

## BY-LAWS of the EASTERN PENNSYLVANIA RUGBY UNION

As amended and restated on January 8, 2024, to take effect on EFFECTIVE DATE

### PREAMBLE

The Eastern Pennsylvania Rugby Union, Inc. (EPRU) organizes, administers, controls, regulates, improves, teaches and fosters the growth and maintains the standards of the game of Rugby Union Football for the clubs that are its Members (as defined below) within its geographic area. It shall represent its members before other official administrative bodies of rugby on a regional, national or international level, including World Rugby and USA Rugby (each as defined below), and shall organize, control and administer rugby games between regional bodies and visiting clubs as necessary. The EPRU is a member of USA Rugby Senior Club Council and is a Geographical Union (defined below) within the USA Rugby administrative structure.

The EPRU exists to preserve, protect, and foster the game of Rugby Union Football for its participants.

### ARTICLE I NAME

Section I.01 NAME. The name of the corporation shall be The Eastern Pennsylvania Rugby Union, Inc. (the “Union” or this “Union”). The Union may do business under the name of the “Eastern Pennsylvania Rugby Union,” “Eastern Pennsylvania Rugby Union GU,” “EPRU,” and/or derivatives thereof.

Section I.02 JURISDICTION. The jurisdiction of the Union consists of Pennsylvania: East of a line of longitude 5 miles West of State College, PA, New Jersey: areas South of Interstate 176 and continuing due east from its termination at the Garden State Parkway to the Coast of the Atlantic Ocean, the State of Delaware and areas adjacent thereto where reasons of geography and the needs of the game of justify the extension of the Union’s jurisdiction. The boundaries of the Union’s jurisdiction may be changed from time to time as necessary.

Section I.03 PURPOSE. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the specific purposes of the corporation are:

- (a) To coordinate, administer, and foster national amateur competition in the sport of Rugby Union in the Union’s GU;
- (b) To support and develop amateur athletes for national competition in the sport of Rugby Union;
- (c) To foster productive working relationships among organizations active in the sport of Rugby Union;

- (d) To promote and encourage physical fitness and public participation in the sport of Rugby Union;
- (e) To carry on other charitable activities associated with these purposes as allowed by law;
- (f) To provide for the swift and equitable resolution of conflicts and disputes involving athletic competition in the sport of rugby within the GU; and
- (g) To do all lawful acts incidental to the achievement of the foregoing purposes.

In furtherance of the foregoing purposes, this corporation shall be organized and operated primarily to conduct or support rugby competition and to support or develop amateur rugby athletes for national or international competition within the meaning of section 501(j)(2) or the Internal Revenue Code of 1986, as amended.

Section I.04 ASSETS. This corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section I.05 NONPROFIT ORGANIZATION. This Union is a nonprofit organization and no remuneration shall be paid to any Officer or member of the Executive Committee (as defined herein) except for authorized expenses incurred in the performance of their duties.

Section I.06 DEFINITIONS. For the purposes of these By-Laws the following terms have the meanings below assigned to them:

- (a) "Annual General Meeting" or "AGM" means the annual meeting of the Union conducted pursuant to Section 3.03.
- (b) "Associate Member" has the meaning set forth in Section 2.01(b).
- (c) "Board of Directors" or "Board" means the board of directors of the Union established in accordance with ARTICLE IV.
- (a) "Competitions Officer" is an Officer of the Union with the powers and duties set forth in Section 5.08
- (d) "Competitive Group" means such clubs as are organized into a group by a Coordinator for the purposes of competing against each other in competitions within the applicable USA Rugby Competitive Region.
- (e) "Coordinator" means any person representing a Competitive Group within the Union that falls under the guidelines of the assigned USA Rugby Senior Club Competitive Region

and is elected by the Members as set forth in Section 6.02 as well as any person representing a Competitive Group within the Union that falls under the guidelines of the National Collegiate Rugby organization.

- (f) “Director” means a member of the Board.
- (g) “Executive Committee” means a committee of the Board established pursuant to Section 7.01.
- (h) “Full Member” has the meaning set forth in Section 2.01(a).
- (i) “Geographical Union” or “GU” means an organization designated as such by USA Rugby primarily consisting of geographically affiliated clubs subject to the regulation, direction and discipline of USA Rugby. In the context of these By-Laws, the Union is a GU with the jurisdiction set forth in Section 1.02.
- (j) “Fiscal Year” shall have the meaning set forth in Section 10.05.
- (k) “Members” means the natural persons, organizations or business entities accepted as members of the Union in accordance with Article II and includes Full Members, Associate Members and Special Members.
- (l) “Men’s Side” means a sub-division of each Full Member and Associate Member established to permit the play and participation of men in rugby competitions within the GU in accordance with the requirements of USA Rugby, National Collegiate Rugby, World Rugby and this Union, as they may be amended from time to time.
- (m) “National Collegiate Rugby” means the National Collegiate Rugby organization and/or its associated companies, their subsidiaries, affiliates and/or related companies
- (n) “Nominating Committee” means a committee of the Board established pursuant to Section 7.02.
- (o) “Notice” means written notice made in accordance with Section 10.12.
- (p) “Officer” means an officer of the Union elected by the Board in accordance with Section 5.02.
- (q) “Open Board Seat” has the meaning set forth in Section 4.03.
- (r) “Participants” means the natural person members of each Member.
- (s) “President” is an Officer of the Union with the powers and duties set forth in Section 5.08.
- (t) “Rugby Union” or “Rugby Union Football” means rugby union football played in accordance with the laws of the game established by USA Rugby, National Collegiate Rugby, and World Rugby.

