



DELTA REGION VOLLEYBALL ASSOCIATION BYLAWS

Adopted: February 1985
Amended: December 1986
Amended: May 1989, Board of Directors
Amended: August 4, 2001, Board of Directors
Amended: September, 2001, Board of Directors
Amended: December 12, 2002, Board of Directors
Amended: August 9, 2003, Board of Directors
Amended: August 27, 2005 Board of Directors

ARTICLE I - NAME

Name - The Delta Region Volleyball Association shall consist of Arkansas, Mississippi North of US Highway 84, and the part of Tennessee west of the Tennessee River.

ARTICLE II- OFFICES

The principal office of the corporation in the State of Tennessee shall be located in the city of Memphis, County of Shelby. The corporation may have such other offices, either within or without the State of Tennessee, 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 amateur volleyball competition. In furtherance of this main purpose, the following sub-purposes are set forth:

- (a) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, and parks.
- (b) 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.
- (c) To foster and conduct area, state, regional, amateur volleyball competition.
- (d) To act as the official representative of the United States Volleyball Association within an area designated as Delta Region.
- (e) 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 Games competitions;

In order to carry out the purposes of this corporation, 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 members in good standing of the Delta Region who are interested in furthering the purposes of this corporation as expressed in Article III of

these Bylaws. Members of the Executive Branch of the Board of Directors shall be elected by a majority vote of the Board of Directors and the Team Representatives at the Annual Election. 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 Board of Directors will be made up of two governing branches, the Executive Branch and Advisory Branch. The Commissioner with approval of the Executive Board shall appoint the Advisory Branch Members. The term 'Board' will refer to a combination of both branches. Both branches will attend meetings. Only members of the Executive Branch shall have vote.

SECTION I – Nominations

The Nomination Committee for the nomination of candidates to be elected to the Executive Board for a three year term of office shall be appointed by the existing region commissioner. A list of those persons nominated for offices should be mailed to all team representatives and Board members no less than fourteen (14) days prior to the election.

SECTION II- Elections

Elections shall be held as terms expire during the month of July. Each team representative and board member has only one vote. The Nominating Committee shall supervise and conduct the election of directors. On the first ballot, those individuals receiving a majority of votes shall be deemed elected. New Leadership shall take office August 1 of the election year.

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 as stated in its Articles of Incorporation Board of Directors.

The governing leadership is comprised of male and female volunteers of no less than the age of 18 for three-year terms of the following positions:

Executive Branch: (Elected Members)

- | | |
|--------------------------|-------------|
| 1. Regional Commissioner | 5. At Large |
| 2. Vice Commissioner | 6. At Large |
| 3. At Large | 7. At Large |
| 4. At Large | |

Advisory Branch: (Appointed Members)

- | | |
|---------------------|--------------------------|
| Treasurer/Registrar | High Performance Chair |
| Referee Chair | Junior Competition Chair |
| Scorekeeper Chair | Adult Development Chair |
| At Large | |

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 to 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 or 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 the carrying on of propaganda or otherwise attempting to influence any legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution 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 (7) or more than twenty-one (21) members. The Executive Board is comprised of no more than ten (10) members elected by the existing team representatives and all those on the Board of Directors. The Advisory Branch consists of no more than eleven (11) positions appointed by the regional commissioner with board approval. All Executive Branch members will take office on August 1 of the election year. Advisory Branch members will take office when appointed.

SECTION 2 - The directors shall be elected by majority vote during the annual election.

SECTION 3 - Directors shall be elected for three (3) year terms or until such time as their successors are duly elected and qualified.

SECTION 4 - The chairperson of all standing or special committees shall be appointed by the Commissioner from the members of the Board of Directors.

SECTION 5 - Regular or special meetings of the Board of Directors may be held upon giving at least fourteen (14) days' written notice.

SECTION 6 - Each Director shall be entitled to one vote. No cumulative voting shall be permitted. Voting may be written or oral ballot or oral ballot or written proxy ballot as presented by a member of the Board of Directors.

SECTION 7 - No person who now is, or who later becomes, a Director of 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 8 - 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 shall inure to the benefit of the National Corporation for use in the same geographical area of the Regional Volleyball Association for the development of volleyball activity.

SECTION 9 - The Board of Directors is authorized to adopt an operating code by which the Delta Volleyball Association shall be governed with regard to more specific decisions and activities.

ARTICLE VI- OFFICERS

SECTION 1 - The officers of this corporation shall be elected by the Board of Directors and team representatives or their duly authorized proxies. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 2 - A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the remainder of the term.

SECTION 3 - The Commissioner shall be a director for the corporation. He/she 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 of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the Board of Directors. He/she 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 instrument 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 Bylaws 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 incident to the office of Commissioner and such other duties as may be prescribed by the Board of Directors from time to time. The Commissioner and one At-Large position must be elected during the even years by the present board and team representatives within the region.

SECTION 4 - 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 by the Commissioner or the Board of Directors. The Vice Commissioner shall be elected in the odd years by the Board of Directors.

SECTION 5 - The Treasurer/Registrar

(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 Bylaws or as required by law;

(c)Be custodian of the corporate records.

(d)In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Commissioner or Board of Directors.

(e) Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies 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 Bylaws;

(f)In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Commissioner or by the Board of Directors;

(g)The Treasurer shall be appointed by the Commissioner and approved by the Board and will serve concurrently with the Commissioner of the Board.

ARTICLE VII - ASSETS

SECTION 1 - Such other person or persons may sign bank checks drawn against the corporation's checking accounts 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 the 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 evidences 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 BRANCH

SECTION 1 - There shall be an Executive Branch of the Board of Directors of this corporation which shall consist of the elected officers of the corporation.

SECTION 2 - The Executive Branch shall have and exercise such control of the affairs and business of the corporation except such matters which, by these Bylaws or by the laws of the State of Tennessee must be reserved to 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 August 1 and end on July 31.

ARTICLE X - MEETINGS

One annual meeting of this Corporation shall be held each year in August or September to conduct business concerning the upcoming season at which time annual reports shall be received. Other business shall be transacted as may properly be brought before the meeting. Meetings may be held by telephone conference call or other electronic means.

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 or director of this corporation under the provisions of these Bylaws or under the provisions of 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

Four Executive Directors shall constitute a quorum for the transaction of business. Directors may vote by written proxy.

ARTICLE XIV - COMMITTEES

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

ARTICLE XV - AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a two-thirds majority present and voting 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 said meeting.

ARTICLE XVI- RULES OF PROCEDURE

In all cases not otherwise provided for by these Bylaws, Roberts' Rules of Procedure shall govern this corporation.

ARTICLE XVII- DISCRIMINATION PROHIBITED.

The Delta 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, sex, race, creed, or nationality.

ARTICLE XVIII- SEXUAL HARRASSMENT

The Delta Volleyball Association shall not, nor shall anyone acting on behalf of the Association tolerate any type of sexual harassment directed towards players, officials, coaches or spectators.