

By-Laws of the Alaska Rugby Union, Inc (ARU)

Revised and Approved by the ARU Board of Directors
May 9, 2017

ARTICLE I — NAME

The name of the corporation shall be the Alaska Rugby Union, Inc. The corporation is hereinafter referred to as the “Union” or the “ARU.”

ARTICLE II — PURPOSE

The ARU is established for the purpose of promoting and fostering the growth of Rugby Union Football and to educate the public and players in the game as played under the rules of the World Rugby and USA Rugby.

ARTICLE III — POWER OF THE CORPORATION

The Union may:

1. Have perpetual succession by its Corporation name.
2. Sue and be sued, complain and defend in its Corporate name.
3. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest in the property wherever situated.
4. Sell, convey, mortgage, pledge, exchange, transfer, and otherwise dispose of all or any part of its property or assets.
5. Make contracts, incur liabilities, borrow money at rates of interest the Corporation may determine, issue obligations and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income.
6. Alter these By-Laws in a manner not inconsistent with the Articles of Incorporation or with the laws of this State or with the requirements of Section 501 (c) (3) of the Internal Revenue Code, as amended, for the administration and regulation of the Corporation.
7. Cease its Corporate activities and surrender its Corporate franchise.

8. Have and exercise all powers necessary or convenient to affect the purposes for which the Non-Profit is organized.
9. Have such other powers as conferred under the laws of the State of Alaska to a Non-Profit Corporation.

ARTICLE IV— BOARD OF DIRECTORS

1. The Union shall be governed and managed by a Board of Directors. The powers of the Board shall be those necessary to transact the business of the Corporation; including but not limited to:
 - A. Setting policies and procedures.
 - B. Negotiating and approving and contracts.
 - C. Reviewing and approving operational and program planning, operational and program budgets, operational and program goals and objectives and community relations.
 - D. Creating ad hoc and standing committees.
 - E. Presenting a report at the regular meeting of the Corporation.
 - F. Conducting an independent audit at any time without cause.
 - G. Amending, altering, or repealing the By-Laws.
 - H. Determine Union positions on public matters.
 - I. Taking any necessary or proper steps to exercise the powers of the Board.
2. The Board of Directors shall be made up of at least seven (7) natural persons. The Board shall be comprised of a President, Vice President, a Secretary, a Treasurer, Senior Men's Director, Senior Women's Director, and a Masters Director. The upper limit to the number of board members will be set by the board and may change from time to time.
 - A. The Board of Directors shall, at its annual meeting, at a special meeting called by the President of the Board, or at a regular meeting, elect new Directors to fill vacant positions on the Board. A Nominating Committee shall be appointed by the President to oversee Board appointments.
 - B. The term of service for all Directors elected to the Board of Directors is three years. Consecutive terms are permitted with no limit on the number of terms served.
 - C. The annual meeting of the Board of Directors shall be held in the fourth quarter of the calendar year at a time and place designated by the Board.

Notice of the annual meeting shall be made public at least thirty (30) days in advance of such meeting.

- D. Special meetings of the Board of Directors may be called by the President or by any other three Directors. Notice and purpose of special meetings of the Board of Directors shall be made public at least 24 hours in advance of such meeting.
- E. A quorum of the Board of Directors shall consist of 50% of all the Directors. A quorum must be present either in person or telephonically for any legal meeting to be held. A majority vote of those Directors present at a legal meeting or a minimum of five (5) votes, whichever is less, is needed to approve any action. A Director entitled to vote may vote in person or by telephone conference during the actual time of the Board meeting.
- F. All meetings of the Board of Directors shall be held in open session except when the Board has agreed by majority vote to a closed session. Closed sessions are those sessions in which only Board Members and those persons invited by the Board are present.
- G. No Board Member may vote or otherwise participate in any discussion or decision in which he/she faces possible gain.
- H. No person receiving payment, salary, or any form of compensation from the Union other than approved Board expense reimbursement may serve on the Board of Directors.
- I. Members of the Board of Directors may be reimbursed for necessary expenses incurred relative to the business of the Union such as transportation.
- J. The Board of Directors may remove a Director from the Board by a simple majority vote. The Board of Directors may remove a Director whenever, in its judgment, the best interest of the Union will be served, however, such removal shall be for cause.
- K. In the event a Director fails to attend two or more consecutive meetings without being excused, said Director may thereafter be disqualified by the Board of Directors from holding his/her office and a vacancy declared in his/her Directorship.

ARTICLE V — QUALIFICATIONS & SELECTION OF DIRECTORS

President physical residence in the State of Alaska, a member in good standing with USA Rugby

Vice President physical residence in the State of Alaska, a member in good standing with USA Rugby

Secretary a member in good standing with USA Rugby

Treasurer physical residence in the State of Alaska, a member in good standing with USA Rugby

Senior Men's Director a member in good standing with USA Rugby

Senior Women's Director a member in good standing with USA Rugby

Masters Director a member in good standing with USA Rugby

ARTICLE VI — OFFICERS

The Board of Directors, during the annual meeting or at another meeting designated by the Board, shall elect by a majority vote the Officers of the Union. These include a President, Vice President, a Secretary, and a Treasurer. Additional Officers may be nominated and elected at will by a majority vote of the Board of the Union.

