

CONSTITUTION AND BY-LAWS
OF
PACIFIC NORTHWEST RUGBY FOOTBALL UNION,
doing business as PNRFU
Adopted January 2013

PREAMBLE

The Pacific Northwest Rugby Football Union organizes, administers, controls, regulates, improves, teaches and fosters the growth and maintains the standards of the game of Rugby Union Football for the clubs that are its members within the geographic area its members agree. It shall represent its members before other official administrative bodies of rugby on a regional, national or international level (including, the International Rugby Board [the IRB] and USA Rugby [USAR]), and shall organize, control and administer rugby games between regional bodies and visiting clubs as necessary. The Pacific Northwest Rugby Football Union [PNRFU] is a member of USAR and is a so-called Geographic Union within the USAR administrative structure.

The Pacific Northwest Rugby Football Union will have exclusive jurisdiction over its members in matters pertaining to the administration of Rugby Union Football.

The Pacific Northwest Rugby Football Union exists to preserve, protect, and foster the game of Rugby Union Football for its participants.

ARTICLE I - NAME

Section 1.01 – NAME:

The name of the corporation shall be the Pacific Northwest Rugby Football Union. The corporation is hereinafter called the “Union” or this “Union.”

Section 1.02 – GENDER:

For purposes of simplicity, the feminine form as used below shall also include the masculine.

Section 1.03 – JURISDICTION:

The jurisdiction of PNRFU are the States of Washington, Oregon and Idaho and areas adjacent thereto where reasons of geography and the needs of the game of justify the extension of the Union’s jurisdiction.

Section 1.04 - PURPOSE:

This Corporation is organized exclusively for charitable purposes. The specific purposes of the corporation are

- (i) to coordinate, administer, and foster national amateur competition in the sport of Rugby Union in Washington, Oregon and Idaho State;
- (ii) to support and develop amateur athletes for national competition in the sport of Rugby Union;
- (iii) to foster productive working relationships among organizations active in the sport of Rugby Union;
- (iv) to promote and encourage physical fitness and public participation in the sport of Rugby Union; and
- (v) to carry on other charitable activities associated with these purposes as allowed by law. In furtherance of the foregoing purposes, this corporation shall be organized and operated primarily to conduct or support rugby competition and to support or develop amateur rugby athletes for national or international competition.

Section 1.05 – ASSETS:

This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 1.06 - NONPROFIT ORGANIZATION:

This Union is a nonprofit organization and no remuneration shall be paid to any “Officer” or member of the “Executive Committee” (as such terms are hereinafter defined) except for authorized expenses incurred in the performance of their duties.

ARTICLE II - MEMBERS

Section 2.01 – MEMBERS:

The “members” of this Union shall be persons, organizations or business entities as listed below:

- (a) FULL MEMBERS.

All rugby clubs within the jurisdiction of the Union that have been elected to membership in the Union as provided in this Constitution and By-Laws (these “By-Laws”) shall be full members, with all rights and privileges of membership.

All clubs that are members of The Pacific Northwest Rugby Football Union, the Union’s predecessors, as of the day of the adoption of these By-Laws are automatically members of the Union.

Following the adoption of these By-Laws, additional member clubs shall be elected to the Union by a majority of full members at a general meeting upon nomination by a member club and a second by another member club. By terms of the motion made and seconded for membership, clubs may be admitted for membership on a probationary basis for one (1) year. Clubs admitted on a probationary basis have all of the rights and obligations of non-probationary members; however, the “Executive Committee” (as hereinafter defined) may suspend any probationary club if the Executive Committee determines that

- (i) the probationary club is unable or unwilling to conform to the rules and regulations of the Union,
- (ii) the continued participation of the probationary club in Union affairs presents a danger to other member clubs,
- (iii) the continued participation of the probationary club represents an unacceptable liability to the Union or threatens the integrity of the Union or the game of Rugby Union Football. Probationary clubs may be admitted to non-probationary membership status after one (1) year of probationary status upon a simple majority vote of the members upon a motion made and seconded by member clubs at an Annual General Meeting of the members.

In order to maintain membership in the Union, each member club must pay its annual Union dues.

The Pacific Northwest Rugby Referee Society shall also be a full member, although it does not pay annual dues.

(b) HONORARY MEMBERS. “Honorary Members” shall be any persons the Union desires to honor. These members are elected by a majority of the full members. Honorary Members do not have a vote in Union matters and they do not pay dues.

