



HOGs Fund Inc.

Bylaws

BOARD OF DIRECTORS

Richard Weiss	---	<i>Chief Executive Officer</i>	---	<i>2018-2024</i>
Carl Rohde	---	<i>Chief Operating Officer</i>	---	<i>2018-2024</i>
Joe Smithwick	---	<i>Chief Financial Officer</i>	---	<i>2020-2026</i>
Antonio Rodgers	---	<i>Chief Communications Officer</i>	---	<i>2020-2026</i>
Joe Maiorano	---	<i>(Non-Voting) HURFC President</i>	---	
<i>Rotating</i>				

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These bylaws will be available for viewing via the Organizations website:

<https://www.hogsfund.org/>

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ARTICLE I

NAME AND PURPOSE

Section 1: Name

The name of the organization shall be HOGs Fund Inc. (hereinafter referred to as “the Organization”).

Section 2: Purpose

The organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose of this non-profit organization shall exclusively be to promote and provide charitable assistance to the amateur athletic rugby organizations at Hofstra University, including Hofstra University Rugby Football Club (hereinafter referred to as “HURFC”), assistance to their players, and to promote the game of rugby in the area as well as instilling a lifelong benefit to athlete members.

Section 3: Operation as Tax Exempt Organization; Exempt Activities

- (a) The Organization will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the IRC”).
- (b) The Organization will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the IRC.
- (c) Notwithstanding any other provision in these Bylaws, no director, officer, employee, or agent of the Organization is permitted to take any action or carry on any activity by or on behalf of the Organization, which is not permitted to be taken or carried on by an Organization exempt under Section 501(c)(3) of the IRC.
- (d) No part of the net earnings of the Organization may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of the Organization.
- (e) No director, officer, employee, or agent of neither the Organization nor any private individual will be entitled to any distribution or division of the remaining property or proceeds of the Organization.

- (f) Upon dissolution of the Organization , the assets of the Organization, only after payment of all of the debts and obligations of the Organization and all funds promised to the HURFC, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4: Bylaw Amendments

These bylaws may be altered, amended or repealed, and new bylaws may be made by utilizing the following procedure:

- (a) A motion in writing is presented to the Board of Directors (hereinafter referred to as “the Board”) and presented at a Directors Meeting.
- (b) Said motion will be approved for discussion and debate by a simple majority of the Board at a Directors Meeting.
- (c) Adoption of the finalized amendment at the Directors Meeting requires a two thirds vote of the Officers.
- (d) An amendment that has failed to receive the necessary two thirds vote shall not be voted on again until the procedure outlined in this section is repeated.

ARTICLE II

MEMBERSHIP

Section 1: General Members

Membership is open to all who support the Hofstra Rugby Community and their goals, regardless of race, creed, gender, sexual orientation, age, national origin, and mental or physical challenge.

Section 2: General Voting Members

To meet the requirement of being a General Voting Member for elected positions, one must do the following:

- (a) Meet the criteria for General Membership.
- (b) Register with the Organization through the Organizations website:
<https://www.hogsfund.org/join/>

Section 3: Proxy Members

Only the President of HURFC can put forward a proxy member to serve in their place during meetings.

ARTICLE III

BOARD AND OFFICERS

Section 1: General Powers

The affairs of this Organization will be managed by or under the direction of its Board. The Board shall set all fundraiser costs, budget expenses, and other actions that the Organization may designate or oversee.

Section 2: Officers/Directors

The Officers of the Organization shall be the Chief Executive Officer (hereinafter referred to as “CEO”), the Chief Operations Officer (hereinafter referred to as “COO”), the Chief Financial Officer (hereinafter referred to as “CFO”), and Chief Communications Officer (hereinafter referred to as “CCO”). Each Officer of the Organization has one (1) vote on any matter before the Board. All Officers will also be recognized as Directors of the Organization and thus are not eligible for compensation for their work for the Organization (the terms Officer and Director are hereinafter interchangeable terminology).

Section 3: Appointed Board Members

Appointed Board Members are positions designated to parties based on title with a separate organizing body that has direct impact with the Organization. These members do not have voting power on the Board but remain a functional member of the Board.

