

CONSTITUTION AND BY-LAWS
OF THE
FLORIDA RUGBY UNION, INC.

a TAX-EXEMPT CORPORATION OF THE STATE OF FLORIDA,
doing business as

FLORIDA RUGBY UNION

PREAMBLE

The FLORIDA RUGBY UNION (FRU) organizes, administers, controls, regulates, improves, teaches and fosters the growth and maintains the standards of the game of Rugby Union Football for the clubs that are its members within the geographic area its members agree. It shall represent its members before other official administrative bodies of rugby on a regional, national or international level (including, the International Rugby Board [the “IRB”] and USA Rugby [“USAR”]), and shall organize, control and administer rugby games between regional bodies and visiting clubs as necessary. The Florida Rugby Union is a member of USAR and is a so-called Geographic Union within the USAR administrative structure.

The FLORIDA RUGBY UNION will have exclusive jurisdiction over its members in matters pertaining to the administration of Rugby Union Football.

The FLORIDA RUGBY UNION exists to preserve, protect, and foster the game of Rugby Union Football for its participants.

ARTICLE I: NAME

1.01. NAME. The name of the corporation shall be FLORIDA RUGBY UNION. The corporation is hereinafter called the “Union” or this “Union.”

1.02. GENDER. For purposes of simplicity, the feminine form as used below shall also include the masculine.

1.03. JURISDICTION. The jurisdiction is rugby clubs in the state of Florida and areas adjacent thereto where reasons of geography and the needs of the game of justify the extension of the Union’s jurisdiction.

1.04. PURPOSE. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the specific purposes of the corporation are (i) to coordinate, administer, promote, and encourage national amateur competition in the sport of Rugby Union in the state of Florida; (ii) to support and develop amateur athletes for national competition in the sport of Rugby Union; (iii) to foster productive working relationships among organizations active in the sport of Rugby Union; (iv) to promote and encourage physical fitness and public participation in the sport of Rugby Union; (v) to carry on other charitable activities associated with these purposes as allowed by law; and to (vi) to represent the interests of its members to governing bodies with given jurisdiction over the Corporation. In furtherance of the foregoing purposes, this corporation shall be organized and operated primarily to conduct or support rugby competition and to support or develop amateur rugby athletes for national or international competition within the meaning of section 501(j)(2) or the Internal Revenue Code of 1986, as amended.

1.05. ASSETS. This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(4).

1.06. NONPROFIT ORGANIZATION. This Union is a nonprofit organization and no remuneration shall be paid to any "Officer" or member of the "Executive Committee" (as such terms are hereinafter defined) except for authorized expenses incurred in the performance of their duties. Said Corporation is organized exclusively for charitable, educational, and amateur athletic purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To have in furtherance of its not-for-profit purposes all of the powers conferred upon corporations under the Florida Non-Profit Corporation Act (the "Act"), subject to the limitations contained in its Articles of Incorporation, these Bylaws and/or in other applicable Florida laws;

ARTICLE II: OFFICES

2.01 PRINCIPAL OFFICE. The principal office of the Corporation for the transaction of its business is, and shall be, located in the State of Florida.

2.02 CHANGE OF ADDRESS.

- a. The Corporation's principal office shall not be changed from the State of Florida.
- b. The FRU Executive Committee (as hereinafter defined) may change the principal office from one location to another within the State of Florida by registering a change of address with the Corporations Division of the Florida Secretary of State.

2.03 OTHER OFFICES. The Corporation may also have offices at such other place within or without the State of Florida where it is qualified to do business as the FRU Executive Committee may, from time to time, designate.

2.04 POST OFFICE BOX. A box office box shall be maintained by the Corporation for the conduct of FRU business. The currently-elected President and Treasurer shall hold a key and all other access shall be at the President's discretion and responsibility.

ARTICLE III MEMBERS

3.01 MEMBERS. The "members" of this Union shall be persons, organizations or business entities as listed below:

a. **Full Members.** All rugby clubs within the jurisdiction of the Union that have been elected to membership in the Union as provided in this Constitution and By-Laws (these "By-Laws") shall be full members, with all rights and privileges of membership.