(c) PATRON MEMBERS. “Patron Members” are persons interested in encouraging the growth of Rugby Union Football in the Pacific Northwest who contribute set dues. These members are elected by the Executive Committee of the Union, which may determine the terms and conditions of such patron membership, including dues; however, Patron Members do not have a vote in Union matters.

(d) SPECIAL MEMBERS. “Special Members” are organizations that are affiliated with the Union in an administrative relationship whose characteristics are not covered in other specific membership categories. This class of membership does not vote in Union matters unless specifically authorized by the Union membership. Special Members may be created from time to time by Executive Committee.

Section 2.02 - VOTING MEMBERS:

Each full member has one vote at any Union meeting and shall be represented at any meeting by no more than two persons. Honorary, Patron, and Special Members are always welcome at Union meetings and may join in any discussion, at the discretion of the chair; however, they have no vote in Union matters. No restriction shall be imposed on any member by virtue of race, creed, color, sex, national origin, religion or sexual orientation.

ARTICLE III - MEETINGS OF MEMBERS

Section 3.01 - PLACE OF MEETINGS:

Annual and special meetings of the members shall be held within a relatively central location between all Full Members of the Union in good standings and must be called by the Executive Committee.

Section 3.02 - ANNUAL GENERAL MEETING:

The Union will hold an “Annual General Meeting” each year. The Annual General Meeting will be held on a Saturday or Sunday during the end of May or the beginning of June.

At the Annual General Meeting (and in this order):

1. The “President” (as hereinafter defined) will report on the affairs of the Union during the period since the last Annual General Meeting;
2. The “Treasurer” (as hereinafter defined) will report on the financial affairs of the Union during the period since the last Annual General Meeting;
3. The Union members shall elect the Union Officers for the coming year;
4. The Divisions shall elect the Group’s “Divisional Coordinator”;
5. The members will consider any applications for Union membership by new clubs, which consideration shall be subject to the provisions of Section 2.01(a) hereof;
6. The Union shall address any scheduling issues related to upcoming year; and
7. The Union shall consider any new business.

At the discretion of the President, items 6 and 7 above may precede item 5.

Items for the Annual General Meeting agenda submitted by members must be submitted by members in writing to the Executive Committee no later than twenty (20) days immediately before the subject Annual General Meeting.

Section 3.04 - SPECIAL MEETINGS:

A special meeting may be called at any time and for any purpose by the President, or by a simple majority of the Executive Committee, or by a written request to the Secretary of 2/3 full members. Each member shall receive notice of a special meeting and a statement of its purpose.

Section 3.05 - NOTICE OF MEETINGS:

Notice of the place, date and hour and an agenda of any Union meeting shall be sent to each member not less than twenty (20) days before the meeting.

Section 3.06 - QUORUM AND ADJOURNMENT:

At all meetings of the Union, one-half of the full members in good standing shall constitute a quorum.

Except as hereinafter provided, a quorum of members, present or represented by proxy, shall be required for the transaction of business at all general and special meetings of the Union.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the subsequent loss of a quorum, provided that any action taken is approved by full member's present equal to a majority of a quorum.

At any time during a meeting, a simple majority of the members present and those represented by proxy, may pass a motion to adjourn.

Section 3.07 - MANNER OF VOTING:

Matters brought to vote shall pass by a simple majority of the votes cast unless specified otherwise.

Section 3.08 - PROXIES:

Any member may be represented by a proxy. A person's authority as a proxy is established by a written document signed by an officer of the club issuing the proxy.

The proxy is only valid for items on the agenda.

Any member attending a Union meeting may question the validity of a proxy.

A proxy is invalid if two-thirds of the members present at the meeting vote against it.

Section 3.09 - LOSS OF MEMBERSHIP:

A member shall lose membership in the Union for failure to pay dues and all levied fees, or for non-compliance with these By-Laws as determined by the Executive Committee.

Decisions of the Executive Committee made under this Section 3.09 concerning loss of membership may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

Section 3.10 - LOSS OF “GOOD STANDING” STATUS BY MEMBERS:

A member shall lose its voting rights in the Union and become “not in good standing” as a result of its failure to meet its financial obligations to the Union, including its dues.

A demonstrated inability of a member club to conduct its business and deport itself in accordance with generally accepted principles and practices may be placed in this status by vote of the Executive Committee.