- (a) The first Appointed Board Member of the Board shall be the HURFC President.
- (b) If the Hofstra University Women’s Rugby Football Club (hereinafter referred to as “HUWRFC”) requests a position for their President and seeks to establish connections with the Organization, then the position will be added to the Board with a simple majority vote. Their powers and responsibilities will be the same as the President of HURFC and their addition will trigger an amendment to add HUWRFC to any section pertaining to HURFC in these Bylaws, as seen fit, and remove this section from the bylaws as redundant.

Section 4: Limitations

- (a) No part of the net earnings of the Organization shall inure to any member of the Board, nor any other private persons, accepting solely such reasonable compensation that the

Organization shall pay for services actually rendered, or allowed by the Organization as a reasonable allowance for authorized expenditures incurred on behalf of the Organization.

- (b) No substantial part of the activities of the Organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) The Organization shall not lend any of its assets to any member of the Board, or guarantee to any person the payment of a loan by an Officer of the Organization.

Section 5: Term Limits, Appeal for Further Terms, and Adding Officer Chairs

- (a) **Term Limits:** Officer positions may be sustained on a three (3) year term. These terms may be extended by an Appeal for Further Terms until a successor has been elected. Officers' terms shall be staggered so that no more than one half the number of Officers will end their term in any given year.
- (b) **Appeal for Further Terms:** All Officers may appeal for further terms by a majority vote held by the remaining board members with a majority ruling. If there is an opponent for an Officers position, and the party makes their intent to challenge the Officer for their seat known to the Board and/or General Voting Members, then the approved Officer shall be required to win a majority vote in a General Election.
- (c) **General Election:** To be held when an Officer reaches the end of their term and a successor is selected or an opponent for the Officers position makes their intent to challenge known to the Board and/or General Voting Members. The election is held following the rules outlined in Article V, Section 3 and requires a vote by the General Voting Members.
- (d) **Adding Officer Chairs:** To add Officer positions to the Board, the Board must approve by a two thirds majority of current officers.

Section 6: Nomination

If an officer on the Board is to Resign or be Removed, or a position is left Vacant, the Board may fill the position within thirty (30) days before the date the vacancy shall take place or as soon as possible after the vacancy has taken place. The Board or any member of the Organization may

nominate a candidate. The Board will then come to a determination with a majority vote on any person who is requested for an Officer position.

Section 7: Resignation

- (a) Any Officer may resign at any time by giving written or verbal notice to the Board of the Organization.
- (b) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Moreover, unless the notice specifies otherwise, the acceptance of an Officer's resignation is not necessary to make it effective.

Section 8: Removal

Any elected member of the Board may be removed from the Board and forfeit their position for failing to carry out expected duties or conduct detrimental to the Organization via the following process:

- (a) A written complaint must be presented to the Board.
- (b) The complaint will be reviewed and investigated by the CEO or COO. If sufficient justification exists, a hearing before the full Board will be held. If the CEO or COO is the party outlined in the complaint, it will be reviewed by all other Officers on the Board.
- (c) A motion for the removal, with or without cause, of one or more members of the Board may then be made at any general or special meeting.
- (d) If a motion to remove one or more Officers is passed, the Officer(s) sought to be removed and all members of the Organization will be notified no less than ten (10) days prior to a private meeting of the Officers, not including the one under review, where a removal vote will occur.
- (e) Removal from office requires a three fourths majority vote of the voting membership present at the private meeting. An Officer's removal will be without prejudice to his or her contract rights, if any.

Any appointed member of the Board of Directors may be removed from office by a majority vote of the other Executive Board Members.

Section 9: Vacancies

- (a) Any vacancy occurring in the Board, may be appointed by the Board at the annual meeting, any regular meeting, or at a Directors Meeting called for that purpose. A quorum must be present unless all current members of the Board of Directors are present. Appointed officers shall be appointed by a majority vote of the elected officers.
- (b) **Term of Office:** Each Director elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

Section 10: Director Conflict of Interest

- (a) If a transaction is fair to the Organization at the time it is authorized, approved, or ratified, the fact that any Director of the Organization is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction described in Section 10 (a), the person asserting validity has the burden of proving fairness unless:
 - 1. The material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors, and the Board authorized, approved or ratified the transaction by the affirmative vote of a majority of disinterested officers, even though the disinterested officers did not constitute a quorum; or
 - 2. The material facts of the transaction and the director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested director.
- (c) **Quorum for Voting:** The presence of the Director, who is directly or indirectly a party to the transaction described in Section 10 (a), or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the board of officers takes action on the transaction.
- (d) **Indirectly:** A Director is "indirectly" a party to a transaction if he or she either:
 - 1. Has a material financial interest in the entity with which the transaction is occurring; or
 - 2. Is an officer, Director, or general party with the entity with which the transaction is occurring.

