

BY-LAWS
OF
THE MID-ATLANTIC RUGBY FOOTBALL UNION
a 501(c)(3) corporation,
doing business as
THE CAPITAL RUGBY FOOTBALL UNION

PREAMBLE

The Mid-Atlantic Rugby Football Union organizes, administers, controls, regulates, improves, teaches, and fosters the growth and maintains the standards of the game of Rugby Union Football for the clubs that are its members within the geographic area its members agree. It shall represent its members before other official administrative bodies of rugby on a regional, national, or international level (including, the International Rugby Board [the “IRB”] and USA Rugby [“USAR”]), and shall organize, control, and administer rugby games between regional bodies and visiting clubs as necessary. The Mid-Atlantic Rugby Football Union [“MARFU”] is a member of USAR and is a so-called Geographic Union within the USAR administrative structure.

The Mid-Atlantic Rugby Football Union will have exclusive jurisdiction over its members in matters pertaining to the administration of Rugby Union Football.

The Mid-Atlantic Rugby Football Union exists to preserve, protect, and foster the game of Rugby Union Football for its participants.

ARTICLE I

NAME

Section 1.01. NAME. The name of the corporation shall be The Mid-Atlantic Rugby Football Union. The corporation is hereinafter called the “Union” or this “Union.”

Section 1.02. GENDER. For purposes of simplicity, the feminine form as used below shall also include the masculine.

Section 1.03. JURISDICTION. The jurisdiction is in the Commonwealth of Virginia, the District of Columbia, the State of Maryland, and areas adjacent thereto where reasons of geography and the needs of the game justify the extension of the Union’s jurisdiction.

Section 1.4. PURPOSE. This corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code., The specific purposes of the corporation are (i) to coordinate, administer, and foster national amateur competition in the sport of Rugby Union in the Commonwealth of Virginia, the District of Columbia, the State of Maryland, and bordering areas; (ii) to support and develop amateur athletes for national competition in the sport of Rugby Union; (iii) to foster productive working relationships among organizations active in the sport of Rugby Union; (iv) to promote and encourage physical fitness and public participation in the sport of Rugby Union; and (v) to carry on other charitable activities associated with these purposes as allowed by law. In furtherance of the foregoing purposes, this corporation shall be organized and operated primarily to conduct or support rugby competition and to support or develop amateur rugby athletes for national or international competition within the meaning of section 501(j)(2) or the Internal Revenue Code of 1986, as amended.

Section 1.05. ASSETS. This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise, shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 1.06. NONPROFIT ORGANIZATION. This Union is a nonprofit organization, and no remuneration shall be paid to any “Officer” or member of the “Executive Committee” (as such terms are hereinafter defined) except for authorized expenses incurred in the performance of their duties.

ARTICLE II

MEMBERS

Section 2.01. MEMBERS. The “members” of this Union shall be persons, organizations, or business entities as listed below:

All rugby clubs within the jurisdiction of the Union that have been elected to membership in the Union as provided in the By-Laws shall be full members, with all rights and privileges of membership.

All clubs that are members of the Virginia Rugby Union and the Potomac Rugby Union, the Union’s predecessors, as of the day of the adoption of these By-Laws are automatically members of the Union.

Following the adoption of these By-Laws, additional member clubs shall be elected to the Union by a majority of full members at a general meeting upon nomination by a member club and a second by another member club. By terms of the motion made and seconded for membership, clubs may be admitted for membership on a probationary basis for one (1) year. Clubs admitted on a probationary basis have all of the rights and obligations of non-probationary members; however, the “Executive Committee” (as hereinafter defined) may suspend any probationary club if the Executive Committee determines that (i) the probationary club is unable or unwilling to conform to the rules and regulations of the Union, (ii) the continued participation of the probationary club in Union affairs presents a danger to other member clubs, and (iii) the continued participation of the probationary club represents an unacceptable liability to the Union or threatens the integrity of the Union or the game of Rugby Union Football. Probationary clubs may be admitted to non-probationary membership status after one (1) year of probationary status upon a simple majority vote of the members upon a motion made and seconded by member clubs at an Annual General Meeting of the members. Clubs requesting membership during the Union’s operating year will be required to complete the Capital Rugby Union Club Participation Request form found at <http://www.rugby.org> or by contacting the Union Secretary. The Union Secretary will review the request for accuracy and ensure all required fields are completed. Once the Secretary accepts the request three elected officials, Capital Rugby Union Vice President, one from Competitions leadership, and one from RSV leadership, will be appointed to review the application and approve/deny the club’s request to join prior to the next general meeting of the membership. Clubs requesting to join league competition must submit their request no later than 5-months prior to the start of 15s competition or 2-months prior to 7s competition. Clubs requesting to join to play non-league matches must submit their request no later than 2-months prior to the spring or summer season. Clubs forming for specific events/tournaments are still required to complete the request.

