

**RESTATED BYLAWS
OF
CAROLINA REGIONAL
VOLLEYBALL ASSOCIATION**

Article I: Name

The name of the Corporation shall be the CAROLINA REGIONAL VOLLEYBALL ASSOCIATION.

Article II: Offices

The principal office of the Corporation within the State of North Carolina shall be 3770 Clemmons Road, Suite C, Clemmons, North Carolina, 27012 or such other place as the Board of Directors may determine. The Corporation may have such other offices, either within or outside the State of North Carolina, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Article III: Mission

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 objectives are set forth:

1. To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds and parks;
2. 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;
3. To foster and conduct area, regional, state and national amateur volleyball competitions;
4. To act as the official representative of the United States Volleyball Association within an area designated as the Carolina Region;
5. To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States in Olympic, Pan American and World Games competitions;
6. 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.

In order to carry out the purposes of this Corporation, 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.

The Corporation shall also have the power to borrow money and to mortgage or pledge real or personal property as security therefore to use, borrow, or expend the funds and property of the Corporation and do all things necessary or convenient to carry out the powers expressly granted.

Article IV. Composition of the Board of Directors

Section 1: Qualifications. Membership on the Board of Directors shall be open to all members of the Carolina Regional Volleyball Association who are interested in furthering the purposes of this Corporation as expressed in Article III of these Bylaws.

Section 2: Officers and Representatives. The Board of Directors of the Carolina Regional Volleyball Association will be made up of a minimum of the following voting members:

1. President.
2. Treasurer.
3. Secretary.
4. Immediate Past President.
5. Men's Player Representative.
6. Women's Player Representative.
7. Youth & Junior Girl's Representative.
8. Youth & Junior Boy's Representative.
9. Officials' Representative.
10. Outdoor Representative.

Section 3: Selection of Board Members. The President, Treasurer and Secretary shall be nominated and elected pursuant to the rules set forth in Article IV, Sections 7 and 8.

The Player Representatives (i.e., Men's Player Representative and Women's Player Representative) shall be nominated and elected pursuant to the rules set forth in Article IV, Section 8.

The Youth & Junior Girl's Representative and the Youth & Junior Boy's Representative must each have a strong interest in promoting Youth & Junior-level volleyball and sufficient experience in organizing and or coaching Youth & Junior-level volleyball to be able to help coordinate the Region's Youth & Junior activities as well as related coaching development programs. These representatives shall be nominated and elected pursuant to the rules set forth in Article IV, Section 8.

The Officials' Representative shall be nominated and elected pursuant to the rules set forth in Article IV, Section 8.

The Outdoor Representative shall be nominated and elected pursuant to the rules set forth in Article IV, Section 8.

Section 4: Commissioner. The Board of Directors will appoint a Commissioner who shall be the principal representative to USA Volleyball (USA Volleyball Bylaws Article IV 4.01.D.1. and Operating Code VII.D.) and carry out such other duties as may be directed by the Board of Directors. Such person shall be appointed for a term of one year and may serve as many successive terms as the Board of Directors determines is in the best interest of the organization. The Commissioner shall be a member of the Board with voice but without vote (unless they have been elected to a voting position on the Board of Directors). Carolina Region staff members are eligible for the position of Commissioner.

Section 5: Appointed Board Members. At the discretion of the Board of Directors, additional At-Large members of the Board of Directors may be appointed to up to three (3) year terms, subject to approval by a majority of the Board of Directors. The term of appointment shall be identified at the time of appointment, with the option to extend the term at the discretion of the Board of Directors and by approval of a majority of the Board of Directors.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment by the President and approval of the Board of Directors until the next election. At the next election, a replacement will be nominated and elected to fill the unexpired portion of the term.

Section 6: Term of Office. The term of office for elected Directors shall be as follows:

President, Treasurer, and Secretary will be elected for a three year term.

