

Loudoun Rugby Football Club, Inc.

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Article I: Name

The name of the organization is Loudoun Rugby Football Club, Inc. (“Loudoun Rugby” or the “Club”).

Section A: Structure

Loudoun Rugby is a non-profit entity and is not organized for the private gain of any person. It is organized for public and charitable purposes. It was formed in 2019. Loudoun Rugby offers rugby for youth (boys and girls attending elementary, middle, and high school) and for adult men and women.

Article II: Mission

Loudoun Rugby is operated to promote and foster the national growth of Rugby Union Football among youth and high school age children and adults in Loudoun County, Virginia, and to educate the players and the public in the game of Rugby Union as played under the laws of World Rugby.

Article III: Governance

The youth program is a member of USA Rugby and Rugby Virginia (RVA), a State Rugby Organization under USA Rugby. The youth program adheres to the regulations and follows the guidance of USA Rugby and RVA. The Men’s program is a member of USA Rugby and the Capitol Rugby Union. The Men’s program adheres to the regulations and follows the guidance of USA Rugby and the Capitol Rugby Union.

Article IV: Members

Section A: Membership

Membership in Loudoun Rugby shall be comprised of the following categories:

- a. Parents/Guardians: Parents and guardians of children registered with Loudoun Rugby are members of the Club.
- b. Players: Any individual that is registered to participate in a Clinic, Camp, or a team within the Club is a player member of the Club.
- c. Volunteers: A Club volunteer is any person who serves in an unpaid role including Coach, Referee, Administrator, Treasurer, or acts in any capacity that aids the Club. Volunteers must be appointed by the Board.
- d. Honorary Members: The Club may designate lifetime Honorary membership to people who have given special services to the Club.
- e. Social Members: Any individual or business entity that has an interest in supporting the Club (but who does not provide financial support) is considered a Social Member.

Each Player (and/or his/her Parent/Guardian for youth players) shall be entitled to attend any meeting of the members and shall have one vote in matters enumerated below. Volunteers, Honorary Members and Social Members may attend meetings, but are not entitled to vote. For men’s/women’s, one vote per player, for youth, one vote per family for players who are under 18.

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Section B: Qualification

Membership in Loudoun Rugby shall be open to all individuals without discrimination, who are interested in the aims and purposes of the Club, who are willing to subscribe to these Bylaws, and who are otherwise qualified under the provisions set forth in these Bylaws and maintain such qualification. Members must pay annual dues, set by the Board of Directors, to be considered “in good standing.” Only Members who are in good standing shall be eligible to vote for the election of members to the Executive Board.

Any Member, who is in good standing, shall be a member of the Club. This membership is only valid for the player or the player’s parent(s) or guardian(s) and is not transferable to any other person. In the case of Volunteers and Honorary Members, membership terms shall be from appointment by the Executive Board. Every Member shall have the absolute right at any reasonable time and upon reasonable notice to the Executive Board to inspect all financial books, records, and documents of every kind of the Club. This right does not extend to any documents or records that include the personal information associated with players or their parents or guardians.

Section C: Removal

Members may be removed from membership for cause by the Executive Board. The Club maintains a Code of Conduct for players, coaches and parents/guardians and expects all members to adhere to those guidelines. Violation of those may result in a request to remove a member from the Club. Removal for any reason will require a two-thirds vote of the Executive Board.

Article V: Executive Board of Directors

Section A: Executive Board Members

The Executive Board shall consist of the following:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. At-large
- f. Until August 31, 2026, Western Loudoun Transition Officer
 - i. Will be appointed by 5.A.a through 5.A.e.
 - ii. Will have all the same rights and responsibilities as 5.A.a through 5.A.e.

A quorum for any board meeting shall consist of at least 51% of the filled Executive Board positions, at least one of whom is either the President or the Vice President. No official club business shall be conducted unless a quorum is present.

Section B: Activities

With the objective of performing service for the general benefit of its Members, the Club may undertake such activities that, in the sole discretion and judgment of the Executive Board of Directors (or

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“Executive Board”), are designed to promote and develop the Club and to carry into effect the purposes stated in these bylaws. This includes the establishment of new or revised programs, identifying sponsors, purchasing equipment or clothing, establishing/adding team stores, scheduling events (recruiting clinics, end of season parties, etc.), attending rugby-related events, etc.

