



## **Budd Bay Rugby Football Club**

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### **Constitution and By-Laws**

Established - 1998

Created – August 4, 2002

Revision 1 - Adopted July 30, 2006

Revision 2 – Adopted July 26, 2009

#### **Article I**

##### **CLUB NAME**

This corporation shall be known as the Budd Bay Rugby Football Club, herein referred to as BBRFC, as registered in the state of Washington as a non-profit corporation. The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

#### **Article II**

##### **CLUB MEMBERSHIP**

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

##### ***Section I – Qualifications for Membership***

In order to qualify for membership, a member shall fulfill the criteria outlined below. A member in good standing may be elected or appointed to membership by the Board. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

- A. All members of the Rugby Club will be expected to participate, as feasible, in the running of the club and to participate in, at a minimum, one fundraising and/or charitable event organized for the benefit of BBRFC.
- B. A member in good standing with the corporation is one that has paid membership dues in full for the current season, and, as necessary for player eligibility, has a valid registration with USA Rugby (CIPP).
- C. Parents, guardians, spouses, significant partners, retired players, or any person interested in becoming a member may choose to join Club membership. In doing so, they shall pay membership dues at the Supporter level to become a member in good standing.



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### **Article III**

#### **CLUB OBJECTIVES**

##### ***Section I – Quality***

The objective of the BBRFC is to provide the highest quality rugby program within the South Puget Sound area. Furthermore, BBRFC shall develop good relations among other area rugby clubs based on respect for the principles of the game and to be a model rugby program that other clubs desire to emulate.

##### ***Section II – Education***

BBRFC will strive to provide all its members and interested community members with the highest quality education to encourage each player to develop to their potential and to foster, at a minimum, knowledge of the game, safety awareness, and teamwork. Furthermore, BBRFC will strive to host youth educational programs within the community to instill the basics of rugby and provide a safe and positive atmosphere for youth.

##### ***Section III – Competition***

BBRFC will strive to achieve the highest level of competition within the United States Rugby Football Union, Pacific Coast Rugby Territory Union, Pacific Northwest Rugby Football Union, Washington Youth Rugby, and associated tournaments and non-league matches.

##### ***Section IV – Coaching***

It is the goal of BBRFC to provide the best available coaching to all players and club members in order to foster all players learning and understanding of all rules of the game and safety. Each team governed by BBRFC shall have a head coach to coordinate and provide education to the membership associated with the registered team. The Board may dismiss or replace a coach or coaches at any time, provided that the Club maintains one USARFU certified coach for each team.

##### ***Section V – Player Opportunities***

BBRFC intends to give every member in good standing that participates in the corporations activities (practices, fundraisers, and events) with an opportunity to participate in the competitions and activities.

##### ***Section VI – Recruiting***

It is the goal of BBRFC to recruit membership and players from throughout the South Sound region within the State of Washington and to not limit the team membership to any specific school, area, organization or community. While BBRFC serves primarily the residents of Lacey, Olympia, Tumwater, and Thurston County, BBRFC will not prohibit or limit any member or player from joining BBRFC due to residential location.

##### ***Section VII – Member Responsibilities***

All members, in order, to ensure to all of them the rights, benefits and enjoyment of membership to BBRFC, shall fulfill in good faith the obligations assumed by them in accordance with the present By-Laws. All members shall refrain from any actions that



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are in any manner inconsistent with the purposes of BBRFC. BBRFC members must maintain the rules and standards of all establishments visited on behalf of the club. Members of BBRFC shall ensure that other rugby clubs visiting act in accordance with these objectives so far as may be necessary to ensure the good name and reputation of BBRFC. The Board of Directors may expel any BBRFC member who violates the objectives contained in the present By-Laws from BBRFC upon recommendation from the Coach or a majority of the Club membership.

### **Section VIII – *Player Eligibility***

- A. Players with BBRFC shall follow all United States Rugby Football Union (USARFU), Pacific Northwest Rugby Football Union (PNRFU), Pacific Coast Rugby Football Union (PCRFU) and Washington Youth Rugby (WYR) guidelines for eligibility at their respective level.
- B. All players must attend scheduled practices or he or she may be dropped to a lower side and/or not permitted to compete per the coach's discretion.
- C. Players shall be on time and ready to practice or they may be dropped to a lower side and/or not permitted to compete.
- D. In order to assure players are ready to compete and to prevent injury, all players must be at the field, wearing proper kit, and ready to warm-up one hour, or at a time stipulated by the Coaching staff and/or Team Management, before kick-off of a match for which they are selected.
  - a. Any player who cannot meet this requirement will not be allowed to start that match, or to enter the match at a later point, until he or she is properly warmed up.
  - b. Any player not able to meet this requirement due to extenuating circumstances must notify the Coaching staff and/or Team Management for consideration of an exemption.
- E. Players must be on time to practice for the same reasons. Exceptions may be granted for extenuating circumstances, dependent upon full concurrence of the coaches. It is solely the player's responsibility to notify the BBRFC coaching staff of such extenuating circumstances prior to any practice or match to be considered for an exemption.
- F. Players must be members in good standing in order to compete in any match or tournament entered by BBRFC.

