

ROCKY MOUNTAIN REGION-USA VOLLEYBALL BYLAWS

ARTICLE I. NAME

The name of the Corporation shall be the ROCKY MOUNTAIN REGIONAL VOLLEYBALL ASSOCIATION, d.b.a. ROCKY MOUNTAIN REGION USAV (RMR-USAV).

ARTICLE II. OFFICES

The principal office of the Corporation within the State of Colorado shall be 1805 South Bellaire Suite #505, Denver, CO 80222-4325. The Corporation may have such other offices, either within or outside the State of Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III. PURPOSE

Section 1. 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:

- 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, regional, state and national amateur volleyball competitions;
- D. To act as the official representative of the United States Volleyball Association within an area designated as the Rocky Mountain 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 competition;
- F. To foster and conduct amateur volleyball programs between 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.

ARTICLE IV. MEMBERSHIP

Section 1. The Board of Directors shall establish membership categories, registration procedures, membership privileges and membership fees.

Section 2. Members must register annually with the Corporation and pay all required fees to be a member in good standing.

Section 3. Membership does not confer voting rights in the Corporation.

ARTICLE V. THE BOARD OF DIRECTORS

Section 1. The Corporation shall have a Board of Directors (Board), consisting of the Regional Commissioner (Commissioner) and other directors as designated in Article X of these Bylaws. The Board shall manage the business, property and affairs of the Corporation.

Section 2. It is the purpose and responsibility of those serving on the Board (Directors) to administer, regulate, and advise the Corporation in all matters designated by the title of their position.

Section 3. Directors, other than the first Board of Directors, shall be elected by majority vote of the Directors then in office at the Annual Meeting or a Regular or a Special Meeting of the Board held as provided in these Bylaws. The first Board of Directors shall consist of the three (3) incorporators: Rebecca Howard, Frances J. Zelinkoff, and Edwin T. Allbright, who shall select at least eighteen (18) additional directors as soon as possible.

Section 4. Directors shall serve on the Board without compensation.

Section 5. The Commissioner shall preside over all Board meetings. In the absence of the Commissioner, the Vice President, Treasurer, or Secretary (in that order) shall preside.

ARTICLE VI. MEETINGS

Section 1. The Annual Meeting of the Corporation shall be held each year during the month of March or April commencing with the year 1980. At the Annual Meeting, Directors shall be elected according to the requirements of Articles XII and XIII of these Bylaws, and such other business shall be transacted as may properly be brought before the meeting.

Section 2. The Board or the Commissioner may schedule Regular or Special meetings of the Board at such times and at such places as they determine are necessary or desirable.

Section 3. Notice of Annual and Regular meetings may be by publication in the Regional Handbook or the Regional Newsletter.

Section 4. Notice of Special Meetings shall be in writing to all Directors then in office. Notice shall be sent not less than five (5) business days prior to the meeting by first class mail or any other means approved by the Board. Notice of Special Meetings shall state the purpose of the meeting as well as the time and place of the meeting.

ARTICLE VII. WAIVER OF NOTICE

Section 1. The transaction of business at any Board meeting, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

ARTICLE VIII. QUORUM

One third of the Directors then in office shall constitute a quorum for the transaction business at a Board meeting.

ARTICLE IX. POWERS AND POLICIES OF THE BOARD OF DIRECTORS

Section 1. The Board, in furtherance of the specific and primary purpose of the Corporation as expressed in its Articles of Incorporation, may perform such acts as are necessary or convenient to exercise the powers of the 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 specific and primary purposes stated in its Articles of Incorporation.

- A. In order to carry out its purposes, 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.
- B. The Corporation shall also have the power to borrow money and to mortgage or pledge real or personal property as security therefor, to use, borrow, or expend the funds and property of the Corporation and do all things necessary or convenient to carry out the powers expressly granted.

Section 2. It shall be the policy of the Corporation to budget and disburse each year substantially all of its ordinary net income in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation. It also shall be the policy of the Corporation that the Corporation shall not engage in any of the following transactions:

- A. Lending any part of its income or principal to donors or Directors or officers of the Corporation, to members of the families of donors or Directors or officers of the Corporation, or to corporations controlled by donors or Directors or officers of the Corporation or members of donors' or Directors' or officers' of the Corporation families;

