

BYLAWS

OF

North Atlantic Collegiate Rugby Conference

last revised & approved [date of board approval]

Article I	2
Miscellaneous	2
Section 1.01 Name.	2
Section 1.02 Location.	3
Section 1.03 Corporate Seal.	3
Section 1.04 Fiscal Year.	3
Section 1.05 Purpose.	3
Section 1.06 Jurisdiction.	3
Section 1.07 World Rugby Rules.	3
Article II	4
Members	4
Section 2.01 Number, Election and Qualification.	4
Section 2.02 Term of Membership.	4
Section 2.03 Powers and Rights.	4
Section 2.04 Annual Meeting.	4
Section 2.05 Special Meetings.	4
Section 2.07 Place of Meetings.	4
Section 2.08 Notice of Meetings.	5
Section 2.12 Resignation.	5
Article III	5
Board of Directors	5
Section 3.01 Power of Board.	5
Section 3.02 Number and Election.	5
Section 3.03 Term of Office.	5
Section 3.04 Committees.	6
Section 3.05 Regular Meetings.	6
Section 3.06 Special Meetings.	6
Section 3.07 Notice of Meetings.	6
Section 3.08 Quorum.	6
Section 3.09 Action by Vote.	6
Section 3.10 Action by Writing.	7
Section 3.11 Presence Through Communications Equipment.	7
	1

Article IV	7
Officers, Agents and Employees	7
Section 4.01 Number and Qualification.	7
Section 4.02 Election.	7
Section 4.03 Tenure.	7
Section 4.04 President.	8
Section 4.05 Treasurer.	8
Section 4.06 Clerk.	8
Section 4.07 Agents and Employees.	8
Section 4.08 Compensation of Agents and Employees.	8
Article V	9
Resignations, Removals and Vacancies	9
Section 5.01 Resignations.	9
Section 5.02 Removals.	9
Section 5.03 Vacancies.	9
Article VI	9
Execution of Papers	9
Section 6.01 Execution of Papers.	9
Article VII	10
Compensation, Personal Liability	10
Section 7.01 Compensation.	10
Section 7.02 No Personal Liability.	10
Section 7.03 Indemnification and Insurance.	10
Article VIII	12
Miscellaneous Provisions	12
Section 8.01 Amendments.	12
Section 8.02 Rules of Order.	12
Section 8.03 Meetings.	12

Article I

Miscellaneous

Section 1.01 Name.

The name of this corporation shall be North Atlantic Collegiate Rugby Conference (or the "Conference" or "NACRC").

Section 1.02 Location.

The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation.

Section 1.03 Corporate Seal.

The Directors may adopt and alter the seal of the corporation.

Section 1.04 Fiscal Year.

The fiscal year of the corporation shall end on the 31st day of December in each year.

Section 1.05 Purpose.

The Corporation is organized exclusively for the purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code, as amended (or any corresponding provision of any future United States Internal Revenue Law) and, in furtherance thereof and not in limitation thereof:

- A. To coordinate and develop athletic activity in the United States directly relating to the sport of rugby;
- B. To promote and encourage physical fitness and collegiate participation in rugby;
- C. To assist organizations and individuals concerned with sports in the development of rugby training;
- D. To protect the opportunity of and encourage and provide assistance to any athlete, coach, trainer, manager, administrator, or official to participate in rugby without discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical disability

Section 1.06 Jurisdiction.

The Corporation will have jurisdiction over its members in all matters pertaining to the administration of rugby activities to include, but not restricted to competitions, discipline, player & team eligibility, and related matters.

Section 1.07 World Rugby Rules.

The Corporation shall automatically adopt all Laws of the Game as may be promulgated by World Rugby from time to time, without any further action required by the Board, or any officer or committee of USA Rugby. USA Rugby will timely publicize any such Law changes.

Article II

Members

Section 2.01 Number, Election and Qualification.

The incorporators at their initial meeting shall elect a number of members. At any special or regular meeting the Board of Directors may increase the number of members and elect new members by a vote of a majority of the Board of Directors then in office; or the Board may decrease the number of members, but only to eliminate vacancies caused by resignation, removal or disqualification of one or more members. Membership is limited to collegiate rugby organizations in good standing with their college or university (the "Club").

