

BYLAWS
OF

New England Wide Collegiate Rugby Conference, Inc.
last revised 12/6/14

Article I
Miscellaneous

Section 1.01 *Name*. The name of this corporation shall be New England Wide Collegiate Rugby Conference, Inc. (or the "Conference" or "NEWCRC").

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 *Gender*. The pronoun "he" or "his," when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

Section 1.06 *Purpose*. The purposes of the Conference shall be to encourage the introduction, teaching, promotion, and understanding of the sport of Rugby Union throughout the Conference, and to undertake other activities incidental or conducive to the furtherance of these purposes. The Conference will advocate adherence to the Laws of Rugby Union as promulgated by the International Rugby Board (IRB), and The United States of America Rugby Football Union (USARFU).

Section 1.07 *Affiliation*. The Conference and its members will observe and be immediately governed through its affiliation with USARFU. The Conference will have concurrent 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.

Article II

Members

Section 2.01 *Number, Election and Qualification.* The incorporators at their initial meeting shall fix the number of members and shall elect the number of members so fixed. At any special or regular meeting the members may increase the number of members and elect new members 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 members, but only to eliminate vacancies caused by resignation, removal or disqualification of one or more members. No such designation shall disqualify a member in office when the designation is made. Membership is limited to collegiate rugby Clubs in good standing with their college or university (the "Club").

Section 2.02 *Term of Membership.* Each Club shall submit a renewal application each year prior to March 1st to ensure the availability of accurate information to the Conference. Renewal applications shall become due March 1st and delinquent on April 1st. Once a Club has been renewed by vote of the Board of Directors, it is obligated to carry out its duties for the remaining year. All members accept the terms of these and any by-laws adopted by the Conference, and are required to conduct themselves in accordance with the Conference's written policies.

Section 2.03 *Powers and Rights.* In addition to the right to elect Directors as provided in Section 4.02 and such other powers and rights as are vested in them by law, the Articles or Organization or these Bylaws, the members shall have such other powers and rights as the Directors may designate.

Section 2.04 *Annual Meeting.* The annual meeting of members shall be held on the first Saturday in December in each year or at such other earlier or later date and time as shall be determined from time to time by the President.

Section 2.05 *Regular Meetings.* Regular meetings of the members may be held at such times as the members may determine.

Section 2.06 *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 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 him or at his residence or usual place of business, or by emailing it, to such member at his 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 him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

Section 2.09 *Quorum*. At any meeting of the members, a majority of the members then in office (whether present in person or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Organization or by these Bylaws.

Section 2.10 *Action by Vote*. Each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section 2.11 *Action by Writing*. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if two-thirds of the members entitled to vote on the matter 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 members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 2.12 *Resignation*. A Club may resign from the Conference with or without cause by notifying the Board between December 1 and February 1. Mid-season resignations will not be accepted. The resigning Club shall remain liable for any pending financial obligations to the Conference.

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 reserved to the members by law, the Articles of Organization or these Bylaws.

Section 3.02 *Number and Election*. The Board of Directors shall be the officers as described in Section 4.01.

Section 3.03 *Term of Office*. Each Director shall hold office for the term of one year, or until he 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 Commissioner shall serve as an ex-officio member of each committee appointed by the Board.

Section 3.05 *Regular Meetings*. The Board shall meet annually immediately following the annual meeting of the members. 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 him or at his residence or usual place of business, or by emailing it, to such member at his 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 him (or his 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, Competition Director, Referee Director, Discipline Director 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 his 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, Competition Director, Referee Director, and Discipline Director 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 his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his 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. The President's vote will only be required to break a tie vote of the Directors.

Section 4.05 *Treasurer*. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He 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. All bank checks over an amount specified by the Board shall require the signature of both the Treasurer and the President. He 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 or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Clerk or of its resident agent. Such book or books 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*. A member, Director or officer may be removed with or without cause by the vote of a majority of the members in good standing. An officer or Director may be removed with or without cause by the vote of a majority of 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 body proposing to remove him.

Section 5.03 *Vacancies*. Any vacancy in the membership or 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 his successor is chosen and qualified, or in each case until he 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 members or Board may determine, which may include expenses of attendance at meetings. Members and 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 his or her 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 his or her 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 his or her 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

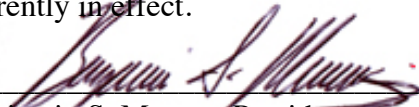
Miscellaneous Provisions

Section 8.01 *Amendments*. These Bylaws may be altered, amended or repealed at any annual or special meeting of the members, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of the members. These Bylaws may also be altered, amended or repealed by vote of a majority of the Directors then in office, except with respect to any provision thereof which by law, the Articles of Organization or these Bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the Board of any Bylaws, notice thereof stating the substance of such change shall be given to all members. 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 or the Board are open to members or Board members except when voted to be closed.

I certify that these by-laws, as adopted by the Conference on December 6, 2014, are currently in effect.



Benjamin S. Murray, President