

# BYLAWS

## Trumbull Eagles Rugby Club

### Article I Name and Purpose

**Section 1.01. Name.** The name of this organization shall be Trumbull Eagles Rugby Club.

**Section 1.02. Mission Statement.** The mission of the organization is to support and enhance the Trumbull Connecticut High School rugby program through charitable and educational means.

**Section 1.03. Purpose.** The purpose of Trumbull Eagles Rugby Club shall be:

- A. To provide a supportive and encouraging atmosphere that promotes community involvement, personal growth and an enhanced quality of life for players.
- B. To promote the growth of players, both on and off the field.
- C. To promote goodwill and attendance at all games.
- D. To identify and promote opportunities to financially support the rugby program.
- E. To keep open lines of communication between the parents/guardians and the Club.
- F. To inform the general membership of Club activities and local news.
- G. To promote and assist with the continuing education and opportunities for the players.

### Article II Membership

**Section 2.01. Membership Eligibility.** Eligibility for membership in the Club are:

- A. Parents, guardians, and other persons with a child enrolled and attending Trumbull High School and registered to participate in the Trumbull Eagles Rugby Club;
- B. The Principal, Assistant Principals, Faculty, Staff and Rugby Coaches at Trumbull High School;
- C. Individuals without participating children who want to support the program as Associate or Business Associate members; and
- D. Firms or corporations that wish to support the program.

**Section 2.02. Class of Members.** The club shall have one class of voting members, whether individual or family and each individual or family member shall have one vote. The club may also have Advisory Members, Associate Members and Business Associate Members as directed by the Board of Directors, and such advisory and associate members shall have no voting privileges on business matters before the corporation. However they shall be afforded all other rights and privileges of membership in the corporation.

**Section 2.03. Qualification.** All dues-paying parents, guardians, or other persons with a child enrolled in the rugby program and attending Trumbull High School shall be considered voting members of the organization. The Principal, Assistant Principals, Coaches and Assistant Coaches in the Trumbull High Rugby Program shall be non-voting, advisory members of the organization. Other individuals without participating children in the rugby

program may apply for Associate membership. Firms and corporations that wish to support the program may apply for Business Associate membership.

**Section 2.04. Dues.** Annual membership dues will be for the school year commencing in September and ending in August of the following year. A member is considered to be in good standing upon payment of annual membership dues. Annual membership dues for all membership categories are to be set by the Board of Directors and submitted for approval by the membership at the general meeting.

**Section 2.05. Rights and Responsibilities.** The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on the committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws.

**Section 2.06. Quorum.** The members present at any membership meeting of the organization, provided five (5) or more members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which quorum is not present shall be discussed and decided by the Executive Board.

**Section 2.07. Meetings.** There shall be at least one general annual meeting of the membership at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of five (5) or more members in writing to the Executive Board.

### **Article III Executive Board**

**Section 3.01. Membership.** The Executive Board shall consist of the elected officers of the organization. The executive board should consist of no less than three members.

**Section 3.02. Authority.** The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

**Section 3.03. Meetings.** The Executive Board shall meet as needed during the offseason and no less than monthly to prepare for general membership meetings and to conduct the affairs of the organization during the season.

**Section 3.04. Quorum.** A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

**Section 3.05. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.06. Participation in Meeting by Video or Audio Conference Call.** Members of the Executive Board may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.07. Reimbursement.** Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

## **Article IV Officers and Their Elections**

**Section 4.01. Officers.** The officers of this organization shall include one President, one or more Vice Presidents, a Secretary, a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

**Section 4.02. Election.** A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees at least two months prior to the annual general meeting. The nominating committee will develop a slate of candidates, who shall be announced to the membership as soon as possible. Officers shall be elected at the annual general meeting of the organization by the members present. Officers shall assume their official duties upon election.

**Section 4.03. Term.** Officers shall serve a one-year term.

**Section 4.04. Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

## **Article V Duties of Officers**

**Section 5.01. President.** The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

**Section 5.02. Vice-President(s).** The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.03. Secretary.** The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally

of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

**Section 5.04. Treasurer.** The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that numbered receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.

## **Article VI Finances**

**Section 6.01. Budget.** The Executive Board shall present to the membership a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved by the Executive Board.

**Section 6.02. Obligations.** The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

**Section 6.03. Loans.** No loans shall be made by the organization to its officers or members.

**Section 6.04: Financial Controls.** Expenses shall be pre-approved for reimbursement at the meeting of the annual budget review. Any additional expenses shall be approved for reimbursement through written consent of the majority of the Executive Board and/or at an Executive Board meeting.

**Section 6.05. Banking.** The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally

daily, immediately after received and counted. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

**Section 6.06. Financial Report.** The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization’s financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The audit committee shall consist of two or more Board or voting members of the organization who are not involved in the routine handling of the organization’s finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

**Section 6.07. Fiscal Year.** The fiscal year of the organization shall be from January 1 to December 31 but may be changed by resolution of the Executive Board.

**Section 6.08. Financial Record Retention.** All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, and/or cloud-based software.	At least seven (7) years Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on a yearly basis. Store in binder or cloud-based software.	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer’s reports (monthly)	Compile and file records on yearly basis. Store in binder or cloud-based software.	Three (3) Years Store w/ financial records. Destroy after three years.

**ARTICLE VII Conflicts of Interest**

**Section 7.01. Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

**Section 7.02. Nonparticipation in Vote.** The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting.

However, the person may be permitted to provide the Board with any and all relevant information.

**Section 7.03. Minutes of Meeting.** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 7.04. Annual Review.** A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

## **ARTICLE VIII Indemnification**

Every member of the Executive Board, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE IX Amendments**

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.