

PROPOSED BYLAWS OF THE CHICAGO AREA RUGBY FOOTBALL UNION, INC.

ARTICLE 1

NAME, LOCATION, AND NATURE

The corporation is and will be called the Chicago Area Rugby Football Union, Inc. ("CARFU"). It is a not for profit corporation organized under the laws of the State of Illinois. The principal office and place of business of CARFU will be Chicago, Illinois, or any other such place as may be designated by the Board of Directors ("Board") of CARFU.

The Membership of CARFU will be composed of clubs ("Member") that are committed to develop, play, and advance the sport of Rugby Union Football ("Rugby") within the Greater Chicago Metropolitan Area ("Area").

ARTICLE 2

OBJECTIVES AND PURPOSES

The Objectives and Purposes of CARFU are:

1. The promotion, encouragement and extension of the sport of Rugby in all its aspects within the Area. CARFU will support the United States of America Rugby Football Union ("USARFU") and the Midwest Rugby Football Union ("Midwest") in their objectives, policies and contractual agreements.
2. To ensure that the playing of Rugby within the Area is carried out in accordance with the Laws of the Game of Rugby as framed by USARFU and the International Rugby Football Board ("IRB").
3. To acquire assets in order to carry out these stated Objectives and Purposes.

ARTICLE 3

BOARD OF DIRECTORS

CARFU will be governed by its Board of Directors. The membership of the Board will be composed of one representative of each Member in Good Standing of CARFU. The President will be the chairman of all Meetings. In his absence, the Secretary will assume this function. The Board delegates the day-to-day administration of CARFU to the Management Committee. The actions of the Management Committee are subject to these Bylaws and all directives of the Board.

ARTICLE 4

MEMBERSHIP

Application for Membership in CARFU A club that desires to join CARFU should send its application to the Secretary. It should also send a copy of its application to the secretary of the Midwest The Management Committee will decide whether or not the club applying for Membership may compete during the time before the Board acts on its application for Membership.

An application for Membership must be received no fewer than 15 days before the Meeting at which the application will be acted on All clubs that have applied for Membership in CARFU will be invited to appear at the Meeting at which their application will be acted on A club whose application for Membership is rejected will be informed of the reasons for the rejection and be invited to reapply once it has addressed those deficiencies.

The Board will note with suspicion the application for Membership of any club which appears to be the reincarnation under a different name of a club whose Membership in CARFU was terminated or a club which dissolved while not in Good Standing. CARFU may demand that the new club cure the deficiencies of the defunct club before its application for Membership is acted upon.

In applying for Membership, a club must give the names and addresses of the officers of the club, the nature of the membership of the club (open, closed to students only, etc.), demonstrate its ability to field a side and complete a schedule, and its agreement to adhere to these Bylaws.

A club will be charged pro-rata dues from the date its application was submitted to the Secretary of CARFU. A new Member may not vote on any matters before the Board until it has paid at least six months dues.

Non-Discrimination

No Member club may reject an individual for membership in the club on the basis of race, color, religion, national origin, ancestry, sexual orientation, or disability. A club may discriminate on age if it is an age grade club. A club may discriminate on sex if it is fielding only men's or women's sides. A club may limit its membership based on institutional factors such as enrollment in an age grade club, high school or college for a club representing the institution.

Limits on Competition

A Member may only play matches with:

- 1: Other Members in Good Standing. Clubs in Good Standing of other unions recognized by USARFU.
- 2: Clubs in Good Startling with other national unions recognized by the IRB.
- 3: Special Category Clubs recognized by action of the Board

Only a Member may represent CARFU in Midwest or USARFU championship play. The Board may waive this rule for age grade (including high school) competition.

Special Category Clubs

The Board may adopt special categories for clubs that will allow them to compete in the Area but does not give them Membership in CARFU. Such categories could include:

1. Start up clubs that are in the process of formation. Such status must be of limited duration and a start up club must work towards Membership in CARFU.
2. An "occasional" club formed for the purpose of playing one or more specific games but not having a regular schedule.
3. Any club, society, or group of persons, and individuals who have banded together in a formal manner to advance the game of Rugby within the Area and who are not eligible for Membership in Good Standing.
4. Reciprocal recognition of actions taken by other unions.

