**EXAMPLE Rugby Club Bylaws**

**A Florida not-for-profit corporation.**

*Adopted January 9, 2013*

**ARTICLE I - GENERAL**

Section 1. Name. The name of the corporation shall be “EXAMPLE” Club (hereinafter “Club”).

Section 2. Mission. The Club provides women of South Florida the opportunity to participate in club level rugby.

Section 3. Organization. The Club is organized exclusively for charitable and educational purposes and for the purpose of fostering amateur sports competition.

**ARTICLE II - MEMBERSHIP**

Section 1. Athlete Member. An Athlete Member is an individual who participates or competes in the sport of rugby and is in good standing as an individual member of the Club, Florida Rugby Union, and USA Rugby.

Section 2. Voting Rights. Each Athlete Member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Proxy voting is allowed.

Section 3. Meetings. An Annual Membership meeting will be held each December. In addition, Special Membership meetings may be called by the President or by written petition of at least thirty percent (30%) of Athlete Members. The purpose(s) of a Special Membership meeting shall be stated when the meeting is called, and action shall be limited to the purpose(s) so stated.

Section 4. Notice. Notice of Annual Membership and Special Membership meetings will be given by written notice via electronic mail and Facebook. In the event an Athlete Member does not have access to electronic mail, written notice will be sent via United States mail to the address provided to the Club. Written notice shall also be posted on the webpage. Such notice shall be given at least seven (7), but not more than thirty (30), days prior to such meeting. Notice of Special Membership meetings shall state the purpose(s) of such meeting.

Section 5. Quorum. The membership present at the Annual or Special Membership meeting will represent a quorum for any election.

Section 6. Special Members. The Board of Directors shall have the authority to create a special membership in the Club and to set the criteria therefore.

Section 7. Resignation of Membership. Any Athlete Member may resign by filing a written resignation with the Secretary of the Club and the head coach, but such resignation shall not relieve the Athlete Member of the obligation to pay any dues, assessments, or other charges theretofore accrued, and must be made thirty (30) days prior to their monthly fee obligation.

Section 8. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regular meeting of the Board of Directors, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period of thirty (30) days from the date the payment is due.

Section 9. Transfer of Membership. Membership in the Club is not transferable or assignable.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1. Directors.

1.The governing body of the Club shall be the Board of Directors, which shall consist of seven Directors. The Board may from time to time add another Director position. Additional Director positions shall only be added by the unanimous consent of the Board of Directors.

2.The following officers shall comprise the Board: President, Vice President, Secretary, Match Secretary, Treasurer, Social Director and Alumni Director. Board positions are for a one-year term.

3. All Board members will have one vote in matters presented to the Board for a vote; in the event of tie, the Coach may asked to vote to settle the matter.

Section 2. Duties and Powers. The Board of Directors shall supervise the affairs of the Club. The Board shall be responsible for the business affairs of the Club including, but not limited to, establishing Codes of Conduct and other rules and regulations affecting the affairs and activities of the Club, fund raising, social activities, establishment of dues and fees structure. The Board will also be responsible for hiring/terminating a coaching staff.

Section 3. Committees. The Board of Directors may, by resolution, designate other individuals and/or committees as may be deemed appropriate to transact/conduct the business of the Club. The functions and responsibilities of any such individuals and/or committee(s) shall be specified in the appropriate resolution; provided that the authority of any such committee shall not supersede or replace the authority of the Board in the management of the affairs of the Club.

Section 4. Meetings. The Board of Directors will meet at least once in each quarter, but more frequently if required. The meetings will be called by the President or by a majority of the Directors. The agenda for regular meetings will be published 24 hours prior to the meeting. If an emergency meeting needs to be called, the person(s) calling the meeting shall give at least twenty-four (24) hours’ notice to the Directors. Directors may be given notice either orally or in writing. Attendance at a meeting shall constitute waiver of notice of such meeting except where a Director attends such meeting for the purpose of objecting to the transaction of business on the grounds that such meeting is not lawfully called or convened. Notice of any meeting of Directors should specify the business to be transacted or the purpose of such meeting. Any Director or officer who, following proper notice, fails to attend two consecutive meetings without just cause may be removed by a three-fourths (3/4) vote of the remaining Directors. The Board shall welcome to its meetings the Athlete Members and any other interested parties. Guests shall be allowed to speak by being placed on the agenda in advance of the meeting or at the discretion of the President. Notwithstanding the above, the Board may meet in executive session without notice to the Members when requested by a majority of the Directors or to discuss personnel matters. The minutes of said meeting should designate the meeting as an Executive Session of the Board of Directors.

