

CONSITUTION OF THE OHIO RUGBY REFEREES SOCIETY [adopted 2019_08_24_su]

I) TITLE AND AFFILIATIONS

- A) Title - This organization shall be known as the Ohio Rugby Referees Society, Inc. ("ORRS" or the "Society").
- B) Purpose - The purpose of the Society is and shall be to promote, encourage, and otherwise enhance the sport of rugby union football through the organizing, provision and support of rugby referee officiating services.
- C) Laws - The Society shall abide by the laws of the game as laid down by the International Rugby Board and the directives of the United States of America Rugby Football Union.
- D) Affiliation - The Society shall maintain affiliation with a local territorial union and/or its partners or associate members, the United States of America Rugby Football Union, and territorial/national referee societies.

II) NON PROFIT STATUS AND DISSOLUTION

- A) Non-profit - The Society is a non-profit organization, duly incorporated under the laws of the State of Ohio as a non-profit corporation and federally recognized as a corporation exempt from taxes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B) Distribution upon Dissolution - Upon the dissolution of the Society and after the satisfaction of all outstanding debts, 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.
- C) Private Inurement - No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for products or services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D) Unauthorized Activities Prohibited - Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III) MEMBERSHIP

- A) Membership Classes - There shall be two classes of Members: Regular Members who have paid dues and who have the right to vote and Honorary Members who are not required to pay dues (but may choose to) but still have the right to vote. The conditions for membership in the two classes are as follows:
- 1) Regular Members -- A Regular Member shall be any individual who has successfully completed an approved rugby referee certification course, intends to officiate in at least one rugby match in the current fiscal year and has paid dues to or otherwise concluded satisfactory dues arrangements with the Society in the current fiscal year or is serving as an officer or referee assignor for ORRS.
 - 2) Honorary Members -- An Honorary Members shall be any individual who may be designated by the Board of Directors ("BOD"), subject to the rescission rights of the Society's Members, as an Honorary Member of the Society and who accept(s) such designation(s). The Board shall publish which individuals upon which it wishes to confer Honorary Member status at the same time as it makes notification of the AGM. Such a designation of an Honorary Member may be overridden and rescinded at any time by a majority vote of the Regular Members at any subsequent AGM.
 - 3) Herein, Regular Members and Honorary Members shall be equally referred to as "Members."
- B) No Discrimination - The Society shall admit any person without regard to sex, religious belief, race, color, national or ethnic origin and extend all rights and privileges of Membership to said person. The BOD may expressly grant membership to persons based upon their service to the Society and/or the sport of rugby generally or other such persons determined by the BOD to positively contribute to the Society.
- C) Members Support of Society's Purpose - Members shall believe in and support the purposes for which this Society is formed as well as the directives for the Society as are set forth in this Constitution and in the Society's Articles of Incorporation.
- D) Officiating - Officiating a rugby match includes serving as referee, assistant referee, referee reviewer (assessor or evaluator or referee coach), 4th or technical zone official or any such other official as designated by the Society.
- E) Dues and Terms - Membership dues amounts for individual memberships and client fees to be paid by clubs, are to be determined annually by the BOD of the Society. At a properly convened BOD meeting which precedes that approaching fiscal year commencement date, the BOD will determine the dues amounts, for both club and individual memberships, for the next fiscal year which begins on the approaching fiscal year commencement date. When it sets the membership dues for the applicable fiscal year, the BOD may waive dues for certain Members, at its discretion. Clubs who pay client fees are not ORRS members.

Once dues are paid and requirements are met within a fiscal year, the term of membership shall continue through the end of the fiscal year. There are no pro-rated memberships. Membership dues are not refundable. Memberships are not transferable. Membership dues must be paid at least seven (7) days in advance of any meeting for that dues payor to be eligible to cast a vote at that meeting. If an individual owes money to the Society, any monies paid into the Society by that individual are first applied to any debt owed by the individual.

- F) Withdrawal - Any Member may withdraw from the Society at any time by so notifying the President or Treasurer. Said Member shall indefinitely continue to be liable for, including but not limited to, any membership dues owed, any financial obligations to the Society already incurred or any financial obligation which would be incurred during the current membership term.

