

BYLAWS
OF THE
TEXAS RUGBY REFEREES ASSOCIATION
as amended July 17, 2010

ARTICLE I: Name and Address

SECTION 1: Name. The name of the Corporation shall be the Texas Rugby Referees Association, hereinafter referred to as the "Association".

SECTION 2: Address. The address shall be that of the Secretary of the Association.

ARTICLE II: Objectives

SECTION 1: The Association is organized for the purpose of contributing to the growth of rugby football at all levels of play, through competition at local, state, national and international levels, and to improve the standing and standards of the game of rugby football in Texas and the United States of America.

SECTION 2: The Association is established to: 1) recruit, teach, train, coach and generally assist Members to become certified referees of the game of rugby union football through the USA Rugby referee certification program as formulated by the USARRA training committee and 2) improve the refereeing skills of Members by: a) refereeing games, b) attending regional meetings, c) reading recommended publications, d) participating in peer discussion groups, e) attending refereeing and coaching clinics, and f) attending territorial and national conferences on refereeing and coaching of the game.

SECTION 3: The Association is established to provide referees for rugby matches organized by the Texas Rugby Union.

SECTION 4: The Association is established to provide a positive image of rugby football and rugby referees through service to and support of the rugby community.

SECTION 5: The Association is established as a voluntary and non-profit organization.

ARTICLE III: Rules and Affiliation

SECTION 1: Rules. The Association shall abide by the laws of the game as laid down by the International Rugby Board and the directives of the United States of America Rugby Football Union.

SECTION 2: Affiliation. The Association shall maintain affiliation with the Texas Rugby Union, the Western Rugby Football Union, the United States of America Rugby Football Union, and both territorial and national referee societies.

ARTICLE IV: Insignias and Logos

SECTION 1: Society insignias, logos, crests, designs, images, symbols or patterns shall be whatever is deemed appropriate for the occasion as approved by the Association or the Executive Committee.

ARTICLE V: Membership

SECTION 1: Any person believing in and supportive of the purposes for which this Corporation is formed and the rules of the Association as stated in the Articles of Incorporation and these Bylaws is eligible for Membership. The Association shall admit any person without regard to sex, religious belief, race, color, national or ethnic origin and extends all rights and privileges of Membership to said person.

SECTION 2: Membership may be divided into such categories as are deemed appropriate by the Executive Committee.

SECTION 3: Membership dues, privileges and obligations shall be determined by the Executive Committee.

ARTICLE VI: Board of Directors

SECTION 1: Powers. Subject to the limitations of the Articles of Incorporation, of these Bylaws, and of the laws of the State of Texas as to action to be authorized or approved by the Members, the business affairs and property of the Association shall be controlled by a Board of Directors, hereinafter referred to from time to time as the "Board." The Board shall do all such acts as are necessary or convenient to attain the objectives, activities and purposes herein set forth.

SECTION 2: Qualifications and Number. The Board of Directors shall consist of not less than five (5) Directors. Each Director shall hold office except in the event of death, resignation or removal, for the term to which they have been elected, and thereafter until a successor shall be duly chosen and qualified. At least one (1) Director shall be elected from the southern region of the Association, at least one (1) Director shall be elected from the northern region of the Association, and there shall be at least one (1) Director from the Central Region of the Association.

SECTION 3: Eligibility and Election. The Members at the annual general meeting shall fix the number of Directors. Following the election of Officers, the Members shall elect and appoint Directors. Any Member entitled to vote at the meeting may nominate one or more candidates for the office of Director. Nominees shall be presented in the order nominated and shall be elected by majority vote until the fixed number of Directorships is filled. Any Director may be replaced at a special meeting of the membership called for that purpose for a term lasting until the next annual general meeting.

SECTION 4: Resignation. Any Director may resign by delivering or causing to be delivered to the Chair a written resignation which shall take effect when so delivered, or at such other time as may be therein specified.

SECTION 5: Removal. Any Director excepting the Chair, Secretary and Treasurer of the Association may be removed from office with or without cause by a majority vote of the Directors in office provided such majority shall include the vote of the Chair or by two thirds majority regardless of the vote of the Chair.

SECTION 6: Vacancies. The Chair shall have the power to fill vacancies on the Board of Directors however occurring. Any Director so appointed shall hold office under the same terms and conditions as were applicable to the Director whose position was vacated. The Chair may not re-appoint any Director removed under Section 5 since the last election of Directors by the Membership.

SECTION 7: Meetings. The Board of Directors may meet at any time and place they deem necessary and at their discretion. The Chair, or Secretary if so requested by the Chair, shall give advance notice of meetings to all Directors. Such notice shall contain a statement of the business to be considered at the meeting. Minutes of attendance and items discussed shall be kept. Directors, who

without just cause regularly fail to attend meetings, or participate in discussions by whatever means the technology of the times allows, may be removed from the Board.

SECTION 8: Quorum. A majority of the number of Directors as fixed by the Articles of Incorporation or the Bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there is a quorum when duly assembled is valid as a corporate act. In the absence of a quorum a majority of the Directors present may adjourn any meeting from time to time but may not transact any business.

