Bylaws of the Foundation of Springfield Rugby Football Club 2021

Foundation shall be called Foundation of Springfield Rugby Football Club. Foundation shall be part of the Springfield Rugby Football Club, Missouri which is a registered 501C 3 with the IRS and not for profit organization with the Secretary of State, Missouri.

The Foundation is to help cover annual operating expenses that include, administration, coaching, recruiting, equipment and the support of men's , women's and youth rugby. Also to help SRFC in the maintaining and improving any owned rugby facility. All funds raised donated or any other funds shall be controlled, supervised and distributed by the decision of the Foundation Officers and Directors. All funds collected shall be put into investment plan with Community Foundation of the Ozarks At least 50% of Funds collected shall be saved in account with CFO and held in reserve. An exception may be made by a unanimous vote of all board members. Example as the purchase of additional land or equipment as seen fit. The distribution of funds on a normal basis shall be approved by a majority of the board.

ARTICLE I

1.The home of the Foundation will be Springfield Missouri and the Foundation will work in conjunction with the Community Foundation of the Ozarks.

ARTICLE II

1. The Foundation shall have no members.

ARTICLE III

1. General Powers: The affairs of the Foundation shall be managed and controlled by the officers and directors of the Foundation. Officers and Directors need not be residents of Missouri.
2. The Board of Directors of the Foundation shall consist of six Directors named in the bylaws of the foundation. In the event a vacancy shall occur in the Board by reason of death, removal, resignation, incompetency , or and other cause, the remaining active Directors shall elect by majority vote an individual to fill such vacancy. The number of Directors may be increased or decreased from time to time by the Board of Directors in their discretion, provided that there shall be 5 members including directors and officers. Members of the Board of Directors shall serve until there death, removal, resignation or incompetency. Any director may resign by filing a written resignation with the Secretary, such resignation to take effect on the date specified therein. Any Director may be removed at any time, with or without cause, by the vote of a simple majority of the Directors present at a regular meeting or at a special meeting called for that purpose.
3. Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw on the second Tuesday of January at 7;00 pm.
4. Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the president or any Two Directors. The person or persons authorized to call special meetings of the Board may fix any place in the State of Missouri as the place for holding any special meeting of the Board.
5. Notice: Notice of any special meeting of the Board of directors shall be given at least two days previously there to by written notice delivered by mail or sent by Email to each Director at his or her address as shown by the records of the Foundation.
6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors; but if less than a majority of the Directors are present at said meting, a a majority of the Directors present my adjourn the meeting from time to time without further notice. Page 1
7. Manner of Acting: The act of a majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
8. COMPENSATION: Directors or Officers as such shall not receive any stated salaries for their services.
9. MEANS OF MEETING: Meetings of Directors may be conducted by means of in person appearance, conference telephone, or a virtual meeting, whereby all persons participating in the meeting can hear and speak to each other.
10. INFORMAL ACTION BY DIRECTORS: Any action required by to be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IV: OFFICERS

1. The Officers of the Foundation shall be a President, a Vice President, and Secretary-Treasure. A

Any two offices may be held by the same person. Any other such officers may be elected by the

Board

VACANCIE: A vacancy in any office because of death, resignation, removal, disqualification or

otherwise, may be filled by the Board of Directors for the unexpired portion of the term by

majority vote of the Board.

2.ELECTION AND TERM OF OFFICE: The board shall have at lest five members, and at the beginning of operation six people. Cam Collins will serve President, Colin Jones, Vice President, David Thornton Secretary Treasure. Directors will be Serena Austin, Rhett Smillie, Tom Butler. At the beginning of operation of the Foundation, to insure continuity Thornton and Butler will serve 1 year term. Smillie and Austin will serve 2 year terms and Jones and Collins 3 year terms. After expiration of each term then Directors will be elected by the Board for 3 year terms. The election of Directors will be held in the first meeting of each year as described in these bylaws. Election of Director shall be by simple majority of the Directors not running for the Board but currently on such Board. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected.

