

Bylaws Of The Green Bay Rugby Football Club, Inc.

PREAMBLE

Green Bay Rugby Football Club, Inc is a 501c(3) charitable organization whose mission is to lead in the development and promotion of Rugby Football through the establishment and fostering of comprehensive programs within Northeastern Wisconsin and to support the growth of the United States of America as a competitive rugby-playing nation.

ARTICLE I (NAME)

The name of the club shall be the Green Bay Rugby Football Club, Inc., hereafter referred to as "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 the club. Members will be designated as active members (dues paying) or non-active members. The Club may designate lifetime honorary membership to people who have given special services to the Club. Members in good standing, preferably old boys, may submit for lifetime membership with a deposit of \$375 and a unanimous vote by the Executive Committee. Posthumous lifetime members may be added anytime by unanimous vote of Executive Committee.

Section 2.02. Representation. Each Active and Honorary member shall be entitled to attend any meeting of the members and shall have one vote. Non-active members may attend meetings, but they are not entitled to vote.

ARTICLE III (MEETINGS OF MEMBERS)

Section 3.01. Regular Meetings. Meetings shall be held at the beginning and end of both the fall and spring seasons. The exact date of these meetings shall be set by the President, and called by the Vice Presidents (Both Men and Women). President via US Mail will send out letter to old boys until request is made by majority (greater than 25) to exclude US Mail as a source of communication.

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 and shall be called by the Vice 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.

Team Meetings, such as "Court Session," shall be called by the Team Captain and/or Coach in agreement with the Executive Committee but need not include the Executive Committee. Such communication is essential for coordination of club activities, as to not interfere with important club business outside of the team activities.

Section 3.03. Notice of meetings. Notice of the place, date, hour and purposes of the meetings shall be given personally, by mail, email or a call to each member, not less than 7 days prior to the meeting.

Section 3.04. Quorum and Adjournment. At all meetings of members, one-third of the active-members present, minimum of 7, in person or by proxy shall be requisite for and shall constitute a quorum for the transaction of the affairs of the Club.

Section 3.05. 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 and present in person or by proxy at a duly constituted meeting of the members. Tally of all votes is the responsibility of the Vice President in cooperation with the Secretary. Reporting to the Executive Committee for final approval. Veto of Membership vote will take a unanimous decision by the Executive Committee and must be explained to membership in person within one month. Financial decisions will be the responsibility of the Executive Committee and shall be handled appropriately so active-membership is not accountable for end of year finances above and beyond paying dues and miscellaneous fees. See Section 10.01. Dues.

ARTICLE IV (OFFICERS)

Section 4.01. Election of Officers. Officers shall be elected by majority vote of quorum of the members entitled to vote (minimum 7). Elections shall be by ballot, however, elections may be conducted in any manner-approved by quorum of active members (7). See section 3.04

Section 4.02. Number, Qualifications and Term of Office. The Officers are the President, Vice-President, Secretary, Treasurer, Match Secretary and Active Member-at-Large. Officers must be members of the club in good standing, and shall be elected to hold office for a term as described below.

President: 3 years – 2009, 2012, 2015...

VP: 2 years – 2009, 2011, 2013....

Treasurer: 3 years

Match Secretary: 2 years

Active Member-at-large: 1-year term.

Any Officer can serve unlimited number of terms if elected by majority quorum defined in Section 4.01. All Officers shall be at least 21 years old. The Officers as a group shall be referred to as the Executive Committee.

Section 4.03. Annual Meeting of the Executive Committee. An annual meeting of the Executive Committee, hereafter referred to as "Officers," shall be held each year prior to the beginning of the spring season. The President must call notice of this meeting, not less than 7 days prior to the date of said meeting. This meeting is mandatory for Officers and the President shall attempt to arrange time/date/place of meeting to accommodate the Executive Committee, as much as possible.

Section 4.04. Regular meetings of the Executive Committee. Regular meetings of the Executive Committee shall be held each month during the Fall and Spring seasons, and at such place as determined by the President. Any active member may attend any of these meetings. No active members can vote, however, on matters under the authority of the Executive Committee. Officers who attend greater than 75% of meetings shall be rewarded with a gift from the GBRFC Clothing Store, as determined by the President and subject to financial review by the Treasurer.

