

Constitution of the

JAMES RIVER WOMEN'S RUGBY FOOTBALL CLUB



Revised January 2026

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JAMES RIVER WOMEN'S RUGBY FOOTBALL CLUB CONSTITUTION

PREAMBLE

WHEREAS, this "Constitution" has been adopted by a quorum of voting members of the James River Women's Rugby Football Club (the "Club") on January 12th, 2024.

WHEREAS this Constitution shall govern the acts of members and officers of the Club while acting in such capacity.

ARTICLE 1

NAME

Section 1.1 Name. This organization shall be known as the JAMES RIVER WOMEN'S RUGBY FOOTBALL CLUB.

ARTICLE 2

PURPOSE

Section 2.1 Purpose. The purpose of the Club shall be to (i) promote and engage in the sport of rugby while observing fair play and a sporting spirit, (ii) encourage physical fitness, strength, integrity, inclusiveness, and team camaraderie among all of its Members, coaches, and observers, (iii) educate the community about all positive aspects of the sport of rugby, and (iv) engage in all other lawful acts solely in furtherance of (i) through (iii). Further, the Club is organized and shall be operated exclusively in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law.

Section 2.2 Mission. The mission of the Club shall be to passionately transform the sport of rugby at all levels into an experience that inspires and celebrates team camaraderie, mental fortitude, respect, inclusiveness, and education while cultivating a positive, fun, and welcoming environment so that all Members may achieve their highest potential on and off the pitch.

Section 2.3 Core Values. The "Core Values" of the Club shall be as follows:

- a. Honorable sportsmanship;
- b. Fairness and justice;
- c. Purposeful involvement in the community;
- d. Accountability and transparency;
- e. Inclusion, diversity, and empowerment; and
- f. Perpetual reflection, adaptation, and improvement.

Section 2.4 Non-Discrimination Statement. The integrity of the Club and the well-being of its Members are of top priority. As such, the Club strives to cultivate an inclusive environment that includes mutual respect and open-mindedness. The Club condemns all acts of

intolerance, discrimination, bullying, hazing, and/or exclusion in any form, and is committed to creating and promoting a culture of inclusion, regardless of race, color, creed, national origin, religious beliefs, sex, age, gender identity, ability or sexual orientation. The Club celebrates and serves a diverse membership of players, coaches, and alumni and expects its Members, Officers, leaders, coaches, officials, teams, players, administrators and fans to promote a culture of acceptance and support through their actions on and off the pitch.

ARTICLE 3

MEMBERSHIP

The membership of the Club shall consist of any person of good moral character who satisfies all criteria of this Constitution.

Section 3.1 Classes of Membership. The membership of the Club shall be divided into three (3) classes: Active Members, Social Members, and Awarded Members (collectively, “Members”). All classes of membership shall be entitled to participate in all Club activities and all other privileges as determined by the Executive Committee. Active Members and Awarded Members may (a) hold any Club Officer position and (b) vote on matters concerning the general membership of the Club. Social Members may only hold Supporting Member positions.

3.1.1 Active Membership. “Active Members” of the Club shall be those individuals engaged in the sport of rugby on behalf of the Club. To be considered an Active Member, an individual must (i) be in good standing with the Club, (ii) be a minimum of eighteen (18) years old (or, if younger than eighteen (18) years old, must submit a signed release and consent form from that individual’s guardian(s)), (iii) actively participate in the sport of rugby with the Club, (iv) purchase the required uniform recognized by the Executive Committee, (v) adhere to the applicable rules governing participation in the sport of rugby, and (vi) pay all membership dues required by the Club.

3.1.2 Social Member. “Social Members” of the Club shall be those individuals who have expressed an interest in the Club, but are not actively rostered players. To be considered a Social Member, an individual must (i) be in good standing with the Club, (ii) pay all membership dues required by the Club and (iii) adhere to the applicable rules governing participation in the sport of rugby.