Women's Player Representative, Youth & Junior Boy's Representative, Men's Player Representative, Youth & Junior Girl's Representative, Official's Division Representative and Outdoor Representative will be elected by their respective constituencies pursuant to the rules set forth in Article IV, Section 8 .

The offices of President, Treasurer and Secretary are subject to a two consecutive term limit. Individuals who have served two consecutive terms in one office are eligible for election to another office.

Section 7: Officer Nominations. Nominations shall be announced at least one month prior to the annual meeting. The Nominating Committee shall consist of the Men's and Women's Player representatives, the Junior Girl's and Junior Boy's representatives and the Official's representative and will make nominations for the offices of President, Secretary and Treasurer. Nominations will also be accepted from the floor or as write-in candidates at the time of the election. All nominees must meet the requisite qualifications (set forth below) for the position on the Board that they seek.

Section 8: Election. The President, Secretary and Treasurer of the Board of Directors shall be elected by a majority vote of the team representatives.

At the beginning of each season, each team must register and identify one adult (1) team representative with the Carolina Regional Volleyball Association. Each team representative shall be entitled to one (1) vote for each Board position being voted upon. Each election cycle, the Organization will select a vendor to conduct the election with a secure online voting system. Each team representative will receive an email with voting instructions at least twenty-one days before the Annual Meeting. Any team representative that has not cast a valid vote through the approved online election vendor may submit their vote in-person at the Annual Meeting. Proxy votes will not be allowed.

The Women's and Men's Player Representatives, Youth & Junior Girl's and Boy's Representatives, the Officials' Representative and Outdoor Representative shall be elected using the procedure set forth in Section E of the Operating Code, as defined in Article XIX of these bylaws.

Newly elected Carolina Region Directors will take office after the Carolina Regional Volleyball Association Annual Meeting.

Section 9: Timing. Elections shall be held at the Carolina Regional Volleyball Association Annual Meeting.

Section 10: Removal. Any current member of the Carolina Regional Volleyball Association, upon ten (10) days notification in writing to the President, copied to the Secretary, and accompanied by a petition signed by fifty (50) current Carolina Regional Volleyball Association regular members, may appear on the agenda of the next regular Board of Directors meeting and, in a presentation not to exceed ten (10) minutes, state his or her case for removal of a Director.

Any Director, upon ten (10) days notification in writing to the President, copied to the Secretary, may appear on the agenda of the next regular Board of Directors meeting and, in a presentation not to exceed ten (10) minutes, state his or her case for removal of a Director.

The President will notify any challenged Board Member in writing of the upcoming challenge. The challenged Board Member will also be given time, not to exceed ten (10) minutes, for rebuttal. The matter will then be tabled until the next meeting of the Board of Directors, which must take place within thirty (30) days, at which time discussion and vote will be taken. The vote for removal of a Director must be by at least two thirds (2/3) of the Board of Directors.

Article V. Board of Directors

General Statement: The Carolina Regional Volleyball Association Board of Directors, in furtherance of the specific and primary purpose of this nonprofit corporation as expressed in its Articles of Incorporation, may perform such acts as are necessary or convenient to exercise the powers of this nonprofit corporation stated in its Articles of Incorporation, and generally may do or perform, or cause to be done or performed, any act which the Corporation lawfully may do or perform in the furtherance of its specific and primary purpose as stated in its Articles of Incorporation.

Policy Governing the Exercises of Powers by the Board of Directors: It shall be the policy of this 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. Budgeted items that meet the above criteria may include deferred or long term projects that extend beyond the current year. 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 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 this 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 this 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 that results in a substantial diversion of the income or corpus of this Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families.

Section 1: The business, property and affairs of this Corporation shall be managed by the Carolina Regional Volleyball Association Board of Directors; as is described in Article IV above.

Section 2: The directors, other than the first Board of Directors, shall be elected as specified in Article IV above. The first Board of Directors consisted of Frederick N. Wendelboe, Teresa K. Dail, and Richard Bardolph, Jr.

