



CHARLES RIVER RUGBY UNITED, INC. BYLAWS

I. Objective:

The primary objective of Charles River Rugby United, Inc. is to provide maximum opportunity for its members to participate on a winning rugby team. Participation includes learning the game, improving skills, sharing camaraderie, and playing the game. An important aspect of the game is the social side for players, retired players, and their families. The Club shall endeavor to make its activities enjoyable for the abovementioned parties.

A secondary objective is to foster the growth of rugby football in the United States of America. This is primarily achieved through membership in the New England Rugby Football Union or any subsequent regional competitive rugby organization. However, players should take every opportunity, through words and actions to display a favorable image of the game and its players.

The Club will strive to foster growth in both men's rugby and women's rugby. It shall consist of a men's team and a women's team. Both teams shall work together to recruit members, host social events, provide financial support, and plan for the Club's future.

The Club is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

II. Official Colors, Emblem, and Uniform:

The Club colors shall be green and orange. The Club jersey shall be primarily green and orange. Numbered sets of jerseys shall be maintained by the Club for league and tournament play. The Club emblem shall be the noble figure of the mighty and brave RIVER RAT.

III. Definitions:

The following words and their definitions shall apply throughout the entirety of this document except where context clearly indicates otherwise.

1. "Club" shall mean Charles River Rugby United, Inc. where ever it appears in this or any other official Club document; it will be used when referring to the Men's Team and the Women's Team together as a singular unit.

2. "Team" shall refer to either the men's or the women's side; both Teams are part of the Club but they do not, alone, constitute the Club.
3. "Member" shall mean either a full-time or social participant of the Club.
4. "Membership" shall refer to a person's status with the Club in terms of good or bad standing and level of participation.
5. "Full-time Member" shall mean a player who participates in games, practices, and social events on a regular basis and who is in good-standing with the club; Full-time Members include Rookie Members.
6. "Rookie Member" refers to any player for the duration of his or her first two playing seasons, regardless of any breaks the player might take between the first and second playing season.
7. "Social Member" shall mean a player who desires association with the Club but is unable or unwilling to commit to Full-time Membership status; participation in an occasional practice, game, or tournament or attending the annual banquet, the AGM, or occasional social events should be considered qualifications for social membership
8. "Active Member" shall mean any Full-time, Rookie, or Social Member of the club.
9. "Old Girl"/"Old Boy" shall mean any former player that has retired from the game of rugby; they may be considered Social Members, depending on their level of participation in Club activities.
10. "Inactive Player" refers to any former Club member who did not officially retire or resign but has little to no remaining connection with the Club in terms of participation in games, practices, or social events.
11. "Team Executive Board" shall refer to the group of elected officers who govern either the Men's or Women's Team
12. "Joint Executive Board" shall refer to the group of elected officers who govern the Club; it consists of both Team Executive Boards as well as any officers in Club-wide positions; the Joint Executive Board shall be the official governing body of the Club and its officers shall be considered the controlling officers for legal and document-filing purposes.
13. "Board of Directors" shall refer to the official governing body of the Club and its directors shall be considered the controlling officers for legal and document-filing purposes.
14. "Officer" shall refer to any member of the Team or Joint Executive Board, including the captains.

15. "Director" shall refer to any person serving on the Board of Directors.
16. "Good-standing" shall refer to the status of any Member who meets the requirements found in Section 3 of Article IV of this document.
17. "Bad-standing" shall refer to any Member who is not in good-standing.
18. "Simple Majority" shall refer to a vote that requires one more than half the eligible voters to vote for it in order for it to pass.
19. "Supermajority" shall refer to a vote that requires at least two-thirds the eligible voters to vote for it in order for it to pass.

IV. Membership

1. Voting Rights

- a. The active Club members shall be given opportunity at least once a year to vote on any changes in the Club Bylaws or the Club Articles of Organization as well as to elect leaders to the Executive Board and the Board of Directors.
- b. All Active Members in good-standing shall have voting rights.
- c. Team Executive Board elections may only be voted on by Active Members of that Team but Club-wide Officer and Director positions may be voted on by all Active Club Members.
- d. All votes shall carry by simple majority except votes to oust an Officer or Director is in good-standing, which shall require a two-thirds Majority.

2. Leadership Eligibility

- a. All Active Members in good-standing may be nominated and may run for any position on their respective Team Executive Board or for any Club-wide positions on the Joint Executive Board.
- b. Any Active Member, Old Boy, Old Girl, or Social Member may be elected to the Board of Directors.
- c. Officers may also be elected to the Board of Directors provided the officer can fulfill the expectations of both positions in a satisfactory manner.

3. Expectations

- a. Dues shall be paid in a manner consistent with appendix A. Any player who fails to do so shall no longer be considered a member in good standing. Payment is due by the first game of the season or March 31 for Members who pay annual dues.

Members will be ineligible to play if their dues are not paid or if they have not worked out a payment plan by the third game of the season. Members experiencing financial hardships may make arrangements on an individual basis.

