

# MID-ATLANTIC RUGBY REFEREES

## BYLAWS

### ARTICLE I.

These Bylaws shall govern the internal operation of the Mid-Atlantic Rugby Referees, a District of Columbia Non-Profit corporation (referred to herein as the "Corporation").

### ARTICLE II.

The Corporation is organized exclusively for and shall be operated exclusively to foster national and international amateur rugby football union competition within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Specifically, the Corporation shall: recruit, develop and train rugby union match officials in and for the Potomac Society of Rugby Football Referees, the Eastern Pennsylvania Rugby Referee Society, and the Referee Society of Virginia, consistent with the Laws of the Game promulgated by World Rugby and adopted by the United States Rugby Football Union and Mid-Atlantic Conference; regulate the activities of match officials in the Mid-Atlantic Conference territory; appoint such qualified and trained match officials to rugby matches and tournaments played within its jurisdiction; provide opportunities for match officials to advance to officiate matches at Territorial, National and International level.

### ARTICLE III. MEMBERS

**SECTION 3.01. Classes of Members.** There shall be two classes of Members. One class of members shall have the right to elect the directors on the Board of Directors of the Corporation and other such issues as prescribed by these Bylaws, the Articles of Incorporation or applicable law ("Voting Members"). The other class of members shall have no such right to vote ("Regular Members").

**SECTION 3.02. Qualifications.** Voting Members of the Corporation shall be the chair or, if none, the president, or their designee, of each of the following organizations: the Potomac Society of Rugby Football Referees, the Eastern Pennsylvania Rugby Referee Society, and the Virginia Rugby Referee Society (individually referred to as "Member Society" and collectively as "Member Societies"). Any individual who is a member in good standing of any one of the Member Societies and who is current in their payment of dues to the Corporation shall be a Regular Member of the Corporation.

**SECTION 3.04. Dues.** The Board of Directors may adopt a comprehensive plan or schedule of membership dues that will produce revenues for the Corporation in a fair and equitable manner from each of the Members. Such plan or schedule may be changed from time to time pursuant to a resolution of the Board of Directors to reflect the needs of the Corporation. Members who fail to pay their dues within 120 days after the receipt of the initial dues bill shall receive a written notice of delinquency from the Treasurer of the Corporation. If after 90 days such Members still remain delinquent, their membership shall be forfeited. A Member shall be liable for the payment of dues accrued up to the date of such forfeiture. Payment of dues may be waived upon a showing of good cause or in unusual circumstances upon a majority vote of the Board of Directors.

**SECTION 3.06. Resignations and Termination.** All resignations shall be tendered to the Corporation. Resignations or withdrawals of Voting Members shall be made in writing to the Corporation. A resigning or withdrawing Member shall continue to be liable for all financial obligations to the Corporation accrued or accruing through the end of the Corporation's fiscal year in which such resignation or withdrawal becomes effective. Any Member may be expelled for cause by resolution passed by two-thirds of the Board of Directors at any meeting. Passage of such a resolution shall, without other act on the part of the Board of Trustees, annul such membership.

**SECTION 3.07. Annual Meeting.** The Corporation shall hold an annual meeting of its Voting Members to elect Directors, to approve a proposed budget submitted by the Board, and to transact any other business within its powers, at 7:00 p.m. on the third Sunday of each January or on such other day and time as designated by the Board of

Directors. Notwithstanding the foregoing, in no event shall the annual meeting occur later than January 31 of each year, and the annual meeting for a year may be held at any time in the preceding December.

**SECTION 3.08. *Special Meeting.*** At any time designated by the Board of Directors or by a majority of the Voting Members of the Society, in writing, a Special Meeting of the membership may be called to consider amendments to the Bylaws or the Articles of Incorporation, to consider the recall of a Member of the Board of Directors, or to consider the appointment of a Regular Member to fill a vacancy on the Board of Directors. A Special Meeting to consider these matters shall be preceded by notice to the Voting Members of the Corporation in the manner provided for by §3.10 of these Bylaws. A Special Meeting may be convened by electronic or telephonic means with the unanimous agreement of the Voting Members.

**SECTION 3.09. *Place of Meetings.*** Meetings of members shall be held at such place in Washington D.C. or at any other place in the United States, as is set from time to time by the Board of Directors.