All clubs that are regular members of The Florida Rugby Union, the Union's predecessors, as of the day of the adoption of these By-Laws are automatically full members of the Union.

Following the adoption of these By-Laws, additional member clubs shall be elected to the Union by a majority of full members at a general meeting upon nomination by a member club and a second by another member club. By terms of the motion made and seconded for membership, clubs may be admitted for membership on a probationary basis for one (1) year. Clubs admitted on a probationary basis have all of the rights and obligations of non-probationary members; however, the "Executive Committee" (as hereinafter defined) may suspend any probationary club if the Executive Committee determines that (i) the probationary club is unable or unwilling to conform to the rules and regulations of the Union, (ii) the continued participation of the probationary club in Union affairs presents a danger to other member clubs, and (iii) the continued participation of the probationary club represents an unacceptable liability to the Union or threatens the integrity of the Union or the game of Rugby Union Football. Probationary clubs may be admitted to non-probationary membership status after one (1) year of probationary status upon a simple majority vote of the members upon a motion made and seconded by member clubs at an Annual General Meeting of the members.

In order to maintain membership in the Union, each member club must pay its annual Union dues.

The Florida Rugby Referees Society (FRRS) shall also be a full member, although it does not pay annual dues.

b. Collegiate-in-Conference Associate Members (referred to as Associate Members). Associate Members are member clubs that are geographically located within or are within close geographic proximity to the Florida Rugby Union that are members of a USAR sanctioned collegiate conference (normally college teams that play within the Union but advance to national competition in a structure outside that designated by the Union). Associate Members utilize the resources of the Union, such as the referees and local state tournaments, but have no voting rights in the FRU. Associate members shall be elected to the Union by a majority of full members at a general meeting upon nomination by a member club and a second by another member club. By terms of the motion made and seconded for membership, clubs may be admitted for associate membership on a probationary basis for one (1) year. Clubs admitted on a probationary basis have all of the rights and obligations of non-probationary associate members; however, the “Executive Committee” (as hereinafter defined) may suspend any probationary club if the Executive Committee determines that (i) the probationary club is unable or unwilling to conform to the rules and regulations of the Union, (ii) the continued participation of the probationary club in Union affairs presents a danger to other member clubs, and (iii) the continued participation of the probationary club represents an unacceptable liability to the Union or threatens the integrity of the Union or the game of Rugby Union Football. Probationary clubs may be admitted to non-probationary associate membership status after one (1) year of probationary status upon a simple majority vote of the members upon a motion made and seconded by member clubs at an Annual General Meeting of the members.

In order to maintain membership in the Union, each associate member club must pay its annual Union dues.

c. Honorary Members. “Honorary Members” shall be any persons the Union desires to honor. These members are elected by a majority of the full members. Honorary Members do not have a vote in Union matters and they do not pay dues.

d. Patron Members. “Patron Members” are persons interested in encouraging the growth of Rugby Union Football in _Florida who contribute set dues. These members are elected by the Executive Committee of the Union, which may determine the terms and conditions of such patron membership, including dues; however, Patron Members do not have a vote in Union matters.

e. Special Members. “Special Members” are organizations that are affiliated with the Union in an administrative relationship whose characteristics are not covered in other specific membership categories. This class of membership does not vote in Union matters unless specifically authorized by the Union membership. Special Members may be created from time to time by Executive Committee.

3.02.VOTING MEMBERS. Each full member has one vote at any Union meeting and shall be represented at any meeting by no more than two persons. Honorary, Patron, and Special Members are always welcome at Union meetings and may join in any discussion, at the discretion of the chair; however, they

have no vote in Union matters. No restriction shall be imposed on any member by virtue of race, creed, color, sex, national origin, religion or sexual orientation. In order to vote, a member must have no Union financial obligation against them. In addition, a club on a disciplinary suspension may not vote

3.03 ADMISSIONS. Any association, corporation, organization, or individual meeting the qualifications for any one of the classes of membership may make application to the FRU. Approval by an affirmative vote of at least two-thirds (2/3) of the Regular Members will elect an applicant to membership.

