

# The By-Laws of the Upstate Small College Rugby Conference

## **PREAMBLE**

We, the members of the Upstate Small College Rugby Conference Inc., to fully realize our purpose, do hereby adopt and establish these By-Laws as the guiding instrument of our organization.

### **1) NAME**

1.1 This organization shall be called the Upstate Small College Rugby Conference Inc. (hereafter, UpSCRC or “Conference”).

### **2) AFFILIATION**

2.1 The Conference and its members will observe and be immediately governed through its affiliations with USA Rugby, the National Governing body.

2.2 The Conference and it’s members are concurrently affiliated with the National Small College Rugby Organization (hereafter, NSCRO) and will follow the policies and guidelines set by NSCRO. While not a direct governing body, NSCRO is a national organization, for small college rugby teams within the United States. NSCRO provides guidance, sets operating standards and has developed National Championship competition, for it’s members.

2.3 The Conference will have concurrent jurisdiction over its members in all matters pertaining to the administration of rugby activities to include, but not restricted to; competitions, discipline, player & team eligibility, and related matters.

### **3) MISSION**

3.1 The mission of the Conference shall be to encourage the introduction, teaching, promotion, and understanding of the sport of Collegiate Rugby throughout the Conference, and to undertake other activities incidental or conducive to the furtherance of the mission.

3.2 The Conference is committed to encouraging the highest of ethical standards and the safest level of participation. All teams involved in the Conference shall conduct themselves with integrity, transparency, accountability, and in a safe, fair and equitable manner consistent with the [USA Rugby College Code of Conduct](#).

3.3 The Conference is committed to continuing a traditional competitive Fall 15’s season and to developing and maintaining a competitive Spring 7’s season.

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3.4 Coaches, assistant coaches and volunteer coaches operating within the Conference shall be held to the standards set forth in the UpSCRC Coaches Code of Conduct at all times and will follow and uphold all Disciplinary Regulations and Procedures.

## 4) MEMBERSHIP

4.1 The membership of the Conference shall be limited to undergraduate rugby teams in good standing with their respective college or university and in compliance with the [NSCRO Men's Team Eligibility Policy](#). Furthermore, it is the responsibility of member teams to insure that all individuals participating with that team maintain compliance with NSCRO [Player Eligibility Policy](#).

4.2 Team membership shall consist of the following statuses:

A. **Full Membership** – A Full Member shall have full voting rights and responsibilities. Each Full Member shall hold one seat on the Board of Directors (here after the “Board”). Unless otherwise designated as an Associate Member, all teams are considered to have Full Membership with no time limits.

B. **Associate Membership** – Newly created teams or teams being resurrected following a disciplinary dissolution, may apply for consideration of Associate Membership for one year. Should the ongoing solvency of the Associate Member be questionable, a maximum extension of no more than one year of Associate Member status may be requested in writing to the Commissioner, no later than May 1st. The request shall contain an explanation of the need for an extension. Consideration of the Associate Membership extension request will be included on the AGM agenda and approval of the request shall be based on a two-thirds vote from the Board of Directors at the AGM.

An Associate Member shall have no voting rights, but will maintain access to certain other services as approved by policy of the Board. Associate Members shall pay dues, as determined by the Board.

4.3 All members shall pay membership dues, as determined in the annual budget.

4.4 All members joining the Conference shall be deemed to accept the terms of these By-Laws and any By-Laws from time to time adopted by the Conference. Furthermore, all members are required to conduct themselves in accordance with the Conference's ethical framework.

4.5 Any team seeking to join the Conference shall submit a request, via a completed UpSCRC Application for Membership / Agreement to the Commissioner. Members shall be admitted based on a two-thirds vote from the Board of Directors.

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4.6 Once admitted to the conference, both Full and Associate Team Members are considered members with immediate attendant conference rights and obligations, as described in Section 5 of these By-Laws.

4.7 A team may resign from the Conference with or without cause by submitting a written or electronic notice to the Commissioner before April 1st, proceeding the effective date of the resignation. Any notice of Withdrawal from Spring 7's competition only must be submitted before November 1st, proceeding the effective date of withdrawal. Mid-season resignations will not be accepted. The resigning team shall remain liable for any pending financial obligations to the Conference and its members.

## 5) MANAGEMENT

5.1 The affairs of the Conference shall be conducted by a Board of Directors comprised of an Executive Committee and a Representative from each of the Full Member clubs. The preferred mode of communication shall be electronic mail and/or telephone.

5.2 The members of the Executive Committee shall consist of the following:

A. **Commissioner:** The Conference Commissioner (hereafter, Commissioner) shall have charge of, and be responsible for all areas in relation to conference development, communication, and organization. Other duties may be assigned to him/her by members of the Board and/or the By-Laws of the Conference.

i. **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.

ii. **Representation:** Responsible for providing communication with governing affiliations, member teams, referee organizations, and any partnering organizations.

iii. **Organization:** Responsible for maintaining conference records and official documents; scheduling, announcing and presiding over Conference meetings; and is responsible for the general welfare of the Conference and its members.

