

**BYLAWS
FORT SMITH JUNIORS VOLLEYBALL CLUB**

Adopted: January 2005

Last Amended: By the Board of Directors on October 10, 2021

ARTICLE I

VISION, MISSION AND GOALS

1.01 Vision. The vision of the Fort Smith Juniors Volleyball Club (hereinafter referred to as the Corporation) is to be acknowledged as the area leader in volleyball.

1.02 Mission. The Corporation is the Local Governing Body (LGB) for the sport of volleyball in Sebastian County. The Corporation shall have the responsibility to:

- A. Attain excellence in the sport of volleyball through quality coaching, training, and competition for Junior Olympic Volleyball Association members and local schools.
- B. Credential teams, administrators and officials for all sanctioned national volleyball competitions.
- C. Promote and develop, through its Member Organizations, the sport of volleyball.
- D. Establish standards for USVBA Regional Volleyball Associations.
- E. Conduct open competitions for the sport of volleyball.
- F. Ensure compliance with USVBA policies and procedures

1.03 Goals. The Corporation shall have the following goals:

- A. Competitive Success: to win awards in every competition and qualify teams for the National Tournament
- B. Sport Growth: to achieve full participation in volleyball at all levels and in all geographical areas
- C. Sport Enhancement: to improve support services necessary for the conduct of quality programs to ensure recognition as the local authority and expert for volleyball
- D. Recognition: to receive consistent recognition of volleyball coaches and athletes as top local performers
- F. Administration: to develop and maintain a structure which will effectively and efficiently assist in achieving the vision and mission of the Corporation; and
- G. Finances: to develop, implement and maintain a financial plan to achieve the vision and mission of the Corporation.

ARTICLE II

OFFICES

2.01 Principal Office. The principal office within the State of Arkansas shall be 5720 S. 73rd Place, Fort Smith, AR 72903. The mailing address is P.O. Box 10496, Fort Smith, AR 72917. The Board of Directors is hereby granted the power to change, by amendment of this section, the location of the principal office within the State of Arkansas.

ARTICLE III

MEMBERSHIP

3.01 Organizations. There shall be seven categories of membership for organizations that choose to affiliate with the Corporation.

A. Junior Member. USAV players who have been invited to join the club.

1. Junior membership in the Corporation is limited to players between the ages of 8 and 19 who have not yet graduated from high school.
2. Junior members are required to adhere to the USAV Code of Conduct.
3. Junior members are required to pay the dues set each year by the Corporations, Board of Directors.
4. Membership may be denied or rescinded by a majority vote of the Board of Directors.
5. If a player fails to adhere to the USAV Code of Conduct, the Board will convene and determine if dismissal is warranted.

B. Active Members. Parents of junior members, coaches, and other persons interested in promoting volleyball on a local and national level.

1. Active members are required to demonstrate a positive influence on the junior members and contribute to the well-being of the Corporation.
2. If a coach, club official, player, or parent of a player fails to follow Corporation policy or USAV Code of Conduct, he/she may be dismissed from his/her position within the Corporation.
3. Parents of Junior Members will be the responsible party for payment of dues as set by the Corporations Board of Directors.
4. Other active members, other than parents of Junior Members, are not required to pay dues.

C. Honorary Members. Persons and/or corporations that support the Corporation through in kind and monetary donations.

1. Honorary members are not required to pay dues.

D. National Volleyball Organizations. Not-for-profit volleyball organizations, national in scope, which contribute substantially to the development of volleyball at all levels.

These organizations shall support, in word and action, the policies, goals and programs of the Corporation.

3.02 Review of Member Organizations. The Board of Directors of the Corporation shall have the power to admit to membership, within the criteria specified herein, organizations making application for membership. The Board of Directors shall further have the power to transfer a Member Organization from one category to another, or to expel a Member Organization, provided that requirement of Article IX and X of these Bylaws and the provisions of Arkansas Corporations Code are satisfied.

3.03

- A. Every third year, the Board of Directors shall review the distribution of Member Organizations among the various categories to determine if such distribution reflects current relative qualifications of the organizations, and to take such action as it deems proper if such distribution does not reflect current relative qualifications.
- B. The Board of Directors shall review the status of a Member Organization if requested to do so by the Organization or by any other Member Organization.
- C. The Board of Directors shall review initial applications submitted by an organization desiring to affiliate with the Corporation. Professional Volleyball Organizations and Other For-Profit Organizations shall be immediately placed in the appropriate category. Other new Member Organizations initially shall be assigned Affiliated Sports Organization status for a two-year period.
- D. Any Member Organization failing to pay membership fees on a yearly basis established by the Board of Directors shall be assigned to the Affiliated Sports Organization category. To be considered for membership in another category, the Member Organization must re-apply following the procedures described in these Bylaws.

