

BY-LAWS OF THE WESTERN RUGBY FOOTBALL UNION

Last Revised: February 9, 2007

ARTICLE ONE: NAME.

Section 1.1. The Corporation is and shall be called the Western Rugby Football Union, Inc. or the Western Rugby Union (hereinafter called "The Union").

ARTICLE TWO: PURPOSE.

Section 2.1. The Western Rugby Union shall be the governing body for the sport of rugby in the territorial geography of the Western Rugby Union, with the aim to enhance the sport in the Union.

Section 2.2. The purposes and objectives of the Union are set forth in Article IV of the Union's Articles of Incorporation.

Section 2.3. The Union shall accomplish these purposes and objectives by:

A. Maintaining Full Geographic Membership in USA Rugby, Inc. (hereafter called USA Rugby), as defined by USA Rugby bylaws;

B. Establishing, coordinating, and maintaining programs and activities designed to further the Union's purposes and objectives; and

C. Establishing and collecting dues sufficient to financially support and effectively administer these programs and activities.

ARTICLE THREE: MEMBERSHIP.

Section 3.1. The members of the Union shall be:

A. The seven (7) Local Area Unions (hereinafter called LAUs) situated within the geographical boundaries of the Union as of September 27, 1995; and

B. An LAU, within or without the Union's geographical boundaries, subsequently accepted as a Union member.

Section 3.2. The seven (7) member LAUs as of September 27, 1995, are: Eastern Rockies RFU, Great Plains RFU, Heart of America RFU, Missouri RFU, Ozark RFU, Rio Grande RFU, and Texas RFU.

Section 3.3. Acceptance of an LAU as a Union member shall be contingent upon:

A. Submission of an application for membership;

B. Written release of the LAU from membership in another Territorial Union;

C. Dissemination of such application to the Union's current members, at least 30 days prior to a scheduled vote;

D. A vote of acceptance by a majority vote of the Board of Directors at a duly constituted meeting; and

E. A notice by the Union's Secretary that such LAU has been accepted as a member and has fully complied with all other Union membership requirements, as set forth in the Board resolutions.

Section 3.4. An LAU may withdraw as a Union member provided that:

A. A notice of withdrawal is sent to every LAU member at least 60 days prior to the projected withdrawal date;

B. All Union obligations and dues are current;

C. A letter of release, issued by the Union's Secretary, is received certifying that all Union obligations and dues have been complied with.

ARTICLE FOUR: BOARD OF DIRECTORS.

Section 4.1. The affairs of the Union shall be administered by a Board of Directors.

Section 4.2. The Board of Directors (hereinafter called "the Board") shall have full power and authority to manage the property and affairs of the Union. The Board may exercise all such powers of the Union and do all lawful acts and things as are not by law, the Articles of Incorporation, or these By-Laws, directed or required to be exercised or done by some particular officer of the Union. Without limiting the foregoing, the Board is authorized to adopt rules and regulations; to adopt procedures for the enforcement of such rules and regulations; to discipline violators and determine whether or not such violations of rules and regulations have occurred; to determine membership eligibility/acceptance; to determine LAU, club, and individual's eligibility; to establish dues, assessments, fees, and fines; to establish standing and /or temporary committees; to delegate to such committees such powers, authority, and functions as the Board deems proper; and to perform such other powers and authority as is appropriate to carry out the purposes, functions, and objectives of the Union.

Section 4.3. The Board shall consist of one representative of each Member LAU (7); the elected Officers of the Union, as set forth in Article 6 hereof (4); and the Union's representatives to *the* USA Rugby Congress, as set forth in Article 7 hereof (hereinafter called, USA Representatives) (3).

ARTICLE FIVE: MEETINGS.

Section 5.1. The Board of Directors shall meet at least once each year, the location and date to be determined by the President and Secretary.

Section 5.2. The Annual General Meeting of the Union shall be held at a date and location to be determined by the President and Secretary. Such meeting shall be held for the purposes of electing officers and the Union's representatives to USA Rugby and transacting such business as may be required by these By-Laws and Board Resolutions and such other business as may be brought before the meeting.

Section 5.3. Written or electronic notice of all meetings shall be provided to each Board

Governor at least thirty (30) days in advance of such meeting. Such notice shall state the date, time and location of the meeting.

Section 5.4. A quorum is necessary for the transaction of Union business, and the act of the majority of those present at a meeting at which a quorum is present shall be the act of the body. A quorum shall consist of one more than half of the Directors entitled to vote, as stated in Section 5.5.

Section 5.5. Each Member of the Board of Directors, as set forth in Section 4.3 above, with the exception of the Immediate Past President, shall be entitled to one vote. In the instance where a Board of Governor is an LAU representative and/or an Officer of the Union and/or a USA Director, that person shall be limited to one vote only.

Section 5.6. Any person entitled to vote, as stated in Section 5.5, may vote by proxy provided such vote is received in writing, to include electronic mail, by the Secretary, prior to the vote.

Section 5.7. The meetings of the Union shall be open at all times to all persons; participation, however, being limited to Board members, committee representatives, and persons recognized by the President as having business properly before the Board. However, by a majority vote, the Board may convene in a closed Executive Session to address matters of a sensitive nature.

ARTICLE SIX: OFFICERS.

Section 6.1. The officers of the Union shall be the President, Vice-President, Secretary, Treasurer, and Immediate Past-President.

