

AMENDED AND
RESTATED
CODE OF BYLAWS
OF
INDIANA YOUTH RUGBY FOUNDATION

ARTICLE I

NAME

Section 1.1 Name. The name of this Corporation shall be INDIANA YOUTH RUGBY FOUNDATION, hereinafter referred to as "Corporation."

Section 1.2. Doing Business As. Henceforth, the Corporation shall operate under the d.b.a. "Rugby Indiana," after the Corporation has registered the d.b.a. with the Indiana Secretary of State.

ARTICLE II

PURPOSES

Section 2.1. Purpose. The purpose of the Corporation shall be to promote amateur athletics, specifically rugby; to receive, invest and disburse funds, and to hold property for the purpose of the Corporation; and to comply with all applicable laws and regulations of the State of Indiana and United States governing nonprofit corporations under Section 501(c)(3) of the Internal Revenue Code ("Code").

Section 2.2. No Personal Benefit. No part of the income or assets of this Corporation shall inure to the benefit of any private individual.

Section 2.3. Benevolent Character. This Corporation shall own no capital stock, its object and purpose being solely of a benevolent and charitable character and not for the individual pecuniary gain or profit of its members.

ARTICLE III

POWERS AND LIMITATIONS THEREOF

Section 3.1. Powers. In furtherance of the purposes for which it is organized, the Corporation shall possess, in addition to the general rights, privileges, and powers conferred by law, the following rights, privileges, and powers:

- (a) To continue as a corporation under its corporate name perpetually.
- (b) To sue and be sued in its corporate name.
- (c) To acquire own, hold, use lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible.

- (d) To borrow money and to issue, sell, or pledge its obligations and evidence of indebtedness and to mortgage its property to secure the payment thereof.
- (e) To carry out its purposes in this state; to have one or more offices inside of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, inside of this state.
- (f) To acquire, hold, own, and vote and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities, or evidence of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation.
- (g) To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation.
- (h) To indemnify any trustee, director, advisor, or officer or former trustee, director, advisor, or officer of the Corporation, or any person who may have served at its request as a trustee, director, advisor, or officer of another corporation, as provided bylaw.
- (i) To purchase and maintain insurance on behalf of any person who is or was a trustee, director, advisor, officer, employee, or agent of the Corporation, or is or was serving at request of the Corporation as a trustee, director, advisor, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of these Bylaws.
- (j) To make and amend bylaws for the government and regulation of its affairs consistent with these Bylaws.
- (k) To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed, including, without limitation the making of gifts, donations, contributions, loans, and grants by the Corporation of all or any part of its income, assets, and property.

Section 3.2 Limitations of Activities. The Corporation shall not, by implication or construction, possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to any member(s) of the Board; provided however, that nothing shall prohibit reasonable compensation to members of the Board for services actually rendered. The Corporation shall issue no stock and shall pay no dividends at any time. Further, the following specific limitations shall be imposed upon the purposes of the Corporation:

- (a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) The Corporation shall distribute its income for each taxable year at such time and in

such manner which is sufficient for the Corporation to avoid the tax on failure to distribute income imposed by Section 4942 of the Internal Revenue Code ("Code").

- (c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code which would subject the Corporation to liability for the taxes imposed by Section 4941 of the Code.
- (d) The Corporation shall not retain any excess business holdings as defined in Section 4941(c) of the Code which would subject the Corporation to liability for the taxes imposed by Section 4943 of the Code.
- (e) The Corporation shall not make any investments which would jeopardize the accomplishment of the Corporation's purposes or subject it to tax under Section 4944 of the Code.
- (f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code which would subject the Corporation to liability for the taxes imposed by Section 4945 of the Code,
- (g) No part of the net earnings of the Corporation shall inure to the benefit of any private individual or shareholder.
- (h) The Corporation shall not conduct or carry on any activities which would cause any (i) gift from person or entity to be nondeductible for federal gift or federal (or state) income tax purposes pursuant to Section 2522 and Section 170 of the Code, respectively, or (ii) bequest from any person's estate to the Corporation to be nondeductible for Federal estate tax purpose pursuant to Section 2055 of the Code.
- (i) Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

MEMBERSHIP, GENERALLY

Section 4.1 Membership Eligibility. Membership in the Corporation shall be open to clubs that meet the requirements of Section 5.1 and otherwise comply with these Bylaws.

