

# DESERT VOLLEYBALL ALLIANCE

## BYLAWS

### ARTICLE I

#### Name, purpose, and Organization

Section 1. Name: The name of the corporation is Desert Volleyball Alliance, hereafter referred to as DVA or the "Alliance".

Section 2. Purpose: The purpose of DVA is to promote the pursuit of competitive volleyball for the Arizona LGBT community and its supporters through a balance of athletic and social activities, including recruiting, coaching, mentoring, and development of leagues and tournaments to benefit all individuals.

Section 3. Organization: DVA is organized as a corporation under the provisions of the Arizona Corporate Commissioner and is registered as such. No part of the net earnings of DVA shall inure to the benefit of, or be distributed to, any member or Director of DVA, except that DVA shall be authorized and empowered to pay reasonable compensation for services rendered to the Alliance, if approved by the Board of Directors.

### ARTICLE II

#### Members

Section 1. Members: All individuals who register and pay league and/or tournament fees automatically become members of DVA for the specific league and/or tournament they have joined. All members must be at least 18 years of age at the time they join.

### ARTICLE III

#### Board of Directors

Section 1. Directors: A Board of Directors consisting of not less than five members shall govern DVA. Directors shall serve for a two-year term (with the exceptions noted in Article V, Sections 2 and 4), with a limit of three full or partial terms.

Section 2. Elections: The election of Directors shall occur at the conclusion of the last monthly meeting of the Board prior to the annual meeting. A simple majority of those present (or voting by proxy) shall be required for election to the Board. Officers of the Board (see Article V, Section 1) elected at that meeting are automatically re-elected to the Board without a vote. New Directors may also be selected at other regularly scheduled Board meetings, in order to fill vacancies or to bring individuals of exceptional talent onto the Board. In such cases, a two-thirds vote of those present (or voting by proxy) shall be required.

Section 2. Officers of the Board: From among its members, the Board of Directors shall elect a Commissioner, two Assistant Commissioners, a Secretary, a Treasurer, and a Public Relations Director. The Commissioner shall preside over board meetings; in his or her absence, an Assistant Commissioner shall chair the meeting.

Section 4. Powers and Duties of the Directors: The Board of Directors shall have control and general management of the affairs, property, and business of DVA and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings. The Board shall be vested with any and all power and authority required or provided for by the Arizona Corporate Commissioner. Such powers shall include but not be limited to the appointment and removal of the Directors and officers of DVA as specified in these Bylaws.

Section 5. Impeachment: Any member of the Board who does not actively participate in the mission of DVA or who takes actions inimical to the interests of DVA is subject to impeachment. Any Director may request that an impeachment action be placed on the agenda of a regular meeting. The Director facing impeachment must be given a two-week notice by the Commissioner and may speak in his or her defense at the meeting where impeachment is being considered. An affirmative vote by a majority of the total Board is required to impeach.

## ARTICLE IV

### Meetings of Directors

Section 1. Annual Meeting: The annual meeting of the Board shall be held each fall between the end of the Fall League and the beginning to the Winter League. The meeting will be held for the purpose of planning DVA programs and activities for the coming year, appointing committees, approving the budget for the coming fiscal year, and for the transaction of any other business as may properly come before the Board. Notice of the date of the meeting shall be given at least one month in advance.

Section 2. Regular Meetings: During the regular playing season, the Board of Directors shall normally meet each month. The date for each meeting shall be set one week in advance and the date, location, time and agenda conveyed via email to all Directors by the Secretary. A Director who cannot attend any Board meeting may designate another Board member as a proxy holder by notifying the Secretary in writing or via email in advance of the meeting.

Section 3. Special Meetings: As required, the Commissioner or any three Directors of the Board may call special meetings to address urgent or important issues. Notice of at least five days shall be given, with the Secretary notifying Directors via email.

Section 4. Quorum: A majority of elected Directors shall constitute a quorum. Written or emailed proxies held by one Director on behalf of an absent Director shall count towards the majority requirement.

Section 5. Action without Meeting: Occasions may arise where prompt action by the Board is required, yet there is insufficient time to schedule a special meeting. On such occasions, the Commissioner shall notify all Directors via email of the issue and proposed action. Directors will vote on the proposed action via email, within 48 hours, with an affirmative vote by a majority of all Directors constituting approval of the action.

## ARTICLE V

### Officers and Duties

Section 1. Officers: The officers of the Board are specified in Article 3, Section 3. No Director may hold more than one officer position simultaneously. Officers shall be elected by majority vote of the Directors present at the last monthly meeting before the annual meeting. Directors who seek election as an officer must indicate their candidacy at the Board meeting immediately prior to the meeting at which elections are held. If an officer position becomes vacant, that position may be filled at a regular Board meeting by a majority vote of the Directors present.