3.1.3 Awarded Membership. Awarded Members of the Club shall be divided into two (2) classes: (i) Old Girl Members and (ii) Lifetime Members.

- a. **Old Girl Members.** “Old Girl Members” are those individuals who actively participate in the sport of rugby whether or not such participation is on behalf of the Club. To be considered an Old Girl Member, an individual must (i) be in good standing with the Club, (ii) be a minimum of thirty-five (35) years old, (iii) have been an Active Member of the Club for a minimum of ten (10) seasons (five (5) years), which such membership shall be verified by the Executive Committee, (iv) adhere to

the applicable rules governing participation in the sport of rugby, and (v) pay all membership dues required by Club.

- b. **Lifetime Members.** “Lifetime Members” are those individuals who are not required to pay dues as required by the Club. To be considered a Lifetime Member, an individual must (i) be in good standing with the Club, (ii) have been an Active Member for a minimum of sixteen (16) seasons (eight (8) years), which such membership shall be verified by the Executive Committee, (iii) adhere to the applicable rules governing participation in the sport of rugby. For those individuals whose eligibility to become a Lifetime Member is questioned by another Member, such individual shall be considered a Lifetime Member upon two-thirds (2/3) affirmative vote by the current membership of the Club in attendance at a meeting discussing such eligibility. Notwithstanding the foregoing, the Executive Committee shall be permitted to award Lifetime Membership at its sole discretion.

Section 3.2 Determination of Membership. Membership with the Club shall commence upon the first payment of the dues then-required by the Club. Membership in the Club of any individual may be revoked in accordance with Section 3.5 (Membership Termination).

Section 3.3 Membership Dues. Each Member, except for Lifetime Members, shall pay all dues in the amount established by the Executive Committee. Membership dues shall be paid per season and prior to the Member’s participation in such Member’s first sanctioned match as scheduled by the authority having jurisdiction over the Club for that season unless otherwise agreed by the Executive Committee. Unless otherwise agreed by the Executive Committee all dues shall be non-refundable.

Section 3.4 Code of Conduct. All Members shall provide signed acknowledgement of and adhere to the “Code of Conduct,” provided by the Executive Committee, as may be amended from time to time.

Section 3.5 Membership Termination. Any infringement of the applicable rules governing participation in the sport of rugby; or a Member’s harm of another Member or to the name, reputation, or holdings of the Club, may result in (i) the suspension of such Member’s membership or (ii) removal from the Club and forfeiture of membership and all privileges related thereto. Suspension, and the duration thereof, of a Member pursuant to this Section 3.5 shall be determined by majority vote in the affirmative of the Executive Committee. Membership shall only be revoked following a majority vote in the affirmative of the current membership of the Club in attendance at a meeting discussing such membership revocation. In the case of removal, such Member’s membership dues shall be non-refundable, and all outstanding balances accrued shall be due upon removal. Further, the Executive Committee reserves the right to bar such Member from Club membership permanently. Awarded Members may not be removed from membership, but may be barred from participation in Club activities (including voting on Club matters), in the sole determination of the Executive Committee.

ARTICLE 4

OFFICERS

Section 4.1 Club Officers. The Club officers shall be divided into four (4) categories: (i) Executive Committee, (ii) Operational Officers, (iii) Team Officers, and (iv) Supporting Members (collectively (i) through (iv), the “Officers”). The Executive Committee and Operational Officers collectively shall be referred to as the “Board.” Only Executive Committee and Operational Officer positions shall be voting positions with respect to any matters put before the Board, provided, however, that the Executive Committee may request a Team Officer or Supporting Member to vote on individual issues at the sole discretion of the Executive Committee. Notwithstanding the above, the Immediate Past President may only vote pursuant to Section 4.2(e)(v).

