

**CODE OF BY-LAWS
OF
THE AKRON RUGBY FOOTBALL CLUB**

ARTICLE I: DEFINITIONS

(A) "RUGBY FOOTBALL" shall refer to a football game in which two (2) teams, each of fifteen (15) (occasionally ten (10) or seven (7)) players, observing fair play, according to the laws of the game, and in a sporting spirit should, by carrying, passing, kicking, and grounding the ball, score as many points as possible. Play is continuous without timeouts; interference and forward passing are not permitted.

(B) "MEMBER" shall refer to an interested person who shall apply for membership and pay the assessed dues as either a playing, administrative or social member.

(C) "CLUB" shall refer to the AKRON RUGBY FOOTBALL CLUB.

(D) "SELECTION COMMITTEE" shall refer to the members responsible for selecting players for scheduled club matches.

(E) "MATCHES" and "GAMES" shall refer to the game of Rugby Football.

(F) "TEAM" shall refer to the set of members playing as a "formed" team, recognized by the club, playing the game of rugby and as defined here.

(G) "STANDING COMMITTEE" shall refer to a set of members responsible for a specific activity appointed by the Executive Board(s) or voluntarily formed.

ARTICLE II: IDENTIFICATION and PURPOSE

Section 2.01: Name

The name of the club is THE AKRON RUGBY FOOTBALL CLUB and shall be referred to as the "CLUB" in these By-Laws.

Section 2.02: Structures

The Club shall be comprised of regular dues paying MEMBERS, and auxiliary members, which include social, alumni, and administrative members. The CLUB shall be governed by the MANAGEMENT COMMITTEE acting in conjunction with the Executive Board(s).

Section 2.03: Purposes

The purpose of this organization shall be to promote the growth of the CLUB, and playing and enjoying the game of RUGBY FOOTBALL, and in so doing provide the members of the organization with fraternal, recreational, and physical fitness benefits. In furtherance of that basic objective, it shall be the purpose of the CLUB to schedule matches with similar organizations to join and be active in the United States of America Rugby Football Union and its sub-divisions, to participate in tournaments sponsored by the United States of America Rugby Football Union, to stage events that bring together persons interested in learning Rugby Football and exercise in general. Membership should be open to any interested person specifically prohibiting any discrimination based on sex, gender identity, sexual orientation, nationality, race, or religion.

ARTICLE III: MEMBERSHIP

Section 3.01: Playing Membership

A regular membership in the club can be extended to any person interested in the objectives and purposes of the CLUB who makes application, pay the assessed regular members dues fee, attends practice on a regular basis, and plays in scheduled CLUB matches on a regular basis. A regular member will be entitled to play in matches and participate in Club functions.

Section 3.01(A): Payment of Playing Member Dues

All dues must be paid in full by a designated date or a player cannot be selected to play. A payment plan may be worked out with the Treasurer of his/her team if necessary. Final player eligibility will be left to the determination of the EXECUTIVE BOARD(s). Due amounts will be determined by each TEAM's EXECUTIVE BOARD(s) and communicated to the Playing members and Auxiliary members.

Section 3.02: AUXILLARY MEMBERSHIPS

Section 3.02 (A): Social Memberships

A social member shall be any interested person who wishes to participate in Club sponsored functions, which makes application and pays the assessed social members dues fee.

Section 3.02 (B): Alumni Members

An Alumni member shall be any interested person who has previously held a playing membership for a minimum of eight (8) years, who makes application and pays the assessed alumni members dues fee

Section 3.02 (C): Administrative Memberships

An administrative member shall be anyone who is a member of an administrative board, office, or committee who makes application and serves in an official capacity.

Section 3.03: Membership Roles

The Secretary of each TEAM's EXECUTIVE BOARD listed in this corporation shall keep a membership book listing all current members, addresses and date of admission of each and all members.

Section 3.04: Transfer of Membership

Membership in the Club is not transferable or assignable.

Section 3.05: Voting

Each PLAYING MEMBER and AUXILLARY MEMBER shall be entitled to one vote on any matter submitted to a vote of the members.

Section 3.06: Meeting

The annual meeting of the members will be held each year on a time and day selected by the MANAGEMENT COMMITTEE and EXECUTIVE BOARD(s) at a place to be designated by the MANAGEMENT COMMITTEE and EXECUTIVE BOARD(s). The purpose of this meeting will be to review the previous year's business, elect officers of each executive board, and transact other business that may properly come before the meeting. The MANAGEMENT COMMITTEE shall preside over the annual meeting.

