

**AMENDED AND RESTATED
BYLAWS
OF
UNITED STATES OF AMERICA RUGBY FOOTBALL UNION, LTD.**

D/B/A USA RUGBY

Last Revised: August 22, 2015

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ARTICLE I
INTRODUCTORY

Section 1.1. Name. The name of the Corporation is United States of America Rugby Football Union, Ltd. The Corporation shall do business under the name of “USA Rugby.”

Section 1.2. Offices. The principal office of the Corporation shall be located at 2500 Arapahoe Avenue, Suite 200, Boulder, Colorado 80302-6752, or at such other place as the Board may designate from time to time. The Corporation may also have offices at such other locations as the Board may select and the business of the Corporation shall require.

Section 1.3. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year, or on such other date as may be fixed from time to time by resolution of the Board.

Section 1.4. Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

(a) Athlete Representative. “Athlete Representative” means a Qualified Athlete who serves on the Congress, Board, or any committee established or referenced in these Bylaws.

(b) Athlete Representative Congress Member. “Athlete Representative Congress Member” means an Athlete Representative elected by the Qualified Athletes as Congress Members pursuant to Section 4.4.

(c) Board. “Board” means the Board of the Corporation.

(d) Club Member. “Club Member” means a Member of the Corporation described in Section 3.1(c) of these Bylaws.

(e) Club Strategic Committee. “Club Strategic Committee” means the committee established by the Board, pursuant to Section 7.1 of these Bylaws, for the administration and conduct of certain affairs of Club Members of the Corporation in the Senior Group

(f) College Conference. “College Conference” means an organization primarily consisting of geographically affiliated Club Members from the College Group subject to the regulation, direction and discipline of the organization.

(g) College Group. “College Group” means the cumulative college Club Members from which Congress Members are elected pursuant to Section 4.3.

(h) College Management Council. “College Management Council” means the committee established by the Board, pursuant to Section 7.1 of these Bylaws, for the administration and conduct of certain affairs of Club Members of the Corporation in the College Group.

(i) Congress. “Congress” or “USA Rugby Congress” means the representative body of the Members described in Article IV of these Bylaws.

(j) Congress Member. “Congress Member” means a member of the Congress of the Corporation.

(k) Constituent Groups. “Constituent Groups” means the College Group, the Senior Group and the Youth and High School Group, as defined herein, each a “Constituent Group;”

(l) Corporation. “Corporation” means United States of America Rugby Football Union Ltd. d/b/a USA Rugby (hereinafter sometimes referred to as “USA Rugby”).

(m) Director. “Director” means a member of the Board of the Corporation.

(n) Geographic Union. “Geographic Union” or “GU” (or other geographically organized union) means an organization primarily consisting of geographically affiliated Club Members from the Senior Group subject to the regulation, direction and discipline of the organization.

(o) Member. “Member” means a member of the Corporation as defined in Article III of these Bylaws.

(p) National Governing Body. “National Governing Body” or “NGB” means any sports organization, which is recognized by the USOC in accordance with Articles IV or VI of the USOC Constitution.

(q) Notice. “Notice” means written notice delivered to the person entitled thereto personally or by sending a copy thereof by any of the following methods:

(i) By courier service (charges prepaid) to the person’s address supplied by the person for the purpose of Notice. Notice pursuant to this paragraph shall be deemed to have been given to the person entitled thereto when deposited in the U.S. mail or with a courier service for delivery to that person.

(ii) If consented to by the person entitled to Notice, by e-mail to the person’s e-mail address supplied by the person to the Corporation for the purpose of Notice. Notice pursuant to this paragraph shall be deemed to have been given to the person entitled thereto when sent.

(r) Qualified Athlete. “Qualified Athlete” means an athlete who is an Individual Member of the Corporation and who has either (i) represented the United States in international rugby competition in a men’s or women’s Rugby World Cup or Sevens World Cup, or in an event designated by the USOC as an Operation Gold Event within the ten years preceding the date upon which such athlete would be seated on the Congress, Board, or committee, or the date upon which the athlete would cast a vote to

elect or remove Athlete Representative Congress Members, as applicable; or (ii) been a member of USA Rugby's men's or women's National Team or National Sevens Team within the twenty-four (24) months before such applicable seating or vote.

(s) Qualified Sevens Athlete. "Qualified Sevens Athlete" means an athlete who is an Individual Member of the Corporation and

(i) who has represented the United States in international rugby competition in a men's or women's Sevens World Cup or Sevens World Cup qualifying event or in an Olympic Games or in an event designated by the USOC as an Operation Gold Event within the ten years preceding the date upon which such athlete would be seated on the Board of USA Rugby or the Athlete's Advisory Council of the USOC, or

(ii) been a member of the USA Rugby men's or women's national sevens team within the twenty-four (24) months before such applicable seating.

(t) Regions. "Regions" means, for the purposes of election of Congress Members elected from the Senior Group pursuant to Section 4.3, the eight (8) geographic regions having the same boundaries as the then-current Division 1 Competitive Regions, as approved by the Congress.

(u) Senior Group. "Senior Group" means the cumulative senior men's and women's Club Members from which Congress Members are elected pursuant to Section 4.3.

(v) State Rugby Organization. "State Rugby Organization" means an organization primarily consisting of geographically affiliated Club Members from the Youth and High School Group subject to the regulation, direction and discipline of the organization.

(w) Ted Stevens Olympic and Amateur Sports Act. "Ted Stevens Olympic and Amateur Sports Act" means the Ted Stevens Olympic and Amateur Sports Act [36 U.S.C. §§ 371, 391(b)(8)] as amended October 21, 1998.

(x) USOC. "USOC" means the United States Olympic Committee.

(y) World Rugby. "World Rugby" means the international federation of rugby, formerly known as the International Rugby Board.

(z) Youth and High School Committee. "Youth and High School Committee" means the committee established by the Board, pursuant to Section 7.1 of these Bylaws, for the administration and conduct of certain affairs of Club Members of the Corporation in the Youth and High School Group

(aa) Youth and High School Group. "Youth and High School Group" means the cumulative boys and girls youth and high school Club Members from which Congress Members are elected pursuant to Section 4.3.

ARTICLE II

PURPOSES AND POWERS

Section 2.1. General. The Corporation shall be the National Governing Body for the sport of rugby in the United States and shall aim to enhance the sport in the United States and promote U.S. participation internationally. The Corporation shall be autonomous in its governance of the sport of rugby in the United States and shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing the Corporation from contracting with third parties for administrative assistance and support in connection with its purposes.

