

# **The Bayonne Rugby Football Club**

Bayonne, New Jersey USA  
Est. 1989

## **AMENDED AND RESTATED BYLAWS**

**Last Revised: June 1, 2017**



**AMENDED AND RESTATED BYLAWS OF**  
**The Bayonne Bombers Rugby Football Club**  
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**Introduction:**

The body of this set of bylaws is to govern the Bayonne Bombers Rugby Football Club and set forth the rules and procedures for managing the Club and its interests, both on and off the pitch. These bylaws are to be updated as deemed prudent by the Executive Board. At no time shall this document be considered irrevocable unless by a super majority vote of the full Club Membership.

**Mission Statement:**

Founded in the Fall of 1989, the mission of this Club was, and remains, to provide the organization and infrastructure to advance the sport of rugby within our immediate community and beyond. This includes providing an opportunity for any individual to play, coach or enjoy the sport as they wish. The Club also aims to act as ambassadors of the sport through sportsmanship, inclusion and by supporting likeminded organizations. At all times the Club will provide an atmosphere where all members are welcome to take part in any Club event activities regardless of race, sex, religion, color, creed, social standing, sexual orientation or physical ability.

**Definitions:**

Bayonne Bombers Rugby Football Club – shall hereby be referred to as Bayonne RFC or the Club.

Executive Board – shall hereby be referred to as the EB. The EB, at a minimum, shall consist of: Chairman, President, Treasurer, and Match Secretary.

Playing Member – shall hereby be referred to as Player.

Non-playing Member – shall hereby be referred to as Non-Player.

Social Member – May attend all events, functions and meetings. Social members may voice their opinions in meetings and elections but may not vote or hold an EB position.

Member – Player or Non-player who has paid his dues. Members may hold EB positions and vote on any issue brought before the Club that requires a majority vote or during the elections of the EB.

Membership – All Members of the Club who are in good standing.

Quorum – two-thirds of the EB is required to hold a meeting. All votes require a simple majority vote for passage.

General Elections – a recurring event where Members are given the opportunity to vote on specific roles and offices, herein referred to as Elections. Elections may occur as part of the Annual General Meeting, but may be held separately at the direction of the EB. Specific roles that may be included as part of the Elections include, but are not limited to any or all EB roles, Head Coach, Captain, Vice-Captain, as well as other administrative positions. Exact roles that will be voted on at the Elections will be determined by the EB and communicated prior to the Elections.

General Meeting – It is recommended that the Club convene annually for a General Meeting known as the Annual General Meeting (AGM). The exact date and agenda of the AGM will be determined by the Chairman. The date will be communicated to all Members within ten (10) days prior to the AGM. The Agenda will be communicated to all Members within forty-eight (48) hours prior to the AGM. In the instances where urgent issues must be resolved which do not align with the scheduling of the AGM, and at the direction of the EB, Special Meetings or Player Meetings may be called to address and resolve these ad-hoc issues so that they can be managed and resolved prudently.

Dues – Amount of money each Member must pay to be a Member in good standing for each year. The EB shall establish the dues rate commensurate with each year's budget.

Annual dues may not be increased greater than 10% without an AGM vote.

### **Article I: Name, Location, and Nature**

This Club shall be called Bayonne Bombers Rugby Football Club, herein referred to as Bayonne RFC or simply the Club. The Club is an IRS Registered 501c3 not for profit men's rugby club organized under the laws of the state of New Jersey. The principal place of operation shall be Bayonne, New Jersey, and its surrounding areas, or any other such place as designated by the EB. The Membership of Bayonne RFC will be comprised of players, non-players and social members committed to the development of the sport of Rugby Union Football, "Rugby", within Hudson County and surrounding areas.

### **Article II: Objectives and Purpose**

Bayonne RFC will serve as a proactive organization for amateur Rugby in the County of Hudson in the State of New Jersey. It will promote participation in the sport by managing adult level programs. It will provide playing and training facilities for its programs, and will seek to expand and further develop its program. The Club will participate and promote regional, national and international competitions. Bayonne RFC will further promote participation by providing mentorship and coaching support to Bayonne Youth Flag Rugby in the spirit of extending rugby throughout Hudson County, NJ. This Club is organized as an amateur rugby football club exclusively for charitable and educational purposes and to foster national or international amateur athletic competition within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c) (3).

