



Articles of Snake River Rugby Club, Inc.

Article 1

The Corporation

- 1.1. Name.** The name of this corporation is “**Snake River Rugby Club, Inc.**” (the “**Club**”).
- 1.2. Formation.** The Club is a public benefit corporation which has been formed under the Idaho Nonprofit Corporation Act (the “**Act**”).
- 1.3. Purposes.**
- 1.3.1.** The Club is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) and Section 501(j) of the Internal Revenue Code of 1986, as amended (the “**Code**”).
- 1.3.2.** The specific and primary purposes of the Club are: (i) to conduct or support and develop amateur athletics for national or international competition in sports; (ii) to promote athletic fellowship and national and international cultural exchange among all segments of the regional population, regardless of race, creed, color, religion or ability; (iii) to assist in the dissemination of educational resources for the teaching and promulgation of amateur sports; (iv) to engage in fundraising activities in order to further the purposes set forth in this section 1.3.2; and (v) to engage in any other activities consistent with the terms of these Articles and allowed under applicable laws.
- 1.3.3.** Notwithstanding any other provision by these Articles, the Club shall not engage in any activity or exercise any power that is not in furtherance of a charitable or educational purpose, and shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) and Section 501(j) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- 1.3.4.** No substantial part of the activities of this Club shall consist of carrying on propaganda, or otherwise attempting, to influence (except otherwise provided in section 501(h) of the Code), and the Club shall not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- 1.4. Powers.** The Club shall have the power to take lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Act. The Club shall also be governed by these Articles.
- 1.5. Registered Office.** The Club's registered office shall be selected by the Club's officers and recorded per Article 6.
- 1.6. Principal Office.** The Club shall also have a principal office that's selected by the Club's officers and recorded per Article 6.

Article 2

Club Membership

- 2.1. Club Membership.** Club members are those who have paid all Club dues in full prior to the first Club meeting of the calendar year. The Club admits members without regard to their race, religion, color, sex, age, sexual orientation or national or ethnic origin to all the rights, privileges, programs and other activities, generally accorded or made available to members of the Club. Membership is available to all rugby players, coaches, and Club supporters/boosters. Officers of the Club will do everything in their power to ensure fair treatment of all Club members.
- 2.2. Club Dues.** The Club treasurer reserves the right to charge dues to all members. Although the Club makes all efforts to defray costs, members must be aware that substantial personal monetary expenditures may be necessary in order to purchase the proper equipment required for full participation in the sport. Personal monetary expenditures may be necessary for transportation to games and tournaments as well.

ARTICLE 3

Club Meetings

- 3.1. Regular Meetings.** The Club shall hold a minimum of two (2) regular meetings each calendar year for the purpose of discussing the business and affairs of the Club. The two mandatory meetings will be scheduled within thirty (30) days of the start of the spring & fall season. Additional regular meetings will be held when necessary. Regular meetings shall be held at a location to be designated in advance by the Officers via electronic mail or other correspondence deemed reasonably certain to apprise each Club member of the pertinent location.
- 3.2. Special Meetings.** The Club shall hold a special meeting on the call of the President or any two Officers. Special meetings of the Club must be preceded by at least two days' notice to each

Club member of the date, time and place of the meeting. Except as otherwise required under the Act or these Articles, the notice need not describe the purposes of the special meeting.

- 3.3. Agenda.** Prior to a meeting, an agenda will be communicated to the Club members via electronic mail. At these meetings, the Club will attempt to discuss and deal with each issue and the members will be allowed a chance to ask questions or offer input.

3.4. Voting.

- 3.4.1.** In order for official Club business to be voted upon, 2/3 of the Club's membership need not be present; however a minimum of two Officers need to be present. For all Club business that's voted on, it must be decided by a majority of the Officers and Club members present at the meeting.
- 3.4.2.** Non-attending members can give their proxy to an attending member, but the Club's Secretary must be notified via email to this proxy prior to the meeting.
- 3.4.3.** Only Club members are allowed to vote.

ARTICLE 4

Club Officers

- 4.1. Officers.** The Officers of the Club shall include a President, a Vice-President, a Secretary, and a Treasurer. Each officer may only hold one position at a time and must be a Club member in good standing.
- 4.2. Election.** The Club members shall vote for Officers at the first regular meeting of each calendar year. A majority vote per Article 3.4 is required.
- 4.3. Term.** The terms of all Officers shall be for one year and will expire the day after the regular meeting where the vote for new Officers took place.
- 4.4. Resignation.** An Officer may resign at any time by delivering email notice to all Club members. A resignation is effective when the notice is received by the Club members unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Club members. A special meeting will be held within thirty (30) days to elect in a new Officer. A majority vote per Article 3.4 is required.
- 4.5. Removal.** If an Officer is deemed unfit for the position within their term, a special meeting can take place to remove the Officer from position. A majority vote per Article 3.4 is required.
- 4.6. Authority.** Each Officer has the authority and shall perform the duties set forth in these Articles.
- 4.7. Standard of Conduct.** An Officer shall discharge the duties of an Officer:

4.7.1. In good faith;

4.7.2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

4.7.3. In a manner the Officer reasonably believes to be in the best interests of the Club.

4.7.4. In discharging the duties of an Officer, an Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

4.7.4.1. One or more Club members whom the Officer reasonably believes to be reliable and competent in the matters presented;

4.7.4.2. Legal counsel, public accountants or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence.

4.7.5. An Officer is not acting in good faith if the Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 4.7.4 unwarranted.

