WOODLANDS YOUTH RUGBY CLUB

BYLAWS VERSION 4.0

ARTICLE I

NAME, PURPOSE, MISSION, VISION, AND GUIDING PRINCIPLES

Section 1.01 Name

The name of this organization shall be the Woodlands Youth Rugby Club ("WYRC"), a nonprofit corporation organized under the laws of the State of Texas.

Section 1.02 Purpose

The Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Club exists to develop youth through the game of rugby while promoting character, leadership, teamwork, discipline, service, and sportsmanship.

Section 1.03 Mission

The mission of the Woodlands Youth Rugby Club is to develop confident, skilled, and resilient young athletes. By upholding the values of teamwork, respect, discipline, and sportsmanship, the Club provides a competitive, safe, and inclusive environment where every player has the opportunity to reach their highest potential on and off the pitch.

Section 1.04 Vision

The Club strives to inspire the next generation of rugby players by fostering a lifelong passion for the sport, cultivating excellence through quality coaching, and building a nationally respected youth rugby program recognized for outstanding player development, leadership, and community.

Section 1.05 Core Values

Teamwork, Respect, Discipline, Sportsmanship, Excellence, Inclusion, and Leadership shall guide the decisions and conduct of all Directors, Executive Committee members, Managers, coaches, volunteers, and participants.

Section 1.06 Guiding Principles

Player welfare is the Club's highest priority. Leadership positions are positions of service and stewardship. Decisions shall be made in the best interests of the Club rather than any individual, team, or constituency. Rugby and business operations shall work collaboratively in pursuit of one mission. Good governance requires accountability, transparency, ethical leadership, and continuous improvement.

Section 1.07 Principal Office

The principal office shall be located within the State of Texas at a location designated by the Board of Directors.

Section 1.08 Fiscal Year

The fiscal year shall begin September 1 and end August 31 unless otherwise established by resolution of the Board.

Section 1.09 Nonprofit Status

The Club shall maintain its status under Section 501(c)(3). No part of the net earnings shall insure to the benefit of any private individual except as reasonable compensation authorized by the Board. Upon dissolution, remaining assets shall be distributed to one or more qualified 501(c)(3) organizations with purposes consistent with the Club.

ARTICLE II

GOVERNANCE PRINCIPLES

2.01 Purpose of Governance

The governance structure provides clear accountability, effective leadership, responsible stewardship, and long-term sustainability by separating governance from management.

2.02 Governance Philosophy

The Board governs. The Executive Committee manages. Managers execute. Coaches develop athletes. Volunteers support the mission.

2.03 Board Responsibility

The Board establishes strategy, approves the budget, adopts policy, appoints and evaluates executive leadership, protects Club assets, ensures legal compliance, and provides oversight without participating in routine management.

2.04 Executive Committee Responsibility

The Executive Committee implements Board strategy, manages day-to-day operations, supervises Managers, develops operational procedures, manages within the approved budget, and reports regularly to the Board.

2.05 Operational Leadership

Managers lead assigned functional areas under Executive Committee direction and possess no independent governance authority.

2.06 Collective Authority

The Board acts only as a body through duly adopted resolutions. No individual Director may independently direct operations, commit Club resources, establish policy, or represent an official Board position unless specifically authorized.

2.07 Delegation of Authority

The Board delegates operational authority to the Executive Committee, which may further delegate responsibilities while retaining accountability.

2.08 Decision Authority Matrix

The Board shall maintain an A/R/C/I Decision Authority Matrix adopted by Board resolution.

2.09 Duty of Loyalty

All leaders owe a duty of loyalty to the Club and shall act in good faith in the best interests of the Club rather than any individual, team, outside organization, or personal interest.

2.10 Confidentiality

Directors, Executive Committee members, Managers, and committee members shall maintain the confidentiality of executive sessions, personnel matters, legal matters, disciplinary matters, and other confidential information unless disclosure is authorized or required by law.

2.11 Respect for Governance Process

No individual shall circumvent established reporting relationships or governance processes by directing volunteers, coaches, Managers, Executive Committee members, or Directors outside the authority granted by these Bylaws.

2.12 Organizational Principle

These Bylaws are position-based rather than person-based and are intended to provide a durable governance framework that supports the long-term mission of the Club regardless of who occupies leadership positions.

ARTICLE III

MEMBERSHIP

3.01 Membership

Membership shall be open to individuals and families who meet the eligibility requirements established by the Club and remain in good standing.