3.04 MEMBERS IN GOOD STANDING. In order to participate fully in the FRU, including but not limited to voting rights, a club must be in "Good Standing". To be considered in Good Standing a Member must meet the following criteria:

a. Member must have no financial obligation against them. Financial obligations include, but are not limited to, dues (FRU, USARFU, or any territorial union with jurisdiction over the FRU), referee fees, clinic fees for coaches and referees paid for by the Member, tournament fees, and. Financial obligations must be paid in full. As an alternative, partial payment and a written payment schedule approved by the Executive Committee and implemented by the Treasurer on a case-by-case basis may be acceptable for the fulfillment of financial obligations.

b. Clubs must be CIPP registered with USAR.

c. Collegiate and high school Members are duly recognized and in good standing with their sponsoring schools. Collegiate Members losing school sponsorship may apply to the FRU for transfer into the lowest senior division appropriate.

d. The minimum requirement for a club in good standing is 15 USAR registered members including a USAR certified and registered coach. In the case of clubs that play 7s only, these clubs must have at least 10 CIPP registered members including a USAR certified and registered coach.

3.05 VOLUNTARY WITHDRAWAL. Any Member may withdraw from the Corporation by written notice of withdrawal to the President or Secretary of the FRU. The withdrawing Member shall be liable for all financial obligations to the FRU through the then current calendar year. All rights of a Member in the Corporation shall cease on delivery of the written notice of withdrawal of the membership to the President or Secretary of the FRU as herein provided.

3.07 TERMINATION AND LOSS OF MEMBERSHIP. The membership in the FRU of any Member will terminate upon (i) its ceasing to satisfy the requirements of its class under Article III, Section 3.02, (ii) upon the vote of three-fourths of the Board of Directors present at an duly constituted meeting of the Board of Directors without cause, or (iii) upon the adoption of a resolution by a majority vote of the Board of Directors terminating the membership for cause, including, but not limited to, a Member who is more than one year in arrears on any payment or expense owed to the Corporation or a Member who fails to abide by the Articles of Incorporation, Bylaws, or other rules or regulations of the Corporation. All rights of a Member in the Corporation shall cease on termination of the membership as herein

provided. Decisions of the Executive Committee made under this Section 3.07 concerning loss of membership may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

ARTICLE IV: BOARD OF DIRECTORS

4.01 POWERS. The activities, affairs, and property of the FRU will be managed, directed, and controlled by the Board of Directors, except as otherwise provided by statute or by these Bylaws.

4.02 COMPOSITION. The Board of Directors shall be composed of one authorized representative from each Member of the FRU entitled to vote (each a "Director") plus the voting members of the Executive Committee. Each Director has one vote on any given voting matter, except as otherwise provided by statute or by these Bylaws. In the event an authorized Director from a Member is elected to the Executive Committee, the Member will be entitled to representation by an authorized replacement Director. Under no circumstances may one person or Director cast more than one vote. Each Executive Committee member shall have one vote as a Director on the Board of Directors except for cases of non-voting members of the Executive Committee.

4.03 The Board of Directors may appoint a Geographic Union Administrative Director (the "GU-AD") to assist the Union in the administration of its affairs; however, the Board of Director, not the GU-AD, is responsible for the conduct of the Union's affairs. The GU-AD is not a member of the Board of Directors.

ARTICLE V MEETINGS OF MEMBERS

5.01 PLACE OF MEETINGS. Meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place or places within or without the State of Florida as may be designated by the Executive Committee. All Members of the FRU shall be entitled to attend such meetings of the Board of Directors regardless of whether such Members has voting rights, but such right to attend shall not be implied to give such Member any right to vote. When technologically possible, if a Member cannot physically attend the meeting but can participate via video conference, this will Member will be consider to be "in attendance".