Section 4.2 Proof of Membership. As a continuing condition of membership, each Member Club is subject to investigation to ensure compliance with these Bylaws without cause or right of refusal.

ARTICLE V

MEMBER CLUBS

Section 5.1 Conditions for Member Clubs. To be recognized as a Member Club of Corporation, a club must:

- (a) Be a registered and recognized entity in good standing in the State of Indiana or the state where the Member Club is located;
- (b) Be organized for the purpose of furthering the promotion and development of the sport of rugby;
- (c) Remain in Good Standing with the Corporation as further described in these Bylaws; and
- (d) Otherwise comply with these Bylaws.

Section 5.2 Application for Membership. An entity that desires to become a Member Club shall submit an application and any other documentation or information requested by the Corporation to the Corporation. In the event an entity that desires to become a Member Club is located outside the State of Indiana, in addition to the submitting an application to Corporation, the out-of-state entity shall also confirm that it has been released from its existing and/or geographic-based governing body and provide documentation of the such release.

Section 5.3 Definition of Good Standing. To remain in good standing with the Corporation and retain the rights contained in these Bylaws ("Good Standing"), Member Clubs must comply with the following requirements:

- (a) Member Clubs must maintain current and active membership in Corporation and all other applicable governing bodies throughout the duration of the year.
- (b) All adult participants that are employees of the Member Club or are board members of the Member Club, and those who have regular In-Program contact with or authority over minors are subject to and must pass a background check and other child safety requirements as outlined by the Corporation and all other applicable governing bodies and laws.
- (c) Member Clubs must submit annually a signed Rugby Indiana Code of Conduct statement from every adult leader (as defined by the Protecting Young Victims from Sexual Abuse and Safe Sport Authorization Act of 2017, as amended from time to time or other laws or governing body requirements to which Corporation is or may be subject to) affiliated with the Member Club.
- (d) All Member Club coaching personnel shall be USA Rugby certified and registered in accordance with the Member Club's participation level.
- (e) Member Clubs must ensure the presence of qualified medical professional as determined by Corporation at every match.

- (f) Member Clubs must comply with these Bylaws, decisions of the Corporation's Board of Directors, the Corporation's policies and procedures, and all other Corporation protocols and requirements for membership renewal.
- (g) Member Clubs shall maintain up-to-date contact information for no less than three Member Club officials with the Secretary and Executive Director of the Corporation's Board of Directors.
- (h) Member Clubs shall be current with all fees, fines, or other amounts due to Corporation as required by these Bylaws, the membership process, decisions of Corporation's Board of Directors, and/or the Corporation's policies and procedures.

Section 5.4 Rights and Responsibilities of Member Clubs in Good Standing.

- (a) Member Clubs in Good Standing may participate in Corporation Sanctioned events.
- (b) Member Clubs in Good Standing shall be entitled to vote as described in these Bylaws.

Section 5.5 Grounds for Discipline. In addition to discipline or sanctions against a Member Club that may be imposed by certain governing bodies as outlined by the World Rugby disciplinary process, the Corporation reserves the right to fine a Member Club, suspend the Member Club from participation in Corporation events, or remove a Member Club from the Corporation's membership, if the Member Club:

- (a) Fails to maintain Good Standing, as defined in these Bylaws;
- (b) Fails to substantially comply with these Bylaws or other adopted policies; or
- (c) Engages in conduct that is detrimental to the reputation, mission, or effective operation of the Corporation, as determined by the Board.

