

## RUGBY REFEREE SOCIETY OF VIRGINIA BY-LAWS

### 1. Membership

**1.1 Qualifications.** There shall be two classes of Members: Regular Members who shall have the right to vote and Honorary Members who shall not have the right to vote.

The conditions for membership in the two classes are as follows:

**1.1.a Regular Members.** A Regular Member must be registered as either a Referee or Referee Coach with the Society and must have refereed or coached a minimum number of two matches or events in the preceding two years. Exceptions to this policy may only be granted by a simple majority of the Board. A record of Regular Members shall be maintained, and updated monthly, by the Recording Secretary; such list shall be made public at the Society's website.

**1.1.b Honorary Members.** An Honorary Member shall be any individual who may be designated by the Board of Directors as an Honorary Member of the Society.

**1.2 Withdrawal.** Any Member may withdraw from the Society at any time by so notifying the President of the Society. Said Member shall continue to be liable for financial obligations to the Society accrued or accruing through the end of the Society's then current fiscal year.

### 2. Meetings of Members

**2.1 Annual General Meeting.** The Annual General Meeting of the Members of the Society for the election of the Board of Directors and for the transaction of such other business as may properly come before such meeting shall be held on such day in July, August, or September of the current year as may be designated by the Board of Directors or, if no such designation is made, on the last Sunday in August.

**2.2 Special Meeting.** At any time designated by a simple majority of the Board of Directors or by a quorum of the Regular Members of the Society, a Special Meeting of the membership may be called to consider amendments to the Bylaws or the Articles of Incorporation, to consider the recall of a Member of the Board of Directors, to consider the appointment of a Regular Member to fill a vacancy on the Board of Directors, or to consider changes to Financial policy and fee structures.

**2.3 Participation within Meetings.** Meetings may be in-person or electronically. If in-person, the opportunity for any Member to participate electronically will be offered. Any Regular Member participating electronically shall be deemed to be "present" at the meeting and shall retain full voting rights. Voting shall take place synchronously during the meeting.

**2.4 Establishing a quorum.** For purposes of an Annual General Meeting or a Special Meeting, one-third (1/3) of the Regular Members present in person or participating electronically shall be considered a quorum.

**2.5 Voting.** Each Regular Member of the Society shall be entitled to a single vote at matters presented at the Meetings. Proxy votes are not allowed. Except as may be otherwise required by law or by these Bylaws, all matters acted upon at any Annual General Meeting or Special Meeting shall be decided by a majority of the votes cast on by the Regular Members of the Society at the Meeting, whether in person or participating electronically.

**2.6 Notice and Agenda.** The Recording Secretary shall give notice in writing, electronically, of the Annual General Meeting to each Regular Member of the Society. Each notice shall be emailed not less than 14 days and not more than 60 days prior to the Annual General Meeting and shall contain a general statement of the items of business to be considered at the meeting. A planned agenda must be presented to the membership for Annual General Meetings and Special Meetings with a minimum of 14 days notice. Agenda items shall include officer reports and announcements, elections, amendments to bylaws, matters presented to the Society for a vote (such as operational and financial policy

updates and fee structure changes), and Any Other Business. Amendments to bylaws and financial policies must be notified to the Recording Secretary in enough time for them to be entered into the published agenda and to allow for full consideration thereof.

### **3. Board of Directors**

**3.1 Designation.** The Board of Directors shall consist of five elected Officers of the Society who shall be a President, an Allocations Secretary, a Treasurer, a Recruiting Officer, and a Referee Development Officer.

**3.2 Powers of the Board of Directors.** The Board of Directors shall meet from time to time to consider administrative and substantive matters regarding the Society and take such action or make such recommendations as they deem appropriate. At the recommendation of a simple majority of the Board, specific matters shall be referred to the whole Society for consideration at an Annual General or Special Meeting. The Board shall recognize that no policy be enacted without the approval of a simple majority of the Board.

Each Board Member shall have specific responsibilities, including but not limited to those set out below. Such specific responsibilities shall not absolve the Board to act collaboratively to advance the interests of the Society and the Society's Members.

**3.3. Eligibility and Election.** Members of the Board of Directors shall be elected from amongst the Regular Members of the Society. They shall be elected at the Annual General Meeting of the Society and shall hold office for one year and until their successors have been elected and qualified. In the event of a vacancy caused by resignation, removal, or death, the Board of Directors may appoint a Regular Member of the Society to serve in the vacated position for a maximum of 30 days, until either a Special Meeting or the Annual General Meeting is called in that time, when the election is held to fill the vacancy.

