

**BYLAWS
OF
PHILLY TOUCH RUGBY**
A Pennsylvania Domestic Nonprofit Corporation

ARTICLE I

PURPOSE

Philly Touch Rugby, Inc. ("Philly Touch") is organized and operated exclusively to foster national and international amateur sports competition primarily by supporting and developing amateur athletes for competitions in the sport of touch rugby and conducting national and international competitions in such sport as shall qualify for exemption under Section 501(j) of the Internal Revenue Code of 1986 (the "Code"), as amended, and as shall qualify Philly Touch for exemption under Section 501(a) of the Code.

ARTICLE II

MEMBERS

Section 1. Dues. All members shall pay membership dues in amounts and at times described in a written dues policy. The dues policy will be created and revised from time to time as deemed necessary by Philly Touch's officers. All dues policies shall be subject to the provisions contained in these Bylaws and the approval of Philly Touch's Board of Directors. Yearly dues will be announced at the Annual General Meeting of members ("AGM") each year.

Section 2. Meetings of Members. There shall be an AGM, for the election of a board of directors ("the Board") and officers and to vote on such other business as may come before the meeting. The AGM shall be held no later than March 31st each year at a location, time and place designated by the Board. Special meetings of members may be called at any time by the President or the Board. Special meetings of members shall be held at the time and place set forth in the notice of meeting.

Section 3. Voting at AGM. The AGM of Philly Touch and all special meetings shall be open to all members in good standing. Only members in good standing shall be entitled to nominate individuals for positions and vote in elections and on other matters presented to the membership for approval. Members are deemed to be in good standing if the Treasurer determines that they are in compliance with dues policies and the President determines they are not in violation of other club policies.

Section 4. Notice of Meetings. After Philly Touch's 2024 AGM, notice of each meeting of members, together with a blank proxy form and ballot, shall be served either personally, by electronic notification, or by mail not less than twenty-one (21) and not more than fifty (50) days

prior to such meeting. Notice will be given to each member of Philly Touch entitled to vote in the election of officers to the member's address or email address as it shall appear in the records of Philly Touch, unless the member shall have filed with the President of Philly Touch a written request that notices intended for the member be mailed or emailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 5. Quorum and Vote. Except as otherwise required by applicable law or these Bylaws, members entitled to cast a majority of the total number of votes entitled to be cast thereat, present in person or by a proxy delivered to the Secretary, shall constitute a quorum for the transaction of all business at meetings of members, and the act of a majority of the members present at any meeting shall be the act of the members.

Section 6. Action without a Meeting. Any action required or permitted to be taken at a meeting of members may be taken without a meeting, without prior notice, if a consent in writing setting forth the action taken, shall be signed by all members in good standing.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of Philly Touch in accordance with the purposes and limitations set forth in Philly Touch's Articles of Incorporation and these Bylaws and shall have full authority with respect to the distribution and payment of monies received by Philly Touch from time to time.

The club budget will be reviewed and approved by majority vote of the club board and dates of action will be determined and agreed upon as possible. Any expense of \$250 or more requires a majority vote from current club board members.

Section 2. Number, Election and Term of Office. Only members who are in good standing are eligible to become directors of Philly Touch. The number of directors shall be not less than three (3) and not more than seven (7). Officer positions of President, Treasurer, and Secretary, shall be directors as well as Vice President if one is elected. All directors are not required to be officers. A majority of Philly Touch's directors shall not also hold board positions with the same outside rugby club. The term of office of each director shall be for one year or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

The number of directors may be increased, or once increased it may be decreased, by action of the members, provided however, that the members shall not have the power to reduce the Board to less than three (3) persons; nor shall they have the power to decrease the number of directors so as to shorten the term of an incumbent director.

Section 3. Vacancies. Any vacancy in the Board arising at any time and from any cause,

including the authorization of an increase in the number of directors, may be filled by vote of the members. Each director so elected shall hold office until the end of the term of the vacating director.

Section 4. Resignation and Removal. Any director may resign at any time by giving written notice to the President or Secretary of Philly Touch. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with cause, at any time by vote of the members, or by a vote of the directors, provided there is a quorum of not less than a majority of the members or directors present at the meeting at which such action is taken. Directors may be removed without cause only by vote of the members. Directors may be removed due to nonparticipation by failing to attend at least three (3) regular meetings (as defined in Article III, Section 5 of these Bylaws) in a row if a majority of at least three (3) directors present vote as such.

Section 5. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall designate. A regular meeting for the election of officers shall be held annually.

Section 6. Notice of Meetings. Notice of the time and place of any meeting of the Board shall be served either personally, electronically, or by mail not less forty-eight (48) hours before the meeting. Notice of any meeting shall not be required to be given to any director who attends such meeting without protesting prior thereto the lack of notice to him or her, or who submits a signed waiver of notice, whether before or after the meeting.

Section 7. Quorum; Adjournments of Meetings. At all meetings of the Board, a majority of the entire Board, present in person (as defined in Article III, Section 11 of these Bylaws), shall constitute a quorum. Except as provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the Board. In the absence of a quorum, a majority of the directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Organization. The President shall preside at all meetings of the Board or, in the absence of the President, the then Secretary of Philly Touch or, in his or her absence, a temporary President as chosen by the directors present at the meeting. The Secretary shall act as Secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9. Voting. At any meeting of the Board, each director present in person shall be entitled to one (1) vote.