3.04 Membership and Administrative Fees. Membership fees, annual or otherwise, shall be set by the Board of Directors and specified in the Club Policies. Junior members shall submit their first fee payment upon accepting team or league assignment.

3.05 Proprietary Interest of Member Organizations. Member Organizations have no proprietary interest in the Corporation or in property at any time owned by the Corporation. Member Organizations shall have no right to receive, by reason of membership, any of the property of the Corporation either upon dissolution or otherwise.

3.06 Liability of Member Organizations. No organization which now is, or which later becomes, a Member Organization 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.

3.07 Individuals and Teams. There shall be no individual, team or organizational membership in the Corporation other than that specified in this Article IV, nor shall there be any voting rights for individuals, teams or organizations other than those specified in these Bylaws. Individuals, teams, and organizations that wish to associate with the Corporation may do so by conforming to the requirements specified in the Operating Code of the Corporation. To the extent that persons, teams, or organizations so participating or affiliating with the Corporation may from time to time, for convenience, be referred to as "members," they shall nonetheless not be considered members within the meaning of Section 4.01 of these Bylaws, or within the meaning of California Corporation Code Section 5056, and shall not have voting rights.

ARTICLE IV

DIRECTORS

4.01 Composition and Authority.

A. Number of Directors. All corporate powers and affairs of the Corporation shall be governed by a Board of Directors whose members are selected without regard to race, color, age, religion, or national origin and shall ensure reasonable representation of both males and females. In the elections, selection, or direct appointment to the Board, an affirmative effort must be demonstrated by the entity electing, selecting, or directly appointing that assures an equal opportunity for both sexes. The Board of Directors shall be composed of up to ten (10) individuals selected as hereinafter provided and the elected officers of the Director, Vice-President Tournament Coordinator, Vice-President of Club Development, Vice-President of Fundraising, Treasurer, Bookkeeper, Secretary, Registrar, and Two At-Large Representative's. Each formed team is allowed to have a team representative attend the Board of Directors meeting in a non-voting capacity. These members may propose legislation to the Board of Directors at any regularly scheduled meeting. Honorary members may attend the Board of Directors meeting in a non-voting capacity. Honorary or any other participating organization members may not propose legislation to the Board of Directors.

B. Selection, Composition, and Terms:

1. A Nominating Committee shall be formed on a volunteer basis each May of the calendar year. The Nominating Committee shall consist of three active member individuals. If more than three individual's desire to serve on the Nominating Committee, a vote will be taken by the Board of Directors at a regularly scheduled meeting to determine who will serve on the Committee.
2. A single slate of officers will be prepared by the Nominating Committee and presented at least thirty (30) days prior to the official vote and posted to the website. Additional nominations may be made from the Club membership, with the consent of the nominee, up to 14 days prior to the vote by communicating such to the nominating committee. The nominating committee will notify current board members of the new nominations and they will be posted to the website. Nominations will be closed 14 days prior to the vote. Any active member in good standing and present may vote in the election. An active member is defined as a coach, board member and one parent per registered player. On election day the slate shall be accepted in total and nominees declared elected except when a nomination has been made from the membership, in which case, a written ballot is required.
3. The Board of Directors shall appoint an individual, based on a simple majority vote, for any vacated positions.
4. All elected Directors shall serve from August 1 following election until July 31 of the term year. A Director elected to fill a vacancy shall take office immediately and shall serve for the remainder of the term.
5. There shall be no limit on the number of terms an individual may serve as a Director.

4.02 Powers of the Board of Directors

A. General Statement: The Board of Directors, in the furtherance of the specific and

primary purpose of the Corporation, as expressed in its Articles of Incorporation and these Bylaws, may perform such acts as are necessary or convenient to exercise the powers of the Corporation. Generally, it 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 as stated in its Articles of Incorporation and these Bylaws.

