

# **Chapter 2**

## **Constitution and Bylaws of the South Independent Rugby Conference**

### **PREAMBLE**

We, the members of South Independent Rugby Conference, to fully realize our purpose, do hereby adopt and establish this constitution as the guiding instrument of our organization.

#### **1. Name**

This organization shall be called South Independent Rugby Conference. (Hereafter referred to as "SIRC or "conference").

#### **2. Affiliation**

The conference and its member clubs will observe and be immediately governed through its affiliation with USA Rugby, the national governing body which maintains the Laws of the Game as written by World Rugby.

The conference will have concurrent jurisdiction over its member clubs in all matters pertaining to the administration of rugby activities to include but not to be restricted to competitions, discipline, player & club eligibility, and related matters.

#### **3. Mission**

The mission of the conference shall be to maintain a structure for collegiate rugby competition for its member clubs in accordance with the spirit of the game encouraging discipline, respect, integrity, passion and solidarity, and to undertake other activities incidental or conducive to the furtherance of these objects.

The conference is committed to encouraging the highest ethical standards. All clubs involved in the conference should conduct themselves with integrity, transparency, accountability and in a fair and equitable manner consistent with the USA Rugby Code of Conduct.

#### **4. Membership**

The membership of the conference shall be limited to rugby clubs in good standing of four-year colleges and universities. Membership in the Conference runs from June 1 to May 30. Club membership status shall consist of the following:

a) Full Membership – A full member shall have full voting rights and shall hold one seat on the Board of Directors.

b) Associate Membership – An Associate Member shall have no voting rights, though will maintain access to certain other services as approved by policy of the Board of Directors.

Conference members shall abide by, and be governed by the Constitution and Bylaws. Members shall pay membership fees and assessments as determined by the Board.

**Resignations:** A club may resign from the conference with or without cause after fulfilling all competition and financial duties to the conference and before May 30. Mid-season resignations will not be accepted. Clubs may provide the commissioner an intention to resign prior to fulfilling all conference responsibilities. However, the resigning club shall remain liable for any pending competition and financial obligations to the conference.

**Annual Renewal:** Any Full or Associate Members in good standing which have not resigned prior to May 30 are deemed renewed for another academic year and are obligated to the competition and financial responsibilities of the conference.

**New Members:** Any club seeking to become a member of the conference shall submit a request to the Board of Directors. New members shall be admitted following a two-thirds affirmative vote of the Board of Directors.

**Notice of Member Leadership:** Member clubs shall provide conference leadership with club leadership names and contact points as changes occur.

**Member Communication:** The preferred mode of communication with the conference leadership shall be electronic mail and/or telephone.

## 5. Management

**Board of Directors:** The Board of Directors (Board) is the governing body of the conference. Each club with Full Membership status shall assume one seat on the Board. Directors shall be charged with the duty of representing not only the interests of their clubs, but those of the conference as a whole.

**Duties of the Board:** The Board shall:

1. Elect conference officers
2. Amend the bylaws as needed
3. Establish and enforce policies governing the conference
4. Establish the annual budget for the conference

The officers of the conference shall consist of the following:

**A. Commissioner** - The affairs of the Conference shall be conducted by the Commissioner as directed by the Board of Directors. The Conference Commissioner shall have charge of and be responsible for all areas in relation to conference development, communication, administration. Other duties may be assigned to him by the Board. The conference commissioner shall serve as:

a) *Chief of Staff* - The Conference Commissioner shall have general and active supervision over the business of the conference and serve as the Chairman of the Board of Directors.

b) *Conference Spokesperson* – The commissioner is the official spokesperson for the conference and is responsible for communicating with governing affiliations, member clubs, and any partnering organizations. No persons shall speak for the conference without express permission from the Commissioner.

d) *Conference President* – The commissioner of the conference shall serve as the President of the South Independent Rugby Conference Corporation.

**B. Secretary** – The conference secretary is responsible for maintaining the conference documents including the Constitution and By-Laws, Conference Manual, Policies of the conference and meeting minutes. Annual reviews of the Bylaws and Competition Manual shall be conducted to ensure they are relevant, comprehensive, and contemporary.

**C. Treasurer** - The Treasurer shall be responsible for the administration and management of the conference finances. The Treasurer shall administer the following areas as well as other duties that may be assigned to him by the Board.

1) *Budget* - Responsible for maintaining the budget, as well as having the authority to collect fines, fees, and assessments from time to time as may be required and established by the Board.