Section 2.2. Purposes. The Corporation is organized exclusively for the purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law) and, in furtherance thereof and not in limitation thereof:

- (a) To establish national goals for athletic activities related to the sport of rugby and encourage the attainment of those goals;
- (b) To coordinate and develop athletic activity in the United States directly relating to the sport of rugby, and to foster productive working relationships among organizations active in the sport of rugby;
- (c) To exercise exclusive jurisdiction over the sport of rugby in the United States, in world championships and other international competitions;
- (d) To promote and support athletic activities in the sport of rugby involving the United States and foreign nations;
- (e) To promote and encourage physical fitness and public participation in rugby;
- (f) To assist organizations and individuals concerned with sports in the development of rugby training;
- (g) To protect the opportunity of and encourage and provide assistance to any athlete, coach, trainer, manager, administrator, or official to participate in rugby without discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap;
- (h) To establish rules regarding eligibility for participation by individuals in rugby competition on a local, regional, national and international level;
- (i) To provide for the swift and equitable resolution of conflicts and disputes involving athletic competition in the sport of rugby;
- (j) To foster the development of athletic facilities for use by athletes training for competitions in rugby and assist in making such facilities available to the athletes;

(k) To provide and coordinate technical information on physical training, equipment design, coaching and performance analysis in the sport of rugby;

(l) To encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety related to the sport of rugby;

(m) To provide for athlete voice and vote in the Corporation by ensuring that active participants in the sport of rugby serve in policy making positions within the organization in accordance with the provisions of the Ted Stevens Olympic and Amateur Sports Act and, specifically to insure that Athlete Representatives comprise at least twenty (20) percent of the Board, of the USA Rugby Congress, and of standing and ad hoc committees of USA Rugby;

(n) To fulfill all purposes outlined in general for a National Governing Body as specified by the USOC; and

(o) To do all lawful acts incidental to the achievement of the foregoing purposes.

Section 2.3. Powers. In addition to (and not in limitation of) the powers granted to the Corporation under its certificate of incorporation and pursuant to the laws of the state of its incorporation, the Corporation shall be empowered to:

(a) Represent the United States in relations with appropriate national and international sports federations, organizations or committees;

(b) Serve as the coordinating body for the sport of rugby in the United States;

(c) Exercise jurisdiction over international and national activities in rugby and sanction international and national rugby competition held in the United States and establish rules, procedures, and fees for the sanctioning of any such events;

(d) Conduct and/or coordinate amateur athletic competition in the sport of rugby, all championships, including but not limited to local and regional competitions and championships, national championships, and international competition in the United States;

(e) Establish procedures for the determination of eligibility and disciplinary standards for participation in competitions and championships;

(f) Designate and select individuals and teams to represent the United States in international competition in the sport of rugby and certify, in accordance with the rules of World Rugby, the eligibility of such individuals and teams;

(g) Facilitate, through orderly and effective administrative procedures consistent with these bylaws, the resolution of conflicts, disputes, or grievances which involve any of its members;

(h) Establish and maintain offices for the conduct of the affairs of the Corporation; and

(i) Do all things necessary and/or appropriate to promote or further the sport of rugby.

Section 2.4. Arbitration.

(a) USA Rugby shall submit to final and binding arbitration conducted on a timely basis under the auspices of the American Arbitration Association, in accordance with the commercial rules of the American Arbitration Association then in effect, any controversy involving USA Rugby's recognition as a National Governing Body for the sport of rugby as provided for in the Bylaws of the USOC and Section 205 of the Ted Stevens Olympic and Amateur Sports Act. The arbitration shall be conducted as set forth in Article XIII of these Bylaws.

(b) USA Rugby shall submit to final and binding arbitration conducted under the auspices of the American Arbitration Association, in accordance with the commercial rules of the American Arbitration Association then in effect, any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in rugby competition as provided for in the Bylaws of the USOC and the Ted Stevens Olympic and Amateur Sports Act.

Section 2.5. World Rugby Rules. USA Rugby shall automatically adopt all Laws of the Game as may be promulgated by World Rugby from time to time, without any further action required by the Board, or any officer or committee of USA Rugby. USA Rugby will timely publicize any such Law changes.

**ARTICLE III
MEMBERS**

Section 3.1. Eligibility, Terms, and Voting Rights. The Corporation shall have three classes of members: Individual Members, Club Members, and Organizational Members (collectively the "Members").

(a) Individual Members. Each Individual Member shall be an individual who meets the following eligibility criteria:

(i) Is a player, coach, referee, and/or administrator participating in the sport of rugby or a person otherwise involved or interested in the sport of rugby;

(ii) Has timely submitted a signed (electronic or otherwise), factually correct, and complete membership application in the form prescribed by the Corporation and has been approved as an Individual Member by the Corporation;

(iii) Pays in a timely manner the fees and assessments established from time to time by the Board, and dues established from time to time by the Board and approved by Congress;

(iv) Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by World Rugby and the Corporation, as they may be amended from time to time; and

(v) Abides by the Corporation's Certificate of Incorporation, these Bylaws, the policies, and procedures of the Corporation, and such other terms or conditions of membership established by the Board, as they may be amended from time to time.

Individual membership is open to any person, regardless of race, color, religion, age, gender, sexual orientation, national origin or physical handicap who meets the eligibility criteria set forth above. Individual membership is granted for a term of one (1) year or for other periods or upon terms as may be established by the Board. Each Individual Member may apply for renewal of his or her membership, which shall be subject to the approval of the Corporation. Renewal of membership is dependent on continued satisfaction of the eligibility criteria set forth above.

Individual Members generally shall have no direct voting rights, except that each Individual Member who is a Qualified Athlete shall be entitled to vote for the sole purpose of electing and removing Athlete Representative Congress Members, as set forth in Sections 4.3 and 4.5 hereof.

(b) Club Members. Each Club Member shall be an organization that meets the following eligibility criteria:

(i) Is an organization of Individual Members, formed by or on behalf of its affiliated Individual Members, existing to facilitate the participation of its affiliated Individual Members in the sport or rugby and to promote goals consistent with this Corporation's goals and objectives;

(ii) Has timely submitted a signed, factually correct, and complete membership application in the form prescribed by the Board and has been approved as a Club Member by the Corporation;

(iii) Pays in a timely manner the fees and assessments established from time to time by the Board, and dues established from time to time by the Board and approved by Congress;

(iv) Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by World Rugby and this Corporation, as they may be amended from time to time; and

(v) Abides by the Corporation's Certificate of Incorporation, these Bylaws, the policies, and procedures of the Corporation, and such other terms or conditions of membership established by the Board, as they may be amended from time to time.

Club membership is granted for a term of one (1) year. Prior to the expiration of each term, each Club Member shall apply for renewal of its membership, which shall be

subject to the approval of the Corporation. Renewal of membership is dependent on continued satisfaction of the eligibility criteria set forth above. The Club Members shall have no voting rights.

(c) Organizational Members. Organizational Members shall be divided into two categories: Full Organizational Members and Associate Organizational Members.

(i) Full Organizational Members. Each Full Organizational Member shall be an organization that meets the following eligibility criteria:

(A) Is a Geographic Union, College Conference, or State Rugby Organization that (1) is of sufficient size or composition (as determined by the Board from time to time), (2) is financially self-sufficient and self-governing; and (3) promotes goals consistent with this Corporation's goals and objectives;

(B) Has timely submitted a signed, factually correct, and complete membership application in the form prescribed by the Board and has been approved as a Full Organizational Member by the Board and Congress;

(C) Pays in a timely manner the fees and assessments established from time to time by the Board, and dues established from time to time by the Board and approved by Congress;;

(D) Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by World Rugby and this Corporation, as they may be amended from time to time; and

(E) Abides by the Corporation's Certificate of Incorporation, these Bylaws, the policies, and procedures of the Corporation, and such other terms or conditions of membership established by the Board, as they may be amended from time to time.

Full Organizational Membership is granted for an indefinite term, subject to continued satisfaction of the eligibility criteria set forth above.