B. Policy Governing the Exercise of Powers by the Board of Directors. It shall be the policy of the Corporation to budget and disburse each year 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:

1. Lending any part of its income or principal for less than adequate security or at unreasonable rates of interest to donors, to members of the families of donors, or to corporations controlled by donors, or to members of donors' families;
2. Making any part of the Corporation's services available, on a preferential basis, to donors, or to members of donors' families or to corporations controlled by donors or members of donors' families
3. Making any substantial purchase of securities or other property from donors, members of donors' families, or corporations controlled by donors or members of donors' families for more than adequate consideration;
4. Selling any substantial part of the property of the Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families for less-than-adequate consideration;
5. Engaging in any transaction which results in a substantial diversion of the income or corpus of the Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families. The Board of Directors, in the exercise of its powers, stated in subsection A of this Section 5.02 of the Bylaws, shall be governed by and shall observe the policies stated in this subsection B.

4.03 Meetings of the Board of Directors

A. Regular Meetings: There shall be regular meeting held on a monthly basis as determined by the Board Director.

B. Special Meetings. Special meetings of the Board of Directors may be called at any time and for any purpose by the Director, or designee.

4.04 Notice of Meetings of Board of Directors.

A. Notice of any meeting of the Board of Directors shall be given by the Director of the Corporation or by the Director's designee. Notices must be in sent via electronic communication to each Director.

B. The transactions of any meeting of the Board of Directors shall be maintained for all members to view. A written request must be presented to the Director with an allowance of 2 days for the Director to secure the transactions from the Secretary.

4.05 Place of Holding Meetings of the Board of Directors. A meeting of the Board of Directors may be held at such place as the Board of Directors may designate. In the absence of a

designation by the Board, the Director of the Corporation may designate the place of such meeting.

4.06 Quorum. In order to transact business, there shall be a quorum. A quorum shall consist of the presence of a majority of the voting members of the Board of Directors. The majority of votes cast on any action item with a quorum present shall determine its disposition. A quorum shall consist of six (6) of the ten members.

4.07 Action of the Board of Directors.

A. Action with a Meeting. Every act done and every decision made by a majority of votes cast by the voting members of the Board of Directors present at a meeting whether by in person, phone or computer duly held at which a quorum is present is the act of the Board of Directors. Neither proxy nor absentee voting shall be permitted. In the absence of a quorum, a majority of those present whether by in person, phone or computer (including a single voting member) may adjourn from time to time. Notice of the time and place of holding such an adjourned meeting need not be given to absent voting members if the time and place are fixed at the meeting adjourned.

B. Action without a Meeting. Any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting if two-thirds of the voting members of the Board of Directors cast votes by electronic communication. A majority of the votes cast shall determine the action of the Board of Directors. The results of such action shall be filed with the minutes of the proceedings of the Board of Directors.

4.08 Removal of Directors. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or who has been convicted of a felony or for non-attendance at meetings of the Board of Directors or behavior unbecoming at the discretion of the Board of Directors. The following criteria shall be utilized to determine whether a Director shall be considered for removal for non-attendance at Board meetings:

A. Four total absences during a fiscal year.

4.09 Compensation of Directors. Directors shall serve without compensation. However, necessary expenses paid out by a Director may be reimbursable if agreed upon by a majority vote of the Board of Directors. Necessary expenses include, but are not limited to; cell phone bills used for Corporation business, stationary, postage, and copies. In addition, Directors may serve as coaches for teams and various paid positions at tournaments hosted throughout the year and will receive compensation based on the current pay rate set forth by the Board of Directors. The pay is separate and not considered compensation for serving on the Corporation's Board of Directors.

ARTICLE V

STRUCTURES AND SUBSTRUCTURES

5.01 Divisions and Substructures.

- A. The Corporation may have, at the discretion of the Board of Directors, such other divisions and substructures as it deems necessary and vital for the conduct of the affairs of the Corporation, and the Board of Directors may or may not, at its discretion, delegate to such divisions and substructures, the authority of the Board. Members of the staff of the Corporation may serve as ex-officio, non-voting members of divisions and/or substructures.
- B. The Board of Directors shall appoint officers to head the various divisions as may be created by the Board of Directors. Each Vice President shall have such powers and shall perform such duties as may be assigned by the Board of Directors.
- C. There shall be one substructure necessary to the Corporation in the form of a Financial Committee, which shall remain in place at all times. The Committee shall consist of the Director, Treasurer, Bookkeeper and Secretary. Said members of the committee will have authority to pay debts of the Corporation, via check or other means, at all times. This authority cannot be changed without a vote of the Board of Director's and written approval of the accounting firm currently employed by the Corporation, if any.
- D. The length of term of all persons appointed shall follow the term limitations set forth in these by-laws for the Board of Directors.
- E. Vacancies in the membership of any division or substructure may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VI

STAFF

6.01 The Director. There shall be one (1) Director of the Corporation.

- A. Responsibilities. The Director shall coordinate and oversee the activities of the Corporation. Under the direction of the Director of the Corporation, and subject to the policies of the Board of Directors, the Director shall be responsible for the administration and coordination of all activities and programs of the Corporation. The Director shall receive, review or delegate correspondence addressed to the Corporation, shall keep all records of the Corporation or assign others to keep records, including financial, administrative and historical data, and shall discharge such other duties as are assigned by the Board of Directors.