Section 6. Quorum. A simple majority of the Board members present shall constitute a quorum. Directors not present at the meeting may give their proxy to another Board member, either verbally or in writing, with notice to the President if they are unable to attend a meeting. The Board of Directors may call a vote via electronic mail if unable to assemble and the transaction of business is required. A quorum for electronic mail voting purposes will be in effect after all directors have been notified and cast their vote. The Secretary will place the mention of each electronic mail vote and its results in the minutes of the next official Board Meeting.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director so elected shall serve the unexpired term of the replaced Director.

Section 8. Compensation. Directors shall not receive any compensation for serving in such capacity. Directors are not precluded from serving the Club in any other capacity and receiving compensation for such other services.

**ARTICLE IV - ELECTION OF OFFICERS AND AT-LARGE DIRECTORS**

Section 1. Nomination. Nominations will be accepted in advance of the meeting by the Secretary or from the floor.

Section 2. Election. New Directors will be elected at the Annual Membership Meeting by a simple majority of the votes cast.

Section 3. Term. The term of office for Directors shall be one (1) years. The term of office shall begin the first of January the year after the election.

Section 5. Removal. A Director who fails to attend two consecutive meetings without just cause may be removed from her position. Any Director may be removed by the Members by a majority vote at a Special Membership meeting whenever in their judgment the best interests of the Club will be served thereby.

**ARTICLE V - DUTIES OF OFFICERS AND DIRECTORS**

Section 1. President. The president is the principle executive officer of the Club and will be responsible for the supervision of all affairs of the corporation. The President shall preside at all regularly called Board of Director meetings and business meetings, Annual and Special Membership meetings, and be responsible for the preparation and posting of agendas for such meetings. The President may sign, with the Treasurer, Secretary, or any other proper officer of the Club Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except those acts which require the signature of some other Officer or Director. The President shall perform all duties incident to the office of President and such other duties set forth by the Board of Directors from time to time. The President shall also act as a principal liaison between the Club, Florida Rugby Union, USA Rugby, local communities, corporations and other not-for-profit entities.

Section 2. Vice-President. The Vice-President shall be responsible for overseeing the completion of match rosters and score reporting. The Vice President will conduct all official correspondence and give all notices required by law and these by-laws.

Section 3. Secretary. The Secretary is responsible for taking minutes of all meetings, Facebook communication, and social media.

Section 4. Treasurer. The Treasurer is the principal financial officer of the Club and shall specifically supervise the financial affairs of the corporation including, but not limited to, collection of Athlete Member dues and Annual Budget. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws. The Treasurer shall only disburse funds specifically authorized by a motion of the Board of Directors or which is allowable within the confines of the Board approved Annual Budget. In the event a proposed expenditure exceeds the Club budget for such expense, the Treasurer shall obtain Board approval before disbursing the funds The Treasurer shall prepare or have prepared financial reports at least quarterly listing the current budget variances by line item. She shall prepare or have prepared the necessary documentation for the filing of the Club's annual Federal Income Tax as well as all other forms due local, state and federal tax authorities. She shall arrange for an annual audit, if directed by the Board, and report the results of the audit to the Board. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as set forth by the Board of Directors from time to time. The Treasurer shall also be the custodian of all Club financial records.

Section 5. Match Secretary. The Match Secretary shall keep the minutes of the meetings of the Membership and of the Board of Directors in one or more books designated for that purpose, and plan all matches, matrix or otherwise, for the Club. The Match Secretary shall maintain USA Rugby club/team registration and the roster of Athlete Members as required by USA Rugby.

Section 6. Social Director. The Social Director shall be responsible for planning post-match socials and fundraising events to benefit the Club.

Section 7. Alumni Director. The Alumni Director shall be responsible for engaging alumni for social and fundraising activities to benefit the Club.

**ARTICLE VI - AMENDMENT OF BYLAWS**

Section 1. Amendment of Bylaws. These Bylaws may be amended at any Annual or Special membership meeting by a two-thirds (2/3) vote of the members present, provided notice of the amendment has been given to the members via electronic mail at least seven (7) business days prior to such meeting. Membership at the meeting shall represent a quorum.