The Board will decide what fees, if any, and other requirements it will impose on such Special Category Clubs.

A club that desires the status of a Special Category Club within CARFU should send its application to the Secretary, sending a copy of its application to the secretary of the Midwest. The Management Committee will have 30 days to act on the application after the Secretary has received it.

In applying for the status of a Special Category Club, a club must give the names and addresses of the officers of the club, the nature of the membership of the club (open, closed to students only, etc.), the Special Category for which it is applying, its qualifications for that Special Category, and its agreement to adhere to these Bylaws.

Good Standing

In order to be in Good Standing with CARFU, a Member must meet all of the following requirements:

1. Be current in payment of all moneys owed to CARFU.
2. Be in compliance with all the membership requirements of the Midwest.
3. Be in compliance with all the membership requirements of USARFU.
4. Maintain a fixture list to the satisfaction of the Board.
5. Conform to any directives of the Board as to its standard of play, administration or general behavior.
6. Follow these Bylaws.
7. Be in compliance with all disciplinary actions taken by CARFU.

A Member not in Good Standing will, until it cures its deficiency, lose its right to:

1. Vote at Meetings.
2. Have its members play on any representative side.
3. Participate in any tournament or matches organized under the auspices of CARFU.
4. Have any members of CARFU Referee Society officiate its matches.

A Member is designated to be not in Good Standing by action of the Management Committee or the Board. Any member of the Management Committee can put forward a resolution before the

Management Committee to declare a Member to be not in Good Standing.

The resolution will be adopted by a majority vote of the Management Committee. The finding that a Member is not in Good Standing takes effect immediately after the vote by the Management Committee. This finding of a Member to be not in Good Standing will stand unless overridden by the Board. At the next Meeting of CARFU, the Board may reject any Management Committee resolution that declared a Member to be not in Good Standing by a majority vote of all Members who were in Good Standing at the Annual General Meeting prior to adoption of the resolution by the Management Committee.

A motion to declare a Member to be not in Good Standing may be brought before the Board at any Meeting provided that the motion receives at least two seconds.

Resignation of Membership

A Member may resign from CARFU and join another union only if it is in Good Standing. A Member wishing to resign will inform the Secretary who will prepare a letter of Good Standing for the union the club wishes to join.

Termination of Membership

Any Member will be liable for termination of its Membership by the Board if it is not in Good Standing for a period of six consecutive months or a total of twelve months in the past three years. A Member who is liable for termination will be so informed and the vote on termination will be taken at the next Annual General Meeting.

ARTICLE 5

MEETINGS

Annual General Meetings

Each year, the Board will hold an Annual General Meeting ("AGM"). The *AGM* should be held in either December or January.

Special Meetings

A Special Meeting of the Board may be called by the President should he consider that the need arises. The President must give no fewer than 15 days notice of a Special Meeting.

A Special Meeting will be called by the President if he receives written requests to do so from one-third of the Members in Good Standing. Such a Special Meeting will be called no fewer than 15 days nor more than 30 days after the date by which the necessary number of requests are received.

A Special Meeting may only address the issue or issues for which the Special Meeting was called. No Special Meeting may be called fewer than 30 days before the AGM.

Voting

Each Member of CARFU will have a single vote. A Member must be in Good Standing in order to vote. All votes of the Board will be decided by a simple majority of the Members in Good Standing

represented at the Meeting except for those votes requiring special majorities as noted in these Bylaws.

A quorum for a Meeting will be representatives of two-thirds of the Members in Good Standing of CARFU. If the Meeting is the AGM, the Member must be present in person. If the Meeting is a Special Meeting, the Member must be present in person, by telephone, or other verifiable means.

Proxy votes are not permitted. All Members must be represented at all Meetings by an officer of the Member club.