- b. All Full-time Members shall report to practices, games, and mandatory meetings, on time and prepared. If a Full-time Member is unable to attend any such event, he or she shall provide sufficient notice to his or her respective Team Captain or the person presiding over the meeting. If a Social Member has made a specific commitment to attend a practice, game, or meeting, they will be held to the same standard.
 - c. All Members shall comport themselves in a respectful manner at all times, both on and off the pitch and shall refrain from engaging in any activities that would reflect poorly on the Club or the sport of rugby. Any Member who fails to do so may no longer be considered a Member in good-standing, subject to a decision by the Member's Team Executive Board.
 - d. Specific unacceptable behavior includes, but is not limited to the following:
 - i. Discriminatory conduct on the basis of sex, race, ethnicity, religion, sexual orientation, or gender identity (provided that the Club consult and abide by, to the extent possible, the NERFU or USA rugby guidelines on accommodating gender non-conforming individuals);
 - ii. Violent behavior toward any fellow Club Members, Club Member guests, match officials, opposing teams, or members of the public during any Club event or any activity that the Member might be recognized and affiliated with the club, excluding all but the most extreme behavior occurring during rugby matches;
 - iii. Repeatedly disrespectful behavior or harassment toward any Club Member, the Club as a whole, opposing teams, match officials, or coaches; this includes any form of disrespectful communication.
4. Failure to meet the requirements of Section 3 of Article IV shall be grounds for termination of Membership in accordance with Section 5(c) of Article IV.
5. Disciplinary Procedures and Termination of Membership
- a. A Member may voluntarily terminate his or her Membership or level of commitment at any time; the Club will consider a Membership officially terminated or commitment level officially reduced when the Member expressly states his or her wishes to do so.
 - b. A Member may be in bad-standing if:

- i. He or She is suspended, which may happen immediately and without prior notice by his or her respective Team Captain, President, or Vice President if that Member commits an egregious violation of Section 3(c) or 3(d) of Article IV
 - ii. He or she repeatedly fails to fulfill the requirements found in Section 3 of Article IV and has failed to correct the problem after receiving sufficient notice and opportunity for correction.
 - c. The decision to officially terminate Membership of a member in bad-standing shall be determined in the following manner:
 - i. The Joint Executive Board shall take a simple majority vote on whether to advise the bad-standing Member's Team Executive Board to vote for the bad-standing Member's termination;
 - ii. In the instance of a "nay" vote, the bad-standing Member's Team Executive Board shall set the terms for the bad-standing Member's reinstatement as a Member in good-standing but in the instance of a "yea" vote, the bad-standing Member's Team Executive Board shall take a supermajority vote on whether the bad-standing Member should be terminated;
 - iii. In the instance of a "nay" vote, the Team Executive Board shall set the terms for the bad-standing Member's reinstatement as a Member in good-standing but in the instance of a "yea" vote, the bad-standing Member's Membership shall be terminated.
 - d. Under none but the most extraordinary circumstances will any dues be refunded. Any member whose membership was voluntarily or involuntarily terminated or whose membership commitment level was voluntarily reduced will continue to be liable for any outstanding financial obligations to the Club.

6. Reinstatement of Membership

- a. A member whose membership was terminated due to failure to pay any outstanding financial commitments may be reinstated once those financial commitments have been cleared.
- b. A member whose membership was terminated due to behavioral problems may only be reinstated through a supermajority vote of the Team Executive Board.

V. Executive Board and Board of Directors

1. The Joint Executive Board shall direct the day-to-day affairs of the Club and the Team Executive Boards will manage the day-to-day affairs that pertain only to their Teams.

2. Any Officer or Director may be removed with or without cause in the following manner, provided that the Officer or Director in question is provided notice of the potential imminent removal:
 - a. By supermajority vote of all voting Team Executive Board Members, if the Officer in question holds a Team-specific position,
 - b. By supermajority vote of all voting Joint Executive Board Members, if the Officer in question holds a Club-wide position or is a Director,
 - c. By simple majority vote of all voting Team Members, if the Officer in question holds a Team-specific position and a special General Meeting was called to effectuate such a vote, or
 - d. By simple majority vote of all voting Club Members if the Officer in question holds a Club-wide position or is a Director and a special General Meeting was called to effectuate such a vote.

3. The Men's Team Executive Board shall consist of the following Officers:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Recruiting Secretary
 - e. Social Secretary
 - f. Match Secretary
 - g. Field Secretary
 - h. Ombudsman
 - i. Old Boys Liaison
 - j. Captain
 - k. Assistant Captain

4. The Women's Team Executive Board shall consist of the following officers:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Recruiting Secretary
 - e. Social Secretary
 - f. Match Secretary
 - g. Field Secretary
 - h. Ombudswoman
 - i. Old Girls Liaison
 - j. Forwards Captain
 - k. Backs Captain