- (u) “Secretary” is an Officer of the Union with the powers and duties set forth in Section 5.08.
- (v) “Special Meeting” means a meeting of the Members called pursuant to Section 3.04.
- (w) “Special Member” has the meaning set forth in Section 2.01(d).
- (x) “Treasurer” is an Officer of the Union with the powers and duties set forth in Section 5.08.
- (y) “Union Meeting” means either an Annual General Meeting or a Special Meeting.
- (z) “USA Rugby” means the United States of America Rugby Football Union, Ltd., and/or its associated companies, their subsidiaries, affiliates and/or related companies.
- (aa) “USA Rugby Competitive Region” means National Competitive Region 4 (NCR4) of USA Rugby (*i.e.*, the Mid-Atlantic Conference), or any successor thereto designated as such by USA Rugby.
- (bb) “Vice-President” is an Officer of the Union with the powers and duties set forth in Section 5.08.
- (cc) “Women’s Side” means a sub-division of each Full Member and Associate Member established to permit the play and participation of women in rugby competitions within the GU in accordance with the requirements of USA Rugby, National Collegiate Rugby, World Rugby and this Union, as they may be amended from time to time.
- (dd) “World Rugby” means World Rugby Limited, formerly known as the International Rugby Board, and/or its associated companies, their subsidiaries, affiliates and/or related companies.

Section I.07 INTERPRETATION. In these By-Laws, unless inconsistent with the context or the contrary intention appears, a reference to:

- (a) The singular includes the plural and vice versa;
- (b) The masculine includes the feminine and neuter respectively and vice versa respectively;
- (c) The term “and/or” is used herein to mean both “and” as well as “or.” The use of “and/or” in certain contexts in no respects qualifies or modifies the use of the terms “and” or “or” in others. “Or” shall not be interpreted to be exclusive, and “and” shall not be interpreted to require the conjunctive;
- (d) Whenever it is provided or contemplated herein that the Board of Directors or the Executive Committee is to determine or decide any matter, the Board of Directors or the Executive Committee shall do so in its sole and absolute discretion, unless otherwise expressly provided herein; and

- (e) In the event of a doubt arising at any time on a matter not provided for in or as to the meaning or construction of the By-Laws, the Board of Directors shall be requested to determine the same.

## ARTICLE II MEMBERSHIP

Section II.01 MEMBERS. The Union shall have three classes of members: Full Members, Associate Members and Special Members. Members may be natural persons, partnerships, limited partnerships, trusts, estates, associations, corporations, limited liability companies, or other entities.

- (a) Full Members. Each “Full Member” shall be an organization that is elected to full membership in the Union by an affirmative vote of at least three-fourths (3/4) of the Board and that meets the following eligibility criteria:
- i. Is a rugby club formed by or on behalf of its individual members, existing to facilitate the participation of such members in the sport of Rugby Union within the Union’s GU;
  - ii. Has timely submitted a signed, factually correct, and complete membership application in the form prescribed by the Board of Directors;
  - iii. Pays, or its Participants pay, in a timely manner the dues, fees and assessments established from time to time by the Board, USA Rugby, or National Collegiate Rugby;
  - iv. Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by USA Rugby, National Collegiate Rugby, World Rugby and this Union, as they may be amended from time to time;
  - v. Abides by these By-Laws, the policies, and procedures of the Union, and such other terms or conditions of membership established by the Board of Directors, as they may be amended from time to time; and
  - vi. has been an Associate Member for at least one year, unless otherwise determined by the Board.

Each Full Member shall have all rights and privileges of membership in the Union for an indefinite term until such membership is terminated in accordance with Section 2.05.

- (b) Associate Members. Each “Associate Member” shall be an organization that is elected to associate membership in the Union by an affirmative vote of at least three-fourths (3/4) of the Board and that meets the following eligibility criteria:

- i. Is a rugby club formed by or on behalf of its individual members, existing to facilitate the participation of such members in the sport of Rugby Union within the Union's GU;
- ii. Has timely submitted a signed, factually correct, and complete membership application in the form prescribed by the Board;
- iii. Pays, or its Participants pay, in a timely manner the dues, fees and assessments established from time to time by the Board, National Collegiate Rugby, or USA Rugby;
- iv. Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by USA Rugby, National Collegiate Rugby, World Rugby and this Union, as they may be amended from time to time;
- v. Abides by these By-Laws, the policies, and procedures of the Union, and such other terms or conditions of membership established by the Board of Directors, as they may be amended from time to time.

Each Associate Member shall:

- vi. Other than as set forth in Section 2.01(b)(vii), have all rights and privileges of membership in the Union for a term of one year, unless earlier terminated in accordance with Section 2.05;
  - vii. Not have the right to vote in Union matters unless specifically authorized by a majority vote of the Board.
  - viii. Have the opportunity to become a Full Member only after: (A) completion of a minimum one year probationary period; (B) election to full membership in accordance with Section 2.01(a); and (C) satisfaction of any additional requirement that the Board may from time to time impose, provided said additional requirement is reasonable and is not intended to discriminate in any way.
- (c) Special Members. Each "Special Member" shall be any natural person or organization that is elected to special membership in the Union by an affirmative vote of at least at least three-fourths (3/4) of the Board and that meets the following eligibility criteria:
- i. Has timely submitted a signed, factually correct, and complete membership application in the form prescribed by the Board of Directors; and
  - ii. Abides by these By-Laws, the policies, and procedures of the Union, and such other terms or conditions of membership established by the Board of Directors, as they may be amended from time to time.

Each Special Member shall:

- i. Have all such rights and privileges of membership in the Union as the Executive Committee deems appropriate for an indefinite term until such membership is terminated in accordance with Section 2.05;
- ii. Not have the right to vote in Union matters; and
- i. Have no obligation to pay any dues, fees and assessments.

The Eastern Penn Rugby Referees Society shall be a Special Member.

(d) Membership Year. The membership year shall be the Union's Fiscal Year or such other period as may be established by the Board from time to time.