(ii) Associate Organizational Members. Each Associate Organizational Member shall be an organization that meets the following eligibility criteria:

(A) Is an organization primarily consisting of Club Members that have not joined together as a Geographic Union, College Conference, or State Rugby Organization, as applicable, because so joining together would be impractical or inadvisable in the discretion of the Board;

(B) Has timely submitted a signed, factually correct, and complete membership application in the form prescribed by the Board and

has been approved as an Associate Organizational Member by Board and Congress;

(C) Pays in a timely manner the fees and assessments established from time to time by the Board, and dues established from time to time by the Board and approved by Congress;;

(D) Abides by all rules and regulations relating to eligibility, competition, play, and participation imposed by World Rugby and this Corporation, as they may be amended from time to time; and

(E) Abides by the Corporation's Certificate of Incorporation, these Bylaws, the policies, and procedures of the Corporation, and such other terms or conditions of membership established by the Board, as they may be amended from time to time.

Associate Organizational Membership is granted for an indefinite term, subject to continued satisfaction of the eligibility criteria set forth above. Associate Organizational Members shall have no voting rights.

Associate Organizational Members shall not be entitled to automatic entry into any USA Rugby Championships. Individual Members who participate in a geographic area that is or becomes an Associate Organizational Member shall nevertheless be eligible for selection to a team representing the United States.

(d) Membership Year. The membership year shall be from September 1st to August 31st of each year or such other period as may be established by the Board from time to time.

(e) Changes of Affiliation/Multiple Memberships. If any Associate Organizational Member becomes affiliated with a Full Organizational Member or another Associate Organizational Member, its status as an Associate Organizational Member shall terminate immediately. If a newly accepted Organizational Member was previously affiliated with another Organizational

Member, the newly accepted Organizational Member shall immediately resign such affiliation.

(f) Other Rights. The Board may establish other rights and benefits of membership, provided that such rights and benefits are consistent with these Bylaws.

Section 3.2. Membership Dues and Fees. The Corporation shall have the power to assess dues and fees upon the Members. Such dues and fees may vary by class of Members, or by category of Members within each class. All dues shall be proposed by the Board and approved by the Congress. If a modification of dues is not approved by the Congress, the previous year's schedule of dues shall be the prevailing schedule without change.

Section 3.3. Suspension or Termination of Membership.

(a) Individual or Club Members. Individual or Club membership may be

revoked or suspended as follows:

(i) The failure by an Individual Member or Club Member to timely pay all dues and fees imposed by the Corporation upon such Member shall automatically result in a suspension of all rights and privileges of the Member. Such suspension shall become effective without further action of the Board and shall remain in effect until such dues and/or fees are paid in full. If any such dues and fees remain unpaid for a period of one (1) year, the membership of the non-paying Individual Member or Club Member shall be revoked automatically, without further action of the Board.

(ii) Individual or Club Membership may be suspended or revoked based on the Member's failure to satisfy the applicable eligibility criteria or for other good cause consistent with the goals and purpose of USA Rugby. Any Individual or Club Member whose membership is proposed to be suspended or revoked shall receive Notice of the proposed denial, revocation or suspension and shall be entitled, upon Notice, to a fair and equitable administrative hearing, conducted according to the rules of Article XII of these Bylaws to determine whether such suspension or revocation is in the best interest of this Corporation and its goals and purposes.

(b) Organizational Members. Organizational Membership may be revoked or suspended subject to the following:

(i) The failure by an Organizational Member (Full or Associate) to timely pay all dues and fees imposed by the Corporation upon such Member shall automatically result in a suspension of all rights and privileges of the Organizational Member (including the rights of its representatives on the Congress). Such suspension shall become effective without further action of the Board and shall remain in effect until such dues and/or fees are paid in full. If any such dues and fees remain unpaid for a period of one (1) year, the membership of the Organizational Member shall be revoked automatically, without further action of the Board.

(ii) Organizational Membership (Full or Associate) may be suspended or revoked for violation of the terms and conditions of membership or for other good cause consistent with the goals and purposes of USA Rugby, provided, however, that suspension and revocation for such reasons shall occur only upon an affirmative vote by two thirds of the voting members of the Board other than the representatives of the Organizational Member potentially subject to the suspension or revocation, regardless of the number of members voting. Any Organizational Member whose membership is proposed to be suspended or revoked shall receive prior Notice of such proposal and shall have the opportunity to a fair hearing at the regularly scheduled Board meeting or a special meeting called for the purpose of considering such proposal. If an Organizational Membership is suspended or revoked, the individual members who are in good standing and participate in rugby within the geography of the suspended or revoked Organizational Member shall nevertheless be eligible for selection to

teams representing the United States.

Section 3.4. Transfer of Membership. Membership in this Corporation is nontransferable and nonassignable.

ARTICLE IV **CONGRESS**

Section 4.1. Authority. The Congress shall be the representative body of the Members. All matters required by law to be submitted to a vote of the Members shall be submitted to the Congress, except as otherwise set forth in these Bylaws. The role, powers, and duties of the Congress shall include:

- (a) To receive and review periodic reports on the activities of the Corporation and actions taken by the Board and to report back to its constituent Members;
- (b) To approve, from time to time, the dues structure proposed by the Board;
- (c) To elect and/or ratify the election of certain Directors of the Corporation, as set forth in Section 5.4;
- (d) To remove the Directors in accordance with Section 5.7;
- (e) To approve amendments to the Certificate of Incorporation and Bylaws of the Corporation as set forth in Article XV; and
- (f) To approve all fundamental change transactions not in the ordinary course of business, including, without limitation, all mergers, consolidations, divisions, sales of substantially all assets, and the liquidation or dissolution of the Corporation.

Congress Members shall be bound by the Corporation's confidentiality and conflict of interest policies, as such policies shall be adopted and amended from time to time by the Board.

Section 4.2. Number, Qualification, and Term. The Congress shall be comprised of:

- (a) Sixteen (16) Congress Members from the Senior Group;
- (b) Ten (10) Congress Members from the College Group;
- (c) Ten (10) Congress Members from the Youth and High School Group; and
- (d) Ten (10) Athlete Representative Congress Members, comprised equally of five (5) men and five (5) women, with at least fifty percent (50%) of the Athlete Representative Congress Members being Qualified Sevens Athletes.

No paid employee of the Corporation shall be eligible to serve as a Congress Member.

Each Athlete Representative Congress Member shall serve for a term of two (2) years and until his or her successor has been duly elected and qualified or until such member's earlier death, resignation, or removal.

No Congress Member shall be entitled to simultaneously serve as a Congress Member for more than one of the Constituent Groups. In the event that a person is elected to more than one such position simultaneously, he or she shall resign one such position.

Section 4.3. Nomination and Election of Individual Members elected by Constituent Groups.

(a) With respect to the Senior Group, each Region shall elect two (2) Individual Members as Congress Members, in a manner proposed by the Club Strategic Committee and approved by the Board prior to the election.

(b) With respect to the College Group, the College Group shall elect ten (10) Individual Members as Congress Members, in a manner proposed the College Management Council and approved by the Board prior to the election.

(c) With respect to the "Youth and High School Group", the Youth and High School Group shall elect ten (10) Individual Members as Congress Members, in a manner proposed by the Youth and High School Committee and approved by the Board prior to the election.

