

BYLAWS OF THE POTOMAC SOCIETY OF RUGBY FOOTBALL REFEREES

[adopted 16 December 2013 revised 11 December 2022]

The Society shall also be known as the Potomac Rugby Referees.

I. Membership

1. *Qualifications* — There shall be two classes of Members — Regular Members who have the right to vote and Honorary Members who do not have the right to vote. The conditions for membership in the two classes are as follows:

A. *Regular Members* — A Regular Member shall be any individual who has officiated two games in the current calendar year under the supervision of the Society or is serving as an Officer or who was a Regular Member in prior years and has, during the current calendar year, served on a board, governing, or regional committee of USAR and/or Board or committees of territorial, national, or international rugby governing bodies operating under the auspices of World Rugby, and has paid the regular annual dues.

B. *Honorary Members* — An Honorary Member shall be any individual who may be designated by the Board of Directors as an Honorary Member of the Society.

2. *Officiating* — Officiating a rugby match includes serving as referee, assistant referee, referee reviewer (assessor or evaluator or referee coach), or other match day assignments under the supervision of the Society.

3. *Dues and Terms* — Once dues are paid and requirements met within a calendar year, the term of membership shall continue through 31 March of the following year. A Member will be considered to have paid dues when they are entitled to reimbursement from the Society in an amount at least equal to the dues amount.

4. *Withdrawal* — Any Member may withdraw from the Society at any time by so notifying the President or Secretary. Said Member shall continue to be liable for financial obligations to the Society already incurred or that would be incurred during the current membership term.

II. Meetings of Members

1. *Annual General Meeting* — The Annual General Meeting of the Members of the Society shall be held on such day in November or December of the current year as may be designated by the Board of Directors or, if no such designation is made, on the second Wednesday in December. At that time, the Society shall elect the Board of Directors, approve a budget for the coming year, and transact such other business as may properly come before the meeting. The Secretary shall give notice of the Annual General Meeting to each Regular Member of the Society not less than ten and not more than fifty days prior and shall provide a general statement of the items of business to be considered.

2. *Regular Meetings* — Regular Meetings may be called at any time by the President of the Society. The purpose of the Regular Meetings shall be principally for the training of the Regular Members in proper officiating techniques and all other business shall be conducted after the conclusion of the training session. Following the conclusion of the training session at such Regular Meeting, the Members may consider any business which may properly come before the Society, except that amendments to the Bylaws and to the Articles of Incorporation may only be considered at the Annual General Meeting or at a Special Meeting.

3. *Special Meeting* — At any time designated by the Board of Directors or by a majority of the Regular Members at a Regular Meeting of the Society or by petition of a majority of the Regular Members, a Special Meeting of the membership may be called to consider amendments to the Bylaws or the Articles of Incorporation, to consider the recall of a Member of the Board of Directors, or to consider the appointment of a Regular Member to fill a vacancy on the Board of Directors. A Special Meeting to consider these matters shall be preceded by notice to the Regular Members of the Society

not less than ten and not more than fifty days prior to the Special Meeting and shall contain a general statement of the items of business to be considered at the meeting.

4. *Notice* — Notice of meetings may be provided in writing by mail, in writing by hand delivery, or by electronic means such as facsimile or email. As long as notice has been sent to an address or other delivery identifier supplied by a Member, notice will be considered to have been given.

5. *Meetings* — Meetings may be held by the Members gathering together in a physical location or through electronic means allowing the Members to communicate contemporaneously or a combination thereof. Meetings shall be chaired by the President or in the President's absence by another member of the Board, with priority as they are listed below in the Board of Directors *Designation*.

6. *Quorum* — No business may be conducted at any meeting of the Society in the absence of a quorum.

A. *Regular Meetings* — For purposes of a Regular Meeting, a majority of the Regular Members of the Society present in person or electronically shall constitute a quorum.

B. *Annual General Meetings or Special Meetings* — For purposes of an Annual General Meeting or a Special Meeting, a majority of the Regular Members present in person, electronically, or by proxy shall constitute a quorum.

7. *Voting* — Each Regular Member of the Society shall be entitled to a single vote.

A. *Regular Meetings* — At any Regular Meeting of the Society, Regular Members may vote in person or by electronic communication, and not by proxy. Except as may otherwise be required by law or by these Bylaws, all matters acted upon at any Regular Meeting of the Society shall be decided by a majority of the votes cast by the Regular Members of the Society considered present in person or electronically.

B. *Annual General Meetings or Special Meetings* — At any Annual General Meeting or Special Meeting, when prior notice of the consideration of specific issues has been provided to the Regular Members, Regular Members may vote in person, electronically, or by proxy. Except as may be otherwise required by law or by these Bylaws, all matters acted upon at any Annual General Meeting or Special Meeting shall be decided by a majority of the votes cast by the Regular Members of the Society in person, electronically, or by proxy. Proxies must be recorded with either the President or Secretary and may be sent in writing or electronically. No member may with the use of proxies exercise more than four (4) total votes or the votes of 10% of the number of Regular Members, whichever is fewer, at any meeting of the Society.

III. Board of Directors

1. *Designation* — The Board of Directors shall consist of seven elected Officers of the Society. These shall be a President, a Treasurer, an Allocations Officer, a Secretary, a Training Officer, a Development Officer, and a Recruitment Officer. In addition to their explicit duties listed below, all officers shall perform such other duties as may be assigned to them by the President or the Board of Directors.