The Director shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of the Corporation any contract.

6.02 Bookkeeper. There shall be one (1) Bookkeeper of the Corporation.

- A. Responsibilities. The Bookkeeper will work with the Treasurer in all matters dealing with the finances of the corporation. The specific duties will be split between the 2 positions but will include player fees, team budgets, coach expenses, building expenses, etc.

6.03 Vice President Tournament Coordinator. There shall be one (1) Vice President Tournament Coordinator of the Corporation.

A. Responsibilities. The Vice President Tournament Coordinator shall oversee any and all tournaments that the Corporation chooses to host. The coordinator shall procure any and all facilities needed for the hosted tournament, create necessary pools and brackets for the hosted tournament, and oversee all volunteers for the hosted tournament.

6.04 Vice President of Club Development. There shall be one (1) Vice President of Club Development of the Corporation.

A. Responsibilities. The Vice President of Club Development shall oversee several areas that lead to the overall development of the players, coaches, and club as a whole. This will include working with each coach to help set a path that best develops each player and team. This includes ensuring an avenue exists for interested players to pursue playing volleyball in college. In addition, they will work with the Vice President of Fund Raising to help promote the club.

6.05 Vice President of Fundraising. There shall be one (1) Vice President of Fundraising of Corporation.

A. Responsibilities. The Vice President of Fundraising shall be responsible for soliciting contributions for the Corporation. They shall provide all paperwork requested by the Corporation for contribution purposes. The solicitation process will include writing letters, phoning, electronic communication and visiting, in person, corporations. They shall also oversee all club members' fund-raising activities.

6.06 Treasurer. There shall be one (1) Treasurer of the Corporation.

A. Responsibilities. The Treasurer shall be responsible for administering the Corporations finances, and shall report the state of those finances to the Corporation. They shall collect all dues and report delinquent notices to respective team representatives. They shall overview the budget for each formed team within the Corporation and report updated budgets to each team on a monthly basis.

6.07 Secretary. There shall be one (1) Secretary of the Corporation.

A. Responsibilities. The Secretary shall maintain minutes of all meetings of the Corporation. Said records will be made available to any interested party and given to the Director when requested in writing by any members of the Corporation or outside legal entity. The Secretary shall work with the Treasurer and Registrar on any and all paperwork for the Corporation.

6.08 Registrar. There shall be one (1) Registrar of the Corporation.

A. Responsibilities. The Registrar shall be responsible for coordinating the registration of players both with the club and with the region. They shall work with the Registrar of the Delta Region to perform any administrative duties necessary on behalf of the club. They shall register all teams in the tournaments designated by the coaches of said teams and

shall report and maintain records associated with any incident reports necessary during the course of the season.

6.09 At-Large Representative. There shall be two (2) At-Large Representative of the Corporation.

A. Responsibilities. The At-Large Representative shall assist with any area deemed necessary.

ARTICLE VII

CORPORATE PROPERTIES

7.01 General Statement. The Corporation is responsible to its members and to the general public to make certain that the sport of volleyball, the name of the Corporation and the symbols associated with the Corporation are not used in such a manner as to be detrimental to the sport, the Corporation, the USOC, the nation or the FIVB.

7.02 Corporate Name and Nomenclature. No Member Organization or its teams or individuals may use for the purpose of trade, to induce the sale of any goods or services, to promote any theatrical exhibition, athletic competition or performance, or in any other manner that tends to cause confusion, to cause mistake, to deceive or to falsely suggest a connection with the Corporation or any of its activities, without the expressed written consent of the Corporation:

A. The name of the Corporation, the abbreviation "FSJ" or any other abbreviation or acronym normally associated with or used to represent the name of the Corporation.

B. The symbols and trademarks of the Corporation normally associated with or used to represent the Corporation or to identify with the Corporation.