Section 4.2 Executive Committee. The Executive Committee shall supervise the general welfare of the Club through management of membership, membership dues, and compliance with applicable rules governing participation in the sport of rugby. The Executive Committee shall be responsible for all executive responsibilities of the Club and shall govern Club activities in accordance with this Constitution, the laws of the Commonwealth of Virginia, and any applicable federal laws. The Executive Committee shall have the authority to create committees and appoint special officers for specific matters as determined by the Executive Committee. The Executive Committee shall consist of the following positions: (i) President, (ii) Vice President, (iii) Secretary, (iv) Treasurer, and (v) when applicable, the Immediate Past President.

- a. **President.** The President shall have the following duties:
 - i. Be responsible for the general welfare of the Club;
 - ii. Preside over all meetings of the Executive Committee, the Board, and the general membership of the Club;
 - iii. Act as chairman of the Executive Committee and the Board;
 - iv. Obey and enforce this Constitution;
 - v. Attend any meeting of governing bodies of rugby applicable to the Club, as required;
 - vi. Act as the official representative for the Club;
 - vii. Delegate any duties of the President as required;
 - viii. Direct and manage any liabilities of the Club; and
 - ix. Assist in negotiating and monitoring the effectiveness of Club sponsorships.

- b. **Vice President.** The Vice President shall have the following duties:
 - i. Assume the role and duties of President during the President’s absence;
 - ii. Carry out all duties as assigned by the President or Executive Committee;

- iii. Assist the President in the management of the Club as directed by the President;
- iv. Plan and implement fundraising events on behalf of the Club;
- v. Negotiate Club sponsorships and monitor sponsorship effectiveness; and
- vi. Supervise and direct the handling of Club publicity and Club website.

c. **Secretary.** The Secretary shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
- ii. Maintain and manage all corporate documents, including this Constitution and any amendments thereto, and any corporate formation documents;
- iii. Maintain and manage all records, documents, access and email distribution lists for the Club with the designated Club database;
- iv. Collect and prepare agenda items for all meetings of the Board;
- v. Provide and maintain an accurate record of minutes from previous Board meetings as well as minutes from general membership meetings for distribution to the Members;
- vi. Provide notice of meetings of the Club to the Members;
- vii. Maintain the current Club roster, which shall include the name of each Member, membership status, address, and phone number; and
- viii. Communicate with alumni members in collaboration with the Alumni Advocate.

d. **Treasurer.** The Treasurer shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
- ii. Maintain care, custody, and control of Club funds and securities on behalf of the Club;
- iii. Collect and deposit into the Club bank account any and all funds provided to the Club, including, but not limited to, membership dues, contributions, and any other external funding;
- iv. Direct disbursement of Club funds in accordance with the direction of the Executive Committee;
- v. Maintain an accurate record of all monies received and paid out, including any receipts related thereto;
- vi. Ensure all tax filings are completed and records maintained;
- vii. Maintain the Club's good standing with the State Corporation Commission and keep accurate and complete records of the annual report, filings, and payments; and
- viii. Render to the Executive Committee a report of the financial condition and operations of the Club.

e. Immediate Past President. The Immediate Past President shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
- ii.** Provide necessary pass down documents and materials to the President;
- iii.** Schedule and administer transition meetings, as required, for the benefit of the President;
- iv.** Serve as advisor to the President; and
- v.** In the case of a tie vote of the Executive Committee or the Board, cast a tie-breaking vote.

Section 4.3 Operational Officers. Operational Officers shall supervise and coordinate Club activities, including, but not limited to, planning and coordinating the competition schedule for the Club, planning and coordinating social events for the Club, maintaining community outreach, and any other activities as directed by the Executive Committee. The Operational Officers shall consist of the following positions: (i) Match Secretary, (ii) Recruiting Chair, (iii) Social Chair, and (iv) Diversity and Culture Ambassador.