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 of the Corporation shall appoint the chair of all standing or special Committees with the approval of the Board of Directors.

Section 5: Regular or special meetings of the Board of Directors may be held at a set time as published in the Regional Newsletter or website at such times and at such places as shall from time to time be determined by the Board, or as determined by the President. The Board of Directors may hold conference calls, online meetings, or electronic votes in order to conduct business between regularly scheduled board meetings.

Section 6: Each Director shall hold only one (1) Board position and be entitled to only one (1) vote. The Organization may utilize electronic voting through email, website polls, or other electronic means as long as the vote can be positively attributed to a Board member. Proxy votes will not be allowed at any regular or special meeting of the Board of Directors.

Section 7: Directors shall serve without compensation. No person who now is, or who later becomes, a Director of this nonprofit Corporation or its Divisions shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this nonprofit Corporation shall look only to the assets of this nonprofit Corporation for payment.

The Board Members may be reimbursed their costs and expenses for attending meetings and other USA Volleyball meetings as budgeted and authorized, in advance, by the Board of Directors.

The Corporation Directors' and Officers', Committee Chairs', Committee Members' and Advisory Board Members' activities on behalf of the organization shall be specifically indemnified by the Organization.

Section 8: The Executive Committee of the Board of Directors shall consist of the Officers of the Corporation (listed in Article VI, below) as well as other Directors elected to the Executive Committee as described in Article XV, Section 1 below.

Article VI. Officers

Section 1: The Officers of this Corporation shall be those listed below. The term of office for the Officers shall coincide with their respective terms as Directors. Each Officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner provided in Article IV Section 10.

Section 2: The Board of Directors as specified in Article IV, Section 2, may remove any Officer elected or appointed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

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.

The President

1. Shall be a director of the Corporation.
2. Shall be the Chief Executive Officer of the Corporation and subject to the control of the Board of Directors.
3. Shall in general supervise and control all of the business and affairs of the Corporation.
4. Shall be principally responsible for the oversight of the staff and other such persons the Corporation may employ for compensation.
5. Shall, when present, preside at all meetings of the Board of Directors.
6. May sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.
7. Shall prepare or cause to be prepared a budget to be submitted to the Board of Directors for its approval at its last regular meeting prior to the start of the fiscal year.
8. Shall, in general, perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

The Secretary

1. Shall keep or cause to be kept the Minutes of the Directors' meetings in one or more books provided for that purpose.
2. Shall see that all notices are published as provided for in these Bylaws or as required by law.
3. Shall be responsible for the corporate records, other than the financial records that shall be maintained by the Treasurer.
4. Shall, in general, perform all of the duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

The Treasurer

1. Shall be responsible for the oversight of the Corporation's financial operations; oversee receipts and disbursements for moneys due and payable to the Corporation from any source whatsoever and cause the deposit of all such moneys 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.
2. Shall, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
3. Shall, by the close of the fiscal year, place or cause to be placed, all bank records and corporate records with the Regional Office.

The Immediate Past President

1. Shall be a Director and Officer of the Corporation.
2. Shall retain full Director privileges including, but not limited to, introducing motions and voting.
3. Shall serve on the Executive and Personnel Committees.
4. Shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
5. Shall become interim President in the event and for any time period that the President is unable to serve. They shall serve until the sitting President is replaced by a new President, either by election or appointment. A President who is removed from office is not eligible to serve as Immediate Past President.
6. If the position of Immediate Past President is vacant, the Board of Directors shall, at the board of directors meeting following the election appoint a Vice President to serve during the term of the president.

Special Qualifications for Officers: The Board of Directors may set aside these special Qualifications for cause or need by a two thirds majority vote.

The President must have been 1) a Director of the Corporation for at least two of the four years preceding the election and 2) a regular member of the Carolina Regional Volleyball Association for at least two years preceding the election. A person must meet the qualifications stated in the preceding sentence in order to petition or be nominated for or elected to the position of President.