3.02 Rights of Members

Members may participate in Club activities, receive communications, volunteer, and attend the Annual Meeting. Membership alone does not confer governance authority unless expressly provided in these Bylaws.

3.03 Good Standing

A member in good standing complies with Club policies, satisfies applicable financial obligations, and adheres to the Club's Code of Conduct.

3.04 Annual Meeting

The Executive Committee shall conduct an Annual Meeting to report on the state of the Club, financial performance, strategic initiatives, leadership appointments, and other matters of general interest.

3.05 Membership Conduct

Members shall support the mission of the Club and conduct themselves in a manner consistent with the Club's values. Complaints shall be submitted through the processes established by the Board.

3.06 Suspension or Termination

Membership may be suspended or terminated in accordance with Board-approved disciplinary policies while ensuring fair notice and an opportunity to be heard where appropriate.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Purpose

The Board of Directors is the governing body of the Club and is responsible for strategic direction, fiduciary oversight, policy, executive accountability, and long-term sustainability.

4.02 Composition

The Board shall consist of seven (7) voting Directors: Chair, Vice Chair, Secretary, and four At-Large Directors. The Director of Rugby and Director of Club Business shall regularly attend Board meetings as non-voting members unless separately elected to the Board.

4.03 Qualifications

Directors shall demonstrate integrity, sound judgment, commitment to the Club's mission, and the ability to govern in the best interests of the organization.

4.04 Terms

Directors shall serve staggered three-year terms and may serve no more than two consecutive full terms unless approved by a two-thirds vote.

4.05 Authority

The Board alone shall approve strategy, annual budget, governance policies, executive appointments, executive evaluations, major capital commitments, amendments to the Bylaws, and other matters reserved by these Bylaws.

4.06 Meetings

Regular and special meetings shall be conducted in accordance with these Bylaws. Executive sessions may be convened for confidential personnel, legal, governance, or disciplinary matters.

4.07 Board Emeritus

The Board may, by a two-thirds vote, confer the honorary title of Board Emeritus upon former Directors or other individuals who have rendered distinguished and sustained service to the Club. Emeritus status is honorary and advisory only. Emeritus members shall not vote, shall not count toward quorum, shall not hold office, and shall possess no governance authority. The Chair may invite Emeritus members to attend meetings, strategic retreats, or committees in an advisory capacity.

4.08 Executive Committee Emeritus

The Board may recognize former Executive Committee members with the honorary designation of Executive Committee Emeritus. Such individuals may mentor successors and provide institutional knowledge at the request of the Executive Committee or Board but shall exercise no operational authority unless separately appointed to an active leadership position.

4.09 Fiduciary Duties

Directors owe duties of care, loyalty, obedience, confidentiality, and stewardship to the Club.

4.10 Collective Authority

No individual Director may direct staff, managers, coaches, or volunteers or speak on behalf of the Board unless authorized by Board action.

4.11 Removal and Vacancies

Directors may be removed by the affirmative vote of two-thirds of the remaining Directors for cause or by majority as otherwise permitted by these Bylaws. Vacancies shall be filled by Board appointment for the unexpired term.

4.12 Orientation and Evaluation

New Directors shall receive governance orientation. The Board shall periodically evaluate its own performance and governance effectiveness.

ARTICLE V

EXECUTIVE COMMITTEE

5.01 Purpose

The Executive Committee (EC) is the senior management body of the Club and is responsible for implementing Board-approved strategy, managing day-to-day operations, and ensuring effective execution of the Club's mission.

5.02 Composition

The Executive Committee shall consist of the Director of Club Business, Director of Rugby, Secretary, and such additional Executive Officers as established by the Board. The Board shall determine which Executive Committee positions are voting positions.

5.03 Authority

The Executive Committee shall possess all authority necessary to manage the daily affairs of the Club except those powers expressly reserved to the Board of Directors by these Bylaws or Board policy.

5.04 Responsibilities

The Executive Committee shall implement the strategic plan, recommend the annual operating budget, supervise Operational Managers, monitor organizational performance, manage risk, and report regularly to the Board.

5.05 Decision-Making Philosophy

The Executive Committee shall strive to reach consensus with Operational Managers on significant operational matters. Consensus is encouraged to promote collaboration, shared ownership, and informed decision-making. When consensus cannot reasonably be achieved, the Executive Committee shall make the operational decision within its delegated authority. Matters reserved to the Board of Directors or outside the Executive Committee's delegated authority shall be referred to the Board for final determination.

