

BYLAWS OF MISSOURI YOUTH RUGBY

ARTICLE 1 – NAME AND AFFILIATION

Section 1

The name of this organization shall be Missouri Youth Rugby, hereinafter referred to as MYRugby. MYRugby is organized under and shall be affiliated with the United States Rugby Football Union (USA Rugby). It shall operate in the state of Missouri of the United States of America.

Section 2

MYRugby shall take all steps necessary to obtain and maintain status as a charitable not for profit organization under the provisions of Section 501(c)3 of the Internal Revenue Code, or any corresponding section of any future Federal tax code,.

ARTICLE 2 – PURPOSE AND OBJECTIVES

Section 1

MYRugby is organized under section 501(c)3 of the Internal Revenue Code, or any corresponding section of any future Federal tax code, exclusively for the following purposes:

- a. To foster national amateur rugby competition;
- b. To conduct national amateur rugby competition; and,
- c. To support and develop amateur athletes for that competition.

Section 2

In an effort to achieve the purposes stated in Article 2, Section 1, the following are the objectives of MYRugby:

- a. Promote and support the growth of high school rugby and youth rugby;
- b. Educate the public, as well as any participants, on the laws of the game of rugby as played under the laws of the International Rugby Board;
- c. Expand high school and youth rugby competition throughout the state of Missouri.

ARTICLE 3 – MEMBERSHIP

Membership shall consist of the Board of Directors.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1

Subject to the any limitations set forth elsewhere in these Bylaws or the Certificate of Incorporation of MYRugby, the affairs MYRugby shall be under the general direction of the Board of Directors, which shall administer, manage, preserve, and protect the property of MYRugby. The role, powers and duties of the Board of Directors shall be to make policy for MYRugby as the governing body of youth rugby in Missouri consistent with the goals and objectives stated within these Bylaws, to fix all fees to be paid by MYRugby program participants, to raise funds for the use and benefit of MYRugby, and to oversee implementation of policy of MYRugby. The Board of Directors may delegate responsibility of day-to-day operations to committees or staff. The Board of Directors may, however, overrule or overturn the decisions of any committee or staff member.

Section 2

The Board of Directors shall have up to 9, but not fewer than 3 Directors. Directors may not be active participants in MYRugby programs or staff members of MYRugby. All Directors shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. Directors receive no compensation other than reasonable expenses.

Section 3

The Board of Directors shall meet at least quarterly, at an agreed upon time and place. An official meeting of the Board of Directors requires that each Director has written notice at least two weeks in advance, and that a majority of Directors are in attendance either personally or by phone. Any MYRugby participant may attend a meeting of the Board of Directors. However, the Board of Directors may close a meeting to MYRugby participants in order to discuss legal issues or staff employment issues. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the Secretary.

Section 4

Current Directors shall elect new Directors to replace those whose terms will expire at the end of the fiscal year. New Directors shall be elected by a majority of Directors present at the meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 5

No action required or permitted to be taken at a meeting of the Board of Directors shall be taken without a quorum present, which shall be more than half of the current Directors.

Section 6

There shall be four officers of the Board of Directors, chosen by and among the Directors and known as the Executive Committee, and consisting of a Chair, Vice-Chair, Secretary and Treasurer. Their duties are as follows:

- a. The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer.
- b. The Vice-Chair shall chair any committees established by the Board of Directors, except the Executive and Finance Committees, and present to the Board of Directors a report on the activities of those committees at each meeting of the Board of Directors.
- c. The Secretary shall be responsible for keeping records of actions taken by the Board of Directors, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director and member of MYRugby, and assuring that corporate records are maintained.
- d. The Treasurer shall make a report at each meeting of the Board of Directors on the financial status of MYRugby. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Directors, MYRugby members and the public.

The Board of Directors shall be responsible for appointing and removing officers of the Executive Committee. The Board of Directors may appoint any officer of the Executive Committee by a simple majority vote, and may remove any officer of the Executive Committee at any time by a two-thirds majority vote. All officers shall serve a term of one fiscal year but may be re-elected for as long as they are a Director.

Section 7

From time to time, and at its discretion, the Board of Directors may appoint other officers to serve MYRugby. Each other officer must be a Director, and shall have such responsibilities and perform such duties as may be prescribed by the Board of Directors. Assistant officers may also be appointed by the Board of Directors, and such assistant officers do not have to be a Director. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 8

When a vacancy on the Board of Directors exists mid-term, the Secretary must receive nominations for new Directors two weeks in advance of a meeting of the Board of Directors. These nominations shall be sent out to Directors with the regular meeting announcement, to be voted upon by the Directors at the next meeting of the Board of Directors.

Section 9

Resignation from the Board of Directors must be in writing and received by the Secretary. A Director shall be terminated from the Board of Directors due to more than two unexcused absences from meetings of the Board of Directors in a year. A Director may be terminated from their position on the Board of Directors for any other reason at any time by a two-thirds majority vote of the other Directors.

Section 10

Special meetings of the Board of Directors may be called upon the request of the Chair, or one-third of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Director at least two weeks in advance.

Section 11

All Directors shall be bound by MYRugby's confidentiality policy, compensation policy and conflict of interest policy, as such policies shall be adopted and amended from time to time by the Board of Directors.

Section 12

The Board of Directors shall choose an individual to serve as the Executive Director of MYRugby. This individual shall be considered the highest ranking staff member of MYRugby, and may not be a Director. The Executive Director shall be responsible for overseeing the daily administrative tasks of MYRugby, as defined by the Board of Directors, and shall assist the Board of Directors as needed. The Executive Director may receive compensation as determined by the Board of Directors in accordance with MYRugby's compensation policy.

ARTICLE 5 – COMMITTEES

Section 1

The Board of Directors may create committees as needed, such as fundraising, public relations, data collection, etc. However, the following standing committees shall always be in existence: Executive and Finance. Additionally, with the exception of the Executive Committee, each committee created by the Board of Directors and all standing committees shall include the Executive Director.

Section 2

Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, but is subject to the direction and control of the full Board of Directors.

Section 3

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

ARTICLE 7 – AMENDMENTS

These bylaws may only be amended by a two-thirds majority of all Directors. Proposed amendments must be submitted to the chair of the Board of Directors to be sent out to all Directors two weeks prior to any vote on the proposed amendments.

ARTICLE 8 – DISSOLUTION

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

CERTIFICATION

These bylaws were approved by a two- thirds majority vote of MYRugby members 03/12/2013.

President: _____

Date: _____