In order to maintain membership in the Union, each member club must be in good financial standing with appropriate rugby administrative authorities.

The Mid-Atlantic Rugby Referees (the “Referees’ Society”) or succeeding organizations shall also be a full member, although it does not pay annual dues.

Section 2.02. VOTING MEMBERS. Each full member has one vote at any Union meeting. The public are always welcome at Union meetings and may join in any discussion, at the discretion of the chair; however, they have no vote in Union matters. No restriction shall be imposed on any member by virtue of race, creed, color, sex, national origin, religion, or sexual orientation.

ARTICLE III

OFFICERS

Section 3.01. OFFICERS AND TERM.

The Union officers are outlined and defined in section 3.06. These positions compose the executive committee.

All of the Officer positions, except the Referees Director, are elected positions and are elected in accordance with Section 4.02 hereof. Additional Officer positions may be established at the Annual General Meeting as needed by a vote of a simple majority of members voting. Officers, other than the Referees Director, shall hold offices for two (2) years or until their successors are elected. The Referees Director is seated by agreement of the Referees Society of Virginia and the Potomac Rugby Referees Society.

Section 3.02. ELECTION OF OFFICERS.

The Executive Committee may propose a slate of candidates for all or certain of the elected Officer positions (each, an “Office”), which slate shall be included in the notice of the Annual General Meeting.

Full members may nominate candidates for any Office by written notice to the Executive Committee no later than 15 days before the subject Annual General Meeting and any such nominations shall be listed in the agenda published for the Annual General Meeting.

If there is no candidate for an Office, as reflected in the agenda for the Annual General Meeting, nominations for such Office may be made at the meeting.

An Officer is elected if he/she receives a simple majority of the votes cast. If there are multiple candidates and no candidate receives a simple majority of the votes cast, the candidate receiving the fewest votes is eliminated and another vote is held. This process continues until a candidate receives a simple majority of the votes cast.

An Officer takes his/him/her Office immediately upon the conclusion of the Annual General Meeting.

Section 3.03. REMOVAL OF OFFICERS. Any Officer may be removed by a simple majority of the votes cast at a Union meeting, providing a quorum is present and notice of this action has been given under Section 3.05.

Section 3.04. SUSPENSION OF AN OFFICER. Any Officer convicted of a felony shall be automatically suspended. Any Officer may be suspended by a majority vote of the Executive Committee upon a finding by such majority of the Executive Committee that (i) the Officer in question has, or is, acting in a manner contrary to these By-Laws and (ii) the immediate suspension of the Officer is needed to prevent injury to the Union.

Section 3.05. RESIGNATIONS. Any Officer may resign at any time by giving written notice to the President (and if the President resigns, the President does so by written notice given to the Vice President). Such resignation shall take effect at the time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. VACANCIES. Any vacant elected Office (other than the Referees Director) shall be filled by a simple majority of the votes cast of the Executive Committee, subject to confirmation at the next general meeting of the Union.