5. The Club-wide Executive Board positions shall include
 - a. Fundraising Secretary
 - b. Website Coordinator
6. Officers shall be elected for a one-year term during the Annual General Meeting (AGM). The term shall start immediately following the later of the election or the last match of the Fall Season and there shall be no term limits.
7. Principal Duties of the Executive Board are as follows:
 - a. Scheduling of matches and tournaments;
 - b. Interviewing and hiring a coach;
 - c. Upholding the bylaws of the Club;
 - d. Scheduling of practices;
 - e. Scheduling of matches;
 - f. Scheduling social events and fundraisers;
 - g. Directing recruiting efforts;
 - h. Collecting dues, scheduling expenditures, and other financial matters;
 - i. Keeping the Club membership informed and dividing Club work among the members;
 - j. Providing leadership and setting Club policies.
8. The Board of Directors shall consist of five Directors elected to three year terms and there shall be no term limits; they shall collaborate and share responsibilities equally but they may appoint a chair among themselves.
9. Principal Duties of the Board of Directors are as follows:
 - a. Setting the long-term financial and developmental goals of the Club;
 - b. Completing and filing official documents including tax documents, and corporate filings;
 - c. Signing all Club or Team Contracts;
 - d. Hearing, investigating, and deciding on conflicts of interest issues;
 - e. Providing advisory opinions for the Teams or the Club when asked to do so.
10. Emergency elections may be held to fill empty positions or to replace an Officer or Director who quits or is ousted; such emergency elections will be called by the President of the respective Team Executive Board or the Presidents of the Joint Executive Board for Director or Club-wide positions.
11. The guidelines set above give the Team Executive Board, the Club Executive Board, and the Board of Directors broad but not unlimited powers. All Club Members are expected and encouraged to make their feelings known on any issue facing the Club. However, once the various governing bodies reach any given decision within their power to reach,

it is expected that all Club members will do their best to participate and promote the decisions of their elected Officers and Directors.

12. Any non-voting Officer on a Team Executive Board may also hold a voting Officer position on either their Team Executive Board or the Joint Executive Board.
13. Any voting Officer on a Team Executive Board may also hold a Club-wide Executive Board position.
14. Any Officer may also be a Director, provided they hold no more than one Officer position.
15. No director or officer shall be entitled to any compensation for fulfillment of such officer and/or director duties and obligations as set forth in this Article V. or in Appendix B attached hereto.

VI. Meetings

1. All matters acted upon at any meeting shall be decided by, depending on the specific requirements of the matter being voted on, a simple majority or supermajority of present members who are eligible to vote. No votes of absent members will be counted except in the event of extreme extenuating circumstances prevented a voting member from being present; provided that the Member informed his or her Team President with his or her vote prior to the vote count.
2. Quorum, attendance, and actions that may be taken remotely:
 - a. Quorum: A majority of the body holding the meeting shall constitute a quorum at any meeting. If a meeting must be postponed due to lack of quorum, any business may be transacted at the rescheduled meeting which might have been transacted at the meeting as originally called.
 - b. Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors, the Joint Executive Board, the Team Executive Boards, or any committee thereof at a duly held meeting may be taken without a meeting if all members of said bodies consent in writing to the adoption of a resolution authorizing the action. Such written consents may be given via email or similar electronic communication and shall be filed with the minutes of the proceedings.
 - c. Personal Attendance by Conference Communication Equipment: Any one or more members of the Board of Directors, the Joint Executive Board, the Team Executive Boards, or any committee thereof may conduct or participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, provided the person presiding over the meeting gives permission for such method of participation. Participation by such means shall constitute presence in person at the meeting.

3. General Meetings

- a. An Annual General Meeting (AGM) shall be held within four weeks of the completion of the fall season at a place designated by the Joint Executive Board. This meeting shall serve as the annual opportunity for the Club members to elect new Officers and Directors and to approve any proposed changes to the Club Bylaws. It shall also be an opportunity for members to air grievances, make announcements, or hold general discussions about the current or future activities of the Club. Both Teams shall meet at one AGM but the Teams may split for a portion of the meeting to handle matters and elections that are Team specific.
- b. Special General Meetings may be called for a single Team or the Club as a whole by the President of the Team Executive Board or the Presidents of the Joint Executive Board, respectively.
 - i. Team Special General Meetings may be called by the Team Members if at least one quarter of the Team members eligible to vote feel that such a meeting is necessary and express as much to the Team Executive Board;
 - ii. Joint Special General Meetings may be called by the Club Members if at least one quarter of the Club Members eligible to vote feel that such a meeting is necessary and express as much to the Club Executive Board;
 - iii. The Team President(s) shall set the time and place of the Special General Meeting and unless circumstances necessitate otherwise, the President(s) shall schedule the Special General Meeting to occur within one month of the determination that such a meeting should occur;
 - iv. In order to ensure that Members are able to gather the requisite amount of Members in support of the meeting, the Club must provide a yearly list of all Active Members.
- c. At least ten days prior to either the AGM or any Special General Meetings, the meeting place and time shall be publicized on the Club website and announced in at least one Team or Club email or via any future primary mode of group communication.
- d. At least three days prior to either the AGM or any Special General Meetings, the Team President or Club Presidents shall disseminate:
 - i. The agenda, which shall include the issues that Members expressly requested to discuss;
 - ii. A copy of any proposed changes to the Club Bylaws;

- iii. A list of any vacant Officer or Director positions and the names of the persons running for such positions.

