



THE CONSTITUTION OF THE USARL

(UNITED STATES OF AMERICA RUGBY LEAGUE)

MISSION STATEMENT

"The USA Rugby League (USARL) is the Governing Body for professional administration of Rugby League Football in the USA at all levels of competition. Formed on the principles of transparency, accountability and equitable participation by its Members, it embodies the vision of professionally developing the Sport throughout America. The USARL is committed to fostering the Sport at a grassroots level with a focus on expanding the sport both in player numbers and in youth initiatives through education within the community. This commitment embraces the sport at semi-professional and amateur levels in an effort to further progress Rugby League Football in the USA. The USARL is committed to a top-level competition beginning in the summer of 2011."



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PREAMBLE

We, the Rugby League Football Clubs of the United States, committed to the principle of our collective participation in the advancement and the furtherance of the sport of Rugby League Football, and guided by the values of honesty, professionalism and accountability, do ordain and establish this Constitution for the United States Rugby League.

ARTICLE. I. LEGISLATIVE POWERS

MEMBERSHIP & VOTING RIGHTS

SECTION. 1.

The United States of America Rugby League (hereinafter referred to as the "USARL") is a legal entity formed under the Delaware Limited Liability Companies Act to carry out all legitimate business purposes, most especially the promotion of the premier Rugby League competition in the United States. The official name of the USARL legal entity is "USA RUGBY LEAGUE LLC." All legislative Powers herein granted shall be vested in the Board of the USA Rugby League LLC (hereinafter referred to as the "Board"). The Board shall promulgate Bylaws, which shall become binding and effective accepted by a two-thirds majority vote of the Original Membership. Thereafter, the Bylaws may be amended by a two-thirds majority of the Board. The Board shall promulgate Policies and Procedures, authorized by the Bylaws, to direct the administration of significant events including but not limited to: competition, youth development, judicial, discipline and elections.

SECTION. 2. [MEMBERSHIP]

The USARL membership shall be comprised of a group of Rugby League Football Clubs (hereinafter referred to as the "Clubs"). The Bylaws shall delineate the several categories of Membership by the Clubs in the USARL and the corresponding rights and obligations. All rights not explicitly addressed in



this Constitution or in the Bylaws and / or the Policies and Procedures enacted thereunder shall be reserved to the Clubs.

SECTION. 2.1. [ORIGINAL MEMBERSHIP]

The Original Membership of the USARL shall consist of the undersigned Clubs who are:

Boston 13s RLFC
DC Slayers RLFC
Jacksonville Axemen RLFC
Kodiak Rugby RLFC
New Haven Warriors RLFC
New Jersey RLFC
Pittsburgh Sledgehammers RLFC
Philadelphia Fight RLFC

The USARL, through USA RUGBY LEAGUE LLC shall issue one (1) Voting Unit of the LLC to each Club that comprises the Original Membership. Additionally, the USARL shall have a Board that originally consists of eight (8) members, with each member selected by a vote of the respective Club holder of a Voting Unit, such that each Club will have one (1) Board Seat on the Board.

SECTION. 2.2. [ADDITIONAL MEMBERSHIP]

The Bylaws shall detail the categories, requirements, rights and obligations of the Clubs that comprise the Additional Membership of the USARL.

SECTION. 2.3. [RESTRICTIONS ON MEMBERSHIP]

Membership in the USARL and any membership units in the USA RUGBY LEAGUE LLC given to the Member Clubs shall be non-transferrable and shall not be subject to any assignment, anticipation, hypothecation or any other such encumbrance. Any attempt to transfer a membership unit in violation of this section shall result in the immediate forfeiture of said membership unit in favor of the USARL.



SECTION. 3. [PROMOTION & RELEGATION OF MEMBERSHIP]

Any determination of promotion, advancement, or relegation of Membership Status shall initially be a function of the Board, as determined by means of a two-thirds (2/3) majority vote. Any Club may appeal any Board decision of promotion, advancement or relegation to the appropriate court of original jurisdiction or under judicial procedures to be established in the Bylaws. A Club shall retain any prior membership status during the pendency of any official appeal.