Section 3.06. POWERS AND DUTIES OF THE OFFICERS. The Officers of the Union shall have the following powers and duties to manage the property and affairs of the Union, subject to the review of the members:

1. PRESIDENT. The President shall organize and chair Union and Executive Committee meetings and administer the activities of the other officers and committees of the Union. He/she shall encourage membership in the Union, and with the help of the members shall determine the Union objectives and work toward their achievement. The President of the Union or his/her appointed representative serves as the Union representative on the USA Rugby Senior Club Council
2. VICE PRESIDENT. The Vice President is the President's deputy and assists the President in his/her duties, and carries out such additional duties, as the President shall assign to the Vice President. The Vice President shall succeed the President in the event of his/her death, incapacity, resignation, or removal from office. Primary Union official for all player transfers.
3. SECRETARY. The Secretary shall compile, maintain, and publish the Union membership directory. He/she shall correspond with other unions to mutual advantage. The Secretary shall counsel the Union and its committees on rules and procedure and ensure that these are followed. The Secretary shall prepare the agenda for Union and Executive Committee meetings (although the President may elect to have another Officer, including the President, to do so from time to time), keep the minutes of meetings, and publish them. The Secretary shall maintain the records of the Union and give these records to him/her successor in good order. The Secretary shall maintain and publish these By-Laws and will execute internal and external Union correspondence as directed by the Executive Committee. The Secretary shall maintain the Union's match schedule and may designate persons to assist him/her in this regard.
4. TREASURER. The Treasurer will collect, account for, budget, and administer the funds of the Union. The Treasurer shall maintain the financial records of the Union and give these records to his/her successor in good order. The Treasurer will have care and

custody of funds and securities and of the financial records of the Corporation; deposit all monies received for the Corporation in such banks, trust companies, or other depositories as from time to time may be designated by the Executive Committee; keep correct and complete records of account including a record of receipts and disbursements of the Corporation, which shall at all reasonable times be open to inspection of any director; and prepare a budget for the coming fiscal year; the proposed budget must be submitted at least forty-five (45) days prior to the meeting at which the budget is to be voted on.

5. DISCIPLINARY CHAIR. The Disciplinary Chair is responsible for all disciplinary matters within the jurisdiction of the organization, given policy provided by this body and USA Rugby. The Disciplinary Chair will serve on the USA Rugby Senior Club Council's Disciplinary Committee.

6. HIGH PERFORMANCE DIRECTOR. The High Performance Director will act as the liaison between this organization and select side competitions within USA Rugby.

7. DIVERSITY, EQUITY, & INCLUSION. Demonstrate commitment to valuing diversity and contributing to an inclusive organization for all members. Act as a resource and advocate for members of clubs sanctioned under Capital Rugby Union and raise any concerns with the Exec Board as needed. Revise and update all communication on our website, social media pages, and internal documents to ensure the use non-discriminatory language. Serve as point of contact for Capital Rugby Union teams who have reported infractions of discrimination and/or prejudice. Advocate for and support Executive Board members thinking about how systemic inequities impact our organization's work, and how best to address that in a way that is consistent with our mission. Partner with Capital Rugby Union clubs and organizations to plan events that foster an inclusive culture and generate potential ideas for DEI-focused activities. Explore potential underlying, unquestioned assumptions that interfere with inclusiveness within the rugby community. Bring a fresh perspective and critical lens to Executive Board meetings to facilitate continuous improvement to club processes and procedures.

8. REFEREES REPRESENTATIVE. The Referees Representative represents the interests of the regional Referees Societies on the Executive Committee and is appointed by the regional Referees Societies. The Referees Director does not have a vote on Geographic Union matters.

9. COMPETITIONS DIRECTORS. There will be two Competitions Director on the Executive Committee; one will direct Men's Senior Clubs and one will direct Women's Senior Clubs. The Competitions Directors are responsible for the oversight of qualifying competitions within the Capital Rugby Union. The Competitions Directors serve as the liaison between regional competitions, the Capital Rugby Union, and USAR. The Competitions Directors insure compliance with USA Rugby Senior Club Council competition and eligibility guidelines and requirements. The Competitions Directors will have access to the USAR competitions management and membership systems for use in match setup, score reporting, and eligibility verification. The Competitions Directors are responsible for ensuring publication of qualifying schedule links, policy, and procedures on the Capital Rugby website.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.01. PLACE OF MEETINGS. Annual and special meetings of the members shall be held within the Mid-Atlantic Rugby Football Union and must be called by the Executive Committee.

Section 4.02. ANNUAL GENERAL MEETING.

The Union will hold an “Annual General Meeting” each year.