4. Team and Club Executive Board Meetings

- a. Team Presidents shall have the power to call and schedule Team Executive Board Meetings.
- b. Either Team President may request a Joint Executive Board Meeting but they are not mandatory for the opposite Team or Club-Wide Officers unless both Presidents agree to call the meeting.
- c. The Joint Executive Board shall meet at least twice a year, preferably prior to the beginning of each season.

5. Budget Committee Meetings

- a. The Budget Committee consists of the Men's and Women's Team Presidents, the Men's and Women's Team Vice Presidents, the Men's and Women's Team Treasurers, and the Club Fundraising Secretary.
- b. It shall meet as often as the Budget Committee deems necessary but no less than twice a year.
- c. The purpose of the Budget Committee meetings is to manage the day-to-day finances of the Club, which shall include but not be limited to the following topics:
 - i. Determining total past and pending expenditures for that year;
 - ii. Reexamining fundraising prospects;
 - iii. Assessing what further purchases can or should be made;
 - iv. Considering any changes in the dues structure found in Appendix A
 - v. Ensuring the Club's day-to-day finance decisions remain in line with the Board of Directors' long-term financial goals.
- d. The Budget Committee shall create yearly budget plans but in order for such plan to be enacted, it must receive approval from the Joint Executive Board and the Board of Directors.

VII. Duties and Expectations of Coach

1. Specific duties and expectations of any coach shall be laid out in a contractual agreement that shall contain terms and conditions that are mutually agreeable to both the coach and the Team that will be supervised by that coach. However, every coaching contract must contain language explaining that disrespectful behavior on behalf of the coach toward team members, Club members, referees, opposing teams, or spectators shall not be tolerated. Furthermore, every coaching contract must contain provisions explaining the length of the contract and the appropriate method for early termination by either party. Directors should check to ensure that such provisions are included in the contract before signing.

VIII. Awards

1. The following awards shall be presented annually to the Men's Team Members who most exemplified the spirit of the award, as determined by a confidential vote of all Members eligible to vote:
 - a. Dennis Sullivan Award;
 - b. Most Improved Player Award;
 - c. Most Valuable Player;
 - d. Old Man River Award;
 - e. Killer B/Orange Whip Award.
2. The following awards shall be presented annually to the Women's Team Members who most exemplified the spirit of the award, as determined by a confidential vote of all Members eligible to vote:
 - a. Most Improved Player Award;
 - b. Most Valuable Player Award;
 - c. Rookie of the Year Award;
 - d. Rat Spirit Award;
 - e. Unsung Hero Award.
3. Details on the purpose of, eligibility for, and voting for each award are contained in Appendix C.

IX. Communication

1. The Charles River Rugby Union email list shall be the Club's primary mode of communication between its Members.
2. The website will serve as a public forum for publishing the Club annual reports and Bylaws as well as for listing the Club Officers. It will also serve as a method for marketing, recognizing and thanking Club sponsors, recruiting, posting current Team and Club events, publishing match reports, and posting general Team and Club information.
3. The Club will also continuously adapt its modes of communication and attempt to have a significant presence on the most highly utilized and effective social media forums available.

X. Member Development

1. The Club will encourage players to participate in select-side and elite rugby play to the maximum extent possible.
2. The Club will strive to provide financial support for Select Side travel expenses incurred by any Full-time Member participating in select-side or otherwise elite matches or tournaments.
3. The amount of such financial support shall be decided by the Joint Executive Board based on the Club's current financial position.

XI. Conflict of Interest Policy

1. Purpose: The purpose of the conflict of interest policy is to protect this Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions
 - a. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
 - ii. A compensation arrangement with the Club or with any entity or individual with which the Club has a
 - IV. transaction or arrangement, or
 - V. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - c. Compensation: includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article XI, Section 2, a person who has a financial interest may

have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

- a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at a Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Directors shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the

basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
5. Records of Proceedings: The minutes of the Board of Directors shall contain:
- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
6. Compensation
- a. A voting member of the Board of Directors or the Executive Board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
 - b. A voting member of any committee or governing body whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
 - c. No voting member of the Board of Directors, the Executive Board, or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
7. Annual Statements: Each Director shall, at the beginning of their tenure as such, sign a statement which affirms such person:
- a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and

- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
8. Periodic Reviews: To ensure the Club operates in a manner consistent with its stated purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
 - c. Whether the Club, its members, its Directors, and its Officers are abiding by its stated non-discrimination policy.
9. Use of Outside Experts: When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