A. **Treasurer:** The Treasurer shall have charge of, and be responsible for all areas in relation to financial administration of the Conference. The Treasurer shall administer over the following areas as well as preform other duties that may be assigned to him/her by members of the Board and/or the By-Laws of the Conference:

i. **Budget:** Responsible for maintaining the budget, as well as having the authority to set & collect dues, fines, fees, and assessments from time to time as may be required.

ii. **Bank Accounts:** Has authority to open and maintain any bank accounts necessary to fulfill the financial obligations of the Conference.

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iii. Sponsorship & Marketing: Responsibilities include soliciting and coordinating all sponsorship activities while serving as the chief representative of the Conference when engaged in such marketing relations.

iv. Responsible, along with the Conference Commissioner, for filing all required documentation for legal entity status in a timely manner.

v. If the Treasurer is not an Accountant, he/she will seek a volunteer Accountant, from within or outside of the Conference, to perform not less than two (2) annual reviews of Conference financial records. If a volunteer is not available, the Board shall contract with an Accountant for the financial reviews.

C. **Secretary:** The Secretary shall have charge of, and be responsible for all areas in relation to documentation of official conference business. The Secretary shall administer over the following areas as well as perform other duties that may be assigned to him/her by members of the Board and/or the By-Laws of the Conference:

i. Meeting Minutes: Responsible for keeping the minutes of all conference meetings and making them available to the Board within 14 days of the conclusion of the meeting.

ii. Record Retention: Responsible for setting and maintaining a record retention policy, including keeping the official copy of all conference documents and filings.

D. **Two Directors of Competition:** The **Director of 15's Competition** and the **Director of 7's Competition** shall have charge of, and be responsible for all areas in relationship to the day-to-day management of their respective competitive seasons. The Directors of Competition shall administer over the following areas, as well as perform other duties that may be assigned to him/her by members of the Board of Directors and/or the By-Laws of the Conference:

i. Development of league schedules and a playoff format.

ii. Consult with one and other to ensure as much uniformity of the two seasons, as is practical.

iii. Management of up to date Divisional standings, as per UpSCRC policy.

iv. Review the basis of any cancellation or postponement of any scheduled league matches and rule on the outcome of any matches that can not be made up during that league season.

5.3 The members of the **Board of Directors** shall consist the Executive Committee and Full Member Team Delegates.

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A. Full Member Team Delegates: Each team with Full Membership status shall receive one seat on the Board, via a team Delegate, who shall be charged with the duty of representing not only the interests of their team, but those of the Conference as a whole.

5.4 Associate Team Member Delegates: Each team with Associate Membership status shall appoint a team Delegate who will have no voting rights, but will be invited to attend all conference meetings. Delegates shall be charged with the duty of representing not only the interests of their teams, but those of the Conference as a whole.

5.5 Other Directors: The Commissioner, with authorization of the Board, may appoint or cancel the appointment of additional personnel or advisors to serve as Directors to support the operations of the Conference. These Directors are not members of the Board and have no voting rights.

5.6 Committees: The Commissioner, with authorization of the Board, may form or cancel the formation of Committees to support the operations of the Conference. A Disciplinary Committee and Appeals Committee are mandated to be created and maintained on an ongoing basis. All Committees must have a Chairman who is a current member of the Board. All Committee recommendations must receive two-thirds vote of the Board to be accepted.

5.7 The Board shall have full power to deal with all matters relating to the Conference including power to make public, and enforce such By-Laws as the Board feels necessary to govern the activities of the Conference. They may enter into any variances of contractual agreements on behalf of the Conference, and they may generally exercise all such powers granted within these By-Laws or are otherwise authorized to exercise, except those powers expressly reserved for the individual member teams.

## 6) TENURE

### 6.1 Appointments

- A. Member Delegates shall be appointed by their respective teams.
- B. The Commissioner, Secretary and Treasurer and both Directors of Competition shall be appointed at the Annual General Meeting by a simple majority vote of the Board of Directors present at the meeting.

### 6.2 Terms

- A. The Commissioner, Secretary and Treasurer and both Directors terms shall begin following their appointment at the Annual General Meeting and will end at the conclusion of the next Annual General Meeting unless re-elected. There are no limits on the number of terms any individual can serve on any post.

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B. Full and Associate Member Team Delegates shall be appointed by their respective teams at any time. Teams shall notify the Commissioner, in writing or e-mail, of any change in Delegate appointment at least 48 hours prior to any scheduled meeting.