Section 4.05. 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 Executive Committee member at least three days prior to the meeting, personally or by email or by phone call.

Section 4.06. Quorum and Manner of Acting. Three 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, if a quorum is present at such time, 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, the President, or the Treasurer 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 10 days of such vacancy. President shall call a Special Meeting of the Executive Committee. Quorum of Officers as defined in Section 4.06 will be necessary for appointment of new officer to the Executive Committee. In the event that a voting quorum cannot be called together within 10 days of vacancy, the President and/or Treasure shall appoint a “interim” officer until such voting quorum can be organized.

Section 4.09. Disqualification from Executive Committee. Any Executive Committee member found to be in violation of USA Rugby standards or found guilty of a federal or grievous crime should be disqualified from the Executive Committee. Any Executive Committee member elected with a background not disclosed to the active members or the Executive Committee shall immediately rescind committee officer position upon request.

Section 4.10. Time of Elections. Officers of the Executive Committee shall be elected by the general membership at the end of the fall season. *Their terms disclosed in section 4.02.*

Section 4.11. 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.

Section 4.12. General Powers of the Executive Committee. The Executive Committee shall administer all affairs of the Club other than those concerning on the field coaching. The Executive Committee may make or help facilitate any 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 active members.

Section 4.13. Property and Park Rentals.

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 active-members voting in person or by written proxy at a duly constituted meeting. Not to include renting of city and or county parks. Park rental will be the responsibility of the President, Vice President and/or Treasurer.

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 and within the community. 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 Wisconsin Rugby Union, and to supervise other Club functions and responsibilities which are carried out within the Club's jurisdiction. Specifically, the President should:

- Organize monthly meetings for Officers during the season.
- Organize general membership meetings at the beginning and end of the Fall and Spring season.
- Appoint a Governor to the Wisconsin Rugby Union, with the consent of the Executive Committee.
- Organize annual meetings for the Executive Committee and the general membership with the help of the Match Secretary.
- Attend 75% of Executive Committee meetings.
- Help build relationships with area business to benefit the GBRFC and it's holdings.
- Maintain the club's on-line clothing store and update the active membership and Executive Committee of any changes.

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. It will be the duty of the Vice-President to call all meetings of the members and the Executive Committee that have been arranged by the President. 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.
- Maintain and inventory all field equipment.
- Maintain and inventory all club uniforms.
- Arrange for use and lining of pitches for games and practices.
- Assist the Press Secretary with maintenances of the Website.
- Attend 75% of Executive Committee meetings.

These duties may be delegated to respective committees as the Vice-President sees fit. The Vice-President will be responsible for evaluating effectiveness of said committees and reporting back to the Executive Committee monthly during the spring and fall seasons.

Section 5.03. 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 quarterly.
- Set yearly budget goals and assess dues appropriately.
- Understand and report on the club's union financial responsibilities.
- Keep all union dues paid and current with frequent assessment of club's position in our unions.
- Maintain banking relationships and account for all deposits and withdrawals.
- Collect all dues from members at the beginning of each season.
- Report to the Vice President the status of dues collections so the VP may help facilitate collections.
- Share checkbook responsibilities with President. Social events will require one or both to attend so expenses are paid for at end of event.
- Attend 75% of Executive Committee meetings.

Section 5.04. Office of the Match Secretary. It will be the duty of the Match-Secretary to coordinate communication between opponents and referees to facilitate well-scheduled play. Specifically, the Match-Secretary should:

- Collect information for a club roster, and distribute this data appropriately.
- Set the playing schedule for the upcoming year, attend AGM winter meeting to set spring schedule.
- Verify Referees for all Home matches.
- Verify upcoming matches at least one week from scheduled date.
- Help President with End-of Year Banquet as part of the Social Committee.
- Attend 75% of Executive Committee meetings.

Section 5.05. Office of the Press Secretary. It will be the duty of The Secretary to record and distribute minutes of the meetings to appropriate members.
Write and edit a monthly newsletter during the playing months, may delegate or team up with someone active or non-active on the club.
Work with Webmaster and VP to update and design the team website.