5.06 Accountability

The Executive Committee is collectively accountable to the Board of Directors. Individual Executive Officers are accountable for their assigned functional responsibilities and for supporting collective Executive Committee decisions.

5.07 Meetings

The Executive Committee shall meet as necessary to conduct Club business. Minutes shall be maintained by the Secretary and significant actions shall be reported to the Board.

5.08 Voting

Unless otherwise specified by Board policy, Executive Committee decisions shall be made by majority vote of the designated voting members. Matters reserved to the Board shall not be decided by the Executive Committee. If a vote of the Executive Committee results in a tie, the Board Chair shall facilitate mediation between the Executive Committee members in an effort to reach consensus. If consensus cannot be achieved, the matter shall be referred to the Board of Directors for final determination.

5.09 Executive Sessions

The Executive Committee may enter an executive session to discuss personnel, legal, disciplinary, or other confidential matters. Executive session discussions shall remain confidential.

5.10 Removal

Executive Committee members may be removed by the Board of Directors in accordance with these Bylaws. Operational appointments made by the Executive Committee may be modified or withdrawn by the Executive Committee subject to Board oversight where applicable.

5.11 Executive Committee Emeritus

Former Executive Committee members recognized for distinguished service may be designated Executive Committee Emeritus by a two-thirds vote of the Board. Emeritus status is honorary only and conveys no voting, supervisory, or operational authority. Emeritus members may provide mentorship and institutional knowledge at the request of the Board or Executive Committee.

ARTICLE VI

EXECUTIVE LEADERSHIP POSITIONS

6.01 Executive Leadership

Executive leadership positions shall be established by the Board to meet the strategic and operational needs of the Club.

6.02 Director of Club Business

The Director of Club Business is the senior executive responsible for business operations, administration, finance coordination, governance support, communications between operational departments, and execution of Board-approved strategic initiatives.

6.03 Director of Rugby

The Director of Rugby is the senior executive and may delegate day-to-day operational management of assigned rugby programs to Program Managers while retaining accountability for club-wide rugby philosophy, coaching standards, curriculum, player development, and competitive performance.

6.04 Secretary

The Secretary is responsible for governance administration, official records, meeting notices, minutes, document retention, Board resolutions, and organizational compliance records.

6.05 Other Executive Officers

The Board may establish additional Executive Officer positions, including finance, communications, events, fundraising, facilities, or other positions necessary to support the Club. Duties shall be defined by Board-approved position descriptions.

6.06 Appointment

Executive Officers shall be appointed in accordance with Board-approved governance procedures. The Board retains authority over appointment, evaluation, succession planning, and removal of Executive leadership.

6.07 Standards of Conduct

Executive Officers shall conduct themselves with professionalism, integrity, transparency, and respect, acting at all times in the best interests of the Club and consistent with the Club's Code of Conduct.

6.08 Collaboration

Executive Officers shall work collaboratively across functional areas and shall not exercise authority outside their assigned responsibilities except as delegated by the Executive Committee or Board.

6.09 Succession Planning

The Executive Committee shall maintain succession plans, documented operating procedures, and transition materials for each Executive leadership position to promote organizational continuity.

6.10 Rugby Authority

The Director of Rugby shall possess sole authority for the appointment, evaluation, reassignment, and removal of coaches, subject to applicable Club policies and any limitations established by the Board. Operational coaching decisions are not subject to Board approval except as otherwise provided in these Bylaws. Operational Program Managers shall manage the daily execution of their assigned rugby programs under the direction of the Director of Rugby. Such delegation does not diminish the Director of Rugby's overall accountability for rugby operations.

ARTICLE VII

OPERATIONAL MANAGERS

7.01 Purpose

Operational Managers may oversee functional departments or major Club programs and serve as the primary operational leader for their assigned area. Operational Managers may include, but are not limited to, Youth Rugby Manager, Girls Rugby Manager, High School Rugby Manager, 7's Program Manager, Team Managers Manager, Facilities & Equipment Manager, Communications Manager, Events Manager, Finance Manager, and other positions established by the Executive Committee.

7.02 Appointment

Operational Managers shall be appointed, evaluated, reassigned, or removed by the Executive Committee unless otherwise reserved to the Board. The Executive Committee shall establish selection criteria consistent with the Club's needs.

