

THE LONE STAR VOLLEBALL REGION BY - LAWS

ARTICLE I. Name

The name of the corporation shall be the Lone Star Region Volleyball Association.

ARTICLE II. Offices

The principal office of the corporation in the State of Texas shall be located in the City of Schertz, or such other city in which the Commissioner may reside. The corporation may have such other offices, within the State of Texas, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE III. Purpose

The purpose for which this corporation is organized is to foster national and international amateur volleyball competition.

In furtherance of this main purpose, the following sub-purposes are set forth:

1. To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds and parks;
2. To provide practice volleyball sessions, classroom lectures, seminars and panel discussions through which selected trainees may be schooled in competitive coaching, playing, officiating and scouting techniques;
3. To foster and conduct area, state, regional and national amateur volleyball competitions;
4. To act as the official representative of USA Volleyball within an area designated as the Lone Star Region;
5. To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States in Olympic, Pan American and World Game competitions, and;
6. To foster and conduct amateur volleyball programs in the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

In order to carry out the purposes of this corporation, the corporation shall have the power to receive and hold money or other property, tangible or intangible, real or personal, for any of the purposes of the corporation, from whatever source derived. The corporation shall also have the power to borrow money and to mortgage or pledge real or personal property as security therefore, to use, borrow, or expend the funds and property of the corporation and do all things necessary to carry out the powers granted.

ARTICLE IV. Membership of the Board of Directors

Membership on the Board of Directors shall be open to all persons, who are interested in furthering the purposes of this corporation as expressed in Article III of these By-Laws. Members of the Board of Directors shall be elected by a majority vote of the then existing Board of Directors at the Annual Meeting of the Corporation or any special meeting called for the purpose of electing members to the Board of Directors. Any Director may be removed from the Board by a two-thirds vote of the Directors present and voting at any special or annual meeting at which a quorum is present. The corporation shall not have any voting members other than those persons duly elected or serving on the Board of Directors. All members duly elected or serving on the Board of Directors shall have one vote per member to vote on all matters submitted to the Board.

ARTICLE V. Board of Directors

General Statement. The Board of Directors, in furtherance of the specific and primary purpose of this nonprofit corporation as expressed in its Articles of Incorporation, may perform such acts as are necessary to exercise the powers of this nonprofit corporation stated in its Articles of Incorporation, and generally may do or perform, or cause to be done or performed, any act which the corporation lawfully may do or perform in the furtherance of its purposes stated in its Articles of Incorporation.

Policy Governing the Exercise of Powers by the Board of Directors. It shall be the policy of this corporation to budget and disburse each year sufficient funds to carry out its purposes as stated in its Articles of Incorporation. It also shall be the policy of this corporation that this corporation shall not engage in any of the following transactions:

1. Lending any part of its income or principal without adequate security or at unreasonable rates of interest to contributors, to members of the families of contributors, or to corporations controlled by contributors or members of contributors' families.
2. Making any part of this corporation's services available, on a preferential basis, to contributors, or to members of contributors' families, or to corporations controlled by contributors or members of contributors' families.
3. Making any substantial purchase of securities or other property from contributors, members of contributors' families, or corporations controlled by contributors or members of contributors' families for more than adequate consideration.
4. Selling any substantial part of the property of this corporation to contributors, members of contributors' families, or corporations controlled by contributors or members of contributors' families for less than adequate consideration.
5. Engaging in any transaction which results in a substantial diversion of the income of corpus of this corporation to contributors, members of contributors' families, or corporations controlled by contributors or members of contributors' families.
6. The corporation shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(b)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
7. This corporation is not organized nor shall it be operated for pecuniary gain or profit. No part of the net earnings of this nonprofit corporation shall inure to the benefit of any member or individual. No substantial part of the activities of the nonprofit corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 1. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of not less than seven or more than twenty-one members.

Section 2. The Directors, other than the first Board of Directors, shall be elected by majority vote at the Annual Meeting or a special meeting of this corporation held as hereinafter provided. The first Board of Directors shall be Will Vick, Melvin Ellis, and Vicki Barnes, who shall select at least four additional Directors as soon as possible.

Section 3. Directors shall be elected for two year teams or until such time as their successors are duly elected and qualified.

Section 4. The chairman of all standing or special committees shall be appointed by the Commissioner of the Corporation from members of the Board of Directors.

Section 5. Regular or special meetings of the Board of Directors may be held upon giving at least three days written notice at such times and at such places as shall from time to time be determined by the Board or as may be determined by the Commissioner.

Section 6. Directors (functioning as a private contractor) may be compensated for their services, only with advance Board approval. Directors may be reimbursed for any reasonable expenses incurred in the performance of their duties to this Corporation. No person who now is, or later becomes, a Director for this nonprofit corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this nonprofit corporation shall look only to the assets of this nonprofit corporation for payment.

