

BY-LAWS OF THE UNIVERSITY AT BUFFALO
RUGBY ALUMNI ASSOCIATION

ARTICLE I – NAME

1. The name of the Organization shall be the University at Buffalo Rugby Alumni Association (hereinafter “UBRAA”).

ARTICLE II – MISSION AND PURPOSE

1. The purposes for which the UBRAA is formed are:
 - a. To promote the development and growth of University at Buffalo Rugby;
 - b. To raise money on behalf of University at Buffalo Rugby;
 - c. To keep alumni, parents, friends, and supporters of University at Buffalo Rugby informed regarding the current status, development and growth of the program.
2. The UBRAA is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code and enumerated in this Article of the by-laws.

ARTICLE III – MEMBERS

1. Membership in the UBRAA shall be open to any alumni of University at Buffalo Rugby (hereinafter “Members”), including former coaches.
2. Members are entitled to attend all meetings of the Board of Directors.
3. Members are not entitled to vote in a meeting of the Board of Directors unless otherwise provided herein.
4. Membership in UBRAA may be terminated if a member engages in any conduct or activity that materially interferes with or conflicts with the mission and purposes of the UBRAA, including but not limited to substantial and material violation of the by-laws and rules of this organization.
5. A Member may be terminated at any time by a three-quarters (3/4) votes of the Members present at any meeting.

ARTICLE IV - UBRAA BOARD OF DIRECTORS

1. The UBRAA Board of Directions (herein after “the Board”) shall be comprised of nine (9) directors that are current Members.
2. Four (4) of the sitting Board members shall serve as Officers of the UBRAA.
3. The five (5) Board members not serving as Officers shall hold seats as general Board members and will have an equal vote in all Board resolutions and actions.

4. Terms and Elections of Board Members.
 - a. The inaugural Board shall consist of four (4) Board members serving for six (6) years (2016-2022) and five (5) Board members serving for four (4) years (2016-2020);
 - b. At the conclusion of the first four (4) year term (2016-2020) elections shall be held, as described below, to elect, or re-elect, five (5) new Board members;
 - c. At the conclusion of the first six (6) year period (2016-2022) elections shall be held, as described below, to elect, or re-elect, four (4) new Board members to the seats occupied by the Board members serving the initial six (6) year term;
 - d. After the inaugural term (2016-2022), a Board member shall serve for a total term of four (4) years, or until their successors are elected and qualify;
 - e. Board elections shall be held on even years starting in 2020;
 - f. The first election in 2020 shall consist of four (4) Board members, followed in 2022 by an election of five (5) Board members;
 - g. The number of Board members elected shall alternate every two (2) years as describe above;
 - h. There is no term limit for re-election to the Board;
 - i. After the first four (4) year term of the UBRAA Board of Directorship (2016-2020) nominations and elections of the Board members shall be as follows:
 - i. The term periods and succession shall remain as stated above;
 - ii. Any individual nominated must be an eligible Member of the UBRAA;
 - iii. Any Member may nominate any number of individuals for election to the Board;
 - iv. The Board members will be elected by a majority vote of the members of the UBRAA present at the annual meeting;
 - v. Voting will take place at the annual meeting.
5. The current coach and club president of University at Buffalo Rugby shall have a standing seat “ex-officio” on the Board bringing the total number of Board members to eleven (11) but will not be entitled to vote for any purposes.
6. A Board member (not including “ex-officio” Board members) may be terminated at any time by unanimous vote of the other Board members or a three-quarters (3/4) votes of the Members present at any meeting.
7. A Board member may resign at any time, with such resignation to be made in writing to the remaining Board members.
8. A vacancy in the Board shall be filled as soon as possible by appointment of the remaining Board members. Such newly appointed Board member will serve the remainder of the term vacated by the terminated or resigning Board member.
9. The Board has the power to:
 - a. Raise funds as it sees fit;
 - b. Disburse funds as it sees fit;

- c. Provide compensation as it sees fit;
- d. Create special committees as it sees fit.