7.03 Reporting Relationships

Each Operational Manager shall report to the Executive Committee through the designated Executive Officer. Operational Managers shall not possess independent governance authority.

7.04 Authority

Operational Managers are authorized to manage the day-to-day activities within their assigned functional area, make routine operational decisions, supervise volunteers assigned to their area, and recommend improvements to the Executive Committee.

7.05 Responsibilities

Operational Managers shall implement Board-approved policies, execute Executive Committee directives, manage assigned budgets and resources, maintain appropriate records, identify operational risks, and collaborate across functional areas.

7.05A Youth Rugby Manager

The Youth Rugby Manager serves as the operational leader for the Club's U8 through U14 rugby program. Subject to the direction of the Director of Rugby, the Youth Rugby Manager is responsible for the planning, coordination, and day-to-day operation of youth rugby activities, including player placement, program scheduling, coach coordination, festivals, parent communication, team organization, and implementation of the Club's rugby curriculum and player development framework.

7.06 Leadership Governance Manual

Detailed responsibilities, delegated authorities, reporting relationships, qualifications, and performance expectations for each Operational Manager position shall be maintained within the Board-approved Leadership Governance Manual. Such documents may be amended by Board resolution without requiring amendment to these Bylaws.

7.07 Standards of Conduct

Operational Managers shall conduct themselves in accordance with the Club's Mission, Core Values, Code of Conduct, Conflict of Interest Policy, and all Board-approved governance policies.

7.08 Succession

Operational Managers with primary responsibility for major Club programs shall maintain documented operating procedures sufficient to support continuity and orderly transition.

ARTICLE VIII

COMMITTEES

8.01 Purpose

Committees provide focused expertise, recommendations, and volunteer support to the Board and Executive Committee. Committees do not possess independent governance authority unless specifically delegated by the Board.

8.02 Standing Committees

The Board may establish standing committees as necessary to support governance and strategic oversight. The Executive Committee may establish operational committees to support day-to-day management of the Club.

8.03 Committee Charters

Each committee shall operate under a written charter approved by the Board or Executive Committee, as applicable. Committee charters shall define purpose, authority, membership, reporting relationships, and responsibilities and shall be maintained within the Leadership Governance Manual.

8.04 Committee Appointments

Committee Chairs shall be appointed by the authority responsible for the committee. Committee members may include Directors, Executive Committee members, Operational Managers, coaches, parents, players, alumni, subject matter experts, and other volunteers as appropriate.

8.05 Advisory Nature

Except where expressly delegated, committees shall serve in an advisory capacity and shall make recommendations to the Board or Executive Committee. Final authority shall remain with the appropriate governing body.

8.06 Meetings and Records

Committees shall meet as necessary to fulfill their responsibilities. Significant recommendations and actions shall be documented and reported through the appropriate leadership channel.

8.07 Temporary Committees

The Board or Executive Committee may establish temporary task forces or working groups to address specific projects or strategic initiatives. Such committees shall automatically dissolve upon completion of their assigned purpose unless otherwise directed.

8.08 Collaboration

Committees shall work collaboratively across functional areas and avoid duplication of effort. Cross-functional initiatives should include appropriate representation from affected departments.

ARTICLE IX

BOARD EMERITUS AND EXECUTIVE COMMITTEE EMERITUS

9.01 Purpose

The honorary designations of Board Emeritus and Executive Committee Emeritus recognize individuals whose exceptional leadership, service, and long-term contributions have significantly advanced the mission and success of the Club. These positions preserve institutional knowledge while maintaining a clear distinction between advisory participation and governing authority.

9.02 Eligibility

Individuals who have demonstrated distinguished and sustained service to the Club as Directors, Executive Committee members, or other exceptional leaders may be considered for Emeritus status.

9.03 Appointment

Board Emeritus and Executive Committee Emeritus appointments shall require the affirmative vote of two-thirds (2/3) of the Board of Directors. Appointments are honorary and shall remain in effect until voluntarily resigned or revoked by the Board.

9.04 Rights and Privileges

Emeritus members may be invited to attend Board meetings, Executive Committee meetings, strategic planning sessions, leadership retreats, committee meetings, or special events in an advisory capacity. They may participate in discussions when recognized by the Chair but shall not make motions or vote.

