

D) TITLE

- A) Our organization is the Findlay Rugby Football Club, Inc., known as the "CLUB."
- B) The CLUB's purpose is to support and improve Rugby Union Football.
- C) CLUB team names may include, but are not limited to: the "SCARS," "SCARLETS," or "FARTS."

II) NON PROFIT STATUS AND DISSOLUTION

- A) The CLUB is a non-profit organization. If the CLUB chooses to incorporate, it will do so through a majority vote at a properly convened meeting, under Ohio's laws as a non-profit corporation.
- B) In the event of the CLUB's dissolution and after clearing all debts, the assets will be distributed for exempt purposes under section 501(c)(3) of the Internal Revenue Code or future federal tax code sections. Alternatively, they may be given to the federal government, state, or local government for public use.
- C) The corporation's net earnings will not benefit its members, trustees, or officers, except for reasonable compensation for services. The corporation can make payments to further its 501(c)(3) purposes. The corporation will not engage significantly in propaganda, influencing legislation, or participating in political campaigns. Additionally, the corporation will not carry out activities not allowed for: (a) A tax-exempt corporation under 501(c)(3) of the Internal Revenue Code or future sections. (b) A corporation receiving tax-deductible contributions under section 170(c)(2) of the Internal Revenue Code or future sections.

D) MEMBERSHIP

- A) Membership in the CLUB is open to individuals aged 18 and older (or with written parental approval if under 18) upon payment of dues.
- B) Membership is granted without discrimination based on race, religion, national origin, or sex.
- C) All CLUB members are expected to uphold the values of Rugby Union Football and conduct themselves with sportsmanship and fairness both on and off the field. A disciplinary committee, consisting of the executive committee, handles disciplinary matters. This committee can hear cases brought by outside parties or the executive committee.
 - 1) The disciplinary committee decides disciplinary matters, including those off the field. It may choose to hear a case or not.
 - 2) When the disciplinary committee renders a decision, it provides specific findings of fact to support that decision.
 - 3) The disciplinary committee can impose sanctions like fines, service work assignments, suspension, expulsion, or other just sanctions.
 - 4) There's no specific time limit for initiating a disciplinary process, but there are time limits for appealing and concluding appeals.
 - 5) Members facing discipline have the opportunity to present evidence in their defense.

- 6) Disciplinary decisions by the disciplinary committee are independent and not affected by decisions from other disciplinary authorities.
- 7) All disciplinary decisions by the disciplinary committee are made by a majority vote.
- 8) Any disciplinary decision by the disciplinary committee is appealable as follows:
 - (a) The affected member must notify the president in writing of their intention to appeal within 30 days of the disciplinary committee's decision. The president must then convene a team meeting within 30 days of receiving the written notice.
 - (b) The disciplinary committee's decision remains in effect during the appeal process.
 - (c) The appeals meeting is held according to the Constitution, with the president presiding. The affected member can present their case and request a vote on their disciplinary sanction.
 - (d) The affected member has one vote per disciplinary sanction, and a 75% vote in their favor is required for a decision to pass.
 - (e) All eligible members present at the appeals meeting must vote, and there are no abstentions or remote voting.
 - (f) The disciplinary decision at the end of the appeal process is final and cannot be further appealed.
- D) Membership requires an application subject to approval by the Executive Committee, with the application's details determined by the Executive Committee.

II) MEMBERSHIP CLASSIFICATION AND VOTING

- A) To vote on Club issues, a person must be a current playing member (veteran/rookie) or a current non-playing member.
- B) Voting by members can be done remotely or in person, directly to the president, within 14 days of a proposal's release. No proxies are allowed for remote voting. The president confirms each member's identity, records votes, and maintains records.
- C) To be considered current, dues must be paid by the end of the season, either the day before the scheduled AGM or May 31 for Spring season, or the day before the scheduled AGM or October 31 for Fall season.
 - A) To be considered a current playing member (veteran or rookie), a person must do the following:
 - 1) Have all playing member dues paid that were voted on by the Club at last AGM.
 - 2) Have all USA Rugby CIPP dues paid.

- 3) If a person is missing any one of these criteria, then he or she is not considered an playing member and can't vote on any Club issues.
- B) To be considered a current non-playing member a person must do the following:
 - 1) Have all non-playing member Club dues paid that were voted on by the Club at the last AGM.
 - C) Both current playing and non-playing members can hold Club office positions and vote on Club issues.
 - D) Old timers can play after donating to the Club. They can't play in league games without CIPP. They can't vote or hold Club office.
 - E) All members have the right to vote at AGM and other meetings, or assign a proxy to vote on their behalf via a written proxy document signed by the President.
 - F) Proxies can be general (proxy grantee decides) or specific (proxy grantor specifies).
 - G) Proxies must be written and registered with the President at least 5 days before the meeting. The President verifies the proxy grantor's identity by signing the proxy document.
 - H) Proxies count for determining quorum but are not voted on at the beginning of a meeting.
 - I) A member can vote with a maximum of 4 or 10% of the paid FRFC membership at the time of the AGM, whichever is less.
 - J) Proxies can be withdrawn in writing to the President or if the proxy grantor attends the meeting.