IV) MEETINGS OF MEMBERS

- A) Annual General Meeting - The Annual General Meeting ("AGM") of the Members of the Society shall be held, in such a place and on such day in August of the current fiscal year as may be designated by the BOD or, if no such designation is made, on the second Sunday in that month of August, in such a place as determined by the President or Treasurer.

At that time, the Society shall elect the BOD, approve a budget for the coming year, and transact such other business as may properly come before the meeting. The President shall give notice of the AGM to each Member of the Society not less than ten and not more than fifty days prior and shall provide a general statement of the items of business to be considered.

- 1) AGM Agenda -- The Agenda for Each AGM shall be as follows:

- (a) Roll call;
- (b) Proxies and discussions and voting re: same;
- (c) Reading of minutes of previous regular, general, special or BOD meeting(s) and changes to and approval of the same;
- (d) Reports of officers;
- (e) Report(s) of committee(s);
- (f) Constitutional changes (if any);
- (g) Old business;
- (h) New business;
- (i) Setting of the new budget;
- (j) Nominations and elections; and
- (k) Adjournment.

- B) Special Meetings - At any time designated by the BOD or by a majority of the Members at a Regular Meeting of the Society or by petition of a majority of the Members, a Special Meeting of the membership may be called to consider amendments to this Constitution or the Articles of Incorporation, to consider the recall of a member of the BOD, or to consider the appointment of a Member to fill a vacancy on the BOD, or to override, by majority vote of those Regular Members' eligible votes, a designation of Honorary Membership by the BOD or for any other properly noticed issue up for consideration. A Special Meeting to consider these matters shall be preceded by notice, by the President, to the Members of the Society not less than ten and not more than fifty days prior to the Special Meeting and shall contain a general statement of the items of business to be considered at the meeting.

- C) Regular Meetings - Regular Meetings may be called at any time by the President of the Society. The purpose of the Regular Meetings shall be principally for the training of the Members in proper officiating techniques but can be for other reasons. All other business shall be conducted after the conclusion of the training session. Following the conclusion of the training session at such Regular Meeting, the Members may consider any business which may properly come

before the Society, except that amendments to this Constitution and to the Articles of Incorporation may only be considered at the AGM or at a Special Meeting. Reasonable notice for any Regular Meetings, as contemplated in this Article, shall be given.

- D) Notice - Notice of meetings shall be given by the President, as provided for in this Constitution. Notice of meetings may be provided in writing by mail, in writing by hand delivery, or by electronic means such as facsimile, email or text. As long as notice has been sent to an address or other delivery identifier supplied by a Member, notice shall be deemed to have been given. It is the responsibility of the individual Members to keep the Society updated on Members' contact informations. Unless as otherwise set forth in this Constitution, reasonable notice of meetings shall be given.
- E) Meetings' Nature - Meetings may be held by the Members gathering together in a physical location or through electronic means allowing the Members to communicate contemporaneously or a combination thereof. Meetings shall be chaired by the President or, in his/her absence, by the Treasurer of the Society, as provided for by this Constitution.
- F) Proxies - Any Member may solicit a proxy from any other Member, which proxy authorizes the proxy holder to exercise the vote of the solicited Member in accordance with the written instructions of the solicited Member. In the absence of specific written instructions, the granting Member may grant the proxy holder discretion in voting, but such a grant must be made in writing. A granting Member may revoke a proxy by giving written notice of revocation to both the proxy holder and the President any time before such proxy has been exercised. A granting Member may also revoke a proxy by attending the meeting for which the proxy was given and by voting personally. The BOD may establish processes and deadlines each year for the submission of proxies but in all cases, proxies, both discretionary and specific, must be registered, electronically or in writing, but not verbally, with the President or Treasurer at least 7 days in advance of their use.
- G) Quorum - No business may be concluded at any AGM, Special or Regular Meeting of the Society in the absence of a quorum, which quorum shall consist of at least half of the Members of the Society, plus one.
 - 1) Annual General Meetings or Special Meetings -- For purposes of an AGM or a Special Meeting, a majority, plus one, of the Members present in person, electronically, or by proxy shall constitute a quorum.
 - 2) Regular Meetings -- For purposes of a Regular Meeting, a majority, plus one, of the Members of the Society present in person or electronically shall constitute a quorum. As is set forth in this Constitution, there are no proxies at Regular Meetings.
- H) Voting - Each Member of the Society shall be entitled to a single vote.
 - 1) Voting at AGMs or Special Meetings -- At any AGM or Special Meeting, when prior notice of the consideration of specific issues has been provided the to Members, Members may vote in person, electronically, or by proxy. Except as may be otherwise required by law or by this Constitution, all matters acted upon at any AGM or Special Meeting shall be decided by a majority of the votes cast by the Members of the Society in person, electronically, or by proxy.