9.05 Limitations

Emeritus members shall not be Directors, Executive Committee members, or officers by virtue of their designation. They shall not possess governance authority, operational authority, supervisory responsibility, fiduciary obligations, voting rights, or be counted toward quorum.

9.06 Mentorship

The Board and Executive Committee are encouraged to utilize Emeritus members as mentors for new leaders, advisors on historical matters, and ambassadors for the Club within the community.

9.07 Confidentiality

Emeritus members invited to participate in confidential meetings shall be bound by the same confidentiality requirements applicable to Directors and Executive Committee members.

9.08 Revocation

The Board may revoke Emeritus status by a two-thirds (2/3) vote whenever it determines such action is in the best interests of the Club.

ARTICLE X

DECISION AUTHORITY AND DELEGATION OF AUTHORITY

10.01 Governance Principle

Decision-making authority within the Club shall be exercised at the lowest appropriate organizational level while maintaining accountability, transparency, and appropriate Board oversight.

10.02 Reserved Powers of the Board

The Board retains exclusive authority over the strategic plan, annual operating budget, governance policies, appointment and removal of Executive leadership, bylaw amendments, significant financial commitments, organizational restructuring, dissolution, mergers, and other matters specifically reserved by these Bylaws.

10.03 Delegated Authority

Except for powers expressly reserved to the Board, operational authority is delegated to the Executive Committee, which may further delegate responsibilities to Executive Officers, Operational Managers, committees, and volunteers while retaining accountability for performance. Executive Officers may delegate operational responsibilities to Operational Managers while retaining accountability for outcomes.

10.04 Executive Authority

Executive Officers may make operational decisions within their assigned responsibilities provided such decisions are consistent with Board policy, approved budgets, and delegated authority.

10.05 Financial Authority

The Board shall establish financial approval limits, contracting authority, banking authority, purchasing authority, and expenditure thresholds through Board-approved financial policies maintained within the Leadership Governance Manual.

10.06 Emergency Authority

When immediate action is necessary to protect player safety, legal compliance, financial integrity, or Club operations, the Director of Club Business and Director of Rugby may jointly authorize temporary actions. Such actions shall be reported to the Board as soon as practicable and shall not permanently alter Board-approved policy without subsequent Board approval.

10.07 Decision Authority Matrix

The Board shall adopt and periodically review a Decision Authority Matrix identifying the Accountable, Responsible, Consulted, and Informed (A/R/C/I) parties for significant governance and operational decisions. The Matrix shall be incorporated into the Leadership Governance Manual and may be amended by Board resolution without amendment to these Bylaws.

10.08 Delegation Does Not Relieve Accountability

Delegation of responsibility does not relieve any Director, Executive Committee member, Executive Officer, or Operational Manager of accountability for duties assigned by these Bylaws or Board policy.

10.09 Interpretation

Questions concerning delegated authority or jurisdiction between leadership positions shall be resolved first by the Executive Committee. Matters involving governance authority or unresolved disputes shall be referred to the Board of Directors for final determination.

10.10 Interpretation of Authority

The Board of Directors shall have the sole authority to interpret these Bylaws and any Board-approved governance policies. The Board's good-faith interpretation shall be final and controlling unless contrary to applicable law or these Bylaws. No individual Director, Executive Committee member, Operational Manager, coach, volunteer, or member may issue an official interpretation of these Bylaws except through action of the Board.

10.11 Substantial Compliance

Actions taken by the Board of Directors, Executive Committee, Executive Officers, Operational Managers, or other authorized representatives of the Club shall not be deemed invalid solely because of a technical, procedural, or inadvertent failure to comply with these Bylaws, provided that such action was taken in good faith, was substantially consistent with the intent of these Bylaws, did not materially prejudice the rights of any individual, and did not violate applicable law.

ARTICLE XI

FINANCIAL GOVERNANCE

11.01 Purpose

The Board is responsible for safeguarding the Club's financial resources and ensuring sound financial stewardship. The Executive Committee manages finances within the authority delegated by the Board.

11.02 Annual Budget

The Executive Committee shall prepare an annual operating budget for Board approval before the beginning of each fiscal year. No material deviation from the approved budget may occur without Board authorization as defined in Board policy.

11.03 Financial Controls

The Board shall adopt financial policies addressing banking, expenditures, contracts, reimbursements, reserves, purchasing, internal controls, and segregation of duties. These policies shall be maintained in the Leadership Governance Manual.

