

**BYLAWS OF DRFC INC.
(FINAL)**

ARTICLE I - NAME AND PURPOSE

Section 1.1 - Name: The name of this organization shall be DRFC Incorporated, (formerly known as Friends of Doylestown Rugby or FODR), herein referred to as DRFC Inc. It shall be a non-profit corporation incorporated under the laws of the State of Pennsylvania and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 1.2 - Mission: The mission of DRFC Inc. is to grow and promote the Doylestown Rugby Football Club, herein referred to as Doylestown Rugby Football Club, or “the club”, through an inclusive, family-oriented community that extends beyond Doylestown. Building a culture that emphasizes friendship, leadership, and sportsmanship so that all members can improve and be successful on and off the field

Section 1.3 - Purposes: DRFC Inc. is organized for charitable, literary, scientific and educational purposes provided for under Section 501(c)(3) of the Internal Revenue Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise. DRFC Inc. is also responsible to oversee and assist the Doylestown Rugby Football Club, their teams, players, and staff with assistance in a manner conducive of a board.

Section 1.4 - Goal: DRFC Inc.’s main goals are to (in no particular order): grow club membership and players, secure a rugby facility (short and long term), increase community outreach, provide a clear financial picture with strong fundraising, and increase intra-club cohesion. These goals are not all-encompassing and can be attenuated through the amendment process if the needs of the club change.

ARTICLE II - MEMBERSHIP

Section 2.1: Membership shall be open to any person willing to contribute to the interests and goals of DRFC Inc. Membership shall not be denied to any person due to age, race, religion, sex, handicap, or national origin. Members considered “in good standing” are entitled to participate in all general meetings and social functions; eligible to run for board positions; participate in organization committees; and are allocated one vote in all club elections.

Section 2.2: Members “in good standing” are:

- (a) Individuals who are current or up-to-date on their dues payments for their current team.

- (b) Parents of players who are under the age of 18 and are current or up-to-date on their dues payments for their current team.
- (c) Individuals who have not committed disciplinary infractions as defined in these bylaws.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 - Chairs and Duties: There shall consist of no less than 7 officers; Chairperson, Secretary Chair, Finance/Treasurer Chair, Communications & Marketing Chair, Facilities Chair, Growth Chair, Team Chair, Fundraising Chair and Co Chair, Event Chair, and Co Chair. Their duties are as follows:

- (a) **Chairperson:** Responsible for (but not limited to): overseeing all chairs on the board, facilitating and keeping meetings running efficiently and on track, scheduling annual and monthly meetings as well as elections.
- (b) **Secretary Chair:** Responsible for (but not limited to): taking meeting minutes, distributing meeting minutes to the board, storing meeting minutes in DRFC Inc. file server, appointing and overseeing a club historian to maintain club records, maintaining a list of active action items with completion dates.
- (c) **Finance/Treasurer Chair:** Responsible for (but not limited to): working with chairs and committees to establish budgets, providing monthly/quarterly financial reports, paying bills / debts, collecting field funds from all teams, working on methods to accomplish fund initiatives, investigating insurance coverages for staff and players, and communicating/coordinating annual team payment to the club before the Board accepts the Annual Budget.
- (d) **Communications & Marketing Chair:** Responsible for (but not limited to): overseeing, managing and maintaining the club's social media accounts, overseeing and maintaining the club's website, overseeing and maintaining the club's communication platform(s), coordinating press and self promotions, overseeing and creating club newsletters.
- (e) **Facilities Chair:** Responsible for (but not limited to): maintaining the field (ie. feed & seed, etc.), being the Point of Contact for field rental (ie. Chor's contact, communicating field use schedule with Chor), establishing and maintaining the club's field schedule, the upkeep and maintenance of the field storage/storage facilities, and purchasing/inventorying team's and club's equipment.
- (f) **Growth Chair:** Responsible for (but not limited to): helping the club as a whole with recruitment initiatives; whether that's being a resource for individual team's recruiting, assisting with club wide recruiting initiatives, and/or targeted marketing for player recruitment.
- (g) **Team Chair:** Responsible for (but not limited to): acting as a liaison between the teams and the board, meeting with the teams' leadership committee and team coaches bi-annually/before each season (or as needed), determining the needs of the teams in

terms of equipment/scheduling/etc., overseeing the player feedback. Also be the contact for the state and country rugby governing bodies to register/create teams, review scheduling, etc., ensure all teams have coaching staff that are following all state, local, USA Rugby, and Rugby PA laws, as well as a contact for parent's inquiries and concerns.

- (h) **Fundraising Chair(s):** Responsible for (but not limited to): spearheading yearly fundraisers, fundraising for the field fund, coordinating and fundraising for the club scholarships, fundraising for annual operating, acting as resources for team lead fundraising initiatives, and ensuring the growth of the Capital Campaign.
- (i) **Event Chair(s):** Responsible for (but not limited to): corresponding with alumni, coordinating all alumni events including overseeing the reunions, establishing an events calendar with all club participants, engaging with all youth academy parents, acting as resources for team lead event initiatives, and assuring annual social events.

