



Orlando Rugby Football Club Bylaws

A Florida not-for-profit corporation.

FEI/EIN Number: 592518595

Last Revision – August 6, 2017

ARTICLE I - GENERAL

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

Section 2. Mission. The Club provides Central Florida the opportunity to grow and participate in all levels of rugby through education, participation and sponsorship.

Section 3. Organization. The Club is organized exclusively for charitable and educational purposes and for the purpose of fostering amateur sports competition. The organization consists of teams for women, men and youth all governed by an elected Board of Directors.

Section 4. Affiliation. The Club is a recognized member of the USA Rugby Organization sanctioned by World Rugby.

Section 5. Logo and Colors. The Club colors shall be a combination of navy blue, orange and white. Official club apparel shall be designed using this color palette. The Club logo shall be the emblem affixed to the top of this document.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility. The Club is open to any person who wishes to participate as a player, coach, officer or social member and who is willing to abide by Club rules and decisions as determined by its elected officers and sanctioned by the club membership.

Section 2. Athlete Member. An Athlete Member is an individual who participates or competes in the sport of rugby, is current on his or her team dues and is in good standing as an individual member of the Club, Florida Rugby Union and USA Rugby. Athlete Members shall enjoy all privileges and rights of the Club.

Section 3. Social Member. A Social Member is an individual who supports the sport of rugby, is current on his or her social dues and is in good standing as an individual member of the Club. Social Members shall enjoy all privileges and rights of the club but shall not be eligible for team selection or to represent the club in select side play.

Section 4. Hall of Fame Member. A Hall of Fame Member is an individual who has been inducted into the Club Hall of Fame and is in good standing as an individual member of the Club, Florida Rugby Union and USA Rugby. Hall of Fame Members shall enjoy all privileges and rights of the Club.

Section 5. Voting Rights. Each Athlete, Social Member and Hall of Fame Member over the age of 18 shall be entitled to one (1) vote on each matter submitted to a vote of the members. Proxy voting is allowed.

Section 6. Meetings. An Annual General Meeting will be held each Fall. In addition, Special General 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 General Meeting shall be stated when the meeting is called, and action shall be limited to the purpose(s) so stated.

Section 7. Notice. Notice of the Annual General Meeting and Special General 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 (<http://www.orlandorugby.com>). Such notice shall be given at least seven (30) days, but not more than thirty (60) days prior to such meeting. Notice of Special General Meetings shall state the purpose(s) of such meeting.

Section 8. Quorum. The membership present at the Annual or Special General Meeting will represent a quorum for any election.

Section 9. 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 10. IN CONSIDERATION OF PERMISSION FOR MEMBERS TO VOLUNTARILY PARTICIPATE IN THE ORLANDO RUGBY FOOTBALL CLUB ACTIVITIES, TODAY AND ON ALL FUTURE DATES, THE MEMBERS, FOR THEMSELVES, THEIR HEIRS, PERSONAL REPRESENTATIVES OR ASSIGNS, AGREE TO DEFEND, HOLD HARMLESS, INDEMNIFY AND RELEASE THE ORLANDO RUGBY FOOTBALL CLUB AND ITS OFFICERS, BOARD MEMBERS, DIRECTORS, AGENTS AND VOLUNTEERS FROM AND AGAINST ANY AND ALL CLAIMS, DEMANDS, ACTIONS, OR CAUSES OF ACTION OF ANY SORT ON ACCOUNT OF DAMAGE TO PERSONAL PROPERTY, OR PERSONAL INJURY, OR DEATH WHICH MAY RESULT FROM PARTICIPATION IN THE ABOVE-LISTED PROGRAM. THIS RELEASE INCLUDES CLAIMS BASED ON THE ALLEGED NEGLIGENCE OF THE ORLANDO RUGBY FOOTBALL CLUB AND ITS OFFICERS, BOARD MEMBERS, DIRECTORS, AGENTS AND VOLUNTEERS. THE MEMBER(S) UNDERSTANDS THAT BY AGREEING TO THIS CLAUSE THEY ARE RELEASING CLAIMS AND GIVING UP SUBSTANTIAL RIGHTS, INCLUDING THE RIGHT TO SUE.

Section 11. Resignation of Membership. Any Athlete or Social Member may resign by filing a written resignation with the President of the Club, but such resignation shall not relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued.

Section 12. 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. Upon satisfying any outstanding debt or other stipulation specified by the Board of

Directors at the time of membership termination, a terminated individual may be reinstated to the club by affirmative vote of two-thirds of all members of the Board.

Section 13. 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 6 Club Directors plus a Director from each Team affiliated with the Club.** The Board may from time to time add other Director positions as needed. Additional Director Positions shall only be added by the unanimous consent of the Board of Directors. To be eligible to be a member of the Board of Directors, the individual must be a member in good standing with the Club.

