

BY-LAWS OF THE TEXAS RUGBY FOOTBALL UNION, INC.

The Texas Rugby Football Union, Inc is operated to promote and foster quality rugby and to educate the public and players in the game of rugby as played under the laws of The International Rugby Board. The Texas Rugby Football Union, Inc. will have jurisdiction over its members in all matters of a local nature pertaining to the administration of rugby activities and will administer the precepts of these By-Laws and of the USA Rugby of which it is a part.

ARTICLE I: NAME

The name of the organization shall be the Texas Rugby Football Union, Inc. and shall hereafter be referred to in these By-Laws as “TRU”.

ARTICLE II: MEMBERS

Section 2.01 Qualification of Members

The membership of the TRU shall be composed principally of rugby clubs located within the designated geographical boundary of the State of Texas, however may also include clubs outside the State of Texas, as deemed appropriate by the Board of Directors and/or as assigned by USA Rugby.

Full Members - Full Member clubs shall be those clubs that have been elected as such and are in good standing in accordance with the requirements set forth in Section 10.02 below. The Board of Directors shall review all applications for membership and determine whether said applications should be accepted for full membership. Only representatives of Full Member Clubs in good standing have the right to vote for their Electoral Director. A Full Member Club shall exercise its right to vote via the person [or proxy] of its Representative Director, who shall be the President of the club or his designate by proxy.

Affiliate Members – Affiliate Members shall be those rugby clubs that are also a member of an Independent Rugby Conference/Organization that has entered into and/or have a valid operational agreement with TRU for services.

Section 2.02 Resignations

A Full Member Club may resign from the TRU at any time for any reason. The resigning club will be liable for its share of the financial obligations of the TRU for the fiscal year in which the resignation is submitted.

Section 2.03 Membership Removal

A Full Member Club may be removed from the membership for good cause shown by majority vote of the Board of Directors. Reasonable notice of the motion, notice of the facts supporting the motion, reasonable amount of time to remedy such conditions to retain Full Membership and an opportunity to address the Board directly (if requested) must be afforded the Full Member Club subject to the motion.

ARTICLE III: TRU ELECTORAL DIRECTORS

Section 3.1

Each of the following constituencies of the TRU will be represented by one individual who shall be elected to their position by a vote of the clubs that constitute that particular constituency of the TRU. Clubs that compete in multiple Divisions, shall only be able to vote for their highest Division Electoral Director.

The Electoral Directors are as follows:

[1] DI Director – Elected by those Men’s Clubs that participate in Men’s Division One - Three (3) year term to begin upon adjournment of the Annual Summer AGM 2013, to replace the former Men’s Club Electoral Director.

[2] DII Director – Elected by those Men’s Clubs that participate in Men’s Division Two - Initial one (1) year term to begin upon commencement of the Annual Summer AGM 2013; subsequent three (3) year term(s) to begin upon adjournment of the Annual Summer AGM 2014.

[3] DIII Director – Elected by those Men’s Clubs that participate in the Men’s Division Three - Initial two (2) year term to begin upon commencement of the Annual Summer AGM 2013; subsequent three (3) year term(s) to begin upon adjournment of the Annual Summer AGM 2015.

[4] Women’s Director - Elected by Women’s Clubs - Three (3) year term to begin upon adjournment of the Annual Summer AGM.

[5] Independent Rugby Director - Two (2) year term to begin upon adjournment of the Annual Summer AGM.

[6] Texas Rugby Referee Association (TRRA) Chairman.

The Executive Director of the TRU shall seek nominees from the electorate at- large for positions prior to the expiration of terms; conduct and certify the elections for each Electoral Director position prior to or upon the expiration of the term of office; preferably at or prior to the Annual Summer AGM; in the absence of such, shall seek nominations and conduct a vote to determine such Electoral Director. Such voting may be conducted by e-mail.

An Electoral Director may also accept and hold any Executive Committee appointed position.

Each Electoral Director should represent the view of their constituents but they should also be prepared to act in the best interests of the TRU, if such interests are in conflict with those of the constituents.