XII. Indemnity

1. The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Club or any of its subsidiaries, or who at the request of the Club may serve or at any time has served as a director, officer, or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties, and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct).
2. Such indemnification shall include payment by the Club of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification

under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

3. Notwithstanding this Article XII.(1.) or (2.), no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Club, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction.
4. Where indemnification hereunder requires authorization or approval by the Club, such authorization or approval shall be conclusively deemed to have obtained, and in any case where a director of the Club approves the payment of indemnification, such director shall be wholly protected if:
 - (a) the payment has been approved or ratified by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding; or
 - (b) by members of the Club if disinterested; or
 - (c) the action is taken in reliance upon the opinion or independent legal counsel (who may be counsel to the Club); or
 - (d) the payment is approved by a court of competent jurisdiction; or
 - (e) the directors may have otherwise acted in accordance with the standard of conduct as set forth in M.G.L. c. 180.
5. Any indemnification or advance of expenses under this Article XII. shall be paid promptly, and in any event within thirty (30) days, after receipt by the Club of a written request therefor from the person to be indemnified, unless the Club has determined that the person is not entitled to indemnification. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Club.
6. The right of indemnification under this Article XII shall be a contract right inuring to the benefit of the directors, officers, and other persons entitled to be indemnified hereunder. No amendment or repeal of this Section XII shall adversely affect any right of such director, officer, or other person existing at the time of such amendment or repeal.
7. The right of indemnification under this Article XII shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other

persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

XIII. Insurance

1. The Board of Directors recognizes its responsibility to preserve and protect the property and other assets of the Club from any occurrence. To this end, the Board of Directors shall vote upon, purchase, and maintain such insurance policies to provide coverage for the Club as the Board of Directors deems necessary to adequately protect these assets.

XIV. Bylaw Amendments

1. Bylaw Amendments may be proposed and provided to the Men's and Women's Team Presidents by any Active Member at least ten days prior to the AGM or within two days after receiving notice of a Club Special General Meeting.
2. Changes and updates to the Bylaws may be made by a simple majority vote at either the AGM or a Club Special General Meeting, provided that the proposed changes were provided to the Members in the time specified under Section 2 of Article VI.
3. Appendices may be updated and amended as necessary through a majority vote of the Joint Executive Board.

APPENDICES:

- A. Dues Structure
- B. Club Officer Duties
- C. Club Awards
- D. Charles River Rugby Hall of Fame

APPENDIX A – DUES STRUCTURE

Dues shall be paid according to the following chart:

Member Status	Single Season Dues		Full Year Dues	
	Men	Women	Men	Women
Full-Time (non-rookie)	\$125	\$125	\$200	\$200
Rookie	\$50	\$50	\$100	\$100
Student	\$50	\$50	\$100	\$100
Social	\$30	\$30	\$50	\$50
Old Boy/Old Girl	\$30	\$30	\$50	\$50
Inactive*	N/A	N/A	N/A	N/A

*Inactive players shall not be charged any dues but will be expected to contribute if they request to play in a match or tournament or if they participate in a social activity that uses Club funds.

APPENDIX B – DUTIES OF THE CLUB OFFICERS

Team Specific Positions

President:

The Presidents will supervise the overall day-to-day operations of the Club's and their respective Team's organization. They will be the Club representatives to the community, sponsors, and the Union but may delegate tasks as appropriate. The Women's President and Men's President will call all the meetings of their respective Teams and Team Executive Boards. Generally, both Presidents should work closely together and coordinate to call any necessary meetings. The Presidents shall reside over their respective Team meetings and Team Executive Board meetings and shall share responsibility for presiding over Joint Executive Board meetings and General Meetings. They will be chiefly responsible for official negotiations with coaches over contractual terms, for offering a person a coaching position, or for informing a coach that a contract will not be renewed. The presidents are authorized agents of the club and may bind the club in any contract or other binding agreement through electronic or handwritten signature. They will appoint any committees needed for special Club activities.

Responsibilities:

- Delineate yearly goals, present them to their Team Executive Board and the Joint Executive Board, and see to their execution;
- Schedule and conduct regular Team Executive Board meetings and Joint Executive Board meetings as necessary;
- Oversee Officers by:
 - Maintaining contact with them,
 - Assisting them with tasks as needed,
 - Checking in with them on deadlines and ensuring that they are able to complete essential tasks in a timely manner,
 - Addressing unsatisfactory behavior;
- Member of Budget Committee;
- Oversee Club finances and endowments, in conjunction with each other, the Vice Presidents, the Treasurers, and the Fundraising Secretary;
- Act for the overall good of the Club and the sport of rugby

Vice President:

The Vice Presidents shall assist their respective Team Presidents in all facets of the job. The Women's Team Vice President should be willing to help Men's Team's President, should the need arise, and vice versa. If a Team President vacates his or her position for any reason, that Team's Vice President shall become acting President until the position can be filled. The Vice Presidents shall also assist in fulfilling any Team Executive Board position roles that are vacant until the vacant position can be filled. They shall be responsible for any match reports and meeting minutes in the absence of a secretary.

Responsibilities:

- Assist the Presidents in:
 - Team Executive Board management and oversight,
 - Scheduling and planning meetings,
 - All other tasks, as needed;
- Member of Budget Committee;
- Taking Joint and Team Executive Board meeting minutes;
- Ensuring that match scores are recorded and match reports are written;
- Act as Team President in their Team President's absence.

