

FOND DU LAC RUGBY, INC. - BYLAWS (Rev. Dec 15, 2011)

ARTICLE 1 - NAME

This organization shall be known as FOND DU LAC RUGBY, INC. The term "Organization", when used hereinafter, shall be defined to mean "Fond du Lac Rugby, Inc.". The terms "BOD" or "Board" or "Directors", when used hereinafter, shall be defined to mean "Board of Directors". The term "Officer", when used hereinafter, shall refer to only elected member of the Board of Directors, namely President, Vice President, Past President, and Treasurer.

ARTICLE 2 – MISSION STATEMENT AND OBJECTIVES

OUR MISSION:

Fond du Lac Rugby Inc. is committed to promoting teamwork, competition, camaraderie, hard work, friendship, discipline, community involvement, and fun, through the sport of rugby.

OBJECTIVES:

Fond du Lac Rugby Inc. shall strive to:

- Develop, grow, and promote the sport of rugby at all levels in and around Fond du Lac, Wisconsin.
- Insure that the sport of rugby is carried out in a safe and sportsmanlike manner on and off the field.
- Develop and provide qualified coaching and officiating for our organization and for the rugby community as a whole.
- Provide a positive image of rugby through our actions, and through service and support of our community.
- Develop players' mental and physical capabilities to play the game of rugby at a high competitive level.
- Help our Member Clubs in accomplishing their individual goals and objectives.

ARTICLE 3 – MEMBERSHIP

1. Definitions:

- A Member Club will be any club operating under the authority and within good standing of the Organization.
- Club Members of the Organization will be any active players in good standing with a Member Club.
- Organizational Members will be any person who does not fit the above definitions and wants membership/participation in Organizational business.
- A member of the Organization's Board of Directors (BOD) qualifies as an Organizational Member.
- A "member in good standing" is any entity of a level of membership within the Organization that has paid its dues and has not been suspended from the Organization.

2. Membership to the organization shall be open to any person or club interested in furthering the Mission and Objectives of the Organization.

3. All Membership Levels shall be open to any person over the age of eighteen (18) years upon payment of appropriate dues. Membership for any person under the age of eighteen (18) will require a signed code of conduct and written parental/legal guardian consent form. All Members of the Organization are expected to read, sign, and abide by a Code of Conduct for the Organization.

4. Membership within all Membership Levels shall open to all persons without regard to race, color, ethnic background, or economic circumstances. There shall be no discrimination against any applicant for membership of this Club on the basis of sex, age, race, color, or creed.

5. Membership in the Organization shall be yearly.

6. All levels of Membership to the Organization will require annual dues payment to the Organization in accordance to a dues structure set by the Organization's BOD.

7. Member Clubs include, but are not limited to, the local men's club, high school boy's club, U-15 program, and high school girls club.
8. In addition to annual dues, Member Clubs will be required to support expenses that Fond du Lac Rugby Inc. incurs that span across the entire Organization in terms of communal operations.
9. The membership shall be represented by a Board of Directors, who is voted-in by Club Members and Organizational Members in good standing.
10. Each Member Club shall have one representative serving on the Fond du Lac Rugby Inc. BOD.
11. Each Member Club will have the authority to manage their own affairs and maintain their own Constitution and/or Bylaws as long as they are consistent with the Organization's Bylaws.
12. Any Member of the Organization may be suspended or expelled by recommendation of the BOD. The vote to remove requires a two-thirds majority vote of the BOD.
13. Members of the Organization will be entitled to attend open meetings of the BOD and special meetings. Others may attend by invitation of the BOD.
14. The BOD may declare a meeting "closed" for issues of sensitivity.
15. All Membership will be represented in situations of voting through their respective representatives with the exception of votes and ballots sponsored by the BOD for direct member input.
16. No Fond du Lac Rugby Inc. BOD Member shall hold more than one elected BOD office, but may sit on multiple committees.
17. A maximum of 2 club officers from any one single member club may sit on the BOD at one time.

ARTICLE 4 – BOARD OF DIRECTORS

1. **Board of Directors:**
The Board of Directors shall consist of elected "Officers", namely: President, Vice-President, Treasurer, Past President, appointed representatives from each Member Club in good standing, and Director(s)-At-Large. An individual Board Member may represent a Member Club, but only one. A maximum of three Director-At-Large positions may be occupied at any one time. An open Director-At-Large position may be filled mid-term at the discretion of the BOD by majority vote of the BOD Members who participated in that vote.
2. **Term of Office:**
Each Director shall serve a term of one year, with the exception of the Treasurer, whose term is 2 years. Terms of office shall begin upon the adjournment of the annual meeting. Upon election of officers, the Board of Directors shall meet following the close of the annual meeting to transfer duties to the incoming BOD.