11.04 Financial Reporting

The Finance Manager or designated Finance Officer shall provide regular financial reports to the Executive Committee and Board, including budget-to-actual performance, cash position, and material financial risks.

11.05 Audits and Reviews

The Board may require an independent financial review or audit whenever deemed appropriate or required by law or funding obligations.

11.06 Contracts

Only individuals specifically authorized by the Board or delegated under Board-approved financial policies may execute contracts or obligate the Club financially.

11.07 Asset Protection

The Executive Committee shall maintain appropriate insurance, protect Club property, and establish procedures for inventory, equipment, and financial asset accountability.

11.08 Fundraising

All fundraising and sponsorship activities shall support the mission of the Club and comply with Board-approved financial and ethical standards.

ARTICLE XII

ETHICS, CONFLICTS OF INTEREST, AND CONFIDENTIALITY

12.01 Ethical Leadership

All leaders shall perform their duties with integrity, honesty, fairness, professionalism, and respect.

12.02 Duty of Loyalty

Directors, Executive Committee members, Managers, committee members, coaches, and volunteers serving in leadership capacities shall act in the best interests of the Club above personal, professional, or outside organizational interests.

12.03 Conflicts of Interest

Actual, potential, and perceived conflicts of interest shall be disclosed promptly. Individuals with a conflict shall abstain from discussion or voting when appropriate in accordance with the Board-approved Conflict of Interest Policy.

12.04 Service with Outside Organizations

Service with governing bodies, schools, nonprofit organizations, or other entities having regulatory, sanctioning, contractual, financial, or collaborative relationships with the Club is not prohibited. However, individuals serving in leadership positions with such organizations shall promptly disclose those relationships. The Board shall determine whether the relationship creates an actual, potential, or perceived conflict of interest requiring disclosure, recusal, mitigation, or disqualification from a particular matter or leadership position.

12.05 Confidentiality

Confidential information obtained through leadership service shall not be disclosed except as authorized or required by law. This obligation continues after an individual's service ends.

12.06 Gifts and Benefits

No leader shall accept gifts, favors, compensation, or benefits that could improperly influence or appear to influence Club decisions.

12.07 Annual Disclosure

The Board may require annual conflict-of-interest and confidentiality acknowledgements from designated leadership positions.

ARTICLE XIII

CODE OF CONDUCT, COMPLAINTS, AND INVESTIGATIONS

13.01 Purpose

The Club is committed to providing a safe, respectful, inclusive, and accountable environment for all participants.

13.02 Code of Conduct

The Board shall adopt and maintain Codes of Conduct applicable to Directors, Executive Committee members, Managers, coaches, volunteers, players, parents, and spectators.

13.03 Reporting Concerns

Any individual may report concerns involving misconduct, policy violations, ethics, governance, player welfare, financial impropriety, harassment, retaliation, or other matters affecting the Club through Board-approved reporting procedures.

13.04 Review Process

Complaints will be handled within a reasonable timeframe appropriate to the circumstances.

13.05 Investigations

The Board may appoint an impartial review panel, committee, or independent investigator when appropriate. Individuals involved shall be afforded a fair opportunity to provide relevant information.

13.06 Confidentiality

Complaint information shall be shared only with those having a legitimate need to know, recognizing that complete confidentiality cannot always be guaranteed.

13.07 Non-Retaliation

Retaliation against any individual who raises a concern in good faith or participates in an investigation is prohibited and may result in disciplinary action.

13.08 Corrective Action

The Board or Executive Committee may impose appropriate corrective actions consistent with delegated authority, including education, coaching, warnings, suspension, removal from leadership, or other appropriate measures.

13.09 Appeals

The Board shall establish appeal procedures for disciplinary decisions within the Leadership Governance Manual where appropriate.

APPENDIX A
GOVERNANCE PRINCIPLES

Purpose

The following Governance Principles establish the philosophy upon which these Bylaws are founded. They are intended to guide interpretation, leadership behavior, and organizational decision-making. While these principles do not create independent legal obligations beyond these Bylaws, they express the governance values that shall guide the Woodlands Youth Rugby Club in fulfilling its mission.

A.1 One Mission

Every Director, Executive Committee member, Manager, coach, volunteer, and committee member serves one organization with one shared mission.

Individual programs, teams, committees, and functional areas shall never operate as independent organizations or pursue objectives that conflict with the mission of the Club.

