

**BYLAWS**  
**OF**  
**NORTH TEXAS REGION – USA VOLLEYBALL**

**Adopted: March 15, 2004**

**Amended: March 13, 2013**

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**ARTICLE ONE**

**NAME, PURPOSES, POWERS AND OFFICES**

Section 1.1. Name. The name of this corporation (the “Corporation”) is North Texas Region – USA Volleyball.

Section 1.2. Purposes. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of an successor Internal Revenue law or laws (the “Code”). Within the scope of the foregoing purposes, the Corporation shall foster national and international amateur volleyball competition. In furtherance of the foregoing purposes, the Corporation will:

(a) Teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds and parks;

(b) Provide practice volleyball sessions, classroom lectures, seminars and panel discussions through which selected trainees may be trained in competitive coaching, playing, officiating and scouting techniques;

(c) Foster and conduct area, regional, state and national amateur volleyball competitions;

(d) Act as the official representative of USA Volleyball, a Colorado Non-Profit corporation within the area designated as the North Texas Region;

(e) Select and train suitable candidates in the techniques of volleyball in national and international competition, thereby improving the caliber of athletes representing the United States in Olympic, Pan American and World Games competition; and

(f) 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.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Sections 501(c)(3) and 509(a)(3) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the corporation may require. **The physical address of the North Texas Region office is 1004 N Avenue, Suite 120, Plano, TX 75074. The mailing address is PO Box 941365, Plano, TX 7509411494 Luna Road Suite 175, Farmers Branch, TX 75234.**

## ARTICLE TWO

### BOARD OF DIRECTORS

Section 2.1. General Powers; Delegation. The activities, property and affairs of the corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.

Section 2.2. 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 substantially all of its net income in furtherance of the Corporation's primary and specific purposes as stated in the Articles of Incorporation and these Bylaws. It shall also be the policy of the Corporation that the Corporation shall not engage in any of the following transactions:

(a) Lending any part of its assets for less than adequate security or at unreasonable rates of interest to donors, to immediate family members of donors, or to organizations controlled by donors or immediate family members of donors (collectively, "Donors");

(b) Making any part of the Corporation's services available, on a preferential basis, to Donors;

(c) Making any substantial purchase of securities or other property from Donors for more than adequate consideration;

(d) Selling any substantial part of the property of the Corporation to Donors for less than adequate consideration; and

(e) Engaging in any transaction which results in a substantial diversion of the assets of the corporation to Donors without adequate consideration.

Section 2.3. Number; Election; Qualifications. The initial Board of Directors shall consist of those persons named as initial directors in the Corporation's Articles of Incorporation. Thereafter, the Board of Directors shall consist of at least eleven (11) directors **and must be a member of USA Volleyball before their term begins.** The number of directors may be increased or decreased by resolution of the Board of Directors; provided, however, that at no time shall the number of directors be less than three (3), and no decrease in number shall have the effect of shortening the term of any incumbent director. All applicants must submit a resume one week prior to the election to be considered for a board position. Board members must reside in the North Texas Region. Commencing with the 2004 annual meeting of the Board of Directors, the Board of Directors of the Corporation shall be selected in the following manner:

- (a) one (1) director shall be the Commissioner of the Corporation who shall be elected by the then-incumbent directors at the annual meeting of the Board of Directors; The term of the Commissioner will be a four (4) year term coinciding with the USOC Quadrennial.
- (b) there shall be one (1) adult representative director elected by the adult players (those players of the Corporation who are age eighteen (18) or over) at the annual regional meeting of the Corporation. The term for the Adult representative will be a two (2) year term.
- (c) two (2) directors shall be appointed by the Commissioner with the approval of the Board to serve a one (1) year term.
- (d) three (3) directors shall be representatives of the junior community and shall be elected by the **junior division of the corporation at the September meeting of the junior division;** The term for the Junior Community directors will be two (2) years;
- (e) there shall be one (1) Beach representative director elected at the annual regional meeting of the Corporation by all the NTR-USAV members in attendance that is eighteen (18) years of age or older. (March 13, 2013)
- (f) there shall be one (1) Officials director elected by the registered officials at the annual regional meeting of the Corporation. The term for the officials member will be two (2) years.
- (g) there shall be two (2) at-large directors elected by anyone in attendance that is eighteen (18) years of age or older and a member of the North Texas Region – USA Volleyball at the annual regional meeting of the Corporation. The term for the at-large members will be two (2) years.