(e) Other Rights. The Board may establish other rights and benefits of membership, provided that such rights and benefits are consistent with these By-Laws. No restriction shall be imposed on any Member by virtue of race, creed, color, sex, national origin, religion or sexual orientation.

Section II.02 VOTING MEMBERS. Each Full and Associate Member eligible to vote at a Union Meeting shall have one vote per Men's Side and one vote per Women's Side, with no more than two votes per Member. Each Special Member eligible to vote at a Union Meeting shall have one vote.

Section II.03 PREVIOUS CATEGORIES OF MEMBERS. All natural persons or organizations that were Full, Associate or Special Members in good standing of the Union as of the day of the adoption of these By-Laws remain Members of the Union in their respective category (*i.e.*, Full, Associate or Special) as of such date and shall continue as such until their membership is terminated in accordance with Section 2.05. All persons that were Honorary Members as of such date automatically became Special Members of the Union as of such date and shall continue as such until their membership is terminated in accordance with Section 2.05.

Section II.04 MEMBERSHIP DUES, FEES AND ASSESSMENTS. The Union shall have the power to assess dues, fees and assessments upon the Members or, for Members that are not natural persons, directly on the Participants of a Member instead of upon the Member itself. Such dues, fees and assessments may vary by class of Members, or by category of Members within each class, and may be for each membership year or other period as determined by the Board. All dues, fees and assessments shall be proposed by the Board and approved by a majority of votes cast by the Members eligible to vote at a Union Meeting. If a modification of dues, fees and assessments is not approved by the Members, the previous year's schedule of dues, fees and assessments shall be the prevailing schedule without change.

Section II.05 LOSS OF "GOOD STANDING" STATUS; SUSPENSION; TERMINATION OF MEMBERSHIP.

- (a) Loss of "Good Standing" Status. A Member shall become "not in good standing" upon a majority vote of the Board finding that:



- i. A Member failed to meet its financial obligations to USA Rugby, National Collegiate Rugby, or the Union as set forth by the Board of Directors, including the collection of dues, fees and/or assessments;
  - ii. A Full or Associate Member failed to maintain any required registrations with USA Rugby or National Collegiate Rugby or USA Rugby or National Collegiate Rugby does not recognize such a Member as a club; or
  - iii. A Member has demonstrated an inability to conduct its business in accordance with generally accepted principles and practices.
- (b) Suspension or Termination of Membership. The Board may revoke Membership or suspend Full Members, Associate Members and Special Members as set forth below. A suspension of a Member shall require a majority vote of the Board (including a vote of the Board finding a Member is not in good standing). A revocation of Membership shall require an affirmative vote of at least three-fourths (3/4) of the Board meeting in person.
- i. Membership in the Union shall be automatically suspended for any Member not in good standing.
  - ii. Membership in the Union may be suspended or revoked based on the Member's failure to satisfy the applicable eligibility criteria set forth in Section 2.01 or for non-compliance with these By-Laws.
  - iii. Membership in the Union may be revoked for any Full Member that fails to submit at least one Men's Side or one Women's Side for participation in rugby competitions within the GU for two consecutive years.
- (b) Effect of Suspension. Any Member whose membership is suspended shall lose its voting rights, if any, in the Union and its ability to participate in rugby competitions within the GU, in each case immediately upon the effective date of the suspension. A Member shall remain suspended until satisfaction of any requirement that the Board may from time to time impose, provided said requirement is reasonable and is not intended to discriminate in any way.
- (c) Effect of Termination. Any Member whose membership is terminated shall lose all of its rights and privileges of membership in the Union immediately upon the effective date of the termination. Following termination, a former member of the Union may only be readmitted as a Member pursuant to Section 2.01, provided that the Board may impose such additional requirements on the former member as the Board determine, provided that such additional requirements are reasonable and is not intended to discriminate in any way.
- (d) Overturning of Suspension or Termination. Decisions of the Board made under this Section 2.05 concerning suspension or revocation of Membership may be overturned at a Union Meeting by a vote of at least two-thirds (2/3) of the votes cast by Members eligible to vote at such meeting. The Member in question may not vote on such matter.



Section II.06 TRANSFER OF MEMBERSHIP. Membership in the Union is nontransferable and nonassignable unless specifically authorized by a majority vote of the Board.

ARTICLE III  
MEETINGS OF MEMBERS

Section III.01 AUTHORITY; ATTENDEES.

- (a) All matters required by applicable law or these By-Laws to be submitted to a vote of the Members shall be submitted to the Members at a Union Meeting, except as otherwise set forth in these By-Laws. The role, powers, and duties of Members assembled at a Union Meeting shall include:
  - i. To receive and review periodic reports on the activities of the Union and actions taken by the Board;
  - ii. To elect and/or remove Directors, as set forth in Section 4.03 and Section 4.05;
  - iii. To establish additional Officer positions, as set forth in Section 5.01, remove Officers, as set forth in Section 5.05, and/or overturn a suspension of an Officer, as set forth in Section 5.06;
  - iv. To overturn a suspension or termination of a Member, as set forth in Section 2.05;
  - v. To approve amendments to the By-Laws of the Union; and
  - vi. To transact any other business the Board considers necessary or advisable.
- (b) All Members may attend a Union Meeting regardless of whether such Member has the right to vote (or is suspended), but such right to attend shall not be implied to give such Member any right to vote.
- (c) Attendees of a Union Meeting shall be Directors, Officers and those delegates of Members who are Participants of the Member.

Section III.02 PLACE AND MANNER OF MEETINGS.

- (a) All Union Meetings shall be held within the Union's GU and shall be held at such place as the person calling the meeting shall so indicate in the meeting Notice.
- (b) Each Union Meeting may be conducted in person, via teleconference or video conference, by proxy, or by such other means permitted by advances in technology as are adopted as a standard business practice, or any combination thereof, as specified in the meeting Notice.

Section III.03 ANNUAL GENERAL MEETING.

