

Bylaws for the Montana Rugby Referee Society

Adopted May 2015

1. Organizational Name and Purpose

- 1.1. The Montana Rugby Referee Society, hereafter known as "MRRS", educates and promotes rugby union football and refereeing in Montana, Washington, Idaho, and Wyoming. MRRS seeks to promote the spirit of the game, train rugby union match officials, create educational and development opportunities, and provide services that facilitate the growth of individuals for the benefit of local, national, Olympic, and international rugby football competitions.

2. Education and Charitable Nature

- 2.1. MRRS is organized exclusively for educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1.
- 2.3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and MRRS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2.4. Notwithstanding any other provision of this document, MRRS shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

3. Statement of Non-Discrimination

- 3.1. MRRS promotes the full participation of all individuals without regard to race, color, sex, disability, sexual orientation, age, religion or faith, or national origin.

4. Registered Office

- 4.1. The registered office of MRRS is located within the City of Helena, Lewis and Clark County, State of Montana.

5. Affiliations and Jurisdiction

- 5.1. MRRS is a Local Referee Organization associated with USA Rugby.
- 5.2. MRRS may work with other rugby organizations to further the purpose outlined in Article 1. This may include MRRS officers serving on the boards of other rugby organizations.
- 5.3. MRRS and its membership shall work within the Laws of the Game, law clarifications, and regulations as established by World Rugby and USA Rugby.
- 5.4. MRRS remit shall encompass Montana, Idaho, Washington, and Wyoming. MRRS may be involved in decision-making and education within these areas as well as other areas under the remit of USA Rugby and/or World Rugby.

6. Membership

- 6.1. Full Membership shall be open to all individuals who wish to referee or help administer, educate, and develop rugby referees, players, and coaches who are residents of Montana, Idaho, Washington, and Wyoming. Application for membership shall be made through the Secretary and be approved by the MRRS Board of Directors.
- 6.2. Full members must:
 - 6.2.1. have passed the World Rugby introductory referee course,
 - 6.2.2. be USA Rugby members
 - 6.2.3. have 12 months of officiating experience,
 - 6.2.4. officiate three (3) MRRS compliant games per year (12 months), and
 - 6.2.5. be identified primarily as a referee.
- 6.3. Full members may vote:
 - 6.3.1. for the Board of Directors,
 - 6.3.2. to restrict the annual budget, and
 - 6.3.3. to amend the bylaws
- 6.4. The Board of Directors may create other classes of membership, including provisional membership. However, only full members as defined in this article may hold voting rights.

7. Board of Directors and Elected Officers

- 7.1. The Board of Directors and elected officers of MRRS consist of the President, Secretary, and Treasurer. The officers manage the day-to-day affairs of the MRRS. The Board of Directors may set policies and establish procedures to manage the MRRS.
- 7.2. The Board may take action by a majority vote on any MRRS topic excepting those reserved to full members in Article 6. Each member of the Board of Directors have equal votes on any issue which may come before the Board.
- 7.3. The President:
 - 7.3.1. acts as the chief representative for the MRRS;
 - 7.3.2. calls and notices all meetings;
 - 7.3.3. presides at all meetings;
 - 7.3.4. creates any needed committees and makes appointments to such committees, as needed;
 - 7.3.5. signs legal documents on behalf of the MRRS; and
 - 7.3.6. reviews the accounts and financial records provided by the Treasurer.
- 7.4. The Secretary:
 - 7.4.1. possesses all the powers and may perform the duties of the President in the event the President is unable to do so;
 - 7.4.2. maintains the membership roster and records;
 - 7.4.3. files organizational documents with state and national governmental and rugby authorities;
 - 7.4.4. in consultation with other officers, creates the agenda for general and Board of Directors meetings;
 - 7.4.5. presents any changes to MRRS policies for review by the membership; and
 - 7.4.6. records the minutes of general meetings.
- 7.5. The Treasurer:
 - 7.5.1. is responsible for overseeing the MRRS funds;
 - 7.5.2. keeps accounts and financial records;
 - 7.5.3. ensures compliance with the all financial regulations including filing tax statements; and
 - 7.5.4. is bonded at the expense of the MRRS.
- 7.6. All officers are elected at the Annual General Meeting. Only members as defined in Article 6 may hold office. Elected officers may be removed from office at a General Meeting by majority vote.

- 7.7. All officers serve a term of one year, starting from one Annual General Meeting to the next Annual General Meeting.
- 7.8. Should the position of President become vacant, the Secretary shall assume that position for the remainder of the current term. In the case of any other vacancy, the President may appoint a member to fill a vacant seat. The term is good until the next annual general meeting.
- 7.9. Officers are not compensated or reimbursed for expenses related to service as an officer of MRRS, including educational activities, presentations, or fund raising.
- 7.10. Officers missing more than two (2) face to face or teleconference meetings, in any 12-month period relinquish their position.