As a general guideline, BBRFC will provide leadership, guidance, support, coaching and training in order to enhance the development of all members that are interested in learning, participating and competing in the sport.



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### **Article IV**

### **MEETINGS**

#### ***Section I – Annual Meeting***

There will be an annual meeting of the Board of Directors that will be conducted annually on the third Sunday during the month of July for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

#### ***Section II – Special Meetings***

The President, the Board, or not less than two-thirds of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

#### ***Section III – Place of Meetings***

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

#### ***Section IV – Notice of Meetings***

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than two-thirds of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid.

#### ***Section V – Waiver of Notice***

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.



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### **Section VI – Quorum**

A simple majority of the members of the corporation entitled to vote, represented in person [or by proxy], shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

### **Section III – Voting**

- A. Only members in good standing are entitled to a vote on any subject matter.
- B. Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.
- C. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote or may cumulate such vote and give one candidate a number of votes equal to such vote multiplied by the number of Directors to be elected
- D. ***Manner of Acting*** – The vote of a majority of the votes entitled to be cast by the members represented in person [or by proxy] at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.
- E. ***Proxies*** – A member may vote by proxy executed in writing by the member or by his or her attorney- in- fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.
- F. ***Action by Members without a Meeting*** – Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.
- G. ***Meetings by Telephone*** – Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.



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### **Article V**

#### **BOARD OF DIRECTORS**

##### **Section I – *General Powers***

The affairs of the corporation shall be managed by a Board of Directors. The management of all of the properties and vested interests of the BBRFC shall be vested in the Board of Directors.

- A. The Board of Directors shall be elected annually, per the terms outlined in Section IV of Article V, by the Club membership or appointed by the President when vacancies exist and shall consist of the following positions at a minimum; President, Vice President, Secretary, Treasurer, Senior Team Representative, Youth Team Representative, and Fields Coordinator.
- B. Two additional Directors, known as Members-at-Large, may be appointed by the President and Vice President as needed.
- C. Other elected or appointed positions can and will be identified as needed or recommended by a majority of the Club membership followed by a simple majority vote of approval by the current elected Board of Directors.
- D. BBRFC shall place no restrictions on the eligibility of any active Club member who is in good standing with the BBRFC to participate in any capacity in the administrative and functional duties of the Club. Refer to the attached "Roles & Responsibilities" for requirements and duties of these officers.
- E. An elected Board of Director may be dismissed for failure to meet the requirements of the attached "Roles & Responsibilities" by a majority vote of the Directors.

##### **Section II – *Board and Number***

The number of Directors shall be no less than five (5) and no more than nine (9). The elected Directors will take possession of their position and related responsibilities upon their election or appointment to their position and shall continue in such capacity until their successor has been duly elected, qualified and/or appointed.

The number shall not exceed the upper or lower limit numbers identified in this Section of this Article. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

- A. ***President*** – The President shall be the chief executive officer of the corporation, and shall supervise and control all of the Officers, assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or



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in some other manner. In general, the President shall perform all duties incident to the office of President.

- B. ***Vice President*** – In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President.
- C. ***Secretary*** – The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President.
- D. ***Treasurer*** – If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **Section III – *Qualifications***

Directors shall be members of the corporation in good standing. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **Section IV – *Annual Election***

At each Annual General Meeting of the membership, the Board will determine the number of Directors for the upcoming term. The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

- A. ***Initial Directors*** – The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.
- B. ***Successor Directors*** – Successor Directors shall be elected each year at the annual meeting of members, per the schedule outlined below (Article V, Section



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IV.B.1). The election of Directors may be conducted by mail in such manner as the Board of Directors shall determine.

1. The President, Treasurer and Fields Coordinator shall be elected during Cycle Year 1 and serve a two-year term.
  2. The Vice President, Secretary, Senior Team Representative and Youth Team Representative shall be elected during Cycle Year 2 and serve a two-year term.
  3. The Directors-at-large shall be elected or appointed annually and serve for a minimum of one year.
  4. Cycle Year 1 shall be all odd years, beginning with the 2009 Annual General Meeting. Cycle Year 2 shall be all even years, beginning with the 2010 Annual General Meeting.
- C. All Directors shall serve terms concurrent with the calendar year, January 1 through December 31. The interim period between the election and January 1 of the following year shall serve as a training period for the newly-elected board member.

### **Section V – Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office for two years, until the next bi-annual meeting of the Board or until his or her successor is elected or appointed, whichever is later.

### **Section VI – Meetings**

- A. **Regular Meetings** – By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.
- B. **Special Meetings** – Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.
- C. **Meetings by Telephone** – Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- D. **Place of Meetings** – All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.