The Secretary must 1) be a regular member of the Carolina Regional Volleyball Association, and 2) have been a Voting Member of the Carolina Region Board of Directors or one of its Divisions for at least one of the three years preceding the election. A person must meet the qualifications stated in the preceding sentence in order to petition or be nominated for or elected to the position of Secretary. The secretarial skills of the nominee or petitioner should be considered.

The Treasurer must 1) be a regular member of the Carolina Regional Volleyball Association, and 2) have been a Voting Member of the Carolina Region Board of Directors or one of its Divisions for at least one of the three years preceding the election. A person must meet the qualifications stated in the preceding sentence in order to petition or be nominated or elected to the position of Treasurer. The accounting/bookkeeping skills of the nominee or petitioner should be considered.

The Immediate Past President must 1) be a regular member of the Carolina Regional Volleyball Association, and 2) have served at least one full term as Carolina Regional Volleyball Association President.

Any regular member of the Carolina Regional Volleyball Association may become eligible for any officer position other than Past President without meeting the Director's service requirement upon presentation of a written petition signed by 10% of current regular members of the Region, membership to be verified by the Region office staff. The petition must list the current membership number of all signatories.

Article VII. Staff

The Board of Directors may employ such staff as may from time to time be necessary for the fulfillment of its goals. Such staff will be reviewed and recommended by the Executive Committee and the appointment confirmed by the Board of Directors. The President as well as the Executive Committee in its role as Personnel Committee will be responsible for managing the activities of staff. Staff may, with the approval of the Board of Directors, serve as an ex-officio member of the Board of Directors.

Article VIII. Division Advisory Boards

The Board of Directors may create Division Advisory Boards to represent membership divisions, govern the operations and address issues related to their division within the guidelines set by the Carolina Regional Volleyball Association Operating Code.

Article IX. Assets

Section 1: 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 2: Deeds, mortgages, leases and contracts approved by the Board of Directors may be signed by both the President and the Secretary or by such other person or persons as the Board of Directors may authorize.

Section 3: All bank checks drawn against the Corporation's checking accounts shall be signed by the President, Treasurer, Executive Director, or by such other person or persons as the Board of Directors may from time to time determine.

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 or investment vehicle with such bank or banks or other depositories as the Board of Directors may select.

Section 5: Dues, annual or otherwise, shall be set by the Board of Directors and specified in the operating code.

Article X. Fiscal Year

The fiscal year of this Corporation shall begin October 1 and end on September 30.

Article XI. Meetings

The Annual Meeting of this Corporation shall be held each year during the month of April or May commencing with the year 1982 at which time the new members of the Board of Directors take office and such other business shall be transacted as may properly be brought before the meeting.

Article XII. Seal

A corporate seal is not required for this Corporation.

Article XIII. Waiver of Notice

The transactions of any meeting of the Board of Directors, 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 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 to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Article XIV. Proxies

Proxies will not be allowed for any Board of Director or Advisory Board meetings or elections.

Article XV. Quorum

One half (1/2) of the members of the Board of Directors shall constitute a quorum for the transaction of non-financial business.

Two thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of financial business and approval of Bylaws amendments.

A quorum is not required in order for an Advisory Board to meet and discuss issues within their divisions. All action items passed by Advisory Boards must be ratified by the Carolina Region Board of Directors.

Article XVI. Committees

Section 1: Executive Committee

There shall be an Executive Committee of the Board of Directors of this Corporation, which shall consist of the Officers and one representative from the remaining members of the Board of Directors, elected annually at the first meeting of the Board of Directors following the Annual Meeting of the Corporation. The Executive Committee shall serve as the Personnel Committee for the Corporation, and may conduct the affairs and business of the Corporation, as directed by the Board of Directors, except for those matters which may only be conducted by the Board of Directors or by the membership of the Corporation, or both.