5.02 ANNUAL GENERAL MEETING. The Union will hold an "Annual General Meeting" each year. The Annual General Meeting will be held on a Saturday or Sunday during the month[s] of August or September (set at first weekend in August unless other notification is given as defined hereinafter). Each Director entitled to vote may cast one vote by written or oral ballot, as the case may be, for each matter called to vote.

At the Annual General Meeting (and in this order-order revised and voted on at 2019 AGM):

1. The "President" (as hereinafter defined) will report on the affairs of the Union during the period since the last Annual General Meeting;

2. The "Treasurer" (as hereinafter defined) will report on the financial affairs of the Union during the period since the last Annual General Meeting;
3. The Union shall address the budget related to upcoming year (see role of Officers in setting budget in Article 6)
4. The members will consider any applications for Union membership by new clubs, which consideration shall be subject to the provisions of Section 2.01(a) hereof;
5. The Union members shall elect the Union Officers for the coming year;
6. The Union shall consider any new business (including agenda items submitted by members).
7. The Union shall address any scheduling issues related to upcoming year, as a whole group or through subcommittee meetings organized by divisions
8. Meeting Close

Items for the Annual General Meeting agenda submitted by members must be submitted by members in writing to the Executive Committee no later than 30 days prior to the meeting.

5.03 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called by any group comprised of at least twenty-five percent (25%) of the Directors the Board of Directors or the President of the Corporation, for specific and notified purposes.

5.04 NOTICE. Notice of each annual meeting of the Board of Directors will be emailed to each Director at the address recorded in the FRU records and will be published on the Union website. The AGM date will be announced to the Union at least 45 days prior to the date of the meeting. Notice of the place and hour and agenda of any Union meeting shall be sent to each member not less than twenty-one (21) days before the meeting. In the case of a special meeting of the Board of Directors pursuant to Article V, Section 5.03 above, at least fourteen (14) calendar days notice shall be given

5.05 QUORUM. Except when required by law or except as hereinafter provided, the presence at any meeting of the Board of Directors of not less than fifty percent (50%) plus one of the Directors will be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, Directors present may adjourn the meeting without setting a future date for resumption.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the subsequent loss of a quorum, provided that any action taken is approved by full members present equal to a majority of a quorum.

At any time during a meeting, a simple majority of the members present may pass a motion to adjourn. Proxies and proxy votes are not permitted in the Union.

5.06 ACTION WITHOUT MEETING. Any action required or permitted to be taken, at any meeting of the Board of Directors or of the Executive Committee, may be taken without a meeting, if prior to that

action, written consent is signed or electronically transmitted by all those entitled to vote, and is filed with the minutes of such meeting.

ARTICLE VI: OFFICERS

6.01 NUMBER AND QUALIFICATIONS. The Officers of the Corporation shall consist of the President, Secretary, Treasurer, Vice-President Men's Rugby, Vice-President Women's Rugby, Vice-President Collegiate Rugby, and Referees Director (the "Officers"). Each Officer shall be a resident of the State of Florida, be at least twenty-one (21) years of age, and be CIPP compliant. Each Officer shall hold office for two (2) years or until death, resignation, or removal hereunder. The President of the Florida Youth Rugby Union will participate in Executive Committee meetings but will not be a voting member of the Executive Committee. Additional officer positions may be established at the Annual General Meeting as needed by a vote of a two-thirds of members voting. All of the Officer positions are elected in accordance with Section 6.02 hereof.

6.02 ELECTION OF OFFICERS. The Executive Committee may propose a slate of candidates for all or certain of the elected Officer positions (each, an "Office"), which slate shall be included in the notice of the Annual General Meeting.

Full members may nominate candidates for any Office by written notice to the Executive Committee no later than the 30 days before the subject Annual General Meeting and any such nominations shall be listed in the agenda published for the Annual General Meeting. Nominations for such Office may also be made at the meeting if a nomination is supported by two Members present.