Recruiting Secretary:

The Recruiting Secretaries shall be in charge of coordinating all facets of player recruitment and retention. They will insure the Club is advertised in local papers and other media and will contact local colleges and other potential player conduits regularly. The existence of the Recruiting Secretary does not preclude other Members from attempting to recruit new Members. All members are encouraged to participate in recruiting efforts and in welcoming new Members into the Club is a standard expectation of all Members.

Responsibilities:

- Establish a yearly recruiting plan and call committees as needed to carry out this plan;
- Respond to all recruiting inquiries;
- Maintain a database of and contact with interested recruits, apprising them of all Club events, until they are added to the Club's email list serve;
- Ensure the upkeep of the recruiting email address;
- Establish a rapport with new Club Members and encourage others to do so;
- Introduce recruits to the coach(es), Captains, President, and other Members;
- Ensure that they are invited to social activities and treated hospitably when there.

Social Secretary:

The Social Secretaries will be responsible for all events that are primarily social in nature. This includes post-match socials, season opener parties, season wrap-up parties, non-drinking activities, and other Team and Club activities. They shall create committees for various events as necessary.

Responsibilities:

- Arrange for the provision of food and drink at post-match socials, and schedule them schedule with the venue;
- Encourage, schedule and coordinate banquets, holiday parties, social gatherings, Team or Club trips, Team or Club dinners, or any other purely social gathering;
- Create and maintain a schedule of all annual social events;
- Coordinate with the other Team and Joint Executive Board Members to ensure that the various Club or Team events do not conflict with each other;
- Coordinate with the Match Secretary regarding post-game trips and activities;
- Encourage and facilitate player interaction off the rugby pitch.

Old Boy/Old Girl Liaison:

The Old Boy/Old Girl Liaison shall be the primary contact between the Charles River active players and Charles River inactive players and past members (Old Boys/Old Girls). This role may be filled by an Old Boy/Old Girl but does not need to be.

Responsibilities:

- Communicate Club events and club news to Old Boys and Old Girls through email, newsletters, telephone calls, social media, or any other appropriate means of communication;
- Promote participation of Old Boys and Old Girls in the daily activities of the Club, particularly in soliciting their participation in fundraising events;
- Organize events specifically tailored to generating contact between Old Boys and Old Girls and current Members such as an Old Boy/Old Girl vs. Current Team rugby match;
- Maintain a database of Old Boy or Old Girl contact information;
- Assist in maintaining the Old Boy/Old Girl section of the Club website.

Treasurer:

The Treasurers shall be chiefly responsible for the management of Club finances. Each team treasurer shall ensure that line-items for their Team's various expenses are appropriately managed. The Treasurers shall work closely with each other to coordinate large payments to ensure that the Club does not incur overdraft fees or spend more money than finances will allow. The Treasurers shall inform the Presidents and the rest of the Joint Executive Board when actual expenses will exceed anticipated expenses. The Treasurers should coordinate with the Presidents to be fully prepared for Budget Committee Meetings.

Responsibilities:

- Maintain the Club's bank account;
- Maintain Club endowment;
- Member of the Budget Committee;
- Track all annual Club expenses and credits;
- Collect and keep track of all dues payments and communicate delinquent Members to the President;
- Create reasonable payment plans for players who report financial hardship;
- Provide budget forecasting for the Team Executive Boards, the Joint Executive Board, and the Board of Directors;
- Provide prompt notice to their respective Team Executive Boards and the Joint Executive Board when actual expenses will exceed projected expenses or anticipated credits.

Match Secretary:

The Match Secretaries shall be responsible for scheduling all games, including B-side games, obtaining permits for practice field space, and acquiring match officials for each home game. They shall notify their respective Teams, the visiting team, and match officials of the location

and time of all their Team's games. They shall also assist in coordinating carpooling or other modes of transportation to and from games as needed.

Responsibilities:

- Schedule all games, including B-side games;
- Develop a working relationship with match secretaries of other Clubs in the Union;
- Provide Pitch directions to the assigned referee and the opposing team for home games and to their own team for away games at least two days in advance;
- Coordinate assignment of match officials with the Referees Society for home games;
- Obtain and schedule permits for field usage, games, and practices, which may require coordinating with other Boston area Teams to share field space and permits to minimize costs.

Field Secretary:

The Field Secretaries are in charge of field set-up, equipment management, and equipment transportation and storage. They may call for assistance in carrying out these tasks, particularly for setting up the field for home games, as necessary.

Responsibilities:

- Coordinate field set-up for matches;
- Ensure the laws regarding proper pitch layout are properly implemented;
- Manage and maintain the Club's equipment inventory, including match and practice equipment and jerseys;
- Report inventory to their respective Team Executive Boards at least once a season;
- Advise their respective Team Executive Boards regarding necessary equipment purchases;
- Coordinate equipment purchases with the Team Treasurer;
- Ensure that all necessary equipment arrives at every practice and match and ensure that balls are pumped and ready for use;
- Find suitable storage space for all equipment.