Section 2.4. Term of Office. The persons named as the initial directors in the Corporation's Articles of Incorporation shall hold office until their successors are chosen and qualified at the first annual meeting of the Board of Directors, or until their earlier respective deaths, resignations, removals or disqualifications from office. Thereafter, each director shall hold office for two (2) years (except appointed positions which are for only one (1) year, and the president/commissioner's position which is four (4) years) and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office. Directors may serve any number of consecutive terms.

Section 2.5. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled in the same manner in which such director was appointed or elected. Any director elected or appointed to fill a vacancy shall hold office for the remainder of the vacated term and until such director's successor is chosen and qualified, or until such directors earlier death, resignation, retirement, disqualification or removal from office.

Section 2.6. Resignation. Any director may resign from the Board of Directors at any time by giving written notice to the President or the Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.7. Removal. Any director, other than the Commissioner of the Corporation, may be removed, either for or without cause, by the affirmative vote of at least two-thirds (2/3) of the directors of the Corporation present at any meeting for the Board of Directors at which there is a quorum, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed. The Commissioner of the Corporation may be removed, either for or without cause, upon like notice by at least seventy percent (70%) of the number of directors then in office.

Section 2.8. Place of Meeting. Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 2.9. Annual Meetings. Commencing in 2007; an annual meeting of the Board of Directors shall be held within seven (7) days of **the 2<sup>nd</sup> Monday of July** of each year at such time and place as shall be designated from time to time by resolution of the Board of Directors. At such annual meeting, the directors shall elect or acknowledge the election of, as the case may be, successors to the directors whose terms are expiring in the manner prescribed by Section 2.3 of the Bylaws, elect officers for the ensuing year and transact any and all other business as may properly come before the meeting. Written or printed notice stating the place, day and hour of each annual meeting of the Board of Directors shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting by or at the direction of the President or the Secretary, to each director entitled to vote at such meeting.

Section 2.10. Regular Meetings. Regular meetings of the Board of Directors shall be held within seven (7) days of **the first week in March and the first Monday in October** at such times and places as may be fixed from time to time by resolution adopted by the board and communicated by written notice to all directors. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, any and all business may be transacted at any regular meeting. Attendance at meetings is mandatory, missing two (2) meetings in a row without approval of the Commissioner will result in removal from the Board of Directors.

Section 2.11. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than three (3) days' notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.12. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors then in office shall be necessary and sufficient to constitute as a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person by oral or written ballot. Voting by proxy shall not be permitted. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.13. No Compensation. Directors shall not receive compensation for their services as directors or as members of a standing or special committee of the Board, but may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors and may receive compensation for serving the Corporation in any other capacity.

Section 2.14. Meetings by Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Articles of Incorporation or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video-conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other

participant). Participation in a meeting pursuant to this Section 2.14 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE THREE**

### **COMMITTEES**

Section 3.1. Committees of Directors. The Board of Directors, by resolution adopted by at least a majority of the directors in office, may designate one (1) or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law. The Executive Committee is currently designated and in existence.