(d) If any Region or Constituent Group fails to elect a permitted Congress Member as provided above, the unfilled seat shall simply be vacant for the ensuing Congress Term and shall not be subject to reallocation to another Region or Constituent Group.

(e) All periods served by Congress Members shall be successive and consecutive, two (2) year periods.

(f) Congress Members for the Senior Group, College Group and Youth and High School Group must be selected by election, not by appointment or any other method of selection.

Section 4.4. Nomination and Election of Athlete Representative Congress Members.

(a) Voting by Qualified Athletes. The Corporation shall keep a list of the Qualified Athletes and Qualified Sevens Athletes eligible to vote to elect and remove Athlete Representative Congress Members. Notice of the date, time, and manner for voting by the Qualified Athletes or Qualified Sevens Athletes shall be given by the Chairman or CEO on behalf of the Board to all Qualified Athletes or Qualified Sevens Athletes of record, as the case may be, at least thirty (30) days prior to the date on which the vote will be held. Each Notice shall specify the purpose or purposes for which the vote is being held and shall include, when applicable, the nominees to be considered for election as Athlete Representative Congress Members.

There shall be no required minimum level of participation by the Qualified Athletes or Qualified

Sevens Athletes in any vote. Any number of Qualified Athletes or Qualified Sevens Athletes who timely participate in the vote after Notice is given shall constitute a quorum. Athlete Representative Congress Members shall be elected by a plurality of the votes of the Qualified Athletes or Qualified Sevens Athletes as set forth in Section 4.2 of these Bylaws. Any Athlete Representative Congress Member may be removed by a two-thirds (2/3) vote of the Qualified Athletes or in the case of a Qualified Sevens Athlete Representative Congress Member, the Qualified Sevens Athletes.

(b) The Athlete Representative Congress Members shall be nominated by the Qualified Athletes and elected by the Qualified Athletes as set forth herein. Nominations for Athlete Representative Congress Members shall be solicited from the Qualified Athletes at least seventy-five (75) days in advance of the date on which the election of Athlete Representative Congress Members will be held. Nominations for Athlete Representative Congress Members who are Qualified Sevens Athletes, shall be solicited from the Qualified Sevens Athletes at least seventy-five (75) days in advance of the date on which the election of Athlete Representative Congress Members will be held. The Qualified Athletes and Qualified Sevens Athletes shall have thirty (30) days to submit nominations to the Corporation. Upon receipt of the nominations, the CEO or his/her designee shall notify each nominee of the nomination. Nominees will have five (5) business days to either reject the nomination or accept the nomination and submit a biography to the Corporation. If a nominee accepts the nomination, his/her name and biography shall be submitted to the Qualified Athletes and/or Qualified Sevens Athletes as a candidate for election as an Athlete Representative Congress Member.

Voting shall occur via the distribution, collection, and tallying of ballots that will be distributed to the Qualified Athletes via the Corporation. Voting shall occur in two stages. First the Qualified Sevens Athletes shall vote for the nominated Qualified Sevens Athletes. Each Qualified Sevens Athletes will vote for the number of Qualified Sevens Athletes representing fifty percent (50%) of the number of total Athlete Representative Congress Members (e.g. if there are ten Athlete Representative Congress Members, the Qualified Sevens Athlete will vote for five Qualified Sevens Athletes). The Qualified Sevens Athletes having the most vote will fill the respective seats for which they have been nominated, so that fifty percent (50%) of the number of total Athlete Representative Congress Member seats will be filled (e.g., if there are ten Athlete Representative Congress Members, the top five vote getters among the Qualified Sevens Athletes will be seated as Athlete Representative Congress Members).

In the second phase of the election process, the remaining fifty percent (50%) of Athlete Representative Congress Member positions will be filled. Once the identities of the Athlete Representative Congress Members from the Qualified Sevens Athletes are known, a second election will be held to fill the remaining seats. All Qualified Athletes may cast the number of votes equal to the number of seats remaining to be filled for any nominated athlete, be that a Qualified Athlete or a Qualified Sevens Athlete. The candidates having the most votes will fill the remaining Athlete Representative Congress seats. All nomination and voting may be processed entirely via electronic mail.

Section 4.5. Vacancies. In the event of the death, resignation, or removal of a Congress Member, or upon the election of a Congress Member as a Director, such Congress Member shall be replaced as follows:

(a) If the Congress Member who vacated the position was from the Senior Group, College Group or Youth and High School Group, then such Constituent Group shall replace the Congress Member for the balance of the term via a special election conducted using the election method previously approved by the Board.

(b) If the Congress Member who vacated the position was an Athlete Representative Congress Member, the position shall be filled for the balance of the term by a majority vote of the remaining Athlete Representative Congress Members; however, if the Athlete Representative Congress Member was voted in by the Qualified Sevens Athletes, then the position shall be filled for the balance of the term by a majority vote of the remaining Athlete Representative Congress Members who are Qualified Sevens Athletes.

(c) Each Congress Member so elected to fill a vacancy shall serve for the unexpired portion of the term of the Congress Member being replaced, and until the Congress Member's successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 4.6. Resignation and Removal. Any Congress Member may resign at any time by giving written Notice to the Chairman or the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board. Any Congress Member may be removed from office at any time by the persons or body authorized under these Bylaws to elect or appoint such Congress Member, with or without assigning any cause.

Section 4.7. Meetings. Meetings of the Congress shall be held at such place as the person calling the meeting shall so indicate in the meeting Notice. The annual meeting of the Congress (the "Annual General Meeting of Congress") for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held at such other time as the Board may determine from time to time. Special meetings of the Congress may be called upon the instruction of the Chairman or upon the written request of a majority of the Congress Members. The Chairman shall be the presiding officer at all meetings of the Congress. If the Chairman is not present, the Vice-Chairman shall be the presiding officer. If neither the Chairman nor the Vice-Chairman is present, the Congress Members present shall elect a presiding officer for the meeting currently being held. The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are consistent with Robert's Rules of Order (Newly Revised) and these Bylaws and are otherwise fair to the Congress Members. Minutes of the meetings of the Congress shall be taken by the CEO or by his/her designee. Minutes of each meeting shall be distributed to each Congress Member and the Board within sixty (60) days of each such meeting. The Directors and officers of the Corporation shall be invited and entitled to attend all meetings of Congress.

Section 4.8. Quorum and Voting. At all meetings of the Congress, the presence of a majority of the Congress Members in office shall constitute a quorum. In addition to those Congress Members who are actually present at a meeting, Congress Members shall be deemed present at such meeting by way of telephone or similar communication equipment provided that all persons participating in the meeting can hear each other at the same time. The act of a majority of the Congress Members present at a meeting at which a quorum is present shall be an act of the Congress. Each Congress Members shall be entitled to one vote on each matter submitted to a vote of the Congress. Athlete Representative Congress Members may designate a Qualified Athlete to attend Congress meetings in their stead, with Qualified Sevens Athlete Representative

Congress Members being able to designate only another Qualified Sevens Athlete, and the designees will be permitted to participate and vote by proxy. With the exception of Athlete Representative Congress Members, Congress Members shall not be permitted to participate or vote by proxy or to cumulate their votes.

