

**BY-LAWS
OF
COLUMBIA RUGBY FOOTBALL CLUB**

Mission Statement

The Mission of Columbia Rugby Football Club is; to foster and promote the growth and development of the game of Rugby Union ("Rugby") in the Mid-Missouri area; to increase the awareness of Rugby; both adult and youth; at local, national, and international levels.

In addition, the Columbia Rugby Football Club is focused on introducing, educating, promoting, and encouraging the understanding of the sport of Rugby in all its facets within the community.

Columbia Rugby Football Club and its members are committed to ensuring that participation in the sport of Rugby is carried out with honor, integrity, respect, in the spirit of fair play and in accordance with the laws of the game.

Preamble

The club is organized under the authority of Mid-America Rugby Football Union (or "MARFU") and USA Rugby, and is operated exclusively to promote and foster the growth of Rugby and to educate the players and the public in the game of Rugby as played under the laws of the International Rugby Board.

Article I: Name

The name of the club shall be the Columbia Rugby Football Club (herein referred to as "CRFC" or "the Club.")

Article II: Members

Section 2.01. Qualification of Members.

The membership of the Club shall be composed principally of people interested in participating in the activities of Rugby. Members will be designated as associate members, playing members, and social members. The Club may designate lifetime Honorary membership to people who have given special services to the Club.

Associate member: any person who has paid CRFC dues and is otherwise in good standing with the Club and MARFU.

Playing member: any person who has paid CRFC

dues and is otherwise in good standing with the Club and MARFU.

Social member: any person who has paid CRFC social dues and is otherwise in good standing with the Club.

Honorary member: any person who has received a two-thirds vote of the voting membership of the Club to be designated as such.

Section 2.02. Representation.

Each playing, associate, and Honorary member shall be entitled to attend any meeting of the members and shall have one vote. Social members may attend meetings, but they are not entitled to vote.

Section 2.03 Non-Discrimination.

There shall be no discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap in decisions concerning the eligibility for membership, officer positions, or concerning any other business or activity of the Club. The Club does not condone acts of discrimination by its members on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap.

Section 2.04 Waiver of Membership Requirements.

The Executive Committee may waive any or all membership requirement(s) for up to 12 months by a two-thirds (2/3rds) vote of the Executive Committee.

Article III: Meetings of Members

Section 3.01. Regular Meetings.

A Regular Meeting shall be held at the beginning and/or end of the fall and spring seasons. The exact date of these meetings shall be set by the President, and called by the President.

Section 3.02. Special Meetings.

A Special Meeting of the members may be called at any time and for any purpose by the President or by the Executive Committee (as defined in section 4.02) and shall be called by the President upon the request of at least one-third of the members entitled to vote. Every such request shall state the purpose of such meeting.

Section 3.03. Place of meetings.

All regular meetings of the members shall be held at such time and at such place as may be fixed by the membership entitled to vote.

Section 3.04. Notice of meetings.

Notice of the place, date, hour and purposes of the regular and special meetings shall be given personally, posted to the Club's website,

www.columbiarugbyfootballclub.com, e-mail, or via the Club's social media accounts to each member, not less than 7 days prior to the meeting.

Section 3.05. Quorum and Adjournment.

At all meetings of members, a simple majority of the voting members present or by proxy shall be requisite for and shall constitute a quorum for the transaction of the affairs of the Club.

Section 3.06. Vote of Members.

Whenever any action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote who are present or by proxy at a duly constituted meeting of the members.

Article IV: Officers

Section 4.01. Election of Officers.

Officers shall be elected by majority vote of the members entitled to vote. Elections shall be by ballot; however, elections may be conducted in any manner approved by members which can include voting by counting a show of hands present at a Regular Meeting as defined in Section 3.01.

Section 4.02. Number, Qualifications and Term of Office.

The Officers are the President, Vice-President, Treasurer, Social Chair, Recruitment Chair, Sponsorship and Fundraising Chair, Secretary, and Match Secretary. The Officers as a group shall be

referred to as the "Executive Committee". Officers must be members of the club and shall be elected to hold office for a term of one year. Any Officer can serve for one or more terms. All Officers shall be at least 18 years old.

Section 4.03. Annual Meeting of the Executive Committee.