Section 3.2 - Terms: Each position on the board will have a term of 3 years. The board positions will be up for election on a cyclical schedule at the annual general meeting with 2023 being Year 1. Below is the schedule, starting with Year 1 for the rotating 3 year schedule. Year 4 will use the Year 1 Chair list and the cycle will continue.

- (a) Year 1 - Communications & Marketing Chair, Growth Chair (1), Fundraising Chair(1), and Team Chair
- (b) Year 2 - Secretary Chair, Facilities Chair, Event Chair, and Fundraising Chair(2),
- (c) Year 3 - Chairperson, Finance/Treasurer, Teams Chair, Event Chair(2), and Growth Chair(2)

Section 3.3 - Board Elections: The open seats on the board shall be voted on by the members in good standing at the yearly annual general meeting.

- (a) Vacant Chairs: Chairs that will be open for election will be communicated to the Doylestown Rugby Football Club community 90 days in advance to the annual general meeting.
- (b) Nominations: Any person who is 1) a member of Doylestown Rugby Football Club and 2) a member in good standing may nominate themselves or another member in good standing to any vacant position on the board via text or email to the Chairperson of the board.
- (c) Explanations: The nominees will be given an allotted time to speak about themselves prior to the public vote.
- (d) Voting: Following the nominees explanations, the members in attendance at the annual general meeting, either in person or virtually, and who are in good standing with the club, may cast one vote for the person they wish to get the vacant position. A board member will count each vote and reveal the nominee with the most votes as the winner.

Section 3.4 - Resignation, Termination, Absences, and Vacancies: Resignation from the board must be in writing to and received by the Board. A board member may be terminated from their

chair due to more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons that cause detrimental action to DRFC Inc. by a majority vote of the remaining directors. In the event that a board member steps down or is removed from their chair, an interim board member will be confirmed by the board and that chair will be available at the upcoming annual general meeting. The term of the chair will be the balance of the original chair's term.

- (a) Example: One Growth Chair steps down after being elected to that chair at the annual general meeting during Year 2. Their seat will be available for election at the annual general meeting in Year 3. Rather than the new Growth Chair having a 3 year term, they will only serve for two years (until the Year 2 round at the annual general meeting) before the seat is back up for reelection.
- (b) Excused absence can be defined as: informing a member of the board of the absence in addition to providing an update on the activity of the chair in written form.

Section 3.5 - Board Meetings: The board shall meet monthly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least one week in advance. Or in extenuating circumstances, the board may meet sooner than the 5 day notice if all board members agree by phone, email, text, or mail.

Section 3.6 - Special Board Meetings: Special meetings of the board shall be called upon by the request of the Chairperson or any Board Member. Notices of the special meetings shall be sent out by the Secretary to each board member at least two weeks in advance. Or pursuant to Article III Section 5.

Section 3.7 - Quorum: A quorum is accepted by attendance of greater than 50% of the filled board members for business transactions to take place and motions to pass. In the case that one board member holds more than chair, their vote and presence shall only be counted as one instance.

Section 3.8 - Holding A Board Chair Position: Any member on the board may only hold no more than one voting board chair position at a time. In the case that there is a vacancy on the board and a member from the board must fill the vacant chair, they are only allowed one vote.

ARTICLE IV - NON-BOARD MEMBER POSITIONS

Section 4.1 - Description of Purpose: The board may create non-required, non-board member positions as they see fit to assist DRFC Inc. and Doylestown Rugby Football Club.

Section 4.2 - Examples of Non-Board Member Positions and Duties: The following Non-Board Member positions and duties could be:

- (a) **Administrator:** Responsible for (but not limited to): assisting Communications & Marketing Chair with their duties as delegated, maintaining email list serves, and working with club communications platform(s).
- (b) **Historian:** Responsible for (but not limited to): collecting and documenting statistics for each team and maintaining the history book / updating history book for reunion every 5 years.

Section 4.3 - Appointment: It will be up to the board to whom that position reports to make the decision on election vs. appointment for the position. If the board wants an election for that position, they will need to have a majority vote to override the chair to whom that position report's decision for an appointment.

Section 4.4 - Resignation, Termination, Absences, and Vacancies: Resignation from a non-board member position must be in writing to and received by the Board. A non-board member may be terminated from their position due to inability to perform the duties of the position to the standard of the board and/or the chair to whom that position reports. A non-board member may be removed for other reasons that cause detrimental action to DRFC Inc. or Doylestown Rugby Football Club by a majority vote of the board of directors. In the event that a non-board member steps down or is removed from their position, an interim non-board member will be confirmed by the board and/or the chair to whom that position reports and that position will be available at the upcoming annual general meeting. The term of the position will be the balance of the original position's term.

ARTICLE V - COMMITTEES

Section 5.1 - Initial Committee Formation: The following committees can be installed under the Chair positions and made up of the individuals listed below.

