

CONSTITUTION AND BY-LAWS

OF

THE EMPIRE RUGBY FOOTBALL UNION

a New York State not-for-profit corporation,

doing business as

EMPIRE RFU

PREAMBLE

EMPIRE RFU 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. Empire RFU is a member of USAR and is a so-called Geographic Union within the USAR administrative structure.

Empire RFU will have exclusive jurisdiction over its members in matters pertaining to the administration of Rugby Union Football.

Empire RFU 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 Empire 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 and the masculine form used below shall also include the feminine.

Section 1.03. JURISDICTION. The jurisdiction is the political boundary of New York State, that portion of New Jersey north of Interstate Highway 195 and that portion of Connecticut located both south and west of Waterbury, CT; and areas adjacent thereto where reasons of geography and the needs of the game justify the extension of the Union’s jurisdiction.

Section 1.04. PURPOSE. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the specific purposes of the corporation are (i) to coordinate, administer, and foster national amateur competition in the sport of Rugby Union within the stated area of jurisdiction; (ii) to sup-

port 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 any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

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 rugby clubs, individuals and organizations listed below:

(A) FULL MEMBERS.

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

All clubs that were members of the Metropolitan New York RFU and the New York State RFU, the Union's predecessors; and all members located within the Union's jurisdiction; 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 rugby clubs shall be elected to full members of the Union by a majority of votes 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, a rugby club 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

admit a qualified applicant rugby club as a probationary member pending the next meeting of the full members, and may suspend any probationary member 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, or (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 *i.e.* full 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.

In order to maintain membership in the Union, each member club and each member club's members must pay their annual Union dues.

All duly recognized referee societies wholly located within the jurisdiction of the Union shall also be full members, although they do not pay annual dues.

(B) HONORARY MEMBERS.

"Honorary Members" shall be any individual whom the Union desires to honor. These members are elected by a majority of the full members. Honorary Members do not have a vote in Union matters and they do not pay dues by virtue of their Honorary Membership.

(C) PATRON MEMBERS.

"Patron Members" are individuals interested in encouraging the growth of Rugby Union Football in the United States who agree to the terms and conditions of Patron membership set by the Union, which may include contributing set dues. The Executive Committee of the Union, which may determine the terms and conditions of such patron membership, including dues, elects these members; however, Patron Members do not have a vote in Union matters.

(D) SPECIAL MEMBERS.

"Special Members" are organizations that are affiliated with the Union in an administrative relationship whose characteristics are not covered in other specific membership categories. A Special Member shall not vote in Union matters unless that particular Special Member is specifically authorized to vote by a majority vote of the entire Union membership entitled to vote. Executive Committee may create Special Members from time to time.

Section 2.02. VOTING MEMBERS. Each full member has one vote at any Union meeting and shall be represented at any meeting by no more than two persons that must be currently CIPPed to USA Rugby for the club they represent. Honorary, Patron, and Special Members are welcome at Union meetings and may join in any discussion, at the discretion of the chair; however, Honorary and Patron Members have no vote in Union matters, and Special Members shall not have a vote in Union matters unless that Special Member has been specifically granted voting rights as provided in Section 2.01(d). No restriction shall be imposed on any member by virtue of race, creed, color, sex, national origin, religion or sexual orientation.

ARTICLE III  
MEETINGS OF MEMBERS

Section 3.01. PLACE OF MEETINGS. Annual and special meetings of the members shall be held within New York State and must be called by the Executive Committee.

Section 3.02. ANNUAL GENERAL MEETING.

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

The Annual General Meeting will be held during the month of June, July or August. 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 “Vice President – Finance” (as hereinafter defined) will report on the financial affairs of the Union during the period since the last Annual General Meeting;
3. The Union members shall elect the Union Officers for the coming year;
4. The members will consider any applications for Union membership by new clubs, which consideration shall be subject to the provisions of Section 2.01(a) hereof;
5. The Union shall address any scheduling issues related to upcoming year; and
6. The Union shall consider any new business.