Corporation's discipline is in addition to, not in lieu of, discipline imposed by certain governing bodies as outlined by World Rugby disciplinary process.

Section 5.6 Disciplinary Procedures. If grounds appear to exist supporting the discipline of a Member Club under these Bylaws, the procedure set forth below shall be followed:

- (a) The Member Club shall be given 15 days' prior notice of the proposed discipline and the reasons for the proposed expulsion. Notice under this Section may be given by personal delivery, mail or electronic transmission, including email, to the Member Club's address or email address as it appears in the records of the Corporation.
- (b) The Member Club shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed discipline. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board to determine whether the proposed disciplinary measure should take place.

- (c) The Board of Directors, committee, or person shall decide whether or not the Member Club should be disciplined. The decision of the Board, committee, or person shall be final.
- (d) Member Clubs that are disciplined, but not removed from membership, shall retain their voting rights as provided in these Bylaws.
- (e) Any action by a Member Club challenging the discipline of the Member Club, including a claim alleging defective notice, must be commenced within one year after the date of the Board's decision.

Section 5.7 Reinstatement. Subject to any discipline imposed by governing bodies as outlined by the World Rugby disciplinary process, Corporation may remove imposed discipline and reinstate a Member Club as follows:

- (a) If a Member Club's right to participate in events is suspended, the Board may reinstate that right at its sole and absolute discretion, upon the Member Club's demonstration that it meets the requirements for membership and Good Standing, as defined in these Bylaws.
- (b) A Member Club that has been removed as a Member Club from the Corporation may reapply for membership no sooner than one (1) year after receiving notice of removal, by following the procedures outlined in Section 5.2.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors ("Board" or "Board of Directors" or individually or collectively as "Director" or "Directors").

Section 6.2. Number and Qualifications of Board.

- (a) The Board of Directors shall consist of nine (9) members, each of whom must be a natural person and at least eighteen (18) years of age.
- (b) Directors need not be residents of the State of Indiana unless otherwise required by the Articles of Incorporation but must be registered with a Member Club in Good Standing as a referee, coach, administrator or volunteer and in compliance with all requirements of the Member Club, Corporation and governing bodies, as applicable.
- (c) No person shall be eligible to be a Director if they have they have been convicted of any crime involving the abuse, neglect or endangerment of a child; (ii) they have been convicted of any crime involving moral turpitude, fraud, theft, bribery, perjury, embezzlement; or (iii) they have been found by any court to have violated the public trust or any fiduciary duty.

Section 6.3 Election of Directors.

- (a) Directors shall be elected by a majority vote of Member Clubs present and voting at the Annual Meeting.

- (b) Each Member Club present and entitled to vote, through its President or their designee, shall cast one (1) vote per open Board seat. If voting through a designee, a Member Club's President must notify the Board of Directors in writing no less than fifteen (15) days prior to the date of the vote of the identified designee.
- (c) Designees must be in good standing with their Member Club and registered with the same as a coach, referee, administrator or volunteer. By identifying a designee, a Member Club is representing that the designee meets these requirements.
- (d) Cumulative and/or proxy voting shall not be permitted.

Section 6.4 Quorum and Voting Procedures. A quorum for the purpose of electing Directors shall consist of at least ten percent (10%) of the total number of Member Clubs entitled to vote at the Annual Meeting. Voting may be conducted in person, by mail, or by electronic means, as determined by the Board and consistent with applicable laws.

Section 6.5 Tenure of Directors. At the Corporation's first Annual Meeting following the adoption of these restated Bylaws establishing it as a nonprofit with members, nine Directors will be elected (the "Initial Board"). Three of these Directors on the Initial Board will serve a term of one (1) year, expiring December 31 following their election. Three of these Directors on the Initial Board will serve an initial term of two (2) years, expiring December 31 following their election (the initial one- and two-year terms shall be referred to as "Partial Terms"). Three of these Directors on the Initial Board will serve an initial term of three (3) years following their election.