In the event of multiple candidates, a majority vote will be required. If one is not achieved in the first round, a second ballot will take place with the two candidates who gathered the most votes in the first ballot.

**3.4. Duties of the President.** The President shall be the Chief Executive and Administrative Officer of the Society. They shall have overall responsibility for ensuring that the strategic direction of the Society is set and followed. They are responsible for the overall success of the Society.

They shall preside over all Meetings of the Society, save any Special Meeting in which they may be the subject of a motion to recall, in which case the Recording Secretary shall preside.

The President shall represent the interests of the Society in the deliberations of the local geographic union, conferences, and any other administrative bodies in which the Society shall be represented. The President shall represent the interests of the Society and advocate for those Members whom a majority of the Board shall consider to be worthy of consideration by MARR.

**3.5. Duties of the Allocations Secretary.** The Allocations Secretary shall function as the principal administrator for match allocations. They shall be responsible for maintaining a list of active, available referees and referee coaches, and, in collaboration with the President and the Referee Development Officer, assigning individual referees to matches in the local unions. They shall be responsible for the timely and efficient communication of this information to local clubs and to Members of the Society.

**3.6. Duties of the Treasurer.** The Treasurer shall receive all monies accruing to the Society, keep accounts, have charge of the funds of the Society, and pay debts. They shall be responsible for ensuring that all filings required by Law are made in a timely manner. An annual budget must be maintained and presented to the membership on an annual basis.

**3.7. Duties of the Recruiting Officer.** The Recruiting Officer shall be responsible for determining and executing the strategy of recruiting new members to the Society. They shall, with the support of the Board, delegate such responsibilities as may be appropriate to individual Members of the Society who volunteer to assist with such activities. They shall, in collaboration with the President and the Treasurer, establish and follow a budget for recruiting activities.

**3.8. Duties of the Referee Development Officer.** The Referee Development Officer (RDO) shall be responsible for the continuing education of the members of the Society and raising the standard of refereeing within the Society. The RDO collaborates with the Allocations Secretary to assign Referee Coaches to watch, coach, and/or assess individual referees. The RDO is responsible for maintaining the list of referees, and their respective coaching reports, evaluations, grades, and development plans. Additionally, they are responsible for maintaining a list of Referee Coaches and verifying all Referee and Coaching certifications.

The RDO shall conduct a meeting to seasonally review and appropriately promote the grade level of Referees within the Society. Promotions will be voted upon by the Board and Referee Coaches. Each person present may have one vote; a Board Member who is also a Referee Coach may only cast one vote.

The RDO, in conjunction with the President and Treasurer, shall be responsible for identifying Exchange opportunities for Members, and setting a budget for any exchanges that take place outside of MARR jurisdiction.

**3.9 Removal.** An Officer of the Society may be removed from office at a Special Meeting of the Society called for the purpose of considering such removal by a two-thirds (2/3) vote of the quorum in attendance by the Regular Members of the Society, voting in person or electronically.

**3.10. Duties of the Recording Secretary.** The Recording Secretary shall be nominated by the President and approved by a majority of the Board. A member of the Board may also act as the Recording Secretary. The Recording Secretary must be a Regular or Honorary Member of the Society, with the voting rights that accrue to their class of membership. The Recording Secretary shall keep and maintain the Society membership list. They shall be responsible for keeping the records of each meeting of the Society. They shall perform such other duties as may be assigned them by the President or the Board of Directors. They shall be responsible for communicating information regarding the Society's functions to local union clubs, local union officers, Society Members, and territorial and national union officers in a timely and efficient manner. The Recording Secretary shall not, by virtue of that role, be considered a member of the Board and shall have no vote on Board matters, unless they hold a voting position on the Board of Directors.

#### **4. Amendments to the Bylaws**

**4.1 Ratification.** The Bylaws of the Society may be amended in whole or in part at any Annual General Meeting or Special Meeting of the Society called for the purpose of considering such amendments upon a two-thirds (2/3) vote of the Regular Members of the Society participating in the meeting. A *proposed* bylaw change must be issued 14 days prior to an Annual General Meeting or Special Meeting. However, a duly noticed proposal for change need not be accepted or rejected in its entirety but may be adopted with such modification(s) as the Regular Members of the Society may deem appropriate.