- (a) The Union shall hold an "Annual General Meeting" (or "AGM") each year.

- (b) The AGM will be held in the month of September of each Fiscal Year or at such other time as the Board may determine from time to time.
- (c) The AGM shall be conducted for the purpose of electing Directors to the open Board or Director's seats under the terms of Section 4.03, creating additional Officer positions and/or removing Officers under the terms of Section 5.01, and transacting any other business the Board considers necessary or advisable.

Section III.04 SPECIAL MEETINGS. A "Special Meeting" may be called at any time and for any purpose by the President, or by a simple majority of the Board, or by a written request to the Secretary of five (5) Full Members.

Section III.05 NOTICE OF MEETINGS. Notice of the place, date and hour, manner of meeting (e.g., in person or via teleconference) and an agenda of any Union Meeting shall be sent to each Member, Director and Officer not less than fourteen (14) days before the meeting.

Section III.06 QUORUM AND ADJOURNMENT.

- (a) Except when required by law, the presence, in-person, via telecommunication (or similar electronic conference) or by proxy, at any Union Meeting of not less than a majority of the Members will be necessary and sufficient to constitute a quorum for the transaction of business at a Union Meeting. In the absence of a quorum, the presiding officer may adjourn the meeting without setting future date for resumption.
- (b) The President shall be the presiding officer at all Union Meetings. If the President is not present, the Vice-President shall be the presiding officer. If neither the President nor the Vice-President is present, the Board shall elect a presiding officer for the meeting currently being held. Notwithstanding the foregoing, no Officer shall be a presiding officer of any meeting in which the Officer has a conflict of interest in any subject matter under consideration at the meeting, as determined by a majority vote of the Board (excluding the vote of the Officer with the potential or actual conflict of interest). The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are consistent with these By-Laws and are otherwise fair to the Members. Minutes of the Union Meeting shall be taken by the Secretary or by his/her designee. Minutes of each meeting shall be distributed to each Member and the Board within thirty (30) days of each such meeting.
- (c) The presiding officer may adjourn the Union Meeting upon completion of all items on the agenda set forth in the Notice.

Section III.07 VOTING.

- (a) Matters brought to vote at a Union Meeting shall pass by a simple majority of the votes cast by Members eligible to vote unless specified otherwise in these By-Laws.
- (b) Each Member that is not a natural person shall have its vote(s) cast by its delegate(s) established pursuant to Section 3.01(c).

- (c) Each Member's eligibility to vote shall be determined as of the date of the Notice of the applicable Union Meeting.
- (d) Voting shall be by ballot unless decided otherwise by a majority of the Members present and eligible to vote.
- (e) All votes shall be tallied and recorded by the presiding officer or his/her designee and set forth in the minutes of the Union Meeting.

#### Section III.08 PROXIES AND CONSENTS.

- (a) Proxies. Any Member may be represented by a proxy at a Union Meeting provided that:
  - i. The proxy has been supplied with a nomination paper signed by the Member (or its authorized person) authorizing the proxy to attend the Union Meeting on the Member's behalf, and to record its vote(s) on specified agenda items or on topics requiring a vote.
  - ii. The proxy is only valid for items on the agenda set forth in the Notice.
- (b) Consents. Any action that may be taken at a Union Meeting may be taken without a meeting, without prior Notice and without vote, if a consent or consents in writing setting forth the action so taken shall be signed by Members entitled to vote at the time such consent is requested by the Board and representing a majority of votes of that Members would be entitled to vote at a Union Meeting. Such consent(s) shall be filed with the President of the Union. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

### ARTICLE IV BOARD OF DIRECTORS

Section IV.01 POWERS AND DUTIES. The Board shall have full power and authority to control and manage the affairs and property of the Union in accordance with applicable law and with the purposes and limitations set forth in these By-Laws. Without limiting the generality of the powers and authority set forth in the foregoing sentence, further specific powers and responsibilities of the Board include, without limitation:

- (a) Powers:
  - i. To establish and oversee the activities of the Executive Committee, Nominating Committee, any other standing and ad hoc committees of the Board, and any advisory groups of the Union;
  - ii. To have full authority with respect to the distribution and payment of monies received by the Union from time to time;

- iii. To obligate or otherwise bind the Union to any legally enforceable contract;
- iv. To hire and fire employees; and
- v. To take any other action which is permitted under applicable laws, including the ability to delegate any of these powers or authorities to the Officers of the Union and/or standing and ad hoc committees of the Board.

(b) Duties:

- i. Shall attend the Annual General Meeting
- ii. Shall attend majority of Board of Directors meetings
- iii. Shall serve on a standing or ad hoc committee
- iv. Shall at all times in meetings of the Board of Directors represent the best interests of the EPRU as a whole regardless of Club affiliation
- v. Shall disclose to the Board of Directors any disciplinary, professional, or legal history that could jeopardize the reputation, business, or financial status of the Union

Failure to fulfill the duties could result in “for cause” removal from the Board, as outlined in Section 4.05.

Section IV.02 NUMBER, CLASSES AND TERMS.

- (a) The Board of Directors shall be comprised of a minimum of five (5) and maximum of fifteen (15) Participants, each in good standing with USA Rugby.
- (b) The Directors shall be divided into two (2) classes designated as “Class One” and “Class Two,” such that the number of Directors in one class shall not exceed by more than one the number of directors in the other class.
- (c) The term of one class of Directors shall expire at each AGM and upon the election and qualification of successors. The term of each class of Directors shall expire as follows:

<b>CLASS</b>	<b>EXPIRATION OF TERM</b>
Class One	Annual General Meeting in calendar year 2014 and every two (2) years thereafter
Class Two	Annual General Meeting in calendar year 2015 and every two (2) years thereafter

- (d) Each Director shall serve for a term of two (2) years or until such Director’s successor has been duly elected and qualified or until the Director’s earlier death, resignation, or removal.