### **Article III: Executive Board**

The purpose of the EB is to set and administer the general policy for the Club. The EB shall also set a budget for all operations for the upcoming year and set a yearly match schedule. The EB shall also mediate all disputes between all players, non-players, social members and Officers. In addition to the specific powers of the EB detailed within the bylaws, the EB has the power to appoint a Member in good standing to a temporary position not set forth in this set of by-laws. If such position is to become permanent, an amendment will be required.

### **Article IV: Membership & Dues**

Membership in the Club, and all privileges and responsibilities of such Membership, is open to anyone, age eighteen or older, without regard to sex, race, creed, color, religion, sexual orientation or national origin. Membership shall be open to any willing and able persons that wish to contribute to the objectives and purpose of the Club.

The Membership consists of 3 types: Player, Non-Player and Social Member. To be a Member in Good Standing a Player, a Non-Player and a Social Member must meet the following requirements:

1. Playing Member:
  - a. Has paid dues to the Club in the amount specified and the deadline specified by the EB.
  - b. Has paid the required membership fees to USA Rugby
  - c. Has sufficient health insurance as designated by USA Rugby or other governing bodies.
  - d. Follows any rules as set forth in these bylaws and other fitness requirements and codes of conduct instituted by the Club, EB and USA Rugby or other governing bodies.
  - e. Has registered as an active member.

2. Non-Player Member or Social Member:

- a. Has paid dues to the Club in the amount specified and the deadline specified by the EB.
- b. Follows rules as set forth in these bylaws and codes of conduct instituted by the Club, EB USA Rugby or other governing bodies.
- c. Has registered as an alumni member..

The membership year shall be from September 1st to August 31st of each year or such other period as may be established by the EB from time to time.

All persons holding Membership will pay annual Membership dues of an amount set by the EB. The EB shall establish the dues rate commensurate with each year's budget. Annual dues may not be increased greater than 10% without an AGM vote.

Dues shall be paid to the Treasurer and may be paid in two equal installments for the Fall Season, with the first half of due by the first game and the second half due no later than the second Saturday in the month of October. For the Spring Season, the first half is due by the first game and the second half due no later than the second Saturday in the month of May. A payment plan may be worked out with the Treasurer on a case by case basis if deemed necessary. Participation in athletic programs or events sponsored by the Club may require additional dues or fees payable at the time of such program or event. All dues are non-refundable.

Membership in the Club may be suspended for failure to pay dues or other fees in a timely manner, by a majority vote of a quorum of the Board.

Resignation of Membership by a Member may be indicated by a letter of resignation to the President.

### **Article V: Meetings**

1. General Meetings: It is recommended that the EB hold an AGM open to the general Membership once each calendar year.. The exact date and agenda of the AGM will be determined by the Chairman. The date will be communicated to all Members no less than ten (10) days prior to the AGM. The Agenda will be communicated to all Members no less than forty-eight (48) hours prior to the AGM. In the instances where urgent issues must be resolved which do not align with the scheduling of the AGM, and at the direction of the EB, Special Meetings or Player Meetings may be called to address and resolve these ad-hoc issues so that they can be managed and resolved prudently. Each meeting shall be opened by the Chairman and presided over by the President.. A statement from the Treasurer on the accounts of the Club shall be submitted for Membership approval. Unless directed otherwise by the EB in advance of the AGM, this statement shall be limited to 1) Current Cash, and 2) Current Liabilities. Any pending and open items from the prior AGM that have been included within the Agenda shall be addressed and discussed. Once these issues have been addressed, the Elections shall be held. The Specific roles that are to be voted on, as well as accompanying role descriptions, will be included within the Agenda. Once the Elections have concluded, and depending on remaining time available, the floor shall be opened to any Member for new business. Once all new business has been addressed the meeting shall be ended. The Treasurer shall keep the minutes and count on all votes.

2. EB Meetings: The EB shall meet at least quarterly and always within a week prior of an AGM. Exact dates and times of the EB Meetings will be decided by the Club Chairman. The Chairman or President shall preside over all EB meetings. For EB meetings to conduct business and vote on issues, a Quorum must be present. Agenda, minutes, and determinations affecting the club made at these meetings will be posted to the website with seven (7) days.