An annual meeting of the Executive Committee shall be held each year prior to the beginning of the Fall season. Notice of this meeting must be given not less than 7 days prior to the date of said meeting in accordance with Section 3.04. Waiver of notice may be made if all members of the Executive Committee agree. Any Field Officer may participate in any meeting of the Executive Committee. However, a Field Officer cannot vote on matters under the authority of the Executive Committee.

Section 4.04. Special Meetings of the Executive Committee.

Special Meetings of the Executive Committee shall be held whenever called by the President, or by any two officers. Notice of any Special Meeting, stating the purpose, place and date of the meeting, shall be given to each officer and Field Officer at least three days prior to the meeting, personally, in writing, by social media, text, or e-mail.

Section 4.05. Place of Meetings

Regular or Special Meetings of the Executive Committee shall be held at any place as may be determined by the Executive Committee.

Section 4.06. Quorum and Manner of Acting.

Five of the members of the Executive Committee must be present in person to constitute a quorum for the transaction of Club affairs. Each Officer shall be entitled to one vote. The vote of a majority of the Officers shall be the act of the Executive Committee. However, if only five officers are present to constitute the quorum, a unanimous vote of all five members shall be the act of the Executive Committee. A simple majority of officers present, may adjourn any meeting to another time and place.

Section 4.07. Resignations.

Any Officer may resign at any time by given written notice to the Executive Committee or the President of the Club. Such resignation shall take effect at the time specified therein. And the acceptance of such resignation shall not be necessary to make it effective.

Section 4.08. Vacancies.

Any vacancy occurring in the Executive Committee by reason of death, resignation, retirement or disqualification shall be filled by vote of a majority of the remaining Officers within 2 weeks of such vacancy. Any Officer filling a vacancy will serve only the remaining term of the departed Officer.

Section 4.09. Time of Elections.

Officers of the Executive Committee shall be elected by the voting membership prior to the beginning of the Fall season at a Regular Meeting. Their terms

shall be for one full year, starting on January 1st of the following year.

Section 4.10. Removal of Officers.

Any Officer may be removed at any time with or without cause by a two-thirds vote of the members entitled to vote at any meeting. The Executive Committee can remove an officer for cause with a two-thirds vote of the Executive Committee. For purposes of this section cause consists of any felony offense or act that in the opinion of the Executive Committee is morally reprehensible.

Section 4.11. General Powers of the Executive Committee.

The Executive Committee shall administer all affairs of the Club. It may make or cause to be made for the Club, in its name, any description of contract with the Club may lawfully enter into, and it may generally exercise all such powers which the Club, by the Articles of Incorporation or otherwise, is authorized to exercise, except such powers as are reserved to the members.

No purchase of real property nor sale, mortgage, or lease of its real property shall be made by the Club unless authorized by a vote of at least two-thirds of the whole number of members voting in person or by written proxy at a duly constituted meeting.

Any action of the Executive Committee at an Annual or Special Meeting (as defined in sections 4.04 and 4.05) may be over-ruled by a majority of the

members. The option of overruling by majority vote of the members shall be declared as proper notice by an Officer at the meeting.

Any decision made at an Annual or Special Meeting (as defined in sections 4.04 and 4.05) shall be conveyed personally, by social media, by e-mail or posted to the Clubs web-site www.columbiarugbyfootballclub.com to members of the Club as proper notice of said decision. If at least one-third of members object to a decision at said Special Meeting, a Regular Meeting (as defined in section 3.01) shall then be held wherein a majority vote will overturn or approve said decision.

The Executive Committee may appoint an Executive Administrator at its discretion to carry out the day-to-day operations of the club. Such day-to-day operations of the club may include, but are not limited to: duties of USA Rugby Administrator for all CRFC teams, Schedule trainer for all CRFC home matches, File all federal and state tax documents, maintain fictitious name filing with the Secretary of State's Office, maintain website domain, serve as liaison with Columbia Visitors Bureau, maintain all CRFC official documents, and maintain CRFC equipment. The Executive Administrator may vote on Executive Board matters in the event of a tie.

Article V: Powers and Duties of Officers

Section 5.01. Office of President.