**SECTION 3.10. *Notice of Meetings; Waiver of Notice.*** Not less than ten (10) nor more than fifty (50) days before each members' meeting, the Secretary shall give notice of the meeting to each member entitled to vote at the meeting and each other member entitled to notice of the meeting. The notice shall state the time and place of the meeting, and the items of business to be transacted. Notice is given to a director when it is delivered personally to them, left at their residence or usual place of business, sent by telephone or electronic mail, or mailed to them at their address at such number, email address or address as it appears on the records of the Corporation. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 3.11. *Quorum; Voting.*** Unless statute or the Charter provides otherwise, at an annual or special meeting the presence in person or by proxy of a simple majority of Voting Members at the meeting constitutes a quorum and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the Voting Members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**SECTION 3.12. *General Right to Vote; Proxies.*** Each Voting Member of the Corporation (or their designee) shall be entitled to a single vote on each issue before the Voting Members. At any Annual Meeting or Special Meeting the Voting Members may vote in person, through their representative designated in writing, or by written proxy. Except as may be otherwise required by law or by these Bylaws, all matters acted upon at any Annual Meeting or Special Meeting shall be decided by a majority of the votes cast in person, by designated representative, or by written proxy by the Voting Members.

**SECTION 3.13. *List of Members.*** At each meeting of members, a full, true, and complete list of all Members entitled to vote at such meeting, certified by the Secretary, shall be furnished by the Secretary.

**SECTION 3.14. *Conduct of Voting.*** At all meetings of Members, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by the chair of the meeting.

**SECTION 3.15. *Informal Action by Members.*** Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if there is filed with the records of members meetings an unanimous written consent which sets forth the action and is signed by each member entitled to vote on the matter.

#### **ARTICLE IV. BOARD OF DIRECTORS**

**SECTION 4.01. *Function of Directors.*** The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors. The President of the Corporation shall have all rights and responsibilities of the chair of the Board of Directors. In addition to the usual management and administrative responsibilities of the Board of Directors, the Board of Directors shall submit to the Voting Members a proposed budget for the Corporation at each annual meeting and shall refer to the Voting Members any proposal to expend funds not identified in the budget approved by the Voting Members, if such proposed expenditure of funds totals more than One Thousand Dollars (\$1,000).

**SECTION 4.02. *Number of Directors.*** The Corporation shall have at least three directors at all times as such number is required by the D.C. Nonprofit Corporation Act. A majority of the Voting Members may alter the number of directors set by the Charter to not less than three directors, but the action may not affect the tenure of office of any director, except as provided in these Bylaws.

**SECTION 4.03. *Qualifications of Directors.*** Only Regular Members in good standing shall be eligible to be elected to the Board of Directors.

**SECTION 4.04. *Tenure of Directors.*** The tenure of each Director shall be one year.

**SECTION 4.05. *Election of Directors.*** At each annual meeting, the Voting Members shall elect directors.

**SECTION 4.06. *Removal of Director.*** Unless statute or the Charter provides otherwise, the Voting Members may remove any director, with or without cause, by the affirmative vote of a majority of all the votes entitled to be cast for the election of directors.

**SECTION 4.07. *Vacancy on Board.*** The Voting Members shall elect a successor to fill a vacancy on the Board of Directors which results from the removal, resignation, incapacitation or death of a director. Such successor director shall hold office until the next annual meeting of Voting Members of the Corporation.

**SECTION 4.08. *Regular Meetings.*** The Board of Directors shall meet at least twice a year to consider administrative and substantive matters regarding the Corporation and take such action or make such recommendations as they deem appropriate. After each meeting of members at which a Board of Directors shall have been elected, the Board of Directors so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business; and in the event that no other time is designated by the members, the Board of Directors shall meet one hour after the time for such members' meeting or immediately following the close of such meeting, whichever is later, on the day of such meeting. Such first regular meeting shall be held at any place in or out of the District of Columbia as may be designated by the Board of Directors, or in default of such designation at the place of the holding of the immediately preceding meeting of members. No notice of such first meeting shall be necessary if held as hereinabove provided. Any other regular meeting of the Board of Directors shall be held on such date and at any place in or out of the District of Columbia as may be designated from time to time by the Board of Directors.