These activities must be approved by a vote of at least 2/3 of the Executive Board. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if a majority of members of the Executive Board individually or collectively consents in writing or by electronic media to the action. The consent(s) shall have the same effect as a majority vote of the Executive Board and shall be filed with the minutes of proceedings of the Executive Board.

Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Executive Board shall have the following powers in addition to the other powers enumerated in these bylaws:

- a. To select and remove all the appointed officers, chairs, or coaches by majority vote of the Executive Board members; prescribe duties for them as consistent with law, with the Articles of Incorporation, or with these bylaws; and fix the terms of their offices.
- b. To make disbursements from the funds and properties as are required to fulfill the purposes of this Club as are more fully set out in the bylaws and generally to conduct, manage, and control the activities and affairs of the Club and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these bylaws, as they may deem best.
- c. To borrow money and incur indebtedness, for the purposes of the Club and to execute and deliver, in the Club’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
- d. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered between the Club and any other person or entity, when signed by any three of the President, Vice President, Secretary, or Treasurer of this Club shall be valid and binding on this Club.
 - i. The Executive Board, except as otherwise provided in the bylaws, may authorize any officer or officers, agent(s), to enter any contract or execute any instrument in the name of and on behalf of the Club. This authority may be general or confined to specific instances.
 - ii. Unless so authorized by the Executive Board, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the Club by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.
 - iii. No contract, mortgage, note, check, or other instrument may be endorsed by two officers who are related by birth or by marriage.
- e. To the extent permitted by the exempt status of the organization, to carry on business at a profit and apply any profit that results from the business activity to any activity in which the Club may legally engage.
- f. Every Officer shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Club.
- g. To create, adopt, amend, and implement a Code of Conduct documenting the rules and/or guidelines for coaches, players, and parents that govern the activities, responsibilities and expected behavior associated with participation in the activities promoted by the Club. The

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Code of Conduct may be changed at any point with the approval of a majority of the Executive Board.

Section C: Executive Board Terms and Eligibility

All Executive Board members are elected by the active club membership, except for the Western Loudoun Transition Officer, which is appointed as outlined in 5.A.f. To be elected and remain on the Executive Board, the Executive Board Member must be a Member of the Club pursuant to Article IV (A), however at least 50% of the Executive Board must be a Member of the Club under Article IV (A) (1) or Article IV (A) (2). All Executive Board members must attend Executive Board Meetings regularly. Missing more than 3 consecutive meetings (as defined in Article VII) may be grounds for removal from the Executive Board.

Section D: Executive Board Nomination

A call for opening Executive Board position nominations will take place in the Summer of each year. Terms are based on the USA Rugby year, beginning September 1st. No later than the June Board meeting, any Executive Board positions ending at the end of that term year (August 31st) will be up for nomination or reelection. If an Executive Board Member is not planning to return, the Executive Board will search and invite Executive Board candidates to serve among the Members. The Executive Board, at its sole discretion, may reach out to external candidates. The announcement of the Executive Board vacancy will be made no later than July 15 of that year with no less than 2 weeks' time made available for candidates to be nominated.

Section E: Executive Board Election Procedures

Candidates will present themselves to the Membership and the Members will vote at the last meeting of the term year, but no later than August 15th. Election of an Executive Board Member shall be by majority vote of the Members. Executive Board members shall be elected to two-year terms. There are no term limitations on any positions on the Executive Board of Directors.

- a. An election for a subset of the Officer positions shall be held every year. The date and location of the elections shall be posted on the club's website at least 30 days before the elections are scheduled to be held.
- b. The President and Secretary shall be elected in even-numbered years.
- c. The Vice President, Treasurer, and At-Large position shall be elected on odd-numbered years.
- d. All candidates must announce their candidacy one month before the established date of the elections.
- e. Two weeks before the election, each candidate must submit a short biography and statement on how they intend to help the Club.
- f. All candidates must attend a club member meeting for a 2-minute introduction and entertain a 5-minute question and answer session from the club members in attendance.
- g. All club members in attendance at the member meeting who are in good standing with the club shall have the right to vote for one candidate per open position.
- h. Officers shall be elected by a majority of the voting members.