ARTICLE VIII

ETHICS AND ELIGIBILITY PROCEDURES

The following procedures shall be utilized for all allegations, complaints, penalties, and appeals that are the direct responsibility of the Corporation. To assure due process, a Member Organization, team, or individual(s) shall have the right to be heard prior to action affecting eligibility to participate in Corporation events being taken by the Corporation. (Note: Federations, territories, and other organizations which do not have membership in the Corporation and/or individuals who are not registered with the Corporation or with one of its Member Organizations who violate Corporation procedures or policies relating to Corporation activities are not entitled to due process from the Corporation concerning the privilege of future or continued participation in Corporation events.) An initial review of ethics or eligibility questions may be heard by telephone or other direct communication and does not necessarily imply a face-to-face meeting. The Corporation will also follow procedures set forth by the Board of Directors in the matter of grievance from a member with regards to athlete's playing time and placement on individual teams (See Grievance Procedure of Corporation Policies.)

8.01 Adjudicating Authorities. Allegations of violations of rules of ethics and eligibility shall be filed with the Board of Director's.

8.02 Procedures for Filing Allegations of Ethics and Eligibility.

A. Allegations at Corporation events may be presented orally or in writing to the Event Coordinator.

B. All other allegations that do not occur at an event shall be in writing and include the following:

1. a clear and complete statement of the allegation;
2. appropriate information to include the names and addresses of the involved parties;
3. the action being requested, if warranted; and
4. the dated signature of the individual or the person responsible for the organization or team filing the allegation.

C. Written allegations shall be either hand-delivered or sent by registered mail, all postage paid, to the Board of Director's of the Corporation.

8.03 Disposition of Allegations.

A. When an allegation is received, the Board of Director's shall investigate the matter immediately and make a prompt ruling.

B. For all other allegations, the Board of Director's shall investigate the matter promptly and determine if it warrants further consideration by the Corporation.

1. If the Board of Director's determines that the allegation has been properly filed, the Board of Director's shall promptly notify the individual, team, or organization against whom the allegation was filed.
2. A hearing shall be held for the purpose of determining the facts surrounding the allegation. Such a hearing may be conducted in person.
3. Following review or at the conclusion of a hearing, a written statement of the decision of the Board of Director's shall be given promptly to the affected parties. A copy shall also be sent to the Regional Office.

8.04 Disciplinary Action.

A. Any individual or group of individuals or Member Organization found to have violated ethics or eligibility policies and procedures shall be subject to one of the following disciplinary actions for Corporation qualifying and championship events, programs and/or other activities:

1. Warning – admonition against a repeat violation.
2. Probation - a warning that further violation of the policies and procedures within a specified period of time might result in discipline, as established by the Board of Directors, additional guidelines may be established.
3. Suspension - removal of eligibility for participation in events, programs and activities of the Corporation for the period of time designated by the Adjudicating Authority.
4. Expulsion/Disqualification - removal of eligibility for participation in Corporation events, programs, and activities.

B. Suspension or Expulsion.

1. Any Member Organization that:

- a. violates the restrictions of these Bylaws;
- b. materially violates the provisions of the Operating Code or any other governing document of the Corporation;
- c. acts unconscionably during volleyball activities;
- d. acts in such a fashion contrary to the fundamental objectives, integrity or the best interests of the Corporation or the sport of volleyball; or
- e. establishes a pattern of conduct of allowing teams or individuals associated with it to do so, may be suspended or expelled from affiliation or association by a majority vote of a duly constituted quorum of the Board of Directors acting in good faith. A suspension may be for such a period of time as the Board of Directors shall determine.

2. Any team or individual participating in Corporation championships, programs or other activities, or who holds an elective or appointed position with the Corporation, who

- a. violates the restrictions of these Bylaws;
- b. materially violates the provisions of the Operating Code of any other governing document of the Corporation (particularly the Participant Code of Conduct);
- c. acts unconscionably during volleyball activities; or
- d. acts in such a fashion contrary to the fundamental objectives, integrity or the best interests of the Corporation or the port of volleyball may be suspended or expelled from participating in Corporation championships, programs or other activities or from holding an elected or appointed position with the Corporation. Authority for suspension or expulsion of teams or individuals in accordance with this provision shall lie with Board of Directors.

8.05 Appeals.

A. Teams or individuals registered with the Corporation, who have been disciplined by the Corporation, may appeal in writing to the Director of the Corporation, but such appeal shall be limited only to determining whether the appealing party received due process.

B. Individuals or teams, who have been deemed ineligible or have been disciplined by the Corporation, may appeal in writing to the Delta Region Office. The decision of the Region office will be final with no other options available to the individual or team.