Section 3.02 – Electoral Director Duties

In addition to enumerated duties of the Electoral Directors, they shall act as the chief administrative officer for their respective constituent Division(s)/Independent Conference(s). They will act as the ombudsman between their constituency and the TRU and work in conjunction with the Board of Directors and the Director of Competition to establish, coordinate, supervise and assist in their constituencies’ competitive structure and scheduling. The Electoral Directors shall also be responsible to assist constituent clubs with CMS and match reporting, as well as responsible for accurate recordation of match results, standings, as

well as endeavor to ensure compliance with all applicable eligibility requirements of USA Rugby and TRU. The Electoral Directors shall act and be responsible for the duties formerly associated with duties fulfilled by the formerly appointed Divisional Secretaries in cooperation with and under the direction of the Director of Competitions, such as scheduling, recordation of results, points, standings, re-scheduling of matches and all issues relating to the competition of their electorate. Electoral Directors shall report to the Director of Competitions and the Board of Directors in these capacities, as necessary and/or requested.

Section 3.021 – Independent Rugby Director

This Electoral Representative shall be elected by the Independent Conferences/Organizations that have entered into and/or have a valid Operational Agreement with TRU. The President or Chief Executive of each Independent Rugby Conference/Organization that has a valid Operational Agreement and in compliance with all terms of said Operational Agreement at the time of the election, shall have one (1) vote in selecting the Independent Rugby Director. This Electoral Representative shall negotiate and present to the Board of Directors for approval, all Operating Agreements with any Independent Conferences/Organizations that wish to be Affiliate Members and/or receive services provided by the TRU. Annual Operating Agreements shall expressly detail the services to be provided by TRU to the Independent Conference/Organization, the costs for said services and the terms of payment, as well as a detail all terms of the agreement the Independent Conferences/Organizations must satisfy to receive said services. In addition to his/her duties detailed in 3.02, the Independent Rugby Director shall also ensure that all Independent Conferences/Organizations are fully in compliance with all Operating Agreements between an Independent Conference/Organization and TRU.

Section 3.03. Resignations/Vacancy

In the event that an Electoral Director resigns or otherwise vacates their position, the Executive Committee shall appoint a qualified person to fill that position until the next regularly scheduled General Meeting. The Executive Director shall seek nominees from the electorate at-large for positions prior to the next General Meeting; place the vote on the Agenda; and conduct and certify the elections for each vacant Electoral Director position at said General Meeting. Email votes submitted to the Executive Director and received prior to the commencement of the General Meeting shall be accepted by the Executive Director.

ARTICLE IV: TRU BOARD OF DIRECTORS

Section 4.01. Board of Directors

The six (6) Electoral Directors together with the three (3) members of the Executive Committee (*See* Section 8.01) shall form the TRU Board of Directors who shall be responsible for the affairs of the TRU and the long-term vision, direction and strategy of the Texas Rugby Union.

ARTICLE V: MEETING OF THE TRU BOARD OF DIRECTORS

Section 5.01 - Annual Meetings

The Annual General Meeting of the TRU shall consist of the Executive Committee, the six (6) Electoral Directors, Managers & Committee Chairs who have been appointed by the Executive

Committee, as well as TRU Members who wish to attend.

The annual meeting [TRU AGM] of the TRU Board of Directors shall be held at a time convenient for convening the Board.

The authority to call the annual meeting shall be vested in the Executive Director of the TRU.

The primary purpose of the meeting shall be to review the business of the TRU and elect officers, when appropriate.

Ten (10) days prior to the annual TRU AGM, the TRU Board of Directors should submit all proposals, issues and items for consideration to be included on the agenda for consideration by the Board to be addressed at the TRU AGM.

Section 5.02 - Special Meetings

Special meetings of the TRU Board may be called at any time and for any purpose by the President or shall be called by the President upon the request of at least one-third of the TRU Board. Every such request shall state the purpose or purposes of such meetings.

Section 5.03 - Notice of Meeting

Notice of the place, date, hour, and agenda of the meeting whether annual, semi-annual or special shall be given personally or by e-mail to each member of the TRU Board, not less than ten (10) days prior to the meeting. The President of the TRU shall designate the venue and time of called meetings and shall designate the venue and time of meeting petitioned by members of the TRU Executive Board.