- a) Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors at a regular meeting, or at a Special meeting called for that purpose;
- b) A majority of the members of the Executive Committee may fix its rules of procedure;
- c) All actions taken by the Executive Committee shall be by a majority of those serving on the Committee if taken at a meeting or by unanimous written approval if taken without a meeting;
- d) Meetings of the Executive Committee may be called, from time to time, at the direction and upon the request of the President;
- e) Notice of such meetings, unless waived, shall in each instance be given verbally or by other means to each member of the Executive Committee at least three (3) days before the meeting;
- f) The Executive Committee shall keep records of its activities and proceedings, as it may deem appropriate;
- g) All actions by the Executive Committee shall be reported to the Board of Directors at the meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors; provided, however, that no rights or acts of third parties shall be affected by such revision, alteration and approval.

Section 2: Standing Committees

The Board of Directors may create Standing Committees within the Guidelines set by the Carolina Regional Volleyball Association Operating Code. This shall include, but not be limited to, a standing Nominating Committee.

Section 3: Ad Hoc Committees

The President, with the approval of the Board of Directors, shall have the authority to appoint, for a limited and defined term, such other committees, as deemed appropriate, within the Guidelines set by the Carolina Regional Volleyball Association Operating Code.

Article XVII. Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a two thirds (2/3) vote of the Board of Directors present at any regular or special meeting; provided however, notice of the proposed amendment had been submitted to the President and Secretary in writing at least ten (10) days prior to said meeting.

Article XVIII. Rules of Procedure

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

Article XIX. Operating Code

The Board of Directors is authorized to adopt an Operating Code by which volleyball activity in the Carolina Regional Volleyball Association shall be governed. The USVBA Operating Code for the Regional Operations Divisions shall be construed to be an integral part of the Operating Code of the Carolina Region.

Article XX. Net Earnings

No part of the net earnings of the Corporation shall inure to the benefit of any of its officers, directors or members or any other private individual. No dividend shall be paid and no part of the net earnings of the Corporation shall be distributed to its members, directors or officers.

Article XXI. Dissolution

Section 1: The Corporation shall have the right to dissolve and wind up its affairs pursuant to and in accordance with the provisions set forth in Section 55A-44 of the North Carolina General Statutes, as that Section may be amended from time to time.

Section 2: In the event of dissolution, the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore;
2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
3. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the Corporation pursuant to a plan of distribution adopted as provided in these Bylaws;
4. All remaining assets shall revert to the national USVBA organization to be used in the same geographic area as the Corporation.

Section 3: A plan providing for the distribution of assets, not inconsistent with these Bylaws or with the provisions of the North Carolina NONPROFIT CORPORATION ACT (as amended from time to time), may be adopted by the Corporation when in the process of dissolution and shall be adopted by the Corporation for the purpose of authorizing any transfer or conveyance of assets for which these Bylaws or the North Carolina NONPROFIT CORPORATION ACT requires a plan of distribution, in the manner set forth in Section 55A-40 of the North Carolina General Statutes (as the same may be amended from time to time).

Section 4: It is intended that the provisions of this Article XXIII shall be and remain consistent with the provisions of the North Carolina NONPROFIT CORPORATION ACT pertaining to the dissolution and liquidation of a nonprofit corporation. Any inconsistency between the provisions of this Article XX and the said provisions of the North Carolina NONPROFIT CORPORATION ACT (as amended from time to time) shall be resolved in favor of the latter.

The sole purpose of this restatement of the Bylaws of the Carolina Regional Volleyball Association is to codify and combine into this one instrument the original Bylaws of the corporation and all amendments thereto, which have been adopted prior to this date. This document is intended to replace the original Bylaws of the corporation and any and all amendments thereto adopted prior to the date hereof.

IN WITNESS WHEREOF, the corporation has caused this document to be executed in its name by its President and attested by Secretary, pursuant to authority duly given, this the 23rd day of August, 2008.

ATTEST: CAROLINA REGIONAL VOLLEYBALL ASSOCIATION