8. Committees and Appointed Officers

- 8.1. There is a Referee Development Committee (RDC), which is responsible for coordinating all referee training and development, maintaining grading criteria in accordance with USA Rugby Policy, and making recommendations to USA Rugby for development of referees at a regional or national level. The RDC is composed of:
 - 8.1.1. President (Chair)
 - 8.1.2. A minimum of one (1) maximum of three (3) members appointed by the president and confirmed by the Board of Directors.
 - 8.1.2.1. At least one appointee must hold a USA Rugby educator, performance evaluator, or coach of match officials certification.
 - 8.1.2.2. Appointees must be recognized on a regional or national level for their refereeing knowledge, skills, and abilities and either hold or be actively seeking certification as a USA Rugby educator, performance evaluator, or coach of match officials.
- 8.2. There is an Allocations Committee, which is responsible for assigning referees for matches, communicating and coordinating with the leagues within the remit of MRRS. The allocations committee is composed of:
 - 8.2.1. President (Chair)
 - 8.2.2. Allocations officers appointed by the president

- 8.3. The President may make other appointment of officers or committees as needs arise. All appointments must be confirmed by a majority vote of the Board of Directors.
- 8.4. No committee may make agreements or execute contracts on behalf of the MRRS.

9. Meetings

- 9.1. All meetings of the membership and committee meetings must have an agenda of items to be discussed and be minuted.
 - 9.1.1. Agendas must be available at least 5 days prior to the any meeting.
 - 9.1.2. By consensus of voting attendees, any item may be added to an agenda.
 - 9.1.3. Minutes of all meetings must be available no more than 60 days after the meeting has taken place.
 - 9.1.4. All meetings must be noticed by email, website, or US Mail.
- 9.2. General Meetings of the Entire Membership
 - 9.2.1. An Annual General Meeting (AGM) shall be held each calendar year. Unless otherwise noticed, the AGM takes place during MaggotFest in Missoula, MT. Notice to the membership is required 30 days prior to holding the AGM. Questions that relate to the election of officers or changing these Articles may only be raised at the AGM and must be submitted not less than 10 days prior to the meeting.
 - 9.2.2. Other general meetings may be called by the Board of Directors or by written request by three (3) members to the President or Secretary. Thirty (30) day notice to the membership is required prior to holding a general meeting.
 - 9.2.3. At any general meeting, fifty (50) per cent of voting membership shall constitute a quorum. Voting may take place by proxy for any topic or officer election, but the members constituting a quorum must be physically present.
- 9.3. Meetings of the Board of Directors
 - 9.3.1. Board of Directors meetings may be called by the President with 10 days notice, and may be conducted by telephone, web conferencing, or other electronic means.

9.3.2. At a Board of Directors meeting, all (3) officers shall constitute a quorum.

9.4. Meetings of other committees

9.4.1. Other committee meetings may be called by the chair with 10 days notice, and may via by telephone, internet conferencing, or other electronic means.

9.4.2. At all other committee meetings, fifty (50) per cent of membership shall constitute a quorum.

10. Voting

10.1. Voting is restricted to members as defined in Article 6.

10.2. Absentee and advance ballots must be forwarded to the President twenty-four (24) hours prior to the meeting occurring. Members may cast votes on any matter to be considered at MRRS meetings in advance using US Mail, electronic mail, or facsimile.

10.3. A simple majority of members who have voted on an issue shall determine the outcome on all questions, except when directed otherwise by these articles.

11. Financial Affairs

11.1. At the AGM, the Treasurer must submit to the membership:

11.1.1. a financial record of the previous year by general categories of expenditures and revenue, along with line items for all income and expenditures, account balances, and balances on accounts held in trust by other organizations; and

11.1.2. a budget for the coming fiscal year that includes anticipated revenues and expenditures, approved by the Board of Directors. The membership may comment and, by vote, restrict the use of funds by the Board of Directors for specific purposes so long as the purpose does not conflict with purpose of the organization outlined in Article 1.

11.2. All purchases using MRRS funds must be approved by a majority of the Board of Directors.

12. Conflict of Interest

12.1. All elected and appointed officers must sign a conflict of interest statement annually.

13. Transparency

- 13.1. All financial records and minutes of MRRS meetings shall be available for public review.

14. Dissolution

- 14.1. Upon the dissolution of MRRS, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

15. Amending By-Laws

- 15.1. By-Laws shall be reviewed annually to assure compliance with federal and state statutes and amended as needed.

- 15.2. Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a 2/3 majority vote of the members as defined under Article 6 which are present at any annual general meeting if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.