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- E. **Notice of Special Meetings** – Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### **Section VII – *Waiver of Notice***

- A. **In Writing** – Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
- B. **By Attendance** – The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section VII – *Quorum***

A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **Section VIII – *Manner of Acting***

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **Section IX – *Presumption of Assent***

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **Section X – *Action by Board without a Meeting***

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the



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Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **Section XI – Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section XII – Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

### **Section XII – Vacancies**

If any vacancy should occur on the Board of Directors by death, resignation or other reason, the vacated position can and will be filled by a vote of the remaining Directors though less than a quorum of the Board. This vote can take place at any regular or special meeting that has been called for that purpose. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **Section IV – Meetings Notice and Quorum**

Regular meetings of the Board of Directors shall commence immediately following the annual election and on such days thereafter as shall be accepted and determined by the Board members. The President, Vice President, Secretary, or Treasurer may at any time request or call for a special meeting session whenever they deem necessary.

### **Section V – Duties and Powers**

- A. The Board of Directors shall have the power and right to appoint such standing committees, as it shall determine necessary and to delegate such powers to them, as the Board shall deem advisable.
- B. The Board of Directors may decide to elect an executive committee to form, handle, or develop the day-to-day operations of the Corporation and to make recommendations to the said board on major issues.
- C. The Board shall have the power by majority vote of those present at any regular or special meeting to discipline, suspend, or remove any Director, coach, or player for unethical or inappropriate behavior or actions unbecoming to or damaging to BBRFC.



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### **Section VI – Board Committees**

- A. ***Standing or Temporary Committees*** – The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.
- B. ***Quorum; Manner of Acting*** – A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.
- C. ***Resignation*** – Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- D. ***Removal of a Committee Member*** – The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **Section VII – Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **Article VI**

### **OFFICERS**

#### **Section I – Number and Qualifications**



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- A. The Officers of the corporation shall be the four Team Coordinators, two Event Coordinators representing the senior teams, and one or more Coordinators of the youth teams, each of whom shall be elected by the Board.
- a. **Team Coordinator** – The Team Coordinator shall be the chief officer of his or her respective team and, subject to the Board’s control, shall supervise and control all of the team assets, schedule both league and non-league matches, and coordinate with their respective Representative to the Board for budgetary enhancements, equipment needs, or other business that requires Board authorization or consideration. The Team Coordinator shall work with the other Team Officers to develop their respective team and shall strive to meet the obligations set forth in the Roles & Responsibilities.
  - b. **Event Coordinator** – The Event Coordinator shall be the primary individual to organize, coordinate, and execute social engagements for his or her respective senior team and shall work directly with the Team Coordinator. After matches, the Event Coordinator will coordinate a social for the visiting team. The Event Coordinator is responsible for developing two social activities, one per season, to further the social development of the team(s). Additionally, as the Board directs, the Event Coordinator shall be responsible for coordinating and tracking participation in BBRFC’s charitable activities.
  - c. **Youth Treasurer** - If requested by the Board, the Youth Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds of the Youth Team; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws. The Youth Treasurer will report as needed or requested to the Board Treasurer and in general perform all of the duties incident to the office of Youth Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.
- B. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.
- C. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.



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### **Section II – Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **Section III - Resignation**

Any officer may resign at any time by delivering written notice to the President, Vice President, or the Secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section IV - Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **Section V - Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **Article VII**

### **NON-PROFIT STATUS AND REQUIREMENTS**

#### **Section I – 501(c)(3) Non-profit status**

BBRFC shall operate as a charitable corporation. BBRFC will adhere to the all IRS requirements for a 501(c)(3) corporation.

#### **Section II – Earnings**

- A. No part of net earnings of BBRFC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that BBRFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- B. Notwithstanding any other provision of this document, BBRFC shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code, or (b) by an corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.



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### **Article VIII**

#### **AMMENDMENTS**

These By-Laws may be amended, repealed, or altered in its entirety or in part by a majority vote of the Board members at or during any duly organized meeting provided notice of such proposed change is included in the notice of the said meeting. All board members shall be notified with at least two weeks notice of any such meeting. The foregoing Bylaws were adopted by the Board of Directors on July 26<sup>th</sup>, 2009.

### **Article IX**

#### **ADMINISTRATIVE PROVISIONS**

##### ***Section I – Books and Records***

- A. The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable.
- B. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

##### ***Section II – Accounting Year***

The accounting year of the corporation shall be the twelve months ending December 31<sup>st</sup>.

##### ***Section III – Rules of Procedure***

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

### **Article X**

#### **DISSOLUTION**

The Board of Directors may at any time, determine to dissolve the corporation by a quorum vote. Upon said dissolution of BBRFC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas or the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine which are organized and operated exclusively for such purpose.



## **Budd Bay Rugby Football Club**

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Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

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President – Dan Smith

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Vice President – Debbie Lainfiesta

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Treasurer – Mike Steenhout

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Senior Team Rep. - Rachel Doyle

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U19 Team Rep. – Tom Cusack

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Fields Officer – Kyle McKown