3. Special Meetings: A Special Meeting of the EB or the general Membership may be called at the discretion of the President should the President consider that the need arises or if the President receives written requests from two-thirds of the Members in good standing to call a meeting. The exact date and time of the Special Meeting will be determined by the President. The specific agenda items will be

determined by the President. Special Meetings will be announced to the relevant Members no less than forty-eight (48) hours in advance of the meeting. The President will conclude the Special Meeting as needed once he has determined the specific needs have been adequately considered and resolved.

4. Player Meetings: Player Meetings may be called at any time by the Head Coach or Club Captain. The Player Meetings are highly encouraged to set the tone and direction of the team and to address issues that impact the subset of the Membership who are actively competing. These issues may include, but are certainly not limited to: training schedule, direction, style of play, selection criteria, social activities, etc. At the nomination of the Head Coach or Club Captain and with the permission of the EB, the Player Meetings may be used to vote on certain topics that are highly relevant to this subset of our membership, including: establishing Selection Criteria, naming specific Selectors, voting for the positions of Club Captain and Vice-Captain, as well as voting for replacements for Club Captain or Vice-Captain, should one or both positions become vacant. Player Meetings will be announced to the relevant Members no less than forty-eight (48) hours in advance of the meeting

#### **Article VI: Officers, Coaches, Captains & Selectors**

The term for all members holding office within the club as member of the EB or on a committee shall last for twelve (12) months, or until the date of the next AGM, whichever is later. Should a member willfully resign or be removed from their role in accordance with Article X prior to the end of their term, an interim replacement will be chosen by the Chairman. Should an AGM not take place prior to the term ending, all office holders will remain in their elected roles. Should a member no longer wish to serve beyond their term, they may willfully resign and an interim replacement will be chosen by the Chairman. The interim replacement will remain in the role until the next AGM, unless they willfully resign or are removed in accordance with Article X. Members leaving office shall help the incoming officers through a transitional period.

**Chairman:** The Chairman shall be elected by the general Membership each year and shall chair the EB. Any Member in good standing may hold this position. The Chairman should routinely appear at practices and matches to remain in touch with the day to day pulse of the club. The Chairman is responsible for the legal and operating structure of the Club. The Chairman will act as the chief executive officer of the Club, having general administrative oversight of the business affairs and property of the Club. Be responsible for setting the goals and direction for the Club and the EB. Represent the Club in public forums.

**President:** The President shall be elected by the general Membership each year. Any Member in good standing may hold this position. The President will assume the role of Club Chairman in the event of the Chairman's absence or succeed the Chairman in the event of resignation. The President shall be responsible for all Club programming and Committees in order to assist in such areas as deemed necessary for the proper operation of the Club including: field maintenance, website maintenance, Club equipment, Fundraising, Recruiting, Social event planning, annual banquet, tours and tournaments, and community involvement. Attend Rugby Union Meetings and vote on behalf of the Club in Union affairs. Co-ordinate Club business with the officers. Be responsible for the functioning of all aspects of the Club; Ensure all other segments are operating properly and in compliance with the Club By-Laws and standard business practices. He shall be responsible for ensuring that an annual audit is undertaken to review the Club's financial records. This audit shall be consistent with generally accepted cash accounting principles.

**Treasurer:** The Treasurer shall be elected by the general Membership each year. Any Member in good standing may hold this position. The Treasurer will act as the chief financial officer of the Club. The duties of the Treasurer shall be to keep the financial accounts for the Club and make payments on behalf of the Club. Prepare a budget for the operation of the Club including all sections. Maintain accurate records of income, expenditures and performance against budget to be presented at the Officers Meetings and at the General Meetings. Collect annual dues from all members. Ensure all money received is receipted and banked promptly. Pay all invoices in timely manner. The Treasurer shall prepare the books and provide them to the Accountant by October 1, in order to file necessary tax forms.

**Secretary:** The Secretary shall be elected by the general Membership each year. Any Member in good standing may hold this position. The duties of the Secretary are to coordinate the election of officers and other issues that may come for membership vote. The Secretary will prepare meeting minutes for the Annual General Meeting (AGM) and all Officer Meetings. He shall be responsible for all communications, webpage maintenance, member rosters and contact info for all players, non-players and social members. Maintain possession of all documents, forms, and other paperwork necessary for the continued operation of the Club.