Section 4.9. Notices. The CEO shall provide Notice of each meeting of the Congress to each Congress Member and the Board at least thirty (30) days prior to the date of the meeting, unless a greater period of time is required by law in a particular case. Such Notice shall set forth the date, time, and place of the meeting and the purpose or purposes for which the meeting is called. In the case of the Annual General Meeting of Congress or other meeting held for the purpose of electing Directors, the Notice shall also include the slate of nominees for open Director positions.

Section 4.10. Consents. Any action that may be taken at a meeting of the Congress may be taken without a meeting, without prior Notice and without vote, if a consent or consents in writing setting forth the action so taken shall be signed by the Congress Members representing no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Congress Members entitled to vote were present and voted. Such consent(s) shall be filed with the CEO of the Corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Congress Members who have not consented in writing.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1. Authority and Powers. Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Certificate of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board (also referred to herein as the “Board”), which shall administer, manage, preserve, and protect the property of the Corporation. The role, powers and duties of the Board shall be to make policy for the Corporation as the National Governing Body of the sport of rugby consistent with the goals and objectives stated within these Bylaws, to determine the membership of the Corporation as set forth herein, to recommend all dues and fix all fees to be paid by the Members of the Corporation, to raise funds for the use and benefit of the Corporation, and to oversee implementation of policy of the Corporation. Further specific powers and responsibilities of the Board include, without limitation:

- (a) To formulate (in consultation with management) and monitor the implementation of the strategic plan of the Corporation;
- (b) To approve and monitor the implementation of the annual business plan, operational plan, and budgets;
- (c) To appoint, evaluate, and, if necessary, remove the CEO;
- (d) To appoint and oversee the activities of the standing and ad hoc committees, sub-committees and advisory groups of the Corporation;
- (e) To formulate and implement sound corporate governance practices and to ensure that the Corporation acts ethically and adheres to high standards of corporate

behavior;

(f) To provide for the preservation and effective use of the assets of USA Rugby so as to ensure the long-term viability of the organization and the availability of its resources, when needed;

(g) To ensure that the Corporation's financial statements are true, fair, and compliant with law and to provide for an annual independent audit of the financial statements;

(h) To ensure that appropriate codes and policy frameworks exist to promote effective governance of USA Rugby through clear, written, and regular review and updating of:

(i) the policies of USA Rugby;

(ii) strategic and annual operational plans;

(iii) standing orders and terms of reference for committees and special advisory groups;

(iv) procedures and protocols for the operation of any USA Rugby associated entities;

(v) clearly defined and delegated powers/limits of authority for decision making for the Board, committees, management, and employees; and

(vi) risk management and audit policies.

Section 5.2. Number and Qualifications. The Board shall consist of nine (9) voting Directors, including six (6) At-Large Directors, two (2) Athlete Representative Directors, at least one of which must be a Qualified Sevens Athlete, and one (1) Congress Representative Director. The Board shall be composed of persons with a broad matrix of financial, legal, commercial, marketing, sports business skills, international rugby experience, and contacts. Directors shall be elected without regard to race, color, religion, age, gender, sexual orientation, national origin, or physical handicap. All Directors shall be Individual Members of the Corporation. There shall be one male and one female Athlete Representative Director at all times. No paid employee of the Corporation shall be eligible to serve as a Director. No Director may simultaneously serve as a Congress Member. In the event that an individual is elected or appointed to either the Board or the Congress while serving on the other, that individual must resign his or her original position before accepting the new position.

Section 5.3. Terms and Classes. There shall be three (3) classes of Directors: At-Large Directors (6), Athlete Representative Directors (2) and Congress Representative Director (1). The At-Large Directors shall be divided into three (3) subclasses, with two (2) At-Large Directors in each subclass. The term of each class and subclass of Directors shall expire as follows:

CLASS OR SUBCLASS	EXPIRATION OF TERM
At-Large Director – 2012	Annual General Meeting of Congress in calendar year 2012 and every four (4) years thereafter
At-Large Director – 2013	Annual General Meeting of Congress in calendar year 2013 and every four (4) years thereafter
At-Large Director – 2014	Annual General Meeting of Congress in calendar year 2014 and every four (4) years thereafter
Athlete Representative Director	Annual General Meeting of Congress in calendar year 2014 and every two (2) years thereafter
Congress Representative Director	Annual General Meeting of Congress in calendar year 2014 and every two (2) years thereafter

Each At-Large Director shall serve for a term of four (4) years or until such Director's successor has been duly elected and qualified or until the Director's earlier death, resignation, or removal. No At-Large Director shall serve for more than two (2) consecutive four (4) year terms, after which he or she must remain off the Board for at least one (1) year before being eligible to again serve as a Director.

Each Congress Representative Director and Athlete Representative Director shall serve for a term of two (2) years or until such Director's successor has been duly elected and qualified or until the Director's earlier death, resignation, or removal. No Congress Representative Director and Athlete Representative Director shall serve for more than two (2) consecutive two (2) year terms, after which he or she must remain off the Board for at least one (1) year before being eligible to again serve as a Director.

Section 5.4. Nomination and Election.

(a) At-Large Directors. The At-Large Directors shall be (a) nominated by the Nominating Committee at least forty-five (45) days prior to the annual meeting of the Board or other meeting of the Board called for the purpose of electing Directors; (b) elected by the Board by a simple majority vote at such meeting; and (c) ratified by the Congress by a simple majority vote at the Annual General Meeting of Congress. The Nominating Committee shall nominate one person for each vacant position or for each position the term of which is due to expire in such year. The Board shall elect or refuse to elect each person nominated by the Nominating Committee, but may not elect any person not nominated by the Nominating Committee. If the Board does not elect one or more of the nominated persons or if the Congress does not ratify the election of one or more At-Large Directors, the Nominating Committee shall subsequently present to the Board new nomination(s) for such positions for election or refusal to elect and subsequent ratification by the Congress in the same manner until all vacancies are filled. At-Large Directors shall be installed immediately upon their ratification by the Congress.

(b) Athlete Representative Directors. The Athlete Representative Directors shall be

nominated by the Qualified Athletes and elected by a majority vote of the Athlete Representative Congress Members as set forth below at the Annual General Meeting of Congress or other meeting of the Congress called for the purpose of electing Directors. At least one of the Athlete Representative Directors must be a Qualified Sevens Athlete. Nominations for Athlete Representative Directors shall be solicited from the Qualified Athletes at least seventy-five (75) days in advance of the date on which the election of Athlete Representative Directors will be held as follows: All Qualified Athletes may nominate any male or female Qualified Athlete to be an Athlete Representative Director. At the same time, Qualified Sevens Athletes may nominate any male or female Qualified Sevens Athlete to be an Athlete Representative Director. All nominees, be they Qualified Athletes or Qualified Sevens Athletes shall have thirty (30) days to submit such nominations to the Corporation. Upon receipt of the nominations, the CEO or his/her designee shall notify each nominee of the nomination. If a nominee accepts the nomination, his/her name shall be submitted to the Athlete Representative Congress Members as a candidate for election as an Athlete Representative Director. Voting for the Athlete Representative Directors shall take place in two stages as follows: The Athlete Representative Congress Members who are Qualified Athletes shall first elect, by majority vote, a Qualified Sevens Athlete to be an Athlete Representative Director. Once the results of that election are known, all Athlete Representative Congress Members shall elect the second Athlete Representative Director from among the candidates, both Qualified Athletes and Qualified Sevens Athletes, who are of the opposite gender from the Athlete Representative Director already elected. Athlete Representative Directors shall be installed immediately upon their election.