The President shall be active in all aspects of club activities, and should be highly visible to Club members. It will be the duty of the President to preside over meetings of the members and to act as Chairperson of the Executive Committee, to supervise Club officers and Committees in the performance of their duties, to act as liaison to the MARFU, and to supervise other Club functions and responsibilities, which are carried out within the Club's jurisdiction. Specifically, the President should:

- Organize, oversee and encourage participation in volunteer and philanthropic opportunities for the Club.
- Hear member ideas and concerns and bring before the Executive Committee or address with appropriate officers.
- Organize quarterly meetings for Officers during the season or as needed.
- Organize general membership meetings at the beginning of the Fall and Spring season.
- Appoint a liaison to the MARFU, with the consent of the Executive Committee.
- Organize annual meetings for the Executive Committee and the general membership.
- Authorize payments and reimbursements.

Section 5.02. Office of Vice-President.

The Vice-President will succeed the President in the event of his death, resignation or removal from office. The Vice-President will serve in that capacity until a new President is elected. The Vice- President will assist the President in the exercise of his duties and fulfillment of his responsibilities, and shall act in his place when the President cannot attend meetings. Specifically, the Vice- President should:

- Arrange for transportation to Away Games, if deemed necessary.
- Arrange the design and sale of all team merchandise with the advice and consent of the Executive Committee.
- Develop new team jerseys for the Outlaws every other year and for youth teams every four years.

These duties may be delegated to respective committees as the Executive Committee sees fit. The Vice-President will be responsible for evaluating effectiveness of said committees.

Section 5.03. Office of Sponsorship and Fundraising Chair

Specifically, the Sponsorship and Fundraising Chair should:

- Handle all dealings with Sponsors both existing and proposed. Including working with Club Social Chair on maintaining website to reflect active and inactive Sponsors.
- Schedule updates, billing, collection of sponsorships and any reciprocal activities on behalf of the Club with Sponsors.

Section 5.04. Office of the Treasurer.

It will be the duty of the Treasurer to maintain and report all current financial conditions, to have overall responsibility for the legitimacy and accuracy of moneys paid and collected and disbursed by the Club. Specifically, the Treasurer should:

- Publish a full financial report Semi-annually, wherein at least one report is available to members attending a Regular Meeting.
- Collect all dues from members at the beginning of each season, and prepare reports for Field Officers.
- Monitor the USA Rugby CIPP registration as part of the dues collection process.
- Organize donation presentations for all Philanthropic projects.
- Keep an up to date ledger
- Report current finances to members upon request
- Maintain credit card validity and keep track of card possession
- Maintain possession of check books
- Manage online payment accounts (e.g. Venmo & PayPal)
- Coordinate with officers and field officers to handle money at events
- In cooperation with the President, maintain player scholarship fund and appropriate scholarship funds as necessary
- Keep receipts on file for records

- Collect information for a club roster, and distribute this data appropriately.
- Forward all reimbursement requests to President.

Section 5.05. Office of the Match Secretary.

It will be the duty of the Match-Secretary to coordinate communication between opponents and referees to effectuate well-scheduled play.

Specifically, the Match-Secretary should:

- Set the playing schedule for the upcoming year.
- Verify Referees for all Home matches.
- Verify upcoming matches at least one week from the scheduled date.
- Provide directions to opposition sides and referees for the fields of play and post-match social locations.
- Report stats including: rosters, substitutions, cards, and scores to USA Rugby in CMS system.
- Make all field reservations with Columbia Parks and Rec.

Section 5.06. Social Chair

- Lead organizer of all Club socials, including; times, locations, determine amount of food and refreshments for Club purchase when necessary, and provide all receipts to Treasurer.
- Lead organizer of annual Club awards banquet, including; time, location, caterer, awards, and decorations.
- Primary administer of all social media accounts.

- Promote official Club events, including with appropriate sponsors and the public.
- Maintain the Club website including preparing club news for the web page, and distribute club-sensitive communications via email as necessary.

Section 5.07. Recruitment Chair

The Recruitment Chair shall:

- Attend and organize volunteers and promo items for recruitment events.
- Be the lead contact person for all club interest requests.
- Respond to all inquiries from potential club members (via email, website, social media, and events)
- Develop marketing items to promote club interest
- Assist in website management to keep updated info for Club's recruiting efforts.