The Vice President shall move into the President position after their term has expired by majority vote of the BOD. The President shall move into the Past President position after their term has expired by majority vote of the BOD. If this succession can not be completed due to vacancies or lack of votes, the majority of the remaining Board members shall pick a successor who will serve the unexpired term, or determine that the position will remain vacant until the next election.
3. **General Powers and Duties:**
The property, affairs, and business of the organization shall be under the care of, and managed by, the Board of Directors. The BOD shall have the responsibility of conducting the day-to-day business of the Organization, including but not limited to publicity and promotion, handling of all organization funds, preparing and approving Organization budget, entering into contracts, investing Organization funds, granting awards.

The BOD shall oversee, organize, coordinate, and arbitrate the various activities that span across Member Clubs. The BOD shall review Member Club budgets for the purpose of offering assistance and

recommendations. The BOD shall, at each annual meeting, render a report on the financial condition and general state of affairs of the Organization for the current year to all its Members.

4. Resignation:

A Board Member may resign at any time by submitting a written resignation to the BOD. Such resignation shall take effect at the time of filing, or the time that was specifically stated in the written resignation.

5. Removal:

Any elected BOD Member may be removed from Office by action of the Board. The vote to remove requires a two-thirds majority vote of the Board Members.

The person whose removal from Office is sought must be informed of the Meeting where the vote will be taken, and must be allowed an opportunity to present his case at the meeting.

The Meeting where the vote will be taken must be no sooner than 15 days from when the motion is presented to the Board, and no later than 30 days from this date.

6. Unexpected Vacancy

In the event of a vacancy on the BOD for any reason, the majority of the remaining Board members shall pick a successor who will serve the unexpired term. The BOD shall fill the vacancy within 90 days of the occurrence of such vacancy.

7. Absence

Any Board Member unable to attend a Board meeting is required to notify the President prior to the time of the meeting, or other BOD member if President is unavailable.

8. Compensation:

All Board Members shall serve without compensation. BOD Members shall be reimbursed for any legitimate out-of-pocket costs incurred by said person on behalf of the Organization. Approval for payment of such amount shall be given upon presentation of a statement showing expenditures, and by whom made, to the President and submitted for approval by the next BOD meeting.

9. Policies and Procedures:

The BOD shall endeavor to establish written "rules, policies and procedures" as necessary, which may be amended from time to time by the Board.

10. Every Board Member will be required to read a copy of the By-Laws. Membership on the Board of Directors constitutes tacit acceptance of these By-Laws.

ARTICLE 5 - MEETINGS

1. The Board of Directors shall meet as convened by the President, or designate, to manage and discuss the business affairs of the Organization. All officers shall make brief reports covering their activities since the previous meeting of the Board, and the Treasurer shall render a detailed statement of the finances of the Organization, including all debits or credits made since the previous meeting. The Vice-President shall act as Secretary.

2. Meeting Dates:

The Board shall meet usually the second week of each month, at a date, time, and place agreed upon by board members at the previous meeting or through other means of group coordination. The December meeting will be the Annual Meeting.

3. Re-Scheduling Meetings:

Except for the Annual Meeting, the Board can re-schedule meeting times and dates if conflicts arise, only if each Board member is notified and approves of the change ahead of time.

4. **Call To Order:**
The President, and in his absence, the designate, shall call the meeting of the Board to order and shall act as chairman of the meeting.
5. **Duration:**
Board Meetings are not to exceed 3 hours.
6. **Quorum:**
At least half of the number of elected Officers shall constitute a quorum, and a quorum shall be necessary to conduct any business of the Organization.
7. **Action Without Meeting:**
Any action that can typically be taken at a meeting of the Board, may be taken without a meeting, if all the Officers consent, and if records are maintained. Such consent may be in writing, telephone, or by e-mail. Each Officers shall report such consent to the President. The Board may also conduct business via email if all the Officers consent.
8. **Voting:**
Voting at BOD meetings will be by voice vote, except for officer elections which will be by written secret ballot. Items voted upon must carry a majority vote to be deemed an official action of the organization. A two-thirds (2/3) majority is required when a vote is being taken on any expenditures over \$500. Each BOD member is authorized one vote only. If a BOD member speaks for one or more member teams or is temporarily holding two or more BOD positions, the officer still only gets one vote for his primary BOD position. Absentee votes as specified in the paragraph below are an exception to this rule. If an appointed member club representative speaks for two or more member clubs, that board member can only cast one vote. Teams that fail to provide a designated representative lose their vote for the meetings with no such representative present. Email, phone, or other outside-normal-meeting votes require the president to contact each board member for their vote.
9. **Absentee Voting:**
Members not present at the meeting may give their vote to the President or Vice-President for a specific issue by submitting an absentee vote. This absentee vote must be presented to the membership during role call.
10. **Special Meetings:**
Special meetings of the Board shall be held whenever called by the President, or upon written request of one-third (1/3) of the Board Members. It shall be the duty of the President or "meeting initiators" to give sufficient notice of such meetings to enable all Board Members to attend such meeting. Voting at special meetings will only be by roll call or absentee vote.