No Member may, with the use of proxies, exercise more than four (4) total votes or the votes of 10% of the number of Members, whichever is fewer, at any meeting of the Society. The President or Treasurer shall ensure the identity of any Member who is voting, in a Special Meeting or AGM, by proxy or electronically.

- 2) Voting at Regular Meetings -- At any Regular Meeting of the Society, Members may vote in person or by electronic communication, but not by proxy. Except as may otherwise be required by law or by this Constitution, all matters acted upon at any Regular Meeting of the Society shall be decided by a majority of the votes cast by the Members of the Society considered present in person or electronically. The President or Treasurer shall ensure the identity of any Member who is voting electronically in a Regular Meeting.
- 3) President or Treasurer's Physical Presence -- The President or Treasurer must be physically present at any Regular or Special Meeting or AGM for the same to take place.

V) **BOARD OF DIRECTORS**

- A) Composition - The Board of Directors ("BOD") shall consist of the five (5) elected Officers of the Society. These shall be:
 - 1) a President;
 - 2) a Treasurer;
 - 3) a Referee Development Officer;
 - 4) a Referee Manager;
 - 5) and a Referee Member Representative.
- B) Duties Assigned by President - In addition to their explicit duties listed herein, all officers shall perform such other duties which are not in contravention of any provisions of this Constitution as may be assigned to them by the President or by the BOD. No single individual may hold more than one (1) office at a time.
- C) Meetings of the BOD - The BOD shall meet at least quarterly to consider administrative and substantive matters regarding the Society and take such action or make such recommendations as they deem appropriate. Meetings may be held by the board members gathering together in a physical location or through electronic means allowing the board members to communicate contemporaneously or a combination thereof. The BOD may pass actions, in the absence of a meeting, with approval by a majority transmitting affirmative votes in writing or electronically within one week of a proposal being submitted to its members. A majority of members of the BOD, including either the President or the Treasurer, must be present at any meetings of the BOD or the same shall not be convened.
- D) Powers and Duties - The BOD shall have the ultimate responsibility for conducting the Society's regular business and administrative affairs. The BOD shall have plenipotentiary power to conduct the day-to-day affairs of the club without direct vote by the membership, including, but not limited to regulatory, logistical, administrative and financial decisions. As is set forth in this Constitution, the BOD shall annually set the amounts for the Society for both individual membership dues and club client fees. As is set forth in this Constitution, the BOD shall set neither the geographical assigning regions nor the assignors for those regions, those duties being reserved unto the Referee Development Committee (RDC).

Any matters decided by the BOD shall be decided by majority vote of the members of the Board so voting. In the event of a tie vote on a matter to be decided by the BOD, the President, or in the President's absence, the Treasurer, shall cast the tie-breaking vote.

- E) Interpretation of this Constitution - The BOD, by equal vote of all of the members of the BOD, shall be responsible for the interpretation of this Constitution.
- F) Limitations - At the recommendation of any two members of the BOD, specific matters shall be referred to the whole Society for consideration at the next scheduled Regular Meeting or AGM, provided such a referral is not in contravention of this Constitution. The provisions of notice of this Constitution do not apply when such a referral is made. The BOD must refer to the whole Society any proposal to expend funds not already specifically approved in the budget when such proposed expenditure of funds exceeds One Thousand Dollars (\$1,000-).
- G) Eligibility and Election - Members of the BOD shall be elected from amongst the Regular and Honorary Members of the Society. They shall be elected at the AGM of the Society and each shall hold his/her respective office for two (2) years beginning September 1st, following and in accordance with the voting and elections provisions set forth in this Constitution. In the event of a vacancy caused by resignation, removal or death, the BOD may appoint a Member of the Society to serve in the vacated position until the next AGM, or until such time as a Special Meeting is called for the purpose of filling said vacancy, whichever first occurs.