**Match Secretary:** The Match Secretary shall be elected by the general Membership each year. This position may only be held by a Player. The duties of the Match Secretary are to provide coordination between Clubs for scheduling of matches, tournaments, referees, field permits and accommodations. Responsible for ensuring a Qualified Medical Person is at every home game. He shall create a schedule and work with the Communications Chair to publish it to the Club.

**Head Coach:** The Head Coach shall be elected by the general Membership each year. The Head Coach shall be responsible for running all training sessions and for all strategic decisions necessary as they relate to the game plan. The Head Coach shall consult with and utilize the assistance of the Captains during practices and matches. The Head Coach will have sole authority in planning training sessions, game strategy and substitutions. The Head Coach may appoint Assistant Coaches with approval from the EB.

**Captain & Vice Captain:** The Captains shall be elected by the general Membership for one year which shall be from September 1st to August 31st of each year or such other period as may be established by the EB. These positions may only be held by a Player. The Captains shall be the official spokespersons for each match whether official or unofficial. The Captains will assist the Match Secretary in setting the match schedule and coordinating travel arrangements. They shall assist and encourage team members in the maintenance of good physical conditioning and the proper sportsmanship attitude. They are expected to work with the coaches in the instruction of the players as to the proper play of the game as well as the guidelines for practices. The coaches have the option of requesting the captains to run fitness practice. The captains are in charge of the fitness schedule over winter. During the summer following their election, the captains are in charge of organizing the summer fitness and any summer tournaments in order to keep the team in shape and on track.

**Selectors:** They shall be charged with the task of selecting the members which will play in scheduled Club matches. Selections shall be posted by Thursday evening before a Saturday match. There shall be three selectors consisting of the Coach, the Captain and the Elected Selector. The Elected Selector shall be elected by the general Membership for one year which shall be from September 1st to August 31st of each year or such other period as may be established by the EB.

## **Article VII: Elections**

Elections shall be held at the AGM. All Officer positions shall be elected by the Membership, including Chairman, President, Treasurer and Match Secretary. At the discretion of the EB, the position of Head

Coach may be made by appointment and without election by the Membership. At the discretion of the EB, the position of the Club Captain and Vice Captain may be made by appointment and without election by the Membership. At the discretion of the EB, any ad-hoc administrative and coaching positions not listed within these bylaws, including but not limited to Social Secretary, Assistant Coach, Recruiting Secretary, Trainer, etc., may be made by appointment and without election by the Membership. All positions that will be voted on, along with the responsibilities thereof and incumbent officer, will be distributed to the membership within the Agenda prior to the AGM. Unless communicated otherwise, the election ballot shall be created by floor nominations provided they are seconded by an eligible member from the floor. Candidates shall declare their willingness to serve in the positions for which they have been nominated. If more than one eligible nomination for an officer position is made, each office will be elected by a majority vote of the present members that are eligible to vote. Simple majority vote will elect each position.

Each Player and Non-Player shall have a single vote. Social members may voice their opinions in meetings and elections but may not vote or hold an EB position.

Elections will be executed by secret ballot unless unanimously agreed otherwise by voice acclamation.

The Treasurer will be responsible for tallying votes and announcing results of the votes. Elections for the position of Treasurer will be the responsibility of the President who will tally votes and announce the results.

In the event of a tie vote, the membership shall vote again. If there is still a tie the outgoing EB shall, by majority vote, cast the tiebreaker vote.

#### **Article VIII: Dispute Procedures**

At any time, when a dispute between Members that directly impacts the Club, a special EB Meeting will be called for, with both parties present to mediate and affect a solution to the dispute. The solution can range from official reprimand of one or both parties to suspension or expulsion of any or all parties involved in the dispute. The results of the decision shall be recorded, reported to the general membership as appropriate and read aloud at the next AGM.

If at any time a dispute between a Member and EB Member directly impacts the Club, a special EB Meeting will be called with both parties' present to mediate and affect a solution to the dispute. The effected EB Member shall be unseated for the duration of the dispute, and the Captain or Vice-Captain will serve in his stead for the duration of the EB Meeting. The solution may range from official reprimand of one or both parties to suspension or expulsion of any or all parties involved in the dispute. The results of the decision shall be recorded, reported to the general membership as appropriate and read aloud at the next AGM.