### Section IV.03 ELECTION OF DIRECTORS.

- (a) Each class of the Board of Directors shall be elected from a slate of candidates presented by the Nominating Committee of the Board of Directors at the relevant AGM. Each class will be comprised of the positions vacated by those Directors whose terms are expiring (the “Open Board Seats”). Nominees are required to be members of the Union that are in good standing with their Member team, the Union, and USA Rugby or National Collegiate Rugby.
- (b) Directors shall be elected by the Members eligible to vote at the AGM. Each such Member may cast the number of votes it is entitled to pursuant to Section 2.02 (*i.e.*, one or two votes) for each Open Board Seat and the nominee Directors who gain the most votes shall be elected to the Open Board Seats. For clarity, if the number of Open Board Seats is six (6), each Member eligible to vote may cast up to six (6) votes, unless that Member is entitled to two votes per Open Board Seat because it has a Men’s Side and Women’s Side, in which case that Member may cast a total of twelve (12) votes (*i.e.*, the Men’s Side of the Member may cast up to six (6) votes, and the Women’s Side of the Member may cast up to six (6) votes).
- (c) In the event of a tie vote between nominee Directors after the balloting conducted pursuant to Section 4.03(b), the Members shall repeat the balloting with respect to the nominee Directors subject to the tie vote until a nominee Director receives a majority of votes for each remaining Open Board Seat. For clarity, if there is a tie between two (2) nominee directors, resulting in one (1) unfilled Open Board Seat, each Member eligible to vote may cast one (1) vote, unless that Member is entitled to two votes per Open Board Seat because it has a Men’s Side and Women’s Side, in which case that Member may cast a total of two (2) votes (*i.e.*, the Men’s Side of the Member may cast one (1) vote, and the Women’s Side of the Member may cast one (1) vote).

Section IV.04 RESIGNATION. Any director may resign at any time by giving written notice to the President or the Board. Such resignation shall take effect at any time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section IV.05 REMOVAL OF DIRECTORS.

- (a) For Cause Removal. The entire Board or any individual Director may be removed from office for “cause” upon the vote of at least two-thirds (2/3) of the Directors in office. For purposes of this paragraph, “cause” shall mean the failure by the Director to carryout his/her duties or responsibilities as a Director or any action or inaction which, in the discretion of the Board, materially and adversely affects or may affect the Union.
- (b) Without Cause Removal. The entire Board or any individual Director may be removed from office without “cause” at a Union Meeting upon the petition of at least twenty-five percent (25%) of the Members and the subsequent vote of at least two-thirds (2/3) of the votes cast by Members eligible to vote at the Union Meeting.

Section IV.06 VACANCIES. Any vacancy in the Board arising at any time and from any cause may be filled by a majority vote of the Board. Each Director so elected shall hold office until the end of the term of the vacating Director.

Section IV.07 BOARD MEETINGS.

- (a) The Board of Directors shall meet at least twice each Fiscal Year in accordance with the proper execution of the Union's corporate business and in compliance with applicable law.
- (b) Regular meetings of the Board shall be held at such times and places as the Board shall designate.
- (c) Each Board meeting may be conducted in person, via teleconference or video conference, by proxy, or by such other means permitted by advances in technology as are adopted as a standard business practice, or any combination thereof, as specified in the meeting Notice.

Section IV.08 NOTICE OF MEETINGS. Notice of the place, date and hour, manner of meeting (*e.g.*, in person or via teleconference) and an agenda of any Board meeting shall be sent to each Director not less than fourteen (14) days before the meeting.

Section IV.09 QUORUM AND ADJOURNMENT.

- (a) Except when required by law, the presence, in-person, via telecommunication (or similar electronic conference) or by proxy, at any Board meeting of not less than a majority of the Directors will be necessary and sufficient to constitute a quorum for the transaction of business at the meeting. In the absence of a quorum, the Directors may adjourn the meeting without setting future date for resumption.
- (b) The President shall be the presiding officer at all Board meetings. If the President is not present, the Vice-President shall be the presiding officer. If neither the President nor the Vice-President is present, the Directors present shall elect a presiding officer for the meeting currently being held. Notwithstanding the foregoing, no Officer shall be a presiding officer of any meeting in which the Officer has a conflict of interest in any subject matter under consideration at the meeting, as determined by a majority vote of the Board (excluding the vote of the Officer with the potential or actual conflict of interest). The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are consistent with these By-Laws and are otherwise fair to the Directors. Minutes of the Board meeting shall be taken by the presiding officer or by his/her designee. Minutes of each meeting shall be distributed to each Director within sixty (60) days of each such meeting.
- (c) The presiding officer may adjourn the Board meeting upon completion of all items on the agenda set forth in the Notice.

Section IV.10 VOTING. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board. Matters brought to vote at a Board Meeting shall pass by a simple majority of the votes cast by Directors unless specified otherwise in these By-Laws.

Section IV.11 CONSENTS. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if all members of the Board consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the President.

## ARTICLE V OFFICERS

Section V.01 OFFICERS. The Officers of the Union shall at a minimum consist of a President, Vice President, Treasurer, Secretary, and a Competitions Officer. All of the Officers shall be elected in accordance with Section 5.02 and no person may hold more than one office at the same time. Additional Officer positions may be established at the Annual General Meeting by a vote of two-thirds of the votes cast by the Members eligible to vote at the meeting.

Section V.02 ELECTION OF OFFICERS. The Officers of the Union shall be elected by a majority of the Board of Directors at a Board meeting that shall be held on or immediately after the date of each AGM. Officers shall assume their offices immediately after election.

Section V.03 TERM OF OFFICE. Officers shall hold their offices for one (1) year or until the Officer's successor is duly elected and takes office or until the Officer's earlier death, resignation, or removal.