Section 5.04 - Waiver of Notice

Notice of meeting need not be given to any member of the TRU Board of Directors who submits a waiver of notice, whether before or after the meeting. The attendance of any member of the TRU Board of Directors at a meeting, in person or by proxy, without protesting, prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 5.05 - Quorum

At all meetings of the TRU Board of Directors, at least five (5) of the members, shall be present in person and shall constitute a quorum for the transaction of the affairs of the TRU.

Section 5.06 - Vote of TRU Board of Directors

Whenever any action of the TRU is to be taken by vote of the TRU Board of Directors, it shall, unless otherwise required by statute of these by-laws, be authorized by a majority of the votes cast by the TRU Board of Directors voting at a duly constituted meeting of the TRU Board of Directors or Executive Committee thereof. In the event of a tied vote, the President of the TRU shall have the deciding vote.

Section 5.07 - Attendance at the Annual General Meeting

Each Member of TRU Board of Directors, Managers & Committee Chairs appointed by the Executive Committee are required to attend the Annual General Meeting. Individual member clubs may attend the meeting if they so wish, but they have to be its Representative Director, [the President of the club or his designate by proxy] and the Member club must be in good standing with the TRU. All motions/proposals at the meeting can only be made by a member of the TRU Board of Directors.

ARTICLE VI: REMUNERATION

No representative or officer of the TRU shall receive, directly or indirectly, any salary, compensation or emolument from the TRU, either as such officer or in any other capacity, except as approved by unanimous vote of the TRU Board of Directors.

ARTICLE VII: COMMITTEES

The TRU Board of Directors may, by resolution adopted by a vote of the majority of the TRU Board of Directors, designate one or more committees, which, to the extent provided in such resolution, shall have and exercise the authority of the TRU Board of Directors in the management of the TRU. Other committees not having and exercising the authority of the TRU Board of Directors in the management of the TRU may be appointed by the President of the TRU at his discretion, which shall have and may exercise such powers as shall be conferred or authorized by him. Each such committee shall consist of two or more members of the TRU Board of Directors and such other individuals as may be determined to be in the best interest of the TRU given the nature of the authority assigned. The President of the TRU shall be an ex-officio member of all committees.

ARTICLE VIII: OFFICERS

Section 8.01 - Executive Committee – Formation, Powers & Duties

The TRU Electoral Directors shall elect persons to occupy the offices of the TRU Executive Committee namely, Executive Director, Director of Competitions and Director of Discipline for a period of three (3) years. A person may hold two or more offices at the same time, except that the President of the TRU may not hold another office in the TRU. These three (3) officers will form the Executive Committee and will be accountable and responsible for the overall running and day-to-day operations of the TRU. The TRU Board of Directors may appoint such other officers or managers as may from time to time appear necessary or advisable to conduct the affairs of the TRU.

Executive Director (*i.e.* “**President**”) will be given the mandate by the member clubs to have the authority to be the final arbitrator and decision maker on all issues, if consensus cannot be reached. All Directors will report directly to the President. It will be the duty of the President of the TRU to preside over meetings of the TRU Board of Directors, to ensure that TRU officers, agents and committees perform their duties, to encourage membership in the TRU and to ensure that other TRU functions and responsibilities are carried out within the TRU’s jurisdiction.

Director of Discipline is responsible for ensuring: 1) that all disciplinary issues are addressed timely and in accordance with the Disciplinary Rules & Procedures; 2) that all USA Rugby disciplinary guidelines are followed; 3) that member clubs and their players are informed of

disciplinary actions; and 4) that all new USA Rugby disciplinary rules/guidelines are integrated into the Texas Rugby Union disciplinary measures as soon as possible.

Director of Competitions is responsible for: 1) assisting the President of the TRU in all TRU matters; 2) Preside over meetings of the TRU Board in the President's absence; 3) ensure that TRU representatives, managers and committees perform their duties; 4) communicate with Electoral Directors; 5) ensuring that the current Texas competitions are conducted such that they will continue to strengthen Texas Rugby; 6) enforcing the current CIPP Match Day procedures; 7) liaising with the West Territorial Union and USA Rugby to ensure that the Texas competitions meet their requirements in terms of Regional and National Championships; and 8) liaising with Texas Rugby Referee Association (TRRA), the Select Sides and club coaches in recommending the introduction of new competitions.