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Section F: Vacancies

Any vacancy occurring in the Executive Board of Directors shall be filled by vote of a majority of the remaining Officers within two weeks of such vacancy. Any Officer filling a vacancy will serve only the remaining term of the departed Officer.

Section G: Removal

Any Executive Board member can be removed with sufficient cause by a unanimous vote of the remaining members of the Executive Board.

Section H. Resignation

A member of the Executive Board may resign at any time upon written notification to the Executive Board. A resignation is automatically considered to be accepted if no action has been taken by the Executive Board prior to or at their next scheduled meeting.

Section I: Votes

In all deliberations of the Executive Board, each Executive Board member will have one vote. The outcome of voting will be by simple majority. Meetings may be held electronically with votes called verbally and recorded in the minutes at the discretion of the Executive Board. If an Executive Board member is unable to attend a meeting, they may vote via proxy by notifying the Executive Board via email of their intent to do so. Minor items that require Executive Board approval may be discussed via electronic media (e.g., group chat, Messenger, email, etc.) at the discretion of the Executive Board.

Section J: Remuneration

No Officer of the Club shall receive, directly or indirectly, any salary, compensation, or emolument from the Club, either as such officer or in any other capacity.

Section K: Officers Position Descriptions

- a. **President:** The President of the Club shall be the official representative of the Club and shall be active in all aspects of club activities ensuring all Club activities support the club's goals and mission. The President should be highly visible to Club members. It is the duty of the President to preside over meetings of the members and to act as Chairperson of the Board of Directors, to supervise Coaches and Committees in the performance of their duties, act as a liaison to USA Rugby, Rugby VA, and the Capital Rugby Union, as appropriate, and to supervise other Club functions and responsibilities which are carried out within the Club's jurisdiction. The President may designate representatives as needed. The President will determine an appropriate role/focus for Members' involvement in Field Committees and will supervise appropriate performance, behavior, and general conduct of the Coaches.
- b. **Vice President:** The Vice President shall assist the President at all Board meetings and shall be the official representative of the Club in the absence of the President. The Vice President shall be responsible for leading strategic planning on behalf of the Board, including the coaching strategy, ensuring there is a common progressive approach across all age groups. The Vice President is also responsible for nominating a Director of Rugby. The VP works with the Director

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- of Rugby and appropriate other Level of Play Directors to identify and nominate the Head Coaches for all age groups to be ratified by the Board.
- c. Secretary: The Secretary shall maintain all Club records including minutes of Board of Directors meetings, all committee meeting records, and official correspondence relating to Board activities on behalf of the Club. The secretary shall follow up on all actions assigned to board members during meetings and shall report the status of those actions in the next board meeting.
 - d. Treasurer: 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 moneys paid and collected and disbursed by the Club. Specifically, the Treasurer should:
 - i. Publish a full financial report semi-annually, wherein at least one report is available to members upon request.
 - ii. Monitor and track the USA Rugby registration and payment of player dues.
 - iii. Lead efforts to collect dues by working with Club Directors or age group designated coordinators and provide timely reports and payment alternatives to ensure everybody pays their dues.
 - iv. Pay invoices and fees as approved by the Executive Board to include equipment, fields, tournaments, referees, videographers, vendors, etc.
 - e. At-Large member: It will be the duty of the At-Large member to assist with legal recommendations and gather fundraising proposals for the club. Additionally, the At-Large member will act as a substitute for any other Board members on a temporary basis as required.
 - f. Western Loudoun Transition Officer: Will serve as an Officer to assist in the transition of combining Western Loudoun and Loudoun Rugby. This position is designed to incorporate the existing processes, standards, rich history and efforts of the Western Loudoun Rugby Club as we move forward to becoming a single club.

