

# PACIFIC NORTHWEST RUGBY REFEREES' SOCIETY

## *Articles of Incorporation*

September, 2012

### **Preface**

These Articles of Incorporation (Articles) establish the framework for the formation and operation of the Pacific Northwest Rugby Referees Society (PNRRS). They replace the PNRRS Constitution, which was first adopted 2/91 and revised in 12/95, 8/96, 8/98, and 9/02.

### **1. Name**

The name of the Society will be **THE PACIFIC NORTHWEST RUGBY REFEREES' SOCIETY (PNRRS)**, which is a local referee organization (LRO) as defined by USA Rugby. The Society represents Pacific Northwest referees to the United States of America Rugby Referee Association (**USARRA**). The Society also is affiliated by reference to the International Rugby Board (**IRB**), which is the world governing body for rugby union football. PNRRS governing principles and tenants of rugby football will conform to IRB laws and regulations.

### **2. Purpose**

To promote the playing, development and enjoyment of Rugby Union Football and refereeing on behalf of the **Pacific Northwest Rugby Football Union (PNRFU)**, and other rugby leagues and organizations that operate in the Pacific Northwest. The Society's aim is to train rugby union match officials, and to provide educational resources and development opportunities that facilitate the growth and improvement of match officials for the benefit of local, national, Olympic, and international Rugby Football competitions.

### **3. Membership**

1. Membership shall be open to all within the Rugby community who wish to referee or help administer, educate, and develop rugby referees.
2. Membership in the Society will be contingent on becoming a member of USA Rugby's Club or Individual Participation Program (CIPP) or an equivalent and fulfilling membership requirement set forth in the PNRRS By-Laws. The Society may impose dues of a nominal amount on Members.
3. Membership in the Society will be in one of three categories:
  - a. **Referee:** Members in-good-standing that have fulfilled the certification, training, competency, and experience required by IRB for certification as a rugby union referee.
  - b. **Assistant Referee:** Members in-good-standing that have been certified through an IRB training program for Assistant Referees or Touch Judges.
  - c. **Managing Affiliate:** Members in-good-standing who wish only to engage

in off-field Society activities, including administration, referee coaching, and evaluators.

4. Society members may vote in Society elections and cast ballots on questions raised at other Society meetings.

#### **4. Meetings**

The Society may hold meetings periodically both formal and informal to conduct its business.

1. Annual General Meeting (AGM): This meeting will be held in September of each calendar year. Notice to the membership is required prior to holding the AGM.
2. General Meeting: Meetings of the Society may be called by the Executive Committee or by written request to the Chair. Notice to the membership is required prior to holding a general meeting.
3. Executive Committee: These meetings may be called by the Society Chair, and may be conducted by telephone-conferencing, web-based conferencing, or other electronic means.
4. Other: These meetings may be called either formally or informally and used for member training, certification, development, or for other administrative purposes.
5. Quorum: Questions may only be acted upon when a quorum is present.
  - a. At the AGM or at a General Meeting, a quorum may include members present and members that have sent in absentee ballots on questions to be taken up at that meeting. A majority of the membership, including members present and those casting absentee votes, must be represented to establish a quorum.
  - b. At Executive Committee or Board of Directors meetings, a quorum shall consist of a majority of the members that make up these respective bodies.

#### **5. Voting**

Voting is restricted to members in-good-standing who are registered with the Society as a member.

1. At the AGM and at General Meetings, each participating member may cast one vote on questions brought up for consideration. Absentee ballots may not be cast on new questions raised at a meeting, nor on questions modified in a manner the Chair deems to be substantial through an amendment to an open question that is raised at a meeting.
2. A simple majority of members present will determine the outcome on all questions, except when directed otherwise by these articles.
3. Members may cast votes on any matter to be considered at Society meetings in advance using US Mail, electronic mail, or facsimile. Proxy votes are not allowed.

#### **6. Officers**

Society officers include elected officers, whose members make up the Society Board of

Directors, and appointed officers whom, along with Board members, make up the Society's Executive Committee. Elected officers (Board members) include: Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary.

Appointed officers include Allocators, and Referee Development Officers (**RDO's**).