VI) OFFICERS' DUTIES

- A) Duties of the President - The President shall be the chief executive and administrative officer of the Society. He/she shall be responsible for enforcing this Constitution. He/she shall be responsible for the timely and effective discharge of all directions of the BOD or the Society. He/she shall preside at all meetings of the Society. He/she shall discharge his/her responsibilities for the training and promotion of Society referees through the RDC, of which he/she shall be a member. He/she shall oversee the Society's grading of all officials. He/she shall serve as the representative of the Society to all other organizations, including rugby unions and other referee societies. He/she may, at his/her discretion, delegate responsibility for executing any decision of the BOD or the Society to any Member of the Society and he/she may appoint any Member of the Society to serve in any administrative or executive capacity, provided that such appointment is not in contravention of any terms of this Constitution. Duties not designated, in this Constitution, to officers of the Society or to the BOD shall be reserved for the President. The President shall serve as an ex-officio member of all committees. He/she shall be responsible for notifying the membership, according to the dictates of this Constitution, of any meetings.
- B) Duties of the Treasurer - The Treasurer shall receive all monies due to the Society, keep accounts, have charge of the funds of the Society, and pay debts and discharge monetary obligations of the Society. He/she shall make an annual statement of the finances of the Society, prepare and deliver all financial reports required by government entities, and present a proposed budget for the year at the AGM. In the President's absence or unavailability, he/she shall fulfill the duties of the President. He/she shall be responsible for receiving and proofing the records and meeting minutes of each meeting of the Society and for subsequent presentation of the same to the membership.
- C) Duties of the Referee Development Officer - With the assistance of the Referee Manager, the Referee Development Officer shall keep and maintain the Society's membership list, including

updated contact information for each member, referee grading information for each member as well as members' fitness scores, as necessary. He/she shall be the media representative for the Society and shall oversee and be responsible for all aspects of the Society's media presence, including but not limited to print and digital media, including a website for the Society. Along with the Referee Manager, he/she shall be responsible for organizing and conducting at least two (2) referee refresher courses during each fiscal year. The Referee Development Officer shall serve as a member of and be the chair of the RDC. He/she shall be the chief trainer and educator of refereeing technique and philosophy. He/she shall be the final authority on the interpretation of Rugby Law within the Society. He/she shall focus on bringing new officials into the Society and work with local rugby organizations to identify potential officials. He/she shall assist beginning officials with their orientation within the Society and their initial development as match officials.

- D) Duties of the Referee Manager - The Referee Manager shall assist the Referee Development Officer in maintaining the Society's list of active, available referees and their respective grades and fitness scores. He/she shall oversee the scheduling of rugby matches for which referee appointments are sought by the Society's clients and then, under the guidance of the President, oversee the appointment of referees to these matches by the Society's assignors. He/she shall be responsible for the timely and efficient communication of this information to local clubs and to Members of the Society. Along with the Referee Development Officer, he/she shall be responsible for organizing and conducting at least two (2) referee refresher courses during each fiscal year.
- E) Duties of the Referee Membership Representative - The Referee Membership Representative shall serve on the RDC. He/she shall be responsible for taking, publishing and delivering, to the Treasurer, the minutes of any meetings of the Society, the BOD, the RDC or any other groups in this Society. He/she shall be responsible for hearing and recording any concerns of any Member regarding Society issues and, after due diligence and deliberation, reporting any meritorious concerns to the BOD for consideration and possible action.
- F) Conflict of Interest - The Society shall have a written conflict of interest policy. Each officer, upon taking office, shall sign an acknowledgement of understanding and receipt of the Society's conflict of interest policy and the same shall be maintained with the records of the Society.

A potential conflict of interest exists if the private interests of an officer of the Society, as indicated by that officer's disclosure statement or otherwise, might interfere with the public interests which that officer is required to serve in the exercise of that officer's authority and duties as an officer of the Society.

No officer of the Society, during the time period in which he/she is serving as an officer, may engage in, either directly or indirectly, any conflict of interest as between that officer's personal interests and the interests of the Society. Further, each officer shall promptly inform the Society as to the existence of, or even potential existence of, any conflicts of interest, of which that officer is aware. Further, each officer agrees to disclose to any necessary outside parties any facts or circumstances of which the officer is aware which might involve or give rise to a conflict of interest or even a potential conflict of interest.