(c) Congress Representative Director. The Congress Representative Director shall be elected by the Congress at the Annual General Meeting of Congress or other meeting of the Congress called for the purpose of electing Directors by a simple majority of the Congress. Nominations for Congress Representative Director shall be solicited from the Congress Members at least seventy-five (75) days in advance of the date on which the election of the Congress Representative Director will be held. The Congress Members shall have thirty (30) days to submit nominations to the Corporation. Upon receipt of the nominations, the CEO or his/her designee shall notify each nominee of the nomination. If a nominee accepts the nomination, his/her name shall be submitted to the Congress Members as a candidate for election as a Congress Representative Director. Each Congress Representative Director shall be installed immediately upon his/her election.

Section 5.5. Vacancies. In the event of the death, resignation, or removal of a Director, such Director shall be replaced by a vote of the persons or body responsible for the election of such Director in the same manner required for the election of such Director. Each Director so elected shall serve for the unexpired portion of the term of the Director being replaced, and until the Director's successor is elected and qualified or until such Director's earlier death, resignation or removal. If such unexpired term is less than one-half (1/2) of the length of a full term, such unexpired term shall not be counted toward the two-term service limit set forth in Section 5.3 of these Bylaws with respect to the Director elected to fill such vacancy. If such unexpired term is one-half (1/2) or more of the length of a full term, such unexpired term shall be counted as a full term with respect to the Director elected to fill such vacancy for purposes of said two-term service limit.

Section 5.6. Resignation. Any Director may resign at any time by giving written Notice to the Chairman or the Board. Such resignation shall take effect at the time specified therein or, if no

time is specified, at the time of acceptance of the resignation as determined by the Board.

Section 5.7. Removal of Directors. The entire Board or any individual Director with the exception of the Athlete Representative Directors may be removed from office for cause upon the petition of at least twenty-five percent (25%) of the Congress Members in office and the subsequent vote of at least two-thirds (2/3) of the Congress Members in office. For purposes of this Section 5.7, “cause” shall mean the failure by the Director to carry out his/her duties or responsibilities as a Director or any action or inaction which, in the discretion of the Congress, materially and adversely affects or may affect the Corporation.

The Athlete Representative Director who was not elected solely by the Qualified Sevens Athletes may be removed from office for cause upon the petition of at least twenty-five percent (25%) of the Athlete Representative Congress Members in office and the subsequent vote of at least two-thirds (2/3) of the Athlete Representative Congress Members in office. The Athlete Representative Director who was elected solely by the Qualified Sevens Athletes may be removed from office for cause upon petition of at least twenty-five percent (25%) of the Athletes Representative Congress Members who are Qualified Sevens Athletes in office and the subsequent vote of at least two-thirds (2/3) of those Qualified Athlete Representative Congress Members in office. For purposes of this Section 5.7, “cause” shall mean the failure by the Athlete Representative Director to carry out his/her duties or responsibilities as an Athlete Representative Director or any action or inaction which, in the discretion of the Congress, materially and adversely affects or may affect the Corporation.

Section 5.8. Compensation. No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 5.9. Meetings. The Board shall meet at least quarterly at dates and times established by the Board. One meeting designated by the Board shall be the annual meeting of the Board. Special meetings shall be called by the CEO upon the order of the Chairman or at the written request of a number of Directors constituting a majority of the Directors then in office and entitled to vote.

The Chairman shall be the presiding officer at all meetings of the Board. If the Chairman is not present, the Vice-Chairman shall be the presiding officer. If neither the Chairman nor the Vice-Chairman is present, the Directors present shall elect a presiding officer for the meeting currently being held. The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are consistent with Robert’s Rules of Order (Newly Revised) and these Bylaws and are otherwise fair to the members of the Board. Minutes of the meetings of the Board shall be taken by the CEO or by his/her designee. Minutes of each meeting shall be distributed to each Director within sixty (60) days of each such meeting.

Section 5.10. Quorum. At all meetings of the Board, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting by way of telephone or similar communication equipment provided that all persons participating in the meeting can hear each other at the same time. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 5.11. Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board.

Section 5.12. Notices. The CEO shall provide Notice of each meeting of the Board to each Director at least ten (10) days prior to the date of the meeting, unless a greater period of time is required by law in a particular case. Such Notice shall set forth the date, time, and place of the meeting. In the case of special meeting, the Notice shall also specify the purpose or purposes for which the meeting is called and a proposed agenda.

Section 5.13. Consents. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if all members of the Board consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the CEO of the Corporation.

Section 5.14. Confidentiality and Conflicts of Interest. All Directors shall be bound by the Corporation's confidentiality and conflict of interest policies, as such policies shall be adopted and amended from time to time by the Board.

ARTICLE VI **OFFICERS**

Section 6.1. Enumeration. The officers of the Corporation shall consist of a Chairman, Vice Chairman, Chief Executive Officer, and such other officers and assistant officers as the Board may, from time to time, designate. No person may serve simultaneously as an officer of USA Rugby and as an officer of an organization which (a) is the National Governing Body of another amateur sport in the United States under the Ted Stevens Olympic and Amateur Sports Act, or (b) conducts a national program or national amateur athletic competition on a level of proficiency appropriate for the selection of athletes to represent the United States in international amateur athletic competition in another sport.

Section 6.2. Term of Office. Each of the Chairman and Vice Chairman shall serve for a term of two (2) years or until the officer's successor is duly elected and takes office or until the officer's earlier death, resignation, or removal.

Section 6.3. Election. The Chairman and Vice Chairman shall be elected by the Board at its annual meeting or at any meeting called for such purpose.

Section 6.4. Vacancies. Any vacancy in the offices of the Corporation shall be filled by the Board.

Section 6.5. Resignation and Removal of Officers. Any officer may resign at any time by giving written Notice to the Chairman or the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board. Any officer of the Corporation may be removed from office at any time by a two-thirds (2/3) vote of all of the Directors in office and entitled to vote, with or without assigning any cause, whenever in their judgment the best interests of the Corporation will be served.

Section 6.6. Chairman. The Chairman shall preside at all meetings of the Board and Congress. The Chairman shall, unless a regular member, be an ex-officio, non-voting member of all standing and other committees of the Corporation. The Chairman must be a Director of the Corporation.

Section 6.7. Vice Chairman. The Vice Chairman shall, in the absence of the Chairman, preside at all meetings of the Board and Congress and shall perform such other duties as may be assigned to such office by the Board. The Vice Chairman must be a Director of the Corporation.

Section 6.8. Chief Executive Officer. The Board shall be authorized to appoint a Chief Executive Officer (also referred to herein as the “CEO”). The CEO shall report to the Board of USA Rugby and shall appoint and oversee the staff and be responsible for the day to day operations of USA Rugby. The CEO shall serve at the discretion of the Board, subject to any contract rights he or she may have, and shall carry out the policies of USA Rugby in accordance with these Bylaws. The CEO shall serve as a non-voting, ex-officio member of the Board. The CEO shall also serve as the secretary of the Corporation. In his/her capacity as secretary, the CEO shall (i) make or cause to be made minutes of all meetings of the Board, Congress, and Members; (ii) be responsible for the timely mailing or delivery of all Notices of meetings of the Board, Congress, and Members; and (iii) will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Certificate of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board.