- K) A proxy is only valid for items on the agenda, published at least 8 days in advance.
- L) Members attending a meeting can move to invalidate a proxy if two-thirds of members present vote against it.
- M) Additional proxy rules can be created by the executive committee.

III) DUES AND ASSESSMENTS

- A) Club dues for playing (veterans, rookies) and non-playing members are decided through votes at the Fall and Spring AGMs. Definitions:
 1. Playing member: A player with at least 1 year's experience or 2 seasons with the Club, or someone who declares as non-playing and plays in the same season.
 2. Rookie: A player with less than 1 year's experience or 2 seasons with the Club.
 3. Non-playing member: Someone not participating as a player.
- B) CIPP dues (Club and Individual Participating Program) are mandatory for each player and required by USA Rugby to play in the United States. Registration with the CLUB through USA Rugby (CIPP) requires CLUB membership.
- C) Players must pay their individual CIPP through www.usarugby.org following USA Rugby guidelines.
- D) Club dues cannot be used for individual CIPP dues unless there's an emergency situation for meeting league play criteria. In this case, Club funds can be used to pay individual CIPP dues.
- E) Members must declare their membership status (playing, non-playing, or hiatus) when the first dues payment for the season is due. The first payment, at least 50% of the owed amount, is due by April 1st (spring season) or September 1st (fall season). The remaining dues balance must be paid by May 1st (spring season) or October 1st (fall season). Failure to pay by these dates results in delinquency. Members can upgrade their dues status at any time by paying the new amount, but they cannot downgrade (e.g., playing to non-playing). Pre-paid members must declare their dues status by April 1st (spring) or September 1st (fall). Failure to declare results in "hiatus" status. Failure to declare for two consecutive seasons results in Club membership loss.
- F) Members who wish to suspend dues status and not accumulate back dues can declare dues hiatus.
- G) Memberships are non-transferable, and dues are non-refundable. The president and treasurer can waive or adjust dues payments in hardship situations.
- H) Club members present at a home game must pay a social fee, determined by the membership vote at the preceding AGM.
- I) Upon approval by the Executive Committee, members can apply the registration

costs of a USA Rugby-approved referee's or coach's course to their dues.

- J) If an AGM is not held as scheduled, the dues structure from the last AGM remains in effect until the next AGM reviews the dues.

IV) **EXPENDITURES**

- A) The treasurer is responsible for presenting a proposed budget at each AGM for the period until the next scheduled AGM. This budget, outlining projected revenues and expenditures, requires approval by a vote of the membership at that AGM. However, the Executive Committee can make changes to the proposed budget during the budgetary period with a majority vote.
- B) All expenses require proper documentation, such as receipts and invoices, to be submitted to either the treasurer or president.

V) **OFFICERS**

- A) The elected officers of the Club include the President, Vice-President, Treasurer, Member Representative, Match Secretary, Social Chairman, and Fields and Equipment Chairman.

- B) Duties of elected officers:

- 1. President

- (a) Official spokesperson for the Club.
- (b) Presides over Club meetings and ensures proper parliamentary procedure.
- (c) Represents the Club at union or sub-union meetings or appoints a representative.
- (d) Responsible for officer performance.
- (e) Handles proposed amendments to the constitution.
- (f) Appoints members to serve on committees.
- (g) Ensures compliance with the Club's constitution and bylaws.
- (h) Votes in officer elections and for amendments in case of a tie.
- (i) Manages the Club's finances in the treasurer's absence.
- (j) Shares lineup/match players' responsibility with the coach.

- 2. Vice-President

- (a) Presides over meetings and acts as president when the president can't fulfill duties.
- (b) Manages match reports and scheduled activities.

(c) Maintains copies of the constitution and club history.

3. Treasurer

(a) Collects dues and assessments.

(b) Manages the Club's financial accounts.

(c) Signs checks on the Club's bank account.

(d) Maintains financial records and reports to the Executive Committee.

(e) Submits a proposed budget at AGMs.

(f) Reports delinquent members before games/matches.

(g) Handles income and manages a special fund for club projects.

(h) Transfers a portion of fundraiser proceeds to the special fund.

(i) Requires majority member vote for withdrawals from the special fund.

(j) Accepts donations for the special fund.