**SECTION 4.09. *Special Meetings.*** Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

**SECTION 4.10. *Notice of Meeting.*** The Secretary shall give notice to each director of each annual, regular, and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to them, left at their residence or usual place of business, or sent by telephone or electronic mail, at least ten (10) days before the time of the meeting or, in the alternative by mail to their address as it shall appear on the records of the Corporation, at least fifteen (15) days before the time of the meeting. Unless the Bylaws or a resolution of the Board of Directors provides otherwise, the notice shall state the business to be transacted at or the purposes of any annual, regular, or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting

of the Board of Directors, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 4.11. *Action by Directors.*** Unless statute or the Charter or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

**SECTION 4.12. *Meeting by Conference Telephone.*** Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 4.13. *Compensation.*** No director of the Corporation shall receive compensation for their services as a director or officer, but may be reimbursed reasonable expenses as authorized by resolution.

## ARTICLE V.

### OFFICERS

**SECTION 5.01. *Executive and Other Officers.*** The Corporation shall have a President, a Secretary, and a Treasurer, who shall be the executive officers of the Corporation. Each shall be a director. It may also have one or more Vice-Presidents, assistant officers, and subordinate officers as may be established by the Board of Directors. A person may hold only one of the three offices prescribed herein, but may, in addition, hold additional subordinate offices, except for the President, who shall hold only one office.

**SECTION 5.03. *President.*** The President shall be the chief executive officer of the Corporation and shall have the duties of the Chair of the Board; they shall also be designated the Director of Referees; they may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, they shall perform all duties usually performed by a president of a corporation and chair of the board of directors. In addition, the President, or their designee, shall represent the Mid-Atlantic Rugby Referee Society to the United States of America Referees and Laws Committee. They shall appoint a Referee Development Officer and shall assign duties to that officer. They shall maintain a list of active, available referees, and determine the schedule of rugby matches in the territorial union. They shall appoint and preside over a Referee Evaluation and Development Committee as described in Article VI of these Bylaws. They shall be responsible for the timely and efficient communication of this information to union clubs and to Regular Members of the Society. They may, at their discretion, delegate responsibility for executing any decision of the Board of Directors to any Regular Member of the Corporation and they may appoint any Regular Member of the Corporation to serve in any administrative or executive capacity.

**SECTION 5.04. *Vice-Presidents.*** The Vice-President or Vice-Presidents, at the request of the chief executive officer or the President, or in the President's absence or during their inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice-President, the Board of Directors may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the chief executive officer, or the President may make such determination; otherwise any of the Vice-Presidents may perform any of such duties or exercise any of such functions. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

**SECTION 5.05. *Secretary.*** The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose; they shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; they shall be custodian of the records of the Corporation; they shall ensure that the Corporation newsletter is published regularly with content determined by the officers; they may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, they shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

**SECTION 5.06. *Treasurer.*** The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies, or other, depositories as shall, from time to time, be selected by the Board of Directors; they shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; they shall develop a proposed budget for the fiscal year of the Corporation; they shall preside at any meeting of the Board of Directors or Annual or Special Meeting at which the President does not attend; and, in general, they shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

**SECTION 5.07. *Assistant and Subordinate Officers.*** The assistant and subordinate officers of the Corporation are all officers below the office of Vice-President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

**SECTION 5.08. *Election, Tenure, and Removal of Officers.*** The Board of Directors shall elect the officers. If there is no agreement, then the Voting Members shall elect the officers. If there is no agreement, then a simple majority of the Board of Directors and the Voting Members shall elect the officers. The Board of Directors may from time to time authorize any committee or officer to appoint assistant and subordinate officers. The Officers shall serve terms of one year. All other officers shall be appointed to hold their offices, respectively, during the pleasure of the Board. The Board of Directors (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may remove an officer at any time. The removal of an officer does not prejudice any of their contract rights. The Board of Directors (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may fill a vacancy which occurs in any office for the unexpired portion of the term.

**SECTION 5.09. *Compensation.*** No officer of the Corporation shall receive compensation for their services as an officer, but may be reimbursed reasonable expenses as authorized by resolution.