Section 8.02 - Term of Office

So far as practicable, the members of the Board of Directors and Executive Committee shall be elected to serve for a period of three (3) years and, except as otherwise noted, shall hold office until the annual meeting three (3) years after their original election or until their respective successors shall have been elected.

Section 8.03 - Removal of Directors & Officers

Any officer or agent may be removed for cause by the TRU Board of Directors. Any agent/officer appointed by the Executive Director of the TRU may be removed for or without cause by the President of the TRU, or by vote of the TRU Board of Directors. In the event that greater than 50% of the member clubs of a TRU Division, as defined in Article III, are dissatisfied with the Executive Committee or an individual member of the Executive Committee, they have the right to request that the Executive Director of the TRU call an extraordinary AGM for discussion and vote by TRU member clubs in attendance (no proxies accepted). Such an extraordinary AGM has to be called by the Executive Director of the TRU within thirty (30) days of notification by the member clubs. If the Executive Director fails to do so, without just cause, such may be considered cause for immediate removal by the Board of Directors.

Section 8.04 - Vacancies.

In the event that there should be a vacancy in the office of Executive Director, the Director of Competitions shall act in his place and shall call a special meeting of the TRU Board as soon as practicable to elect a successor. In the event of a vacancy on the Executive Committee, the Executive Director of the TRU shall appoint a temporary officer until such time as a special meeting of the Electoral Directors may be held to elect a new officer.

Section 8.05 - Managers

The Executive Committee will, at its' discretion, appoint persons to occupy the following managerial positions:

Finance Manager - main duties are to maintain an accounting system of TRU finances; develop an annual budget plan such that the other directors can develop their plans; and, ensure that all dues are paid and collected on a timely basis. It will be the duty of the Financial Manager

to maintain and report all current financial conditions, to have overall responsibility for the legitimacy and accuracy of the TRU's financial report yearly to coincide with the annual meeting.

Marketing Manager – main duties are to seek commercial sponsorship for the Texas Rugby Union via advertising on its website, or from selling sponsorship on its select side jerseys, shorts, etc... and the TRU championships. In addition, the Marketing Manager should seek commercial deals for Texas clubs to offset their travel and accommodation costs.

Select Side Manager – main duties are to ensure that the Texas select sides, at all levels, are having sufficient competitions, such that TRU players are afforded the appropriate opportunities and exposure necessary for placement on Territorial and national select sides. He will liaise with the Select Side coaches to ensure that they are receiving maximum support from the TRU and the clubs. In addition, this person will coordinate with the Texas Select Side Coaches such that sides can compete together to develop relationships between the select sides and to maximize cost efficiency, in terms of equipment and jerseys.

Technical Manager – main duties are to liaise with USA Rugby Technical Manager to ensure that all national directives are passed on to the club coaches. Developing a plan to ensure that Texas has sufficient qualified coaches at all levels. This person will also be responsible for transferring the latest coaching knowledge to the clubs and select sides via coaching clinics held in Texas.

Community Rugby Manager – main duties are to promote the development of social rugby in Texas and coordinate and establish a meaningful competitive structure, as deemed suitable by the social club membership.

Section 8.06 - Rules & Laws (R&L) Committee

The TRU R&L Committee shall consist of three (3) members whose main duties are to establish all referee policy matters of the TRU, as approved by the TRU Board, including the approval of the annual match official's budget to be presented by the TRRA. The R&L will utilize the TRRA and its members for implementation of policy and execution of operational activities, monitor any and all laws-related issues, IRB & USA Rugby R&L decisions and interpretations to be implemented and distributed to all TRU Clubs and the TRRA membership. Terms of office shall be for one (1) year and shall be filled by the TRU Summer AGM of each year. In the event that an office is vacated mid-term, the vacated position will be filled in the same manner and means as the office vacated for the remainder of the term of office.