4. Member Representative

(a) Represents and communicates members' concerns to the Executive Committee.

(b) Advocates for meritorious concerns regarding club issues.

5. Match Secretary

(a) Schedules games/matches and obtains approval.

(b) Publishes schedules and secures referees.

(c) Tracks match scores and player names.

(d) Reports tournament details and arranges participation.

(e) Collaborates with the vice president for media communication.

(f) Records and distributes meeting minutes.

6. Social Chairman

(a) Organizes social functions for the Club.

(b) Maintains lists of suitable establishments and hotels.

(c) Orders beverages and collects social fees.

(d) Presents a list of members who paid at AGMs.

(e) Fields and Equipment Chairman

(f) Procures and maintains rugby equipment.

(g) Arranges pitch preparation for matches and practices.

(h) Ensures proper ground maintenance.

8. In case an elected board member is also the team coach, they may need to recuse themselves from coaching-related matters and voting.

VI) TERM OF OFFICE

- A) Officers, including the President, Vice-President, Treasurer, Social Chair, Match Secretary, Field Manager, and Member Representative, will be elected by vote in accordance with this Constitution and serve 2-year terms unless their office becomes vacant.
 - 1. The Vice President, Treasurer, and Match Secretary will be elected at the AGM immediately following the Fall season in even-numbered calendar years.
 - 2. The President, Social Chair, Field Manager, and Member Representative will be elected at the AGM immediately following the Fall season in odd-numbered calendar years.
 - 3. For the AGM following the conclusion of the Fall 2018 season, the Vice President, Treasurer, and Match Secretary will be elected for 2-year terms. For the AGM following the Fall 2018 season, the President, Social Chair, Field Manager, and Member Representative will be elected for 1-year terms and then stand for election to 2-year terms at the AGM following the Fall 2019 season. This section of the Constitution will be voided at the AGM following the Fall 2019 season.
- B) Any vacated office will be filled by a qualified candidate selected by the President and approved by the remaining officers. The replacement officer will serve the remaining term of the original officer and can run for election at the next Fall AGM.
- C) [Reserved]

VII) ELECTION PROCEDURES

- A) The elected officers of the Club shall be selected each year and take office upon election.
- B) To be nominated for office, a member must have been in good standing during the previous playing season before the election.
- C) Elected officers are chosen by a majority vote of current members at a properly convened AGM. If no candidate receives a majority on the first ballot, the president, vice-president, and member representative will cast tie-breaking votes, as outlined in Section VII(B)(1)(k) of this constitution.
- D) Candidates for office can be nominated by:
 - (a) Submitting a signed statement of nomination or willingness to serve in a particular office to a member of the Executive Committee before the election.
 - (b) Making an oral statement of willingness to serve.
 - (c) Being orally nominated with a second from another member in good standing.
- E) A member in good standing can hold multiple offices only when there aren't enough members to fill vacant positions.

VIII) EXECUTIVE COMMITTEE

- A) The Executive Committee comprises all elected officers of the Club and holds ultimate responsibility for the Club's day-to-day business, administrative affairs, and decision-making, without requiring direct membership votes.

- B) The Executive Committee, with equal votes from its members, is responsible for interpreting this constitution.
- C) Minutes and accurate voting records are kept for all Executive Committee meetings.
- D) The Executive Committee may choose to defer certain issues to the Club's membership for determination through a vote as outlined in this constitution.
- E) The Executive Committee is responsible for securing coaches for the Club, including negotiations and compensation, on behalf of the Club.

IX) PLAYER MATCH SELECTION COMMITTEE

- A) For league games, only CIPP'ed members who have paid their playing or non-playing membership dues are eligible to play. This rule will be strictly enforced.
- B) Non-playing members can't participate in league games unless they CIPP and only after all playing members have been given the first opportunity to play. Non-playing members can participate in non-league or B games without CIPP'ing, but they must have made some form of monetary payment to the Club for membership.
- C) Old timers can't play unless they make a donation.
- D) Player selections for representing the Club in a match will be made by the president and coach, considering factors such as:
 - 1) Club dues (amounts paid);
 - 2) Attended previous away games;
 - 3) Player ability;

- 4) Attendance at practice for the week of match;
 - 5) Arrive 45 minutes prior to match time; and
 - 6) Number of years playing for FRC.
- E) Players who notify the coach or president a week in advance with a valid excuse (e.g., work, school, wedding) will be exempt from requirements 2 and 4.
 - F) Tournament selections will prioritize players who provide the best chance of winning the tournament. In the case of a tie or close call, the player with dues paid and the most active involvement with the Club will be chosen.