4.8. Liability. No Officer shall be personally liable to the Club or the members for monetary damages for conduct as an Officer; provided, however, that this Section 4.8 shall not eliminate or limit the liability of an Officer for (i) any act or omission occurring prior to the effective date of these Articles, (ii) any breach of the Officer's duty of loyalty to the Club, (iii) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (iv) any unlawful distribution, (v) any transaction from which the Officer derived an improper personal benefit, and (vi) any act or omission in violation of Idaho Statutes 30-3-81.

4.9. Contract Rights. The appointment of an Officer does not itself create contract rights.

4.10. President. The President shall be the principal executive officer of the Club and shall, subject to the control of the Club members, supervise, direct and control the business and affairs and the other Officers of the Club. The President shall preside at all membership meetings. The President shall perform all duties commonly incident to the office of President.

4.11. Vice-President. The Vice-President shall perform all of the duties of the President in the absence or disability of the President.

4.12. Secretary. The Secretary shall (i) prepare the minutes of all Club meetings, (ii) maintain a copy of all of the records, accounts and reports of the Club, (iii) supervise all correspondence of the Club, (iv) ensure that all notices are duly given in accordance with the provisions of these Articles or as may be required by law or contract, (v) countersign all instruments requiring the seal of the Club, (vi) authenticate records of the Club, and (vii) in general perform all duties commonly incident to the office of Secretary.

- 4.13. Treasurer.** The Treasurer shall (i) have charge and custody of and be responsible for all funds of the Club, (ii) maintain accurate accounts of all of the business transactions of the Club, (iii) receive and give receipts for monies due and payable to the Club from any source whatsoever and deposit all such monies in the name of the Club in such banks, trust companies or other depositories, (iv) at each regular Club meeting, inform the Club members of the current financial status of the Club, (v) at the regular Club member meeting in the Spring, present reports for the past year's finances, (vi) file IRS and state taxation and other forms when required, and (vii) in general perform all duties commonly incident to the office of Treasurer.
- 4.14. Compensation.** No Officer shall receive any compensation for services rendered as an Officer. The Club may, in its sole discretion, reimburse an Officer for any reasonable expenses incurred by the Officer in connection with the attendance of any meeting.

ARTICLE 5

Contracts, Loans, Checks and Deposits

- 5.1. Contracts.** Except as provided otherwise by law or these Articles, the Club members may authorize any Officers to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized, no Officer shall have any power or authority to bind the Club by any contract or agreement or to pledge the Club's credit to render it liable for any purpose or to any amount.
- 5.2. Loans.** No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in the name of the Club unless authorized by a resolution of the Officers and Club members. Such authority may be general or confined to specific instances.
- 5.3. Checks and Drafts.** All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Club shall be signed by such Officers of the Club as from time to time shall be determined by resolution of the Officers and Club members.
- 5.4. Deposits.** All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the club in such banks, trust companies or other depositories as the Officers and Club members may select.

ARTICLE 6

Records, Accounts, and Reports

- 6.1. Records, Accounts and Reports.** The Club shall maintain the following records, accounts and reports:

- 6.1.1. Minutes of all meetings and records of all Club actions taken;
 - 6.1.2. Accounting records of all operations and expenditures of the Club;
 - 6.1.3. Articles of Incorporation, and all amendments and restatements currently;
 - 6.1.4. Articles, and all amendment and restatements currently in effect;
 - 6.1.5. A list of the names and home addresses of the Club members and Officers, and;
 - 6.1.6. The last three annual financial statements of the Club, if any, and the last three accountant's reports, if annual financial statements are reported upon by a public accountant.
- 6.2. **Confidentiality.** Except as is necessary to conduct the business of the Club, the records, accounts and reports of the Club shall be held in confidence by those persons with access to them to the extent such records and reports have not become known to the public.

ARTICLE 7

Corporate Dissolution

- 7.1. **Restrictions on Authority.** Notwithstanding anything to the contrary provided for herein or under any other instrument, the Club member and Officers shall take no action regarding Corporate Dissolution except in accordance with this Article 7.
- 7.2. **Club Dissolution.** Immediately upon the Officers concluding that it may want to dissolve the Club, two special meetings will be held with notice sent to all Club members thoroughly explaining the purpose. The first meeting will discuss and deliberate the merits of the proposed Dissolution. The second meeting, held at least one week after the first but no more than two weeks, will hold the vote for Dissolution. The vote for Club Dissolution will be made through the same voting process as outlined in Article 3.4 with the following exception, in order for Club Dissolution to be voted upon, 2/3 of the Club's membership needs to be present with a minimum of three Officers. Club Dissolution must be decided by a majority of the Officers and Club members present at the meeting.
- 7.3. **Distribution of Assets.** The assets of the Club are irrevocably dedicated to charitable and educational purposes, and no part of the assets of the Club shall ever inure to the benefit of any Officer, member or other individual having a personal or private interest in the activities of the Club. Upon the dissolution of the Club, the assets of the Club remaining after payment, or provision for payment, of all of the debts and liabilities of the Club, shall be distributed to one or more organizations selected by the Officers and members; provided, however, that any such

organization must be exempt from taxation under Section 501(c)(3) and/or Section 501(j) of the Code at the time of the distribution.

ARTICLE 8

Amendments

These Articles may be amended, repealed or restated. When an amendment is proposed, a special meeting will be held to inform the Club members of the situation and possibilities. The addition of amendments to the Articles will be made through the same voting process as outlined in Article 3.4 with the following exception, in order for an Article amendment to be voted upon, 2/3 of the Club's membership needs to be present with a minimum of three Officers. For all amendments that are voted on, it must be decided by a majority of the Officers and Club members present at the meeting.