Decisions of the Executive Committee made under this Section 3.10 concerning loss of “good standing” may be overturned at a Union meeting by a two-thirds majority of members. The club in question cannot vote on such matter.

ARTICLE IV - OFFICERS

Section 4.01 - OFFICERS AND TERM:

The Union “Officers” are:

1. “President”;
2. “Vice President”;
3. “Treasurer”;
4. “Secretary”; and
5. “Executive Director-Referees.”

All of the Officer positions, except the Executive Director-Referees, are elected positions and are elected in accordance with Section 4.02 hereof. Additional officer positions may be established at the Annual General Meeting as needed by a vote of a two-thirds of members voting. Officers, other than the Executive Director-Referees, shall hold office for 2 years, or until their successors

are elected. The Executive Director-Referees is the president of the Referees Society, as such president is elected or appointed in accordance with the rules and regulations thereof.

Section 4.02 - ELECTION OF OFFICERS:

The Executive Committee may propose a slate of candidates for all or certain of the elected Officer positions (each, an “Office”), which slate shall be included in the notice of the Annual General Meeting.

The Officer positions - President and Secretary will be voted into office one year at the AGM and Vice President and Treasurer will be voted into office the following year at the AGM.

Full members may nominate candidates for any Office by written notice to the Executive Committee no later than twenty (20) days immediately before the subject Annual General Meeting and any such nominations shall be listed in the agenda published for the Annual General Meeting.

If there is no candidate for an Office, as reflected in the agenda for the Annual General Meeting, nominations for such Office may be made at the meeting.

An Officer is elected if she receives a simple majority of the votes cast. If there are multiple candidates and no candidate receives a simple majority of the votes cast, the candidate receiving the fewest votes is eliminated and another vote is held. This process continues until a candidate receives a simple majority of the votes cast.

All ballots shall be secret unless this is waived by a simple majority of the members present.

An Officer takes her Office immediately upon the conclusion of the Annual General Meeting.

Section 4.03 - REMOVAL OF OFFICERS:

Any Officer may be removed by a simple majority of the votes cast at a Union meeting, providing a quorum is present and notice of this action has been given under Section 3.05.

Section 4.04 - SUSPENSION OF AN OFFICER:

Any Officer convicted of a felony shall be automatically suspended. Any Officer may be suspended by a majority vote of the Executive Committee upon a finding by such majority of the Executive Committee that

- (i) the Officer in question has, or is, acting in a manner contrary to these By-Laws and
- (ii) the immediate suspension of the Officer is needed to prevent injury to the Union. Suspension of an Officer, other upon conviction of a felony, may be reversed with the vote of a simple majority of the members present at any meeting of the members.

Section 4.05 – RESIGNATIONS:

Any Officer may resign at any time by giving written notice to the President (and if the President resigns, the President does so by written notice given to the Vice President). Such resignation shall take effect at the time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 – VACANCIES:

Any vacant elected Office (other than the Executive Director-Referees) shall be filled by a simple majority of the votes cast of the Executive Committee, subject to confirmation at the next general meeting of the Union.

Section 4.06 - POWERS AND DUTIES OF THE OFFICERS:

The Officers of the Union shall have the following powers and duties to manage the property and affairs of the Union, subject to the review of the members.

1. PRESIDENT. The President shall organize and chair Union and Executive Committee meetings, and administer the activities of the other officers and committees of the Union. She/he shall encourage membership in the Union, and with the help of the members shall determine the Union objectives and work toward their achievement.
2. VICE PRESIDENT. The Vice President is the President's deputy and assists the President in his/her duties and carries out such additional duties, as the President shall assign to the Vice President. The Vice President shall succeed the President in the event of his/her death, incapacity, resignation or removal from office.
3. SECRETARY. The Secretary shall compile, maintain and publish the Union membership directory. She/he shall correspond with other unions to mutual advantage.
 - The Secretary shall counsel the Union and its committees on rules and procedure and ensure that these are followed.
 - The Secretary shall prepare the agenda for Union and Executive Committee meetings (although the President may elect to have another Officer, including the President, to do so from time to time), keep the minutes of meetings, and publish them.
 - The Secretary shall maintain the records of the Union, and give these records to his/her successor in good order.
 - The Secretary shall maintain and publish these By-Laws and will execute internal and external Union correspondence as directed by the Executive Committee.
 - The Secretary shall maintain the Union's match schedule and may designate persons to assist them in this regard.
4. TREASURER. The Treasurer will collect, account for, budget and administer the funds of the Union. The Treasurer shall maintain the financial records of the Union, and give these records to his/her successor in good order.