1. Elected officers shall serve two-year terms, starting October 1st of even numbered years.
  - a. The Chair, Vice-Chair, Treasurer and Secretary shall be elected by the Society membership at the AGM.
  - b. Treasurer and Secretary Officers may be re-elected to consecutive terms of office. The Chair and Vice-Chair officer may not occupy the post for more than two consecutive terms.
  - c. Should the position of Chair become vacant, the Vice-Chair will assume that position for the remainder of the current term. Should any other position become vacant, the Chair will nominate a member of the Society to fill the vacancy for the remainder of that term.
  - d. Elected officers may be removed from office at the AGM or at a General Meeting by majority vote.
2. The Past Chair officer shall be the previous Chair officer.
3. Appointed officers shall serve annual terms starting October 1st.
  - a. Appointed officers shall be nominated by the Chair and approved by a majority of the Board of Directors.
  - b. Should an appointed officer position become vacant, the Chair shall nominate a person from the membership to serve the remainder of that officer's term.
4. The duties of officers shall be detailed in the Society by-laws consistent with the following guidelines:
  - a. The Chair will represent the Society at meetings with local, territorial, and national and international rugby bodies. The Chair will nominate Appointed Officers for approval by the Board of Directors. The Chair will be responsible for coordinating all society meetings and committees, for working with the Society Treasurer on budgetary matters, and working with the Past-Chair to build relationships with other rugby bodies. The Chair may appoint ad hoc committees.
  - b. The Vice-Chair will be responsible for standing in for the Chair when necessary, and for working with the Chair to carry out the mission of the Society.
  - c. The Past-Chair will be responsible for developing and sustaining relationships with other rugby organizations for the betterment of the Society. The Past Chair, while generally a non-voting member of Committees, has authority to break tie votes at Society meetings.

- d. The Treasurer shall be responsible for preparing the annual budget with input from the Chair, and for monitoring and reporting on financial matters to the Board of Directors, Executive Committee and membership.
- e. The Secretary shall be responsible for certifying the membership roster, and for maintaining records for all Society members and for preparing meeting summaries of the AGM, General Meetings, Board of Director meetings and Executive Committee meetings.
- f. Allocators shall be responsible for assigning referees and Assistant Referees to matches in accordance with match guidelines as established by USARRA, the US Olympic Committee, and by the local rugby organizations served by the Society.
- g. The Referee Development Officers (RDOs) shall be responsible for educating and developing referees in specific geographic areas and for coordinating the activities of other members of the Referee Development Committee (RDC) that serve in their geographic area.

## **7. Committees**

The Society may have Standing and Ad Hoc Committees.

1. Standing Committees shall include:
  - a. The Executive Committee (EC), which is comprised of the Society's Board of Directors (Chair, Past-Chair, Vice-Chair, Secretary, and Treasurer) and appointed officers.
  - b. The Referee Development Committee (RDC), which is comprised of the Society's Chair, Vice Chair, the RDO's, the Allocators, and active referee evaluators and coaches, is responsible for coordinating referee training and development work.
  - c. The Match Services Committee (MSC), which includes the Chairman, Vice Chair, and Allocators, is responsible for coordinating services with the union and leagues the Society serves.
  - d. The Support Services Committee (SSC), which includes the Chair, Past Chair, Secretary, Treasurer, Webmaster, Equipment Manager, and Exchange Coordinator, is responsible for providing support services to members relating to the functions of the elected and appointed officers on the committee.
2. Ad Hoc committees may be appointed by the Society Chair as needed to address special issues. Such committees will be convened for a limited duration. The purpose and tenure ad hoc committees shall be defined by the Chair and approved by the Board.

## **8. By-Laws**

The Society will establish rules and procedures for conducting its business through by-laws.

1. By-Laws initially must be approved by the membership. Thereafter, the Society's Executive Committee may amend the By-Laws.
2. By-Law amendments that are approved by the Executive Committee shall be subject to review by the membership. Their implementation may be postponed and subjected to reconsideration by the Membership at the AGM or at a General Meeting per the reconsideration procedures in the By-Laws.

### **9. Amendments to the Articles**

Amendments to these Articles may be made at the Society AGM, subject to the approval of a majority of the participating members. Notice of proposed amendment and the accompanying text must be sent to the Society Membership at least 28-days prior to the AGM.