- B. Making any part of the Corporation's service available, on a preferential basis, to donors or Directors or officers of the Corporation, or to members of donors' or Directors' or officers' of the Corporation families, or to corporations controlled by donors or Directors or officers of the Corporation or members of donors' or Directors' or officers' of the Corporation families;
- C. Making any substantial purchase of securities or other property from donors or Directors or officers of the Corporation, members of donors' or Directors' or officers' of the Corporation families, or corporations controlled by donors or Directors or officers of the Corporation or members of donors' or Directors' or officers' of the Corporation families, for more than adequate consideration;
- D. Selling any substantial part of the property of the Corporation to donors or Directors or officers of the Corporation, members of donors' or Directors' or officers' of the Corporation families, or corporations controlled by donors or Directors or officers of the Corporation or members of donors' or Directors' or officers' of the Corporation families for less than adequate consideration;
- E. Engaging in any transaction, which results in a substantial diversion of the income or corpus of this Corporation to donors or Directors or officers of the Corporation, members of donors' or Directors' or officers' of the Corporation families, or corporations controlled by donors or Directors or officers of the Corporation or members of donors' or Directors' or officers' of the Corporation families.

ARTICLE X. COMPOSITION OF THE BOARD OF DIRECTORS

Section 1. The Board shall have, at a minimum, three Directors, including the Regional Commissioner and two other Directors. The Board may have, in addition, the following Directors: a Vice President, a Treasurer, a Secretary, a Referee Chair, a Scorekeeper Chair, a Junior Coordinator, a Recreation Development Representative, an Academic Representative, a Seniors/Masters Representative, a Women's Player Representative, a Men's Player Representative, a Junior Boys Representative, a Junior Girls Representative, a Junior Referee Chair, a Junior Scorekeeper Chair, and At Large Member(s).

ARTICLE XI. QUALIFICATIONS FOR DIRECTORS

Section 1. GENERAL QUALIFICATIONS. Each Director shall be a person eighteen years of age or older, a current member in good standing of the RMR- USAV, and must meet any Special Qualifications for the specific Board position stipulated in Section 2 of this Article.

Section 2. SPECIAL QUALIFICATIONS.

Commissioner - Must have been on the Board for at least two of the four years preceding election; must be approved by the National Organization of the USAV.

Vice President - Must have been on the Board for at least two of the four years preceding election.

Treasurer - Must have been on the Board for at least one of the three years preceding election.

Secretary - Must have been on the Board for at least one of the three years preceding election.

Referees Chair - Must be a National Referee, or if not a National Referee must have been an RMR-USAV Regional Referee for at least the past two years; must be approved by the National Organization of the USAV.

Scorekeepers Chair - Must be a National Scorekeeper, or if not a National Scorekeeper must be an RMR-USAV Regional Scorekeeper; must be approved by the National Organization of the USAV.

Adult Tournament Coordinator - Must have been on the Board for at least one of the three years preceding election.

Junior Coordinator - Must have been on the Board for at least one of the three years preceding election.

Section 3. Special Requirements for specific Board positions may be waived by majority vote of the Directors then in office.

ARTICLE XII. ELECTION OF DIRECTORS

Section 1. Election as a Director shall be open to all persons without regard to race, color, creed, gender or national origin who are interested in furthering the purposes of this Corporation as expressed in Article III of these Bylaws and who meet the qualifications specified in Article XI of these Bylaws, except paid staff members of the United States Volleyball Association or the RMR-USAV.

Section 2. Directors shall be elected by majority vote of the Directors then in office at the Corporation's Annual Meeting.

Section 3. Each Director then in office may cast one vote for each position to be elected.

Section 4. Election shall be by written ballot.

Section 5. Absentee Directors may vote by Absentee Ballot, or by appointing a proxy in a Written (signed) Proxy appointment. The proxy shall be an RMR-USAV member in good standing, eighteen years of age or older, who does not hold a current position on the Board. The written proxy appointments must be specific in stating for which person the proxy is voting, and for which position.

Section 6. Directors elected at the Annual Meeting shall take office May 1 following the election. Directors elected at a Regular or Special meeting of the Board shall take office at the next meeting of the Board.

Section 7. Directors shall be elected for a two-year term, or until such time as a successor is duly elected and qualified.

ARTICLE XIII. STAGGERED ELECTION OF DIRECTORS

Section 1. Election of Directors shall be staggered according to the following schedule:

ELECTED IN ODD YEARS

President/Commissioner
Vice President
Scorekeeper Chair
Junior Coordinator
Academic Representative
Seniors/Masters Representative
Women's Player Representative
Junior Boys' Representative
Junior Referee Chair

ELECTED IN EVEN YEARS

Treasurer
Secretary
Referee Chair
Recreation Development
Junior Girls Representative
Men's Player Representative
Junior Scorekeeper Chair
Members At Large

ARTICLE XIV. REMOVAL OF A DIRECTOR

Section 1. By Petition from the Regular Membership.