Section V.04 RESIGNATIONS. Any Officer may resign at any time by giving written notice to the President (and if the President resigns, the President does so by written notice given to the Vice President). Such resignation shall take effect at any time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section V.05 REMOVAL OF OFFICERS. Any Officer may be removed by a simple majority of the votes cast by (i) the Board at a Board Meeting, or (ii) the Members at a Union Meeting, provided that in the case of a vote of Members at a Union Meeting notice of the proposed removal of the Officer has been given under Section 3.05. An Officer that was removed as a Director pursuant to Section 4.05 shall automatically be removed as an Officer.

### Section V.06 SUSPENSION OF AN OFFICER.

(a) Any Officer convicted of a felony shall be automatically suspended.

(b) Any Officer may be suspended by a majority vote of the Executive Committee upon a finding by such majority of the Executive Committee that (i) the Officer in question has, or is, acting in a manner contrary to these By-Laws and (ii) the immediate suspension of the Officer if, in the discretion of the Executive Committee, such suspension is necessary to avoid any material and adverse affect on the Union.



(c) Immediately upon the effective date of any suspension, the suspended Officer shall no longer have the powers and duties of an Officer of the Union, including those set forth in Section 5.08.

(d) The suspension of an Officer may be reversed with the vote of a simple majority of the votes cast by (i) the Directors at a Board Meeting, or (ii) the Members eligible to vote at any Union Meeting.

Section V.07 VACANCIES. Any vacant elected office shall be filled by a simple majority of the votes cast by the Board. Each Officer so elected shall hold office until the end of the term of the vacating Officer.

Section V.08 POWERS AND DUTIES OF THE OFFICERS. The Officers of the Union shall have the following powers and duties to manage the property and affairs of the Union, subject to the review of the Members at a Union Meeting.

(a) President. The President shall organize and chair the Union Meetings and the Executive Committee meetings, and administer the activities of the other Officers and committees of the Union. He/she shall encourage membership in the Union, and in consultation with the Members shall determine the Union objectives and work toward their achievement.

(b) Vice-President. The Vice President shall be the President's deputy and assist the President in his/her duties and carries out such additional duties, as the President shall assign to the Vice President. The Vice President shall succeed the President in the event of the President's death, incapacity, resignation or removal from office.

(c) Secretary. The Secretary shall:

i. \_\_\_ Compile, maintain and publish the Union membership directory;

ii. \_\_\_ Correspond with other rugby unions to mutual advantage;

iii. \_\_\_ Counsel the Union and its committees on rules and procedure and ensure that these are followed;

iv. \_\_\_ Prepare the agenda for Union Meetings and Executive Committee meetings (although the President may elect to have another Officer, including the President, to do so from time to time), keep the minutes of meetings, and publish them;

v. \_\_\_ Maintain the records of the Union, and give these records to her successor in good order; and

vi. \_\_\_ Maintain and publish these By-Laws and will execute internal and external Union correspondence as directed by the Executive Committee.

(d) Treasurer. The Treasurer shall collect, account for, budget and administer the funds of the Union. The Treasurer shall maintain the financial records of the Union, and give these records to their successor in good order.

(e) Competition Officer. The Competitions Officer shall head the Competition Committee, and otherwise oversee and manage the Competitive Group Coordinators.

(f) Discretion of the Board. Upon an affirmative vote of at least three-fourths (3/4) of the Board, the Board may vary the powers and duties of the foregoing Officers.

## ARTICLE VI COMPETITIVE GROUPS

Section VI.01 RESPONSIBILITIES. Each Competitive Group shall have a Coordinator that shall (i) coordinate and implement the competition of its assigned Competitive Group with the relevant USA Rugby Competitive Region governing body, and, as necessary, USA Rugby; (ii) foster the interests of clubs within the Competitive Group to the relevant USA Rugby Competitive Region governing body; (iii) represent the Competitive Group as a whole on before the relevant USA Rugby Competitive Region governing body; (iv) attend the AGM each year and report on the progress of the Competitive Group and any developments with respect to the relevant USA Rugby Competitive Region governing body; and (v) fulfill such other obligations as the Board may determine is consistent with then current guidelines of the relevant USA Rugby Competitive Region governing body. The Coordinator(s) of each Competitive Group shall also report to the Executive Committee no later than the date of each AGM in regards to competition structure of its Competitive Group.

Section VI.02 ELECTION. At least one Coordinator for each Competitive Group shall be elected by a majority of votes cast by the Members of that Competitive Group eligible to vote at an AGM, or as otherwise permitted or required by the then current guidelines of the relevant USA Rugby Competitive Region governing body. Each Coordinator shall be elected from a slate of candidates that are Officers, Directors or Participants of Members in good standing. Such candidates shall be selected by the Nominating Committee or in any other manner determined by the Board that is permitted or required by the then current guidelines of the relevant USA Rugby Competitive Region governing body.

Section VI.03 TERM. Each Coordinator shall serve for a term of either twelve (12) or twenty-four (24) months (as determined by the Board prior to the election) or until the Coordinator's earlier death, resignation, or removal, or for such other period of time as determined by the Board prior to the election that is consistent with the then current guidelines of the relevant USA Rugby Competitive Region governing body. If an existing Coordinator is not reelected, such Coordinator shall remain in office with the newly elected Coordinator for such time as the Board may determine. An individual may hold more than one Coordinator position at a time.

Section VI.04 RESIGNATION. Any Coordinator may resign at any time by giving written notice to the President or the Board. Such resignation shall take effect at any time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section VI.05 REMOVAL. Any Coordinator may be removed by a simple majority of the votes cast by the Officers of the Board of Directors at a Board meeting, provided that notice of this action has been given under Section 3.05. The Board may elect or remove Coordinators for various Competitive Groups as the Board determines necessary, provided that the number of Coordinators may not exceed the maximum number permitted by the relevant USA Rugby Competitive Region governing body.