The President, Secretary, and Treasurer shall be elected by all Directors of the Board of Directors. The Vice-President Men's Rugby shall be elected by all Directors representing men's senior rugby football clubs. The Vice-President Women's Rugby shall be elected by all Directors representing women's senior rugby football clubs. The Vice-President Collegiate Rugby shall be elected by all Directors representing men's and women's collegiate rugby full member and associate member clubs. An Officer is elected if she receives a simple majority of the votes cast. If there are multiple candidates and no candidate receives a simple majority of the votes cast, the candidate receiving the fewest votes is eliminated and another vote is held. This process continues until a candidate receives a simple majority of the votes cast.

All ballots shall be secret unless this is waived by a simple majority of the members present.

An Officer takes her Office immediately upon the conclusion of the Annual General Meeting.

In case of the absence or disability of the President, such vacancy shall be filled by a majority vote of the Executive Committee for the remainder of the presidential term.

6.03 RESIGNATION. Any Officer may resign at any time by delivering a written letter of resignation to the President or Secretary. Unless otherwise stated therein, such resignation shall take effect on delivery.

6.04 REMOVAL. Any Officer may be removed by a simple majority of the votes cast at a Union meeting, providing a quorum is present and notice of this action has been given under 5.04. An officer may be removed by a voting majority of the EC if they fail to attend more than 3 consecutive officer meetings (2019 AGM)

6.05. SUSPENSION OF AN OFFICER. Any Officer convicted of a felony shall be automatically suspended. Any Officer may be suspended by a majority vote of the Executive Committee upon a finding by such majority of the Executive Committee that (i) the Officer in question has, or is, acting in a manner contrary to these By-Laws and (ii) the immediate suspension of the Officer is needed to prevent injury to the Union. Suspension of an Officer, other upon conviction of a felony, may be reversed with the vote of a simple majority of the members present at any meeting of the members.

6.06 VACANCIES. Any vacant elected Office (other than the Executive Director-Referees) shall be filled by a simple majority of the votes cast of the Executive Committee, subject to confirmation at the next general meeting of the Union.

6.07 POWERS AND DUTIES. The Officers of the FRU have the powers and duties, except as modified by the Board of Directors, as generally pertain to their respective offices, and any other powers and duties as may be delegated by the Board of Directors. The Officers shall set the budget each year within 10% of the previous year's approved budget and budget items. Any additional changes to the budget will require a vote of the Members.

The powers and duties of the Officers of the FRU are as follows:

A. PRESIDENT. The President shall organize and chair Union and Executive Committee meetings, control the day-to-day business affairs of the Corporation , and administer the activities of the other officers and committees of the Union. She shall encourage membership in the Union, and with the help of the members shall determine the Union objectives and work toward their achievement. The President shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) presiding over all meetings of the Board of Directors and Executive Committee, unless the presidency is vacant, in which case the Board of Directors shall designate a person to preside, (2) representing the best interests of the Union , its Members, and its individuals therein, and of Rugby Union Football in general to the USARU and any governing body with jurisdiction over the FRU, (3) causing all orders and resolutions of the Board of Directors and Executive Committee to be carried into effect, and (4) executing any contract or other instrument authorized by the Board of Directors and the Executive Committee, provided, however, that any aforementioned instrument or contract which causes financial indebtedness of the Corporation to any third party must have written approval in advance of the Treasurer.

B. SECRETARY. The Secretary shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to,

(1) custody of the records and documents of the FRU,

- (2) causing all notices to be given in accordance with provisions of the Bylaws or by law,
- (3) prepare the agenda for Union and Executive Committee meetings (although the President may elect to have another Officer, including the President, to do so from time to time), keep the minutes of meetings, and publish them
- (4) responsibility for all inter and intra FRU correspondence and communications, and
- (5) compile, maintain and publish the Union membership directory. She shall correspond with other unions to mutual advantage
- (6) counsel the Union and its committees on rules and procedure and ensure that these are followed.