5. EXECUTIVE DIRECTOR-REFEREES. The Executive Director-Referees represents the interest of the Referees Society on the Executive Committee.

ARTICLE V - GROUPS, DIVISIONS AND EXECUTIVE DIRECTORS

Section 5.01 – GROUPS:

“Men’s Rugby” and “Women’s Rugby” (as such terms are hereinafter defined and each of which is a “Group”).

“Men’s Rugby” consists of all member clubs that play:

1. Men’s USAR Division 1 Senior Club Rugby;
2. Men’s USAR Division 2 Senior Club;
3. Men’s USAR Division 3 Senior Clubs;

“Women’s Rugby” consists of all member clubs that play:

1. Women’s USAR Division 1 Senior Club Rugby;
2. Women’s USAR Division 2 Senior Club;

Section 5.02 – DIVISIONS:

Each such competitive USAR Division within a Group shall elect a “Division Coordinator,” who shall chair any meetings of the Division. Each Division Coordinator shall be elected if a simple majority of the clubs of that USAR Division in attendance vote for his/her at the Annual General Meeting. Each Division Coordinator is subject to removal from office in the same manner as an Officer. Division Coordinators who resign, die, or are otherwise removed shall be replaced by a majority vote of the Division’s members.

Section 5.03 - UNION OFFICIALS:

For the purpose of these By-Laws, the “Union Officials” are the members of the Executive Committee and the Divisional Coordinator.

ARTICLE VI - COMMITTEES

Section 6.01 - EXECUTIVE COMMITTEE:

(A) Members.

The Executive Committee is comprised of the following members:

1. The Officers;
2. The Divisional Coordinator; and
3. The Executive Director-Referees or her designee.

Each member of the Executive Committee shall have one vote in the Executive Committee.

(B) Powers and Duties.

The Executive Committee shall administer the day-to-day activities of the Union and make the decisions necessary to meet the objectives of the Union. The Executive Committee sets the Union's budget and the members' dues. The Executive Committee shall have the power to add non-voting members, and to appoint committees. The Executive Committee shall ensure that By-Laws are followed. The members of the Executive Committee are also the members of the Union's Board of Directors. The Board of Directors will meet at least once annually in accordance with the proper execution of the Union's corporate business and in compliance with applicable law.

Executive Committee Meetings shall be called as needed by the President or by any three other Officers.

Written notice of the purpose of the meeting, and an agenda shall be provided, at least seventy-two (72) hours before the meeting; provided, however, in the event of an emergency, only such notice is reasonable need be given. Meetings may be held in person, by telephone or video conference, or by other means permitted by advances in technology as are adopted as a standard business practice in the wider world, or any combination thereof.

In order to have a quorum, (i) the President or Vice President and (ii) at least four (4) other voting members must participate in the meeting (provided, however, if a meeting of the Executive Committee is duly noticed and less than a quorum is obtained, so long as the President or Vice President participated in the meeting, the Executive Committee members participating in the meeting may provisionally act, which actions shall become formal and effective acts of the Executive Committee when ratified in writing by a simple majority of the Executive Committee).

The Executive Committee will work with any Geographic Union Administrative Director (the "GU-AD") employed by USAR and assigned to the Union to assist the Union in the administration of its affairs; however, the Executive Committee, not the GU-AD, is responsible for the conduct of the Union's affairs. The GU-AD is not a member of the Executive Committee and is not an employee of the Union.

Section 6.02 - DISCIPLINARY COMMITTEE:

(A) Purpose.

The Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct on, or associated with, the field-of-play.

In addition, the Disciplinary Committee shall have jurisdiction over member clubs (including players, coaches, and others affiliated with the member clubs) in matters of conduct off the field-of-play that reflect upon the game of Rugby Union Football and jeopardize the interests of the game.

(B) Operation.

No later than fifteen (15) days after the Annual General Meeting, the President shall nominate the chairperson of the Disciplinary Committee ("D/C Chair"), who is subject to confirmation by a simple majority of the Executive Committee. (Pending the approval of any nominee, the incumbent D/C Chair shall continue to serve.) The D/C Chair must be a currently licensed attorney.