a. Match Secretary. The Match Secretary shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
- ii. Schedule all sanctioned matches of the Club as scheduled by the authority having jurisdiction over the Club for that season (to include tournaments and playoffs) prior to the beginning of the season with consultation from the Coaches;
- iii. Track and ensure Club and player eligibility with the governing bodies of rugby applicable to the Club;
- iv. Render a roster of all scheduled matches;
- v. Submit the Club competition schedule to the Referee's Society of Virginia for all sanctioned matches played at the Club's pitch;
- vi. Coordinate and ensure that all stakeholders (e.g., governing bodies, referees, and opposing teams) receive all required match information, including the results thereof;
- vii. Reserve emergency medical services as needed;
- viii. Organize team transportation/travel arrangements for away matches;
- ix. Greet and assist opposing teams during home matches; and
- x. Manage and maintain the designated Club Game/Practice/Training Management Tool(s).

b. Recruiting Chair. The Recruiting Chair shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
 - ii. Coordinate all Club recruiting and retention events;
 - iii. Recruit new persons to Club membership;
 - iv. Ensure the welfare and transition of all first-year Members into the Club;
 - v. Plan and conduct Club bonding events; and
 - vi. Assist the Secretary in managing and updating the Club website and email distribution list.
- c. **Social Chair**. The Social Chair shall have the following duties:
- i. Carry out all duties as assigned by the President or Executive Committee;
 - ii. Secure after-match social locations and food/beverage, and inform opposing teams;
 - iii. Coordinate and manage Club dinners, end of season banquets, and any social events related to the Club;
 - iv. Ensure Club alumni are aware of all Club events; and
 - v. Assist the Match Secretary in greeting and assisting visiting clubs.
- d. **Diversity and Culture Ambassador**. The Diversity and Culture Ambassador shall have the following duties:
- i. Carry out all duties as assigned by the President or Executive Committee;
 - ii. Maintain responsibility for resolving any issues of discrimination, prejudice, or marginalization among Members in conjunction with the Executive Committee;
 - iii. Support Members and the community by planning events celebrating the Club's diversity (to include black history month, LGBTQ+ pride, etc.);
 - iv. Coordinate recruitment and retention of more diverse persons to the Club;
 - v. Plan and implement community outreach in the Richmond area through volunteerism, monetary contribution, or other means; and
 - vi. Plan and coordinate educational sessions for Members regarding diversity issues and cultural awareness.

Section 4.4 Team Officers. Team Officers shall oversee the day-to-day operations of the Club while in competition and during practice. The Team Officers shall consist of the following positions: (i) Coach, (ii) Captain, (iii) Co-Captain, and (iv) Member-at-large.

- a. **Coach**. The Coach shall have the following duties:
- i. Carry out all duties as assigned by the President or Executive Committee;

- ii. Conduct and control all training sessions and manage matches in a structured manner;
 - iii. Provide direction and leadership to the playing sides, with a goal to develop and improve rugby skills, and knowledge to all players;
 - iv. Promote and encourage the highest standards of athletic ability and amateur sportsmanship; and
 - v. In consultation with the Board, appoint assistant coaches and delegate duties to assist staff and players, as necessary.
- b. **Captain**. The Captain shall have the following duties:
- i. Carry out all duties as assigned by the President, Executive Committee, and the Coach;
 - ii. Be responsible for team conduct during all matches;
 - iii. Maintain understanding on the current laws of the game of rugby;
 - iv. Maintain a positive relationship with the referee and other teams;
 - v. Make all decisions during matches unless such decision making is delegated to an alternate player;
 - vi. Act as the liaison for the team and the coaching staff;
 - vii. Set up required equipment before each home match;
 - viii. Maintain all other team equipment and notify the Executive Committee if any equipment requires maintenance or replacement;
 - ix. Keep inventory of all team equipment; and
 - x. Manage team camera, uploading games and distributing game film to the team.
- c. **Co-Captain**. The Co-Captain shall have the following duties:
- i. Carry out all duties as assigned by the President or Executive Committee;
 - ii. Perform the duties of the Captain in the event of the Captain's absence or injury;
 - iii. Assist the Captain in organizing field setup at home matches, manage equipment, and manage game film; and
 - iv. Appoint a successor in the event that the Co-Captain must assume the duties of Captain permanently.
- d. **Member-at-Large**. The Member-at-Large shall have the following duties:
- i. Carry out all duties as assigned by the President or Executive Committee;
 - ii. Act as a liaison between the Members and the Officers by: (1) attending all Club meetings; and (2) sharing concerns, ideas, etc. of the Members with the Club officers;
 - iii. Act as a mediator for conflict among Members with the support of the Officers;