C. TREASURER. The Treasurer shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) having care, custody, and control of the funds, securities, and financial records of the Corporation, (2) depositing all moneys involved with the FRU in banks, trust companies, or other depositories as may be designated by the Board of Directors, (3) having charge of the disbursement of the funds of the Corporation accordance with the directions of the Board of Directors, (4) keeping correct and complete records of account, including a record of receipts and disbursements of the Corporation, (5) rendering to the Board of Directors a report of the financial conditions and operations of the Corporation, and (6) preparing a budget for adoption at the annual general meeting of the Board of Directors.

D. VICE-PRESIDENT MEN'S RUGBY. The Vice-President Men's Rugby shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) being the primary person of contact for all men's senior rugby football clubs in the FRU or those touring within the FRU, (2) organizing and coordinating league fixtures, playoffs, championships, and tournaments within all divisions of men's rugby football in the FRU (3) organizing and coordinating select sides, (4) establishing such subordinate personnel as needed by the Vice-President Men's Rugby to perform all duties incident to such office with the consent of the President. "Men's Rugby" consists of all member clubs that play:

1. Men's USAR Division 1 Senior Club Rugby;
2. Men's USAR Division 2 Senior Club;
3. Men's USAR Division 3 Senior Clubs;

E. VICE-PRESIDENT WOMEN'S RUGBY. The Vice-President Women's Rugby shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) being the primary person of contact for all women's senior rugby football clubs in the FRU or those touring within the FRU, (2) organizing and coordinating league

fixtures, playoffs, championships, and tournaments within all divisions of women's senior rugby football in the FRU (3) organizing and coordinating select sides, (4) establishing such subordinate personnel as needed by the Vice-President Women's Rugby to perform all duties incident to such office with the consent of the President. Women's Rugby" consists of all member clubs that play:

1. Women's USAR Division 1 Senior Club Rugby;
2. Women's USAR Division 2 Senior Club;

F. VICE PRESIDENT COLLEGIATE RUGBY. The Vice-President Collegiate Rugby shall perform all duties incident to such office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to, (1) being the primary person of contact for all men's and women's collegiate rugby football clubs in the FRU or those touring within the FRU, (2) organizing and coordinating league fixtures, playoffs, championships, and tournaments within all divisions of men's and women's collegiate rugby football in the FRU (3) organizing and coordinating select sides, (4) establishing such subordinate personnel as needed by the Vice-President Collegiate Rugby to perform all duties incident to such office with the consent of the President.

Collegiate Rugby consists of all member clubs that play in a college division and are not members of another USAR conference.

G. Referees Director shall perform all duties incident to the office and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these by-laws, or which may be prescribed from time to time by the Board of Directors, including, but not limited to 1. advocating for referees interests and serving as the primary contact for referees in the state 2. appointing referees to all matches and tournaments in the state 3. developing and coaching new and existing referees through certification courses and continuing education 4. developing an annual budget for the board 5. attending the FRU AGM and FRU executive board meetings and 6. Establishing subordinate personnel as needed to perform these duties incident to the office such as a development officer, chair of appointments, etc. The referees director will vote on the FRU annual budget and serve as a tie-breaking vote on any matters in which the other members of the board have a split vote. The referees director will be the President of Florida Rugby Referees Association, which the RD must also a member in good standing in order to be nominated. If the President is unable to serve on the FRU board, then the members of the FRRA will nominate a new representative to serve in this role.

6.7 SUBORDINATE OFFICERS. The Corporation shall also have a Disciplinary Chairman, Director of Public Relations and Marketing, Referee Chairman, and Sponsorship Director, and such other officers as needed in the discretion of the Executive Committee to be appointed by a majority vote of the Executive Committee upon the nomination of the President. The duties and powers of FRU officers, other than the Officers, shall be delegated at the discretion of the Executive Committee.