ARTICLE. II. TERRITORIES | CONFERENCES & REGIONS

SECTION. 1. [CONFERENCES]

The administration of the USARL shall, within two (2) years from the date of this Constitution, call for the division of the United States into several Independent Regions. These Independent Regions shall be called "Conferences." The Conferences and their delineation shall be determined by a two-thirds vote of the Board. The management and administration of the Conferences is the direct responsibility of the Chairman, who may appoint individuals or entities to aid in this endeavor. All individuals and / or entities appointed by the Chairman to aid in management and administration of the Conferences serve at the pleasure of the Chairman and pursuant to the requirements in the Bylaws. Though independent, the Conferences are subordinate to the USARL and its Chairman and Board. The USARL Constitution, Bylaws and any other explicit procedures, rules or policy pronouncements shall be supreme. Any policy, provision, Bylaw, dictate or similar rule or action, whether or not of legal significance, promulgated by a Conference that is in conflict with any policy, provision, Bylaw, dictate or similar rule or action shall be void. The Conferences retain the explicit right to promulgate any policies, provisions, Bylaws, dictates or similar rules or actions where the USARL Constitution, Bylaws and any other explicit procedures, rules or policy pronouncements



SECTION. 2. [REGIONS]

The administration of the Conferences shall, at such time as is determined necessary by a two-thirds (2/3) majority vote of the Board in the case of each Conference, call for the division of said Conference into Regions. The administration of a Region shall be the responsibility of the applicable Conference and shall be in accordance with the USARL Constitution, Bylaws and any other explicit procedures, rules or policy pronouncements by the USARL and its Chairman and Board.

ARTICLE. III. EXECUTIVE DIRECTORS

POWERS | DUTIES, ROLES & RESPONSIBILITIES

The Clubs shall, at such time as is determined necessary by a two-thirds (2/3) majority vote of the Board in the case of each Conference, call for the enforcement of the provision that all individuals holding an elected position in the USARL shall not hold any other elected position in the USARL or any of its member Clubs, unless specifically permitted by a two-thirds (2/3) majority of the Board.

SECTION. 1. [CHAIRMAN & COMMISSIONER]

The executive Power shall be vested in the Chairman of the USARL, who also holds the title of Chairman and Commissioner of the United States of America Rugby League. The Chairman shall hold his Office for a Term of four years, beginning the year following a Rugby League World Cup, and shall be elected pursuant to the Bylaws and to Election Policies and Procedures promulgated by the Board and ratified by a two-thirds (2/3) majority of the member Clubs.

Before the Chairman enters on the execution of his Office, the Chairman shall take the following Oath or Affirmation: "I do solemnly swear (or affirm) that I will faithfully execute the Office of Chairman and Commissioner of the United States of America Rugby League, and I will do so to the best of my Ability, and I will preserve, protect and defend the Constitution of the USARL and the rights of the member Clubs therein contained."



SECTION. 2.1. [DUTIES OF CHAIRMAN]

The Chairman shall also hold the post of Commissioner of the United States of America Rugby League. The Chairman shall present to the Board, within a reasonable time of taking office, and annually thereafter, their vision and strategy during their Term in Office, maintaining conscientious focus upon the professional development of Rugby League Football throughout the United States of America; therein continually promoting the betterment of athletes, teams, the USARL and the communities within which it operates. Said presentation, shall address the State of the USARL and, at all times, shall be open and transparent and may be attended by any individual who has an affiliation with a member Club of the USARL. Upon the majority vote by the Board as to the ratification of the Chairman's vision and strategy, the Chairman shall have a Mandate from the Board and the Power to accomplish said Mandate. The Chairman shall be provided with all material support that the Board shall determine, by a majority vote, shall be necessary or proper to accomplish said Mandate.

The ascribed duties shall include but shall not be limited to development efforts on a national level, and reflect progress on a local level, inclusive, but not limited to, youth, amateur and semi-professional competitions; technical development of accredited coaches and match-officials; management of an efficacious judicial body; and the facilitation of national and international elite match fixtures in lieu of developing a competitive national team constituted with the empyrean ideals of athleticism and sportsmanship, and to successfully contend at events such as the Rugby League World Cup.

The Chairman shall have the Power, by and with the advice and consent of the Board, to make treaties and partnerships, upon ratification by vote of two-thirds (2/3) of the Board; and the Chairman shall nominate, by and with the advice and consent of the Board and upon ratification by vote of two-thirds (2/3) of the Board, and shall appoint Officers and other positions whose appointments are proscribed for in the Bylaws.

During the Term in Office, the Chairman shall be endowed with the right to cast a vote at Board meetings, only in the case of a deadlock. The Chairman shall be granted the sole Power to exercise the right of Veto over any item called to vote that directly affects, impacts or detracts from his Mandate. Notwithstanding, in



such an instance, the Board may call to overturn this Veto only through a three-fourths (3/4) majority vote.