Date, Time and Place

The date, time and place of each AGM will be set at the Management Committee. Notice of the AGM is to be sent out at least 30 days prior to that Meeting.

ARTICLE 6

OFFICERS

An individual may only hold one elected officer position within CARFU. The officers of CARFU are:

The President

The President of CARFU will be the Chief Executive Officer of CARFU and will have general supervision over the business of CARFU and over its several officers, subject to the approval of the Board. He/She is responsible for long term strategic planning for CARFU.

The Vice President of Clubs will:

1. Coordinate all CARFU Senior competitions, tournaments, tours and events specifically classified as CARFU Senior events.
2. Coordinate with the Midwest all competitions that CARFU clubs participate in.
3. Coordinate all incoming and outgoing tours of CARFU in accordance with the Rules and Regulations for Tours adopted by the Board.
4. Coordinate all playing matters with regard to all CARFU club select sides. This includes the establishment of selection committees and selection criteria for each individual CARFU club select side, subject to the approval of the Management Committee.
5. Appoint the coaches and managers for all CARFU Senior club select sides, subject to the approval of the Management Committee.

The Vice President of Collegiate and Development

1. Promote the development of rugby at the Collegiate and Development levels.
2. Coordinate with the Midwest all competitions that CARFU Collegiate sides participate in.
3. Coordinate all playing matters with regard to all CARFU Collegiate and Development select sides. This includes the establishment of selection committees and selection criteria for each individual CARFU Collegiate or Development select side, subject to the approval of the Management Committee.

4. Appoint the coaches and managers for all CARFU Collegiate and Development select sides, subject to the approval of the Management Committee.
5. Develop and distribute educational materials to promote rugby at these levels.
6. Work with colleges to foster the growth of rugby.

The Secretary will:

1. Assume the position of chairman of the Board in the absence of the President at Meetings.
2. Assume the powers and responsibilities of the office of the President in the event that office becomes vacant between AGMs.
3. Keep the roster of Members of CARFU.
4. Keep the minutes of all Meetings of CARFU.
5. Keep the minutes of all meetings of the Management Committee.
6. See that all notices are duly given.
7. Be custodian of all CARFU records
8. Conduct and have charge of all relevant CARFU correspondence
9. In general, perform all the duties incidental to the office of secretary

The Treasurer will:

1. Prepare an annual budget and dues structure that is to be presented at the AGM.
2. Be responsible for long term financial planning for CARFU.
3. Collect the dues and fees owed to CARFU by Members and other parties.
4. Make investments of CARFU funds and assets in accordance with the Financial Policies and Procedures approved by the Board.
5. Be responsible for the deposit and disbursement of funds as directed by the Board.
6. Prepare financial statements and make quarterly reports to the Management Committee and annual reports to the Board. The Treasurer will present to the Management Committee, within 90 days of fiscal year end, December 31, an annual report.

All the officers elected at the AGM will take office after election and will hold it until the next AGM. All the officers will be authorized to delegate such of their duties, with the approval of the Management Committee, as they deem proper.

All officers must be elected by a simple majority of the Members in Good Standing who vote. In the event that no candidate receives a majority, the candidate with the fewest votes will be eliminated and another round of voting will be held. This procedure will continue until a candidate receives a majority of the votes cast.

In the event that an office becomes vacant between AGMs, the Management Committee will assume the duties of that office. The President may appoint an individual to fill that office until the next AGM.

In the event that the office of the President becoming vacant between General Meetings, the Secretary will assume the powers and responsibilities of the office of the President until the next AGM.

ARTICLE 7

REMOVAL FROM OFFICE

Any elected officer of CARFU or Chairman of the Disciplinary Committee may be removed from office by action of the Board. The vote to remove requires a two-thirds majority vote of the Members in Good Standing represented at the Meeting at which the vote is taken.

The Management Committee may bring a motion before the Board to remove an elected officer of CARFU from office.