ARTICLE 6 – DUTIES OF BOARD MEMBERS

1. **President:**
The principal duties of the President shall be to preside at all meetings as the chairperson of the Organization and to have general supervision of the affairs of the Organization. The President shall perform such additional or different duties as required by the Board or as may be prescribed from time to time by the bylaws. The President shall co-sign checks with the Treasurer on certain financial transactions.

The President shall be responsible for the performance by each Board Member or Presidential Appointee of the duties entailed by election or appointment. The President shall have the power to appoint members to serve on permanent or ad hoc committees. His presence shall be counted in the determination of the existence of a quorum at any meeting. The President shall vote only to break ties, but in case of votes involving elections and amendments to this Constitution, he shall have the rights and privileges of a member in good standing.
2. **Vice-President:**
The Vice President shall discharge the duties as prescribed by the Board and shall act for the President in the event of his/her absence or disability to act. The Vice President shall act as Secretary by recording the

minutes of the Board meetings and receive and keep copies of the minutes of committee meetings, and to safely and systematically keep all books, papers, records, and documents belonging to the Organization or in any way pertaining to the business thereof. The Vice President shall countersign documents which by law require the countersignature of a Club Secretary. The Vice President shall act as teller for all votes taken in any meeting.

3. Treasurer:

The Treasurer shall keep account of all monies, credits, and property of the Organization and keep an accurate account of all monies received and disbursed. The Treasurer shall render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office as shall be required by the Board. The Treasurer shall report on the above to each meeting of the Org and shall deliver a general financial statement at each Board meeting. The Treasurer shall serve as President pro tem in absence or disability of both the President and Vice President.

4. Past-President:

The Past-President shall serve in an advisory capacity to the Board and has full voting rights.

5. Director-At-Large:

The Director-At-Large shall serve in an advisory capacity to the Board and has full voting rights.

6. Member Club Representatives:

Each Member Club Rep shall serve in an advisory capacity to the Board and has full voting rights. Each Member Team Rep shall maintain close ties with their respective club and present reports at monthly Board meetings.

ARTICLE 7 - COMMITTEES

The President shall appoint any and all "standing" and "special" Committees necessary to transact the business of the Organization, and shall be an ex-officio member of all committees, and shall have the right to call special meetings and establish agenda. Each committee shall have a chairperson who shall report directly to the Board. Such committees shall exist until such time as the President or the Board determines that their purpose has been served. Examples of Committees include:

Nominating Committee:

The Organization shall endeavor to maintain a standing Nominating Committee, appointed yearly by the Board, to submit names of prospective Board of Directors candidates to be elected.

Membership Committee:

A standing Membership Committee may be created to keep a roll of the names, addresses, phone numbers and email addresses of all members in good standing of the Organization.

Publicity Committee:

A standing Publicity Committee may be created to publicize the sport of rugby and the activities & personnel of the Organization and its Member Clubs. This committee shall make and maintain contacts among the news media in Fond du Lac area, and among the rugby community at large. This committee shall coordinate updates to the Organization's website.

Equipment & Facilities Committee:

A standing Equipment & Facilities Committee may be created to ensure the care and upkeep of the Organization's equipment, and making this equipment available for the Organization's use.

ARTICLE 8 – ELECTIONS & APPOINTMENTS

1. Election of Officers:

Elected Officers shall be elected by a simple majority vote of the Members who participated in that vote. In the event no candidate receives a simple majority on the first ballot, a runoff shall be held between the two, or tied, candidates receiving the most votes, with the candidate who obtains a simple majority on the second or any succeeding ballot being named the victor.

