

## **DRAFT &/ PROPOSED AMENDMENTS FROM Winter AGM 2014 FOR VOTE**

### **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 senior rugby 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. Affiliate members are not eligible to vote in TRU elections.

##### **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 two thirds vote of the full members. 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 membership directly (if requested) must be afforded the Full Member Club subject to the motion.

### ARTICLE III -TRU BOARD OF DIRECTORS

#### Section 3.1

The President, Vice President and four (4) Directors 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.

#### Section 3.2 – Formation & Term(s) of Office

The Board of Directors shall be comprised of the President, Vice President, DI Director, DII Director, DIII Director, Women's Director, Texas Rugby Referee Association (TRRA) Chairman (non-voting) and Independent Rugby Director (non-voting) Independent Rugby Director & All terms shall commence on September 1<sup>st</sup> of the year following election. Clubs that compete in multiple divisions, shall only be able to vote for their highest Divisional Director.

[1] **President** – Elected at large by all TRU Full Members. TRU Full Members that compete in both Men & Women competitions shall have two (2) votes for President. President shall serve a three year (3) term, the first of which shall commence on September 1, 2014.

[2] **Vice-President** - Elected at large by all TRU Full Members. TRU Full Members that compete in both Men & Women competitions shall have two (2) votes for Vice-President. Vice- President shall serve three (3) terms, the first of which shall commence on September 1, 2014. Vice-Presidential election shall be held two (2) weeks following the election of the President.

[3] **Men's Div. I Club Director** – Elected by those Men's Clubs that participate in Men's Division One competition – Present term to expire September 1, 2016. Three (3) year terms thereafter.

[4] **Men's Div. II Club Director** – Elected by those Men's Clubs that participate in Men's Division Two competition – Present term to expire September 1, 2014. Three (3) year terms thereafter.

[5] **Men's Div. III Club Director** – Elected by those Men's Clubs that participate in the Men's Division Three competition or social divisions – Present term to expire September 1, 2015. Three (3) years terms thereafter.

[6] **Women's Club Director** - Elected by those Women's Clubs that participate in a women's competition - Three (3) year term to begin September 1, 2016.

[7] **Independent Rugby Director** – Present term to expire on September 1, 2015. Two (2) year terms thereafter.

[8] **Texas Rugby Referee Association (TRRA) Chairman.**

The President 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 Director. Such voting may be conducted by e-mail.

Each 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. **Baring in mind that the TRU does not exist without the members.**

### Section 3.03 – Director Duties

In addition to enumerated duties of the Directors, they shall act as the chief administrative officer for their respective constituent Division. They will act as the ombudsman between their constituency and the TRU and work in conjunction with the Board of Directors and the Competitive authority, as directed by USA Rugby to establish, coordinate, supervise and assist in their constituencies' competitive structure and scheduling. The 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 Directors shall act and be responsible for scheduling, recordation of results, points, standings, re-scheduling of matches and all issues relating to the competition of their electorate. Directors shall report to the Board of Directors in these capacities, as necessary and/or requested.

### Section 3.031 – Independent Rugby Director

This Director 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. 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 3.04 - Resignations/Vacancy

In the event that a Director resigns or otherwise vacates their position, the Board shall appoint a person to fill that position until the next regularly scheduled General Meeting. The President 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 Director position at said General Meeting. Email votes submitted to the President and received prior to the commencement of the General Meeting shall be accepted by the President.

#### Section 3.05 - Competitions

The Board of Directors shall ensure that all of the member clubs participate in a competitive league structure.

### **ARTICLE IV - MEETING OF THE TRU BOARD OF DIRECTORS**

#### Section 4.01 - Annual Meetings

The Annual General Meeting of the TRU shall consist of the Board of Directors, Managers & Committee Chairs who have been appointed by the Board, as well as representative TRU Member clubs 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 President of the TRU. The primary purpose of the meeting shall be to review the business of the TRU.

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. Member clubs should submit all proposals to their director.

#### Section 4.02 - 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 4.03 - 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 4.04 - 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 4.05 - Quorum

At all meetings of the TRU Board of Directors, at least four (4) of the members, shall be present in person and shall constitute a quorum for the transaction of the affairs of the TRU.

#### Section 4.06 - 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. In the event of a tied vote, the President of the TRU shall have the deciding vote.