ARTICLE V – OFFICERS

1. The UBRAA Officers shall be comprised of four (4) Officers, enumerated below, that are current, duly elected, Board members.
2. The Officers shall be elected by a majority of the sitting Board, every two (2) years beginning with the year of adoption of these by-laws (2016).
3. Any Board member may nominate any other Board member for an Officer position, including himself.
4. Termination, resignation and replacement of Officers shall be governed by the same rules as those governing the Board.
5. The Officers of the UBRAA and their duties are as follows:
 - a. The Officers shall be **president, vice president, treasurer** and **secretary**. These Officers shall perform their duties as prescribed by these by-laws;
 - b. The **President** shall chair all Board meetings and all meetings of the Members and perform the duties of the presiding officer. The President shall lead in the execution and completion of the direction of the UBRAA as determined by its Board and Members. The President shall also preside over all event planning, in coordination with the Board. The President shall serve as the primary contact with the University at Buffalo and the University at Buffalo Alumni Association. The President should consult regularly with the Board;
 - c. The **Vice President**, in addition to carrying on Board business in the absence of the President or taking over an incomplete term, shall oversee all alumni and Member relations, including but not limited to, keeping an updated contact information database. The Vice President should consult regularly with the Members;
 - d. The **Treasurer** shall be responsible for the custody of all monies and securities and maintaining the financial records of the UBRAA. The Treasurer shall also be responsible for all fund raising activities. The Treasurer shall disburse funds as ordered by the Board. The Treasurer shall be responsible for a yearly financial report;
 - e. The **Secretary** shall be responsible for maintaining the (non-financial) records of the Board and minutes at all meetings. The Secretary shall be responsible for giving notice of all meetings. The Secretary shall be responsible for all undergrad relations. The Secretary should consult regularly with the current coach and club president.

ARTICLE VI – MEETINGS

1. The annual general meeting of the Membership shall take place on the Thursday prior to Alumni Weekend each year.
2. An additional semi-annual meeting will take place for the Board members only between December 1st and January 31st each year.
3. Notice of either meeting shall be given to all concerned parties by regular mail or email. Such notice shall be sent not less than thirty (30) days prior to such meeting.
4. General Membership Meetings:
 - a. Voting in elections and on resolutions or actions shall be limited to members of the UBRAA. Each Member in good standing is entitled to one vote in any election or any resolution or action under consideration;
 - b. Proxies shall be allowed provided they are received in writing, fax or electronic communication to the Secretary prior to the commencement of the general meeting;
 - c. All votes at a general meeting must be made in person or by proxy;
 - d. Current Board members and Officers are permitted to vote as members.
5. Board Meetings:
 - a. Voting in elections and on resolutions or actions of the Board shall be limited to members of the Board entitled to vote. Each Board member is entitled to one vote in any election or any resolution or action under consideration;
 - b. Proxy votes shall not be permitted at Board meetings, however, Board members may attend Board meetings via electronic means;
 - c. The President has the power to call a special Board meeting at any time pursuant to the rules of notice;
 - d. Any Board member has the power to call a telephonic meeting at any time given five (5) days notice to all other Board members.
6. Quorum
 - a. A quorum is needed for a vote on any action by the Board or Members;
 - b. At a general membership meeting, a quorum shall consist of a minimum of one-third (33 percent) of the members in good standing. Proxy votes from Members of the UBRAA timely received by the Secretary shall count towards the quorum;
 - c. At a Board meeting, a quorum shall consist of a minimum of three-quarters (7 of 9) of the Board members entitled to vote.

ARTICLE VII – AMENDMENT OF BY-LAWS

1. The by-laws may be amended at the annual general meeting and any special meeting of the Members by affirmative vote of at least three-quarters (3/4) vote of the Members entitled to vote and present in person or by proxy. Prior notice of intentions to amend the by-laws and the proposed changes shall be contained in the notice of the meeting.

ARTICLE VIII – DISSOLUTION OF ASSETS

1. In the event of dissolution, all of the remaining assets and property of the UBRAA shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to a succeeding organization, the University at Buffalo Alumni Association, or another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government or state or local government for a public purpose.

AMENDMENTS

1. On April 12, 2016 the Board voted 7-0 to amend the by-laws to increase the Board of Directors from eight (8) to nine (9) seats.