Section 7. In the event of the dissolution of this nonprofit corporation, after its just debts and obligations have been paid or adequately provided for, its remaining assets will be distributed to USAV for the express purpose of regenerating interest in the national and international amateur volleyball competition, provided the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (a)(3).

Section 8. The Board of Directors is authorized to adopt an operating code by which the Lone Star Volleyball Association shall be governed with regard to more specific decisions and activities.

Section 9. The USA Volleyball Operating Code for Regional Operations Division shall be construed to be an integral part of the By-Laws.

ARTICLE VI. Officers

Section 1. This Corporation shall have as its elected officers a Commissioner, a Vice-Commissioner, a Secretary, and a Treasurer. In addition, the Corporation may have such other officers as are appointed by the Commissioner and approved by the Board of Directors. Officers shall be elected, at the annual meeting of the Board of Directors, for a two year term of office. The Commissioner and Treasurer are to be elected during odd-numbered years, with the Vice-Commissioner and Secretary elected during the even-numbered years.

Section 2. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 3. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Commissioner for the unexpired portion of the term. All such appointments must be approved by the Board of Directors at the first meeting following the appointment(s).

Section 4. The Commissioner shall be a director of the corporation. He shall be the principal executive officer of the corporation; and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation. He shall, when present, preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 5. The Vice-Commissioner shall be a director of the corporation. In the absence of the Commissioner or in the event of his death, inability or refusal to act, the Vice-Commissioner shall perform the duties of the Commissioner, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Commissioner. The Vice Commissioner shall perform such other duties as from time to time may be assigned to him by the Commissioner or the Board of Directors.

Section 6. The Secretary shall:

- a) Keep the minutes of the Directors' meetings in one or more books provided for that purpose;
- b) See that all notices are given as provided for in these By-Laws or as required by law'
- c) Be custodian of the corporate records; and,
- d) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Commissioner or the Board of Directors.

Section 7. The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and,
- b) In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Commissioner of the Board of Directors.

ARTICLE VII. Assets

Section 1. All bank checks drawn against the corporation's checking accounts shall be signed by the Commissioner or Treasurer or by such other person or persons as the Board of Directors may from time to time determine.

Section 2. Deeds, mortgages, leases and contracts may be signed by both the Commissioner and Treasurer or by such other person or persons as the Board of Directors may authorize when necessary.

Section 3. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution adopted by a majority of the Board of Directors.

Section 4. All funds of the corporation not otherwise employed shall be deposited as received in the corporation's checking account or in a savings account with such bank or banks or other depositories as the Board of Directors may select.

ARTICLE VIII. Executive Committee

Section 1. There shall be an Executive Committee of the Board of Directors of this corporation which shall consist of the elected officers, plus the two elected Player Representatives.

Section 2. The Executive Committee shall have and exercise such control of the affairs and business of the corporation as may be directed to it from time to time by the Board of Directors except such matter which by these By-Laws or by the Laws of the State of Texas must be reserved by the Board of Directors or to the membership of the corporation or both.

ARTICLE IX. Fiscal Year

The fiscal year of this corporation shall begin on January 1, and shall end December 31.

ARTICLE X. Meeting

Annual meetings of this corporation shall be held each year during the month of April or before the Adult Regional tournament, commencing with the year 1998. The April meeting will be for

the Board of Directors, held on Friday night immediately preceding the adult regional championships, and for the purpose of electing new members. Additionally, annual reports shall be received and such other business shall be transacted as may properly be brought before the meeting.

ARTICLE XI. Seal

A corporate seal is not required for this corporation.

ARTICLE XII. Waiver of Notice

Whenever any notice is required to be given to any member Director of this corporation under the provisions of these By Laws or under the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by telegram sent by them, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. Quorum

One third of the members of the Board of Directors shall constitute a quorum for the transaction of business, however, that at least three (3) Directors are present. No Director may vote by proxy.

ARTICLE XIV. Committees

Section 1. There shall be two standing committees of this corporation as follows: Finance Committee and Membership Committee.

Section 2. The Commissioner, with the approval of the Board of Directors, shall the authority to appoint such other committees as deemed appropriate.

ARTICLE XV. Amendments

These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting; provided however, notice of the proposed amendment has been submitted to the Commissioner and Secretary in writing at least ten (10) days prior to the said meeting.

ARTICLE XVI. Rules of Procedure

In all cases not otherwise provided for by these By-Laws, corporation shall be governed by Roberts' Rules of Procedure.

ARTICLE XVII. Discrimination Prohibited

The Lone Star Volleyball Association shall not, nor shall anyone acting on behalf of the Association, discriminate against any person or group of persons on the basis of age, race, creed or nationality.