Section 5.08. Club Secretary

It shall be the duty of the Club Secretary to:

- Record and distribute minutes of the meetings to all Officers and post minutes for Club members.
- After a regular or special meeting of the Executive Committee or General membership is noticed, to request items to be added to the meeting agenda from all Officers.
- Distribute a copy of the meeting agenda to all officers 24 hours in advance of any scheduled Executive Committee meeting.
- administering the annual election of officers and

any other items needing to be voted on by the Club membership as determined by the Executive Committee.

- maintaining a directory of active and former members contact information to be used for Club purposes.
- maintaining a list of past Club officers and annual award recipients.

Article VI: Field Officers

Section 6.01. Field Officers.

The positions of Coach, Assistant Coach, Captain, Forwards-Captain and Backs-Captain constitute the "Field Officers". and "Selection Committee" with each member known as a "Selector". The Executive Committee may fill the position of Coach for any CRFC team by a two-thirds vote, or choose at their discretion to allow the members of the respective CRFC team to elect the position of Coach. The Coach may appoint the Assistant Coach, Captain, Forwards-Captain, and Backs-Captain, or at his/her discretion allow the members of the respective CRFC team to elect any combination of these field officers.

Section 6.02. Terms of Office.

Field Officers shall be appointed or elected by the beginning of the Fall Season, and shall hold office for one full year.

Section 6.03. Removal.

Any Field Officer may be removed at any time with or without cause by a two-thirds vote of the members entitled to vote.

Section 6.04. Vacancies.

If any vacancy on the Executive Committee shall occur the remaining members of the Executive Committee may temporarily appoint a successor to fill such vacancy, or a special election may be held to fill the vacancy. If any vacancy, other than Coach, shall occur in any Field Officer position, the Coach may appoint a successor to fill such vacancy, or a special election may be held to fill the vacancy.

Article VII: Powers and Duties of Field Officers

Section 7.01. General Powers and Duties of Field Officers.

The Field officers as a group shall determine the method and time of practice, method of play to be emphasized, and shall make all selections to all sides. If necessary, selections shall be determined by a majority vote of the Selection Committee; in the case of a tie, the Coach will make the selection. All Field Officers should make every effort to attend all practices and games.

Section 7.02. Position of Coach.

The individual duties and responsibilities of the Coach are as follows:

- Final responsibility for methods of training and practicing.
- Ultimate authority for method of decision-making on the field of play.
- Selector.

Section 7.03. Position of Assistant Coach.

The duties and responsibilities of the Assistant Coach are as follows:

- Assist the Coach in any way asked at practice or on game days.
- Selector.

Section 7.04. Position of Team Captain.

The duties and responsibilities of the Team Captain are as follows:

- First XV Captain, who is responsible for decisions on the field of play for the first XV.
- Assist the Coach in any way asked, at practice or on game days.
- Selector

Section 7.05. Position of Forward and Back Captains.

The duties and responsibilities of the Forward and Back Captain(s) are as follows:

- Assist the Captain and Coach as asked.
- In absence of Captain, Forward and/or Back Captain will act on his behalf.
- Selector.

Article VIII: Committees

Section 8.01. Adoption of Committees.

The Executive Committee shall have the power to appoint committees and committee chairpersons to assume responsibilities conferred to said committees.

Article IX: Remuneration of Officers

Section 9.01.

No Officer of the Club shall receive, directly or indirectly, any salary, compensation or emolument from the Club, either as such officer or in any other capacity.

Article X: Finances

Section 10.01. Dues.

Each member will pay season dues as specified by the Executive Committee. All net proceeds from events sponsored and approved solely by the Club shall be retained by the Club. Dues for associate and playing members shall be identical.

Section 10.02. Contracts and Checks.

All deeds, documents, transfers, contracts, bonds, checks, and bills requiring execution by the Club shall be signed only under the appropriate authority given by the Executive Committee, which shall be evidenced by appropriate resolutions of the Members.

Article XI: Fiscal Year

Section 11.01.

The Fiscal year will end on the last day of the calendar year.

Article XII: Colors

Section 12.01.

The colors of the Club shall be Black and Columbia Blue

Article XIII: Repeal and Adoption

Section 13.01.

The By-Laws may be amended, repealed, or adopted by vote of two-thirds of the Members present or by proxy at a duly constituted meeting. A copy of any proposed amendments must be included in the notice of the meeting and be available to members at a duly constituted meeting. A copy of the adopted by-laws shall be available on the club website at all times.