

THE NORTHERN CALIFORNIA  
RUGBY FOOTBALL UNION  
REFEREE SOCIETY

ARTICLES OF INCORPORATION  
AND  
BY-LAWS

AS AMENDED THROUGH  
MAY 23, 1990

814904

ARTICLES OF INCORPORATION  
OF  
THE NORTHERN CALIFORNIA RUGBY  
FOOTBALL UNION REFEREE SOCIETY

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California  
APR 22 1977  
MARCH FONG SU, Secretary of State  
Colleen R. Peterson  
Deputy

I

The name of this corporation shall be THE NORTHERN CALIFORNIA RUGBY FOOTBALL UNION REFEREE SOCIETY.

II

(A) This corporation is organized for the primary purposes of contributing to the growth and to improve the position and standards of the game of Rugby Union Football in the U.S.A. and of providing referees for games played under the jurisdiction of and/or within the territorial limits of the Northern California Rugby Football Union.

(B) The corporation is empowered and authorized to do all things necessary and reasonable to carry out the purpose for which it is organized and chartered, including the authority and power:

- (1) to enter into, make and perform contracts of every kind and description;
- (2) to receive gifts, devises and bequests of money, or property;
- (3) to borrow or raise moneys for any of the purposes of the corporation;
- (4) to lend or grant to any person, entity, firm or corporation any of its funds, either with, or without security;
- (5) to acquire by purchase, lease, devise, gift, or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, or otherwise deal with real or personal property of whatsoever kind, and where-soever situated, with any estate or interest therein, legal or equitable;

- (6) to acquire, construct, convert, rehabilitate, or expand housing for use, lease or sale;
- (7) to conduct or contract research services to further the purpose of this corporation;
- (8) to do all lawful acts and things necessary or proper for the accomplishment of the purpose of this corporation

(C) Notwithstanding any statement of powers and authorizations, this corporation shall not engage in activities that in themselves are not in the furtherance of the purpose set forth in paragraph (A) of this Article, and nothing contained in the foregoing statement of powers shall be construed to authorize this corporation to carry on any activity outside the limitation set forth in paragraph (A) of this Article.

### III

This corporation is organized pursuant to, and its powers are subject to, the General Non-profit Corporation Law of the State of California, California Corporations Code.

### IV

The county in this state where the principal office for the transaction of the business of the corporation is The City and County of San Francisco.

### V

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Denis J. Shanagher  
255 Santa Paula  
San Francisco, CA 94127

Anthony C. Pontin  
172 Alvarado Road  
Berkeley, CA 94705

Bryan Porter  
1037 Alta Mesa  
Moraga, CA 94556

Edwin M. Todd, III  
400 California St.  
San Francisco, CA 94104

### VI

The authorized number and qualifications of the members of the corporation, if any, the different classes of membership, if any, the voting and other rights and privileges

of the members, and their liability for dues, assessments and method of collection thereof, shall be set forth in the by-laws. All regulatory provisions concerning number and election of directors, number and election of officers, and times and locations of meetings shall also be set forth in the by-laws.

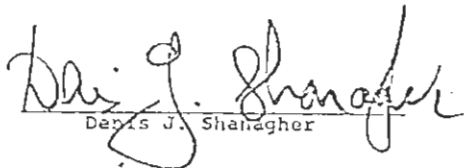
### VIII

(A) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code. (Am 4/30/81)

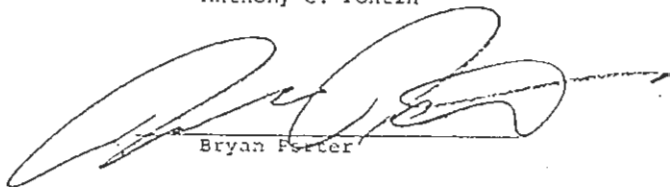
(B) No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed. (En 4/30/81)

(C) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954. (En 4/30/81)

IN WITNESS WHEREFORE, the undersigned, being all the persons herein named as the first directors, have executed these Articles of Incorporation, this the 28th of Sept. , 1976.

  
Denis J. Shanagher

  
Anthony C. Pontin

  
Bryan Porter

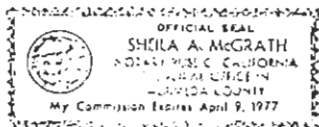
  
Edwin M. Todd, III

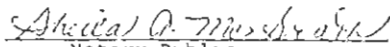
STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

On this 28th day of September, 1976, Denis J. Shanagher, Anthony C. Pontin, Bryan Porter and Edwin M. Todd, III, appeared before me. They are known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and they acknowledged to me that they had executed the same.

IN WITNESS WHEREFORE, I have hereunder set my hand and affixed my official seal on the day and year first above written.



  
Notary Public

BY-LAWS OF  
THE NORTHERN CALIFORNIA RUGBY  
FOOTBALL UNION REFEREE SOCIETY

ARTICLE I  
OFFICES

Section 1. PRINCIPAL OFFICE.

The principal office for the transaction of business of the Corporation is hereby fixed and located at 67 Water Street, San Francisco, California.

The Board of Directors is hereby granted full power and authority to change the place of said principal office.

Section 2. OTHER OFFICES.

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II  
MEMBERS' MEETINGS

Section 1. PLACE OF MEETINGS.

All meetings of the members shall be held at the office of the corporation in the State of California, as may be designated for that purpose from time to time by the Board of Directors.

Section 2. ANNUAL GENERAL MEETINGS.

There shall be two annual general meetings to be held as follows: In November, to receive a report on the preceding season and the accounts, and to conduct other relevant business; in May, to elect the Board of Directors each second year, and to conduct other relevant business. (Am 5/25/81)

Section 3. SPECIAL MEETINGS.

Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by any two or more members thereof, or by the Secretary on receipt of a requisition in writing, signed by not less than one-third of the members.

Section 4. NOTICE OF MEETINGS.

Notices of meetings, annual or special, shall be given in writing to members entitled to vote by the Secretary.

Such notices shall be sent to the member's address appearing on the books of the Corporation, or supplied by him to the Corporation for the purpose of notice, not less than seven days before such meeting.

Notice of any meeting of members shall specify the place, the day and the hour of meeting, and in case of special meeting, in the manner provided by law, shall state the general nature of the business to be transacted.

Section 5. QUORUM.

The presence of forty percent (40%) of the membership, either in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, or by the Articles of Incorporation, or by these By-Laws.

Section 6. VOTING RIGHTS.

Every member shall be entitled to vote, each having the voting power of one.

Section 7. PROXIES.

Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by written proxy executed by such person or his duly authorized agent and filed with the secretary of the Corporation. The manner of execution, revocation, and use of proxies shall be governed by the general provisions of law.

ARTICLE III  
DIRECTORS; MANAGEMENT

Section 1. POWERS.

Subject to the limitation of the Articles of Incorporation, of the By-Laws and of the Laws of the State of California as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by, a Board of Directors.

Section 2. NUMBER AND QUALIFICATION.

The authorized number of directors of the Corporation shall be five (5), until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article III of these By-Laws, adopted by the vote or written assent of the members. (Am 2/15/78)

Section 3. ELECTION AND TENURE OF OFFICE.

The directors shall be elected by ballot at the annual meeting of the members, to serve for two years and until their successors are elected and have qualified. Their term of office shall begin immediately after election.

Section 4. VACANCIES.

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of shareholders or at a special meeting called for that purpose.

The members may at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the By-Laws is voted authorizing an increase in the number of directors.

Section 5. PLACE OF MEETINGS.

Meetings of the Board of Directors shall be held at the office of the Corporation in the State of California, as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all of the Members of the Board. Any meeting shall be valid, wherever held, if held by the written consent of all Members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 6. OTHER REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held immediately following the annual meetings of the members, at a location to be determined by the Directors at the annual general meeting. If said day shall fall upon a holiday, such meeting shall be held on the next succeeding business day thereafter. No notice need be given of such regular meeting.



Section 7. SPECIAL MEETINGS - NOTICES.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by any director.

Notice of the time and place of special meetings shall be delivered personally to the directors, or sent to each director by letter or by telegram or may be communicated on the telephone.

Section 8. QUORUM.

A majority of the number of directors as fixed by the Articles or By-Laws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a majority of the directors present, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

ARTICLE IV  
OFFICERS

Section 1. OFFICERS.

The officers of the Corporation shall be a president, a vice-president, and two other officers, who shall be responsible for carrying out the functions of vice-president/treasurer/secretary. The corporation may also have, in the discretion of the Board of Directors, a chairman of the Board, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two (2) or more offices.

Section 2. ELECTION.

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article shall be chosen annually by the Board of Directors, and each shall hold office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC.

The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

#### Section 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

#### ARTICLE V MANAGEMENT

Section 1. The Committee in whom the management of the corporation shall be vested, shall consist of the officers.

Section 2. The Management Committee, defined above, may appoint honorary area secretaries and other secretaries to administer specific lists of referees.

(a) Each club shall give to the secretary adequate notice of any game for which a referee is required.

(b) Every application for the appointment of a referee shall be in writing and must state the name of the opposing club, the date, time and place of the game.

(c) Fixture lists for the ensuing season shall be forwarded to the secretary by the end of September.

(d) The home club shall refund to the appointed referee his expenses. The amount of this expense shall be established by this Society. Any application or acceptance of more than this amount per game renders the referee concerned liable to summary termination of membership in this Society.

(e) The Clubs shall not engage or seek to engage the services of the Society's referees except through the Society.

Section 3.

(a) All checks, regardless of amount, drawn on the account of this corporation, shall be signed by two officers.

(b) The account of this corporation shall be independently audited and published annually.

#### ARTICLE VI POWERS OF MANAGEMENT COMMITTEE

Section 1. All members shall be elected by the Committee, and shall be bound by these rules. A candidate for membership must either be nominated by a club of which he is a member or must furnish a recommendation from a reliable source. All such candidates shall pay an entrance fee to the Society after they have completed one season on probation and will then become entitled to wear the Society's tie.

Section 2. The amount of the annual subscription shall be established by the Committee.

Section 3. The Committee may confer Honorary Membership on those who have rendered special services to the game.

Section 4. The Committee may recognize outstanding touch judges with associate non-voting membership.

Section 5. A member who is retired from refereeing may, with the approval of the Committee, remain a member on payment of an annual subscription of \$5.00.

Section 6. The Committee shall have power to request the resignation or terminate the membership of any member whose conduct they consider, after proper inquiry to be detrimental to the interest or well-being of the Society.

Section 7. In the event of any dispute regarding the meaning of these rules, or any question on matters not therein provided for, the Committee's decision shall be final.

#### ARTICLE VII AMENDMENT TO BY-LAWS

Section 1. No alteration in or addition to these rules shall be made except by two-thirds majority of the voters present at the general meeting of the Society.

Section 2. Notice of any proposal, or any amendment or alteration of these rules, together with the terms of such proposal, amendment, or alteration, shall be given in writing to the Secretary at least fourteen days before the date of a general meeting.

#### ARTICLE VIII LIFE VICE PRESIDENTS AND LIFE MEMBERS

Section 1. A general meeting may, upon recommendation from the Committee, for special or long services to the Society, elect a member, who has retired from refereeing, a Life Vice President or a Life Member, without subscription.