Article VI: Directors

The Executive Board shall have the power to appoint directors and remove directors without cause by two-thirds vote of the Executive Board. The Directors will report to the Executive Board and the Executive Board will endeavor to have a full slate of Directors on an on-going basis. Additional Director positions may be added as is deemed necessary by the Executive Board. Director positions are defined as follows:

- a. Director of Rugby: This position will be responsible for providing guidance on building our capacity for coaches, impacting on levels of play, increasing skill level for coaches, and act as a liaison with the local referee societies. The Director of Rugby shall report to the Vice President.
- b. Director of Operations: This position will oversee field reservations, equipment management and other potential responsibilities agreed to with the Board. The Director of Operations works closely with the level-of-play Directors, Head Coaches, and shall report to the President.
- c. Director of Registration and Membership: This position shall be responsible for monitoring, setting up, and reporting registrations to the appropriate levels and ensure financial payments are received. The Director of Registration and Membership works closely with the Treasurer and shall report to the President.
- d. Director of Marketing and Communications: This position will be responsible for promoting the Club to drive recruitment, sponsorship, increase and improve the Loudoun Rugby brand on social media platforms (Facebook, Twitter, Instagram, etc.), Internet, and other media outlets.

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This includes managing and updating the loudounrugby.org website and ensuring that Internet search engines can readily find our website. The Director of Marketing and Communications shall report to the President.

- e. Director of Fundraising: This position shall be responsible for fundraising activities across the club. The Director of Fundraising works closely with the Treasurer and shall report to the President.
- f. Directors of Level of Play: The level of play directors shall report to the Vice President. There are five level of play directors as follows:
 - i. Men's
 - ii. Women's
 - iii. High School
 - iv. Middle School
 - v. Tag/Touch

Article VII: Meetings

- a. Executive Board Meetings: Meetings of the Executive Board will normally be held on a monthly with no fewer than four meetings per year. The exact date of these meetings shall be set by the President and called by the Secretary.
- b. Regular Meetings: Regular meetings will normally be held on a monthly or bi-monthly basis but with no fewer than four meetings per year open to Directors and members. The exact date of these meetings shall be set by the President and called by the Secretary. When membership votes are involved, notice of meetings and the agenda for each meeting shall be provided to all Members entitled to vote by the Secretary via email, phone, etc.
- c. Special Meetings: Special meetings of the members may be called at any time and for any purpose by any Executive Board member. The Secretary shall give notice to all members via email, phone, etc., and stating the purpose of the meeting. Such notice shall be given no less than 10 nor more than 60 days before the meeting date except that notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, domestication, a proposed sale of assets, or the dissolution of the corporation shall be given not less than 25 nor more than 60 days before the meeting date.
- d. Annual Meeting: The Club shall hold a meeting of members annually at a date to be determined each year. The Secretary shall give notice of the Annual Meeting not less than 25 nor more than 60 days before the meeting date.

Article VIII: Coaches

Section A: Team Coaches

Coaches are categorized into two groups. Youth for Elementary through High School and Men's/Women's. The Vice President works with the Director of Rugby to identify and nominate a Head Coach for all age groups accordingly. The Executive Board shall confirm nominations. One or more Assistant Coaches may be assigned for each of the following teams:

- a. High School (18U and U16) Boys and Girls
- b. Middle School (U14 and U12) Coed
- c. Tag/Touch (U10, U8, and U6)

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- d. Men's and Women's (18 and over)

Section B: Powers and Duties of Coaches

The Director of Rugby and Coaches as a group shall determine the method and approach to play that follows the general framework of play defined in the Loudoun Rugby "Red Book – Approach to Play and Practice." All Coaches should make every effort to attend all practices and games. Coaches shall focus on recruiting, player development, and communication with their teams to announce practices, practice cancellations, and date/ time of games, etc. The Director of Rugby and Coaches report to the Vice President.

Section C: Terms of Office

Youth Coaches (HS, MS, and Tag/Touch) shall be appointed between the end of the Summer Season and the beginning of the Spring Season at any of the regular Fall meetings.

Men's and Women's Coaches shall be appointed after the end of the Spring Season and before the start of the Fall Season.

Section D: Removal

Any Coach may be removed at any time with or without cause by a two-thirds vote of the Executive Board.

Section E: Vacancies

If any vacancy shall occur in any coaching position, the Executive Board may temporarily appoint a successor as a Coach to fill such vacancy, or a special election shall be held to fill the vacancy.

Article IX: Amendments

The Bylaws may be amended, repealed, or adopted by vote of two-thirds of the Executive Board present at a duly constituted meeting. A copy of any proposed amendments must be included in the notice of the meeting and be available to the Executive Board at a duly constituted meeting. A copy of the adopted bylaws shall always be available on the Club web site.