The Annual General Meeting will be held on a Saturday or Sunday before August 31 At the Annual General Meeting (and in this order):

1. The “President” (as hereinafter defined) will report on the affairs of the Union during the period since the last Annual General Meeting;
2. The “Treasurer” (as hereinafter defined) will report on the financial affairs of the Union during the period since the last Annual General Meeting;
3. In any order, the other members of the Executive Committee will provide summaries of the period since the last Annual General Meeting;
4. The Union members shall elect the Union Officers for the coming year;
5. The members will consider any applications for Union membership by new clubs, which consideration shall be subject to the provisions of Article II hereof;
7. The Union shall address any scheduling or competitive issues related to upcoming year; and
8. The Union shall consider any new business.

Items for the Annual General Meeting agenda submitted by members must be submitted by members in writing to the Executive Committee no later than the 45th day immediately before the subject Annual General Meeting.

Section 4.03. SPECIAL MEETINGS. A special meeting may be called at any time and for any purpose by the President or by a simple majority of the Executive Committee, or by a written request to the Secretary of the Mid-Atlantic Rugby Football Union by 30% of the full members. Each member shall receive notice of a special meeting and a statement of its purpose.

Section 4.04. NOTICE OF MEETINGS. Notice of the place, date, and hour and an agenda of any Union meeting shall be sent to each member not less than twenty-one days before the meeting.

Section 4.05. QUORUM AND ADJOURNMENT.

At all meetings of the Union, one-half of the full members in good standing shall constitute a quorum; this does not include members of the current Executive Committee.

Except as hereinafter provided, a quorum of members, present or represented by proxy, shall be required for the transaction of business at all general and special meetings of the Union.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the subsequent loss of a quorum.

At any time during a meeting, a simple majority of the members present and those represented by proxy, may pass a motion to adjourn.

Section 4.06. MANNER OF VOTING. Matters brought to vote shall pass by a simple majority of the votes cast unless specified otherwise.

Section 4.07. PROXIES.

Any member may be represented by a proxy.

A person's authority as a proxy is established by a written document signed by an officer of the club issuing the proxy or by an electronic mail message from an officer of the club issuing the proxy. The document must be provided to the Secretary.

Any member attending a Union meeting may question the validity of a proxy.

A proxy is invalid if a simple majority of the members present at the meeting vote against it.

Section 4.08. LOSS OF MEMBERSHIP.

A member shall lose membership in the Union for failure to levied fees or for non-compliance with these By-Laws as determined by the Executive Committee.

Decisions of the Executive Committee made under this Section 3.09 concerning loss of membership may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

Section 4.09. LOSS OF "GOOD STANDING" STATUS BY MEMBERS.

A member shall lose its voting rights in the Union and become "not in good standing" because of its failure to meet its financial obligations to the Union, including its dues.

A demonstrated inability of a member club to conduct its business and deport itself in accordance with generally accepted principles and practices may be placed in this status by vote of the Executive Committee.

Decisions of the Executive Committee made under this Section 3.10 concerning loss of “good standing” may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

ARTICLE V

COMMITTEES

Section 5.01. EXECUTIVE COMMITTEE.

(A) Members. The Executive Committee is comprised of the following members, as described in Section 3.01. Each member of the Executive Committee shall have one vote in the Executive Committee.

(B) Powers and Duties.

The Executive Committee shall administer the day-to-day activities of the Union and make the decisions necessary to meet the objectives of the Union. The Executive Committee sets the Union’s budget and the members’ fees. The Executive Committee shall have the power to add non-voting members, and to appoint committees. The Executive Committee shall ensure that By-Laws are followed. The members of the Executive Committee are also the members of the Union’s Board of Directors. The Board of Directors will meet at least once annually in accordance with the proper execution of the Union’s corporate business and in compliance with applicable law.

Executive Committee Meetings shall be called as needed by the President or by any three other Officers.

Written notice of the purpose of the meeting, and an agenda shall be provided, at least fourteen (14) days before the meeting; provided, however, in the event of an emergency, only such notice is reasonable need be given. Meetings may be held in person, by telephone, by video conference, or by other means permitted by advances in technology as are adopted as a standard business practice in the wider world, or any combination thereof.