Section 10. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board or by any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to such action, and such consents are filed with the minutes of the Board or such committee thereof.

Section 11. Conference Calls. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Checks, Notes, Contracts, Etc. The Board is authorized to select such banks or depositories as it shall deem proper for the funds of Philly Touch. The Board shall determine who shall be authorized from time to time on Philly Touch's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 13. Investments. The funds of Philly Touch may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

ARTICLE IV

OFFICERS AND AGENTS

Section 1. Officers. The following officers of Philly Touch shall be elected at the AGM: the President, Secretary, Treasurer and such other officers as may be nominated and elected at the AGM or at a special meeting. Officers are responsible for the day-to-day operations of Philly Touch.

Section 2. Election, Term of Office and Removal. Only members of Philly Touch who are in good standing are eligible to become officers of Philly Touch. In addition, after Philly Touch's 2024 AGM, a person must be a member of Philly Touch in good standing for a period of one calendar year preceding the election to be eligible to become President or Treasurer. Officers shall assume their offices immediately after appointment. The term of office of each officer shall be for one year or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of Philly Touch may be removed, with or without cause, by vote of a majority of the members in good standing. The Board may suspend an officer from his or her duties for cause.

Section 3. Employees, Other Agents, Etc. The Board may from time to time appoint such other employees and agents as it shall deem necessary, each of whom shall hold office at the pleasure

of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine. If financial compensation is considered, Board approval is required.

Section 4. Vacancies. Any vacancy in any office may be filled by the Board. Any officer so appointed shall hold office until the next AGM or a special meeting and the election and qualification of his or her successor.

Section 5. President: Powers and Duties. The President shall be the chief executive officer of Philly Touch. He or she shall preside at each meeting of the Board. He or she shall also be responsible for the general supervision and direction of the other officers and the agents and employees of Philly Touch and shall perform such other duties that the Board may assign to him or her. The President shall generally manage and supervise the operations of Philly Touch. He or she shall keep the Board fully informed and shall consult with it concerning the activities of Philly Touch. He or she shall have the power to sign alone, in the name of Philly Touch, all contracts authorized either generally or specifically by the Board, unless the Board specifically requires an additional signature.

Section 6. Vice President: Powers and Duties. The Vice President shall assist the President in the supervision of the activities of Philly Touch and its officers and shall have such other powers and duties as the President or Board may prescribe. Unlike President, Secretary, and Treasurer, Philly Touch is not required to maintain a Vice President office at all times.

Section 7. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the Board and Officers and shall keep the minutes of all such meetings in Philly Touch's official record of minutes, which may be stored in a minute book or available via online media. The Secretary shall distribute all notices of Philly Touch and shall perform all duties incident to the office of the Secretary, subject, however, to the control of the Board. The Secretary shall perform such other duties as assigned to him or her by the President or Board.

Section 8. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of Philly Touch which may come into his or her hands. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of Philly Touch, and shall deposit all monies and other valuable effects of Philly Touch in the name and to the credit of Philly Touch in such banks or depositories as the Board may designate. Whenever required by the President or Board, he or she shall render a statement of the accounts of Philly Touch. He or she shall at all reasonable times exhibit the books and accounts of Philly Touch to any officer or director of Philly Touch, and shall perform all duties incident to the office of Treasurer, subject, however, to the control of the Board, and such other duties as assigned to the Treasurer by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his or her duties as the Board may require. The expense of any such bond or security shall be paid by Philly Touch.

Any un-budgeted expenses under \$250 must be approved at least orally by both the Treasurer

and either the President or the Vice President. Any expense of \$250 or more requires a majority vote from current club board members.

ARTICLE V

OFFICE AND BOOKS

Section 1. Office. The Philly Touch shall maintain an office in the Commonwealth of Pennsylvania.

Section 2. Books. There shall be kept at the office of Philly Touch correct books of account of the activities and transactions of Philly Touch, including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE VI

CORPORATE SEAL

The corporate seal of Philly Touch shall bear its name and words and figures showing that it is a nonprofit organization that was incorporated in the Commonwealth of Pennsylvania in 2018.

ARTICLE VII

FISCAL YEAR

The fiscal year of Philly Touch shall be the calendar year.

ARTICLE VIII

INDEMNIFICATION

Philly Touch may, to the fullest extent authorized by law, indemnify any present or former officers or directors of Philly Touch or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of Philly Touch or served with any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of Philly Touch, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily

incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, his or her testator or intestate may be entitled apart from this provision.

ARTICLE IX

AMENDMENTS

The Bylaws of Philly Touch may be adopted, amended or repealed, in whole or part, only by a majority vote of the members of Philly Touch at the AGM or a special meeting of members.

ARTICLE XI

MERGERS

Any plan of merger or consolidation shall be approved at an AGM or special meeting by a two-thirds vote of members in good standing and in attendance at such meeting. Notice of the meeting at which the plan is submitted for consideration or approval shall contain a written proposal of the merger, and shall be given to members at least twenty-one (21) days prior to the meeting.