#### **Article IX: Amendments**

Amendments may be proposed by any member during the new business phase of the annual AGM. Amendments shall be presented to the EB a minimum of 30 days prior to the annual AGM for consideration. The EB may not block any proposed amendment. Amendments will be voted on during the open item phase of the annual AGM. All Amendments, to be approved and added to this set of by-laws, must be approved by a simple majority of the voting membership in attendance.

#### **Article X: Removal from Office**

If at any time an EB Member acts inappropriately with malice, defrauds the Club or Members, or conducts affairs in a harmful way against the Club, that Member may be removed from office. A special



AGM will be called for and a motion will be made for the removal of the Officer. After discussion of the offense, a secret ballot will be taken and majority vote shall rule.

#### **Article XI: Cancellation of Membership**

If at any time a Member acts inappropriately, with or without malice, defrauds the Club or Members, conducts affairs in a harmful way against the Club, or in any way exhibits behaviors that are deemed to be not in the best interest of the Club, that Member may be banned from the Club immediately, pending a Special EB Meeting. A Special EB Meeting will be convened within seven (7) days and a motion will be made for the permanent removal of the Member. After discussion of the offense, a vote will be taken and majority vote shall rule. Should the Member be removed, he may apply for reinstatement one hundred-eighty (180) days from the time of removal, by indicating his intent to gain reinstatement in writing to the Club Chairman. Reinstatement will be determined by the EB within thirty (30) days of receipt the Member's written request.

#### **Article XII: Committees**

The Club shall have three (3) standing Committees: Communications, Fundraising, Recruiting/Social. All committees and chairmen shall be appointed by the EB. All other special or ad-hoc committees shall be appointed by the EB. Any act of any committee may be subject to EB review and approval. The EB may abolish any such committee at any time, or remove any members of such committee any time, with or without cause. Additional committees may be created and members appointed as needed at the direction of the EB.

**Communications:** Responsible for coordinating with the Secretary to disseminate all communications to and from Club members for all events and matches. Assist with all social media and webpage maintenance, member rosters and contact info for all players, non-players and social members.

**Fundraising:** Define yearly fundraising goals and lead fundraising and sponsorship initiatives. Responsible for running the 50/50 at all Club events and home Drink ups.

**Recruiting/ Social:** Coordinate Club efforts to continually recruit new players. Responsible for planning, producing, distribution & posting flyers that are approved by the EB. Responsible for organizing all social activities of the Club. Responsible for after game events for all home games, to include making all the arrangements and or obtaining all the food, beverages and permits. He shall be in charge of giving the visiting team directions to the Drink up. Responsible for putting together the end of the season awards banquet with the EB approval.

### **Article XIII: Finances**

Income: the income of Bayonne RFC will come from:

- a. Membership Dues
- b. Special events
- c. Tournaments, matches, or other functions
- d. Sponsorships
- e. Fundraising
- f. Other sources which have been approved by the EB

Expenses: Club moneys may only be disbursed for expenses that have been authorized by the EB through an approved budget or by an additional funding resolution. The President and Treasurer have signature authority on the Club's checking account. Any expenditure not budgeted in excess of \$500 must get the approval of 2 additional EB members via email and that email logged in the books with said receipt.

Fiscal Year: The fiscal year of the Club will begin September 1st and end on August 31st. The Treasurer shall prepare the books and provide them to the Accountant by October 1.

### **Article XIV: Dissolution**

The EB may discontinue the activities of Bayonne RFC as presently constituted. The dissolution of the Club requires a two thirds majority vote of Members in good standing. Notice of the proposed dissolution will be circulated to all Members no fewer than 45 days and nor more than 60 days prior to the meeting at which the matter is to be considered.

Upon the dissolution or winding up of the Club, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties assets and income of the Club remaining after payment, or provision for payment, of all debts and liabilities of this Club, shall be distributed to a nonprofit fund, foundation, or club which is organized and operated exclusively for tax-exempt purposes which are reasonably related to the purposes of this Club, as may be determined by the EB of this Club in its sole discretion, and which has established its tax-exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this Club, in the event of dissolution thereof, be distributed to the Members, Coaches, or Officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the state in which the principal activities of Club are located.

