



**BY-LAWS OF THE  
SOUTHERN CALIFORNIA RUGBY  
REFEREES SOCIETY  
(A NON-PROFIT ORGANIZATION)**

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## **ARTICLE I. Organization**

1. The name of the organization is the "Southern California Rugby Referee Society (SCRRS)". It is referred to herein as the "Society".
2. The Membership Year of the Society runs from 1 September through 31 August of the following calendar year.

## **ARTICLE II. Membership**

1. There are three classes of Members. These are Regular Members, Associate Members, and Honorary Members.
2. Regular Members must apply for membership and be at least eighteen years of age. If current in their membership requirements, they have the right to vote at all meetings of the Members.
3. Associate Members must apply for membership. They are eligible for all benefits of Regular Membership except the right to vote at meetings of the Members. They are subject to all obligations of Members, except may have reduced requirements for dues and service.
4. Honorary Members are any individuals so designated by the Board of Directors or by vote of the Regular Members. An Honorary Member may choose also to be a Regular Member if meeting all the requirements. The Society may lower or waive dues for Honorary Members choosing also to be Regular Members.
5. Regular and Associate Members must pay the dues and meet the service requirements of their membership class to be eligible for the benefits of membership. Once dues are paid and requirements met within a Membership Year, the term of membership shall continue through the end of the third month of the following Membership Year. A Member will be considered to have paid their dues when entitled to reimbursement from the Society in an amount at least equal to their dues.
6. A Member may withdraw from the Society at any time by notifying the President or Secretary. That Member continues to be liable for financial obligations to the Society already incurred or that would be incurred during the current membership term.

## **ARTICLE III. Meetings of Members**

1. The Annual General Meeting (AGM) of the Society is to be held during the last two months of the Membership Year at a time and place designated by the Board of Directors or, if no such designation is made, at noon on the second Sunday in August in the Kinesiology Building of California State University at Long Beach. At that time, the Society elects the Board of Directors, approves a budget for the coming year, and transacts other business as properly comes before the meeting. The Secretary must give notice of the AGM to each Regular Member of the Society not less than ten and not more than fifty days prior and must provide a general statement of the items of business to be considered.
2. Regular Meetings may be called at any time by the President of the Society. The purpose of Regular Meetings is principally for the training of the Members in rugby officiating techniques. All other business will be conducted after the conclusion of the training session. Following the conclusion of the training session at a Regular Meeting,

the Members may consider any business which properly comes before the Society, except that removal of officers and amendments to the Bylaws and to the Articles of Incorporation may only be considered at an AGM or Special Meeting.

3. At any time designated by the Board of Directors or by majority of the Regular Members at a Regular Meeting or by petition of two-fifths (2/5) the Regular Members, a Special Meeting of the membership will be called to consider amendments to the Bylaws or the Articles of Incorporation, to consider the removal of a Director, or to fill a vacancy on the Board. A Special Meeting to consider these matters must be preceded by notice to the Regular Members not less than ten and not more than fifty days prior to the Special Meeting and must contain a general statement of the items of business to be considered at the meeting.

4. Notice of meetings may be provided in writing by mail, in writing with hand delivery, or by electronic means such as facsimile or email or text message. If notice has been sent to an address or other delivery identifier supplied by a Member, notice will be considered to have been given.

5. Meetings may be held by the Members gathering together in a physical location or through electronic means allowing the Members to communicate contemporaneously or a combination thereof. Meetings will be chaired by the President or else by another Officer, with priority in the order listed below for the Board of Directors.

6. No business may be conducted at any meeting of the Society in the absence of a quorum and at least one Officer. For a Regular Meeting, two-fifths (2/5) of the Regular Members of the Society present in person or electronically constitutes a quorum. For an AGM or Special Meeting, two-fifths (2/5) of the Regular Members present in person, electronically, or by proxy constitutes a quorum.

7. Each Regular Member is entitled to a single vote. At any Regular Meeting of the Society, Regular Members may vote in person or by electronic communication, and not by proxy. Except as may otherwise be required by law or by these Bylaws, all matters acted upon at any Regular Meeting of the Society are decided by majority of the votes cast by the Regular Members considered present in person or electronically.

8. At any AGM or Special Meeting, when prior notice of the consideration of specific issues has been provided the Regular Members, Regular Members may vote in person, electronically, or by proxy. Except as may be otherwise required by law or by these Bylaws, all matters acted upon at any AGM or Special Meeting are decided by majority of the votes cast by the Regular Members in person, electronically, or by proxy. Proxies must be recorded with either the President or Secretary and may be sent in writing or electronically. No Member may use proxies to exercise more than three (3) total votes.