Section 6.2. The President shall preside at all Union meetings; designate the date and location of all union meetings; provide each Board Governor a meeting agenda thirty (30) days prior to a Union meeting; and, subject to the Board, have general supervision and charge of the affairs of the Union. The President shall keep the Board fully informed, and shall freely consult with them concerning the affairs of the Union.

Section 6.3. The Vice-President shall have such powers and shall perform such duties as may be assigned to him by the Board or the President. In the absence or disability of the President or upon his request, the President's duties shall be performed and exercised by the Vice-President.

Section 6.4. The Secretary shall have the responsibilities of providing all written notices of the Union; undertaking all correspondence of the Union; and keeping, recording, and distributing all Minutes of all Union meetings. In the absence of the President and Vice-President, the Secretary shall preside at meetings of the Union.

Section 6.5. The Treasurer shall have custody of and be responsible for all funds of the Union; deposit, withdraw and disburse such funds to and from financial institutions in accordance with resolutions adopted by the Board; have custody of and be responsible for all Union financial

records; and prepare and submit statement of receipts and disbursements at all meetings of the Board and at the request of any Board member. In the absence of the President, Vice-President, and Secretary, the Treasurer shall preside at meetings of the Union.

Section 6.6. The Immediate Past-President shall have such powers and shall perform such duties as may be assigned to him by the Board or the President. The office of Immediate Past-President is non-elected and is held by the person who most recently served as the Union's President. The Immediate Past-President shall not be entitled to a vote.

Section 6.7. The President, Vice-President, Secretary, and Treasurer shall be elected at the Annual General Meeting of the Union, and shall hold office for a term of one (1) year. There shall be no limitation on the number of terms an officer may be elected. Nominations for the offices of President, Vice-President, Secretary, and Treasurer must be received by the Secretary, at least, 30 days prior to the Annual General Meeting and shall be announced in that Meeting's agenda sent to each Board member at least thirty (30) days prior to such meeting. Further, the Board may recognize nominations for these offices at the Annual General Meeting from the floor; provided, however, that such nominee(s) be present or have provided written confirmation of his intention and desire to be so nominated.

Section 6.8. Any officer may be removed from office by a two-thirds vote of the Board at a duly constituted meeting provided that a motion for removal was included in the written notice of such meeting, and provided further that before such a vote is taken, such officer shall be given at least ten (10) days written notice of the proposed action and shall be thereafter afforded an opportunity to be heard at the meeting. For purpose of this Section, the officer whose removal is being considered shall not be entitled to vote nor shall such officer be considered in the determination of a quorum.

Section 6.9. Any officer of the Union may resign any time by giving written notice to the President or to the Secretary of the Union. Such notice shall take effect at the date of the receipt of such notice, or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.10. Any office of the Union, vacated due to removal, resignation, death, or disability, shall be filled either by: a) a majority vote of the Board at a duly constituted meeting in accordance with the procedures set forth in Article 5 herein; or b) the Board approving, by a majority vote, an officer appointee to an "acting" status, pending the next Annual General Election.

ARTICLE SEVEN: UNION REPRESENTATIVES.

Section 7.1. The Union shall elect three (3) representatives to sit on and be Full Geographic members of the Congress of USA Rugby. These shall be called the USA Representatives.

Section 7.2. The USA Representatives shall be elected at the Annual General Meeting of the Union. Each USA Representative shall serve a term of two (2) years. Commencing October,

1997, two USA Representatives shall be elected to two year terms, and one USA Representative shall be elected to a one year term. Thereafter, staggered elections will be held.

Section 7.3. The USA Representatives shall represent the Union at all meetings of the USA Rugby Congress Meetings. Such representation shall include: reporting to the Union as to matters and issues that have been and will be discussed and voted upon by USA Rugby and representing, at all times, the best interests of the Union.

ARTICLE EIGHT: COMMITTEES.

Section 8.1. The Board may establish such standing and special committees, and delegate such functions thereto, as it deems appropriate, including an Executive Committee to perform the general functions of the Board while it is not in session.

Section 8.2. The President shall appoint the Chairperson and members of each standing and special committee, subject to the approval of the Board. The existence of standing committees shall continue until the next Annual General Meeting.

Section 8.3. Each standing and special committee shall submit written reports of its activities at the Annual General Meeting and at such other times as requested by the Board; such reports shall include budget expenditures and budget requests if appropriate to that committee.

ARTICLE NINE: MISCELLANEOUS.

Section 9.1. The Union Fiscal Year shall be from the first day of January to the last day of December of the same year.

Section 9.2. The Board shall establish and keep current a set of Board Resolutions in which shall compile all Board resolutions which the Board deems to be of sufficient importance and continuing effect as to warrant inclusion therein.

Section 9.3. The Board shall have the power to amend and/or repeal the Union By-Laws by a two-thirds (2/3) vote of all Board members entitled to vote at a duly constituted meeting, provided that a notice of a motion to amend/repeal is included in the written notice of the next Board meeting and the motion to amend/repeal is stated in the written agenda and distributed to each Board member entitled to vote at least thirty (30) days prior to such meeting.

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Changes approved on February 9, 2007:

- 1) Added reference to the “Western Rugby Union”, and deleted a redundant reference to same.
 - 2) Deleted the “Inc.” after USA Rugby after the first such notation.
 - 3) Changed the reference to USA Ruby “Directors” to “Congress Representatives” or “Representatives”, as appropriate.
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