- (e) **Grant Exception:** If a Director of the Organization is also an Officer or Director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not “indirectly” a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

Section 11: Positional Powers and Duties

Chief Executive Officer (CEO)

The Chief Executive Officer will:

- (a) act as President of the Board.
- (b) be the principal executive officer of the Organization and assume responsibility for the Board’s operations.
- (c) ensure that all orders, resolutions and directives of the Board are carried into effect.
- (d) preside at all Directors Meetings.
- (e) enforce the Bylaws and any amendment to them.
- (f) appoint all committees and serve as an ex-officio member of all committees.
- (g) cast the deciding vote in the event of a tie vote.

Chief Operations Officer (COO)

The Chief Operations Officer will:

- (a) act as Vice President of the Board.
- (b) be the secondary executive officer of the Organization and assume responsibility for the Board’s operations if the CEO is unable to do so.
- (c) ensure that all orders, resolutions and directives of the Board are carried into effect.
- (d) preside at all Directors Meetings.
- (e) enforce the Bylaws and any amendment to them.
- (f) if needed, take over any Board Positions left vacant.
- (g) assist other Board Members in their duties if requested.

Chief Financial Officer (CFO)

The Chief Financial Officer will:

- (a) act as Treasurer of the Board.
- (b) keep a full and correct account of receipts and disbursements in the books belonging to the Organization, and must deposit all monies and other valuable effects in the name and to the credit of the Organization, in the bank(s) designated by the Board.

- (c) will dispose of funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements, and must render to the CEO and the Board, whenever they may require it, an account of all his or her transactions as CFO and of the financial condition of the Organization.
- (d) perform any other duties assigned to him or her by the CEO.
- (e) maintain the Organization's official bank account(s) and make monthly reports at the regularly-scheduled meetings identifying the previous month's receipts, disbursements and current balance(s).
- (f) sign all checks issued from the Organization's bank account and ensure that the appropriate countersignature of another board member(s) has been made.
- (g) maintain a printed record of all receipts and disbursements.
- (h) at the end of term in office, the CFO shall audit the Organization's official account(s) with the CFO-Elect, CEO, and CEO-Elect (where position is held) and report findings at the next regular Board meeting.

Chief Communications Officer (CCO)

The Chief Communications Officer will:

- (a) act as Secretary of the Board.
- (b) give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law.
- (c) keep the minutes and attendance of each meeting and submit a written report at the following meeting.
- (d) supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board.
- (e) maintain the official Organization roster of active members.
- (f) maintain the official copy of the Organization's Bylaws.
- (g) file appropriate documentation with government agencies to maintain not for profit and/or tax-exempt status.
- (h) perform such other duties as may be assigned from time to time by the CEO.

President of HURFC

The President of HURFC will:

- (a) be the principal connection between the HURFC and the Organization.
- (b) preside at all Directors Meetings, including by proxy.
- (c) convey the wishes of the HURFC team to the other members of the Board.

Section 12: Multiple Positions and Change of Positions

- (a) **Multiple Positions:** A member of the Board may hold more than one position if they so choose. This must be approved by a majority vote by the remainder of the Board. However, the Board must always consist of a minimum of three separate persons, not including Rugby Team President(s) at Hofstra.
- (b) **Change of Positions:** A member of the Board may change the position they hold on the Board if they so choose. This must be approved by a majority vote by the remainder of the Board.

ARTICLE IV

COMMITTEES

Section 1: Forming and Utilizing a Committee

- (a) Members of the Board may utilize help from others in the form of a Committee.
- (b) All Committees must be approved by a majority vote by the Board.
- (c) All Committees must have a member of the Board in charge. That member may add or remove persons from the committee at their choosing, but all members must be reported to the CCO of the Organization and filed in the corporate records.
- (d) Committees may consist of persons outside the Organization with a majority vote by the Board.