ARTICLE VII: Officers

SECTION 1: Designation. The Officers of the Association shall be the Chair, the Secretary, the Treasurer, the North Regional Appointments Secretary, the South Regional Appointments Secretary, the Central Region Appointments Secretary and such other officers as the Board of Directors may from time to time deem necessary to conduct Association business. Officers may serve as Directors, ex officio with the right to vote. Any officer may be replaced at a special meeting of the membership called for that purpose for a term lasting until the next annual general meeting

SECTION 2: Eligibility and Election. The Chairman and Vice Chairman Officers shall be elected from among the Members of the Association. The election shall be held at the annual general meeting as described in Article XI, Section 1. Officers so elected shall serve for a period of one (1) year or until their successors have been duly qualified. Other Officers shall be appointed by the Chairman.

SECTION 3: Duties of the Chair of the Association. The Chair shall be the chief executive officer of the Association and shall preside at all meetings of the Association, including meetings of the Board of Directors. The Chair shall be an ex-officio member with the right to vote on all committees and shall have such other duties and authority as usually pertain to the office of the chief executive and as may be conferred upon the Chair by the Membership. The Chair shall have the right to choose from among the Executive Committee the officer who shall deputize for the Chair when the Chair is unable to attend a meeting or Association function.

SECTION 4: Duties of the Treasurer. The Treasurer shall keep the accounts and have charge of the funds of the Association subject to the authority of the Board of Directors. The Treasurer shall collect all dues and assessments and shall make payments as authorized by the Board of Directors. The Treasurer shall make an annual statement detailing the finances of the Association and present a proposed budget for the year at the annual general meeting. In addition the Treasurer shall have such other duties and authority as usually pertain to the office of Treasurer and as may be conferred upon the Treasurer by the Board of Directors or by the Chair with the approval of the Board of Directors.

SECTION 5: Duties of the Secretary. The Secretary shall attend meetings of the Board of Directors and shall keep minutes of the proceedings thereof. The Secretary shall conduct the correspondence of the Association, keep its records, maintain the Association's membership list, and shall have such other duties and authority as usually pertain to the office of Secretary and as may be conferred upon the Secretary by the Board of Directors, or by the Chair with the approval of the Board of Directors.

SECTION 6: Duties of the Regional Appointment Secretaries. The Regional Appointment Secretaries shall maintain a list of active referees in their areas and shall provide a referee for games organized by clubs that are members of and in good standing with the Texas Rugby Union. The Regional Appointment Secretaries shall provide Members with information regarding the time and location of all matches and tournaments. They shall have such other duties and authority as usually pertain to the office of Regional Appointment Secretary and as may be conferred upon them by the Board of Directors or by the Chair of the Association with the approval of the Board of Directors.

SECTION 7: Removal. An Officer of the Association may be removed from office at a meeting as described in Article XI, Section 1 or 2, by a two-thirds (2/3) majority vote of the Members in favor of the motion.

SECTION 8: Vacancies. A vacancy in any office caused by death, disability, resignation, removal, disqualification or any other cause shall be filled as prescribed in Article XI, Section 1. In the interim, the vacancy may be filled by an appointment made by the Chair of the Association, or the Board of Directors.

SECTION 9: Subordinate Officers. The Board of Directors at its discretion may appoint such other officers as the business of the Association may require each of whom shall hold office for such period and have such authority and perform such duties as are provided for in the Bylaws or as the Board of Directors may from time to time determine.

ARTICLE VIII: Training

SECTION 1: Referee Development Officer (RDO). The RDO shall be appointed by and serve at the discretion of the Chair. The RDO shall be the chief evaluator of active referees within the Association, the chief coach and mentor of refereeing technique and philosophy, and the final authority on the interpretation of the laws of the game within the Association. The RDO shall be responsible for the local union grading and promotion of active referees and shall perform such other duties as may be assigned by the Chair or the Board of Directors.

ARTICLE IX: Executive Committee

SECTION 1: The Executive Committee shall consist of the Chair, Secretary, Treasurer and three (3) Regional Appointment Secretaries.

SECTION 2: The Executive Committee shall meet as often as they deem necessary to transact Society business.

SECTION 3: The Executive Committee shall set a general agenda for the Association.

SECTION 4: The Executive Committee shall have powers to govern the following activities of its Members in: 1) their relations with other Referee Societies, 2) their liaisons with government and athletic organizations, 3) their participation in tournaments, referee and coaching clinics, and 4) disciplinary measures as described in Articles XIII and XIV of these Bylaws.

SECTION 5: The Executive Committee shall have powers to: 1) articulate policy, 2) raise funds and initiate sponsorship programs, 3) promote publicity campaigns and public relations, disseminate information, distribute educational materials, and 4) approve and terminate individual membership.

SECTION 6: Nothing in the forgoing shall be construed as limiting or prohibiting Members from engaging in identical activities as long as such activities are approved by the Executive Committee, and are not detrimental to the game of Rugby Union Football or the Texas Rugby Referees Association.

SECTION 7: Duties not designated in these Bylaws to Officers of the Association or the Executive Committee shall be reserved for the Chair of the Association.

