

White Horse Rugby Football Club, Inc.
By-Laws

1. NAME

1.1 This organization shall be incorporated as "White Horse Rugby Football Club, Inc."

1.2 Hereinafter it shall also be known by "WHRFC" or "White Horse RFC".

2. PURPOSE AND STATUS

2.1. The purpose of this organization shall be the promotion of amateur athletics especially through education and community awareness of the game of Rugby Football. WHRFC encourages every player, coach and referee to develop their abilities and knowledge of the game to their fullest potential. We encourage community involvement and participation in all of our events.

2.2 WHRFC is the umbrella organization for three teams:

- White Horse Men's Rugby Football Club ("Men's Team")
- White Horse Women's Rugby Football Club ("Women's Team")
- White Horse Youth Rugby Football Club ("Youth Team")

3. CLUB MEMBERSHIP

3.1 The categories of membership as follows; Active Player, Club Membership, Lifetime Honor.

3.2 Active Membership: Any person who intends to actively play on one of the teams within the past 12 months; and has paid dues or are in good standings with the club.

3.3 Club Membership: Any person who volunteers or otherwise participates in club operations within the past 12 months and is in good standing with the club.

3.3.1 Lifetime Honor: A Lifetime Honor receives club membership status. This honor is considered a club honor reserved for those selected by the current elected officers as deserving of the award through service to the club. A lifetime honor would pay no dues unless they are also active. If active, dues would be an amount constituting one half of the active membership dues for a given season. A lifetime honor will have voting rights for life.

4. LAWS OF THE GAME

4.1 The "Laws of the Game" as authorized by the United States of America Rugby Union (hereinafter also known as USA Rugby), the Eastern Pennsylvania

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Rugby Union (hereinafter also known as the EPRU), and the International Rugby Board (hereinafter also known as the IRB), or their successors or assigns, apply to all WHRFC matches.

5. CLUB BOARD

5.1 The Club board will consist of 4 Officers as well as a representative from the Men's Team, the Women's Team and the Youth Program. Each member of the board will have a single vote in all WHRFC matters.

5.2 The Officers will consist of a Chair, Vice Chair, Secretary, and Treasurer. These positions will be filled by the majority vote of the current members of the club (as defined in section 3) at the last board meeting of the year. Officers cannot be members of team boards. The term for Officers of the Club board is 2 years with a maximum of 2 terms or 4 consecutive years in any board position before taking a one-year leave from board service. An appointed board member completing a vacated position will not count towards their count for maximum service. Alternate term nominations will apply so only 2 positions are up for election at any given time. The Chair and Secretary terms expire on even years while the Vice Chair and Treasurer terms expire on odd years. The club year is defined as January 1 through December 31.

5.2.1 The WHRFC corporation club board is responsible for setting the agenda for the club and creating committees to help accomplish those goals. Managing the club finances and dispersing club funds and making sure the club is in compliance with existing non-profit tax laws. Generating club income by running at least one club fundraiser per year. Making sure the team boards are meeting their responsibilities and complying with the bylaws of WHRFC.

5.2.2 Club Officers may be removed, with just cause, by 5/7 vote of the Club Board.

5.3 The Club board will meet once per month via a face to face meeting. The time and date of all meetings will be published to each team, so all club members have the opportunity to attend.

5.4 The Chair will have the responsibility of ensuring that all club affairs are being handled properly. They will also ensure that any ongoing and new projects for the club are completed and that the club board is focused on projects that lead to stability and success for WHRFC.

5.5 The Vice Chair assists the chair in ensuring that all WHRFC affairs are being handled in a proper and timely manner. The Vice Chair will work closely with the Chair. Where the Chair will be focused on the larger scale initiatives, the Vice Chair will manage the day-to-day responsibilities of WHRFC.

5.6 The Treasurer is responsible for managing the accounts and records for WHRFC to ensure that WHRFC is in compliance with state and federal tax laws for a 501c3 organization. They will collaborate with the team treasurers to manage and keep records

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of the team specific accounts. They will prepare and present the coming year's club budget at the final club board meeting of the year.

The club budget will be reviewed and approved by majority vote of the club board. Any un-budgeted expenses under \$500 coming from a club account must be approved at least verbally by both the Treasurer and either the Chair or the Vice Chair. Team treasurers will have the ability to manage any unbudgeted expense under \$500 coming from their respective teams account. Any expense in excess of \$500 requires a majority vote from current club board members.

5.7 The Secretary is responsible for keeping and publishing minutes of all Executive and Club board meetings and is also responsible for all club board correspondence. The Secretary reports all current activities to the Chair to facilitate meeting their responsibilities as laid out in Section 5.4

5.8 The Men's, Women's, and Youth Team Representatives are responsible for ensuring that their respective team's interests are represented to the board. In addition, they also provide the club board a point of contact for ensuring that the teams are meeting their responsibilities to WHRFC.

5.8.1 Should a Team Representative fail to fulfill their duties, the Club Officers may request in writing to the Team Board that such Team Representative be replaced.

5.9 The club board will consist of additional appointed positions including Fundraiser Chairperson, Public Relations and Communications Specialist, and Field Coordinator. Appointed positions are supporting positions to the Club board and do not have voting privileges as the officers and team representatives.

