

BYLAWS OF UTAH YOUTH RUGBY

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Utah Youth Rugby. It shall be a nonprofit organization incorporated under the laws of the State of Utah.

Section 2 — Purpose: Utah Youth Rugby is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is:

- To administer and regulate all member clubs with organized teams to provide a safe athletic activity for all participants.
- To serve all youth and high school rugby clubs in the State of Utah and players as the league organizing and administrating rugby competition among and between all Utah youth teams.
- To unite and administer the union of youth and high school clubs with organized teams consisting of all male and female players years of age and younger.
- To help youth teams introduce and promote the sport of Rugby, as recognized by the United States of America Rugby Football Union (USARFU)
- To facilitate communication and free exchange of information among member clubs to enhance all members' ability to provide players with quality instruction and safe training and competitive play techniques.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for Membership: Membership in Utah Youth Rugby shall be open to all Utah youth and high school rugby clubs who have adhered, and agreed to adhere, to the Utah Youth Rugby Rules, Policies and Procedures.

Section 2 — Definition of Member: Members shall be active, dues paying youth and high school rugby clubs comprising one or more youth and high school age grade rugby teams. A club shall participate and act through a single representative who is a duly authorized coach or other representative.

Section 3 — Voting privileges: Each member shall be eligible to appoint one voting representative to cast the member's vote in association voting and elections. A member club is in good standing when:

- a. The member club has agreed to adhere to the Utah Youth Rugby Rules, Policies and Procedures;
- b. The member club has not been determined by the Board of Directors of Utah Youth Rugby to be out of compliance with the Utah Youth Rugby Rules, Policies and Procedures in any way; and
- c. The member club is current before voting on all dues and obligations due Utah Youth Rugby as determined by the Treasurer.
- d. Each member club in good standing shall be entitled to participate in meetings and Utah Youth Rugby administered competitions.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Annual meetings: An annual meeting of the members shall take place no later than the last day of the month of July, the specific date, time and location of which will be designated by the Board of Directors of Utah Youth Rugby. At the annual meeting the members shall elect directors and officers, vote on amendments to the bylaws, receive reports on the activities of Utah Youth Rugby and the direction of Utah Youth Rugby for the coming year.

Section 2 — Special meetings: Special meetings of all members may be called by the Chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by twenty-five percent of voting members may also call a special meeting.

Section 3 — Notice of meetings: Written notice of each annual or special meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 4 — Quorum: Fifty-one percent of voting members at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues, except changes to Bylaws or Articles of Incorporation, to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, as long as the quorum has been met.

ARTICLE IV — BOARD OF DIRECTORS (BOD)

Section 1 — Board role and size: The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the President, staff, and committees. The board shall have up to 11, but not fewer than 7 members as determined by a majority vote of the Board of Directors and ratified by the members at the next AGM.

Section 2 — Basic Responsibilities of Board: Responsibilities of the board of directors include reviewing and approving the organization's mission, strategic direction, annual budget, key financial transactions, compensation practices and policies, and fiscal and governance policies. A critical responsibility of the board is to assist in the growth of UYR through the development of funding, sponsorship, services, and resources that support this growth. Board members are responsible for fully understanding their legal and fiduciary obligations and carrying out their responsibilities in the following areas:

- Policy development and approval;
- Financial oversight;
- Strategic planning;
- Fundraising;
- Hiring, supervising, and conducting annual performance review of the President or equivalent; and
- Setting of compensation structure.

Section 3 — Terms: All board members shall serve a two-year staggered term, and are eligible for re-election.

Section 4 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 5 — Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 6 — Election procedures: A Board Development Committee shall be responsible for nominating prospective board members. In addition, any member can nominate a candidate. All members will be eligible to send one representative to vote for each candidate.

Section 7 — Quorum: A quorum shall consist of a majority of the members of the board for business transactions to take place and motions to pass.

Section 8 — Officers and Duties: There shall be four officers of the board, consisting of a Chair, Vice-chair, Secretary and Treasurer. Their duties are as follows: the Chair shall convene regularly scheduled board meetings, shall preside or arrange for other BOD members to preside at each meeting in the following order: Vice-chair, Secretary, Treasurer.

- The Vice-chair shall chair committees on special subjects as designated by the board.
- The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 9 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to two or more unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the Chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 12 — Compensation: Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy.

Section 13 — Non-liability of Directors: The directors shall not be held personally liable for the debts, liabilities, or other obligations of the corporation while performing their duties related to the activities of the organization. The organization will purchase and maintain Directors and Officers Insurance, as well as any other insurance required by state or federal law.

ARTICLE V — COMMITTEES

Section 1 — Board of Directors Committee formation: The BOD may create committees as needed, such as fundraising, public relations, data collection, etc. The board will draft a charter for each committee outlining the committee purpose, responsibility, authority, duration, etc. Work duties as a committee chair are separate from the duties as a member of the board and should be treated as such. The board Chair appoints all committee chairs, which are approved by a majority vote of board members.

Section 2 — Executive Committee (EC) Formation: The BOD will appoint (or hire) the officers who serve

as the members of the EC. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the BOD in maintaining standard operations of Utah Youth Rugby. They will be subject to the direction and control of the full board.

Section 3 — UYR Operations Committee formation: The EC may create and oversee operational committees as needed, such as registration, fundraising, public relations, competitions (U14, single school, multi school, girls), field management, all-star program, coach/ref development, etc. The EC will draft a charter for each committee outlining the committee purpose, responsibility, authority, duration, etc. The committee chair will report directly to the EC and members of the committee will comprise of general members of Utah Youth Rugby.

Section 4 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be September 1st through August 31st. Annual reports are required to be submitted to the board showing in- come, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI — PRESIDENT AND STAFF

Section 1 — President: The President is hired by the board. The President has day-to-day responsibilities for the organization, including carrying out the organization's strategic plan, programs, goals, and policies. The President will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description.

Section 2 — Executive Staff: The President may appoint additional staff as authorized by the BOD

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: The proposed amendments to the Bylaws to be voted on by the membership at the annual meeting may be approved by a two-thirds majority of the Board of Directors no less than thirty (30) days prior to the AGM. These bylaws may be amended when necessary by 2/3 of the membership present at the regularly-scheduled Annual General Meeting.

CERTIFICATION

These bylaws were approved at the Annual General Meeting by a majority vote of the membership on

7-31-15

Secretary

7-31-15
Date