

BYLAWS OF LIBERTY RUGBY CLUB

Adopted by the Board of Directors on October 1, 2025

ARTICLE I – NAME AND CORPORATE OFFICE

Section 1.1 – Name

The name of the organization shall be **Liberty Rugby Club** (the “Club” or the “Corporation”).

Section 1.2 – Principal Office

The principal office of the Club shall be located in the State of Washington at an address designated by the Board of Directors. The Board may establish or change the location of the principal office or establish additional offices as necessary for conducting Club business.

ARTICLE II – PURPOSES

Section 2.1 – Nonprofit Purposes

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

Section 2.2 – Specific Purposes

The Club’s primary purposes are to:

- Promote and teach the sport of rugby union among youth;
- Provide safe, structured athletic opportunities for youth in King County and surrounding areas;
- Organize, schedule, and facilitate rugby competitions, practices, camps, and events;
- Promote physical fitness, teamwork, sportsmanship, and leadership through rugby;
- Affiliate with, support, and uphold the values of World Rugby, USA Rugby, and Rugby Washington (RWA).

The Club may engage in all other lawful activities consistent with its tax-exempt purpose and as permitted under the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 3.1 – Eligibility

Membership in the Club is open to all youth participants, parents, coaches, and volunteers who support the mission and values of the Club. The Club does not discriminate based on race, color, gender, national origin, religion, disability, sexual orientation, or economic status.

Section 3.2 – Membership Categories

The Club shall maintain the following categories of membership:

- **Voting Members:** Members of the Board of Directors. Only Voting Members have authority to vote on matters of Club governance.
- **Non-Voting Members:** Includes all other members such as:
 - Registered youth players;
 - Parents or guardians of registered players;
 - Coaches, volunteers, and supporters.

Section 3.3 – Membership Requirements

All members must complete registration as prescribed by the Board of Directors and comply with applicable policies, codes of conduct, and national governing body requirements (e.g., background checks, SafeSport training).

Section 3.4 – Dues and Fees

- **Player Dues:** The Board shall set player registration dues annually. Dues are payable upon registration. Financial aid may be available at the discretion of the Board.
- **Special Fees:** The Board may establish additional fees for special events such as travel, tournaments, or overnight camps.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 – General Authority

The Board of Directors (“Board”) shall have full authority over the governance, finances, and operations of the Club. The Board is responsible for setting strategic direction, establishing policies, and ensuring the Club complies with applicable laws and maintains its tax-exempt status.

Section 4.2 – Composition

The Board shall consist of no fewer than three (3) and no more than fifteen (15) Directors, as determined by Board resolution. All Directors must be at least eighteen (18) years of age. Directors must act in the best interest of the Club and shall uphold its mission and policies.

Section 4.3 – Officers (Executive Board)

The Officers of the Club, also referred to as the Executive Board, shall include the:

- President
- Vice President
- Treasurer
- Secretary
- Director of Rugby

The Executive Board must have a minimum of three (3) and no more than five (5) members. Officers must be Directors.

Section 4.4 – Terms of Service

- Directors and Officers are elected by the Board at the Annual Meeting and serve two-year terms.
- Terms begin at the conclusion of the Annual Meeting at which they are elected and conclude at the end of the Annual Meeting two years later.
- Officers may serve up to three (3) consecutive terms in the same office.
- The Board may approve one (1) additional one-year term for any Officer if it determines such extension is in the best interest of the Club.
- Directors (non-executive officers) are not subject to term limits.

Section 4.5 – Vacancies

In the event of a vacancy, the Board shall appoint an interim Officer or Director to serve the remainder of the unexpired term. Interim appointments are made by majority vote at a regular or special meeting.

Section 4.6 – Removal and Resignation

Any Director or Officer may resign at any time by delivering written notice to the President or Secretary.

A Director or Officer may be removed, by a majority vote of Directors at a meeting called expressly for that purpose.

Section 4.7 – Meetings

- **Annual Meeting:** Shall be held before December 7th, to elect Officers and Directors, approve the annual budget, review policies, and affirm bylaws.
- **Regular Meetings:** May be scheduled by Board resolution.
- **Special Meetings:** May be called by the President or by at least 50% of the Directors. Notice of at least three (3) days must be provided, stating the purpose of the meeting.