Thereafter, each duly-elected Director shall serve an initial term of three (3) years and may be re-elected for successive terms, unless otherwise limited by these Bylaws or the Articles of Incorporation. A Director's tenure commences on January 1 following the annual meeting at which such Director is elected.

Section 6.6 Mandatory Break in Service. After serving two (2) successive terms, a Director shall be ineligible for re-election to the Board for a period of one (1) year, provided, however that for the Directors on the Initial Board serving Partial Terms, their Partial Term shall not count as a term and their term immediately succeeding the Initial Board term will be counted as the first term for purposes of applying this Section 6.6. Following this one-year hiatus, the individual may again be nominated and elected to the Board, subject to the same term limits.

Section 6.7 Other Partial Terms. A Director appointed or elected to fill a vacancy for less than one-half of a full term shall not have that service counted toward the three-year term limit, nor will it count as a term for the purposes of applying Section 6.6.

Section 6.8 Vacancies. Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of their predecessor.

Section 6.9 Nominations Process. Individuals may be nominated for election to the Board of Directors, consistent with Indiana law and the following requirements:

- (a) Only Member Clubs in Good Standing, through their respective Presidents, may nominate individuals, provided, however, that for the Initial Board only, existing Directors may nominate themselves to the Initial Board. The Corporation's Executive Director (or their

designee) shall confirm a Member Club's Good Standing status within five (5) business days of receiving each nomination.

- (b) Nominations must be received by the Corporation's Secretary and/or Executive Director in the deadlines/windows set forth annually by the Corporation. Nominations submitted outside this window or after the deadline are void. The date-and-time stamp on the physical delivery receipt or on the Secretary's and/or Executive Director's official email server log shall control.
- (c) Nominations must be in writing (either hard copy or PDF), identify the nominee's full legal name, preferred contact information, and a résumé or statement of qualifications (≤ 500 words), include a brief endorsement (≤ 250 words) signed by two (2) officers of the nominating Member Club, and contain the nominee's signed consent to serve if elected.
- (d) Nominations may be hand-delivered, sent by U.S. mail, reputable courier, or emailed to both the Corporation's Secretary and the Executive Director at the addresses published in the most recent notice of Annual Meeting, or at the Corporation's instruction, completed through an online form.
- (e) No nominations may be made from the floor at the Annual Meeting unless (i) the number of certified nominees is fewer than the number of open Director seats, or (ii) a certified nominee withdraws or becomes ineligible after publication of the Preliminary Slate (defined herein). In such cases, the President of the Board may reopen nominations solely for the unfilled seat(s).

Section 6.10 Certification of Slate.

- (a) Within seven (7) days after the close of the nomination window, the Corporation's Secretary and Executive Director shall jointly certify all timely, compliant nominations as the "Preliminary Slate."
- (b) The Preliminary Slate, together with each nominee's statement of qualifications, shall be circulated electronically to all Member Clubs and posted on the Corporation's website not later than twenty-one (21) days before the Annual Meeting.
- (c) If a nominee withdraws or is deemed ineligible more than ten (10) days before the Annual Meeting, the Secretary and/or Executive Director shall promptly notify the Member Clubs, and any Member Club in Good Standing may submit a substitute nominee within five (5) days of that notice, even if the five-day period falls outside the prescribed nomination window.

Section 6.11 Nominations Record-Keeping Requirement. All nomination materials shall be retained in the corporate records in accordance with Indiana law.

Section 6.12 Expectations of the Board, Participation in Events.

- (a) Event Participation Requirement. All members of the Board of Directors are expected to actively support the Corporation's mission by participating in all tournaments and other significant events unless excused by a majority vote of the Board due to extenuating circumstances. Each Director shall contribute time and effort to the planning, execution, or on-site support of such events as determined by the Board.