ARTICLE VII: COMMITTEES

7.01 EXECUTIVE COMMITTEE. The Officers shall constitute the Executive Committee of the FRU (the "Executive Committee"). During intervals between the annual general meetings of the Board of Directors, the Executive Committee has and may exercise all powers of the Board of Directors with the exception of any power especially preserved for the Board of Directors itself. Subject to control of the Board of Directors, the Executive Committee may fix its own rules of procedures. All matters will be decided by a majority of all the votes cast by the Officers present. Not less than five (5) Officers constitute a quorum for the transaction of business by the Executive Committee. Executive Committee meetings shall be called by the President, or by fifty percent (50%) plus one of the Officers comprising of

the Executive Committee, with at least seven (7) days notice. The Executive Committee shall be required to meet at least four (4) times a calendar year.

The Executive Committee will work with any Geographic Union Administrative Director (the "GU-AD") employed by USAR and assigned to the Union to assist the Union in the administration of its affairs; however, the Executive Committee, not the GU-AD, is responsible for the conduct of the Union's affairs. The GU-AD is not a member of the Executive Committee and is not an employee of the Union.

7.02 DISCIPLINARY COMMITTEE

(A) PURPOSE. The Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct on, or associated with, the field-of-play.

In addition, the Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct off the field-of-play that reflect upon the game of Rugby Union Football and jeopardize the interests of the game.

(B) Operation.

No later than fifteen (15) days after the Annual General Meeting, the President shall nominate the Chairperson of the Disciplinary Committee ("D/C Chair"), who is subject to confirmation by a simple majority of the Executive Committee. (Pending the approval of any nominee, the incumbent D/C Chair shall continue to serve.) It is preferred that the D/C Chair be a currently licensed attorney. No later than fifteen (15) days after her confirmation, the D/C Chair shall nominate a panel of at least five (5), but no more, ten (10) people to serve on the "D/C Panel," which is the group of individuals from which the members of a particular "Disciplinary Committee" that will consider particular disciplinary matters shall be drawn. Nominees to the D/C Panel are subject to confirmation by a simple majority of the Executive Committee, which may confirm or reject any or all of the nominees. If member clubs are playing matches at any point in time when there are not five (5) members of the D/C Panel, including the D/C Chair, the President shall appoint a sufficient number of individuals to D/C Panel on a temporary basis so that there are five (5) members of the D/C Panel, including the D/C Chair. As members of the D/C Panel are nominated and confirmed by the Executive Committee, the nominated and confirmed members shall replace the temporary members appointed by the President. Individuals appointed to the D/C Panel on a temporary basis by the President may be nominated and confirmed as regular members of the D/C Panel. There are no particular requirements for membership on the D/C Panel, except (i) the panel members should be experienced rugby people willing to fulfill the duties of membership on the D/C, (ii) in addition to the D/C Chair, one (1) of the other panel members should (but need not) be a licensed attorney so that such person may act as the temporary chair of the D/C when the D/C Chair is not available to serve as chair in accordance with these By-Laws. No person shall serve on the D/C with respect to any match in which such person participated as a player, coach, or match official. No person shall serve on a D/C with respect to any *incident that involved* incident in question.

A red card given to a player results in an automatic administrative suspension for one (1) scheduled matches or eight (8) days after the match in which the red card is issued. For the purpose of this rule, a scheduled match is any series of fixtures to be played by the player's club (i) on a particular day and (ii) which appear on the Secretary's schedule of Union mixtures. For example, Club "X" is scheduled to field three sides on a given Saturday. The three matches constitute a single "scheduled match," not three (3) separate scheduled matches. The fact that the Club may be playing these fixtures against different opponent clubs makes no difference. If a player receives two (2) yellow cards for violence or foul play (as opposed to the so-called "professional foul" or persistent violations of technical laws) in the same competitive season (i.e., 7's or 15's), the player receives the same automatic administrative suspension that she would have received if the second yellow card had been a red card (and the automatic administrative suspension takes effect upon the end of the match in which the second yellow card is

given). A one day 7s tournament will count as 1 match in regards to sanctioning, and a 2 day tournament will count as two matches.

With respect to the automatic administrative sanctions described in this paragraph, there is no appeal unless there is video evidence to show there is a case of mistaken identity/card given to wrong player. The business of the D/C and any appeals there from to the Committee shall be in compliance with USA Rugby Discipline Policy, which will be superseded by World Regulation 17 if there is a conflict.