ARTICLE IV: MANAGEMENT COMMITTEE

Section 4.01: General Power and Authority

The business and affairs of the CLUB, pertaining to its PURPOSES shall be managed by the MANAGEMENT COMMITTEE and executed by both the MANAGEMENT COMMITTEE and EXECUTIVE BOARD(s). The MANAGEMENT COMMITTEE shall be primarily responsible for formulating the policies and direction of the Club. The GENERAL COUNSEL of the MANAGEMENT COMMITTEE shall be the legal advisor to the MANAGEMENT COMMITTEE and CLUB. They shall advise the MANAGEMENT COMMITTEE and CLUB in regards to contracts with third persons, and be authorized to sign contracts on behalf of the club.

Section 4.01(A): Purpose of Power and Authority of Finances

The EXECUTIVE BOARD(s) will administer the day to day expenses of their particular team. The MANAGEMENT COMMITTEE/ ELDERS have the ability to manage money upon request from the

EXECUTIVE BOARD(s) and/or TEAMS or upon their own initiative for specific purpose/ reason. When financial needs for the CLUB arise, the MANAGEMENT COMMITTEE/ ELDERS and EXECUTIVE BOARD(s) will be consulted for the specified spending.

Section 4.01(B): Purpose of Power and Authority of Disputes and/or Discipline

The MANAGEMENT COMMITTEE shall serve as final judgment on any disputes the EXECUTIVE BOARD(s) are unable to rectify, including but not limited to discipline, member sanctions, and stalemates. The MANAGEMENT COMMITTEE shall be responsible for maintaining CLUB and teams discipline. The MANAGEMENT COMMITTEE shall impose sanctions as it sees fit.

Section 4.02: Numbers and Tenure

The number of MANAGEMENT COMMITTEE/ ELDER MEMBERS shall be three (3) one of which shall be the General Counsel. The MANAGEMENT COMMITTEE members will serve for two (2) year terms which begin on the date after the AGM that they were elected. Their term will last two (2) calendar years from the AGM they were originally elected from.

Section 4.03: Procedures for Selection

Playing and Alumni members of each team, as defined here in, will elect an ALUMNI MEMBER to serve on the MANAGEMENT COMMITTEE.

The two elected ALUMNI MEMBERS will then meet and together to appoint a GENERAL COUNSEL member who will represent general and legal counsel of the MANAGEMENT COMMITTEE and CLUB. The GENERAL COUNSEL of the previous term will hold all powers and duties until a new GENERAL COUNSEL member is in place.

Section 4.05: Vacancies

Any vacancy occurring in the MANAGEMENT COMMITTEE shall be recommended for appointment by the two (2) remaining members of the MANAGEMENT COMMITTEE.

The recommended appointment will go to the Executive Board(s) for vote. If a tie shall ensue the remaining MANAGEMENT COMMITTEE will make the final determination.

Section 4.06: Removals

Any MANAGEMENT COMMITTEE member may be removed from the committee whenever it is in judgment to be in the best interest of the Club. A three-fifths (3/5) majority of the EXECUTIVE BOARD(s) is necessary to remove an incumbent member.

Section 4.07: Management Committee Meetings

Section 4.07(A): Required Meetings

The MANAGEMENT COMMITTEE shall meet QUARTERLY.

Section 4.07(B): Additional Meetings

MANAGEMENT COMMITTEE members will be required to attend additional meetings called by their respective EXECUTIVE BOARD(s)

Section 4.07 (B)(i): Duties at Executive Board Meetings

While at EXECUTIVE BOARD meetings for their respective TEAMS, the MANAGEMENT COMMITTEE member will be responsible for serving as an advisor to that Board and a tie breaking vote if necessary.

Section 4.07(C): Quorum

Section 4.07 (C) (i): Regular meetings

The members present shall constitute a quorum at the regular scheduled meetings.

Section 4.07 (C) (ii): Additional meetings

A majority of the MANAGEMENT COMMITTEE shall constitute a quorum at any meeting called by the committee members

ARTICLE V: Men's Team

Section 5.01: Executive Officers, Duties, and Tenures

The principal officers shall be the President, Vice-President, Treasurer, and Match Secretary.

Section 5.01(A): President

The President shall be responsible for the active executive management of the operations of the Men's TEAM, subject to the policy decisions of the MANAGEMENT COMMITTEE shall in general perform all duties inherent to the office of the President and which the MANAGEMENT COMMITTEE could perform or ratify. He shall have the power to endorse checks and conduct necessary business with third parties. He shall preside over meetings of the Men's EXECUTIVE BOARD. He shall fill vacancies by the slate of Officers. He shall schedule the EXECUTIVE BOARD meetings. He shall require reports of the Committees as he sees fit.