## **ARTICLE VI. REFEREE EVALUATION AND DEVELOPMENT COMMITTEE**

**SECTION 6.01. *Referee Evaluation and Development Committee.*** The President shall appoint the Referee Development Officer from among the Regular Membership and who shall serve on, be Chair of and be responsible for administering the Referee Evaluation and Development Committee. They shall perform such other duties as may be assigned them by the Director of Referees or the Board of Directors.

**SECTION 6.02. *Composition.*** The Referee Evaluation and Development Committee shall consist of the Referee Development Officer, the Director of Referees, and such other Regular Members of the Corporation as may be appointed by the Board of Directors as Evaluators of Referees.

**SECTION 6.03. *Powers and Responsibilities.*** The Referee Evaluation and Development Committee shall train and promote referees and, in consultation with the Development Officer, assign referees to matches in the territorial union. The Committee shall be responsible for and report to the Board of Directors on strategies and actions to develop and improve the performance of the rugby union referees within its territorial jurisdiction, official referee evaluation, extra-territorial referee exchange evaluation and local union grading and promotion of active referees within the Corporation jurisdiction. The Committee shall advise and support the Director of Referees in the development and presentation of referee training to the Corporation. The Committee shall develop

and publish uniform criteria for the selection and promotion of referees and designate qualified referees for consideration for advancement to national union grade. The Committee shall recommend to the Director of Referees the territorial union grade for its referees, including those Members to be accorded a Presidential grade. The Committee shall also be responsible for communicating information regarding its functions to union clubs, union officers, Members and territorial and national union officers in a timely and efficient manner. In exercising its authority the Referee Evaluation and Development Committee shall, at all times, seek to advance the interests of its Members and to ensure that its Members are assigned to referee matches commensurate with their skill level.

## **ARTICLE VII. ADVISORY BOARD AND COMMITTEES**

**SECTION 7.01. *Advisory Board.*** From time to time, the Board of Directors may elect, by majority vote of all directors, an advisory board to serve at the pleasure of the Board of Directors. The individuals who are elected to serve on such advisory board may be selected from the Corporation's membership or from the public at large. The Advisory Board shall provide guidance to the Board of Directors regarding programs and related matters, and will meet on an ad hoc basis. Members of the Advisory Board may attend meetings of the Board of Directors but shall not have the right to vote on any matters which come before the Board.

**SECTION 7.03. *Committees.*** The Board of Directors may appoint from among its members an Executive Committee and other committees composed of two or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to amend the Bylaws. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 4.12.

## **ARTICLE VIII. FINANCE**

**SECTION 8.01. *Checks, Drafts, etc.*** All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the President, or by the Treasurer.

**SECTION 8.02. *Annual Statement of Affairs.*** There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Membership and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary bylaw adopted by the Board of Directors. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such statement.

**SECTION 8.03. *Fiscal Year.*** The fiscal year of the Corporation shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board of Directors.

## **ARTICLE IX. SUNDRY PROVISIONS**

**SECTION 9.01. *Books and Records.*** The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its members, its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of a Corporation may be in written form or in any other form which can be converted within a reasonable time into

written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the Corporation.

**SECTION 9.02. *Corporate Seal.*** The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word “Seal” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**SECTION 9.03. *Bonds.*** The Board of Directors may require any officer, agent, or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of their duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

**SECTION 9.04. *Voting upon Shares in Other Corporations.*** Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, a Vice-President, or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

**SECTION 9.05. *Notices.*** Any notice or other document which is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid. Unless otherwise indicated, any notice required by these Bylaws may be made in writing and delivered by mail, by facsimile transmission, or made by electronic mail.

**SECTION 9.06. *Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 9.07. *Conflict of Interest.*** In the event any director or officer of the Corporation is or may be an officer, director, stockholder, employee, or have a financial interest in a corporation or other organization with which this Corporation shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, they shall fully disclose such interest to the Board of Directors. After revealing any such interest, such director shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, or individual, shall be affected by the fact that the trustee or officer of this Corporation is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm’s length basis and is fair and reasonable to the Corporation.

**SECTION 9.08. *Amendments.*** Any and all provisions of these Bylaws may be altered or repealed and new bylaws may be adopted at any annual meeting of the members, or at any special meeting called for that purpose. Only the Voting Members of the Corporation, upon unanimous consent, shall have the power to alter, amend and repeal the Bylaws and to adopt new bylaws.

---

Director

---

Director

---

Director