

CONSTITUTION

Of the West Virginia Rugby Foundation

ARTICLE I—NAME, LOCATION AND NATURE

The Foundation is and shall be called West Virginia Rugby Foundation (hereafter referred to as the Foundation). This Foundation is a public benefit foundation which has been formed under the West Virginia Nonprofit Corporation Act. The principal office and place of business of the Foundation shall be Morgantown, West Virginia, or such other place as may be designated by the majority of the Board of Governors. The Foundation shall be composed of individuals, including clubs, who have banded together in order to develop and advance the amateur sport of rugby union football within the state of West Virginia of the United States of America.

ARTICLE II—OBJECTS AND PURPOSES

The objects and purposes of the Foundation are:

1. To foster and promote the growth and development of rugby in West Virginia; to increase the awareness of rugby, its traditions and dedication to amateurism; to adhere to the Laws of the Game and the Regulations Relating to Amateurism as framed by the International Rugby Board and adopted by the United States of America Rugby Football Union; and generally to advance interest, education and participation in rugby nationally and internationally.
2. To promote interest, study and improvement in amateur sports, encourage teamwork, physical fitness, public participation in rugby, to provide instruction to the general public; and to hold competitions and exhibitions.
3. To do any other act incidental to or connected with or in advancement of the foregoing purposes, but not for the pecuniary profit or financial gain of the Foundation's members, directors or officers.
4. To purchase, receive, take by grant, gift, devise, bequest or otherwise acquire, own, hold, improve, employ, use or deal with real or personal property, or any other interest therein, wherever situated; and to sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, or pledge any of the Foundation's property and assets or any interests therein, wherever situated.
5. To possess and exercise all the powers and privileges granted by the West Virginia Corporations code, any other laws of West Virginia, or this Constitution, together with any powers incidental thereto, insofar as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Foundation.

6. To promote charitable, educational, and amateur sports activities, including but not limited to receiving contributions and paying them to an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954 as now in effect or hereafter amended. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7. To promote participation in and development of the game of rugby union football at its highest levels. In the interest of the game, members shall adhere to the following order of priorities: activities and matches sponsored by first, this Foundation; second the Allegheny Rugby Union; third by the Midwest Rugby Football Union and fourth: by the United States of America Rugby Football Union.

8. To support the United States of America Rugby Football Union, its objectives and purposes, in cooperation with other unions, clubs, groups, and individuals in other regions of the nation.

ARTICLE III—MEMBERSHIP

Section 1 The Foundation:

All the persons involved in playing, administering, coaching, and organizing of the sport of rugby union football in the state of West Virginia shall be under the authority of the Foundation and shall adhere to this constitution, Bylaws, Rules and Regulations, and any other directives of the Foundation. There shall be Full, Associate, and Honorary Members (hereafter referred to as Members) of the Foundation.

Section 2 Full Membership

(1) Full members are:

a. Those groups who are recognized in this Constitution as initial Full Members. The initial Full Members are the following rugby clubs: Mon River Mud Lobster Men's Club, Mon River Mud Bunnies Women's Club, Mon River Under-19 Men's Club, Mon

River Under-19 Women's Club, West Virginia University Men's Rugby Club, and West Virginia University Women's Rugby Club.

b. Those Associate Members who may subsequently be elected to full membership, provided that such Members are in good standing with the Foundation.

(2) Election to full membership shall be by an affirmative three-fourths vote of those Full Members present at a regularly scheduled meeting of the Board of Governors. Only Full Members may vote at Board of Governors meeting on any and all Foundation issues.

All Full Members shall

- Be in good standing with all organizations that govern them (University, Local Area Union, Territorial Union, USA Rugby)
- Have a set of bylaws and constitution that reflect the Foundations goals
- Have an administrative structure in place.
- Have or be working towards having a USA Rugby certified coach or referee.
- Have members attend all Foundation meetings and activities.
- All members are subject to disciplinary actions for activities or behavior that is detrimental to the Foundation.
- Full members are expected to support and cooperate with the Foundations and all other members

Benefits of Full Membership

- All full members will be given the support of the Foundation, whether it be financial, organizational, educational, or promotional.
- Access to Foundation equipment and events
- Foundation grants, sponsorships, endowments, and scholarships.
- Individuals or companies can give tax deductible contributions in the members name.