2. **The following officers shall comprise the Club Directors: President, Vice President, Treasurer, Secretary and the two Past Presidents. 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 President will have the deciding vote. Based on this tie breaking vote, the Board President is prohibited from serving as an officer for any affiliated Team.

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, fundraising, social activities, and establishment of dues and fees structure. The Board shall be responsible for overseeing the Club's Teams, coordinating activities across Teams and resolving disputes between Teams.

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 individual or committee shall not supersede or replace the authority of the Board in the management of the affairs of the Club. These individuals can attend any Board meetings but shall not be entitled to vote.

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 Members and any other interested parties. Guests shall be allowed to speak by placement 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 5. 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 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 include each electronic mail vote and its results in the minutes of the next official Board Meeting.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the Team Directors. A Director so elected shall serve the unexpired term of the replaced Director. Should the President vacate his or her position, the Secretary shall assume the responsibilities of President until a replacement is elected.

ARTICLE IV - ELECTION OF OFFICERS AND AT-LARGE DIRECTORS

Section 1. Nomination. Members in Good Standing who wish to run for a Club Director position must announce their candidacy for that position a minimum of 21 days prior to the AGM by informing the current Board of Directors in writing. For the purposes of this announcement, emailing the Board of Directors shall be considered "in writing". If no Members in Good Standing have announced their candidacy for a given position 21 days prior to the AGM, nominations will be taken from the floor at the AGM.

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

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

Section 4. Removal. A Director who fails to attend two consecutive meetings without just cause may be removed from his or her position. Any Director may be removed by the Members by a majority vote at a Special General Meeting whenever in their judgment the best interests of the Club will be served thereby.

Section 5. Team Directors. Team Directors are elected or appointed by the team they will be representing based on that team's rules. This election will take place prior to the Annual General Meeting and will be presented by each team at the Annual General Meeting.

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 General Meetings, and will be responsible for the preparation and posting of agendas for such meetings. The President may sign, with the Treasurer, or any other proper officer of the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except those acts which require the signature of some other Officer or Director. The President shall also act as a principal liaison between the Club and the Florida Rugby Union, USA Rugby, local communities, corporations and other not-for-profit entities.

Section 2. Vice President. The Vice President shall have two major responsibilities for the club. The Vice President shall represent the Hall of Fame and Social members of the club as defined in Article II Section 4 and Article II Section 3 respectively. This representation shall also include being responsible for organizing and coordinating the Hall of Fame and Social members involvement with the club. The Vice President shall also be responsible for any club administrative duties as defined by the current President. Due to these responsibilities, to run for and hold this position, the individual must be either a Hall of Fame or Social Member in good standing.

Section 3. 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, the Annual Club Budget and individual Team Budgets. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies 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 are 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. The Treasurer 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. The Treasurer shall arrange for an annual audit, if directed by the Board, and report the results of the audit to the Board. Any member in good standing may petition the Board of Directors for an audit. 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. The Treasurer shall have access to the accounts of all teams to facilitate the transfer of monies between teams.

Section 4. Secretary. The Secretary shall be the primary point of communication for the club. The Secretary shall attend all Annual General Meetings and all Club Board meetings. The Secretary shall be responsible for taking minutes at these meetings and communicating any decisions made in the Club Board Meetings to the Club membership. The Secretary shall coordinate external communication,

including the media, the club website and social media to maintain consistent messaging and branding. The Secretary shall be responsible for fostering communication with Social and Hall of Fame members as well as communication between the different club teams.

Section 5. Past President. The last two Past President in good standing with the Club shall serve on the Board of Directors to provide continuity and mentorship to the other Board members. They have no specific duties other than to advise based on their experiences from previous Boards. If a Past President declines to serve on the Board of Directors, that position remains vacant.

Section 6. Team Directors. The Team Director is the team representative on the Board of Directors and is responsible for presenting any team concerns to the Board to be addressed. The Team Director votes on behalf of their team and in their team's best interest in all Board decisions.

ARTICLE VI - TEAMS

Section 1. Officers. Each team associated with the Club shall have its own officers responsible for handling team level decisions and responsibilities. Each team shall be represented on the Club Board of Directors by a Team Director.

Section 2. Rules. Each team associated with the club shall have its own set of rules addressing the needs specific to that team. Those rules are in addition to those of the Club and shall not contradict the Club bylaws.

Section 3. Responsibilities. Each team shall handle those responsibilities and decisions specific to that team, including but not limited to, scheduling matches, planning socials, collecting dues, coaching and captaining.

ARTICLE VII - AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws. These Bylaws may be amended at any Annual or Special General 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.

Section 2. Proposals. Any additions or changes to the by-laws may be made by any member in good standing. Additions or changes must be made in writing and submitted to the Board of Directors for review. The Board must approve any additions or changes by a simple majority vote before submitting the proposal to the club membership.