- iv. Address any misconduct among Members unbecoming of the Club with support of the other Club officers; and
- v. Support the Diversity and Culture Ambassador and Recruitment Chair in retention of Members.

Section 4.5 Supporting Members. Supporting Members shall assist the other Club Officers in maintaining communication with Awarded Members, as well as maintaining the Club's social media presence. The Supporting Members shall consist of the following positions: (i) Alumni Advocate, and (ii) Social Media Assistant.

a. **Alumni Advocate.** The Alumni Advocate must be an Awarded Member (or as otherwise appointed by the Executive Committee) and shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
- ii. Act as liaison between the Club Officers and Awarded Members;
- iii. Remain up to date on current Club activities and matches;
- iv. Assist in scheduling Old Girls Member matches, as applicable;
- v. Assist the Secretary in maintaining records of all past and current Members; and
- vi. Coordinate activities involving Awarded Members.

b. **Social Media Assistant.** The Social Media Assistant shall have the following duties:

- i. Carry out all duties as assigned by the President or Executive Committee;
- ii. Manage the Club's social media presence and aid in the collection of videos, pictures and other media at practices, matches, and other Club events;
- iii. Assist the Vice President to create and provide materials for Club publicity; and
- iv. Maintain and regularly update Club social media accounts in collaboration with the Vice President.

Section 4.6 Terms of Office and Election.

4.6.1 Executive Committee and Operational Officers. Except with respect to the Immediate Past President, all Officers of the Executive Committee and Operational Officers shall be elected at the AGM (as defined in Section 5.2 (Annual General Meeting)) by a plurality of votes cast in the AGM. All Officers of the Executive Committee and Operational Officers shall serve in such capacity for a one (1) year term. The President shall receive nominations for Officers of the Executive Committee and Operational Officers prior to the vote. Nominees must accept or decline such nomination during the AGM unless written acceptance or declination is provided to the President prior to the AGM. All nominees shall have the opportunity to speak prior to the vote for such position. The order of vote shall be President, Vice-President,

Secretary, Treasurer, Match Secretary, Recruiting Chair, Social Chair, and Diversity and Culture Ambassador.

4.6.2 Immediate Past President. The outgoing President, following completion of a full term, at its election, and as approved by the Executive Committee, may serve in the position of Immediate Past President.

4.6.3 Coach. The Coach shall be elected by a 2/3 majority of Active Member and Lifetime Member votes not later than the meeting of the Club immediately preceding the fall season and shall serve in such capacity for a one (1) year term. The President shall receive nominations for the Coach prior to the vote. Nominees must accept or decline such nomination during such meeting unless written acceptance or declination is provided to the President prior to such meeting. All nominees shall have the opportunity to speak prior to the vote for the Coach.

4.6.4 Member at Large. The Member-at-Large shall be elected at the AGM by a 2/3 majority of Active Member and Lifetime Member votes cast in the AGM and shall serve in such capacity for a one (1) year term. The President shall receive nominations for the Member-at-Large prior to the vote. Nominees must accept or decline such nomination during such meeting unless written acceptance or declination is provided to the President prior to such meeting. All nominees shall have the opportunity to speak prior to the vote for the Member-at-Large.

4.6.5 Captain and Co-Captain. The Captain and Co-Captain shall be elected by a plurality of Active Member and Lifetime Member votes cast at the meeting immediately preceding the fall season and the spring season and shall serve in such capacity for a one (1) season (fall or spring) term. The Coach shall be responsible for appointing the Captain and Co-Captain for any summer competitions.