X) GENERAL MEETINGS

- A) There will be two Annual General Meetings (AGMs) each year, held within 45 days after the final game of the Fall and Spring seasons, and additional meetings as necessary.
- B) Special club meetings may be requested by the president or any club member, following the quorum guidelines outlined in Section XIII.
- C) Meetings will follow standard parliamentary procedure and include the following order of business:
 - 1) Roll call;
 - 2) Proxy Count and Any Challenges;
 - 3) Reading of minutes of previous general and Executive Committee meeting;
 - 4) Reports of officers;
 - 5) Report of committees;
 - 6) Constitution changes;
 - 7) Old business;
 - 8) New business;
 - 9) Set the new budget;
 - 10) Nominations and elections; and
 - 11) Adjournment.
- D) A majority of Club members in good standing can vote on any item at any time.

XI) QUORUM

- A) To conduct any voting at an AGM or club meeting, a quorum of one-half of all current active members, including both playing and non-playing members, must be present. Additionally, one-half of the Executive Committee (officers) must be in attendance. The presence of the president, vice-president, and member representative is also required.
- B) Executive Committee meetings must have at least three-fourths (3/4) of the officers present to be properly convened, with either the president or vice-president being one of the officers in attendance.

XII) EXECUTIVE COMMITTEE MEETING

- A) The Executive Committee, comprising all club officers, shall hold a required meeting or a phone conference before each fall and spring AGM meeting as convened by the president. The purpose of the meeting will be to discuss the previous ended season, any constitution proposals, and club goals. Additionally,

each officer shall make a brief report covering their activities since the previous meeting of the Executive Committee. The committee will also set up an agenda for the following AGM.

- B) Officers will meet once a month to go over the books, discuss club activities, recruitment, and new business.

XIII) UNION MEMBERSHIP

- A) The executive committee of the CLUB will make every effort to ensure that the CLUB maintains membership in an appropriate national and an appropriate local area union and their appropriate constituent bodies. Any change in affiliation or in the condition of participation therein shall be subject to the approval of a simple majority of the members present at a properly convened meeting under Article XIII of this Constitution.

XIV) AMENDMENTS

- A) Any member can petition for changes in the Constitution bylaws. When changes are suggested, they must be made available to all members for review before the AGM, where a discussion can be held regarding the proposed changes to the Constitution bylaws.
- B) Permanent Constitution bylaws can only be amended once a year at the end-of-calendar or Fall AGM.
- C) After the end-of-calendar AGM and during the duration of the following year, any member can propose an experimental trial bylaw.
- D) A club vote must take place (following constitution voting procedures) for an experimental bylaw to be implemented. At the next end-of-calendar year (fall) AGM, all pros and cons of any experimental bylaw will be discussed. After discussion, the experimental bylaw will be voted on. If the experimental bylaw passes, then it becomes a permanent amendment to the constitution. If the experimental bylaw fails, then it is dropped and no longer implemented as club policy.

XV) REMOVAL OF OFFICERS

- A) If any officers are not upholding their duties according to members' standards, not showing up to events, meetings, and disrupting the order within the club, etc., they can be voted out of office by a majority vote of the club. A new member will be appointed by the president to finish the term of office. At the next appropriate AGM, the vacated position will be voted on by club members.

XVI) CONFLICT OF INTEREST POLICY

- A) The Club shall have a written conflict of interest policy. Each officer, upon taking office, shall sign an acknowledgment of understanding/disclosure statement and receipt of the Club's conflict of interest policy, and the same shall be maintained with the records of the Club. The acknowledgment of understanding/disclosure statement shall set forth the duties which the officers owe to the CLUB (not the membership): the fiduciary duties of care, loyalty, compliance, and maintaining accounts.
- B) A potential conflict of interest exists if the private interests of an officer of the

Club, as indicated by that officer's disclosure statement or otherwise, might interfere with the public interests the officer is required to serve in the exercise of that officer's authority and duties as an officer of the Club.

- C) No officer of the Club, during the time period in which he or she is serving as an officer, may engage in, either directly or indirectly, any conflict of interest as between that officer's personal interests and the interests of the Club. Further, each Officer shall promptly inform the Club as to the existence of or even potential existence of any conflicts of interest, of which that officer is aware. Further, each officer agrees to disclose, to any outside parties, any facts or circumstances of which the officer is aware which might involve or give rise to a conflict of interest or even a potential conflict of interest.

amended: 2016_11_20_su

amended: 2017_12_02_sa

amended: 2018_12_09_su

amended: 2020_01_26_su (experimental by-laws added: 2019_08_04_su at Spring 2019 AGM and then experimental by-laws made permanent: 2020_01_26_su at Winter 2019 AGM.)

amended: 2022_06_10_fr at Winter 2021 AGM