

**BY-LAWS
OF
THE WAUBONSIE VALLEY RUGBY FOOTBALL CLUB, INC.
(AMENDED AND RESTATED AUGUST 10, 2011)**

**ARTICLE 1
Introduction**

Section 1: Name. The name of this organization shall be the Waubonsie Valley Rugby Football Club, Inc. (hereafter referred to as the "Club").

Section 2: Incorporation. The Club is incorporated as a not-for-profit organization with the State of Illinois.

Section 3: Purpose. The purpose of the Club is to promote, train, teach, and develop the sport of organized rugby among male students of Waubonsie Valley High School and neighboring high schools approved by the Club's Board of Directors. The Club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4: No Political or Legislative Activity. The Club shall not engage in any form of political or legislative activity.

Section 5: Scope of Competition. The teams of the Club may participate in high school rugby competitions at the local, regional, and national levels.

**ARTICLE 2
Membership**

Section 1: Members. The Club shall have three classes of membership:

a. **Player Members:** male students of Waubonsie Valley High School and other neighboring high schools approved by the Club's Board of Directors who play on teams of the Club.

b. **Administrative Members:** persons of at least 18 years of age who have been elected to serve on the Club's Board of Directors.

c. **Coaching Members:** persons of at least 18 years of age who have accepted coaching positions with the Club.

Section 2: Term of Player Membership. The term of player membership in the Club shall be one year. The Club's player membership year shall coincide with the membership year of USA Rugby.

Section 3: Requirements of Player Members. The following actions are required of Player Members:

- a. Pay membership dues as specified by the Club's Board of Directors.
- b. Register as a rugby player with USA Rugby and maintain membership in good standing.
- c. Execute all hold harmless agreements and other participation agreements specified by the Club and USA Rugby. (For a player under the age of 18, the player's parents or legal guardians must execute these agreements.)
- d. Provide personal contact/emergency information as specified by the Club's Board of Directors to facilitate the efficient and effective administration of the Club. (For a player under the age of 18, the player's parents or legal guardians must consent to the release of this information.)
- e. Maintain good academic and disciplinary standing with his school.
- f. Maintain good disciplinary standing with the Club.
- g. Attend Club practices and games to the maximum extent possible and exert maximum personal mental and physical effort during those activities. If a player must be absent from a practice or game, he should notify the appropriate member of the Coaching Staff as far in advance as possible.
- h. Wear all jerseys and equipment at practices and games that is required by the Coaching Staff. When physical contact between players is anticipated, a player will be required to wear a mouth guard.
- i. Participate in all Club fundraising activities.

The membership of Player Members who fail to comply with the requirement specified above is subject to suspension or termination by the Head Coach or the Club's Board of Directors.

Section 4: Membership Certificates. No membership certificates of the Club shall be required. However, the Club's Board of Directors may provide for the issuance of membership certificates evidencing membership in the Club. If so, the form of any certificates shall be specified by the Board of Directors.

Section 5: Transfer of Membership. Membership in the Club shall not be transferable or assignable.

ARTICLE 3

Governance

Section 1: Board of Directors. The Club shall have a Board of Directors (hereafter referred to as the "Board") consisting of the following:

- a. Director and Head Coach.
- b. Director(s) and Assistant Coach(es).
- c. Director and President.
- d. Director and Vice President.
- e. Director and Treasurer.
- f. Director and Secretary/Registrar.

General governing powers of the Club shall be vested in the Board.

Section 2: Term of the Board. The term of all Directors, except the Head Coach and the Assistant Coach(es), shall generally be one year. However, Directors shall serve until their successors are properly elected, until they resign, or until they are removed pursuant to Article 3, Section 13, whichever comes first.

Section 3: Election of the Board.

a. The Board of Directors, except for the Head Coach and the Assistant Coach(es), shall be elected at the Annual General Meeting of the Club. The Board of Directors shall be elected by a simple majority vote of the parents/legal guardians of the Player Members who attend the Annual General Meeting.

b. Notwithstanding Article 3, Section 3a above, the Directors for the period from the Club's incorporation (October 27, 2010) until its first Annual General Meeting (approximately June 2, 2011) shall be appointed by the Club's founding Board of Directors whose names appear at the end of these by-laws.

Section 4: Eligibility for Election to the Board. Any person of at least 18 years of age possessing good character and an interest in supporting the Club is eligible for election to the positions of President, Vice President, Treasurer, or Secretary/Registrar. However, it is anticipated that, in most cases, those elected to the aforementioned positions will be parents or legal guardians of current Player Members.

Section 5: Nominating Committee. At least one month prior to the Annual General Meeting, the Nominating Committee shall meet to formulate a slate of individuals to fill the positions of President, Vice President, Treasurer, and Secretary/Registrar. The committee shall place

individuals on the slate who have demonstrated the interest and skills to serve the Club effectively. One individual will be slated for each of the aforementioned positions. The Nominating Committee shall consist of the Head Coach, one Assistant Coach appointed by the Head Coach, and the outgoing President. If the outgoing President is interested in seeking another term, the Head Coach may appoint another person of at least 18 years of age to serve on the Nominating Committee.