5.10 The Club board will establish a code of conduct in how the board treats and communicates with each other. This document will be reviewed and revised, as necessary.

6. TEAM BOARDS

6.1 Each team will have their own board to handle the responsibilities of the respective team. The team boards will function independently of the WHRFC board but must meet the following requirements.

6.1.1 Each team must have at a minimum, President, Treasurer and Secretary as officers. All officers serve terms that last one year and must be elected by a majority vote from the team's active members (section 3). There are no limits to the number of terms a team officer can serve.

6.1.2 Any member of the team board can be removed from office by a majority vote taken by the members of their team that are eligible to vote.

6.2 Each team must appoint a representative to the Club board meeting the responsibilities set forth in section 5.1 above. The Club board representative does not

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have to be a member of the team board but must be either a former or active member of their team.

7. RESTRICTIONS

7.1 No Club Officer may receive compensation, except for reimbursement of approved expenses, for services as an officer.

7.2 In the case of WHRFC being disbanded or ceasing operation, all WHRFC assets are to be distributed to another 501(c)(3) organization as determined by an agreement of all current officers of WHRFC; if any team disbands or ceases operations, the assets of the terminating team will be retained by WHRFC.

8. ELECTIONS

8.1 The above-mentioned positions of Club officers are appointed by the current active membership (described in section 3 above) by a simple majority vote. The results of the vote will be presented in the final board meeting of the club year (as described in section 5.2).

8.1.1 Current members may nominate candidates for any office by written notice to the Club board with enough time for the nomination process to be completed. The club officer nominations shall be a topic in the agenda for the November monthly board meeting. The current membership will present their single vote when attending the AGM. The majority winner will be presented to the AGM attendees before the close of the meeting. Their terms begin on January 1.

8.2 The above-mentioned positions of Team officers shall be elected by a simple majority of the active membership of the team before the end of the year.

8.2.2 Anyone running for a Team officer role must first be nominated and then seconded by someone other than themselves. They must then accept this nomination to move forward in the election process. Incumbent officers may nominate themselves for the same positions they currently hold.

8.2.3 If there are no opposing candidates, the nominated Team officers will assume their roles at the beginning of the next year.

9. VOTING

9.1 Votes are to be cast by active members or designate youth proxy only. Only one vote may be placed per active member or youth proxy for each position open.

9.2 The Youth team is allotted only one proxy vote per family in the youth program.

9.3 Votes will be collected via an electronic method that can ensure that voting active members or youth proxies are only able to vote once and that can tie the member to their vote.

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10. APPOINTMENTS OF SUPPORTING ROLES

10.1 The Club board Chair may appoint members or committees to fulfill certain tasks or roles related to WHRFC. Approval of all current Club board members of WHRFC is only required if this person will be collecting cash or soliciting contributions.

11. SPECIAL COMMITTEES

11.1 The Club board Chair may establish WHRFC-level special committees, appoint the members and chairperson of each of those committees and prescribe the responsibilities of each. Approval of all current Club board members of WHRFC is only required if this person will be collecting cash or other WHRFC receivables.

12. VACANCIES

12.1 If the office of Chair of the Club board becomes vacant for any reason, the Vice Chair will assume the responsibilities of the Chair in the manner described above (section 5.4) until such time as the Club board appoints a suitable replacement at the next monthly club board meeting.

12.2 If the office of Vice Chair of the Club board becomes vacant for any reason, the Secretary and treasurer will share the responsibilities of the Vice Chair in the manner described above (section 5.5) until such time as the Club board appoints a suitable replacement at the next monthly club board meeting.

12.3 If the office of Secretary or Treasurer for the Club board becomes vacant for any reason, the remaining Officers will share this role in the manner described above (sections 5.6 and 5.7) until such time as a suitable replacement is appointed by the Club board. The remaining officers will continue to share the roles of Secretary or Treasurer until such time as the Club board appoints a suitable replacement at the next monthly club board meeting.

12.4 Vacancies shall be filled by a majority vote from the remaining Club board at the next monthly board meeting. The remaining club board officers will initiate reaching out to the past nominees and active membership to fill the ballot. Any Officer filling a vacancy will only serve out the remaining term.

12.5 If the office of President of any of the teams becomes vacant for any reason, the team Secretary and Treasurer will share this role of President. In no event shall the office of President remain vacant for longer than a 3-month period.

12.6 If the office of Secretary or Treasurer for any of the team boards becomes vacant for any reason, the remaining officers of the team board would share this role. In no event shall an office remain vacant for longer than a 3-month period.

12.7 Appointed supporting role positions can remain vacant until there is a suitable appointee, with the exception of field coordinator. If the appointed position of field coordinator becomes vacant for any reason, a nominated member of the board or

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appointed team representatives will take on the field coordinator responsibilities until such time as the Club board appoints a suitable replacement.

13. ACCOUNTS AND RECORDS

13.1 WHRFC shall maintain adequate and correct accounts and records of its business and properties. All accounts and records shall be managed by the Club Treasurer. The Chair of WHRFC will be listed as a co-signer with the Club Treasurer on all the club's bank account and will have electronic access to all accounts and records. Each team's treasurer will be listed as a co-signer on their team's individual bank account.