Ombudsman/Ombudswoman:

The Ombudsman/Ombudswoman is responsible for fostering and maintaining positive working relationships between Club Members, Team and Club Executive Board Members, and coaches. This might entail taking it upon his or herself to address emerging issues with individuals or groups, responding to complaints by any member of his or her respective Team, facilitating Team-building activities, coming up with tactful ways to address problems with a Member in or on the verge of becoming in bad-standing or a Team or Joint Executive Board member who is not performing at a satisfactory level, or addressing the Team or Club as a whole to address or preempt systemic or wide-spread issues. The Ombudsman/Ombudswoman shall also be responsible for planning and carrying out charitable events and may call committees as needed to ensure that these events are properly executed. The Ombudsman/Ombudswoman may also be called upon by their coach(es) or Captains to assist in selecting players for starting positions. The

Ombudsman/Ombudswoman is a non-voting Team Executive Board and Joint Executive Board Member.

Responsibilities:

- Aid coach(es) or Captains when addressing side-selection Member concerns;
- Be available and accessible for Members to lodge complaints, air grievances, or simply discuss an issue or worry they might have;
- Act as a non-judgmental, neutral party regardless of any personal feelings or involvement in a matter or conflict;
- Mediate conflicts in an appropriate manner;
- Maintain anonymity of members who lodge complaints and wish to remain anonymous;
- Promptly address any instances of disrespect, discrimination, or otherwise unacceptable behavior;
- Form committees for carrying out charitable events;
- Understand the rules and regulations associated with charitable giving for non-profit and 501(c)3 organizations;
- Serve as an advisor for the coach(es) or Captains when asked for assistance with selecting players for starting positions.

Captain:

The Captains shall be responsible for Team management on the field and at practice. They shall work to boost and maintain Team morale and shall cooperate with the coach(es) in the supervision of all training sessions and match-day activities. They shall be chiefly responsible for choosing line-ups but may seek the coaches' advice and the advice of their Team Ombudsman when necessary. The Captains shall exercise sole authority over Members when on the pitch. The authority may include appointment of a pack and a backline leader, kickers, captains of alternate sides, and the removal of a player from the pitch for conduct detrimental to the best interest of the Team or the Club. These decisions and designations should be determined prior to the start of a match as much as possible. The Captains and the coach shall discuss desired substitutions prior to the match but, generally, the coach may make substitutions during the match as needed. It is left to each Team's discretion to have one Captain, one Captain and one Vice-Captain, or two Co-Captains. The Captains are non-voting Team Executive Board and Joint Executive Board Members.

Responsibilities:

- Provide on-field leadership and coordinate all rugby and training related activities;
- Set the example and coordinate the team's overall on-field character and attitude;
- Initiate and run off-season captain's events and practices;
- Establish and provide suggested training regimes;
- Maintain above-average personal physical fitness;
- Act as the liaison between the coaches and their team;
- In concert with the coaches, establish, coordinate, and see to the execution of their respective Team's long-term and individual match strategy;
- Establish, coordinate and see to the execution of the Club's agenda for training sessions;

- Establish a positive relationship with each player;
- Lead and have final say in the match selection process.

Club Wide Positions

Fundraising Secretary:

The Fundraising Secretary shall plan and coordinate all Club fundraising activities. This includes initiating contact with potential sponsors, maintaining relationship with current sponsors, planning fundraising events, creating a fundraising schedule with anticipated costs and revenues, and soliciting new fundraising ideas from Club members. The Fundraising Secretary shall call committees as necessary to carry out his or her essential tasks. There must be at least one Fundraising Secretary on the Joint Executive Board but both teams need not have a Fundraising Secretary as long as both teams are equally involved in implementing fundraising activities. The Fundraising Secretary may not vote in Team Executive Board Decisions but may vote in Joint Executive Board Decisions.

Responsibilities:

- Member of Budget Committee;
- Keep records of past fundraising efforts, including costs and revenues and any contacts established through the planning or implementation of the fundraiser;
- Keep records of donors and sponsors, including their contact information and the value of their donation or sponsorship;
- Understand the rules and regulations associated with fundraising for non-profit and 501(c)(3) organizations;
- Implement fundraisers and solicit help from Club members on an on-going basis;
- Coordinate with the other Executive Board members to ensure that the various Club or team events do not conflict with each other.

Webmaster:

The Webmaster shall be responsible for maintaining the Charles River Rugby Club website for both the Men's and the Women's Teams. They must keep it up to date and looking professional and respond quickly to any glitches that may arise. The Webmaster may not vote in Team Executive Board Decisions but may vote in Joint Executive Board Decisions.

Responsibilities:

- Update website, which shall include but is not limited to:
 - Updating the website calendar,
 - Posting match scores and match summaries,
 - Updating the list of acting Officers and Directors;
- Choose the design and layout of the website;
- Make reasonable judgment calls about the content of the website;
- Ensure that the Club has a significant web presence.

