

BY-LAWS OF: 4 Corners Rugby Academy

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be 4 Corners Rugby Academy. It shall be a *Non-Profit Organization* incorporated under the laws of the State of Colorado.

Section 2 — Purpose: 4 Corners Rugby Academy is organized exclusively for non-profit, charitable and education purposes. The purpose of this organization is:

- To administer and regulate all teams, organizations and administrations to provide a safe athletic activity for all participants.

- To serve all Rugby teams and Rugby Organizations in the States of Colorado, Utah, Arizona and New Mexico players as an organizing and administrating rugby competition, administration among and between all Colorado, Utah, Arizona and New Mexico rugby teams and organizations within the defined region of the four Corners. (Definition: google maps pin point drop at four corners, draw a line 381 miles due north and draft a circumference. This defines the 4 Corners Rugby Academy region outreach).

- To unite and administer teams consisting of male and female players of all athletic abilities. 4 Corners Rugby Academy will be focused on nondiscrimination with respect to age, sex, race, religion, disability, national origin and sexual orientation.

- To help all team(s) and organizations introduce and promote safely the sport of Rugby, as recognized by the:

*Rugby Colorado (RC), United States of America Rugby Football Union (USARFU), Rugby Americas North (RAN) and World Rugby Union (WRU).

- To facilitate communication and free exchange of information among participating teams and individuals to enhance all participants' ability to provide players with quality instruction and safe training and competitive play techniques.
 - To serve as approved State Rugby Organization for the State of Colorado under the bylaws of Rugby Colorado, United States of America Rugby Football Union (USARFU), Rugby Americas North (RAN) and World Rugby Union (WRU).

- To partner with other rugby and non-rugby organizations to further the mission of the organization.
- To discover and procure outside resources to aid in the mission of the organization.

ARTICLE II — BOARD OF DIRECTORS

Section 1 — Board roles and size: The board of directors/executive committee is responsible for: overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the Executive Administrator, staff, and committees. The board shall be composed of persons with a broad matrix of financial, legal, commercial, and marketing or sports business skills. The board shall have no fewer than 3 members. Number of board positions is determined by a majority vote of the Board of Directors.

Section 2 — Basic Responsibilities of Board: Responsibilities of the board of directors include reviewing and approving the organization's mission, strategic direction, annual budget and key financial transactions, compensation practices and policies, and fiscal and governance policies. Board members are responsible for fully understanding their legal and fiduciary obligations and carrying out their responsibilities in the following areas:

-Policy development and approval; -Financial oversight; -Strategic planning; - Fundraising; -Hiring, supervising, and conducting annual performance review of the Executive Administrator or equivalent; and -Setting of compensation structure.

The board shall develop a Board Member Agreement document to be signed by each board member, including all roles and responsibilities.

Section 3 — Terms: All Board members (with the exception of Founder/Owner) shall serve a five-year staggered term and are eligible for re-election three times consecutively. After which he or she must remain off the Board for at least one year before being eligible to serve again as a Director (Founder/Owner exempt).

Section 4 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least one week in advance.

Section 5 — Board elections: New Directors put forth by the Board Development Committee will be elected by the board of directors. Directors will be elected by a simple majority of members present at the annual meeting. Existing Directors running for consecutive term will be voted on by the board of directors at the annual meeting as their terms expire.

Section 6 — Nomination of Candidates: A Board Development Committee shall be responsible for nominating prospective board members. Any rugby participant can nominate a candidate by submitting to the Board Development Committee. The Board Development Committee is made up of a member of the Board of Directors, an At-Large designate from the Board, and one representative from each of the constituent bodies of rugby in Colorado, Utah, Arizona and New Mexico. The Board Development Committee shall present one candidate for each open position on the Board, for consideration and election by the board.

Section 7 — Quorum: A quorum shall consist of a majority of the members of the board, and should be in place for business transactions to take place and motions to pass.

Section 8 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair and treasurer. These positions are elected by the members of the Board and serve two year terms as the officer. Their duties are as follows:

The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: C.E.O./President, C.O.O./VP, C.A.O./Secretary, C.F.O./treasurer.

The C.O.O./Vice President shall chair committees on special subjects as designated by the board.

The C.A.O./Secretary shall keep record of all official meetings and publish minutes for the organization and keep record of all intellectual, physical and/or financial properties.

The C.F.O./Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 9 — Vacancies: When a vacancy on the board exists mid-term, the Board Chair must receive nominations for new members from the Board Development Committee two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Chair. A board member may be terminated from the board due to two or more unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the Chair to each board member at least two weeks in advance.

Section 12 — Compensation: Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy.