Elected Officer positions shall be filled by an election of the membership conducted prior to the annual general meeting. Any active member of Fond du Lac Rugby Inc. may place their own name or the name of any other active member in good standing, in nomination for open positions on the Board.

2. Selection of Member Club Representatives:

Each club will select a representative to sit on the BOD as their member club representative. A sitting Board Member may represent a Member Club on the Board, but only one.

3. Nominations:

The Nominating Committee shall seek nominees for officer elections no less than 8 weeks prior to election, and communicate the list of nominees to the membership no less than 4 weeks prior to the election. The Nominating Committee shall prepare, distribute, collect, and count ballots. Ballots may be distributed via e-mail. Votes shall be received in-person, or via proxy vote.

4. Ballots:

Ballots may not be disposed of until after the New Board Members assume their duties

ARTICLE 9 – DUES

Annual Member Club dues shall be set by the Board of Directors at the annual meeting. The Board shall have the power to assess such dues based on organizational need. When dues are assessed, they shall include the date by which payment is due.

ARTICLE 10 - MISCELLANEOUS

1. The Board of Directors shall make every effort to ensure that each respective Member Club maintains membership in their respective governing body or bodies necessary to participate in sanctioned rugby Union activities.
2. The official logo, referred to as the "Sunset Logo", shall be maintained by the President to be used for official Organization publications and promotions.
3. The fiscal year for the Organization shall end on Dec 31.
4. Fond du Lac Rugby, Inc. was formed in the State of Wisconsin in March of 2004.
5. Fond du Lac Rugby Inc. is recognized as a tax exempt corporation under section 501(c)(3) of the Internal Revenue Code and the Wisconsin Department of Revenue. Our employer Identification Number (EIN) is 20-0787698.
6. No part of the assets or income of the Organization shall in any way be used to the benefit of any member or individual, nor be applied to the carrying on of lobbying or any other attempt to influence legislation.
7. Should there come to be a dissolution of this Organization, whether voluntary or involuntary, then the distribution of the assets of the corporation shall be done in compliance with the Wisconsin state law, and no assets shall be used to the benefit of any individual or member of the corporation but shall be turned over to a non-profit organization in existence, such as the Wisconsin Rugby Union.

ARTICLE 11 - INDEMNIFICATION:

The club shall, to the fullest extent authorized by Wisconsin law, protect any director of the organization against reasonable expenses and against liability incurred by a director in a proceeding in which he/she was a party because he/she was a director of the organization. These indemnification rights shall not be deemed to exclude any other rights to which the director may be otherwise entitled. The organization shall also, to the fullest extent authorized by Wisconsin law, indemnify, reimburse, or advance expenses of directors.

ARTICLE 12 – RULES OF ORDER

The rules contained in the Democratic Rules of Order shall govern this organization where applicable.

ARTICLE 13 - AMENDMENTS

These By-Laws may be amended, altered, repealed, and new by-laws may be adopted at the annual meeting or a special meeting. Changes voted upon will be announced at this meeting. Written notice must be sent to all board members ten (10) days prior to a vote on a change to the by-laws and a copy of the amendments shall be enclosed. The club representatives will normally vote for their teams unless the BOD has a majority vote calling for each individual member of Fond du Lac Rugby, INC to vote for a specific proposal.

ARTICLE 14 – EXPENDITURES, BANK ACCOUNTS, CHECKS AND DRAFTS

- 1. All monies shall be payable to "Fond du Lac Rugby Inc." and be deposited in a local bank/financial institution.
- 2. In the event of the absence of the Treasurer, the President shall sign on all financial transactions.
- 3. The Treasurer shall have the authority to make expenditures below \$100.
 The President shall approve payments of \$100-199.
 The Board shall approve payments between \$200 and \$500.
 A two-thirds (2/3) majority vote of the BOD is required on expenditures over \$500.

These By-Laws are hereby adopted and ratified as the governing instrument for Fond du Lac Rugby Inc. Any bylaws previous to these for this organization are hereby revoked and are superseded by these By-Laws.

Signed by the members:

Brad Casetta - President - *Brad Casetta*

(currently vacant) - Vice President

Glenn Cederholm - Treasurer

Dale Klitzke - Past President *Dale Klitzke*

Steve Rumbuc - Director at Large

Ed Schneider - Director at Large

Glenn Cederholm

Brian Longolf - Director at Large

Ben Blanc – Youth Representative

Ben Blanc

Markus Haeger

Brad Casetta – Sirens Representative *Maackenzie Hagan*

Mike Mullen – Wolfpac Representative

Dale Klitzke – Stoutmen Representative