A motion to remove a person from office may be brought by a petition signed by at least one-third of the Members in Good Standing of CARFU. The motion must then be submitted to the Secretary, unless the Secretary is the officer whose removal is sought, in which case the motion must be submitted to the President. The person whose removal from office is sought will then be informed. If there are more than 45 days until the next AGM, a Special Meeting to consider the motion will be called no fewer than 15 days nor more than 30 days after the motion to remove has been submitted. If there are fewer than 46 days until the next AGM, the motion will not be considered by the Board. The person whose removal is sought must be allowed, at the Meeting where the vote is to be taken, an opportunity to present his or her case. If the President is the officer whose removal is sought, the Secretary will chair the Meeting until the issue is resolved.

ARTICLE 8

COMMITTEES

To take care of the business of CARFU, there will be standing and ad hoc committees. The nature and responsibilities of the standing committees are defined in these Bylaws. Standing committees have a continuing existence.

Ad hoc committees will be appointed to handle a specific project or task that it is anticipated will be accomplished in a given period of time. An ad hoc committee is created by and its chairperson appointed by the President. The committee will exist until:

1. The specific project or task is accomplished and a final report is submitted; or
2. The Board or the Management Committee decides that the ad hoc committee is no longer needed.

If the chairperson of an ad hoc committee resigns or is removed before the committee is disbanded, the President will name his/her replacement. At every AGM, the President will inform the Board which ad hoc committees are in existence and who are the chairpersons.

The membership of committees, both standing and ad hoc, will be chosen by the chairperson of the particular committee, subject to these Bylaws and to any directions given by the Board. Committees may not take any action on behalf of CARFU or the Board unless such action is specifically permitted by these Bylaws or by a specific resolution of the Board.

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Management Committee

The Management Committee of CARFU will conduct the day-to-day business of CARFU in the times between the AGMs, in accordance with the directives of the Board.

The members of the Management Committee will be the all the elected officers of CARFU and the chairman of CARFU Referee Society. Only the elected officers of CARFU will be voting members of the Management Committee.

This committee will meet from time to time as needed to conduct the business of CARFU. A quorum is a simple majority of voting members.

The President will have responsibility for calling meetings of the Management Committee and he will chair such meetings. He may invite additional persons to attend if he believes that their presence will assist in achieving the aims of the meeting.

The Board gives the authority to the Management Committee to act on behalf of the Board between Meetings, provided such actions are not in contravention of these Bylaws or of specific directives of the Board.

Disciplinary Committee

All disciplinary issues concerning Member clubs, players and other individuals will be handled by the Disciplinary Committee. All formal complaints will be forwarded to the Chairperson of this committee in accordance with the established Disciplinary Policy of CARFU. The Chairperson of the Disciplinary Committee of CARFU will be appointed by the Management Committee. The Chairperson will appoint other members to the committee as required, subject to the approval of the Management Committee. The Chairman and committee members will serve until a new Chairperson is appointed by the President and approved by the management committee at or after the AGM. The Chairman can only be removed from office by resigning or as specified in Article 7 of these Bylaws. The committee members can be removed by a two-thirds vote of the Management Committee.

Referees Society

All referees in the Area will be members of CARFU Referee Society. The membership of the Society will elect a Chairman, Treasurer, Secretary and other necessary officers. The election of the Chairman is subject to the approval of the Management Committee. The Society will:

1. Administer all referee activities in the Area.
2. Organize the recruitment and training of new referees.
3. Provide referees for all CARFU events.
4. Evaluate and grade all referees in CARFU.
5. Keep a list of available referees within CARFU available to the Membership.
6. Insure correct interpretation of the Laws of the Game throughout the Area.
7. Coordinate all CARFU interactions with the Referees and Laws Committee of the Midwest and USARFU
8. Identify to the Management Committee individuals who should be recommended for involvement in the Midwest and USARFU Referees and Laws Committees.

Age Grade and Youth Rugby

All Age grade and Youth clubs in the Area will be members of Chicago Area Youth Rugby Club. The membership of the Society will elect a Chairperson, Treasurer, Secretary and other necessary officers. The CAYRC will:

1. Be recognized as a single entity with the rights and privileges of member club in good standing.
2. Be fully and solely responsible for the organization of Youth Leagues, select side and development programs.
3. As a member of CARFU will abide by these byelaws.