R&L Chairman - To be agreed upon by TRU & TRRA. In the event that the TRU & TRRA cannot agree, name and appoint the R&L Chairman, by September 1st of each year, nominations will be taken from the TRRA membership and a special election held by September 30th of that year, in which the TRU Club Membership will elect the R&L Chairman from the TRRA nominations.

TRRA Chairman – The duly elected TRRA Chairperson shall occupy and perform the duties of this position.

TRU Representative – To be appointed by majority vote of the TRU Board of Directors.

ARTICLE IX. FINANCES.

Section 10.01 - Dues

Member Clubs shall pay dues as determined under Section 10.02. Member Clubs agree to be bound by the provisions of these By-Laws. Any Club which has outstanding dues or debts to the TRU at the time of the Summer Annual General Meeting shall be deemed as “not in good standing”. In the event that any club has accumulated debts to the TRU, the Executive Committee is empowered to suspend such club from the TRU and said club will only be allowed back into the TRU when said debts have been paid. During this period of suspension, the club will not be allowed to participate in any games.

Section 10.02 - Financial Responsibility - Good Standing

Member clubs shall pay dues as established by the TRU Board and shall meet and maintain the standards for Club Eligibility set forth by the TRU Board. In addition, Member clubs may, if the TRU Board determines, be assessed for a pro rata share of the TRU’s obligations, if any, in excess of its assets.

Section 10.03 - Contracts & Checks

All deeds, documents, transfers, contracts, engagements, bonds, bills of exchange and other instruments requiring execution by the TRU shall be signed by the President of the TRU. Checks drawn on the general checking account of the TRU may be signed by the President of the TRU or the Financial Manager, or both. Except when authorized by the President of the TRU, no representative, officer or other person shall have any power or authority to bind the TRU by contract or engagement to pledge its credit.

Section 10.04 - Deposits & Investments

The TRU may have such checking and savings accounts as the officers may deem necessary. In addition, the TRU Board of the TRU may invest the funds of the TRU in any suitable investment permitted by law upon approval of such investment by two-thirds of the Board of Directors at a duly constituted meeting.

ARTICLE X. DIVISIONAL PLAY & REPRESENTATIVE SIDES

Section 11.01 - Divisions

The TRU may be subdivided by the Director of Competitions, with the concurrence of the Executive Committee into as many Divisions as is deemed necessary to more effectively administer the competition of the TRU. Such Divisions should reflect the current state of rugby within the West Territory and USA Rugby.

Section 11.02 - Representative Sides

The TRU shall field such representative sides as the Executive Committee deems necessary to further the sport of Rugby, to further the precepts of these By-Laws and to meet the requirements of USA Rugby. The individual Select Side Managers and Coaches in conjunction with the Director of Select Sides shall have the responsibility for coordinating selection and match scheduling of the representative sides of the TRU.

ARTICLE XI. COMPETITIONS

The Director of Competitions shall ensure that all of the member clubs participate in a competitive league structure which will form the basis of the TRU Competitions. As part of his duties, the Director of Competitions will also develop appropriate Competitive Leagues to qualify and determine member clubs suitable to advance towards competitions leading to a USA Rugby Championship in their respective division of play. The Competitive Leagues will be the process employed to declare the Texas Rugby Football Union Champion for that particular level of play.

ARTICLE XII. TOURS

Section 13.01 Jurisdiction.

The TRU will have jurisdiction over all incoming tours hosted by it or member clubs and over all outgoing tours. Such tours must be sanctioned by the TRU before being scheduled.

ARTICLE XIII. AMENDMENTS

Before a vote to adopt any proposed amendment, repeal or addition to these By-Laws may be taken, such amendment, repeal or addition must first have been proposed and seconded at a prior meeting with instructions that it be drafted in proper form and distributed to all member clubs in the TRU. This provision is intended to give all clubs adequate notice and time to give consideration to the amendment, repeal or addition prior to a final vote being taken. E-mail and/or electronic votes may be cast. A final vote on any amendment(s), repeal(s) or addition(s) to these By-Laws shall include votes from a total of at least 2/3 of all TRU Full Members and requires a simple majority vote approving the proposed amendment(s), repeal(s) or addition(s).

AMENDED – AUGUST 18, 2013 - TRU AGM - Dallas, TX