2. *Meetings of the Board of Directors* — The Board of Directors shall meet at least twice yearly to consider administrative and substantive matters regarding the Society and take such action or make such recommendations as they deem appropriate. Meetings may be held by the board members gathering together in a physical location or through electronic means allowing the board members to communicate contemporaneously or a combination thereof. The Board may pass actions, in absence of a meeting, with approval by a majority transmitting affirmative votes in writing or electronically within one week of a proposal being submitted to its members.

3. *Limitations* — At the recommendation of any two members of the Board, specific matters shall be referred to the whole Society for consideration at the next scheduled Regular Meeting. The provisions of notice of these Bylaws do not apply when such a referral is made. The Board of Directors must refer to

the whole Society any proposal to expend funds not already specifically approved in the budget when such proposed expenditure of funds totals more than One Thousand Dollars (\$1,000).

4. *Eligibility and Election* — Members of the Board of Directors shall be elected from amongst the Regular Members of the Society. They shall be elected at the Annual General Meeting of the Society and shall hold office for one year beginning 1 January. In the event of a vacancy caused by resignation, removal or death, the Board of Directors may appoint a Regular Member of the Society to serve in the vacated position until the next Annual General Meeting, or until such time as a Special Meeting is called for the purpose of filling said vacancy, whichever first occurs.

5. *Duties of the President* — The President shall be the chief executive and administrative officer of the Society. The President shall be responsible for the timely and effective discharge of all directions of the Board of Directors or the Society. The President shall preside at all meetings of the Society. The President shall discharge their responsibilities for the training and promotion of Society referees through the Referee Development Committee, of which they are a member. The President shall serve as the representative of the Society to all other organizations, including rugby unions and other referee societies. The President may, at their discretion, delegate responsibility for executing any decision of the Board of Directors or the Society to any Regular Member of the Society and the President may appoint any Regular Member of the Society to serve in any administrative or executive capacity.

6. *Duties of the Treasurer* — The Treasurer shall receive all monies due to the Society, keep accounts, have charge of the funds of the Society, and pay debts and discharge monetary obligations of the Society. The Treasurer shall make an annual statement of the finances of the Society, prepare and deliver all financial reports required by government entities, and present a proposed budget for the year at the Annual General Meeting. In the President's absence or unavailability, the Treasurer shall fulfill the duties of the President.

7. *Duties of the Allocations Officer* — The Allocations Officer shall serve as a member of the Referee Development Committee. The Allocations Officer shall be responsible for maintaining a list of active, available referees, determining the schedule of rugby matches in the local area and, under the guidance of the President, assigning individual referees to matches in the local area. The Allocations Officer shall be responsible for the timely and efficient communication of this information to local clubs and to Members of the Society.

8. *Duties of the Secretary* — The Secretary shall keep and maintain the Society membership list. The Secretary shall be responsible for keeping the records of each meeting of the Society and for publication of the society newsletter.

9. *Duties of the Training Officer* — The Training Officer shall serve on the Referee Development Committee. The Training Officer shall be the chief trainer and educator of refereeing technique and philosophy and the final authority on the interpretation of Rugby Law within the local Society.

10. *Duties of the Development Officer* — The Development Officer shall serve on, be Chair of, and be responsible for administering the Referee Development Committee.

11. *Duties of the Recruitment Officer* — The Recruitment Officer shall focus on bringing new officials into the Society and work with local rugby organizations to identify potential officials. The Recruitment Officer shall assist beginning officials with their orientation within the Society and their initial development as officials.

12. *Removal* — An Officer of the Society may be removed from office at a Special Meeting of the Society called for the purpose of considering such removal by a two-thirds (2/3) majority of the Regular Members of the Society voting.

Referee Development Committee

1. *Membership* — The Referee Development Committee shall be chaired by the Development

Officer and shall consist of the Officers designated members as part of their duties, those Members of the Society who are Territorial or higher-graded referees, those Members of the Society who are Territorial or higher-graded performance reviewers, and those Members of the Society appointed by the Board of Directors as Reviewers of society referees.

2. *Powers and Duties* — The Referee Development Committee shall be responsible for and report to the Board of Directors on strategies and actions to develop and improve: the performance of member referees, referee evaluation, Society exchanges, local society grading, and promotion of active referees. The Committee shall advise and support the Training Officer in the development and presentation of referee training to the Society. The Committee shall develop and publish uniform criteria for the selection and promotion of society referees and designate qualified Members for consideration for advancement to territorial grades. The Committee shall determine the local grade for Members, including Members to be accorded a Presidential grade, taking them outside of normal ranking. In exercising its authority, the Referee Development Committee shall seek to advance the interests of Members and to ensure that Members are assigned to matches commensurate with their skill.

IV. Amendments

The Bylaws of the Society may be amended in whole or in part at any Annual General Meeting or Special Meeting of the Society called for the purpose of considering such amendments upon a two-thirds (2/3) majority of the Regular Members of the Society voting. A duly noticed proposal for change need not be accepted or rejected in its entirety, but may be adopted with such modifications as the Regular Members of the Society may deem appropriate.