Section 13 — Non-liability of Directors: The directors shall not be held personally liable for the debts, liabilities, or other obligations of the corporation while performing their duties related to the activities of the organization. The organization will purchase and maintain Directors and Officers Insurance, as well as any other insurance required by state or federal law.

ARTICLE III — COMMITTEES

Section 1 — Committee formation: The Board shall create committees as needed. The board will draft a charter for each committee outlining the committee purpose,

responsibility, authority, duration, etc. Work duties as a committee chair are separate from the duties as a member of the board and should be treated as such. The board chair appoints all committee chairs, which are approved by a majority vote of board members.

Section 2 — Finance Committee: The Board Treasurer is the chair of the Finance Committee, which includes at least two (2) additional board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year shall be the calendar year closing December 31. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 3 – Board Development Committee: A Board Development Committee shall be responsible for nominating prospective board members. The Board Development Committee is made up of a member of the Board of Directors, an At-Large designate appointed by the Board, and one representative from each of the constituent bodies of rugby in Colorado (adult men's 15s/7s, adult women's 15s/7s, touch rugby, wheelchair rugby, high school boys, high school girls and all youth rugby). The Board Development Committee shall present one candidate for each open position on the Board, for consideration and election by the board.

Section 4 – Adult Men's and Women's 15s/7s Committees: A Committee leading the operations of the adult men's and women's rugby team(s) in the region covered will be chartered for the administration and operations of the adult men's and women's rugby team(s). A Terms of Reference shall be in file outlining the structure and operations of the youth committee.

Section 5 – Touch Rugby Committees: A Committee leading the operations of the touch rugby team(s) in the region covered will be chartered for the administration and operations of the touch rugby team(s). A Terms of Reference shall be in file outlining the structure and operations of the touch rugby committee

Section 6 – Wheelchair Rugby Committees: A Committee leading the operations of the wheelchair rugby in the region covered will be chartered for the administration and operations of the wheelchair rugby team(s). A Terms of Reference shall be in file outlining the structure and operations of the wheelchair rugby committee.

Section 7 – High School Boys and Girls Committees: A high school boys committee and a high school girls committee shall be chartered for the administration and

operations of the high school team(s). A Terms of Reference shall be on file outlining the structure and operations of the high school committees.

Section 8 – Youth Rugby Committee: A Committee leading the operations of the youth league(s) in the region covered will be chartered for the administration and operations of the youth rugby league(s). A Terms of Reference shall be in file outlining the structure and operations of the youth rugby committee.

ARTICLE IV — STAFF

Section 1 — Staff: The Executive Administrator is hired by the board. The Executive Administrator and staff have day-to-day responsibilities for the organization, including carrying out the organization’s strategic plan, programs, goals, and policies. The Executive Administrator will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description.

ARTICLE V – MISCELLANEOUS

Section 1 - Contracts and other Writings: Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

Section 2 - Checks, Drafts: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

Section 3 – Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

Section 4 - Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

Section 5 – Indemnification: (a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings. (b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law. (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws. (d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Colorado Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Section 6 - Books and Records: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 7 - Fiscal Year: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Section 8 - Conflict of Interest: The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Section 9 - Nondiscrimination Policy: The board shall adopt and periodically review a nondiscrimination policy focused on nondiscrimination with respect to age, sex, race, religion, disability, national origin and sexual orientation.

Article VI – DISCLOSURE

Section 1 - Financial and IRS documents (The form 1023 and the form 990): 4 Corners Rugby Academy shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Section 2 - Means and Conditions of Disclosure: 4 Corners Rugby Academy shall make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public. (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: Any proposed alteration, amendment and/or repeal of the Bylaws may be approved by a two-thirds majority of the Board of Directors, with ratification required by the sub committees (if they exist);

CERTIFICATION

These bylaws were approved at the Inaugural Annual General Meeting by a majority vote of the membership on **November 28, 2018**.

Chair, Board of Directors/Executive Committee; Date November 28, 2018

4 Corners Rugby Academy Board of Directors:

Founder/CEO – Joshua Pendergrass

Vice Chair/COO – Cyle Bilger

Treasurer/CFO – Justin Reed

Secretary/CAO Kurt Faller

4 Corners Rugby Academy Other Board Sub-Designations

Academy Chiropractor/PR Officer/CPRO – Zac Lujan

Contracts Officer/CCO – Tyler Polley

Veteran Relations/CVRO Gregg Bilger

Board Definitions:

CEO – Chief Executive Officer

COO – Chief Operations Officer

CFO – Chief Financial Officer

CAO – Chief Administrations Officer

CPRO – Chief Public Relations Officer

CCO – Chief Contracts Officer

CVRO – Chief Veteran Relations Officer.