ARTICLE V

MEETINGS

Section 1: Annual Meetings

The annual meeting of the Board of Directors will be held in June at the time determined by the Board. There an outline for the coming year must be proposed and agreed upon.

Section 2: Regular Meetings

The Board will hold regular meetings at the time and place designated by resolution of the Board. Meeting schedules shall be made known to all Board members at least seven (7) days prior to each meeting.

Section 3: Special Meetings

All meetings that require the voting of General Voting Members of the Organization, including but not limited to General Election Meetings, must follow the following notice procedures:

- (a) **Timing:** Notice of each meeting must be delivered by or at the direction of the Secretary to all General Voting Members of the Organization at least five (7) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.
- (c) **Description of Meeting in the Notice:** The business to be transacted at, or the purpose of, any special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.

Section 4: Quorum; Voting; Proxies

- (a) **Voting:** If quorum is present, the act of the majority of the officers present is equivalent to the act of the entire Board unless the act of a greater number is required by law or of these bylaws.
- (b) **Proxies:** No Director may vote by proxy on any matter of the Organization.
- (c) **Quorum:** A quorum shall consist of a majority of the number of current Officers.

Section 5: Presumption of Assent

If a Director is present at a meeting of the Board, he or she will be conclusively presumed to have assented to any action taken at the meeting unless any of the following occurs:

- (a) His or her dissent was entered in the minutes of the meeting,
- (b) He or she filed a written dissent to the action with the person acting as the CCO before adjournment, or
- (c) He or she forwarded such dissent by registered or certified mail to the CCO immediately after the meeting adjourned. However, this right to dissent will not apply to a Director who voted in favor of an action.

Section 6: Electronic Participation at Meetings

Directors, Appointed Board Members, and General Voting Members may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other. Email is not considered a proper form of electronic participation at a meeting of the Executive Board. Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting.

Section 7: Informal Action; Written Consent; Effective Date; Conveyances

- (a) **Informal Action:** Any action required or which may be taken at a meeting of the Board may be taken without a meeting if it is consented to in writing by all of the Officers.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the Officers; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Organization and filed in the corporate records.
- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Officers have approved said written consent unless the consent specifies a different effective date.
- (d) **Conveyances:** Written consents include conveyances such as e-mails and faxes.

ARTICLE VII

DISSOLUTION CLAUSE

Section 1: Dissolution Requirement

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of the Board. If approved, the Board must follow the rules outlined in Article I, Section 3, Subsection f.

ARTICLE VIII

FINANCE

Section 1: Depositories

All funds of the Organization not otherwise employed will be deposited from time to time to the credit of the Organization in any banks, trust companies or other depositories designated by the Board.

Section 2: Financial Records

All monetary exchanges that take place will be documented in writing, to include the date and terms of all approved compensation arrangements.

Section 3: Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Organization must be signed by Officers.

Section 4: Fiscal Year

The fiscal year of the Organization will begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE IX

MISCELLANEOUS

Section 1: Delivery of Notice

Any notices will be considered to be “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Organization; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other contact information appearing on the records of the Organization that is authorized or approved in the articles of incorporation.

Section 2: Execution of Documents

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Organization must be authorized or ratified by a resolution of the Board of Directors.
- (b) Such authority may be general or confined to specific instances.
- (c) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Organization and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Organization must be executed and attested by such Officer or Officers, or agent or agents, of the Organization and in such manner as shall periodically be determined by resolution of the Board of Directors.

Section 3: Gifts

The Board of Directors may accept on behalf of the Organization any contribution or gift bequeathed or devised for the general purposes or for any special purposes of the Organization.

Section 4: Construction

If any portion of these bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

(a) The remainder of these bylaws will be considered valid and operative; and

(b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 5: Nondiscrimination Policy

The Officers, Committee Members, and persons served by this Organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the Policy of the Organization not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 6: Availability

These bylaws will be available for viewing via the Organizations website:

<https://www.hogsfund.org/>

Section 7: Effective Date

These bylaws will be effective upon acceptance by the Board of Directors, the date of which will be added to the front page for clarity.