No later than ten (10) days after her confirmation, the D/C Chair shall nominate a panel of at least five (5), but no more, ten (10) people to serve on the "D/C Panel," which is the group of individuals from which the members of a particular "Disciplinary Committee" that will consider particular disciplinary matters shall be drawn. Nominees to the D/C Panel are subject to confirmation by a simple majority of the Executive Committee, which may confirm or reject any or all of the nominees. If member clubs are playing matches at any point in time when there are not five (5) members of the D/C Panel, including the D/C Chair, the President shall appoint a sufficient number of individuals to D/C Panel on a temporary basis so that there are five (5) members of the D/C Panel, including the D/C Chair. As members of the D/C Panel are nominated and confirmed by the Executive Committee, the nominated and confirmed members shall replace the temporary members appointed by the President. Individuals appointed to the D/C Panel on a temporary basis by the President may be nominated and confirmed as regular members of the D/C Panel. There are no particular requirements for membership on the D/C Panel, except (i) the panel members should be experienced rugby people willing to fulfill the duties of membership on the D/C, (ii) in addition to the D/C Chair, one (1) of the other panel members should (but need not) be a licensed attorney so that such person may act as the temporary chair of the D/C when the D/C Chair is not available to serve as chair in accordance with these By-Laws, and (iii) current Union player or coaches may not serve on the D/C Panel.

A red card given to a player results in an automatic administrative suspension for two (2) scheduled matches or fifteen (15) days after the match in which the red card is issued. For the purpose of this rule, a scheduled match is any series of fixtures to be played by the player's club (i) on a particular day and (ii) which appear on the Secretary's schedule of Union mixtures. For example, Club "X" is scheduled to field three sides on a given Saturday. The three matches constitute a single "scheduled match," not three (3) separate scheduled matches. The fact that the Club may be playing these fixtures against different opponent clubs makes no difference. If a player receives two (2) yellow cards for violence or foul play (as opposed to the so-called

“professional foul” or persistent violations of technical laws) in the same competitive season (*i.e.*, 7’s or 15’s), the player receives the same automatic administrative suspension that she would have received if the second yellow card had been a red card (and the automatic administrative suspension takes effect upon the end of the match in which the second yellow card is given). With respect to the automatic administrative sanctions described in this paragraph, there is no appeal.

Players, coaches, club officers, and other persons affiliated with a member club may be referred to as the “Disciplinary Committee” (also known as the “D/C”) for investigation and the imposition of sanctions in accordance with these By-Laws; provided, however, sanctions, beyond the automatic administrative sanction described in the immediately preceding paragraph, may not be imposed by the Disciplinary Committee without a duly noticed hearing at which the accused player, coach, club officer, and other persons affiliated with a member club (as the case may be, the “Accused”) is given (i) notice of the charges and (ii) the opportunity to (a) examine witnesses and evidence offered to support the charges and (b) present a defense.

All red card violations shall be reported to the D/C Chair and the President by the match referee. In addition, member clubs have the right to cite any player, coach, club official or other person affiliated with the member club to the D/C for foul play or misconduct, which citation shall be made by written notice given to the D/C Chair and the President no later than forty-eight (48) hours after the conclusion of the subject match or other incident in question. If a club elects to cite a player, coach, official or other person affiliated with a member club, the club has the obligation to provide evidence that supports the citation and this evidence or a description of the evidence must accompany the citation. Additional evidence may be provided at the D/C hearing.

The D/C Chair has the obligations to review all red card reports and citations to determine whether consideration of the matter by the D/C is warranted. The D/C Chair’s consideration of any such matter is a matter of prosecutorial discretion and any determination by the D/C Chair not to proceed with any matter may be overridden only by a simple majority of the Executive Committee (and the consequence of such an action by the Executive Committee is that the D/C shall hear the matter).

All member clubs, their players, coaches, and officers have a duty to cooperate fully in any investigation by the D/C and any failure to cooperate in accordance with these By-Laws may be sanctioned by the Executive Committee.