1. RESIGNATION AND REMOVAL: Any officer or Director may resign at any time by giving written notice thereof to the Board. Such resignation shall take effect on the date specified therein and no acceptance of the same shall be necessary to render the same effective. Any Officer or Director elected by the board shall be removed by 2/3 vote by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
2. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
3. PRESIDENT: The President shall be the principal executive officer of the corporation and shall supervise and control all business and affairs of the Foundation. He or She shall preside at all meetings of the Board. He may sign,with the Secretary Treasure or any other officer, contracts or other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaswsor by statute to some other officer or agent of the Foundation, and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Page 2
4. VICE PRESIDNET: In the absence of the president or in the event of the Presidents refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President.

1. SECRETARY TREASURE: If required by the Board the Treasure shall be bonded as the Board shall determine. The treasure shall have charge and be responsible for all funds and securities of the Foundation coordinating with the CFO until such time such relationship with CFO ends. Treasure in general will perform all the duties incident the office of Secretary Treasure and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. As Secretary he or she shall keep the minutes of the meetings of the Board in one or more books or on a computer saved, and see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Foundation records. Secretary shall keep a record of information on each Director and Officer, including email and phone number. Also Secretary shall perform all duties incident to the of Secretary-Treasure and duties assigned by President or Board of Directors.

Article V INDEMNIFICATION

* 1. THIRD PARTY AND DERIVATIVE ACTIONS; The foundation shall indemnify any person who is a Director , Officer, or Agent of Foundation, or while a Director, Office, or Agent of the Foundation or similar functionary of another foreign or domestic corporation, partnership or joint venture, sole proprietorship, trust , employee benefit pan or other enterprise, to the fullest extent that a foundation may or is required to grant indemnification to a Director under the Missouri Non-Profit Corporation Act. The Foundation may indemnify any person to such further extent as permitted by law.
  2. INSURANCE: The Foundation shall purchase and maintain insurance on behalf of any person who holds or has held any position identified as an Officer and Director of the Foundation against any and all liability incurred by such person in any such position. This insurance so purchased may be coverage through Springfield Rugby Football Club or if not covered by a SRFC policy may be purchased for the sole purpose of coverage for the Foundation Officers and Directors. Article VI: CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIE

1.CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents

of the Foundation to enter into any contract or execute and deliver any instrument in the

name of and on behalf of the Foundation, and such authority may be general or confined to

specific instances.

2.CHECKS, DRAFTS, ETC: All checks, drafts or orders for payment of money, notes or

or evidence of indebtedness issued in the name of the Foundation, shall be signed by such of

officer or officer, agent or agents of the Foundation and in such manner as shall from time to

time be determined by resolution of the Board of Directors, such instrument shall be signed

by the Treasure and countersigned by the President.

3. DEPOSITS: All funds of the foundation shall be deposited with the CFO from time to or a in a bank or financial institution as the Board may select. A Article VIII BOOKS AND RECORDS

1.The Foundation shall keep complete books and records in conjunction with the CFO

and keep minutes of meetings of the Board. All books and records may be

inspected by any Director or Officer or their attorney for any proper purpose at any

reasonable time.

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Article VIIII AMENDANTS TO BYLAWS

1. These bylaws may be altered, amended or appealed and new bylaws may be adopted by a

majority of the Directors and Officers present at any regular meeting or special meeting, if

if a least two days notice is given of intention to alter, amend or repeal or adopt new

bylaws at such meeting. Any changes to the bylaws shall be approved by the Board of

Directors of Springfield Rugby Football Club.

FOUNDATION OF SPRINGFIELD RUGBY FOOTBALL CLUB

By -------------------------------------

David D. Thornton Secretary-Treasure

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This is not an official part of bylaws but a suggested outline of levels of donation. DT

The MUDPUPPY$15 monthly or $180 yearly donation.The MUDPUPPY

$15 monthly or $180 yearly donation.

The CHAOS; $25 monthly or $300 yearly donation

The NAVY BLUE:$50 monthly or $600 yearly donation

The PURPLE: $75 monthly or $900 yearly

The EMERALD: $100 or greater amount monthly or $1200 yearly or a greater amou

Glossary of terms in bylaws

Indemnify

security or protection against a loss or other financial burden: "no **indemnity** will be given for loss of cash"