Contact and maintain relationships with community and media to facilitate coverage and attention the benefits the Green Bay Rugby Football Club, Inc. and the club's interests.

Attend 75% of Executive Committee meetings.

Work with President to facilitate invitations to events to "old boys" and maintain a positive relationship with our "old boys."

Section 5.06. Office of the Active Member-at-Large.

Attend 75% of Executive Committee meetings.

Represent the Active Members as an Officer of the Club.

Communicate with coaches and field officers regarding team concerns and bring that communication to Executive Committee meetings. Updates at every meeting.

Assist any officer that may need help with committee work.

ARTICLE VI (FIELD OFFICERS)

Section 6.01. Field Officers. The members shall elect a coach, assistant coach, team captain, and team selector. These positions constitute the Field Officers. *See Section 7.01 for powers held.*

Section 6.02. Terms of Office. Field Officers shall be elected at the beginning of the Spring Season, and shall hold office for one full year. Preferably the Dec/Jan meeting.

Section 6.03. Removal. Any Field officer may be removed at any time with or without cause by a two-thirds vote of the active members entitled to vote.

Section 6.04. Vacancies. If any vacancy shall occur in any position, the Executive Committee may appoint a successor as a Field officer to fill such vacancy by majority of quorum as defined in Section 4.06.

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, selections shall be determined by a majority vote of the selections committee; in the case of a tie, the Coach will make the selection; see section 8.04 Selection Committee. 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 Selector. The duties and responsibilities of the Team Selector are as follows:

Member of the Selection Committee appointed by the Coach.

Section 7.05. 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 as asked.
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 assigned committees. Any Ad-Hoc committee will be required to report to the Executive Committee monthly and the Press Secretary will record all progress.

Section 8.02. Field Committee. A Field Committee should be established, having three members, with one member being appointed as Committee Chairperson. This Committee will have the responsibility of maintaining the pitch and Club equipment. This Committee will work in conjunction, and be answerable to the Vice-President.

Section 8.03. Social Committee. A Social Committee should be established, having three members, with one member being appointed as Committee Chairperson (Social Chair). This Committee will have the responsibility of booking parties for Home matches, setting up the End-of-the-Year Party/Banquet with Match Secretary, and for overseeing general social aspects of the Club. The President will directly supervise this Committee.

Section 8.04. Selection Committee. The Selection Committee shall be comprised of ; Field Officers. See sections 6.01 and 7.01.

ARTICLE IX (REMUNERATION OF OFFICERS AND FIELD 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 playing member will pay a season dues as specified by the Executive Committee. The Club shall retain all net proceeds from events sponsored and approved solely by the Club. Executive Committee may add additional match fees anytime during the season.

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. The Officers will delegate fund raising activities but all funds and expenses will be the responsibility of the officers and property of the club. In General terms, the authority for check writing and maintenance of the banking accounts shall be designated to the President and Treasurer and reported to the Executive Committee at each meeting and by Treasure Report on a quarterly basis.

Section 10.03. Logo and name copyright. The Celtic Logo© and the name Green Bay Rugby© and Green Bay Rugby Football Club©, Green Bay Rugby Club©, GBRFC© and Green Bay Rugby Football Club, Inc© are sole property of the Green Bay Rugby Football Club, Inc© and copy written. No unauthorized use by any persons without the written approval of the Green Bay Rugby Football Club, Inc Executive Committee is permitted. Any funds and assets received through use of previously written copyright designations will become sole property of the Green Bay Rugby Football Club, Inc. and dealt with by the Executive Committee. Official colors of Green Bay Rugby are orange and forest green and black to be used in the apparel of any copyrighted merchandise made for and sold by Green Bay Rugby Football Club, Inc.©

ARTICLE XI (FISCAL YEAR)

Section 11.01. The Fiscal year will end on the last day of December of each year.

ARTICLE XII (COLORS)

Section 12.01. The colors of the Club shall be Forest Green, Orange, and Black.

ARTICLE XIII (REPEAL AND ADOPTION)

Section 13.01. The By-Laws may be amended, repealed, or adopted by vote of two-thirds of the Active Members present at a duly constituted meeting. A copy of any proposed amendments must be included in the notice of the meeting.

Updates adopted unanimously Dec 2008.