Section 2.02 Term of Membership.

Each Club membership is granted a membership term of one (1) calendar year or balance thereof at which time the membership may be renewed by the Board of Directors. All members accept the terms of these and any by-laws adopted by the Corporation, and are required to conduct themselves in accordance with the Conference's written policies.

Section 2.03 Powers and Rights.

Members shall have no voting rights or other powers in the Corporation.

Section 2.04 *Annual Meeting.*

An annual meeting of members shall be held on such date and time as shall be determined from time to time by the President.

Section 2.05 *Special Meetings.*

Special meetings of the members may be held at any time when called by the President.

Section 2.07 *Place of Meetings.*

All meetings of the members shall be held in Worcester, Massachusetts or at such other place within the United States as shall be fixed by the President.

Section 2.08 *Notice of Meetings.*

A written notice of each meeting of members, stating the place, date and time and the purposes of the meeting, shall be given at least seven (7) days before the meeting to each member by leaving such notice with them or at their residence or usual place of business, or by emailing it, to such member at their address as it appears in the records of the corporation.

Section 2.12 *Resignation.*

A Club may resign from the Conference with or without cause by notifying the Board in writing. The resigning Club shall remain liable for any conference services provided or any financial obligations incurred during their membership term.

Article III

Board of Directors

Section 3.01 *Power of Board.*

The affairs of the corporation shall be managed by a Board of Directors (the "Board" and each member of the Board individually a "Director") who shall have and may exercise all the powers of the corporation, except those powers in the Articles of Organization or these Bylaws.

Section 3.02 *Number and Election.*

The directors shall be divided into two classes of approximately equal size, the term of one class expiring each year. At each annual meeting of the directors following initial election and division of directors into two classes, the directors shall fix the number of

directors and shall elect for a term of two years the appropriate number of successors to the class whose term is then expiring, and they may also elect additional directors to other classes to the extent necessary to maintain approximate equality in size among classes. At any special or regular meeting of the directors may increase the number of directors and elect new directors to complete the number so fixed by a vote of a majority of the members then in office, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

Section 3.03 Term of Office.

Each director shall hold office for the term of the class to which the director is elected and until their successor is elected and qualified, or until the director sooner dies, resigns, is removed or becomes disqualified.

~~Each Director shall hold office for the term of one year from the most recent Annual Meeting of the Board, or until they sooner dies, resigns, is removed or becomes disqualified.~~

Section 3.04 Committees.

The Board may appoint committees at any meeting as decided to be necessary or desirable, and the Board may delegate to any such committee or committees such duties and responsibilities as the Board may determine. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Board. The members of any committee shall remain in office at the discretion of the Board. The President shall serve as an ex-officio member of each committee appointed by the Board. Committees or Committee members shall have no voting rights in the corporation.

Section 3.05 Regular Meetings.

The Board shall hold an Annual Meeting each year at a time and place determined by the President. Other regular meetings of the Board may be held at such places and at such times as the Board may determine.

Section 3.06 Special Meetings.

Special meetings of the Board may be held at any time and at any place when called by the President of the Board or by two or more Directors.

Section 3.07 Notice of Meetings.

A written notice of each meeting of Directors, stating the place, date and time and the purposes of the meeting, shall be given at least seven (7) days before the meeting to each member entitled to vote thereat and to each other member who, by law, by the Articles of Organization or by these Bylaws, is entitled to notice, by leaving such notice

with them or at their residence or usual place of business, or by emailing it, to such member at their address as it appears in the records of the corporation. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by them (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

Section 3.08 Quorum.

At any meeting of the Board three Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 3.09 Action by Vote.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

Section 3.10 Action by Writing.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if two-thirds of all the Directors consent to the action in writing (written electronic communication is an accepted form of writing) and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.11 Presence Through Communications Equipment.

Unless otherwise provide by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Article IV

Officers, Agents and Employees

Section 4.01 Number and Qualification.

The officers of the corporation shall be a President, Treasurer, Clerk, and such other officers, if any, as the Board may determine. The corporation may also have such agents, if any, as the Board may appoint. An officer may but need not be a Director or

member. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the corporation a bond for the faithful performance of their duties in such amount and with such surety or sureties as shall be satisfactory to the Board.