Section 4.8 – Quorum and Voting

- A quorum for regular and special Board meetings shall consist of at least one-half of all current Directors, including at least two (2) Officers.
- For Executive Board decisions, a quorum requires at least three (3) Officers.
- Board actions require a majority vote of those present unless a greater vote is required by these Bylaws or law.

Section 4.9 – Action Without a Meeting

The Board may act without a meeting if all voting Directors consent in writing or via electronic communication. Such action must be filed with the official minutes.

Section 4.10 – Participation by Electronic Means

Directors may participate in meetings via phone, video conference, or other real-time communication methods. Participation in this way constitutes presence at the meeting.

Section 4.11 – Manifestation of Dissent

A Director present at a meeting is presumed to assent to any Board action unless they:

- Request their dissent be recorded in the minutes before adjournment; or
- Submit written dissent to the Secretary before the meeting ends.

ARTICLE V – LEGACY BOARD

Section 5.1 - Purpose.

The Legacy Board shall serve in an advisory capacity to the Liberty Rugby Club (“Club”). Its role is to provide guidance, preserve institutional history, and strengthen community connections in support of the Club’s mission.

Section 5.2 - Composition.

(a) Legacy Board members must be nominated and elected by a majority vote of the

Board of Directors.

(b) Legacy Board members may include former Directors, Officers, coaches, or community members who have demonstrated long-standing commitment to the Club.

Section 5.3 - Term.

Legacy Board members shall serve a two-year renewable term, unless otherwise determined by the Board of Directors.

Section 5.4 - Powers and Limitations.

(a) Legacy Board members shall not be considered Directors of the Corporation under Washington law.

(b) Legacy Board members shall serve in a non-voting capacity, shall not be counted toward quorum, and shall hold no fiduciary or governance authority over the Club.

(c) Legacy Board members may be invited to attend Board meetings, participate in committees, and assist with fundraising, outreach, and community relations, as requested by the Board of Directors.

Section 5.5 - Removal.

Legacy Board members may be removed, with or without cause, by a majority vote of the Board of Directors at a meeting called for that purpose.

ARTICLE VI – COMMITTEES

Section 6.1 – Authority

The Board may create standing or ad hoc committees by resolution. Committees may be advisory or granted limited authority to act on behalf of the Board.

Section 6.2 – Composition and Limitations

- All committees must include at least one (1) Director.
- Committees may not:
 - Amend the Articles of Incorporation or Bylaws;
 - Elect, appoint, or remove any Director or Officer;
 - Authorize mergers, dissolution, or sale of Club assets.

ARTICLE VII – OFFICERS AND DUTIES

Section 7.1 – President

Presides over meetings, ensures board decisions are executed, represents the Club publicly, and may delegate duties as appropriate.

Section 7.2 – Vice President

Assists the President and assumes duties in their absence.

Section 7.3 – Treasurer

Oversees financial records, prepares budgets and reports, and ensures compliance with financial policies.

Section 7.4 – Secretary

Maintains meeting minutes, ensures notices are sent, and manages records and official Club documents.

Section 7.5 – Director of Rugby

Coordinates rugby programming, coaching standards, and compliance with athletic governing bodies.

ARTICLE VIII – FINANCIAL ADMINISTRATION

Section 8.1 – Fiscal Year

The fiscal year shall run from January 1 through December 31.

Section 8.2 – Bank Accounts and Disbursements

Funds must be held in a Board-approved financial institution. Disbursements must follow spending policies set by the Board.

Section 8.3 – Spending Authority

Role	Spending Limit	Approval & Conditions
President	Under \$300	Discretionary authority. Must submit receipts and justification to the Board afterward.
Treasurer	Under \$500	Discretionary authority. Must submit receipts and justification to the Board afterward.
Board	\$500 – \$5,000	Requires majority vote of the Board. Receipts and justification must be provided.
Board	Over \$5,000	Requires a two-thirds (2/3) majority vote of the full Board and Executive Board quorum.

Section 8.4 – Credit and Prepaid Cards

Only the Treasurer and President may use Club-issued payment cards. Additional cards must be approved by the Board.

ARTICLE IX – CONFLICT OF INTEREST POLICY

Section 9.1 – Purpose and Policy Statement

The purpose of this policy is to protect the integrity and decision-making of Liberty Rugby Club (the “Club”) by identifying, disclosing, and appropriately managing conflicts of interest involving directors, officers, and individuals with Board-delegated authority.