Section VI.06 VACANCIES. Any vacancy in a Coordinator position arising at any time and from any cause may be filled by a majority vote of the Board. Each Coordinator so elected shall hold office until the next AGM.

Section VI.07 USA RUGBY GOVERNING GUIDELINES. All Competitive Groups shall fall under the governing guidelines of the USA Competitive Region for which they are assigned, or within the National Collegiate Rugby assigned conference.

## ARTICLE VII COMMITTEES

### Section VII.01 EXECUTIVE COMMITTEE.

- (a) Members. The Executive Committee is comprised of members of the Board of Directors of the Union that are the then current Officers.
- (b) Voting. Each member of the Executive Committee shall have one vote in the Executive Committee.
- (c) Powers and Duties. Subject to the supervision of the Board, the Executive Committee shall administer the day-to-day activities of the Union and make the decisions necessary to meet the objectives of the Union. Without limiting the generality of the foregoing sentence, further specific powers and responsibilities of the Executive Committee include, without limitation:
  - i. Setting the Union's budget and the amount and method of collection of Members' dues; and
  - ii. Ensuring that the By-Laws are followed by the Directors, Officers and Members of the Union.
- (d) Resignation. Any member of the Executive Committee may resign at any time by giving written notice to the President or the Board. Such resignation shall take effect at any time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (e) Removal. Any Officer shall be removed from the Executive Committee upon a removal of the Officer in accordance with Section 5.05 , and may be removed from the Executive Committee by a majority vote upon the suspension of an Officer in accordance with Section 5.06.

- (f) Vacancy. Any vacancy in the Executive Committee arising at any time and from any cause may be filled by a majority vote of the Board. Each Officer so appointed to the Executive Committee shall hold office until the end of the term of the vacating Officer.
- (g) Meetings. Executive Committee Meetings shall be called as needed by the President or by any two (2) other Officers. Each Executive Committee meeting may be conducted in person, via teleconference or video conference, by proxy, or by such other means permitted by advances in technology as are adopted as a standard business practice, or any combination thereof, as specified in the meeting Notice. The President shall be the presiding officer at all Executive Committee meetings. If the President is not present, the Vice-President shall be the presiding officer. If neither the President nor the Vice-President is present, the Officers present shall elect a presiding officer for the meeting currently being held. Notwithstanding the foregoing, no Officer shall be a presiding officer of any meeting in which the Officer has a conflict of interest in any subject matter under consideration at the meeting, as determined by a majority vote of the Executive Committee (excluding the vote of the Officer with the potential or actual conflict of interest). The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are consistent with these By-Laws and are otherwise fair to the Officers. Minutes of the Executive Committee meeting shall be taken by the presiding officer or by his/her designee.
- (h) Notice. Written Notice of the purpose of the meeting and an agenda shall be provided to the Directors, Officers and Members, at least seventy-two (72) hours before the meeting; provided, however, in the event of an emergency, only if such notice is reasonable and need be given.
- (i) Quorum. In order to have a quorum, (i) the President or Vice President and (ii) at least three (3) other members of the Executive Committee must participate in the meeting (provided, however, if a meeting of the Executive Committee is duly noticed and less than a quorum is obtained, so long as the President or Vice President participated in the meeting, the Executive Committee members participating in the meeting may provisionally act, which actions shall become formal and effective acts of the Executive Committee when ratified in writing by a simple majority of the Executive Committee).
- (j) Consents. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting, if all members of the Executive Committee consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the President.
- (k) Term. The members of the Executive Committee shall hold their offices for the term of their appointment as an Officer or until the member's earlier death, resignation, or removal as an Officer.

Section VII.02 NOMINATING COMMITTEE.

- (a) Purpose. The Nominating Committee's sole responsibility is to present a slate of candidates for (i) election to the Board of Directors at the AGM, and (ii), if directed by the Board, election to be a Coordinator and/or representatives of the Union to be considered for appointment and election to USA Rugby Senior Club Council committees, as applicable..
- (b) Operation. The President shall nominate a Nominating chairperson a minimum of 60 days prior to the AGM, who shall take appointment after being confirmed by a majority vote of the Executive Committee. The chairperson shall select the other members of the Nominating Committee without the approval of the Executive Committee or the Board. The chairperson may recruit the services of other Members who shall confirm the willingness and eligibility to run for a Board of Director's position, and if applicable, a Coordinator position, or Union representative position. The Nominating Committee will present a slate of candidates for the Board of Directors of no more than the amount permitted by Section 4.02.
- (c) Term. The Nominating Committee shall be dissolved upon completion of the AGM for which it was formed, and if applicable, with respect to elections of representatives of the Union for USA Rugby Senior Club Council committees, as applicable, upon completion of a Union Meeting for which it was formed.

#### Section VII.03 Diversity, Equality, and Inclusion Committee (DEI)

- (a) Purpose. The Diversity, Equality and Inclusion Committee will ensure DEI is a strategic priority of the EPRU, its committees, and members. The committee will review the membership of the EPRU, the clubs and their members, and implement plans to increase and improve equality within the EPRU.
- (b) Operation. The President shall nominate a Diversity, Equality and Inclusion Chairperson who shall take appointment after being confirmed by a majority vote of the Executive Committee. The chairperson shall select the other members of the Diversity, Equality and Inclusion Committee without the approval of the Executive Committee or the Board. The chairperson may recruit the services of other members who shall confirm the willingness to serve on the Diversity, Equality and Inclusion Committee. The chairperson shall work with the Treasurer to develop a budget to present to the President, and the committee shall set yearly, biennial and 5 year rolling plans. As per EPRU protocol, once the President and Treasurer approve a budget it is presented to the Exec Board for review and then approved or rejected by the Board of Directors.
- (c) Term. The Diversity, Equality and Inclusion Committee shall be a standing committee. The Committee Chairperson shall not be subject to any term limits but shall undergo an annual review with the EPRU Exec Board and shall hold their office until the Chairperson's successor is duly elected by the Executive Board and takes office or until the Chairperson's earlier death, resignation, or removal.