- A. An RMR-USAV member in good standing who is eighteen years of age or older, upon ten (10) days written notice to the Commissioner and accompanied by a petition signed by four hundred (400) RMR-USAV members in good standing who are eighteen years of age or older, may appear on the agenda of the next Regular meeting of the Board and, in a presentation not to exceed ten (10) minutes, state a case for removal of a Director.
- B. The written notice must state the Director sought to be removed and the cause for removal.
- C. The Commissioner shall notify the subject Director in writing prior to the meeting that his/her Board position is being challenged at the upcoming meeting. The *subject* Director shall have a time not to exceed ten (10) minutes for rebuttal.

- D. The matter shall be tabled until the next Regular meeting of the Board, at which time discussion and a vote shall be taken.
- E. Removal of a Director shall require an affirmative vote of at least two-thirds of the Directors then in office, either present or by written and signed Proxy authorization.

Section 2. By Action of the Board. A Director may be removed with or without cause by a two-thirds vote the Directors then in office.

ARTICLE XV. DIRECTOR VACANCIES

Section 1. A vacancy in any Board position because of death, resignation, removal, and disqualification or otherwise may be filled for the remaining portion of the term by a majority vote of the Directors then in office. The election may be at any Regular or Special meeting of the Board.

Section 2. Directors elected at a Regular or Special meeting of the Board shall take office at the next Board meeting.

ARTICLE XVI. OFFICERS

Section 1. The Corporation shall have a President, a Treasurer and a Secretary and such other officers, as the Board from time to time deems appropriate. One person may hold more than one office simultaneously.

Section 2. Officers shall be elected by majority vote of the Directors then in office. After election, each officer shall hold office for a two-year term until a successor shall have been duly elected and qualified or until death, or resignation or removal in the manner provided in Section 3 of this Article.

Section 3. Any officer or agent elected or appointed by the Board may be removed with or without cause by two-thirds vote of the Directors then in office.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the remaining portion of the term by majority vote of a quorum the Directors then in office.

Section 5. The Commissioner shall be the President of the Board and the chief executive officer of the Corporation. He/she shall in general supervise the business and affairs of the Corporation, subject to the control of the Board. When present, the Commissioner shall preside at all meetings of the Board. He/she may sign, with the Treasurer, Secretary, or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or any other instruments which the Board has authorized to be executed, except in cases where this signing and execution shall be expressly delegated by the Board 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. The Commissioner shall perform all duties incident to the office of President, and the Board may prescribe such other duties from time to time.

Section 6. The Vice President shall be a Director of the Corporation. In the absence of the Commissioner, or in the event of the death, inability or refusal to act by the Commissioner, the Vice President shall perform the duties of the President, and when so acting shall have all the power of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him/her by the President or the Board.

Section 7. The Treasurer shall have charge and custody of and be responsible for: All funds and securities of the Corporation; receiving and giving receipts for monies due and payable to the Corporation from any source whatsoever; depositing 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; performing in general all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the Commissioner or by the Board.

Section 8. The Secretary shall be responsible for: The safekeeping of minutes of the Directors' meetings in the book(s) provided for that purpose; the publication of all notices required by these Bylaws or required by law; the custody of the corporate records; the preparation and mailing of an agenda for Board meetings; the taking and transcribing of the minutes of all Board meetings; such other duties as may be assigned by the Commissioner or the Board.

ARTICLE XVII. ASSETS

Section 1. All bank checks drawn against the Corporation's checking account(s) shall be signed by the President/Commissioner or Treasurer, or by such other person or persons as the Board may from time to time determine.

Section 2. Deeds, mortgages, leases, and contracts may be signed by both the President/Commissioner and the Treasurer, provided they are two separate persons, or by such other person or persons as the Board may authorize.

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 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 may select.

ARTICLE XVIII. DISSOLUTION OF ASSETS

Upon dissolution or termination of the Corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation by conveying its rights to said assets to an organization, as determined by the RMR-USAV Board of Directors, for use in the same geographical area as the Rocky Mountain Regional Volleyball Association for continued development of volleyball activity, provided that such organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code of 1954, Section 501 (c) (3), (or the corresponding provision of any future U.S. Internal Revenue Law).