13.2 All accounts, books and records of WHRFC are open for inspection by all members of WHRFC in the manner provided for by the Pennsylvania Nonprofit Corporation Laws.

13.3 Each team's specific bank account and financial records shall be kept by the team treasurers. The team treasurers will collaborate with the club treasurer to properly manage their bank accounts. Club bank accounts, other than the team bank accounts, are the responsibility of the club treasurer.

14. SOCIAL MEDIA

14.1 The Club Board will have access and rights to edit all platforms. There can be no creation of new social media accounts without the approval of the Club board.

14.1.1 Social media accounts for the teams that have been approved by the Club board are under the control of the respective team

15. INDEMNIFICATION

15.1 WHRFC shall indemnify each of its present or former directors, officers, employees or official representatives or any person who is or was serving another entity in any capacity at the request of WHRFC, against all expenses actually and reasonably incurred by the person, including judgments, cost and counsel fees, in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made a party because that person is or was serving in such a capacity. The right of indemnification may also apply to expenses of litigation, which is compromised or settled, including amounts paid in settlement, if WHRFC approves the settlement. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of WHRFC.

The termination of any litigation by judgment, orders, settlement, conviction or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to, the best interest of WHRFC.

15.2 Any amount payable as indemnification under this by-law may be paid by WHRFC on a determination by the Club, not including those members who have incurred

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expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for or by these by-laws.

15.3 Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by WHRFC in advance of final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under of these by-laws that person is not entitled to indemnification under this by-law.

15.4 The Officers, as a group, may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under these by-laws. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this by-law.

16. CONFLICT OF INTEREST

16.1 Conflict defined. A conflict of interest is where a person is in a position to derive personal benefit from actions or decisions made in their official capacity. A conflict of interest may exist when any officer or team representative may be seen as having interests which are averse to the interests of this organization.

16.2 Disclosure required. Any conflict of interest shall be disclosed to the Club Board by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Club Board, the interested person shall call it to the attention of the Club Board or its appropriate committee and such person shall not vote on the matter; provided however, any Board Member disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Club Board or a committee thereof.

16.3 Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Club Board or its committee, excluding the vote of the person concerning whose situation the doubt has arisen.

17. AMENDMENTS

17.1 Any amendment to these by-laws requires a simple majority vote of the active membership as defined in section 3.2 above.

17.2 Any such proposed amendments, along with the time and place of the scheduled meeting to vote on the amendments, shall be provided, in writing, to all active members at least 30 days in advance of a special meeting called by the Club Board for the purpose of amending these by-laws.

17.3 Votes will be collected via an electronic method that can ensure that voting active members are only able to vote once and that can tie the member to their vote.

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17.4 Unless otherwise stated or provided, any amendment to the by-laws of WHRFC is effective immediately upon adoption.

17.6 WHRFC shall maintain adequate and correct records of its bylaw amendments. Bylaw archives shall be accessible to all members of the club board.

18. COACHING POSITIONS

18.1 Head coaches for each team are selected by a Selection Committee for the respective team. The Selection Committee presents the candidates, and the head coach is decided by a simple majority vote of the team board.

18.2 A head coach must be certified by USA Rugby at a level required for a Senior team coach.

18.3 If the need arises to terminate the head coach, the respective team board will manage and act on that decision.

19. EMERGENCIES

19.1 The WHRFC club board may adopt emergency Bylaws which shall be operative during any emergency in the conduct of the club resulting from an attack on the United States, any state of emergency declared by the federal government or any subdivision thereof, natural disaster, or any other catastrophic event.

The above Bylaws are certified to have been adopted by majority vote of the voting membership of WHRFC on the 1st day of January 2023.

20. FINANCE POLICY

20.1 It is the policy of the WHRFC that: Only the club board members, team treasurers, and club board supporting roles may accept/collect/issue funds associated with WHRFC finances. Only the club treasurer, team treasurers, approved appointed supporting roles (as described in section 10) and club chair will have access and be able to withdraw/deposit funds in the Bank.

20.2 Any fundraising campaigns should be communicated and approved by the club board, any unauthorized fundraising campaigns using the WHRFC organization are strictly prohibited.

20.3 To safeguard the interest of WHRFC, no WHRFC assets can be held in an individual's personal financial account. The sole exception to this is if the club treasurer, club chair, and the individual create a written agreement for reimbursement purposes.

20.4 The club treasurer is responsible for completing a reconciliation every quarter and reporting the income statement, budget actual, statement of assets, and the P&L reports to the club board meeting.

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20.5 Debit Card Policy: All Debit Card charges are required to be reported to the Club Treasurer within a 1 month span.

20.6 Any addition of credit cards, line of credit, loans, or debt of any kind must be brought to the club board for approval. Unapproved debt is strictly prohibited.

SIGNED

A handwritten signature in cursive script that reads "Nick Pasvanis". The ink is light gray and the signature is written in a fluid, connected style.

Print Name

Nick Pasvanis

Secretary