In order to have a quorum, (i) the President or Vice President and (ii) at least four (4) other voting members must participate in the meeting (provided, however, if a meeting of the Executive Committee is duly noticed and less than a quorum is obtained, so long as the President or Vice President participated in the meeting, the Executive Committee members participating in the meeting may provisionally act, which actions shall become formal and effective acts of the Executive Committee when ratified in writing by a simple majority of the Executive Committee).

The Executive Committee will work with any Geographic Union Administrative Director (the “GU-AD”) employed by USAR and assigned to the Union to assist

the Union in the administration of its affairs; however, the Executive Committee, not the GU-AD, is responsible for the conduct of the Union's affairs. The GU-AD is not a member of the Executive Committee and is not an employee of the Union.

Section 5.02. DISCIPLINARY COMMITTEE.

(A) Purpose. The Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct on, or associated with, the field-of-play. In addition, the Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct off the field-of-play that reflect upon the game of Rugby Union Football and jeopardize the interests of the game.

(B) Operation. The operations of the Disciplinary Committee are included in the standard operating procedures. The business of the Disciplinary Committee and any appeals therefrom to the Executive Committee shall be in compliance with IRB and USA Rugby regulations, as promulgated from time-to-time; provided however, to the extent that the terms and conditions of these By-Laws are inconsistent with the terms and conditions of such regulations, the terms and conditions of these By-Laws or the standard operating procedures shall prevail.

(C) Exclusions. No person shall serve on the D/C with respect to any match in which such person participated as a player, coach, or match official. No person shall serve on a D/C with respect to any incident that involved him/her club or any other club in which he/she had held membership during the last five (5) years preceding the incident in question. No member of the Executive Committee shall participate in any appeal from a D/C decision with respect to any match in which such member participated as a player, coach, or match official, nor shall such member participate in any appeal related to any incident that involved him/her club or any other club in which he/she had held membership during the last five (5) years preceding the incident in question.

Section 5.03. COMPETITIONS COMMITTEES. The Competitions Directors will each form separate Competitions Committees based on the current divisions (Men: D1 15s, D2 15s , D3 15s, D4 15s, 7s; Women: D1 15s, D2 15s , D3 15s, 7s) with coordinators appointed to cover each division. A coordinator may cover more than one division. The Competitions Directors may be coordinators. Coordinators will schedule qualifying games and events and will have access to the match reporting system for match administration. The Competitions Committees will manage club queries and disputes.

Section 5.04. OTHER COMMITTEES. The Executive Committee may appoint other optional work committees as necessary to achieve the Union's objectives.

ARTICLE VI
INDEMNIFICATION

Section 6.01. Mandatory Indemnification of Directors and Officers. The Union shall indemnify, to the fullest extent now or hereafter permitted by law, each Union Official (including each former Union Official) who was or is made a party to or witness in, or is threatened to be made a party to or a witness in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was an authorized representative of the Union, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding.

Section 6.02. Mandatory Advancement of Expenses to Union Officials. The Union shall pay expenses (including attorneys' fees and disbursements) incurred by a Union Official referred to in Section 6.01 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 6.01 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Union Official in him/her capacity as a Union Official shall be paid by the Union in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Union Official to repay all amounts in advance if it shall ultimately be determined that he/she is not entitled to be indemnified by the Union because he/she has not met the standard or conduct set forth in the first sentence of Section 7.05 hereof.

Section 6.03. Permissive Indemnification and Advancement of Expenses. The Union may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was an authorized representative of the Union, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. Subject to Section 6.02 hereof, the Union may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person because of his/her participation in an action, suit, or proceeding referred to in this Section 7.03 in advance of the final disposition of such action, suit, or proceeding.

Section 6.04. Basis of Rights; Other Rights. Each Union Official shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to

a person who has ceased to be an authorized representative of the Union and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6.05. Determination of Indemnification. Any indemnification under this Article shall be made by the Union only as authorized in the specific case upon a determination that indemnification of the authorized representative is proper in the circumstances because such person has acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe him/her conduct was unlawful. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or (ii) by a quorum of disinterested Directors so directed by outside legal counsel in a written opinion. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 6.06. Insurance. The Union may purchase and maintain insurance on behalf of each Union Official against any liability asserted against or incurred by such Union Official in any capacity, or arising out of such Union Official's status as such, whether or not the Union would have the power to indemnify such Union Official against such liability under the provisions of this Article. The Union shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board of Directors or if, in the business judgment of the Board of Directors, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Union may purchase and maintain insurance on behalf of any person referred to in Section 7.03 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Union would have the power to indemnify such persons against such liability under the provisions of this Article.