Section 3.2. Executive Committee. The Executive Committee shall consist of the elected officers of the Corporation. The President shall act as chairman of the Executive Committee. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the authority of the board of Directors in the management of the business and affairs of the Corporation, except where the action of the Board of Directors as such, is required by statute, by the Articles of Incorporation of these Bylaws; and except that the Executive Committee shall not have the authority to: (i) amend the Articles of Incorporation; (ii) amend, alter or repeal these Bylaws or adopt new Bylaws; (iii) elect, appoint or remove any member of such committee or any director or officer of the Corporation; (iv) adopt a plan of merger or a plan of consolidation with another corporation; (v) authorize the sale, lease, exchange or mortgage of all or substantially all of the assets of the Corporation; (vi) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (vii) adopt or revoke any plan for the distribution of the assets of the Corporation; or (ix) alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be altered, amended or repealed by such committee. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law

Section 3.3. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The Board of Directors may appoint the members of such advisory boards or committees or may delegate to the Chairman the authority to appoint the members thereof. Any member of such advisory board or committee may be removed by the Chairman whenever in the Chairman's judgment the best interests of the Corporation shall be served by such removal.

Section 3.4. Term of Office. Each member of a committee of directors or advisory board or committee shall continue as such until the next annual meeting of the directors of

the Corporation and until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 3.5. Chairman. Unless otherwise designated by these Bylaws, one or more members of each directors' committee or advisory board or committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint the embers thereof.

Section 3.6. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.7. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 3.8. Rules. Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE FOUR**

### **NOTICES**

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any directory or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail or other electronic transmissions if permitted by the Teas Non-Profit Corporation Act or by mail, postage prepaid, addressed to such directory or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or by electronic transmission shall be deemed to be given upon successful transmission of such facsimile or successful delivery of such electronic transmissions.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the corporation under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE FIVE

### OFFICERS, EMPLOYEES AND AGENTS POWERS AND DUTIES

Section 5.1. Elected Officers. The elected officers of the corporation shall include a President and a Secretary, and may include a Treasurer and one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of any such Vice President, with such descriptive title, if any, as the board shall deem appropriate). Each elected officer shall be a member of the Board of Directors.

Section 5.2. Election. So far as is practicable, each officer shall be elected by the Board of Directors at its annual meeting coinciding with the expiration of such officer's term of office.

Section 5.3. Appointive Officers. The Board of Directors may also appoint one (1) or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 5.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 5.5. Term of Office. Each officer of the corporation shall be elected by, and serve at the pleasure of, the Board for a term of one (1) year, with the exception of the President, whose term shall be a four (4) year term, and until such officer's successor is chosen and qualified in such officer's stead, or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the board of Directors without the necessity of periodic reappointment.

Section 5.6. Vacancies. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. In the event of the removal or resignation of the President/Commissioner, the Vice President of the Corporation will become interim President/Commissioner. In the event that the VP of the Corporation does not accept the position, then the VP of Ethics and Eligibility, Secretary then Treasurer will be the succession. Within sixty (60) days the Board will conduct an election of current Board members to fill the remainder of the term.

Section 5.7. Removal. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5.8. Resignation. An officer may resign at any time by delivering notice to the President or the Secretary.

Section 5.9. Compensation. The compensation, if any, of all officers of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may from time to time delegate to the President the authority to fix the

compensation of any or all of the other employees and agents of the Corporation. Any officer of the Corporation who receives compensation for his or her services in such capacity shall abstain from all discussions and voting with respect to the amount or any other aspect of such compensation.

Section 5.10. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The President shall perform such other duties as may from time to time be prescribed by the Board. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

Section 5.11. Vice President. Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

Section 5.12. Secretary. The Secretary shall see that notice is given of all annual, regular and special meetings of the board of Directors and shall keep an attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries in order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

Section 5.13. Assistant Secretaries. Each Assistant Secretary, if any, shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President or the Board of Directors.

Section 5.14. Treasurer. The Treasurer, if any, shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the finances of the Corporation shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervisions of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall

have the care and custody of all monies, funds and securities of the Corporation; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the President or the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors. Any or all of the duties of the Treasurer may be delegated to one or more appointive officers of employees of the Corporation upon the approval of such delegation by the Board of Directors.

Section 5.15. Assistant Treasurers. Each Assistant Treasurer, if any, shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President or the Board of Directors.

