 31.

## **BYLAW VIII – COMMITTEES**

**Section 8.01 Committee Powers.** Committees of the Club shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Club or any operations needing study, recommendation, or action. The Board of Directors may establish such special committees or standing committees in addition to those specified in this Bylaw as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Pennsylvania Non-profit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

**Section 8.02 Limitations.** Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors and Club. No Member of any committee, without the prior consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Club or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the individual Officers of the Club.

**Section 8.03 Committee Membership.** The Board of Directors, acting upon the recommendation of the Executive Committee, shall appoint the Members of such committees, and select the Committee Chairpersons. Any Member of the Club, including Members of the Board of Directors and appointed agents, may be appointed in such committees. Every committee shall consist of at least two (2) persons. Committee Members serve at will and may serve as long or as little as determined by the Board of Directors or the Committee Chairperson.

**Section 8.04 Standing Committees.** In addition to other committees the Board may establish from time to time, the following shall be standing committees of the Club:

1. **Executive Committee;** the Executive Committee is comprised of the Officers of the Club (the President, Treasurer and Secretary), the Directors of Men and Women's Rugby, and any additional designees appointed by the Officers. This Committee is responsible for the daily operating of the Club.

The Executive Committee should meet as often as required to conduct the business of the Club but should meet at least before each Meeting of the Board of Directors and before the Annual General Meeting. The President is the Chairperson of this Committee.

2. **Coaching Committee;** the Coaching Committee is comprised of the Directors of Men and Women's Rugby, and any additional designees appointed by the Board of Directors. This Committee is responsible for interviewing, vetting, recommending for appointment and removal of, recommending compensation for, and periodically reviewing any coaches for the Club. The Coaching Committee should meet as often as required to maintain a full staff of coaches for the Club but should meet at least annually to review the current staff. The Directors of Men and Women's Rugby shall co-chair this Committee.
3. **Nominating Committee;** the Nominating Committee is comprised of Members, appointed by the Executive Committee, who are responsible for recruiting and vetting General Directors for the Club. The Nominating Committee should meet as often as required to provide the Club with recommendations but should meet at least annually to prepare for General Director nominations. The Executive Committee shall appoint a Chairperson for this Committee.
4. **Finance Committee;** the Finance Committee is comprised of the President, the Treasurer, and any additional designees as appointed by the Board of Directors. This Committee is responsible for overseeing and managing the Club's fundraising, sponsorship procurement, charitable endeavors, tax obligations and long-term financial planning. The Finance Committee should meet frequently to be kept aware of the financial health of the Club. The Treasurer is the Chairperson of this Committee.
5. **Membership Committee;** the Membership Committee is comprised of the Secretary, the Directors of Men and Women's Rugby and any additional designees as appointed by the Board of Directors. This Committee is responsible for managing all issues pertaining to the current Membership. This includes, but is not limited to, Membership meetings, events, player recruitment, player retention, coaching relationships, and Club dues collection. The Membership Committee should meet as often as required to properly manage Membership issues. The Secretary is the Chairperson of this Committee.
6. **Marketing Committee;** the Marketing Committee is comprised of the Secretary and any additional designees as appointed by the Board of Directors. This Committee is responsible for managing and overseeing all Club branding, including but not limited to, merchandise, social media accounts, the Club's official website, Bylaws and press, periodic newsletters, etc. This Marketing Committee should meet as often as required to properly manage all branding issues and endeavors. The Secretary shall be the Chairperson of this Committee.



**Section 8.05 Minutes.** The Committee Chairperson, or their designee, must take detailed minutes of each meeting and report said minutes to the Secretary within fourteen (14) days of any meeting for consolidated storage and Board of Directors review. Sub-committee or working group minutes should be reported to the committee in which they report to within fourteen (14) days.

## **BYLAW IX – INDEMNIFICATION**

**Section 9.01 Right to Indemnification.** Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director or, while serving as a Director, is or was serving at the request of the Club as an agent, Officer, Director, partner, trustee, employee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, whether the bases of the proceeding is alleged action in an official capacity as an Officer, Chairperson, Director or agent or in any other capacity while serving the Club, shall be indemnified and held harmless by the Club to the fullest extent authorized by state law, as it exists or may be amended, against all expenses, liability, and loss reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be an Officer and shall inure to the benefit of his or her heirs, executors and administrators; provided however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Club shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person on if the proceeding, or part thereof, was authorized by the Board of Directors of the Club. To the extent authorized by state law, the Club may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this bylaw shall be a contract right.

**Section 9.02 Non-Exclusivity Rights.** The right to indemnification conferred in this bylaw shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the Bylaws of Organization, ~~bylaw~~, agreement, or vote of Members.

**Section 9.03 Indemnification of Officers and Agents.** The Club may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to payment by the Club, for expenses incurred in defending any proceeding before its final disposition, to any Officer, Director, or agent of the Club to the fullest extent of the provisions of this bylaw with respect to the indemnification and advancement of expenses of Officers or Directors of the Club.

**Section 9.04 Changes in United States or Pennsylvania Law.** If there is any change of federal or state statutory provisions applicable to the Club relating to the subject matter of this bylaw, then the indemnification to which any

person shall be entitled under this bylaw shall be determined by the changed provisions, but only to the extent that the change permits the Club to provide broad indemnification rights than the provision permitted the Club to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these Bylaws to conform to any such changes statutory provisions.

**Section 9.05 Amendment or Repeal of a Bylaw.** No amendment or repeal of the Bylaws shall apply to or have any effect on any Officer, agent, Director or Member of the Club for or with respect to any acts or omissions of the Officers, agents, Directors or Members occurring before the amendment or repeal.

**Section 9.06 Impact of Tax-Exempt Status.** The rights to indemnification set forth in this bylaw are expressly conditioned upon such rights not violating the Club's status as a tax-exempt organization described in section 501(c) of the Internal Revenue Code of 2018, as amended.

### BYLAW X – AMENDMENTS TO BYLAWS

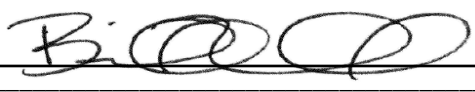
**Section 10.01 Adoption.** These Bylaws must be adopted by the Board of Directors of the Club and then confirmed by the Membership at the Annual General Meeting. Subsequently, these Bylaws may be amended, restated or repealed by a majority vote of the Membership.

**Section 10.02 Inspection of Bylaws.** The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall always be kept in the principle office of the Club for the transaction of business, and shall be open to inspection by the Members, Officers, Directors at all reasonable times.

These Bylaws are certified by the Board of Directors:

Date:

  
Secretary, Board of Directors

  
President, Board of Directors