When priorities compete, decisions shall favor what best advances the long-term success of the Club as a whole.

A.2 Governance vs. Management

The Board governs.
The Executive Committee manages.
Operational Managers execute.
Coaches develop athletes.
Volunteers support the mission.

Maintaining this separation preserves accountability, reduces unnecessary interference, and enables effective leadership at every level of the organization.

A.3 One Board — One Voice

The Board of Directors exercises authority only through duly adopted actions of the Board. Individual Directors possess no independent governing authority unless specifically authorized by Board action. Once the Board has reached a decision, all Directors are expected to support that decision publicly regardless of individual viewpoints expressed during deliberation.

A.4 One Accountable Leader for Every Function

Every significant operational function shall have one clearly identified leader who is accountable for results. Responsibilities may be delegated. Authority may be shared. Input should be collaborative. Accountability, however, shall remain singular.

A.5 Player Welfare First

The physical safety, emotional well-being, personal development, and long-term interests of players shall remain the Club's highest operational priority. Competitive success shall never supersede player welfare.

A.6 Stewardship

Every leader serves as a steward of the Club's people, finances, reputation, traditions, and resources. Leadership positions are positions of service rather than privilege. Decisions should strengthen the Club for future generations rather than provide short-term advantage.

A.7 Transparency

The Club shall conduct its affairs with honesty, openness, and appropriate transparency. While confidential matters must remain protected, leadership should communicate openly regarding organizational direction, financial stewardship, strategic priorities, and significant decisions whenever appropriate.

A.8 Ethical Leadership

Leadership requires integrity, professionalism, humility, respect, and accountability. Every leader shall place the interests of the Club above personal preferences, individual relationships, or external affiliations.

A.9 Respect for Authority

The Club functions most effectively when established reporting relationships and delegated authority are respected. Leaders shall avoid bypassing organizational structure or directing individuals outside their delegated authority.

A.10 Position-Based Governance

These Bylaws establish a governance system based upon roles and responsibilities rather than individual personalities. The governance structure is intended to remain effective regardless of who occupies leadership positions.

A.11 Continuous Improvement

The Board and Executive Committee shall regularly evaluate governance practices, leadership effectiveness, operational performance, and organizational outcomes. The Club is committed to learning, adapting, and improving while remaining faithful to its mission and core values.

A.12 Long-Term Sustainability

The Board shall make decisions with consideration for the long-term health and sustainability of the Club. Leadership succession, financial stability, volunteer development, player growth, governance continuity, and strategic planning shall receive equal consideration alongside current operational needs. Every generation of leaders serves as caretaker of an organization that should be stronger when entrusted to the next.

Closing Statement

These Governance Principles serve as the constitutional philosophy of the Woodlands Youth Rugby Club. When interpreting these Bylaws, resolving questions of governance, or exercising delegated authority, leaders should apply both the letter of the Bylaws and the spirit expressed in these principles.

WOODLANDS YOUTH RUGBY CLUB
BYLAWS VERSION 4.0
BOARD ADOPTION & CERTIFICATION

This Bylaws Version 4.0 was duly adopted by the Board of Directors of the Woodlands Youth Rugby Club on July 24, 2026, and supersedes all prior bylaws and amendments. By signing below, the undersigned certify that these Bylaws were approved in accordance with the governance requirements of the Club.

Signed by:

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Signature

Printed Name: Charlie Hopkins

Date: 7/24/2026 | 1:40 PM PDT

Signed by:

Lance Raper

A1485B57FC904A5...

Signature

Printed Name: Lance Raper

Date: 7/24/2026 | 3:40 PM CDT

Signed by:

Justin N. King

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Signature

Printed Name: Justin King

Date: 7/24/2026 | 1:46 PM PDT

Signed by:

660DBC592117491...

Signature

Printed Name: Jill Gregory

Date: 7/24/2026 | 4:16 PM CDT

Signed by:

Pat O'Mahoney

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Signature

Printed Name: Patrick O'Mahoney

Date: 7/24/2026 | 9:41 PM BST

Docusign Envelope ID: 93F9CE01-82B7-880D-81F8-970AEAA8D0CE

Signed by:

14CBBD5AACF34D6...

Signature

Printed Name: Christopher Hart

Date: 7/24/2026 | 4:11 PM CDT

Official Adoption Date: 7/24/2026