Any D/C hearings shall be scheduled on no less than thirty-six (36) hours written prior notice given to the Accused and her club; provided, however, in the event of a bona fide emergency that threatens the safety of the membership of the Union, the integrity of the Union or the game of Rugby Union Football, only such notice as is reasonable need be given. The notice of the hearing shall be issued by the D/C Chair and shall (i) name the two designated members of the D/C Pane, who with the D/C Chair, shall constitute the D/C for the particular matter, (ii) name the time and place of the hearing, and (iii) state the charge made against the Accused. The D/C

Chair may excuse herself from any matter and if the D/C Chair excuses herself or is otherwise disqualified from participation in the D/C's consideration of the matter in accordance with these By-Laws, the D/C Chair shall designate another member of the D/C Panel to act as the chair of the D/C for this particular matter. The designated temporary chair should (but need not) be a licensed California attorney. The D/C hearing may be held in person, by telephone or video conference or by any other means permitted by advances in technology as are adopted as a standard business practice in the wider world, or in combination thereof.

At the D/C Hearing, (i) the D/C Chair shall read the charges against the Accused, (ii) the evidence offered in support of the charges shall be presented and the Accused shall be given the opportunity to examine the evidence and any witnesses called in support of the charges, (iii) the Accused shall be entitled to present such evidence intended to establish innocence, mitigation, or the good the character of the Accused as the Accused shall desire so long as the evidence offered is germane. The Accused may be represented by counsel or other representative and the parties will be given the opportunity to present concluding remarks. Immediately upon the conclusion of the hearing, the D/C shall deliberate and make finding of innocence or guilt with respect to each charge and shall issue the appropriate sanction for any finding of guilt. The deliberations of the D/C as to guilt or innocence and sanctions are not public. No later than twenty-four (24) hours after the completion of the D/C hearing, the D/C Chair shall issue the findings of guilt or innocence and any resulting sanction, notice of which shall be given to the Accused, her club, the President and the Secretary. The findings and any sanctions are public and shall be placed upon the Union's website and retained in the records of the Union.

The sanctioned Accused has the right to appeal the decision of the D/C to the Executive Committee (and no other party has any right to appeal any decision of the D/C), which appeal must be made by written notice given to the President, the Secretary, and the D/C Chair no later than seventy-two (72) hours after the decision by the D/C is issued. Any notice of appeal must state the basis for the Appeal. As a matter of its discretion, as exercised by a simple majority of the members of the Executive Committee, the Executive Committee may agree to hear the appeal. In any appeal that that it agrees to hear, the Executive Committee may consider certain aspects of the decision of the D/C or may conduct a hearing in *de novo*. In order to overturn the decision of the D/C (or any aspect of the decision of the D/C), two-thirds of the members of the Executive Committee must agree to overturn the decision.

The business of the D/C and any appeals therefrom to the Executive Committee shall be in compliance with IRB Regulation 17, as promulgated from time-to-time; provided however, to the extent that the terms and conditions of these By-Laws are inconsistent with the terms and conditions of such Regulation 17, the terms and conditions of these By-Laws shall prevail.

No person shall serve on the D/C with respect to any match in which such person participated as a player, coach or match official. No person shall serve on a D/C with respect to any incident that involved her club or any other club in which she had held membership during the last five (5) years preceding the incident in question.

No member of the Executive Committee shall participate in any appeal from a D/C decision with respect to any match in which such member participated as a player, coach or match official, nor shall such member participate in any appeal related to any incident that involved her club or any other club in which she had held membership during the last five (5) years preceding the incident in question.

PNRFU will use the IRB "Laws & Regulations of the Game". Regulation #17, #18 and #20 as a guideline in all disciplinary matters.

Section 6.03 - OTHER COMMITTEES:

The Executive Committee may appoint other optional work committees as necessary to achieve the Union's objectives.

ARTICLE VII – INDEMNIFICATION

Section 7.01 - MANDATORY INDEMNIFICATION OF DIRECTORS AND OFFICERS:

The Union shall indemnify, to the fullest extent now or hereafter permitted by law, each Union Official (including each former Union Official) who was or is made a party to or witness in, or is threatened to be made a party to or a witness in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding.

Section 7.02 - MANDATORY ADVANCEMENT OF EXPENSES TO UNION OFFICIALS:

The Union shall pay expenses (including attorneys' fees and disbursements) incurred by a Union Official referred to in Section 7.01 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.01 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Union Official in her capacity as a Union Official shall be paid by the Union in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Union Official to repay all amounts in advance if it shall ultimately be determined that she is not entitled to be indemnified by the Union because she has not met the standard or conduct set forth in the first sentence of Section 7.05 hereof.