## 6.3 Removal & Vacancies

A. The removal of a member of the Board shall be resolved by a two-thirds vote at a General Meeting.

B. A member of the Board may resign at any time with or without cause. If the position of Commissioner, Secretary, Treasurer or either Director of Competition should fall vacant, the Board shall have the power to fill the vacancy until the current term concludes, by a majority vote. If the vacancy is a Full or Associate Member Team Delegate, the respective team shall appoint a new Delegate.

## 7) MEETINGS

7.1 Annual General Meeting: The Conference shall hold an Annual General Meeting (here after, "AGM") each year during the month of June, at a time most conducive to full participation. Meeting agenda items will include, but are not limited to:

- Election of officers;
- Receipt of individual reports from members of The Board;
- Voting on a budget for the following year;
- Consideration of changes to the By-Laws;
- Other relevant business.

7.2 General Meetings: The Conference shall hold a minimum of three (3) General Meetings each year in addition to the AGM. The first General Meeting will be scheduled at the AGM. All subsequent General Meetings will be scheduled at the first scheduled General Meeting. General Meeting agenda items will include, but are not limited to:

- Receipt of individual reports from members of the Board;
- Consideration of changes to the By-Laws;
- Other relevant business.

7.3 The Board shall vote to hold the AGM and General Meetings at either:

- A location that is relatively central for all teams OR
- Alternate meetings between Regions, at a location closest to the "out of region" teams OR
- Via Conference Call

7.4 Special Called Meetings: The Conference shall have the option to hold Special Called Meetings each year, in order to address issue(s) which will need to be acted upon before the next scheduled General Meeting. The location and means of

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communication for Special Called Meetings shall be determined when the meeting is called. Meeting activities may include, but are not limited to:

- Receipt of individual reports from members of the Board of Directors;
- Consideration of changes to the By-Laws;
- Other relevant business.

7.5 Quorum: A quorum shall only be established when the Commissioner and more than 50% of all eligible voters are in attendance. All meetings are open to all members of the Conference and interested persons.

7.6 Notices: At least a fourteen (14) day notice of the time, place, and agenda shall be given to all voting members of the Annual General Meeting; General Meetings and any Special Called Meetings if a vote of high importance, as deemed so by the Board, is to be taken. No business shall be conducted unless fair notice thereof is contained in the agenda.

7.7 Voting:

A. All decisions shall be resolved by eligible voters comprised only of Board members that are present at the meeting, either in person or connected via telephonic conference call. Each member shall be entitled to one vote.

B. Passage of all Board votes, unless otherwise specified in the By-Laws, shall be based on a simple majority (more than 50%) of the members in attendance.

C. The Conference Commissioner shall only cast a vote in the event of a tie decision.

7.8 Rules: At meetings of the Board, Robert's Rules of Order, newly revised, shall be followed unless altered by the By-Laws.

7.9 Changes to the By-Laws:

A. Any change to the By-Laws shall be resolved by a two-thirds majority at a General Meeting.

B. A proposal to change the By-Laws must be submitted in writing to the Conference Commissioner who shall circulate the proposal to all members and allow fourteen (14) days for submission of any amendments before calling a meeting in accordance with rule 7.5 of this Constitution. All amendments to the By-Laws become effective immediately, unless otherwise noted.

## 8) FINANCE & ACCOUNTS

8.1 The inaugural fiscal year shall commence immediately following the passage of the UpSCRC By-Laws and incorporation of the Conference and will run until June 30, 2015. Future fiscal years shall run from July 1st to June 30th.

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8.2 A budget shall be submitted by the Treasurer at the AGM, with a vote by the Board to take place directly after discussion. Revisions to the budget can be made at General Meetings by a simple majority vote of the Board.

8.3 Annual Team Dues are to be proposed by the Treasurer within his/her budget report to the AGM. Dues shall be on an annual basis and shall be discussed and approved or revised by a vote of the Board of Directors at the AGM. Dues shall be billed and payable in advance of the first conference competition in the applicable fiscal year for which they represent. Teams delinquent in payment of dues shall forfeit voting privileges. Should delinquency persist, further measures may be taken.

8.4 The Treasurer shall maintain the budget, as well as have the authority to set and collect dues, fines, fees, and assessments from time to time as may be. The Treasurer shall send one or more reminders to any member team that is delinquent in payment of any money owed to the Conference.

8.5 All checks or charges drawn against the Conference's funds shall only be signed by the Treasurer.

8.6 All expenditures must be approved by the Conference Commissioner in agreement with the Treasurer before they are executed.

8.7 All members of the Conference shall be jointly and individually responsible for the financial liabilities of the Conference.

8.8 Any Conference member who engages in the misuse of funds will have their membership status revoked and will be subject to repayment of misused funds.

### 9) DISSOLUTION:

In the event of dissolution or other termination of the Conference, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Conference, distribute any and all of the net assets of the Conference to one or more organizations, which themselves are exempt as organizations pursuant to the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue law), or to federal, state, or local government exclusively for public purposes.