- G) Removal - An officer of the Society may be removed from office at a Special Meeting of the Society called for the purpose of considering such removal by a two-thirds (2/3) majority of the Members of the Society voting. Proxy votes shall not be allowed at a Special Meeting called for

the purpose of considering removing an officer of the Society.

H) Elections - Officers including the President, Treasurer, Development Officer, Referee Manager and Referee Member Representative shall be elected by majority vote of the membership at the appropriate AGM and in accordance with this Constitution. Each will serve 2 year terms unless the office is vacated, in which case, the office shall be filled by the Board according to Article V of this Constitution.

- 1) Election of President, Development Officer and Referee Manager -- President, Development Officer and Referee Manager shall be elected by acclamation or by majority vote of the membership for 2 year terms in accordance with this Constitution at the AGM which takes place in August of an odd numbered calendar year.
- 2) Election of Treasurer and Referee Member Representative -- Treasurer and Referee Member Representative shall be elected by acclamation or by majority vote of the membership for 2 year terms in accordance with this Constitution at the AGM which takes place in August of an even numbered calendar year.
- 3) This Section (H)(3) of Article VI is Temporary -- Specifically and solely applicable only to the balance of 2019 and to the calendar year 2020, the following officers shall be elected at the following times: President, Development Officer and Referee Manager shall be elected on or before a date which occurs before September 1, 2019, to serve from that date until the AGM which is to be held in August of 2021.

On that same date which occurs before September 1, 2019, Treasurer and Referee Member Representative shall be elected for a 1 year term and then, in August 2020, these offices shall stand for elections for 2 year terms, each. After the AGM held in August 2020, this Section (H)(3) of Article VI of the Constitution shall be automatically voided and its language removed from the Constitution.

VII) REFEREE DEVELOPMENT COMMITTEE

- A) Membership - The Referee Development Committee ("RDC") shall be chaired by the Referee Development Officer and its other members shall be the President, the Referee Manager and the Referee Member Representative.
- B) Powers and Duties - The RDC shall be responsible for and report to the BOD on strategies and actions to develop and improve the performance of Member referees, referee evaluation, Society exchanges, local society grading, and promotion of active referees.
 - 1) RDC to Support the Referee Development Officer and the Referee Manager -- The RDC shall advise and support the Referee Development Officer and the Referee Manager in the development and presentation of referee training to the Society.
 - 2) RDC to Develop and Publish Uniform Criteria -- The RDC shall develop and publish uniform criteria for the selection and promotion of society referees and designate qualified Members for consideration for advancement to territorial grades.
 - 3) RDC to Determine Local Grading -- The RDC shall determine the local grade for Members, including Members to be accorded a presidential grade, taking them outside of normal

ranking. In exercising its authority, the RDC shall seek to advance the interests of Members and to ensure that Members are assigned to matches commensurate with their rugby referee and physical skills levels.

- 4) RDC to Determine Geographical Areas -- The RDC shall determine the local geographical areas which shall be served by the various assignors whose jobs it shall be to assign rugby referees to matches which take place in those areas. Further, the RDC shall appoint the individuals to serve as assignors for those local geographical areas.

VIII) AMENDMENTS

- A) Amending the Constitution - This Constitution of the Ohio Rugby Referees Society may be amended in whole or in part at any AGM or Special Meeting of the Society called for the purpose of considering such amendments upon a two-thirds (2/3) majority of the Members of the Society voting. A duly noticed proposal for change need not be accepted or rejected in its entirety, but may be adopted with such modifications as the Members of the Society may deem appropriate, by majority vote.

IX) DISCIPLINE

- A) Disciplinary Committee - The BOD shall serve as the Disciplinary Committee of the Society.
- B) Disciplinary Consequences - The BOD shall have the right to discipline, fine or expel a Member for conduct deemed detrimental to the image of the Society or contrary to the objectives of the Society as stated in this Constitution. Expulsion of any Member must be by a unanimous decision of the Disciplinary Committee.
- C) Disciplinary Appeal - Any disciplinary measures imposed may be appealed either in writing, or in person at the next scheduled regional meeting, or at any meeting as described in this Constitution. Traditional notions of due process shall prevail.

HISTORY:

approved: 2019_08_24_sa at AGM held at Springhill Suites, Easton, Columbus, Ohio

amended: 2019_08_qq_qq at AGM held at ABC City, Ohio