Section VII.04 OTHER COMMITTEES. The Board may appoint other standing or ad hoc committees as necessary to achieve the Union's objectives.

## ARTICLE VIII

### INDEMNIFICATION

Section VIII.01      MANDATORY INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Union shall indemnify, to the fullest extent now or hereafter permitted by law, each Officer and Director (each a “Union Official”) (including each former Union Official) who was or is made a party to or witness in, or is threatened to be made a party to or a witness in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by his/her in connection with such action, suit or proceeding.

Section VIII.02      MANDATORY ADVANCEMENT OF EXPENSES TO UNION OFFICIALS. The Union shall pay expenses (including attorneys’ fees and disbursements) incurred by a Union Official referred to in Section 8.01 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 8.01 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Union Official in his/her capacity as a Union Official shall be paid by the Union in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Union Official to repay all amounts in advance if it shall ultimately be determined that she is not entitled to be indemnified by the Union because she has not met the standard of conduct set forth in the first sentence of Section 8.05 hereof.

Section VIII.03      PERMISSIVE INDEMNIFICATION AND ADVANCEMENT OF EXPENSES. The Union may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was an authorized representative of the Union, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by his/her in connection with such action, suit or proceeding. Subject to Section 8.02 hereof, the Union may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his/her participation in an action, suit or proceeding referred to in this Section 8.03 in advance of the final disposition of such action, suit or proceeding.

Section VIII.04      BASIS OF RIGHTS; OTHER RIGHTS. Each Union Official shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office or position, and



shall continue as to a person who has ceased to be an authorized representative of the Union and shall inure to the benefit of the heirs, executors and administrators of such person.

Section VIII.05 DETERMINATION OF INDEMNIFICATION. Any indemnification under this Article shall be made by the Union only as authorized in the specific case upon a determination that indemnification of the authorized representative is proper in the circumstances because such person has acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding or (ii) by a quorum of disinterested Directors so directed by outside legal counsel in a written opinion. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section VIII.06 INSURANCE. The Union may purchase and maintain insurance on behalf of each Union Official against any liability asserted against or incurred by such Union Official in any capacity, or arising out of such Union Official's status as such, whether or not the Union would have the power to indemnify such Union Official against such liability under the provisions of this Article. The Union shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board of Directors or if, in the business judgment of the Board of Directors, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Union may purchase and maintain insurance on behalf of any person referred to in Section 8.03 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Union would have the power to indemnify such persons against such liability under the provisions of this Article.

## ARTICLE IX ADDITIONAL ITEMS

Section IX.01 DONATIONS. 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.

Section IX.02 CERTAIN CONTRACTS AND CHECKS. All deeds, documents, transfers, contracts, engagements, bonds, bills of exchange and other instruments shall be signed by the President or Vice President and any one of the Officers holding the office of Treasurer or Secretary. No other person, Officer, Member or other party connected with the Union shall have any authority to bind the Union by any contract or agreement or to pledge its credit.

All checks over \$5,000 in value must be authorized in writing by the President or Vice President.



Subject to the supervision of the Board, final responsibility for all expenditures shall rest with the Executive Committee.

Section IX.03 REPORTS. The Treasurer shall be responsible for accounting to the Members for all the funds received and expended by the Union in a report delivered at each AGM or otherwise as determined by the Board.

Section IX.04 DEPOSITS AND INVESTMENTS. The Treasurer, with the approval of a majority of the Executive Committee and subject to the review of the Members at a Union Meeting, may invest the funds of the Union in accordance with these By-Laws and objectives.

Section IX.05 FISCAL YEAR OF UNION. The annual fiscal period shall be September 1 to August 31.

Section IX.06 DISCRIMINATION. 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.

Section IX.07 ELIGIBILITY. All questions about the eligibility of players shall be referred to the Executive Committee of the Union for adjudication. Any eligibility determination by the Executive Committee may be appealed to the Board, which shall confirm or overturn the determination of the Executive Committee by a majority vote of the Board.

Section IX.08 CHANGING CLUB MEMBERSHIP. Players may switch teams during a competitive season (*i.e.*, 7's or 15's) only in accordance with the then current regulations of USA Rugby.

Section IX.09 AMENDMENT. These By-Laws may be altered or new By-Laws may be adopted, by a vote of two-thirds of the votes cast by Members eligible to vote at a Union Meeting. Proposed changes shall be submitted in writing to the Secretary not less than thirty (30) days before the meeting for inclusion in the agenda of the Union Meeting. The Secretary shall send copies of the proposed changes to the Members prior to the Union Meeting. Amendments approved by the Members at a Union Meeting shall be effective as of the date of approval.

Section IX.10 ACCESS. 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. On the advice of counsel, the Board of Directors may designate certain documents as Confidential for an indefinite period of time and no Member shall have the right to access such document during the period in which it is designated as Confidential.

Section IX.11 ATTENDANCE. All Members have the right to attend Executive Committee Meetings of the Union (including suspended Members). The Executive Committee and Board of Directors may determine to meet in a closed executive session to discuss matters of a proprietary or sensitive or legal nature and no Member shall have the right to attend such a closed executive session.

Section IX.12 NOTICES. Notices contemplated hereby must be in written and shall be delivered by personal delivery, U.S. Mail, express courier or email (or any replacements thereof as the result of advances in technology as are adopted as a standard business practice in the wider world).

Section IX.13 ROBERTS RULES OF ORDER. The rules contained in Robert's Rules of Order Revised shall govern the Union Meetings (and all committee meetings) in all instances when such rules are not inconsistent with these By-Laws.

Section IX.14 SAVING CLAUSE. All provisions of these By-Laws shall be construed to conform and comply with all applicable state and federal laws and regulations.