Section 6.9. Other Officers. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Assistant officers may be appointed by the Board. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 6.10. Compensation. Officers of the Corporation shall serve without compensation except for the CEO, which shall be a full-time paid position. The Corporation may also name a Chief Financial Officer (CFO) which shall also be a full-time paid position. This provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of official duties. Such reimbursement must be approved by the Chairman or CEO of the Corporation and shall be reviewed by the Board from time to time.

**ARTICLE VII
COMMITTEES**

Section 7.1. Committees. The Corporation shall have a standing Nominating Committee, a

standing Audit Committee, a standing Rugby Committee with a sub-committee of Referees and Laws (R&L Committee) and such other standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Each committee shall have such composition, power, authority, and duties as provided for in these Bylaws or in the Board resolution creating such committee, except as such authority is limited by statute, by resolution creating or controlling the committee, or by any limitation imposed by the Board on such authority and power. Notwithstanding the foregoing, all committees shall have twenty percent (20%) athlete representation, as required by the USOC bylaws. Rules governing the appointment and election of committee members and the policies, procedures, and conduct of the committees shall be established by the Board. The Corporation shall be governed by Section 141(c)(2) of the Delaware General Corporation Law (or applicable successor provision) with respect to its committees.

Section 7.2. Nominating Committee. The Nominating Committee shall consist of at least three (3) and no more than five (5) members, including at least one Director and one Qualified Athlete. The Chairman of the Nominating Committee shall be appointed by the Congress for a term of two (2) years. The other members of the Nominating Committee shall be appointed by the Board for terms of two (2) years. Paid employees of the Corporation are prohibited from serving on the Nominating Committee. The Nominating Committee shall be responsible for the recruitment and nomination of the At-Large Directors. Pursuant to its nominating duties as set forth in Section 5.4 of these Bylaws, at least forty-five (45) days prior to the Annual General Meeting of Congress or other meeting of the Congress called for the purpose of electing Directors, the Nominating Committee shall nominate one person for each vacant or expiring At-Large Director position. The Nominating Committee shall cause to be prepared and distributed appropriate ballots for all elections of At-Large Directors, which ballots shall provide sufficient information about each candidate to enable the Congress to make informed decisions.

Section 7.3. Audit Committee. The Audit Committee shall consist of at least four (4) members, including at least one Congress Member and one Qualified Athlete. The Audit Committee shall (a) develop annual budgeting guidelines and procedures, (b) provide recommendations to the Board regarding appropriate financial reporting systems for the Corporation and its membership, and (c) provide recommendations to the Board on the appropriate allocation of resources to meet the Corporation’s strategic objectives. The Audit Committee shall oversee the integrity of the Corporation’s financial statements and the Corporation’s compliance with legal and regulatory requirements and ethical standards. It shall also solicit, appoint, oversee, and determine the compensation of the Corporation’s auditors. A copy of each final audit report shall be made available to each member of the Board and the Congress within thirty (30) days of its receipt by the Audit Committee.

ARTICLE VIII
INDEMNIFICATION

Section 8.1. Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer (including each former director or officer) of the Corporation who was or is made a party to or witness in, or is threatened to be made a party to or a witness in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Corporation, against all

expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 8.2. Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of the Corporation referred to in Section 8.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 8.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such director or officer in his capacity as a director or officer of the Corporation shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts in advance if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation because he has not met the standard or conduct set forth in the first sentence of Section 8.5 hereof.

Section 8.3. Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Subject to Section 8.2 hereof, the Corporation may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of his participation in an action, suit or proceeding referred to in this Section 8.3 in advance of the final disposition of such action, suit or proceeding.

Section 8.4. Basis of Rights; Other Rights. Each director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.5. Determination of Indemnification. Any indemnification under this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the authorized representative is proper in the circumstances because such person has acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a quorum of disinterested Directors so directed by outside

legal counsel in a written opinion, or (3) by the Congress. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon 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 which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 8.6. Insurance. The Corporation shall purchase and maintain insurance on behalf of each director, officer and Congress Member against any liability asserted against or incurred by such director, officer or Congress Member in any capacity, or arising out of such director's, officer's, or Congress Member's status as such, whether or not the Corporation would have the power to indemnify such director, officer or Congress Member against such liability under the provisions of this Article. The Corporation shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board or if, in the business judgment of the Board, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Corporation may purchase and maintain insurance on behalf of any person referred to in Section 8.3 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Corporation would have the power to indemnify such persons against such liability under the provisions of this Article.

Section 8.7. Powers of the Board. The Board shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time to discharge the Corporation's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance referred to in this Article VIII.

Section 8.8. Definition of Corporation. For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, and constituent corporation (including any constituent of a constituent) absorbed in consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its authorized representatives so that any person who is or was an authorized representative of such constituent corporation shall stand in the same position under this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 8.9. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

ARTICLE IX
REPRESENTATIVES TO NATIONAL AND INTERNATIONAL SPORTS BODIES

Section 9.1. General. The Board shall appoint the Corporation's representatives and alternates to such national and international sports federations, organizations or committees as the Board shall deem to be in the best interests of USA Rugby, and for the terms established at the time of

appointment.

Section 9.2. Athletes Advisory Council. The Corporation's representative and alternative representative to the Athletes Advisory Council of the USOC shall be elected by the Athlete Representative Congress Members and Athlete Representative Board Members, in a single election, for the term established at the time of election. The representative and alternate representative must each be Qualified Sevens Athletes at the time of their election. The alternate representative must be a different gender than the representative.

ARTICLE X **ELIGIBILITY AND DISCIPLINARY PROCEDURES**

Section 10.1. Eligibility and Disciplinary Rules.

(a) General. As the NGB for the sport of rugby, the Corporation shall have the exclusive right to establish minimum rules and regulations regarding (i) the eligibility of clubs, players, and officials with respect to participation in all matches, including but not limited to local and regional competitions and championships, and national championships in the United States; and (ii) disciplinary matters. The Corporation's rules, regulations, and procedures related to eligibility and disciplinary matters shall be consistent with the eligibility and disciplinary rules of World Rugby or its successor, though the Corporation maintains the right to establish additional standards and procedures for determining questions of eligibility and discipline as set forth above in this Section 10.1.

(b) Adoption and Publication of Rules. Any and all eligibility or disciplinary rules and/or changes thereto shall be established and approved by the Board. The rules shall be published annually in a manner that ensures that the current rules and regulations are available to every participant and every Member of USA Rugby.

Section 10.2. Appellate Panel. There shall be established an Appellate Panel consisting of as many members as the Board shall approve from time to time, to be approved by the Congress. This Appellate Panel shall be responsible for deciding any appeals of decisions of the Board or committees, as well any other decisions referred to it by the Chairman. For any appeal, the CEO or his/her designee shall randomly select three (3) members of the Appellate Panel to hear any particular appeal. The appeal shall be conducted in accordance with the applicable rules established by the Board.

Section 10.3. Fees. The rules, regulations, and procedures of the Corporation regarding eligibility and disciplinary matters may provide that a party appealing a final decision made under such rules, regulations, and procedures shall be required to pay a fee in connection with such appeal. Any such fee must be established and approved by the Board.