Section 3 Associate Membership

(1) Associate Members are other groups, including newly formed rugby clubs that have not yet been elected to full membership.

(2) Election to associate membership shall be by an affirmative three-fourths vote of those present at a properly scheduled meeting of the Board of Directors, whose vote shall be reviewed and approved or disapproved by a simple majority of those Full Members present at the next regularly scheduled meeting of the Board of Governors. Associate

Members shall be eligible for election to full membership after having existed, operated and assisted the Foundation for at least one year. Associate Members have no voting rights.

All Associate Members shall

- Promote the goals and purposes of the Foundation
- Assist the Foundation in the advancement of rugby
- Associate members are subject to the same guidelines of full members

Benefits of Associate Membership

- Associate Members are eligible for financial assistance from the Foundation. Financial assistance is limited to the following.
 - The cost of coaching and referee certification
 - Equipment
 - Local Area Union, Territorial Union, and USA Rugby Dues

Section 4 Honorary Membership

(1) Honorary Members are:

- a. Any past player, referee, coach or person of distinction whom the Board of Governors desires to honor by election to honorary membership; and
- b. Any club, society, or group, and the individuals therein, who have banded together to advance the game of rugby union football in the West Virginia area and who are not eligible for full or associate membership.

(2) Election to honorary membership shall be by a simple majority vote of those Full Members present at a regularly scheduled meeting of the Board of Governors.

Section 5 Disciplinary Action:

(1) A Member may be suspended by a simple majority vote of those present at a properly scheduled Board of Directors meeting. The suspension shall be in effect until it is reviewed at the next regularly scheduled meeting of the Board of Governors. In addition, the Board of Governors may suspend or terminate any Member by a simple majority vote of Full Members present at any of its regularly scheduled meetings.

(2) Any Member shall be liable to suspension by the Board of Directors, or suspension or termination by the Board of Governors, if:

- a. The Member participates in activities or behavior which may be deemed detrimental to the image and reputation of the Foundation and its membership; or
- b. The member fails to follow the Constitution, Bylaws, Rules and Regulations, or any directive, guideline, or ruling by the Board of Governors, Board of Directors, or other committees formed by this Foundation.
- c. The member fails to be in good standing with their Local Area Union, Territorial Union, or USA Rugby.
- d. The member fails to participate in Foundation meetings, and activities. Failures to attend will 1st result in a fine, determined by the board of directors. A second infraction will result in suspension.

ARTICLE IV—BOARD OF DIRECTORS (OFFICERS)

Section 1 Titles and Duties:

The Board of Directors (officers) of the Foundation shall be as follows:

- a. **President:** The President shall be the chief executive officer of the Foundation. They shall have general and active supervision over the business of the Foundation and its officers; call and preside over all meetings of the Board of Governors and Board of Directors; and have such other duties, responsibilities, and authority as are conveyed by this Constitution and the Board of Governors.
- b. **Vice President:** The Vice President shall perform all of the duties of the President in the absence or disability of the President. The Vice President shall assist other officers in their fulfilling their prescribed duties. The Vice President shall have duties, responsibilities as are conveyed by this Constitution, the Board of Governors, and the President.
- c. **Secretary:** The Secretary shall (i) prepare the minutes of all membership meetings, of the Annual and Special General Meetings, (ii) maintain a copy of all records, accounts, and reports of the Foundation at the Foundation's principal office, (iii) supervise all correspondence of the Foundation, (iv) ensure that all notices are duly given in accordance with the provisions of the Constitution or as may be required by law or contract, (v) countersign all instruments requiring the seal of the corporation except when the power to sign or execute is expressly delegated to another Officer by the Board of Governors or by subsequent amendments, (vi) authenticate records of the corporation, and, (vii) in general perform all duties incidental to the office of Secretary with such other duties, responsibilities, and authority as are conveyed by this Constitution, the Board of Governors, and the President.

d. Treasurer: The Treasurer shall (i) have charge and custody of and be responsible for all Foundation funds; (ii) maintain accurate accounts of all business transactions of the Foundation, (iii) receive and give receipts for monies due and payable to the Foundation from any source whatsoever and deposit such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, (iv) at meetings of the Board of Directors, inform the Board of Directors of the current financial status of the corporation, (v) make financial statements to be presented to the Board of Governors at the Annual General Meeting, (vi) file IRS and state taxation and other forms when required, and (vii) in general perform all duties commonly incident to the office of Treasurer and have such other duties, responsibilities, and authority as are conveyed by this Constitution, the Board of Governors, and the President.

e. Membership Chairmen: The Membership Chairmen shall act as the liaison between the Foundation and those Full Members, Associate Members, and Honorary Members. The Membership Chairmen shall assist other officers in their fulfilling their prescribed duties. The Membership Chairmen shall have duties, responsibilities as are conveyed by this Constitution, the Board of Governors, and the President.