Board of Directors

Director (5 positions, 3-year terms):

The Board of Directors shall be the legal controlling body of the Club but shall leave the day-to-day management of the Club to the Team and Club Executive Boards. They are responsible for all tax, corporate, and other legal filings. They shall set the long-term goals of the Club and delineate those goals in 3- or 5-year plan reports. They shall also serve in an advisory role and will have final approval over the Club's yearly budgets. This budget approval shall only be to ensure that the yearly budgets are in-line with the long-term financial goals of the Club; the Board of Directors need not attend Budget Council meetings unless they are so inclined. The members of the Board are all authorized agents of the club and may bind the club in any contract or other binding agreement through electronic or handwritten signature.

Responsibilities:

- Create long-term plan, this shall include both fiscal and developmental goals and proposed steps for realizing those goals;
- Provide advisory opinions to the Joint or team e-boards when asked;
- Approve the final yearly budget;
- File all legally required documents including tax, corporate annual reports, change of officer forms, etc.;
- Hear and assess any specific reports of conflicts of interest;
- Conduct periodic reviews to generally evaluate the Club's compliance with its own By-Laws and with the Laws governing tax-exempt or non-profit organizations, and to guard against conflicts.

APPENDIX C – AWARDS

Team Awards will be presented at the Annual Awards Banquet. Criteria for each award are listed below. Team award recipients shall be established by a plurality ballot vote of the respective team's members in good standing.

1. Men's Team Awards:

Most Valuable Player

This award shall be presented to the player who has proved to be the most valuable player to the team as a whole.

Most Improved Player Award:

This award shall be presented to the player whose play, in the opinion of the team, has improved the most during the preceding year. Consideration should be given to all players who strive for excellence, and voters should give consideration to the effort as well as the accomplishments of the player.

Dennis J. Sullivan Award:

The Dennis J. Sullivan award shall be presented to the player who most embodies the qualities of hard play, fairness, leadership, and dedication to the Club and the game demonstrated by the late Dennis Sullivan. More than any other player in the Club's history Dennis "Sully" Sullivan exemplified the true spirit of Charles River Rugby. An intense and dedicated player on the field, Sully was also a team player off the field. His personality, love of the game, and spirit are lasting memories for those who played beside him and should serve as an inspiration for all Club members. The Dennis J. Sullivan Award was inaugurated to recognize the player who best exemplifies the qualities exhibited by the late Dennis Sullivan: team spirit, dedication, and love of the sport.

Teammate Testimony regarding Dennis Sullivan:

"Dennis Sullivan was a model for Charles River rugby. He played #8 with skill, desire and toughness at a time when the Rats were a new team at the very beginning of our push into first-division play. Dennis was an absolute leader in every respect, utterly fearless and eager to mix it up and triumph against the big boys of New England rugby. His commitment to rugby and the Rats was absolute. He once left in the middle of a wedding reception, played the A game, washed off in a puddle, threw the tux back on and zipped back to the reception--his spouse was not overjoyed but here was a rigger who had his priorities arranged properly. He was at the beginning of his legal career and had a new baby when a tragic accident took him away. The reason this award is named for him is not just because of the way we lost him, but really because his toughness, commitment and passion for the game epitomizes what the Charles River Rats are all about."

Old Man River Award

This award shall be presented to the River Rat who has made the greatest contribution to the Club in the preceding year.

The Killer B/Orange Whip Award:

The Killer B Award shall be presented to the B-side or, in the event that there was not significant opportunity for B-side matches, the non-starting player who exhibited the most devotion and enthusiasm on and off the pitch.

2. Women's Team Awards:

Most Valuable Player Award:

This award shall be presented to the player who has proved to be the most valuable player to the team as a whole.

Most Improved Player Award:

This award shall be presented to the player whose play, in the opinion of the team, has improved the most during the preceding year. Consideration should be given to all players who strive for excellence, and voters should give consideration to the effort as well as the accomplishments of the player.

Rookie of the Year Award:

This award shall be presented to the rookie who has shown the most skill, put forth the most effort, and demonstrated the most dedication to the team. While the rookie's game play should be a significant factor, practice attendance, enthusiasm, work-ethic, and dedication should be considered as well.

Rat Spirit Award:

This award shall be presented to the team member who most exemplifies the Charles River Women's Rugby mantra of working hard, having fun, and showing respect towards their teammates, referees, and opposing teams. This player should be a calming voice when the team becomes agitated on the field, an energy booster when the team is tired or not fully pumped, and a morale booster when the team adopts a defeatist attitude. Significant contributions to administrative aspects of running the Club or the planning and execution of team bonding or social events are important factors in choosing the recipient of this award as well.

Unsung Hero Award:

This award is presented to the team member who has demonstrated enormous dedication to the Club, both on and off the pitch, but whose efforts at times go unnoticed due to the nature of the roles they fill.

APPENDIX D – CHARLES RIVER HALL OF FAME

Current and former Members of the Club shall be inducted on a regular basis, as determined by the Presidents.

No Members have been inducted at this point in time.