At the discretion of the President, items 5 and 6 above may precede item 4.

Items for the Annual General Meeting agenda submitted by members must be submitted by members in writing to the Executive Committee no later than thirty (30) days before the subject Annual General Meeting. Items for the Annual General Meeting agenda submitted by the Executive Committee, or any member(s) thereof, must be submitted in writing and published by the VP – Communications no later than forty-five (45) days before the subject Annual General Meeting.

Section 3.03. 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 Vice President – Communications of twenty-five percent of full members. Each member shall receive notice of a special meeting and a statement of its purpose.

Section 3.04. 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 (21) days before the

meeting. This notice shall include the slate of officers if any with any additional nominations for candidates for all Officer positions and proposed bylaw amendments..

Section 3.05. QUORUM AND ADJOURNMENT.

At all meetings of the Union, one-quarter of the voting members in good standing shall constitute a quorum.

Except as hereinafter provided, a quorum of voting members in good standing present 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, provided that any action taken is approved by full members present equal to a majority of a quorum.

At any time during a meeting, a simple majority of the voting members present may pass a motion to adjourn.

Section 3.06. MANNER OF VOTING. Matters brought to vote shall pass by a simple majority of the votes cast unless specified otherwise. All individuals casting any vote must be currently CIPPed to a Member club.

Section 3.07. PROXIES.

The Empire GU will not recognize the use of proxies at any meeting of the Members. Members must be present at any meeting of the Members either in person, or virtually, whichever is applicable. Proxies will however be allowed at meetings of the Executive Committee so long as the person informs the Executive Committee of their designee.

Section 3.08. LOSS OF MEMBERSHIP.

A member shall lose membership in the Union for failure to pay dues and all 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 concerning loss of membership may be overturned at a Union meeting by a two-thirds majority of voting members. The club in question cannot vote on such matter.

Section 3.09. LOSS OF “GOOD STANDING” STATUS BY MEMBERS.

A member shall lose its voting rights in the Union and become “not in good standing” as a result of its failure to meet all of its financial obligations to the Union, including its dues, levys, charges, fines and assessments.

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 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 IV  
OFFICERS

Section 4.01. OFFICERS AND TERM.

The Union “Officers” are:

1. “President”;
2. “Vice President – Rugby Operations”;
3. “Vice President – Finance”;
4. “Vice President – Communications”;
5. “Vice President – Governance”
6. “Executive Director – Men”;
7. “Executive Director – Women”;
8. “Executive Director – Sevens”;
9. “Executive Director – Referees”

The Executive Director – Referees represents the interest of the Referees Societies on the Executive Committee. This officer position is a non-voting member of the Executive Committee.

All of the Officer positions, except the Executive Director – Referees, are elected positions and are elected by the voting members 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 two-thirds of members voting. Officers, other than the Executive Director – Referees, shall hold office for one (1) year, or until their successors are elected. The Executive Director – Referees shall be selected by the recognized referee societies wholly located within the jurisdiction of the Union

Section 4.02. ELECTION OF OFFICERS.

The Executive Committee may propose a slate of individuals to be candidates for all or certain of the elected Officer positions described in this Section (each, an “Office”), which slate shall be included in the notice of the Annual General Meeting. Notice of any slate of Officers shall be provided to the members no less than sixty (60) days before the Meeting of the Members scheduled to hold said elections.

Individuals who are CIPPed to a full member club in good standing may nominate individuals to be candidates for any Office by written notice to the Vice President – Communications no later than the thirty (30) 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 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.

All ballots shall be secret unless this is waived by a simple majority of the members present.

An Officer takes their Office immediately upon the conclusion of the meeting.

Upon adoption of bylaw change designating the term of office for officers as two (2) years, the terms of office will become effective at the scheduled Annual General Meeting for Summer 2018, for the following: President, VP Communication, ED Men, ED Women; Terms of office will remain at one (1) year for the following: VP Operations, VP Finance, VP Governance, ED Sevens; until the following Annual General Meeting, set for Summer 2019, upon which election, all terms of office shall be for a period of two (2) years.