- (a) Finance Committee
 - (i) Headed by Finance/Treasurer Chair
 - (ii) Made up by volunteers with the approval of the Finance/Treasurer Chair
- (b) Team Committee
 - (i) Headed by the Team Chair
 - (ii) Made up by an elected representative of each team apart of Doylestown Rugby Football Club and the Director of Rugby
 - (iii) No less than a representative from each team
- (c) Coach Committee
 - (i) Headed by the Coach Chair
 - (ii) Made up by the head coach, or a coaching staff representative, of each team apart of Doylestown Rugby Football Club

- (iii) No less than a representative from each team:
- (iv) If the Flag and/or Ancients want to provide a coach/coaching representative, they are permitted to do so
- (d) Growth Committee
 - (i) Headed by Growth Chairs
 - (ii) Made up by volunteers with the approval of the Growth Chairs
- (e) Fundraising Committee
 - (i) Headed by Fundraising Co-Chairs
 - (ii) Made up by volunteers with the approval of the Fundraising Chairs
- (f) Events Committee
 - (i) Headed by Event Chairs
 - (ii) Made up by volunteers with the approval of the Event Chairs

Section 5.2 - Additional Committee Formation: The board, or any member on the board, may create a committee with the purpose of advancing the initiatives of their chairs, the board, and/or the club. The Board Chair will head the committee(s) under their position(s).

Section 5.3 - Committee Meetings: All meetings are to be agendaized and available to all members prior to the commencement of the meeting. This will ensure all members have free access to openly comment about issues relating to the committee. All Committee meeting minutes will be reported back to the Board of Directors.

ARTICLE VI - DUES AND FUNDS

Section 6.1 - Dues: The board shall establish a dues structure that all teams must pay to be recognized as members of DRFC Inc.. Dues shall be reviewed annually and the amount should reflect, at least, operating expenses and promotional opportunities.

Section 6.2 - Approval of Funds: Expenditures exceeding \$1500 must have the approval of the entire board. The Chairperson may approve spending up to \$500, and the Chairperson in conjunction with the Finance/Treasurer Chair may spend up to \$1,000 without the need of approval from the rest of the board.

ARTICLE VII - MISCELLANEOUS

Section 7.1 - Books & Records: DRFC Inc. shall keep correct and complete books and records of account(s) and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, DRFC Inc. shall keep a copy of DRFC Inc.'s Articles of Incorporation and Bylaws as amended to date.

Section 7.2 - Fiscal Year: The fiscal year of DRFC Inc. shall be from January 1 to December 31 of each year.

Section 7.3 - Conflict of Interest: The board shall adopt and periodically review a conflict of interest policy to protect DRFC Inc.'s interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Section 7.4 - Nondiscrimination Policy: The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of DRFC Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE VIII - DISCLOSURE OF FINANCIAL INFORMATION

Section 8.1 - Purpose: By making full and accurate information about its mission, activities, finances, and governance publicly available, DRFC Inc. practices and encourages transparency and accountability to the general public.

Section 8.2 - Financial and IRS Documents: DRFC Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection at the cost of the copies..

Section 8.2 - IRS Annual Information Returns (Form 990): DRFC Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, DRFC Inc.'s Form 990 shall be submitted to each member of the board of directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 8.4 - Board: All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

Section 8.5 - Staff & Donor Records: All staff and donor records shall be available for consultation by the staff member concerned or by their legal representatives. No staff or donor

records shall be made available to any person outside DRFC Inc. except the authorized governmental agencies. Within DRFC Inc., staff and donor records shall be made available only to those persons with managerial or personnel responsibilities for that staff member or donor, except that records shall be made available to the board when requested.

ARTICLE IX - CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 9.1 - Purpose: DRFC Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of DRFC Inc. must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of DRFC Inc. to adhere to all laws and regulations that apply to DRFC Inc. and the underlying purpose of this policy is to support DRFC Inc.'s goal of legal compliance.

Section 9.2 - Reporting Violations: If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of DRFC Inc. is in violation of law, a written complaint must be filed by that person with the chairperson.

Section 9.3 - Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Section 9.4 - Retaliation: Said filing person is protected from retaliation if she/he brings the alleged unlawful activity, policy, or practice to the attention of DRFC Inc. and provides DRFC Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. DRFC Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of DRFC Inc. or of another individual or entity with whom DRFC Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Section 9.5 - Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ARTICLE X - AMENDMENTS

Section 10.1 - Amendments: These bylaws may be amended when necessary by seven-tenths majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with the regular board announcements.

Section 10.2 - Notice: Notice of any meeting at which an amendment will be considered shall be given to the board of directors at least ten (10) days in advance of such meeting. Such Notice shall include a copy of the proposed amendment and a summary of the changes to be effected thereby.

Section 10.3 - Effective Date: Amendments approved by the board of directors shall be effective as of the date of approval.

ARTICLE XI - SAVING CLAUSE

Section 11.1 - Clause: Failure of literal or complete compliance with provisions of these Bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice proposals, which in the judgment of the members at meetings held do not cause substantial to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

Section 11.2 - Provisions: All provisions of these Bylaws shall be construed to conform and comply with all applicable state and federal laws and regulations.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of DRFC Inc. were approved by the Doylestown Rugby Football Club Inc. board of directors on Wednesday, December 6th, 2023 and constitute a complete copy of the Bylaws of DRFC Inc.

Secretary: Kate McKenna

Date: 12-06-2023