ARTICLE VII

ADDITIONAL ITEMS

Section 7.01. DONATIONS. The Union shall be authorized to accept donations from any person or organization. The Union may establish a sponsored fiscal accounts program, which shall comply with the rules and regulations of the IRS.

Section 7.02. CERTAIN CONTRACTS AND CHECKS. All deeds, documents, transfers, contracts, engagements, bonds, bills of exchange, and other instruments shall be signed by the President or Vice President and any one of the Officers holding the office of Treasurer or Secretary. No other person, Officer, member, or other party connected with the Union shall have any authority to bind the Union by any contract or agreement or to pledge its credit. All checks must be signed by the Treasurer (provided, however, the Secretary shall be additional signatory

on Union accounts in the event of the unavailability of the Treasurer). All checks over \$1,000 in value must be authorized in writing or electronic mail by the President or Vice President. Final responsibility for all expenditures shall rest with the Executive Committee.

Section 7.03. REPORTS. The Treasurer shall be responsible for accounting to the members for all the funds received and expended by the Union.

Section 7.04. DEPOSITS AND INVESTMENTS. The Treasurer, with the approval of a majority of the Executive Committee and subject to the review of the members, may invest the funds of the Union in accordance with Union By-Laws and objectives.

Section 7.05. FISCAL YEAR OF UNION. The annual fiscal period shall be from August to July.

ARTICLE VIII

GENERAL ARTICLES

Section 8.01. DISCRIMINATION. No member of the Union may discriminate in its membership based on race, color, religion, age, gender, sexual orientation, national origin, or physical handicap.

Section 8.02. ELIGIBILITY. All questions about the eligibility of players shall be referred to the Executive Committee of the Union for adjudication.

Section 8.03. AMENDMENT. These By-Laws may be altered, or new By-Laws may be adopted, by a two-thirds majority vote of a quorum of full members. Proposed changes shall be submitted in writing to the Secretary not less than thirty (30) days before the meeting for inclusion in the agenda. The Secretary shall send copies of the proposed changes to the members.

Section 8.04. ACCESS. All members have the right of full access through the Union Secretary to copies of all official documents, records, reports, minutes and correspondence of Union affairs and the Union relations with bodies to which it is affiliated.

Section 8.05. ATTENDANCE. All members have the right to attend Executive Committee Meetings of the Union.

Section 8.06. CLUB CONTACT INFORMATION. The Union Secretary must be given written notice of each club's officers' names, addresses (postal and email), and telephone numbers prior to the Annual General Meeting.

Section 8.07. NOTICES. Notices contemplated hereby must be in written and shall be delivered by personal delivery, U.S. Mail, express courier, or email (or any replacements thereof as the result of advances in technology as are adopted as a standard business practice in the wider world).

Section 8.08. ROBERTS RULES OF ORDER. The rules contained in Robert's Rules of Order Revised shall govern the Union's meetings (including its committee meetings) in all instances when such rules are not inconsistent with these By-Laws.

BY-LAW REVISIONS

August 2018:

By-law change - Article IV - 4.02

Currently reads: The Annual General Meeting will be held on a Saturday or Sunday during the months of May or June.

Amend to: The Annual General Meeting will be held on a Saturday or Sunday before August 31.

Updating Officer responsibilities/titles

Article III - 3.06.02 Add: Primary Union official for all player transfers (Vice President)

Article III - 3.06.06 - Amend title from Competitions Director to Competition Liaison/High Performance Director

Article III - 3.06.07 - USA Congress Rep is a voting board member. The USA Rugby Congress Representative will carry the Union's perspective and vote to all Congress meetings. The Congress rep will vote on all official votes with input from the Capital Board. If for any reason the elected Congress rep cannot attend an official meeting the President of the Union will attend the meeting and have authority to cast votes. If the elected representative sits on committees the alternate will sit on committee meetings and provide notes/feedback and any committee decisions to the elected rep. If the elected rep and the President are unable to attend the Board member that will attend will be decided in this order:
1. President 2. Vice President 3. Secretary 4. HP/Competition Liaison 5. Treasurer 6. Discipline Chair.