Section 4.03. REMOVAL OF OFFICERS. Any Officer may be removed by a two-thirds majority of the votes cast at a meeting of the members of the Union, providing a quorum is present and notice of this action has been given under Section 3.04.

Section 4.04. 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. Suspension of an Officer, other than upon conviction of a felony, may be reversed with the vote of a simple majority of the members present at any meeting of the members.

Section 4.05. 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 – Rugby Operations). 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 4.06. VACANCIES. Any vacant elected Office (other than the Executive Director – Referees) 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 voting members of the Union. Whenever the Executive Committee fills a vacancy of an Officer, the Vice President – Communications (or in the event she fails to do so, another member of the Executive Committee) shall promptly provide notice of the appointment to all the voting members of the Union.

Section 4.07. POWERS AND DUTIES OF THE OFFICERS. All Officers and Officer candidates must maintain a valid CIPP registration to a club within the Union for the term of their office and candidacy. 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 and oversee the activities of the other officers and committees of the Union. She shall encourage membership in the Union, and with the help of the members shall determine and execute the Union's objectives and work toward their achievement. The President shall cultivate business and sponsor relationships, and appoint other individuals as she may determine to assist in this regard. The President shall act as the primary liaison with USAR and other geographical unions.

2. VICE PRESIDENT – RUGBY OPERATIONS. The Vice President – Rugby Operations is the President's deputy and assists the President in her duties and carries out such additional duties, such as, but not limited to, oversight of all match-related issues, appointment of the Union's disciplinary committee chair, administration and application of Rugby Laws (including USAR and IRB laws) and the Union's By-Laws, oversight of inter and intra-Union playoffs, and the primary contact and liaison with the Referee's Society. The Vice President – Rugby Operations shall succeed the President in the event of her death, incapacity, resignation or removal from office, until the next scheduled meeting of the members, or until a special meeting of the members is properly called.

3. VICE PRESIDENT – COMMUNICATIONS. The Vice President – Communications shall compile, maintain and publish the Union membership directory to the members of the Union. The membership directory shall consist of contact information for all members, including contact information for individuals associated with full member rugby clubs. He shall correspond with other unions to the mutual advantage of the unions. In carrying out her duties, the Vice President – Communications may delegate administrative functions to the Geographical Union Administrative Director ("GU-AD" or "Paid Administrator").

The Vice President – Communications will be responsible for direct oversight and management of the Paid Administrator in all non-finance aspects of the Union's administrative functions. She shall compile and submit to the President periodical evaluations of the job performance of the Paid Administrator. In the event that the Vice President – Communications is also serving as the Paid Administrator, oversight and management of the Paid Administrator shall be a responsibility of another Officer, to be determined by the President.

The Vice President – Communications shall review and approve the final 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), unless another Officer is appointed to do so, the Paid Administrator, with the oversight of the Vice President – Communications shall create and maintain a schedule of matches to be played between members of the Union, and may designate persons to assist her in this regard. The schedule shall be reviewed and adopted by vote of the Executive Committee, and once the schedule has been adopted, the Paid Administrator shall publish it to the members of the Union, after approval by the Vice President – Communications. The schedule shall be published as far in advance of the dates of the matches as possible, and

shall be published no less than is reasonably necessary to permit member clubs to make necessary travel and other arrangements for such matches.

4. VICE PRESIDENT – FINANCE. The Vice President – Finance shall account for, budget and administer the funds of the Union. The Vice President – Finance shall maintain the financial records of the Union, and shall make these records available upon request to any member of the Union in good standing, and shall give these records to her successor in good order. The Vice President – Finance will have oversight and managerial responsibilities of all finance-related functions performed by the Paid Administrator, including, but not limited to, the collection of dues, payment of approved expenses and all other financial obligations of the Union.