The Treasurer of CARFU Referee Society will:

1. Keep accounting records and funds for the purposes of the Society.
2. Provide accurate accounting statements relating to their activities semiannually to the Treasurer of CARFU.
3. Prepare and submit a budget request to CARFU for providing referees to all CARFU events and for other Society needs such as training and recruitment.
4. Request reimbursement from CARFU for actual Society expenses incurred which have been provided for in CARFU budget.

ARTICLE 9

FINANCES

Income

The income of CARFU will come from:

1. The dues paid by Members.
2. Fees paid by Special Category Clubs.
3. Any net profit after payment of all proper and relevant expenses that is due to CARFU from any tournament, match or other function organized by CARFU alone or in cooperation with any other group.
4. Any grants or donations made to CARFU.
5. Any profits generated from investments made expressly for the benefit of CARFU.
6. Other sources which the Board has approved.

Expenses

CARFU moneys may only be disbursed for expenses that have been authorized by the Board in the budget approved at the AGM or by an additional funding resolution approved by the Board at another Meeting. All requests for expenditure of items or reimbursement for expenses authorized by the Board must be done in accordance with the Financial Policies and Procedures approved by the Board.

Dues

At the AGM, the Board will set:

1. The dues of Members.
2. The date by which the dues must be paid.
3. Any other fees or charges to be paid by Members and Special Category Clubs.
4. The date by which these fees or charges must be paid.
5. The penalty for late payment.

The dues paid by each Member to CARFU do not have to be the same. In putting together a dues structure, the Board may take into account factors such as the number of individuals belonging to a Member club, the age of the individuals, etc. CARFU may charge dues per individual member of a Member club. CARFU may allow a third party such as USARFU to collect dues on its behalf.

Financial Control

All statements from financial and other institutions in which CARFU holds moneys and/or other assets must be sent to the Treasurer and at least one other officer of CARFU.

ARTICLE 10

AMENDMENTS

These Bylaws may be amended by the Board. The details of any proposed amendment will be circulated to all Members prior to the Meeting at which the vote is to be taken. Such details will be sent out no fewer than 30 days nor more than 60 days prior to the Meeting at which the amendment is to be considered. Any proposed amendment must be submitted in writing to the President no fewer than 70 days prior to the Meeting at which it is to be considered. To be considered, a proposed amendment must be approved by the Management Committee or be requested by at least one-fifth of the Members in Good Standing.

To be adopted by CARFU, the proposed amendment requires a two-thirds majority vote of the Members in Good Standing represented at the Meeting at which the vote is taken.

ARTICLE 11

DISSOLUTION OF CARFU

The Board may discontinue the activities of CARFU as presently constituted. The dissolution of CARFU requires a two-thirds majority vote of the Members in Good Standing represented at the Meeting at which the vote is taken. The Management Committee may propose the dissolution of CARFU. Notice of the proposed dissolution of CARFU will be circulated to all Members no fewer than 45 days nor more than 60 days prior to the Meeting at which the dissolution is to be considered.

Upon the dissolution of CARFU, the net assets of CARFU, after discharging or making provision for all liabilities, will pass intact to the following in this order of preference:

1. A new local area union that replaces CARFU, provided a replacement is ready within one year after the dissolution of CARFU; or
2. The surviving constitutional bodies which meet the Objectives and Purposes of CARFU; or
3. The Midwest; or 4. USARFU.

If none of the above conditions exist, an escrow account, administered by a trustee selected by the Management Committee, will be established to allow the net assets to pass to any organization that qualifies under the Internal Revenue Code as a charitable organization for the development of amateur sports.

ARTICLE 12

RULES OF ORDER

CARFU will follow Robert's Rules of Order Newly Revised for its Meetings unless other rules of order are approved by a majority of the Board. The President will appoint the parliamentarian. He/She will be authorized to delegate these duties, with the approval of the Management Committee, as they deems proper.