Section 2 Election and Terms of Office:

All Officers shall be elected by the Board of Governors at the Annual General Meeting. Officers shall take office after election and shall hold such office for a period of two years. The officers may hold no other office.

Section 3 Resignation

An officer may resign at any time by delivering written notice to the Board of Governors. A resignation is effective when the notice is received by the Board of Governors unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Governors.

Section 4 Removal

The Board of Governors may at any time remove any Officer with just cause.

Section 5 Vacancy

If an office becomes vacant between meetings of the Board of Governors, the President shall appoint an individual to fill the office until the next meeting, at which the Board of Governors will elect a replacement. If the office of the President becomes vacant between meetings of the Board of Governors, the Vice President shall assume the powers and responsibilities of the office of President until the next meeting. The Vice President shall be defined as the one receiving the most votes in the election of Vice President. If no vote or a tied vote occurred, the Vice President shall be the one nominated first.

ARTICLE V—MEETINGS

Section 1 The Board of Directors:

The affairs of the Foundation shall be administered by the Board of Directors. In addition to those elected as officers, the Board of Governor's membership shall be composed of one representative from each Full Member in good standing.

Section 2 Meetings:

(1) The Board of Governors shall hold one regularly scheduled Annual General Meeting in September of each year. There shall be no requirement for a quorum. Written notices shall be mailed standard or electronically to each Full and Associate Member not less than fourteen (14) or more than (30) days in advance of the meeting. If the purpose of the meeting is to vote an initiative, an electronic vote is acceptable.

(2) The Foundation President shall be the chairman of all meetings of the Board of Governors. In their absence the Vice President will assume the function of conducting the meeting.

(3) The Foundation President may call a Special General Meeting of the Board of Governors if the need arises. A Special General Meeting shall be called by the President upon receiving written requests from one-third of the Full Members or upon majority vote of the Executive Committee. Such meeting shall be called within not less than fourteen (14) not more than thirty (30) days.

Section 3 Voting:

Each Full Member of the Foundation shall have a single vote. In the event of a tied vote, the chairman of the meeting shall vote. All votes of the Board of Governors will be decided by a simply majority except for those requiring special majorities as noted in this Constitution. There shall be no proxy voting.

Section 4 Committees

(1) There shall be permanent and temporary committees. Permanent committees will have a continuing existence. Temporary committees will be appointed to handle a specific project anticipated to be accomplished in a given period of time.

(2) The nature, responsibilities, and authority of all committees shall be as set forth in the Constitution and Bylaws. In general, committees may not take any action on behalf of the Union or the Board of Governors unless such action is specifically authorized by the Constitution, the Bylaws, or a resolution of the Board of Governors.

(3) Among the permanent committees shall be a Board of Directors with the

power to act on the behalf of the Board of Governors between meetings of the Board provided that such actions are not in contravention of the Constitution, the Bylaws, or specific directives by the Board of Governors.

ARTICLE VI—FINANCES

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

The Foundation shall have the power to assess and collect from the Members dues, and assessments; and to accept, generate, invest and expend Foundation funds to accomplish the objectives and purposes of the Foundation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII—AMENDMENTS

Amendments to this Constitution or the Bylaws shall be made at a regularly scheduled meeting of the Board of Governors, by two-thirds vote of the Full Members attending the meeting. Proposed amendments must be submitted in writing to the President at least sixty (60) days before the meeting at which they are to be considered. The details of any proposed amendments shall be circulated to all Members with the notice for the meeting at which the vote is to be taken, not less than twenty-one (21) days or more than thirty (30) days in advance. Upon approval, amendments shall be recorded in the Constitution or Bylaws by the Secretary who shall send copies of the amendments to all Members and officers.