Section 6: Action by the Board. Except as otherwise provided herein, the Board may act based upon a simple majority vote of a quorum of its members. Each Director shall have one vote in any one matter under consideration. The President may cast a vote for any matter under consideration. Actions of the board are final. However, all actions of the Board are subject to veto by the Head Coach.

Section 7: Quorum of the Board. A quorum of the Board shall consist of at least three of its members.

Section 8: Annual General Meeting. The President shall convene one general meeting of the Club each year. The primary purpose of this meeting shall be to elect the President, Vice President, Treasurer, and Secretary/Registrar for the coming year. If possible, the Annual General Meeting shall be conducted in conjunction with the Club's annual recognition banquet when the parents/legal guardians of Player Members are conveniently present. The outgoing President or another member of the Nominating Committee shall present the recommended slate of Directors to the parents/legal guardians of Player Members for consideration. Nominations may be made from the floor. The Secretary/Registrar shall announce the date, time, and location of the meeting to the parents/legal guardians of Player Members at least 14 days in advance by electronic or other appropriate means.

Section 9: Regular Business Meetings. Regular business meetings of the Board shall be held no less frequently than semi-annually at such dates, times, and locations as prescribed by the President. The Secretary/Registrar shall announce regular business meetings to the Board at least seven days in advance by electronic or other appropriate means.

Section 10: Special Business Meetings. Special business meetings of the Board may be called by the President or any other two Directors. The person(s) calling a special meeting shall prescribe the date, time, and location of the meeting. The Secretary/Registrar shall announce special business meetings to the Board at least three days in advance by electronic or other appropriate means.

Section 11: Remote Attendance at Business Meetings. Directors may participate in regular and special meetings of the Board through remote means, such as telephone conference or video conference. Participation in such meetings includes the right to vote.

Section 12: Compensation. Directors may not be compensated for their services to the Club. Directors are expected to serve based upon dedication to the Club and love for the sport of rugby. However, Directors may be reimbursed from Club funds for expenses that they incur in the course of discharging their duties. Expense reimbursements must be approved by the Board.

Section 13: Removal of Board Members. The President, Vice President, Treasurer, or Secretary/Registrar may be removed from office for cause based upon a two-thirds majority vote of the other Directors. Failure to reasonably discharge the duties of the office held or serious misconduct including, but not limited to, malfeasance in the conduct of Club business, shall constitute cause for removal.

Section 14: Vacancies on the Board. If a Director's position becomes vacant, the President shall appoint an individual to occupy the position concerned until the next Annual General Meeting. The President's appointment shall be subject to a simple majority vote of all remaining duly elected or appointed Directors.

ARTICLE 4 Officers

Duties of Officers. Directors, other than coaches, shall concurrently serve as Officers of the Club. The Officers of the Club shall be responsible for conducting the business operations of the Club. The duties of the Officers generally shall be as follows:

1. President.
 - a. Serve as the chief executive officer of the Club.
 - b. Preside at the General Annual Meeting of the Club.
 - c. Preside at all regular and special business meetings of the Board of Directors.
 - d. Generally supervise the business operations of the Club.
 - e. Supervise the work of the Vice President, Treasurer, and Secretary/Registrar.
 - f. Establish and appoint members to Parent Service Committees as necessary to assist in supporting the activities of the Club.
 - g. Appoint parents/legal guardians of Player Members or other responsible individuals to serve as members of Parent Service Committees.
 - h. Represent the Club in external activities and to outside organizations as requested by the Head Coach.
2. Vice President.
 - a. Assume the office of the President if that position becomes vacant.

- b. Act as President if the incumbent must be temporarily relieved of his duties due to illness or other special circumstances.
 - c. Assist the President in the discharge of his duties.
3. Treasurer.
- a. Serve as the chief financial officer of the Club.
 - b. Manage all financial affairs of the Club.
 - c. In consultation with the coaching staff, prepare an annual budget for the Club and submit it to Board of Directors for approval. The proposed budget should be submitted to Board of Directors for consideration not later than 30 days prior to the start of the new fiscal year.
 - d. Maintain the Club's books and records (accounting system).
 - e. Maintain the Club's bank account(s).
 - f. Collect membership dues and other amounts due to the Club.
 - g. Deposit monies received by the Club.
 - h. Pay all financial obligations of the Club from Club monies on deposit.
 - i. Prepare appropriate periodic financial statements and submit those statements to the Board so as to keep the Board apprised of the status of the Club's finances.
 - j. Submit required financial reports to governmental agencies.
4. Secretary/Registrar.
- a. Maintain the official records of the Club.
 - b. Take minutes at meetings of the Board.
 - c. Collect the personal/emergency contact information of Player Members, maintain the Club's database of Player Member information, and maintain the Club's roster of Player Members.
 - d. Maintain the Player Member contact information on the Club's communication server to facilitate communication within the Club.