"Significant events" shall include, but are not limited to, tournaments, fundraisers,

community outreach programs, and other events designated by the Board as essential to the Corporation's operations and visibility.

- (b) Accountability and Enforcement. Failure to meet the participation requirement may be considered grounds for review by the Board. The Board may recommend corrective action, up to and including removal pursuant to these Bylaws.

Section 6.13 Removal of Directors, for Cause or Without Cause. A Director may be removed from the Board, with or without cause, by majority vote of the Member Clubs entitled to vote, provided that notice of the proposed removal is included in the notice of the meeting at which such action is to be taken, and at least ten percent (10%) of Member Clubs entitled to vote are present at such meeting, which constitutes a quorum for purposes of removal.

Section 6.14 Attendance Requirement. A Director who fails to attend twenty-five percent (25%) or more of the regularly scheduled Board meetings in any twelve (12) month period may be subject to removal by majority vote of the Member Clubs entitled to vote, provided that notice of the proposed removal is included in the notice of meeting at which such action is to be taken and at least ten percent (10%) of Member Clubs entitled to vote are present at such meeting, which constitutes a quorum for purposes of removal.

Section 6.15 Notice and Hearing. Prior to any removal vote, the Director in question shall be given at least ten (10) days' written notice of the proposed action and an opportunity to respond, either in writing or in person, at the meeting where the vote is to occur. Notice under this Section may be given by personal delivery, mail or electronic transmission, including email, to the Director's address or email address as it appears in the records of the Corporation.

ARTICLE VII

MEMBER AND BOARD MEETINGS

Section 7.1 Annual and Regular Meetings of Member Clubs and Board. The Corporation's annual meeting shall be held during the last quarter of each calendar year ("Annual Meeting") at such date, time and place as determined by the Board of Directors. Written notice of the Annual Meeting shall be given to each Member Club entitled to vote at such meeting not less than 30 days before the date of the meeting. Additional regular meetings of the Board shall be held as may be agreed upon by the Directors. The Board may specify by resolution the time and place either within or without the State of Indiana, for the holding of regular meetings of the Board without other notice.

Section 7.2 Special Meetings. Special meetings of the Board or Member Clubs may be called by or at the request of the President of the Board of the Corporation or any two (2) Directors of the Corporation. The person or persons authorized to call special meetings may fix any place, date, and time, either within or without the State of Indiana, as the place for holding any special meeting called by them. Written notice of the special meetings for Member Clubs shall be given to each Member Club entitled to vote not less than 30 days before the date of the meeting

Section 7.3 Electronic Meetings. The Officers, Board of Directors, and all Committees of the Corporation, and if the meeting is for Member Clubs, then Member Clubs, may participate in special meetings or conduct a meeting through use of any means of communication by which all individuals participating may simultaneously hear each other during the meeting. This provision shall allow for the

use of the Internet, a conference telephone, video conference or other communications method so long as all individuals participating in the meeting can communicate with each other at the same time. A participant in a meeting by this means is deemed to be present at the meeting. Voting on all matters shall be permitted, with votes cast by individualized voice vote of the participants or by an electronic vote tabulation means by which the President of the meeting shall be able to confirm the submission of a vote by the participant. Proxy voting shall not be permitted. This provision shall be interpreted to permit any electronic means that combines voice and/or video communication with capability of document sharing either in advance of or during the meeting.

Section 7.4 Quorums.

- (a) Board meetings. For any meeting of the Board, a majority of the entire Board shall constitute a quorum. However, when filling vacancies occurring in the Board, a majority of the remaining Directors shall constitute a quorum.
- (b) Member Club meetings. For the Annual Meeting or any special meeting called pursuant to these Bylaws, 10% of Member Clubs entitled to vote shall constitute a quorum, provided, however, that the 10% quorum does not apply to actions that require 2/3 votes of Member Clubs as provided in these Bylaws.

Section 7.5 Delegation of Powers. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any office to any other officer or Director.