#### Section 4.07 - Attendance at the Annual General Meeting

Each Member of TRU Board of Directors, Managers & Committee Chairs appointed by the Board 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.

#### Section 4.08 - Removal of Directors/President/Vice-President

A Director, President or Vice-President may be removed for cause by the TRU Board of Directors. Any agent/officer appointed by the Board of Directors of the TRU may be removed for or without cause 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 President or Vice-President, they have the right to request that the Board of Directors 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 President of the TRU within thirty(30) days of notification by the member clubs. If the President fails to do so, without just cause, such may be considered cause for immediate removal by the Board of Directors.

#### Section 4.09 - Vacancies.

In the event that there should be a vacancy in the office of President, the Vice-President shall act in his place for the duration of the term and shall call a special meeting of the TRU Board as soon as practicable to elect a successor. In the event that both President and Vice-President are either removed or vacated, the Board of Directors shall appoint an interim President until a Special Meeting may be called to properly elect a new President and/or Vice-President. Voting to follow Article III Section 3.2 [1] [2]

### **ARTICLE V - 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 VI - 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 VII - OFFICERS

Section 7.01 – Officers shall be appointed by the Board of Directors. Officers shall serve at the will of the Board of Directors and may be removed by the Board at their discretion. A Board Member may hold an office at the same time, except that the President of the TRU may not hold another office in the TRU.

### Section 7.02 - Offices

**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; 4) that all new USA Rugby disciplinary rules/guidelines are integrated into the Texas Rugby Union disciplinary measures as soon as possible; and 5) shall establish and preside over a Discipline Committee consisting of no fewer than four (4) qualified members to review all disciplinary reports, investigate, issue rulings and sanctioning, if appropriate, as well as determine satisfaction of said sanctioning and eligibility for return to play in accordance with USA & TRU Disciplinary Rules & Procedures.

**Director of Rugby Development** is responsible for: 1) seeking 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 or other such financial underwriting for the benefit of Texas Rugby union and its members; 2) seeking commercial deals for Texas clubs to offset their travel and accommodation costs; 3) establish and administrate programs that will be responsible for developing programs and/or clinics that educate, train and develop coaching skills within the TRU; 4) to liaise with USA Rugby to ensure that all national directives are passed on to the club coaches; and 5) develop and maintain a plan to ensure that TRU has sufficiently qualified coaches at all levels.

**Treasurer** - main duties are to maintain an accounting system of TRU finances; consult with the Board of Directors on all financial matters as necessary to adhere to the assist the Board of Directors' approved budget; assist in the formation of future budgets and, ensure that all dues are paid and collected on a timely basis. 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 the TRU's financial report yearly to coincide with the annual meeting.

### Section 7.03 - Managers

The Executive Committee will, at its' discretion, appoint persons to occupy the following managerial positions, as well as Managerial positions as necessary and at the discretion of the Board:

**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.

**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.

## ARTICLE VIII - RULES & LAWS COMMITTEE

### Section 8.01 - 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.

- 1) **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 1<sup>st</sup> of each year, nominations will be taken from the TRRA membership and a special election held by September 30<sup>th</sup> of that year, in which the TRU Club Membership will elect the R&L Chairman from the TRRA nominations.
- 2) **TRRA Chairman** – The duly elected TRRA Chairperson shall occupy and perform the duties of this position.
- 3) **TRU Representative** – To be appointed by majority vote of the TRU Board of Directors.

## ARTICLE IX - FINANCES

### Section 9.01 - 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 9.02 - Financial Responsibility

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 9.03 - 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 9.04 - 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 10.01 - Representative Sides

The TRU shall field such representative sides as the Board of Directors 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 shall have the responsibility for coordinating selection and match scheduling of the representative sides of the TRU, as directed by the Board of Directors.

#### Section 10.02 – Good Standing

The TRU considers a club or members to not be in Good Standing if they have not paid the required dues or payments of outstanding fines. All rights and privileges will be withheld until such time as financial arrangement's or payments have been made.

### **ARTICLE XI - TOURS**

#### Section 11.01 - 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 XII - 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 in good standing and requires a simple majority vote approving the proposed amendment(s), repeal(s) or addition(s). TRU Full Members that compete in both Men & Women competitions shall have two (2) votes for Amendment under this section.

AMENDED – \_\_\_\_\_, 2014