



# Bylaws of Pacific Coast Rugby League, Inc.

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## Preamble

The name of the organization is Pacific Coast Rugby League, Inc., and is referred to herein as “PCRL” or “the League”. The organization is organized in accordance with the Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

- Advance, promote, and/or educate rugby primarily in California, Utah, Oregon, and throughout the Pacific Coast Region.
- The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

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## Article I - Meetings

### Section 1 - Annual General Meeting

An annual general meeting (AGM) shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place and method designated by the Board of Directors. Notice for calling an AGM shall be published no more than eleven months after the previous AGM, should give a minimum of one month's notice, and should fall within the calendar year following the previous AGM. All registered members of PCRL are eligible to attend.

### Section 2 - Special Meetings

Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed, or by email, provided the receipt is confirmed by the recipients. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

### Section 3 - Notice

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed and/or emailed to all directors of record at the address shown on the corporate books, at least ten days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary US mail, properly addressed, with postage prepaid, and/or when the receipt of the email is confirmed by the recipient.

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## Section 4 - Place of Meeting

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

## Section 5 - Regular Meeting

The Board of Directors shall meet within ten working days after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

# Article II - Directors

## Section 1 - Number of Directors

The organization shall be managed by a Board of Directors consisting of no fewer than five members, and no more than seven.

## Section 2 - Election and Term of Office

The directors shall be elected at the AGM. Each director shall serve a term of two years before requiring re-election, and no board member may serve more than three consecutive terms on the board. This limitation on consecutive terms may be waived once only for the founding board members, to avoid undesirably high turnover at the fulfillment of their terms, with majority approval of PCRL members.

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Elections for vacant board positions shall be held at the AGM. Potential candidates must be nominated by a PCRL member at least one month prior to the AGM. A person shall be considered eligible for election to the board if they have served on the League executive committee or one of its subcommittees for a period of at least twelve months, and reside (more than six months of the previous year) in a state with active PCRL activity. In exceptional circumstances, the eligibility criteria may be waived by unanimous approval of both the board.

Nominees to the board shall be elected by ranked choice voting of registered PCRL members present at the AGM. The existing board shall have veto power only if there is unanimous agreement among its members and due cause is given publicly and in writing. A “reopen nominations” (RON) option shall be placed on the ballot.

### Section 3 - Quorum

At any meeting, fifty percent or more of directors shall constitute a quorum.

### Section 4 - Adverse Interest and Conflict of Interest

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote. In the event of a perceived conflict of interest, the board member(s) concerned should recuse themselves from any relevant vote.

### Section 5 - Procedures

The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

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## Section 6 - Informal Action

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

## Section 7 - Removal and Vacancies

A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors.

A board member may be removed specifically for absence or misconduct using the following procedures.

- Absence. If a board member is absent from weekly board meetings without due cause given to the board (for example but not limited to ill health, domestic or family issues, temporary work commitments) for more than four consecutive meetings, they may be removed by unanimous vote of the other board members. This decision shall be communicated to the board member in question in writing, who will then have five working days to respond or appeal before the decision takes effect.
- Misconduct. In the case of alleged misconduct the subject of the allegations will be temporarily stood down from their role until an investigation can take place. The board will have the power to nominate a panel consisting of three people from either the board or executive committee to investigate the allegations in conjunction with the existing League disciplinary procedures. In the case that a member of the panel could have a potential conflict of interest they must inform the board in writing. The board will then have the power to elect another member to the panel. The panel will be required to conduct the investigation in a timely manner and present the findings to the board. The board will be required to then provide findings in writing to the member. The member will then have five business days to appeal in writing to the secretary. If the board member is found to have broken the Code of Conduct of the League, or otherwise brought the League into disrepute, they can be removed by unanimous vote of the other

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board members. The board member shall then have the opportunity to use the standard league appeals procedure as outlined in the League Rules.

A board member may resign before the end of their two year term. This resignation shall be submitted in writing to the board Secretary, who shall inform the rest of the board, who will ratify the resignation at the next board meeting. One month's notice must be served from the date of ratification. In the case of the President, Secretary, or Treasurer standing down the board will be required to replace the position either from existing remaining board members or through appointing a replacement representative. The board will have the power to appoint a representative to see out the remaining term. For example, if a resignation has been received eighteen months into a two year term, an interim role will be appointed for the remaining six months. Positions outside of President, Secretary, or Treasurer, the board will not be required to replace unless a) the board will fall below the minimum membership requirement as stated under [Article II - Directors: Section 1 - Number of Directors](#) or b) the board votes unanimously at a board meeting that a replacement should be appointed.

The board shall then have the power to elect a replacement to the vacant role to see out the remaining term in an interim capacity within thirty days of a) or b) taking effect, which will then be ratified at the next board meeting.

## Section 8 - Committees

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

## Article III - Officers

### Section 1 - Number of Officers

The officers of the organization shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be

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held concurrently by the same person. An official Vice President may also be nominated. The President may not serve concurrently as a Vice President.

### *President/Chairman*

The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

### *Secretary*

The Board Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all general meetings.

### *Treasurer/CFO*

The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

## Section 2 - Election and Term of Office

The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

## Section 3 - Removal or Vacancy

The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

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## Section 4 - Executive Officers

Pursuant to the provisions of the PCRL Rules and Regulations, an Executive Director and a League Strategy Officer shall be Executive Officers of the League. Because of the nature and importance of these roles, they shall have the right to attend all regular meetings of the Board as a non-voting member.

## Article IV - Operational Rules of the Organization

The board shall create, maintain, and publish operational rules for the running of the League. These rules may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

## Article V - Corporate Seal, Execution of Instruments

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## Article VI - Amendment to Bylaws

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

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## Article VII - Indemnification

Any director officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification right).

## Article VIII - Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds ( $\frac{2}{3}$ ) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization as determined by the Board of Directors.

## Certification

Adrian Cooney, President of Pacific Coast Rugby League, Inc. and Chad Cooper, Secretary of Pacific Coast Rugby League, Inc. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on November 15, 2023.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on November 15, 2023.

Registered Address:



By:

A handwritten signature in black ink, appearing to read 'Adrian Cooney'.

Date:

11/15/2023

Adrian Cooney, President

By:

A handwritten signature in black ink, appearing to read 'Chad Cooper'.

Date:

11/15/2023

Chad Cooper, Secretary