1. The duties of the President are as follows:
 - A. Shall preside at all meetings of the Board of Directors.
 - B. Shall act as President of and call to order all meetings of the Board.
 - C. Shall be responsible for executing the policies of the Union.
 - D. Shall be responsible for executing the policies of the Board of Directors.
 - E. Shall present a report of the conditions of the Union at the annual meeting, and at any other time he/she or the Board of Directors shall deem appropriate.
 - F. Shall communicate to the Board of Directors such matters and make any suggestions that will promote the welfare of the Union.
 - G. Shall be responsible for the conduct of the Union in strict conformity to the policies, principles, rules and regulation of the Union and the State of Alaska.

2. The duties of the Vice President are as follows:
 - A. In the absence of the President or during his/her incapacity to act, he/she shall perform the duties of that office.
 - B. He/she shall be responsible for “game-day related activities”
 - C. He/she shall perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors or President.
3. The duties of the Secretary are as follows:
 - A. Shall be responsible for issuing notices of all Board meetings.
 - B. Shall be responsible for accurate minutes of all Board meetings.
 - C. Shall be responsible for charge of all Corporation books, records, and papers.
 - D. Shall perform all other duties as are incidental to the office.
4. The duties of the Treasurer are as follows:
 - A. Shall have the responsibility for the care and custody of all the funds and securities of the Corporation.
 - B. Shall oversee the deposit of all funds in such bank or banks as the Directors may elect.
5. All officers shall be elected for a three-year term or until their successors are elected.

ARTICLES VII — COMMITTEES

1. The Board of Directors may, by resolution adopted by a vote of the majority of the Board of Directors, designate one or more committees, which, to the extent provided in such resolution, shall have and exercise the authority of the ARU Board of Directors in the management of the ARU.
2. Other committees not having and exercising the authority of the Board of Directors in the management of the ARU may be appointed by the President of the Board of Directors at his/her discretion, which shall have and may exercise such powers as shall be conferred or authorized by him.
3. Each such committee shall consist of one or more members of the Board of Directors and such other individuals as may be determined to be in the best interest of the Union given the nature of the authority assigned.
4. The President of the Union, or his/her appointee, shall be an ex officio member of all committees.

ARTICLE VIII — FINANCES

1. Club dues. Dues will be set based on a percentage of financial liabilities to operate the ARU. Clubs will be charged either full matrix or the tournament only rate. Club dues must be paid in full on a date set by the Directors in the second quarter of the year prior to play
2. Deposits, banking & investments. All financial transactions will be approved by the Board and promptly recorded in the Union ledger.
3. Benefits of funds. All ARU funds are used for ARU development or play

ARTICLE IX — MODIFICATION OF BY-LAWS

The Board of Directors shall have the authority to make, alter, or repeal the By-Laws of their Corporation by a two-thirds vote of all. The Directors present at any regular meeting of the Board, provided that the proposed changes of the By-Laws shall have been given in writing to the Directors at the preceding regularly scheduled meeting of the Board.

ARTICLE X — OBLIGATION, LIABILITY

Nothing herein shall constitute Directors of the Corporation as partners for any purpose, No director, officer, agent, or employee shall be liable for an act or failure to act on the part of any director, officer, agent, or employee or be liable for their acts or omissions arising out of his/her willful misconduct.

ARTICLE XI — INDEMNIFICATION

The Corporation shall indemnify and defend Directors, Officers, Employees, or Agents of the Corporation who are, or are threatened to be made, parties to civil criminal, or administrative proceedings for expenses (including attorney's fees), judgments, fines and settlements, actually and reasonably incurred, if the acts complained of were performed within the scope of the Director's, Officers, Employee's, or Agent's duties, and the Director, Officer, Employee, or Agent is reasonably believed to be acting in or not opposed to, the best interests of the Corporation, and, with respect to a criminal action or proceeding, had not reasonable cause to believe his or her conduct was unlawful.

The Corporation may purchase and maintain insurance to provide for such indemnification and defense.

ARTICLE XII — GENERAL ARTICLES

1. In points of question, the proceedings of the Board of Directors shall be governed by Roberts Rules of Order, as revised, or by other standard operating rules as approved by the Board.

2. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of Alaska Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both ARU and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

3. All grievances shall be submitted in writing to the Board of Directors for resolution. Grievances must be received by the Board within seven days of the originating event. The Committee will issue resolution within seven days of receipt of the complaint.


4. 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.

5. 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.

6. 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.

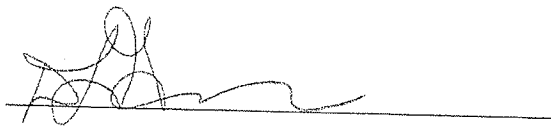
We have executed or amended these by-laws on the 9 day of May, 2017.

Officers of the Board of Directors:



President

David Delozier



Treasurer

Dennis Gum