Section 7.03 - PERMISSIVE INDEMNIFICATION & ADVANCEMENT OF EXPENSES:

The Union may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding. Subject to Section 7.02 hereof, the Union may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of her participation in an action, suit or proceeding referred to in this Section 7.03 in advance of the final disposition of such action, suit or proceeding.

Section 7.04 - BASIS OF RIGHTS; OTHER RIGHTS:

Each Union Official shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Union and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.05 – DETERMINATION OF INDEMNIFICATION:

Any indemnification under this Article shall be made by the Union only as authorized in the specific case upon a determination that indemnification of the authorized representative is proper in the circumstances because such person has acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding or (ii) by a quorum of disinterested Directors so directed by outside legal counsel in a written opinion. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 7.06 – INSURANCE:

The Union may purchase and maintain insurance on behalf of each Union Official against any liability asserted against or incurred by such Union Official in any capacity, or arising out of such Union Official's status as such, whether or not the Union would have the power to indemnify such Union Official against such liability under the provisions of this Article. The Union shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board of Directors or if, in the business judgment of the Board of Directors, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Union may purchase and maintain insurance on behalf of any person referred to in Section 7.03 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Union would have the power to indemnify such persons against such liability under the provisions of this Article.

ARTICLE VIII - ADDITIONAL ITEMS

Section 8.02 – DONATIONS:

The Union shall be authorized to accept donations from any person or organization. The Union may establish a sponsored fiscal accounts program, which shall comply with the rules and regulations of the IRS.

Section 8.03 - CERTAIN CONTRACTS AND CHECKS:

All deeds, documents, transfers, contracts, engagements, bonds, bills of exchange and other instruments shall be signed by the President or Vice President and any one of the Officers holding the office of Treasurer or Secretary. No other person, Officer, member or other party connected with the Union shall have any authority to bind the Union by any contract or agreement or to pledge its credit.

All checks must be signed by the Treasurer (provided, however, the Secretary shall be additional signatory on Union accounts in the event of the unavailability of the Treasurer).

All checks over \$1,000 in value must be authorized in writing by the President or Vice President.

Final responsibility for all expenditures shall rest with the Executive Committee.

Section 8.04 - REPORTS:

The Treasurer shall be responsible for accounting to the members for all the funds received and expended by the Union.

Section 8.05 - DEPOSITS AND INVESTMENTS:

The Treasurer, with the approval of a majority of the Executive Committee and subject to the review of the members, may invest the funds of the Union in accordance with Union By-Laws and objectives.

Section 8.06 - FISCAL YEAR OF UNION:

The annual fiscal period shall be June 1st to May 31st.

ARTICLE IX - GENERAL ARTICLES

Section 9.01 - DISCRIMINATION:

No member of the Union may discriminate in its membership on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap.

Section 9.02 – ELIGIBILITY:

All questions about the eligibility of players shall be referred to the Executive Committee of the Union for adjudication.

Section 9.03 - CHANGING CLUB MEMBERSHIP:

During a competitive season (*i.e.*, 7's or 15's), no player may switch teams without a written release from the club or college she is leaving. In cases of dispute, the Executive Committee shall rule on a player's status. In addition, any player changing clubs mid-season must comply with all USAR regulations pertaining thereto.

Section 9.04 – AMENDMENT:

These By-Laws may be altered or new By-Laws may be adopted, by a two-thirds majority vote of a quorum of full members. Proposed changes shall be submitted in writing to the Secretary not less than thirty (30) days before the meeting for inclusion in the agenda. The Secretary shall send copies of the proposed changes to the members.

Section 9.05 – ACCESS:

All members have the right of full access through the Union Secretary to copies of all official documents, records, reports, minutes and correspondence of Union affairs and the Union relations with bodies to which it is affiliated.

Section 9.06 – ATTENDANCE:

All members have the right to attend Executive Committee Meetings of the Union.

Section 9.07 - CLUB CONTACT INFORMATION:

The Union Secretary must be given written notice of each club's officers' names, addresses (postal and email), and telephone numbers prior to the Annual General Meeting.

Section 9.08 – NOTICES:

Notices contemplated hereby must be in written and shall be delivered by personal delivery, U.S. Mail, express courier or email (or any replacements thereof as the result of advances in technology as are adopted as a standard business practice in the wider world).

Section 9.09 - ROBERTS RULES OF ORDER:

The rules contained in Robert's Rules of Order Revised shall govern the Union's meetings (including its committee meetings) in all instances when such rules are not inconsistent with these By-Laws.