2) *Non Profit* - Responsible for maintaining the conference's corporate Not-for-Profit with the state and the 501c3 status with the Federal Government

**Committees:** The Commissioner, with authorization of the board, may appoint advisers, directors, coaches and committees to support the operations of the conference. The commissioner shall appoint the committee chairman.

**Executive Committee** – shall consist of the Commissioner, Secretary, Treasurer and the immediate past Conference Commissioner. The Executive committee is advisory to

the Commissioner and shall assist the commissioner in the management of the Conference. The Executive Committee shall be chaired by the Commissioner.

**Finance Committee** – Shall be chaired by the treasurer and shall review the finances and report to the Board.

**Discipline Committee** – the discipline committee responsibilities are to adjudicate discipline matters consistent with World Rugby, USA Rugby and with the Discipline Policies and Procedures (Chapter 11 of the Conference Manual).

## **6. Tenure**

A. **Board members** – Each member club shall appoint one member to serve on the conference Board of Directors. Each board member has one vote. No proxy votes shall be allowed.

B. **Officers** - The Commissioner, Secretary and Treasurer shall be elected at the Annual General Meeting by a simple majority of the board members present and voting at the meeting.

C. **Terms** – Officers and Board members shall hold such positions for one (1) year. Their terms shall begin on June 1st.

D. **Removal & Vacancies** -The removal of a sitting club shall be resolved by a two-thirds vote of the members voting at a General Meeting. A member of the Board of Directors may resign at any time with or without cause. If the post of any member should fall vacant, the Board of Directors shall have the power to fill the vacancy until the succeeding season.

## **7. Meetings**

A. **Annual General Meeting** - The conference shall hold an Annual General Meeting each year in May. The agenda for the meeting shall include but not be limited to:

- a) Election officers
- b) Adopt the budget for the following year.
- c) Consider bylaws changes as needed.
- d) Review changes to the Conference Manual
- e) Receive reports from members of the Board
- f) Address other relevant business.

**B. Special Called Meetings** - The Conference shall have the option to hold Special Called Meetings as needed to manage the affairs of the conference.

**C. Quorum** - A quorum shall only be established when the Commissioner and 51% of all eligible voters are in attendance. All meetings are open to all members of the Conference and interested persons. Only appointed board members shall be allowed to vote. Guests are allowed to address the board at the pleasure of the chair.

**D. Notices** - At least a ten (10) day notice of the time, place, and meeting agenda shall be given to all voting members of any General Meeting if a vote of high importance, as deemed so by the Board of Directors, is to be taken. No business shall be conducted unless fair notice thereof is contained in the Agenda.

**E. Voting** - All decisions shall be resolved by eligible voters comprised only of the Board of Directors that are present at the meeting. Each member shall be entitled to one vote. Only members present may vote. The Conference Commissioner shall only cast a vote in the event of a tie decision.

**F. Rules** - At meetings of the Board of Directors, Robert's Rules of Order, newly revised.

**G. Changes to the Constitution and Bylaws (Bylaws)** - Any change to the Bylaws shall be resolved by a two-thirds majority at General Meetings. A proposal to change the Bylaws must be submitted in writing to the Conference Commissioner who shall circulate the proposal to all members and allow ten (10) days for submission of any amendments before calling a meeting in accordance with the notice rule above. All amendments to the Bylaws become effective immediately unless otherwise noted.

**H. Called Meetings:** Meetings can be called by the Commissioner, a majority vote of the Executive Committee or by 50% of the members of the Board.

## **8. Finances & Accounts**

The financial year shall be July 1st to June 30<sup>th</sup>.

A finance report and budget shall be submitted by the Treasurer at the Annual General Meeting.

The Treasurer shall maintain the budget, as well as have the authority to collect dues, fines, fees, and assessments from time to time as may be required and approved by the board. Clubs delinquent in payment of dues shall forfeit voting privileges. Dues will be deemed delinquent by September 30.

All checks or charges drawn against the Conference's funds may be signed by the treasurer or commissioner. All expenditures must be approved by the Conference Commissioner in agreement with the Treasurer before they are executed.

All members of the Conference shall be jointly and individually responsible for the financial liabilities of the Conference. Any Conference member who engages in the misuse of funds will be subject to having their membership status revoked.

## **9. Dissolution**

The conference is a Not-For-Profit organization. All profits and surpluses will be used to maintain, improve or develop the conference or to carry out the objectives of the Conference. No profit or surplus will be distributed other than to another non-profit body on the commencement or dissolution of this Conference.

If, upon the dissolution of the Conference there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be transferred to USA Rugby or to other organization or organizations having objects similar to the objects of the conference, such organization or organizations to be determined by the Board of Directors by resolution passed at a General Meeting.