8.06 Filing Procedures for Appeals Beyond Corporation Events.

A. An appeal of a disciplinary decision to the next level of adjudication shall be in writing and shall include the following:

- 1. a clear and complete statement of the reasons for the appeal;
- 2. as much information as possible, including the names and addresses of relevant individuals;
- 3. the action being requested; and
- 4. the dated signature of the individual or the person responsible for the organization or team filing the appeal.

B. The appeal shall be hand-delivered, sent by registered mail, all postage paid, or other confirmed communication to the Delta Region Office within thirty (30) days after a decision has been rendered by the Board of Directors of the Corporation or appointed Arbitrator. The Director, or designee, shall immediately acknowledge in writing to the sender receipt of the appeal.

C. The Director, or designee, shall forward the appeal to the Corporation's Board of Directors immediately.

8.07 Disposition of Appeals to the Board of Directors.

A. The Board of Directors shall make a prompt determination whether the Corporation has any jurisdiction in the matter, and will advise the appealing party of the decision. If it is determined that the Corporation lacks jurisdiction in the matter, the appealing party shall be so advised and be given direction regarding other adjudication options, if any.

B. If the Board of Directors determines the appeal was properly filed, a hearing shall be held within thirty (30) days to address the appeal. Such hearing may be conducted in person.

C. Following such hearing, a written statement of the decision of the Board of Directors shall be given to the affected parties promptly.

D. Alternative and more expeditious procedures may be implemented in matters requiring immediate action with agreement by all parties.

8.08 Binding Nature of Decisions.

A. If so requested by a Member Organization, the Corporation shall honor ethics and eligibility decisions of the Member Organizations, which do not conflict with the Bylaws, the Corporation Policies, and other documents of the Corporation. If an Arbitrator determines that a decision lacked due process, the Corporation shall not recognize the decision until the Delta Region Office resolves the matter with adequate due process.

ARTICLE IX

ATHLETES' BILL OF RIGHTS

The Corporation hereby adopts and makes a part of its Bylaws that portion of the USOC Constitution, as presently existing and as from time to time amended, commonly known as the "Athletes Bill of Rights."

ARTICLE X

EQUAL OPPORTUNITY

10.01 The Corporation shall provide equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in all activities sponsored by the Corporation, without discrimination on the basis of color, religion, age, gender, national origin, sexual orientation, disability or handicap.

10.02 Grievances regarding violations of Article XIII, 1101 shall be dealt with as specified in Article IX.

ARTICLE XI

INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees and Commissioners of its Member Organizations, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts reasonably incurred by them in connection with any "proceeding" term of terms except to the extent that such action is a result of a person's gross negligence or willful misconduct.

ARTICLE XII

ARBITRATION

The Corporation agrees to submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a Local governing Body as provided in Section 205, Article II, November 8, 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, Subsection 220529, or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition.

ARTICLE XIII

ANNUAL REPORT

Neither the Corporation nor Board of Directors nor any officer of the Corporation shall be required to send to members any annual or other report or statement of the affairs of the Corporation. Nothing in this section shall be deemed to limit or restrict the right of any member to request any information regarding the affairs of the Corporation to which that member may be entitled under the laws of the State of Arkansas.

ARTICLE XIV

MEMBERSHIP RECORDS

The Corporation shall maintain records containing the name and address of each Member Organization. Said records shall not and will not be sold to any organization wishing to solicit information from the Corporations members.

ARTICLE XV

RULES OF ORDER

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation and all of its structures and substructures in all cases where they are not contrary to the Articles of Incorporation, the Bylaws, the Operating Code, the Special Rules of Order, adopted by the Board of Directors, and other governance documents of the Corporation. The Director shall appoint a Compliance person, who shall interpret the Rules of Order.

ARTICLE XVI

OPERATING CODE

The Board of Directors is authorized to adopt an operating code by which volleyball shall be governed.

ARTICLE XVII

AMENDMENTS

17.01 Procedures for Submission. Proposed additions, deletions, or amendments to these Bylaws may be generated in the following ways:

- A. By any Member Organization, structure or individual, provided such proposal is submitted in writing to the Director, postmarked no later than thirty (30) days prior to the next meeting of the Board of Directors.
- B. By the Board of Directors.

17.02 Action. Bylaws may be adopted, amended, or repealed by the Board of Directors. Any notice for a proposed change shall be posted on the website at least 30 days prior to the next meeting of the Board of Directors.