SECTION 8: The Executive Committee shall have the power to create any subcommittee or subcommittees it regards as necessary to conduct Association business. Such committees shall be advisory only and shall exist only as long as the Executive Committee deems they are needed.

ARTICLE X: Meetings

SECTION 1: Time and place. The annual general meeting of the Board of Directors, which shall also be the annual general meeting of Members of the Association, shall be held after the Texas Rugby Union Championships and before the last day of August on whatever date and at whatever location deemed suitable by the Executive Committee to: 1) receive a report on the season, 2) receive a statement of the accounts, 3) elect Directors and Officers for the following year, and 4) conduct any other business. The annual general meeting shall be an open meeting.

SECTION 2: Special Meetings. Special meetings of the Executive Committee or of the Association may be held at such times and places designated by the Chair of the Association, or the Executive Committee.

SECTION 3: Regional Meetings. Regional meetings shall be called by the Regional Appointments Secretary, the date, hour, location and notification of such meetings to be determined by the Regional Appointments Secretary, the Chair of the Association, or the Executive Committee. Regional meetings shall be open meetings.

SECTION 4: Notice. The Chair of the Association or the Secretary shall give notice to each Officer and Member of each annual or special meeting of the Association, which notice shall contain a general statement of the items of business to be considered at the meeting, and shall be given no less than fifteen (15) days prior to such meeting.

SECTION 5: Quorum. A majority of the Membership present shall constitute a quorum at any meeting of the Association but any number less than a quorum may adjourn a meeting. No business may be transacted at any meeting of the Association in the absence of a quorum.

SECTION 6: Voting. Each Member present and in good standing shall have one vote. Proxy votes shall be allowed for the purposes of forming a quorum. Votes received by electronic means from Members with an email address registered with the Association shall be counted.

SECTION 7: Proxies. Any Member may solicit a proxy from any other Member that authorizes the proxy holder or a designee to exercise the vote of the solicited Member in accordance with the written instructions of the solicited Member. In the absence of specific written instructions, the granting Member may allow the proxy holder discretion in voting. A granting Member may revoke a proxy by giving written notice of revocation to both the proxy holder and the Secretary any time before such proxy has been exercised. A granting Member may also revoke a proxy by attending the meeting for which the proxy was given and by voting personally.

ARTICLE XI: Appointments

SECTION 1: All referee appointments shall be made by the Regional Appointment Secretaries.

SECTION 2: Appointments shall be made according to the ability and the current grade level of the referee as reported to the Regional Secretary and determined by an accredited Texas, Western or National referee evaluator.

SECTION 3: A Member shall not accept an appointment to referee a match or in a tournament from a Club or other Referee Society without first obtaining permission from the Chair of the Association or the Regional Appointments Secretary. Such permission shall not be withheld if the need for referees for Local Area Union games has been fulfilled.

SECTION 4: In all instances where dissatisfaction with the appointed referee is reported in writing to the Regional Appointments Secretary, the referee in question shall not officiate in any match wherein the dissatisfied club is playing pending an inquiry by the Executive Committee.

ARTICLE XII: Elections and Amendments

SECTION 1: Elections. Election of Officers shall be held at the annual general meeting as stated in Article VII, Section 2. The election shall be conducted by an Election Committee Chairman who is not standing for office. Proxies shall be allowed as stated in Article XI, Section 6.

SECTION 2: Amendments. Amendments to these Bylaws shall have a proposer and seconder and shall be submitted in writing to the Executive Committee with copies provided to the Membership for consideration no less than fifteen (15) days prior to the annual general meeting as stated in Article XI, Section 4. Amendments to be voted on shall be displayed at the annual general meeting prior to being voted upon by the full Membership.

SECTION 3: No amendments to these Bylaws shall be made except by a two-thirds (2/3) majority of those voting at the annual general meeting or a special meeting.

ARTICLE XIII: Dues, Expenses and Audit

SECTION 1: Dues. The Executive Committee shall be authorized to assess annual dues against Members as may be deemed necessary for the operation of the Association. Dues will be assessed on September first and due by the end of that month. Dues for new members joining after September will be prorated on a monthly basis. Failure to pay dues as assessed may result in suspension of voting, refereeing and social privileges during the period of delinquency.

SECTION 2: Expenses. Expenses incurred by Members on behalf of the Association must be approved by an Officer of the Association in order to obtain reimbursement.

SECTION 3: Audit. The accounts of this Corporation shall be independently reviewed by a certified public accountant and published annually.

ARTICLE XIV: Discipline

SECTION 1: The Executive Committee shall serve as the Disciplinary Committee of the Society.

SECTION 2: The Executive Committee shall have the right to discipline, fine or expel a Member for conduct deemed detrimental to the image of the Society or contrary to the objectives of the Association as stated in Articles II and III of these Bylaws. Expulsion of any Member must be by a unanimous decision of the Disciplinary Committee.

SECTION 3: Association disciplinary measures may be appealed either in writing, or in person at the next scheduled regional meeting, or at any meeting as described in Article X. Traditional notions of due process shall prevail.