

By-Laws
of
Hoosier Region Volleyball Association, Inc

ARTICLE I – Name

The name of the corporation shall be Hoosier Region Volleyball Association, Inc.

ARTICLE II – Offices

The principal office of the corporation shall be located in the city of Columbus, Indiana in the County of Bartholomew. The corporation may have other offices within the state of Indiana, as designated by the Board of Directors or as the business of the corporation may require.

ARTICLE III – Statement of Purpose

To foster local, national, and international amateur volleyball competition, and to act as the official representatives of USA Volleyball within the area designated as the Hoosier Region.

ARTICLE IV – Membership of the Board of Directors

Membership on the Board of Directors shall be open to all persons, who are interested in furthering the purposes of this corporation. Members of the Board of Directors shall be elected by a majority vote of the existing Board of Directors at the Annual Meeting of the Corporation or at any special meeting called for that purpose. Any Director may be removed from the Board by two-thirds vote of the Directors present and voting at any meeting.

ARTICLE V – Board of Directors

General Statement:

In fulfilling the purpose of this non-profit corporation as stated in its Articles of Incorporation, the Board of Directors may perform acts necessary or convenient; and may do or perform, or cause to be done or performed, any act which the corporation may lawfully do or perform.

Policy Governing the Exercises of Powers by the Board of Directors:

It shall be the policy of this corporation to annually budget and disburse the majority 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 this corporation that this corporation shall not engage in any of the following transactions:

1. Lending any part of its income or principal without adequate security or at unreasonable rates of interest to donors, to member of the families or donors, or to corporations controlled by donors or to members of donors families.

2. Making any part of this corporation's services available, on a preferential bases, to donors, or to donors, to member of the families or donors, or to corporations controlled by donors or to members of donor's families.
3. Making any substantial purchase of securities or other property from donors, members of donor's, members of donors, families or corporations controlled by donors or members of donor's families, for more than adequate consideration.
4. Selling any substantial part of the property of this corporation to donor's members of donor's, members of donor's families or corporations controlled by donors or members of donor's families, for more than adequate consideration.
5. Engaging in any transaction which results in a substantial diversion of the income or corpus of this corporation to donor's families or corporations controlled by donors or members of donor's families, for more than adequate consideration.

Section 1

The business, property and affairs of this corporation shall be managed by a Board of Directors composed of not less than nine (9) and not more than fifteen (15) members.

Section 2

The directors shall be elected by majority vote of current directors at the Annual Meeting or at a Special meeting.

Section 3

Directors shall be elected for four (4) year terms or until such time as their successors are duly elected and qualified.

Section 4

The chairman of all standing or special committees shall be appointed by the President/Commissioner of the corporation from the members of the Board of Directors.

Section 5

Regular or special meetings of the Board of Directors may be held with at least three (3) days written notice prior to the meeting, and at times and places, or via video-conferencing as determined by the Board of Directors or the President/Commissioner.

Section 6

Each Director shall be entitled to one vote. No cumulative voting shall be permitted. Voting may be either in person or electronically, and may be by written or oral ballot. No director may vote by proxy.

Section 7

Any person who is now, or later becomes a Director of this nonprofit corporation shall not be personally liable to its creditors for any indebtedness or liability. Any and all creditors of this nonprofit corporation shall look only to the assets of this nonprofit corporation for payment.

Article VI – Officers

Section 1

The officers of this corporation shall be elected for a four year term by the Board of Directors. Each officer shall hold office until a successor has been duly elected and qualified, or until they resign, die, or are removed in the manner provided in these By-Laws.

Section 2

Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever, in its judgment, the best interests of the corporation would be best served.

Section 3

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

Section 4

The President/Commissioner shall be Director of the corporation. He/she shall be the principal executive officer of the corporation and subject to the control of the board of Directors, and shall supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or any other instruments which the Board of Directors had authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and shall perform all duties incident to the office of President/Commissioner and such other duties as may be prescribed by the Board of Directors.

Section 5

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

Section 6

The Secretary Shall:

- 1) Keep the minutes of the Directors meetings electronically and post said minutes for members to view within 30 days of a Directors meeting.
- 2) See that all notices are given as provided for in these By-Laws or as required by law.
- 3) Be custodian of the corporate records
- 4) Perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her by the President/Commissioner or Board of Directors.

Section 7

The Treasurer Shall:

- a) Have charge and custody of, and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in a financial institution approved by the Board of Directors.
- b) Perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him by the President/Commissioner or by the Board of Directors.
- c) Provide timely and accurate financial statements.

ARTICLE VII – Assets

Section 1

All bank checks drawn against the corporation's checking accounts shall be signed by the President/Commissioner or Treasurer or by such other person or persons the Board of Directors may authorize.

Section 2

Deeds, mortgages, leases and contracts may be signed by both the President/Commissioner and the Treasurer or by such other person or persons the Board of Directors 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 shall be deposited as received in the corporation's checking account or in a savings account with a financial institution approved by the Board of Directors.

ARTICLE VIII – Executive Committee

Section 1

There shall be an Executive Committee of the Board of Directors of this corporation which shall consist of the elected officers of the corporation.

Section 2

The Executive Committee shall have and exercise such control of the affairs and business of the corporation as directed to it by the Board of Directors, except such matters which these By-Laws or the laws of the State of Indiana require action by the Board of Directors or the membership of the corporation or both.

ARTICLE IX – Fiscal Year

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

ARTICLE X – Meetings

The Board will meet annually either in person or via video-conferencing. Annual reports shall be received, and such other business shall be transacted as may properly be brought before the meeting. There may be additional meetings each year as deemed necessary by the Commissioner/President or by the Board of Directors.

ARTICLE XI – Seal

A corporate seal is not required for this corporation.

ARTICLE XII – Quorum

One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business. No Director may vote by proxy.

ARTICLE XIII – Committees

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

ARTICLE XIV – Amendments

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

ARTICLE XV – Rules of Procedure

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

Dated: _____ Approved: _____