Section 7.6 Conflict of Interest. The Corporation shall create a policy dealing with conflict of interest. At the beginning of each calendar year, all Directors will comply with the conflict of interest policy established by the Corporation.

Section 7.7 Confidentiality. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation, or otherwise required by law. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to, accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 7.8 Notice. Notice under this Article may be given by personal delivery, mail or electronic transmission, including email, to the Member Club's address or email address as it appears in the records of the Corporation.

ARTICLE VIII

OFFICERS

Section 8.1 Officers. The Board shall elect the officers of the Corporation. The officers of the Corporation shall be a President, one (1) Vice President, a Secretary, a Treasurer and such other officers as may be deemed desirable by the Board. Any two (2) offices may be held by the same person.

Section 8.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the annual meeting of the Board of Directors. Each officer shall hold office for one (1) calendar year (commencing on the January 1 next following his or her election) or until his or her successor shall have been duly elected, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board. Officers shall be eligible for reelection.

Section 8.3 President. The President shall be the chief executive officer of the Corporation. They shall preside at all meetings of the Board of Directors. Under the Board's direction they shall have general supervision over the affairs of the Corporation and over the other officers. They shall sign all written contracts of the Corporation. They shall perform all such other duties as are incident to this office.

Section 8.4 Vice President. A Vice President shall perform the duties specified in Section 8.3 of this Article in the absence or disability of the President. In addition, they shall perform duties and assignments which may from time to time be delegated by the President of the Board.

- (a) In the event the President vacates the office for any reason, the Vice President will assume the office of the President and complete the term. Immediately upon assuming the office of President, the President shall ask for nominations from the Directors to fill the office of Vice President. Election of the new Vice President will take place at the next regular or special meeting of the Board of Directors.

Section 8.5 Treasurer. The Treasurer shall have custody of all monies and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of their office. They shall perform all such other duties as are incident to this office.

Section 8.6 Secretary. The Secretary shall have the responsibility for providing that notices required by these Bylaws be issued and shall provide that minutes of all meetings of the Board be adequately kept. They shall maintain a list of the Directors and their mailing addresses, have responsibility for all corporate books, records, and papers, any and all written contracts of the Corporation and shall be custodian of the corporate seal, if any. They shall perform all such other duties as are incident to this office.

Section 8.7 Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors in the following manner:

- (a) If the event an officer other than the President resigns, the President shall ask for nominations from Directors to fill the office. Election of the new officer shall take place at the next Directors meeting.
- (b) For any appointed vacancies, the President, after consulting with the members of the Executive Committee, shall appoint an individual to fill the position.

ARTICLE IX

REGULATION OF CORPORATE AFFAIRS

Section 9.1. The affairs of the Corporation shall be subject to the following provisions:

- (a) The Board shall not have the power or authority to do any act that will prevent the

Corporation from being an organization described in section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws.

- (b) No Director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered; provided, however, that each Director shall be entitled to reimbursement for reasonable expenses incurred in carrying out the business and affairs of the Corporation.
- (c) Subject to the provisions of the Articles of Incorporation, these Bylaws, and applicable law, the Board shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.
- (d) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- (e) The Board of Directors has the ability to create policies and procedures for the Corporation, its governance, and to comply with Federal and State rules, regulations and guidelines.
- (f) The Corporation may employ individuals on either a full-time or part-time basis. The Corporation will comply with all Federal and State rules, regulations, and guidelines for all full-time and part-time employees.
- (g) The Corporation may establish an Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and the Executive Director. If there is no Executive Director, the Executive Committee will be the four officers. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full board. Any actions of the Executive Committee shall be reported at the next Board of Directors meeting.
- (h) The Executive Committee can create committees, assign tasks to committees, and authorize committees to act as outlined by the Executive Committee. Further, the President, after consultation with the Executive Committee, appoints the persons for committees created by the Executive Committee. Once the tasks of the committee are completed, the Executive Committee can dissolve the committee.
- (i) Replacement of a member of the Executive Committee due to the resignation of an

officer of the Corporation shall follow the procedures references in Section 8.7.