Section 5.16. Executive Director. The Executive Director will be responsible for the day to day operations of the corporation. Employees are under the direct supervision of the Executive Director. The Executive Director is under the direct supervision of the Board of Directors and supervised by the Commissioner. Salaries of region employees are determined by the Board of Directors. The Executive Director shall have active control of and shall be responsible for matters pertaining to the accounts of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments. The Executive Director shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board. The Executive Director shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Executive Director shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors. The Board of Directors shall perform a yearly evaluation on the Executive Director, and the Executive Director shall perform at least a yearly evaluation on all other region employees. Any merit increases shall be determined by the Board of Directors. Removal of the Executive Director shall be subject to the same criteria as the removal of the Commissioner of the Corporation, either for or without cause, by the affirmative vote of at least seventy percent (70%) of the directors of the Corporation present at any meeting for the Board of Directors at which there is a quorum, if notice of intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed, as set forth in Section 2.7 of this document. In the absence of the Executive Director, the Commissioner will serve in the capacity of Executive Director.

Section 5.17. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers

as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

## **ARTICLE SIX**

### **DIVISIONS**

Section 6.1. Officials Division. The Officials Coordinator will be the head of the Officials Division. The Officials Division Coordinator will be appointed by the Commissioner, and approved by a majority vote of the Board of Directors. The Officials Coordinator will serve at the pleasure of the Commissioner or may be removed, either for or without cause, by the affirmative vote of at least two-thirds (2/3) of the directors of the corporation present at any meeting for the Board of Directors at which there is a quorum, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.. In the absence of the Officials Coordinator, the Commissioner may name an interim Officials Coordinator to serve in that role until a replacement can be approved by the Board of Directors. There will be nine (9) members of the Officials Division: The Officials Coordinator that is appointed by the Commissioner with approval of the Board of Directors; four (4) appointed members appointed by the Officials Coordinator with the approval of the Officials Board of Directors; and four (4) elected positions, subject to the terms outlined in the Operating Code of the Officials Division. The elected positions will be elected at the meeting of the officials from all registered officials in the North Texas Region. The Officials Coordinator will be a non-voting member on the North Texas Region Board of Directors.

Section 6.2. Junior Division. The Junior Coordinator will be the head of the Junior Division. The Junior Division Coordinator will be appointed by the Commissioner, and approved by a majority vote of the Board of Directors. The Junior Coordinator will serve at the pleasure of the Commissioner or may be removed, either for or without cause, by the affirmative vote of at least two-thirds (2/3) of the directors of the corporation present at any meeting for the Board of Directors at which there is a quorum, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed. In the absence of the Junior Coordinator, the Commissioner may name an interim Junior Coordinator to serve in that role until a replacement can be approved by the Board of Directors. There will be thirteen (13) members of the Junior Division: The Junior Coordinator is appointed by the Commissioner with approval of the Board of Directors; four (4) appointed members are appointed by the Junior Coordinator with the approval of the Junior Board of Directors; and eight (8) elected positions, subject to the terms outlined in the Operating Code of the Junior Division. The Junior Coordinator will be a non-voting member on the North Texas Region Board of Directors.

Section 6.3. Adult Division. The Adult Representative to the Region Board will represent the adult membership

## **ARTICLE SEVEN**

## **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such determination, such instruments shall be signed by the President and countersigned by the Secretary of the Corporation.

Section 7.2. Checks, Drafts, or Orders for Payment. All checks, drafts or orders of the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President and countersigned by Secretary of the Corporation.

Section 7.3. Deposits. All funds of the Corporation shall be deposited form time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation. Prior to acceptance of any non-cash contribution, gift, bequest, or devise (other than its designee) shall determine, by resolution thereof that the acceptance of such non-cash contribution, gift, bequest, or devise by the Corporation would be in the best interests of the Corporation.