Section 5.01(B): Vice-President

The Vice-President shall aid the President in the performance of his duties. He shall perform all duties of the President in the absence of that officer. In the event that the President is unable to serve, the Vice-President shall succeed to the position of the President for the remainder of the elected term. The Vice President shall keep all official documents, correspondences, and issue minutes of all Men's EXECUTIVE BOARD meetings. He will maintain the TEAM records in good order. He will be responsible for maintaining correspondence with all rugby organizations.

Section 5.01(C): Treasurer

The Treasurer shall have charge and custody of, and be responsible for all assets and funds and shall deposit or disburse all such funds in the name of the TEAM. He shall keep records of all funds received and disbursed. He shall prepare a written financial report to be submitted by the Annual General Meeting, and in general perform all the duties incident to the office of Treasurer.

Section 5.01(D): Match Secretary

The Match Secretary shall schedule all matches with other Rugby organizations. In addition, he shall be responsible for correspondence and scheduling connected with tournaments and tours. He shall provide maps for away games as well as maps for the visiting teams.

ARTICLE VI: Women's Teams

Section 6.01: Executive Board Officers, Duties, Tenures

The principal officers shall be the President, Vice-President, Treasurer, and Match Secretary.

Section 6.01(A): President

The President shall be responsible for the active executive management of the operations of the Women's TEAM, subject to the policy decisions of the MANAGEMENT COMMITTEE shall in general perform all duties inherent to the office of the President and which the MANAGEMENT COMMITTEE could perform or ratify. She shall have the power to endorse checks and conduct necessary business with third parties. She shall preside over meetings of the Women's EXECUTIVE BOARD. She shall fill vacancies by the slate of Officers. She shall schedule the EXECUTIVE BOARD meetings. She shall require reports of the Committees as he sees fit

Section 6.01(B): Vice-President

The Vice-President shall aid the President in the performance of her duties. She shall perform all duties of the President in the absence of that officer. In the event that the President is unable to serve, the Vice-President shall succeed to the position of the President for the remainder of the elected term. The Vice President shall keep all official documents, correspondences, and issue minutes of all Women's EXECUTIVE BOARD meetings. She will maintain the TEAM records in good order. She will be responsible for maintaining correspondence with all rugby organizations.

Section 6.01(C): Treasurer

The Treasurer shall have charge and custody of, and be responsible for all assets and funds and shall deposit or disburse all such funds in the name of the TEAM. She shall keep records of all funds received and disbursed. She shall prepare a written financial report to be submitted by the Annual General Meeting, and in general perform all the duties incident to the office of Treasurer.

Section 6.01(D): Match Secretary

The Match Secretary shall schedule all matches with other Rugby organizations. In addition, she shall be responsible for correspondence and scheduling connected with tournaments and tours. She shall provide maps for away games as well as maps for the visiting teams.

ARTICLE VII: STANDING COMMITTEES

Section 7.01: Numbers, Functions, and Operations

The Standing Committees shall be as follows; Social, Selection, Coaching, and Recruiting/Promotion.

Section 7.01(A): Social Committee

The Committee shall be charged with the task of maintaining the Club's social function, which includes, but may not be limited to providing for post game and/or other TEAM or CLUB social functions.

Section 7.01(A)(i): This Chairperson shall be appointed by the respective EXECUTIVE BOARD(s) and the term of their position shall be determined by that same EXECUTIVE BOARD

Section 7.01(B): Selection Committee

The Committee shall be charged with the task of selecting the members which will play in scheduled TEAM matches. Selections shall be posted by Thursday evening before a Saturday match. Members of this committee will be the coaches and others determined by the coaches. The Selection Committee may not select any players to play who are deemed ineligible for any reason by the EXECUTIVE BOARD(s).

Section 7.01(C): Coaching Committee

The Committee shall be responsible for appointing a Coach. Each TEAM's EXECUTIVE BOARD will be responsible for this committee if a coaching vacancy occurs.

Section 7.01(C)(i): The Coach

A coach shall be appointed by the coaching committee of the specific TEAM. The coach shall be responsible for appointment of Assistant coaches and trainers. The coach shall be responsible to run

practices and maintain an attendance sheet for the selection committee. As here defined the coach shall be considered an Administrative Member of the Club.

Section 7.01(C)(ii): Practices

Practices which are Tuesday and Thursday are mandatory unless the TEAM's coach previously notifies the TEAM prior to practice. If a practice is missed without an excuse the player cannot be considered for the A side and if 30 players are available cannot be considered for the B side. The Coach and SELECTORS will have final say over what constitutes an acceptable excuse for a missed practice.

Section 7.01(D): Recruiting and Promotion

The Committee shall be responsible for insuring media coverage, promotion of the AKRON RUGBY FOOTBALL CLUB and the recruitment of new members.

