RUGBY REFEREE SOCIETY OF VIRGINIA BY-LAWS

1. Purpose & Values

The Rugby Referee Society of Virginia (the Society) is a not-for-profit organization that exists to promote the game of rugby through positive and objective officiating at all levels by encouraging and promoting the development and growth of rugby referees, advocating adherence to the Laws of Rugby as promulgated by World Rugby, and promoting the Society as a center of excellence and integrity in Rugby officiating.

To achieve our purpose, we will demonstrate a set of values that earns respect from players, coaches, administrators, spectators, and all other individuals that are associated with rugby. These values shall include integrity in all our dealings, consistency in the application of our judgement, accountability for all we do, inclusivity of all people that share the values of rugby, and solidarity as a referee organization.

2. Leadership

The Society is led by a Board of Directors (the Board) consisting of five specific roles as defined later in these bylaws; President, Treasurer, Secretary, Allocator, and Referee Development Officer.

3. Membership

There are 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:

3.1 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 must be actively maintained by the Society Secretary.

3.2 Honorary Members

An Honorary Member shall be any individual who may be designated by the Board as an Honorary Member of the Society. Such Honorary membership must be endorsed by the Board in the month leading up to the Annual General Meeting. A record of Honorary Members must be maintained by the Society Secretary. Honorary members can attend the AGM but may not vote on any matters.

3.3 Cessation of Membership

Any Member may withdraw from the Society at any time by so notifying the Society President. 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. Any Member can be removed from the Society Membership by the Board for due cause.

4. Meetings of Members

4.1 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.

4.2 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.

4.3 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.

4.4 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.

4.5 Voting

Each Regular Member of the Society shall be entitled to a single vote at matters presented at the Meetings. Proxy votes are 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.

4.6 Notice and Agenda

The Society Secretary must give notice in writing, electronically, of the Annual General Meeting to each Regular Member of the Society. Each notice must be emailed not less than 14 days and not more than 60 days prior to the Annual General Meeting and must contain a general statement of the items of business to be considered at the meeting. Agenda items can 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 Society Secretary in enough time for them to be entered into the published agenda and to allow for full consideration thereof.

5. Board of Directors

5.1 Designation

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

5.2 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.

5.3 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 multiple candidates for each role, 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.

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 60 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.

5.4 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 Society 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 Mid-Atlantic Rugby Referees.

5.5 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.

They shall produce a monthly financial statement and share this with the Board. They shall produce an annual financial statement for the prior year, and a budget forecast for the year ahead, and present both to the membership at the Annual General Meeting.

5.6 Duties of the Secretary

The Secretary shall be responsible for all record keeping of the Society including minutes of meetings, the management of a shared drive, the management of an email distribution group, and the management of the Society's WhatsApp group. They shall be responsible for all social media posts of the Society, and the management and maintenance of the Society's website.

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. They shall be responsible for onboarding new members so that they receive adequate direction and support to achieve a rapid start to their refereeing career and an effective introduction to the Society.

5.7 Duties of the Allocator

The Allocator shall function as the principal administrator for match allocations and of the referee allocation platform. All referee allocations must be coordinated by the Allocator. The Allocator will coordinate with teams, leagues, and tournaments to ensure that adequate qualified referee allocation is completed.

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.

5.8 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 Allocator 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. 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.

The RDO shall be responsible for disseminating updates to the Laws to all members.

5.9 General Duties of All Board Members

All Board members will be responsible for the growth and improvement of the Society and shall take on all duties required to achieve that goal.

5.10 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. Once quorum has been established, reasons for the removal of the officer will be heard and considered. The Officer in question shall have the right to defend themselves and if unprepared shall be given no more than 14 days to prepare. At that point, another Special Meeting will be called. Either way, when the Officer in question is ready to defend themselves, they will be given the floor. The President or other designated Officer as determined by the Board will oversee the process. When the Officer in question has presented their facts, the presiding officer will call for a vote, and the motion to remove the officer will only be carried by a 2/3 majority of attending members. In these circumstances, proxy votes will not be allowed.

6. Amendments to the Bylaws

The Bylaws of the Society may be amended in whole or in part at any Annual General Meeting or Special Meetings 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. Changes to the bylaws cannot be voted upon by proxy.