7.03 SPECIAL STANDING OR AD HOC COMMITTEES. The Executive Committee has the power to form special standing, or ad hoc committees, and to appoint committee members, to carry out the best interests of the Corporation as needed.

ARTICLE VIII: COMPENSATION

No employee or representative of any Member, and no Officer or Director of the FRU may receive compensation from the Corporation, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by such Officers or Directors in performance of their duties.

ARTICLE IX: DISSOLUTION

9.1 CORPORATE ASSETS. All Members of the Corporation, if any, shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

9.2 DISTRIBUTION. Upon the dissolution or winding up of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: ADDITIONAL ITEMS

10.01. DONATIONS. The Union shall be authorized to accept donations from any person or organization. The Union may establish a sponsored fiscal accounts program, which shall comply with the rules and regulations of the IRS.

10.02. CERTAIN CONTRACTS AND CHECKS. All deeds, documents, transfers, contracts, engagements, bonds, bills of exchange and other instruments shall be signed by the President or Vice President and any one of the Officers holding the office of Treasurer or Secretary. No other person, Officer, member or other party connected with the Union shall have any authority to bind the Union by any contract or agreement or to pledge its credit.

All checks must be signed by the Treasurer (provided, however, the Secretary shall be additional signatory on Union accounts in the event of the unavailability of the Treasurer).

All checks over \$5,000 in value must be authorized in writing by the President or Vice President.

Final responsibility for all expenditures shall rest with the Executive Committee.

10.04. REPORTS. The Treasurer shall be responsible for accounting to the members for all the funds received and expended by the Union.

10.05. DEPOSITS AND INVESTMENTS. The Treasurer, with the approval of a majority of the Executive Committee and subject to the review of the members, may invest the funds of the Union in accordance with Union By-Laws and objectives.

10.06 The FRU GU shall contract with a USAR recognized referee association to assign referees, referee coaches, referee assessors, and referee administrators for all rugby matches, games, scrimmages, and tournaments within the State of Florida for those clubs or entities that are members in good standing of the FRU GU. The board has sole discretion to choose a referee association.

ARTICLE XI: GENERAL ARTICLES

11.01. DISCRIMINATION. No member of the Union may discriminate in its membership on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap.

11.02. ELIGIBILITY. All questions about the eligibility of players shall be referred to the Executive Committee of the Union for adjudication.

11.03. CHANGING CLUB MEMBERSHIP. During a competitive season (*i.e.*, 7's or 15's), no player may switch teams without a written release from the club or college she is leaving. In cases of dispute, the Executive Committee shall rule on a player's status. In addition, any player changing clubs mid-season must comply with all USAR regulations pertaining thereto.

11.04. AMENDMENT. These By-Laws may be altered or new By-Laws may be adopted, by a two-thirds majority vote of a quorum of full members. Proposed changes shall be submitted in writing to the Secretary not less than thirty (30) days before the meeting for inclusion in the agenda. The Secretary shall send copies of the proposed changes to the members.

11.05. ACCESS. All members have the right of full access through the Union Secretary to copies of all official documents, records, reports, minutes and correspondence of Union affairs and the Union relations with bodies to which it is affiliated.

11.06. ATTENDANCE. All members have the right to attend Executive Committee Meetings of the Union.

11.07. CLUB CONTACT INFORMATION. The Union Secretary must be given written notice of each club's officers' names, addresses (postal and email), and telephone numbers prior to the Annual General Meeting.

11.08. NOTICES. Notices contemplated hereby must be in written and shall be delivered by personal delivery, U.S. Mail, express courier or email (or any replacements thereof as the result of advances in technology as are adopted as a standard business practice in the wider world).

11.09. ROBERTS RULES OF ORDER. The rules contained in Robert's Rules of Order Revised shall govern the Union's meetings (including its committee meetings) in all instances when such rules are not inconsistent with these By-Law