- (j) The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.
- (k) The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the directors present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.
- (l) The Executive Director is an employee of the Corporation and is a non-voting member of the Board of Directors.

Section 9.2. Liability of Directors. No Director of the Corporation shall be liable for any of the obligations of the Corporation.

Section 9.3. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any power and the duties of any office to any officer or Director.

Section 9.4. Directors and Officers Insurance. The Corporation shall purchase and maintain Directors and Officers Insurance for all Board of Director members, which includes coverage for the Executive Director.

Section 9.5. Affiliation with Governing Bodies. Member Clubs, not the Board, shall have the power to determine the Corporation's affiliation, if any, with certain rugby governing bodies, including changes to such affiliation. To change Corporation's affiliation, a meeting of the Member Clubs shall be held, whether at the Annual Meeting or through a special meeting in accordance these Bylaws. A majority of the Member Clubs is required to vote to change the Corporation's affiliation with a governing body.

ARTICLE X

COMPLIANCE WITH WORLD RUGBY DISCIPLINARY REGULATIONS

Section 10.1. Applicability. In addition to compliance with these Bylaws, all Member Clubs of Corporation and the Board of Directors shall be subject to the disciplinary rules and procedures established by World Rugby, as adopted and administered by USA Rugby and Rugby Indiana, including but not limited to World Rugby Regulations 17 (Foul Play), 18 (Code of Conduct), and 20 (Judicial and Disciplinary Matters) (each as updated and amended from time to time).

Section 10.2. Acknowledgment of Jurisdiction. By accepting a position on the Board, each Director acknowledges and agrees to be bound by the jurisdiction of the appropriate disciplinary authorities, including any appointed Judicial Officers, Disciplinary Committees, or Appeal Panels, as outlined in the World Rugby Disciplinary Policy. By accepting membership in this Corporation, each Member Club acknowledges and agrees to be bound by the jurisdiction of the appropriate disciplinary authorities, including any appointed Judicial Officers, Disciplinary Committees, or Appeal Panels, as outlined in the World Rugby Disciplinary Policy.

Section 10.3. Enforcement and Reciprocity. Disciplinary actions taken under World Rugby or USA Rugby authority, or any governing body to which Corporation is apart of or a member of, shall be recognized and enforced by this Corporation. Sanctions imposed by other Local Area Unions (LAUs), State Youth Rugby Organizations (SYROs), or international governing bodies shall be honored in accordance with the principle of reciprocity.

Section 10.4. Records and Reporting. All disciplinary actions involving Board members shall be documented and reported in accordance with the procedures established by Corporation and recorded, where applicable.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 11.2 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board.

Section 11.3 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XII

BOOKS AND RECORDS

Section 12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

Section 13.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE XIV

CORPORATE INDEMNIFICATION

Section 14.1 Corporate Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE XV

SEVERABILITY

Section 15.1 Severability. If any portion of these Bylaws are found inconsistent with Indiana law or the Articles of Incorporation, the remaining provisions shall remain in full force and effect.

ARTICLE VI

AMENDMENT OF BYLAWS

Section 16.1 Proposed Bylaw Changes. A proposed bylaw change must be presented to the Member Clubs no less than 30 days in advance of the Annual Meeting.

Section 16.2 Voting. Amendments to these Bylaws require a simple majority of Member Clubs present at the Annual Meeting, except for those amendments that (i) change the number of Directors; (ii) expand, reduce or otherwise concern voting rights; (iii) revise the eligibility criteria for Board membership, or (iv) revise any provisions of these Bylaws as applicable to the Executive Director, which each of (i) through (iv) which require a two-thirds (2/3) vote of all Member Clubs with voting privileges.