August 2020:

Section 2.02, paragraph 5 – changed from “... must pay its annual Union dues.” to “...must be in good financial standing with appropriate rugby administrative authorities.”

Section 3.01. Rather than list the officers, the text now points the reader to Section 3.06. These positions compose the executive committee. positions compose the executive committee

and the President of the Union serves as the Union representative on the Senior Club Council.

Section 3.02. The sentence, “All ballots shall be secret unless this is waived by a simple majority of the members present.” Is removed.

Section 3.06, Item 1 - Union president is the Capital Rugby Union's representative to the Club Council.

Section 3.06, Item 7. Remove USA Rugby Rep and add DE&I position.

July 2021:

Section 2.01. Added: “Clubs requesting membership during the Union’s operating year will be required to complete the Capital Rugby Union Club Participation Request form found at <http://www.rugby.org> or by contacting the Union Secretary. The Union Secretary will review the request for accuracy and ensure all required fields are completed. Once the Secretary accepts the request three elected officials, Capital Rugby Union Vice President, one from Competitions leadership, and one from RSV leadership, will be appointed to review the application and approve/deny the club’s request to join prior to the next general meeting of the membership. Clubs requesting to join league competition must submit their request no later than 5-months prior to the start of 15s competition or 2-months prior to 7s competition. Clubs requesting to join to play non-league matches must submit their request no later than 2-months prior to the spring or summer season. Clubs forming for specific events/tournaments are still required to complete the request.”

August 2022

Change in Section 2.01.

Change “MAC” to “Competitions”.

Change to Section 3.06.5.

Change:

5. DISCIPLINARY CHAIR. The Disciplinary Chair is responsible for all disciplinary matters within the jurisdiction of the organization, given policy provided by this body and USA Rugby.

To:

5. DISCIPLINARY CHAIR. The Disciplinary Chair is responsible for all disciplinary matters within the jurisdiction of the organization, given policy provided by this body and USA Rugby. The Disciplinary Chair will serve on the USA Rugby Senior Club Council's Disciplinary Committee.

Change to Section 3.06.6.

Change:

6. COMPETITION LIAISON/HIGH PERFORMANCE DIRECTOR. The Competition Liaison/High Performance Director will act as the liaison between this organization and the USA Rugby-assigned Competitive Region or Conference.

To:

6. HIGH PERFORMANCE DIRECTOR. The High Performance Director will function as the liaison between this organization and select side competitions within USA Rugby.

Addition to Section 3.06.

9. COMPETITIONS DIRECTORS. There will be two Competitions Director on the Executive Committee; one will direct Men's Senior Clubs and one will direct Women's Senior Clubs. The Competitions Directors are responsible for the oversight of qualifying competitions within the Capital Rugby Union. The Competitions Directors serve as the liaison between regional competitions, the Capital Rugby Union, and USAR. The Competitions Directors insure compliance with USA Rugby Senior Club Council competition and eligibility guidelines and requirements. The Competitions Directors will have access to the USAR competitions management and membership systems for use in match setup, score reporting, and eligibility verification. The Competitions Directors are responsible for ensuring publication of qualifying schedule links, policy, and procedures on the Capital Rugby website.

New Section 5.03.

Section 5.03. COMPETITIONS COMMITTEES. The Competitions Directors will each form separate Competitions Committees based on the current divisions (Men: D1 15s, D2 15s , D3 15s, D4 15s, 7s; Women: D1 15s, D2 15s , D3 15s, 7s) with coordinators appointed to cover each division. A coordinator may cover more than one division. The Competitions Directors may be coordinators. Coordinators will schedule qualifying games and events and will have access to the match reporting system for match administration. The Competitions Committees will manage club queries and disputes.

Rename current Section 5.03 to 5.04.

August 2026

Change in fiscal year from Sep-Aug to Aug-July. This is to reflect the Rugby Xplorer "year" of August to July rather than the standard Competitive year of September to August for accounting/budget purposes.

Add DEI description. The position was approved years ago, but the description was never formally added/approved.