5. VICE PRESIDENT – GOVERNANCE. The Vice President - Governance assists the President in her duties and carries out such additional duties, such as, but not limited to, directing the people, business processes and systems needed to enable good governance from inside the Empire RFU; including the oversight and coordination of the governance, risk, compliance as well as good business practices. The Vice President - Governance should (but need not) be a licensed attorney.

6. EXECUTIVE DIRECTOR – MEN. The Executive Director – Men represents the interests of men’s teams.

7. EXECUTIVE DIRECTOR – WOMEN. The Executive Director – Women represents the interests of women’s teams.

8. EXECUTIVE DIRECTOR – SEVENS. The Executive Director – Sevens represents the interests of sevens rugby.

9. EXECUTIVE DIRECTOR – REFEREES. The Executive Director – Referees represents the interest of the Referees Society on the Executive Committee.

## ARTICLE V

### COMMITTEES

#### Section 5.01. EXECUTIVE COMMITTEE.

##### (A) MEMBERS.

The Executive Committee is comprised of the following members:

1. The Officers; and
2. The Executive Directors.

Each member of the Executive Committee shall have one vote in the Executive Committee.

(B) POWERS AND DUTIES.

The Executive Committee shall supervise the administration of 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' dues. 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 three (3) times 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 (3) other Officers.

Written notice of the purpose of the meeting, and an agenda shall be provided to the members of the Executive Committee at least seventy-two (72) hours before the meeting; provided, however, in the event of an emergency, only such notice that is reasonable need be given. Meetings may be held in person, by telephone or 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 a 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 a 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 Empire Union Disciplinary Committee shall conform to all current World Rugby and USA Rugby disciplinary guidelines and regulations.

Section 5.03. 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 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 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 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 she is not entitled to be indemnified by the Union because she has not met the standard or conduct set forth in the first sentence of Section 6.05 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 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 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 by reason of her participation in an action, suit or proceeding referred to in this Section 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 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 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, suite 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 6.03 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 – Rugby Operations and any one of the Officers holding the office of Vice President – Finance or Vice President – Communications. 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 Vice President – Finance (provided, however, the Vice President – Rugby Operations shall be additional signatory on Union accounts in the event of the unavailability of the Vice President – Finance).

The President or Vice President – Rugby Operations, must authorize all checks over \$1,000 in value in writing.

Final responsibility for all expenditures shall rest with the Executive Committee.

Section 7.03. REPORTS. The Vice President – Finance 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 Vice President – Finance, 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 July 1st to June 30th.

## ARTICLE VIII

### GENERAL ARTICLES

Section 8.01. DISCRIMINATION. No member of the Union may discriminate in its membership on the basis of 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. CHANGING CLUB MEMBERSHIP. During a competitive season (*i.e.*, 7's or 15's), no player may switch teams without a written release from the club or college she is leaving. In cases of dispute, the Executive Committee shall rule on a player's eligibility status. In addition, any player changing clubs mid-season must comply with all USAR regulations pertaining thereto.

Section 8.04. 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 at a meeting of the members; or by a two-thirds majority vote of a quorum of Executive Committee Members at a meeting of the Executive Committee. Proposed changes shall be submitted in writing to the Vice President – Communications not less than sixty (60) days before the meeting for inclusion in the agenda if submitted by the Executive Committee, or members thereof. All other proposed changes to the By-Laws shall be submitted in writing not less than forty-five (45) days before the meeting. The Vice President – Communications shall send copies of the proposed changes to the full members or Executive Committee as appropriate not less than twenty-one (21) days before the scheduled meeting.

Section 8.05. ACCESS. All members have the right of full access through the Union Vice President – Communications 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 8.06. ATTENDANCE. All members have the right to attend Executive Committee Meetings of the Union.

Section 8.07. CLUB CONTACT INFORMATION. Each member of the Union shall provide the Union Vice President – Communications with written notice of each club's officers' names, addresses (postal and email), and telephone numbers prior to the Annual General Meeting.

Section 8.08. 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 8.09. ROBERTS RULES OF ORDER. The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Union's meetings (including its committee meetings) in all instances when such rules are not inconsistent with these By-Laws.