ARTICLE. IV. ADMITTANCE INTO USARL

New member Clubs may be admitted into the USARL by a two-thirds (2/3) vote of the Board and in accordance with the standards promulgated in the Bylaws and / or the Policies and Procedures as adopted by the Board; however, under no circumstances shall any new Club be formed, aided or in any way recognized or supported within a twenty-five (25) mile radius of any existing Club or Club's *situs* or locale without the explicit consent of the existing Club or Clubs, unless the Board, by a three-fourths (3/4) majority, shall so deem such formation, support, recognition or aid as in the best interests of the USARL.

ARTICLE. V. JUDICIAL POWERS & AMENDMENTS

SECTION. 1. AMENDMENTS

Two-thirds (2/3) of the member Clubs or the Board shall have the power to propose Amendments to this Constitution, or shall have the power to call a convention for the purpose of proposing Amendments, which in either case, shall be valid to all intents and purposes, as part of this Constitution, when ratified by the Board of Directors by three-fourths (3/4) thereof.

SECTION. 2. SUPREME COURT AND LOWER COURTS

The inherent powers of the Judiciary shall be vested in a Supreme Court, which shall initially have original jurisdiction of all matter relating to the USARL. The Supreme Court shall be comprised of an odd number of Justices selected by a two-thirds (2/3) majority of the Board. The Justices shall be nominated by the Chairman and confirmed by a majority vote of the Board. The Justices shall serve for a five (5) year term. A Justice may be removed only by a three-fourths (3/4) majority vote of the Board. The Board shall have the power, through the Bylaws, to create lower courts of original jurisdiction; however the said lower courts shall in all cases be subject to the judicial review of the Supreme Court.



ARTICLE. VI. MISCELLANEOUS PROVISIONS

All debts, public or private, which pre-date the adoption of this Constitution, shall be valid as against the USARL, pursuant to applicable law.

This Constitution and the Bylaws of the USARL which shall be made in pursuance thereof, and all treaties made, or which shall be made, under the authority of the USARL, shall, upon Ratification, be the supreme Law of the League and every member Club, Conference and Region shall be bound thereby.

All member Clubs and holders of office in the USARL shall be bound by Oath or Affirmation, to support this Constitution. No individual in any way affiliated with the USARL shall be required to submit to a racial or religious test as a qualification to any Office of public trust under the USARL. Discrimination based on race, religion or national origin shall be strictly prohibited under this Constitution.

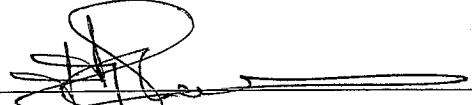
ARTICLE. VII. RATIFICATION

The Ratification of the Conventions of the eight (8) founding member Clubs shall be sufficient for the Establishment of this Constitution between the member Clubs so ratifying the same.

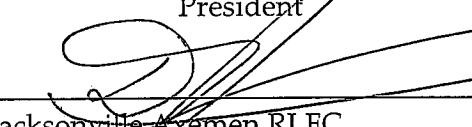


SIGNATURE PAGE

Done in Convention by the unanimous consent of the member Clubs present on this 29th day of January 2011, and of the independence of the United States of America Rugby League these official and member Club Representatives in witness whereof we have hereunto subscribed our names:


Boston 15s RLFC, Inc.

By: MIKHAEL N. SHAMMAS
President


Jacksonville Axemen RLFC

By: DARYL J. HOWLAND


Jacksonville Axemen RLFC

By: DREW SLOVER


Kodiak Rugby, RLFC

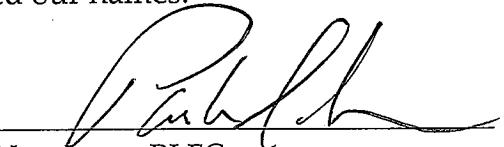
By: RICHARD A. LUTHMANN
VP and General Counsel


Kodiak Rugby, RLFC

By: LAWRENCE ALMAGNO, JR.
VP and COO


New Haven Warriors RLFC

By: ADAM R. T. HAMON
Chairman


New Jersey RLFC

By: PAUL W. SILVERMAN
President


Philadelphia Fight RLFC

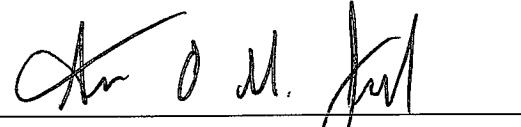
By: RYAN P. MCGOUGH
CEO


Pittsburgh Sledgehammers RLFC

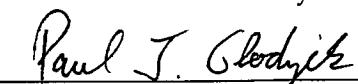
By: KEN F. DELUCIA
President


Pittsburgh Sledgehammers RLFC

By: GLENN CSONKA


Washington DC Slayers

By: ASA O. MCJEARLD
Secretary


Washington DC Slayers

By: PAUL J. GLODZIK
President