### **Article XV: Rules of Order**

For any situation not set forth by this set of by-laws, Roberts Rules of Order shall be the governing body.

### **Article XVI: Club Affiliations & Affiliation Voting**

Bayonne RFC shall be closely affiliated to the Empire GU Rugby Football Union and USA Rugby. Bayonne RFC will provide mentorship and coaching support to Bayonne Youth Flag Rugby in the spirit of extending rugby throughout Hudson County, NJ.

Affiliation voting: The Chairman, President, and the Head Coach are the only three (3) individuals authorized to represent Bayonne RFC during Affiliation voting. Should any of these individuals be unavailable the EB will select and send an EB member to stand in.

### **Article XVII: Statement of Immunity**

No volunteer Director, volunteer Coach or volunteer Officer (as defined in the Act) shall be personally liable to this Club or its Members for monetary damages for a breach of such Director's, Coach's or officer's fiduciary duty; provided however, that this paragraph shall not eliminate or limit the liability of a director Coach, or Officer for any of the following:

- a breach of the Director's Coach's, or Officer's duty of loyalty to the Club;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- a transaction from which the volunteer Director, volunteer Coach, or volunteer Officer derived an improper personal benefit;
- an act or omission that is grossly negligent; or
- an act or omission occurring before the filing of these Articles.

Further, so long as it is tax exempt under §501(c)(3) of the Internal Revenue Code of 1986, as amended, the Club assumes all liability to any person other than the Club or its Members for all acts or omissions of a volunteer Director, volunteer Coach, or volunteer Officer incurred in the good faith performance of the volunteer Director's, volunteer Coach's, or volunteer Officer's duties occurring on or after the date these Articles are filed. However, the Club shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Club as an organization described in said §501(c)(3).

In addition, the Club assumes all liability to any person, other than the Club, for all acts or omissions of a non-Director volunteer if all of the following are met:

- the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- the volunteer was acting in good faith;
- the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- the volunteer's conduct was not an intentional tort; and
- the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed.

If the State Act is amended after the filing of these Articles to authorize the further elimination or limitation of the liability of Directors, Coaches, Officers, or volunteers of nonprofit corporations, then the liability of Directors, Coaches, Officers and volunteers, in addition to that described in this Article, shall be assumed by the Club or eliminated or limited to the fullest extent permitted by the State Act as so amended, except to the extent that such assumption is inconsistent with the status of the Club as an organization described in said §501(c)(3).

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director, Coach, Officer or volunteer of this Club for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

#### **Article XVIII: Statement of Indemnification**

Non-derivative actions: The Club shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the Club), by reason of the fact that the person is or was a Director, Coach, Officer, or non-Director volunteer of the Club, or, while serving as a Director, Coach, Officer or non-Director volunteer of the Club, is or was serving at the request of the Club as a Director, Coach, Officer, partner, trustee, employee, non-Director volunteer or agent of another foreign or domestic club, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Club or its Members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Derivative actions: The Club shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that the person is or was a Director, Coach, Officer or non-Director volunteer of the Club or, while serving as a Director, Coach, Officer or non-Director volunteer of the Club, is or was serving at the request of the Club as a Director, Coach, Officer, partner, trustee, employee, non-Director volunteer or agent of another foreign or domestic Club, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its Members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Club unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

It is the responsibility of the Club to obtain Directors and Officer's Insurance for the Officers and Coach.

**Article XIX: Statement of Lobbying and Political Campaign Activities**

No substantial part of the activities of this Club shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Club shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**Article XX: Procurement Integrity**

Compensation: Neither members or Officers shall receive any fee, salary or remuneration of any kind for their services in such capacities. The EB may hire employees to assist it in carrying out the purposes of the Club, in furtherance of the 501(c)(3) purpose, and provides further that Members and Officers may be reimbursed for reasonable, budgeted expenses incurred with the approval of the Treasurer upon presentation of vouchers.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to the Members, Officers or any other private person.

Non-Profit Operation: The Club will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Club will be distributed to its Members or Officers without full consideration. No Member of the Club has any vested right, interest or privileged in or to the assets, property, functions or activities of the Club.