ARTICLE XI **OPPORTUNITY TO PARTICIPATE IN PROTECTED** **INTERNATIONAL COMPETITIONS**

Section 11.1. Right to Participate in Competitions. Neither USA Rugby, nor any Member of USA Rugby, may deny or threaten to deny an athlete the opportunity to compete in the Olympic or Pan American Games, a Rugby World Cup or other protected competitions as defined in the

USOC Constitution and Bylaws from time to time, nor may USA Rugby or any Member of USA Rugby subsequent to such competitions censure or otherwise penalize any such athlete who participates in such competitions, without fair Notice and an opportunity for a hearing.

Section 11.2. Allegations of Violations. Any athlete who alleges that he or she has been denied by USA Rugby or a Member of USA Rugby a right established under Section 11.1 hereof shall immediately inform the Chairman of USA Rugby of such denial. The Chairman shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts by the Chairman to settle the controversy, the athlete may refer the matter promptly to the Chief Executive Officer of the USOC for action under Article 9 of the USOC Bylaws. Any individual alleging a violation of Section 11.1 hereof may file a grievance with the Chairman of USA Rugby pursuant to the provisions of Article XII of these Bylaws.

Section 11.3. Hearing and Arbitration. Any hearing conducted pursuant to this Section must be conducted on a timely basis and in accordance with the procedures set forth in Article XII of these Bylaws. If the controversy is not settled, the Corporation and the athlete shall submit to final and binding arbitration conducted under the auspices of the American Arbitration Association as set forth in Article XIII.

Section 11.4. Equal Application of Rights. The rights granted to athletes under this Article XI shall apply equally to any coach, trainer, manager, administrator, or other official seeking to participate in the conduct of any international competition designated or referred to in Section 11.1.

ARTICLE XII **RIGHTS OF GRIEVANCE**

Section 12.1. Rights to File Grievance. Any Member of USA Rugby may file a written or electronic grievance with the Chairman or CEO of USA Rugby pertaining to any matter within the cognizance of USA Rugby and alleging a violation of any provision of these Bylaws, the Ted Stevens Olympic and Amateur Sports Act or the USOC Bylaws.

Section 12.2. Exhaustion of Remedies. The complaining Member shall first exhaust all local, regional, or national procedures made available to him, her, or it.

Section 12.3. Contents of Grievance. Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each element of these Bylaws, the Ted Stevens Olympic and Amateur Sports Act, or the USOC Bylaws of which a violation is claimed by referencing a specific section thereof and stating in concise language how, when and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation. The Board may establish a reasonable fee which must be paid by a Member filing a grievance.

Section 12.4. Informal Resolution. Upon receipt of a grievance, the Chairman or CEO shall refer it to the appropriate committee for resolution. Every effort will be made to resolve the grievance or complaint through informal means and on a timely basis.

Section 12.5. Formal Hearing. In the event the Member filing the grievance is not satisfied with

the proposed resolution of the matter by informal means, or by the appropriate committee, the Member may request a hearing before a three member Appellate Panel to hear evidence, make findings of fact, and adjudicate the issues raised. Such a hearing shall be convened as expeditiously as possible at a time and place to be determined by the Chairman or CEO. No member of the three-member Appellate Panel shall have an interest in the subject matter, grievance, or complaint.

At any hearing conducted pursuant to this Section 12.5, all interested parties shall have the right to counsel, to present evidence in support or in opposition to the grievance, to examine and cross-examine witnesses, and to present such factual or legal claims as will support their positions. A summarized record of the proceedings shall be made by the hearing panel. The rules of evidence shall not be strictly enforced. The hearing may be conducted by telephone if all parties agree thereto. The Appellate Panel shall expeditiously conduct the hearing and report its findings of fact and recommendations to the Board and all interested parties. The burdens of proof and of going forward shall be on the complainant.

Section 12.6. Expediting of Procedures. The Chairman or CEO may, in his/her sole discretion, expedite the time frame of the grievance procedures set forth herein. The Chairman or CEO shall at all times seek to accomplish a timely resolution of the grievance.

Section 12.7. Submission to Arbitration. If a complaining Member is dissatisfied with a decision, the complainant's sole remedy is an appeal to the American Arbitration Association pursuant to the commercial rules of the American Arbitration Association then in effect. Such a demand for arbitration shall be submitted in writing within thirty (30) days of the Member's receipt of the decision described in Section 12.5 above. The arbitration shall be final and binding and shall be conducted on a timely basis and as set forth in Article XIII of these Bylaws.

ARTICLE XIII **ARBITRATION**

If a matter is submitted to arbitration pursuant to Article II Section 2.4, Article XI or Article XII of these Bylaws, the American Arbitration Association, upon receipt of the demand for arbitration, shall serve Notice on the parties to the arbitration and on USA Rugby, and shall immediately proceed with final and binding arbitration according to the Commercial Rules of the American Arbitration Association in effect at the time of the filing of the demand.

Any party may be represented by counsel or by any other duly authorized representative at the arbitration proceeding. The arbitration proceeding shall be conducted on a timely basis in accordance with the rules and regulations of the American Arbitration Association; provided, however, the arbitrator may in his/her sole discretion assess the losing party and award to the prevailing party an amount equal to the prevailing party's costs associated with the arbitration, including reasonable attorneys' fees, if the arbitrator shall determine the position or arguments of the losing party is frivolous or without merit.

ARTICLE XIV
RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION;
ADMINISTRATION OF FUNDS

Section 14.1. No Violation of Purposes. In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an Corporation to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 14.2. Depositories. The Board shall, from time to time, designate depositories for funds, property, and assets belonging to or under the control of the Corporation.

Section 14.3. Bonding. The Board shall in its sole discretion, determine whether corporate fidelity bonds or appropriate insurance shall be obtained at the expense of the organization in a form and amount approved by the Board in order to indemnify the Corporation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of USA Rugby.

Section 14.4. Liability Insurance. The Corporation shall secure comprehensive liability insurance coverage in such amounts as shall be deemed advisable by the Board.

Section 14.5. Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 14.6. Authorization. All checks, notes, vouchers, warrants, drafts, acceptances, and other orders for the payment of moneys of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 14.7. Non-Discrimination. There shall be no discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical handicap in decisions concerning the eligibility for membership, committee assignments, or Congress, Director or officer positions, or concerning any other business or activity of the Corporation.

ARTICLE XV
AMENDMENTS

Section 15.1. Authority. Any alteration, amendment, and/or repeal of these Bylaws shall be proposed by the Board or by Congress and shall require the affirmative vote of at least two-thirds (2/3) of the Directors in office and entitled to vote and at least two-thirds (2/3) of the Congress Members in office and entitled to vote. Except for amendments proposed by the Board or by Congress, no other amendment shall be considered by the Board or the Congress, nor shall any change to a proposed amendment be considered by the Board or the Congress unless the change merely goes to minor revisions of syntax, grammar, or spelling and not to substance.

Section 15.2. Notice. Notice of any meeting at which an amendment will be considered shall be given to the Directors or the Congress Members, as the case may be, at least forty-five (45) 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 15.3. Effective Date of Amendments. Amendments approved by the Board and approved by the Congress shall be effective as of the date of approval by the later of the Congress and the Board.

ARTICLE XVI
SAVING CLAUSE

Section 16.1. 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 of 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 16.2. All provisions of these Bylaws shall be construed to conform and comply with all applicable state and federal laws and regulations.