All directors, officers, and committee members shall exercise the highest standards of ethical conduct and loyalty to the Club. Individuals must avoid actual conflicts of interest and conduct themselves in a manner that avoids even the appearance of a conflict between personal interests and those of the Club.

Section 9.2 – Definitions

(a) Interested Person:

Any director, officer, or committee member with Board-delegated powers who has a direct or indirect financial interest, or a significant organizational affiliation that may affect their objectivity, is considered an Interested Person.

(b) Financial Interest:

A person has a Financial Interest if they, or a member of their immediate family:

- Has an ownership or investment interest in any entity doing business with the Club;
- Has a compensation arrangement with the Club or with any entity that is involved in a Club transaction; or
- Has a potential ownership, investment, or compensation interest in any entity with which the Club is negotiating.

Financial interest includes both direct and indirect financial benefits, such as consulting fees, honoraria, or substantial gifts.

(c) Organizational Affiliation:

An affiliation exists when a director, officer, or committee member has a material relationship with another nonprofit, for-profit, or public entity in a way that could reasonably impair independent judgment in matters affecting the Club.

Section 9.3 – Disclosure and Evaluation Procedures

(a) Duty to Disclose:

All Interested Persons must disclose to the Board of Directors or applicable committee any actual, potential, or perceived conflicts of interest as soon as they arise, including relationships, positions, or interests that may influence decision-making.

(b) Determination of Conflict:

After disclosure, the Interested Person must leave the meeting during any discussion and vote on the matter. The disinterested Directors or committee members shall determine, by majority vote, whether a conflict of interest exists.

(c) Addressing a Conflict:

If a conflict is determined to exist:

- The Interested Person may provide relevant information before leaving the room.
- The disinterested Board or committee members must consider alternative options, if feasible.
- After due diligence, the disinterested members shall vote to determine whether the transaction or arrangement is fair, reasonable, and in the best interest of the Club.

(d) Failure to Disclose:

If the Board or a committee has reasonable cause to believe that a person has failed to disclose a known conflict, it shall inform the person and allow an opportunity for explanation. If, after hearing the response and investigation, it is determined that a violation occurred, the Board may take appropriate corrective action.

Section 9.4 – Recordkeeping and Documentation

The minutes of the Board or committee meeting shall reflect:

- The names of persons who disclosed or were found to have a conflict;
- The nature of the conflict and related discussion;
- Any alternatives considered; and
- The decision and vote by the disinterested members.

Section 9.5 – Compensation-Related Decisions

No voting member of the Board or a committee shall vote on matters pertaining to their own compensation. Individuals receiving compensation may provide factual information to assist in the decision but must recuse themselves from deliberation and voting.

Section 9.6 – Annual Affirmation and Compliance

Each director, officer, and committee member with Board-delegated powers shall annually sign a statement affirming that they:

- Have received, read, and understood this Conflict of Interest Policy;
- Agree to comply with the policy; and
- Understand that the Club must operate in furtherance of its tax-exempt purposes and in accordance with its mission as a charitable organization.

ARTICLE X – LIMITATION OF LIABILITY AND INDEMNIFICATION

The Club shall indemnify its Directors, Officers, employees, and agents to the fullest extent permitted under the Washington Nonprofit Corporation Act. No Director or Officer shall be personally liable for debts, obligations, or liabilities of the Club solely by reason of holding office.

ARTICLE XI – WAIVER OF NOTICE

Attendance at any Board or committee meeting constitutes a waiver of required notice unless a Director states at the beginning of the meeting that they object to improper notice and do not consent to transact business.

ARTICLE XII – RULES OF ORDER

Unless otherwise decided by Board resolution, all meetings shall be conducted according to the most current edition of **Robert's Rules of Order**.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended or repealed by a majority vote of the full Board at any duly called regular or special meeting, provided all Directors receive the proposed changes in writing at least seven (7) days in advance.

CERTIFICATION OF ADOPTION

I, **Katy Jo Favia**, the duly elected Secretary of Liberty Rugby Club, certify that these Bylaws were adopted by the Board of Directors at a properly noticed meeting held on October 1, 2025.

Katy Jo Favia,

Secretary

Date: 10/1/2025