Section 4.02 *Election.*

The President, Treasurer, Clerk, shall be elected annually by the members at the annual meeting of the members. Other officers, if any, may be elected by the Board at any time.

Section 4.03 *Tenure.*

All officers shall each hold office until the next annual meeting of the members unless a shorter period shall have been specified by the terms of their election or appointment, or in each case until they sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain their authority at the pleasure of the Board.

Section 4.04 *President.*

The President shall call all meetings of the Board. The President shall preside at all meetings or, in the absence of a President, a President Pro Tempore shall be elected by the Board. The President shall act on behalf of the Board, subject to the direction of the Board. The President will also act as the Conference Commissioner (the "Commissioner") and oversee the day-to-day management and operation of the Conference as directed by the Board.

Section 4.05 *Treasurer.*

The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and the Treasurer shall keep full and accurate records thereof. The Treasurer shall produce in a timely manner any financial records requested by a Director including but not limited to accounting of bank account balances and current budget positions. The Treasurer shall have such other duties and powers as designated by the Board or the President.

Section 4.06 *Clerk.*

The Clerk shall record and maintain records of all proceedings of the members and Board in a book, series of books, or digital files kept for that purpose, which records shall be kept within the Commonwealth at the principal office of the corporation, at the office of its Clerk or of its resident agent, or online and accessible to all the Directors. Such records or files shall also contain records of all meetings of incorporators and the original, or attested copies of the Articles of Organization and Bylaws and names of all members and Directors and the address of each. If the Clerk is absent from any

meeting of members or Board, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

Section 4.07 Agents and Employees.

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 4.08 Compensation of Agents and Employees.

The corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require agents or employees to give security for the faithful performance of their duties.

Article V

Resignations, Removals and Vacancies

Section 5.01 *Resignations.*

Any Director or officer may resign at any time by delivering their resignation in writing to the President or the Clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. Members may resign as stated in section 2.12.

Section 5.02 *Removals.*

An officer or Director may be removed with or without cause by the vote of a majority of all the Directors then in office. A member, Director or officer may be removed only after reasonable notice (7 days or more) and opportunity to be heard (by meeting or emailed statement) before the Directors.

Section 5.03 *Vacancies.*

Any vacancy in the Board, including a vacancy resulting from the enlargement of the Board, may be filled by the Board by vote of a majority of the Directors then in office. The Board shall elect a successor if the office of the President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office of the unexpired term and in the case of the President,

Treasurer and Clerk until their successor is chosen and qualified, or in each case until they sooner dies, resigns, is removed or becomes disqualified. The members and the Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Article VI

Execution of Papers

Section 6.01 Execution of Papers.

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or the Treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President and the Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the corporation.

Article VII

Compensation, Personal Liability

Section 7.01 Compensation.

Directors shall be entitled to receive for their services such amount, if any, as the Board may determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services. The corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the Board then in office.

Section 7.02 No Personal Liability.

The members, Directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such

contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 7.03 Indemnification and Insurance.

No Director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as such Director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its members, Directors or officers, or who serves at its request as a member, Director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Section 7.03 a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation or, to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interest shall be deemed to be the best interests of the corporation for the purposes of this Section 7.03.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, on indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 7.03. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify such person against liability under the provisions of this Section.

In no case, however, shall the corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. Further, if at any time the corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or 4945(d), respectively, of the Code.

If any part of this section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

As used in this Section 7.03, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" member, Director or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

Article VIII

Miscellaneous Provisions

Section 8.01 Amendments.

These Bylaws may be altered, amended or repealed by vote of a majority of the Directors then in office. Any by-law so altered, amended or repealed by the Board may be further altered or amended or reinstated by the members in the above manner.

Section 8.02 Rules of Order.

Except where they may be in conflict with these Bylaws, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Board and members.

Section 8.03 Meetings.

All meetings of members are open to Board members. Board meetings may be open to members as determined by a vote of the Board.

We certify that these by-laws, as adopted by the Incorporators on [Month Day, Year], are currently in effect.

[Incorporator Name]

[Incorporator Name]

[Incorporator Name]

[Incorporator Name]