ARTICLE XIX. INCIDENT REVIEW POLICY

The RMR shall have an Incident Review Policy (Policy) to provide a process for adjudicating complaints of violations of ethics, the United States Volleyball Association (USAV) Participant Code of Conduct and the USAV Substance Abuse Policy under the RMR's jurisdiction, RMR rules, policies and procedures, and actions that are contrary to the fundamental objectives and best interests of the USAV and the RMR with fairness and due process for any individuals, teams or organizations involved, and to determine appropriate disciplinary actions, if needed.

ARTICLE XX. COMMITTEES

Section 1. JUNIOR COMMITTEE. The Junior Committee has been established to meet the needs of the junior community. The Junior Committee shall consist of the following individuals: Junior Coordinator, Junior Girl's Representative, Junior Boy's Representative, Junior Tournament Coordinator, Junior Referee Chair, Junior Scorekeeper Chair, Youth Coordinator, High School Representative, and an at-large member. This Committee shall have the authority to govern all junior issues with the exception of authority in all matters reserved to the Board by these Bylaws or the laws of the State of Colorado.

Section 2. INCIDENT REVIEW COMMITTEE. The RMR shall have an Incident Review Policy (Policy) to provide a process for adjudicating complaints of violations of ethics, the United States Volleyball Association (USAV) Participant Code of Conduct and the USAV Substance Abuse Policy under the RMR's jurisdiction, RMR rules, policies and procedures, and actions that are contrary to the fundamental objectives and best interests of the USAV and the RMR with fairness and due process for any individuals, teams or organizations involved, and to determine appropriate disciplinary actions, if needed.

Section 3. The Commissioner, with the approval of the Board, shall have the authority to appoint such other committees as deemed appropriate.

Section 4. The Board shall approve the appointment of any Board committee by a majority vote of the Directors in office at the time the committee is appointed.

ARTICLE XXI. LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. No person who now is or who later becomes a Director of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

Section 2. Any person who, at any time, shall serve or have served as a Director or officer of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors, and administrators of such person, shall be indemnified by the Corporation against all costs and expenses reasonably incurred in the defense of, or paid in the settlement of, any claim, action suit or proceeding, to the extent such indemnification is permitted the Colorado Nonprofit Corporation Act as amended. The Corporation may in its discretion, but shall not be required to, advance to any such person expenses reasonably incurred in connection with such claim, action, suit or proceeding, and may indemnify and advance expenses to any employee or agent of the Corporation to the same extent as to an officer or Director. The foregoing indemnification shall not be exclusive of any other rights to which those indemnified may be entitled.

ARTICLE XXII. FISCAL YEAR

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

ARTICLE XXIII. SEAL

A corporate seal is not required.

ARTICLE XXIV. AMENDMENTS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a two-thirds vote of Directors present at any regular or special meeting; provided however, notice of the proposed amendment has been submitted to the Commissioner and the Secretary in writing at least ten (10) days prior to said meeting and to all other Directors at least five (5) business days prior to any meeting where proposed amendments shall be voted on. If less than one-half of the Directors are present, the amendment(s) must be tabled until at least one-half of the Directors are present.

ARTICLE XXV. RULES OF PROCEDURE

In all cases not otherwise provided for by these Bylaws, Robert's Rules of Order shall govern this Corporation.

IN WITNESS WHEREOF, the below-named incorporators have here unto set their hands and seals this 21st day of February, 1980.

/s/ Rebecca Howard, President/Commissioner
891 Southwood Drive
Littleton, CO 80121

/s/ Edwin T. Allbright, Vice President
3731 E Colfax Avenue
Denver, CO 80206

/s/ Frances J. Zelinkoff, Secretary/Treasurer
3201 S Magnolia St
Denver, CO 80224

THE ORIGINAL BYLAWS HAVE BEEN AMENDED AS STATED HEREIN AND ADOPTED IN ACCORDANCE WITH ARTICLE XVI, BY VOTE OF THE ROCKY MOUNTAIN REGIONAL VOLLEYBALL ASSOCIATION BOARD OF DIRECTORS AT ITS REGULAR MEETING THIS 12TH DAY OF AUGUST, 1998.

IN WITNESS WHEREOF, the below-named officers have here unto set their signatures:

/s/ George R. Egan, President/Commissioner
8801 Alpine Valley Drive
Colorado Springs, CO 80920

/s/ Bob Mann, Secretary
7421 Singing Hills Court
Boulder, CO 80301

/s/ John McNurney, /Referee Chair
14372 W Virginia Drive
Lakewood, CO 80228