#### **ARTICLE IV. Board of Directors**

1. The Board of Directors (the Board) consists of five elected Officers of the Society, who also serve as Directors. These are President, Vice President, Treasurer, Secretary, and Development Officer. In addition to their duties listed below, all Officers will perform such other duties as assigned to them by the President or the Board. The approved Policies and Procedures of the Society may provide additional responsibilities for any of the Officers.

2. Officers serving as Directors are elected by the Regular Members of the Society. No individual may hold more than one elected office. The terms of office last for one year

beginning at the start of the next Membership Year unless the Members approve at an AGM or Special Meeting a different start or end date. All Directors are also Regular Members with dues and service requirements waived from the time of their election and for the entire of any Membership Year during which they hold office. In the event of a vacancy caused by resignation, removal, or death, the Board may select a Regular Member of the Society to serve in the vacated position until the next AGM, or until a Special Meeting fills the vacancy, whichever first occurs.

3. The Board must meet at least twice yearly to consider administrative and substantive matters regarding the Society and act or make recommendations as they deem appropriate. Meetings may be held by the Directors gathering together in a physical location or through electronic means allowing them to communicate contemporaneously or a combination thereof. No business may be conducted at any meeting of the Board in the absence of a quorum. A quorum is at least half of the occupied board positions. The Board may pass actions in absence of a meeting, with approval by majority of the occupied positions transmitting affirmative votes in writing or electronically within one week of a proposal being submitted.

4. At the request of at least two-fifths (2/5) of the occupied members of the Board, specific matters must be referred to the whole Society for consideration at the next scheduled Regular Meeting. The provisions of notice of these Bylaws do not apply when such a referral is made. The Board must refer to the Regular Members any proposal to expend funds not already specifically approved in the budget when the proposed expenditure totals more than two percent of the approved total annual budget. Related expenditures must not be divided to circumvent this provision.

5. The President is the chief executive and administrative officer of the Society. The President is responsible for the timely and effective discharge of all directions of the Board or the Society, presides at all meetings of the Society, and represents the Society to other organizations. The President may delegate responsibility for executing any decision of the Board or the Society to any Member and may appoint any Regular Member to serve in any administrative or executive capacity.

6. The Vice President may represent the Society to organizations, entities, and individuals seeking the services of society Members and may communicate directly with Members to determine their ability to provide services. The Vice President will keep records of the service activities of the Members and confirm to the Secretary when they have met the service requirements of their membership class. In the President's temporary incapacity, unavailability, removal, or designation by the President, the Vice President will execute the duties of the President until the President is again able to perform or is replaced.

7. The Treasurer receives all monies due to the Society, keeps accounts, holds charge of the funds of the Society, verifies payment of dues by Members, and pays debts and discharges monetary obligations of the Society. The Treasurer must make an annual statement of the finances of the Society, prepare and deliver all financial reports required by government entities, and present a proposed budget for the following year at the AGM.

8. The Secretary keeps and maintains the Society membership list. The Secretary is responsible for providing required notices of meetings, keeping the records of all meetings, and for publication of society statements. A complete list of standing Policies and Procedures approved by either the Board or the Members must be kept and published by the Secretary.

9. The Development Officer is responsible for the training of the Members. The Development Officer will supervise the assessment of the skill of the members and provide those assessments to the Allocations Officer.

10. The Board may create, fill, vacate, or terminate additional officer positions that are not Directors.

11. An Officer may be removed by a three-fifths (3/5) majority of the Regular Members voting at a Special Meeting of the Society called for that purpose. A replacement Officer may be elected at that same meeting by majority.

12. In the President's temporary incapacity, unavailability, removal, or designation by the President, and the Vice President unable or unwilling to fulfill the duties of the President, the order of succession to fulfill the duties of the President is the order of Officers as listed in this Article.

#### **ARTICLE V. Disciplinary Actions**

1. Complaints against any Member are adjudicated initially by the Board. Officers may not participate in handling complaints against themselves. The Board or Regular Members may enact detailed procedures for complaints.

2. Actions taken in response to complaints include dismissal of the complaint, censure or reprimand delivered publicly or privately, limitations on assignments, requirements for supervision, suspension from assignments, or expulsion. Suspension of assignments for more than a year or expulsion from the Society requires concurrence of at least a three-fifths majority of the voting officers. An Officer may not be expelled unless first removed from office.

3. For suspensions of assignments for more than a year or expulsion, after exhausting all appeals allowed in any enacted procedures, Members may demand a Special Meeting or hearing at an AGM to hear an appeal. The decision of the Board stands unless overturned by vote of the Regular Members.

#### **ARTICLE VI. Amendments**

The Bylaws of the Society or Articles of Incorporation may be amended in whole or in part by a three-fifths (3/5) majority of the Regular Members voting at an AGM or Special Meeting called for considering amendments. A proposal for change need not be accepted or rejected in its entirety but may be adopted with such modifications as the Regular Members approve.