- e. Monitor the player status of the Club's Player Members with USA Rugby. Provide the Head Coach with a roster of those individuals who are properly registered. Keep the Head Coach informed of membership status changes.
- f. Maintain a file of liability waivers of current Player Members.
- g. Receive correspondence on behalf of the Club.
- h. Respond to correspondence on behalf of the Club as directed by the Board.

ARTICLE 5

Parent Service Committees

Section 1: Establishment. Pursuant to Article 4, from time to time, the President may establish Parent Service Committees to assist in supporting the activities of the Club. The specific committees to be established shall be based upon the judgment of the Head Coach and the President. Potential functional purposes of Parent Service Committees may include, but not be limited to, annual banquet, community service, game day meals, field management, fundraising, program book, recruiting, trip/travel, and website/communications.

Section 2: Membership. The President may appoint parents or legal guardians of Player Members to Parent Service Committees. Also, the President may appoint to Parent Service Committees other persons of at least 18 years of age who possess good character and an interest in supporting the Club.

Section 3: Dissolution. The President shall dissolve any Parent Service Committee that either he or the Head Coach deems to be no longer required to support the Club.

ARTICLE 6

Coaching Staff

Section 1: Coaching Staff. The Club's Coaching Staff shall consist of a Head Coach and any number of Assistant Coaches as may be appointed by the Head Coach. Prior to assuming their duties, Coaches must possess the experience, skills, and character appropriate for coaching rugby at the high school level.

Section 2: Term of Coaches. Coaches shall serve for an indefinite term.

Section 3: Requirements of Coaches. The following actions are required of each Coach:

- a. Register as a rugby coach with USA Rugby and maintain membership in good standing.
- b. Maintain certifications appropriate for his assigned coaching role.

- c. Conduct training sessions in such a manner as to establish in Player Members a level of physical fitness appropriate to play the sport of rugby.
- d. Instruct Player Members in the skills and strategy necessary to properly play the sport of rugby.
- e. Employ coaching techniques that promote the development of individual Player Members and the Club as a whole.
- g. Conduct Club activities in such a manner that will reasonably minimize the risk of injuries to Player Members. For example, insist that every player wear a mouth guard during games and drills that involve physical contact.
- h. Promote good sportsmanship in the Club.
- i. Encourage Player Members to pursue academic excellence.

Section 4: Compensation. Coaches may not be compensated for their services to the Club. Coaches are expected to serve based upon dedication to the Club and love for the sport of rugby. However, Coaches may be reimbursed from Club funds for expenses that they incur in the course of discharging their duties. Expense reimbursements must be approved by the Board.

Section 5: Replacement of the Head Coach. The Head Coach shall appoint his successor. If the Head Coach declines or is unable to appoint a successor, the Board shall appoint a new Head Coach.

ARTICLE 7 Finance

Section 1: Fiscal Year. The fiscal year of the Club shall be July 1 through June 30.

Section 2: Not for Profit. The Club shall not be operated for profit. Rather, revenues shall be sought to approximately cover anticipated expenditures and provide a reasonable reserve for contingencies and cash flow requirements.

Section 3: Capital Stock and Dividends. The Club shall not issue capital stock or pay dividends to any person.

Section 4: Contracts. The Board may authorize any one of the Directors to execute a contract on behalf of the Club. Any such contract must advance the purpose and/or support the activities of the Club.

Section 5: Fundraising. The Club will pursue appropriate fundraising opportunities to the maximum extent reasonably possible so as to defray operating costs and minimize membership fees.

Section 6: Sponsorship Agreements. The Board may enter into sponsorship agreements provided that they promote a favorable image of the Club. Any sponsorship agreement must be approved by the Board.

Section 7: Dissolution of the Club. Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 8
Indemnification**

To the fullest extent permitted by law, the Club shall indemnify and advance and pay indemnification expenses of its Directors, Officers, employees, and agents; provided, however, that the individual seeking indemnification provide the Club with an undertaking which states that the individual shall immediately reimburse the Club for all payments or advancements if there be a finding that the individual engaged in self-dealing or gross misconduct.

**ARTICLE 9
Amending the By-Laws**

Any provision of these by-laws may be amended by a two-thirds majority vote of all duly elected or appointed Directors.

ARTICLE 10
Approval

Approved this 10th day of August, 2011 by the Club's Board of Directors.




Robert S. McNeel
Director and Head Coach



Bryce R. Elliott
Director and Assistant Coach



Jennifer Hart
Director and Assistant Coach



Brian W. Caputo
Director and President



Jeffrey G. Anderson
Director and Vice President



Weston Nicolls
Director and Treasurer



Heather Elliott
Director and Secretary/Registrar