4.6.6 Supporting Members. Supporting Members shall be appointed by the Executive Committee before the beginning of each season.

4.6.7 Plurality and Tie-Breaking Procedures. Plurality is defined as receiving one more vote than the others who may be running for the same elected office. In the event of a tie, a run-off election shall be held during the same meeting until one person is declared the winner. Candidates who were not involved in the tie, shall not be considered during the run-off election.

Section 4.7 Qualifications and Replacement. With the exception of Supporting Members, only Active Members and Lifetime Members may serve as an Officer of the Club. Any Officer who fails to properly execute its duties as set forth in this Constitution shall be subject to disciplinary action and/or impeachment.

- a. **Officer Impeachment/Resignation.** Any Member of the Club may present a recommendation to the Executive Committee for impeachment of an Officer. Following review by the Executive Committee, the Executive Committee will make a recommendation to the Club on whether impeachment of the Officer is warranted. An Officer may only be impeached and removed from office after a majority vote in the

affirmative by the Members. Any Officer may, upon reasonable notice to the Executive Committee voluntarily resign from such Officer position. The President shall have the right to fill any vacancy left by the impeachment or voluntary resignation of an Officer pursuant to this Section 4.7(a).

Section 4.8 Selectors. Selections for match positions shall take place prior to each match. The Coach and Captain, in conjunction with the Co-Captain and any coaching staff shall be responsible for making such selections. The criteria for selection shall include, but is not limited to the following: (i) experience, (ii) practices attended, (iii) dues paid, (iv) rugby knowledge, (v) leadership, (vi) health, and (vii) adherence to the Code of Conduct.

ARTICLE 5

MEETINGS

Section 5.1 General. A meeting of the Club shall be held prior to the start of each season. Additional meetings of the Club shall be held as directed by the Executive Committee.

Section 5.2 Annual General Meeting. The Annual General Meeting (“AGM”) shall be held in January, unless otherwise directed by the Executive Committee. The AGM shall be to (i) elect those officers of the Club as set forth in Section 4.6 (Terms of Office and Election), (ii) receive the annual reports of the Executive Committee and any other standing committees as directed by the Executive Committee, and (iii) conduct any other business that may come before the Club.

Section 5.3 Special Meetings. A special meeting of the Members may be called by the President, three (3) members of the Executive Committee, or five (5) voting Members upon a written petition to the President, stating the purpose of the meeting. The President shall have two (2) weeks in which to comply and announce a meeting, which must be conducted within four (4) weeks of receiving the written petition. The President or its designee shall notify the Members of the meeting no later than seventy-two (72) hours prior to the meeting date. The notification shall include the purpose, date, time, and place of the meeting. A roster of who was notified of the special meeting shall become a part of the meeting minutes.

Section 5.4 Board Meetings. The Board shall meet on a monthly basis or as otherwise directed by the President, but no less than once per season. All members of the Board shall endeavor to attend all Board meetings.

- a. A quorum for meetings of the Board shall consist of at least three (3) Executive Committee Members and at least two (2) Operational Officers present for such meeting. A quorum shall be required to pass all motions of the Board.

Section 5.5 Meeting Minutes.

- a. The minutes from any meeting of the general Club membership shall be distributed by the Secretary to the membership within three (3) days following the applicable meeting.
- b. The minutes from Board meetings shall be distributed by the Secretary to the Board, within three (3) days following the applicable meeting of the Board. Rebuttal, discussion, and/or acceptance shall be completed within a week and transmitted to the President. Acceptance shall constitute a majority of votes. Once the President receives a majority of Board member votes accepting the meeting minutes, the President shall direct the Secretary to add such minutes to the official Club record to be archived for future reference.

ARTICLE 6

AMENDMENTS

Section 6.1 Procedure. This Constitution may be amended or repealed and a new constitution may be enacted by a vote of two-thirds (2/3) majority entitled to be cast by all Active Members and Lifetime Members in good standing and eligible to vote.