Section 7.01(D)(i): The Recruiting and Promotion Chair

This Chairperson shall be appointed by the respective EXECUTIVE BOARD(s) and the term of their position shall be determined by that same EXECUTIVE BOARD.

Section 7.02: Additional Committees

Additional Committees and the respective chairpersons will be appointed by the EXECUTIVE BOARD(s) and be appointed to a term that the EXECUTIVE BOARD(s) sees fit.

ARTICLE VIII: CORPORATE ACTS

Section 8.01: Club Contracts

The MANAGEMENT COMMITTEE may authorize any officer, agent, or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CLUB and such authority may be general or confined in specific cases.

Section 8.02: Checks and Drafts

Checks and drafts or other negotiable instruments shall be signed by such Officers and in such manner as shall be determined by resolution of the MANAGEMENT COMMITTEE

Section 8.03: Deposits

All funds of the CLUB shall be deposited to the credit of the corporation in a bank or lending institution as the MANAGEMENT COMMITTEE may select.

ARTICLE IX: MEMBER DUES

Section 9.01: Assessments

Section 9.01 (A): Playing Member Dues

Seasonal dues shall be assessed for every PLAYING MEMBER by the EXECUTIVE BOARD(s). All dues must be paid in full by a designated date or a player cannot be selected to play. A payment plan may be worked out with the Treasurer of his/her team if necessary.

Section 9.01(B): Auxiliary Member Dues

Seasonal dues shall be assessed for every AUXILIARY MEMBER by the EXECUTIVE BOARD(s). The EXECUTIVE BOARD(s) have the option of accepting monetary or other alternative forms of payment as dues for AUXILIARY MEMBERS.

Section 9.02: Collections

Dues shall be collected by the Treasurer of each TEAM.

Section 9.03: Sanctions

Failure to pay the required dues on time shall result in a forfeit of some of the member's privileges and rights. (ex. voting privileges, and certain club social events). The final sanctions may be left up to the respective EXECUTIVE BOARD(s)

ARTICLE X: BOOKS AND RECORDS

Section 10.01: Obligation to Keep

The CLUB shall keep correct and complete books and records of accounts from each TEAM and also shall keep minutes of the proceedings of its MANAGEMENT COMMITTEE, EXECUTIVE BOARD(s), and STANDING COMMITTEE meetings.

Section 10.02: Right to Inspect

All books and records of the CLUB may be inspected by any member for any proper purpose upon reasonable notice.

ARTICLE XI: FISCAL YEAR

Section 11.01: Duration

The fiscal year shall begin January 1st and shall continue through December 31st.

ARTICLE XII: PARLIAMENTARY PROCEDURE

Section 12.01: Roberts Rules

On any question or dispute of procedure, Robert's Rules of Order shall apply.

ARTICLE XIII: AMENDMENTS

Section 13.01: By-Law Changes

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by a two-thirds vote of the membership at any special meeting called for such a purpose or by two-thirds vote of the members present at a regular meeting. Thirty (30) days notice is required of any meeting where any amendments to the By-Laws are intended to be put to a vote.

ARTICLE XIV: MISCELLANEOUS (added per Ed Muse)

Section 14.01: Indemnification

The CLUB shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a director, officer or employee of the CLUB (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a director, officer or employee (including serving at the request of the CLUB as a trustee, director, officer, partner, member, employee or agent of another organization). The CLUB may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

Section 14.02: Authority to Borrow, Encumber Assets

No director, officer, agent or employee of the CLUB shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the MANAGEMENT COMMITTEE. The MANAGEMENT COMMITTEE may grant general or limited authority for any of the above purposes.

*COULD THIS GO UNDER ARTICLE 8?

Section 14.03: Deposit of Funds

All funds of the CLUB shall be deposited to the credit of the CLUB in such banks, trust companies or other depositories as the MANAGEMENT COMMITTEE or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the MANAGEMENT COMMITTEE.

Section 14.04: Conflicts of Interest

Section 14.04(A): Gifts

No director, officer or employee of the CLUB shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donatives, employment, financial or other beneficial relationship with the CLUB without first making a disclosure of such conflict of interest to the MANAGEMENT COMMITTEE.

Section 14.04(B): Conflict of Interest Procedure

When the MANAGEMENT COMMITTEE is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the MANAGEMENT COMMITTEE shall be followed.

Section 14.04(C): Dissolution

The MANAGEMENT COMMITTEE may dissolve the CLUB pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon dissolution of the CLUB, the CLUB shall, after paying or making provision for the payment of all the liabilities of the CLUB, dispose of all assets of the CLUB as provided in the Articles of Incorporation of the CLUB.