Section 7.5. Conflicts of Interests. No contract or agreement may be entered into by and between the Corporation and any of the following: (a) a director, officer, committee member, or employee of the Corporation (hereinafter an "Insider"); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an "Entity") in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Article 1396-2.30 of the Texas Non-Profit Corporation Act; and (ii) if one or more of the parties to the contract or transaction is a "disqualified person" with respect to the Corporation within the meaning of Section 4958 of the Code, either (x) such transaction is reviewed and approved in accordance with the "rebuttable presumption safe harbor" provisions set forth in the regulations promulgated under Section 4958 of the Code or (y) the Board of Directors or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibitions: (a) the contract of employment, if any, between the Corporation and an employee of the Corporation who is an Insider solely because of such person's status as an employee; or (b) a gratuitous transfer of assets of promise to transfer assets to the Corporation of any kind, including but not limited to, (i) a gift annuity, charitable remainder trust, charitable lead trust or similar split-interest arrangement which benefits both the Insider and the Corporation; or (ii) a loan, lease, agreement of sale or purchase, pledge, guarantee, assumption of liability, bailment, or consignment. All Insiders shall, as a condition of qualifying and continuing to

qualify as a director, officer, committee member and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time.

Section 7.6. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers or directors. Any directors voting for or assenting to the making of any loan to a director or officer, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

## **ARTICLE EIGHT**

### **ACTIONS WITHOUT MEETINGS**

Section 8.1. Action Without a Meeting. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

Section 8.2. Form of Consent. Every written consent of the directors or committee members shall bear the date of signature of each person who signs the consent. No written consent shall be effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by law, a consent or consents signed by not less than the minimum number of directors or committee members that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its registered office, registered agent, or principal place of business, or by delivery to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of the Board of Directors are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or the Secretary of the Corporation. A telegram, telex, cablegram or similar transmission by a director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or committee member, shall be regarded as signed by the director or committee member for purposes of this Section 7.2.

## **ARTICLE NINE**

### **ATHLETES' BILL OF RIGHTS, OPERATING CODE OF NTR AND CODE OF CONDUCT FOR NTRV**

The corporation adopts and makes part of its Bylaws that portion of the United States Olympic Committee Constitution, as presently existing and as from time to time amended, commonly known as the "Athletes Bill of Rights." Further, all members of NTR are furnished with a NTR Handbook and/or in the case of Juniors, a NTR Junior Operating Code, which contains guidelines, both procedural and conduct related which all members of NTR are required to follow. These three (3) documents are guidelines which shall be incorporated for any and all purpose into the Bylaws and shall govern the conduct of all members.

## **ARTICLE TEN**

### **EQUAL OPPORTUNITY**

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.

## **ARTICLE ELEVEN**

### **ADOPTION OF GOVERNING BODY DOCUMENTS**

The Corporation adopts and makes part of its Bylaws the following portions of the USAV Operating Code, as presently existing and as from time to time amended:

- (a) Article X – Player and Team Eligibility; and
- (b) Article XI – Disciplinary Action, Adjudication and Appeals.

## **ARTICLE TWELVE**

### **MISCELLANEOUS**

Section 12.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part

of the income of the Corporation shall be distributed to its directors or officers. Notwithstanding the foregoing, the Corporation may pay reasonable compensation for services rendered to the Corporation, and may reimburse its officers and directors for reasonable expenses incurred on behalf of the Corporation.

Section 12.2. Limitations on Liability and Indemnification. Limitations on liability and indemnification of officers and directors of the Corporation shall be as provided in the Corporation's Articles of Incorporation.

Section 12.3. Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their respective addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 12.4. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 12.5. Corporate Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 12.6. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 12.7. Severability. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 12.8. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

## **ARTICLE THIRTEEN**

### **AMENDMENTS**

These BYLAWS may be amended, altered, or repealed and new BYLAWS may be adopted by a majority vote of the Board of Directors, present at any regular or special meeting; provided however, proper notice was given of the meeting.