Section 2. Commissioner: The Commissioner shall preside at all meetings of the Board and execute any other duties and actions as specified in the Bylaws or conferred by the Board of Directors. The Commissioner shall serve a one-year term for 2010. Thereafter, the Commissioner shall be elected to a two-year term.

Section 3. Assistant Commissioners: In the absence of the Commissioner, one of the Assistant Commissioners shall chair meetings of the Board and undertake all other duties and actions normally undertaken by the Commissioner. Both Assistant Commissioners shall be elected for a two-year term.

Section 4. Secretary: The Secretary shall keep the minutes of all meetings and actions of the Board taken by email. He or she shall send email notice of all meetings, including the agenda, as specified in these Bylaws, and perform any other duties specified in the Bylaws or assigned by the Board. The Secretary will serve as the primary repository for all DVA documents, including, but not limited to, Bylaws and Articles of Incorporation, Charters, Board meeting minutes, NAGVA correspondence and certification, and any documents relating to DVA's legal and corporate status. The Secretary shall serve a one-year term for 2010. Thereafter, the Secretary will be elected to a two-year term.

Section 5, Treasurer: The Treasurer shall have general supervision over the care and custody of the funds and securities of DVA and shall maintain the Alliance's bank accounts and books. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of DVA and provide up-to-date financial statements for presentation at each annual and regular meeting of the Board of Directors.

Section 6. Public Relations Director: The Public Relations Director shall be the official spokesperson for DVA. The Public Relations Director shall establish relationships on behalf of the Board and be responsible for recruitment of new members.

Section 7. Impeachment: Any officer of the Board who fails to carry out the duties assigned by the Board, or who takes actions inimical to the interests of DVA, is subject to impeachment. Any member of the Board may request that an impeachment action be placed on the agenda of a Board meeting with a two weeks notice. The officer facing impeachment may speak in his or her defense at the meeting where impeachment is considered. An affirmative vote by a majority of the total Board is required to impeach.

## ARTICLE VI

### Financial Instruments and Obligations

Section 1. Signatures on Financial Documents: All checks, drafts, notes, orders for payment and any other binding financial documents shall be signed in the name of DVA by the Treasurer, and if the amount exceeds \$1000, by the Commissioner (or his or her designee), provided that the expenditure has been approved by the Board.

Section 2. Signatures on Other Official Documents: All leases, contracts, and other binding non-financial instruments shall require the signature of the Chairman of the responsible committee (or his or her designee) and the signature of the Commissioner of DVA (or his or her designee), provided that such instruments have been approved by the Board.

Sections 3. Investments: The funds of DVA may be retained in whole or in part in cash or be invested from time to time in any investment that is 100% secure and riskless.

Section 4. Fiscal Year: DVA's fiscal year shall commence January 1 each year and ends December 31 of the same year.

## ARTICLE VII

### Committees

Section 1. Creation of Committees: The Board of Directors shall create standing and ad hoc committees to carry out the day-to-day operations of DVA. The Commissioner shall appoint the Chair of each committee. Committees will be comprised exclusively of Board Directors, unless joint Board-player committees are deemed appropriate in select instances.

Section 2. Term of Office: Each committee member will serve until the annual meeting of the Board of Directors, unless said member resigns or is removed as a Director.

Section 3. Rules: Each committee may adopt rules and procedures for its own operations, provided that they are not inconsistent with these Bylaws or with rules and procedures adopted by the Board of Directors. Under no circumstances may a committee amend the Articles of Incorporation or Bylaws, elect, appoint, or remove a member of the Board of Directors, sell, lease, exchange or otherwise dispose of DVA property, or take any action outside the scope of authority delegated to it by the Board of Directors.

## ARTICLE VIII

### Indemnification

Section 1. Protection of Directors of the Board: DVA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of DVA), by reason of the fact that he or she is or was a Director of DVA, or is or was serving at the request of DVA, against expenses (including attorney's fees), judgments, fines, and amounts paid in good faith and in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of DVA, and in respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not in and of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of DVA, and in respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was not unlawful.

Section 2. Liability to the Board of Directors: DVA will not indemnify a person who is found liable to the Alliance or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

Section 3. Unnamed Defendants: DVA will pay or reimburse expenses incurred by a Director in connection with the person's appearance as a witness or other participant in a proceeding involving or affecting DVA when the person is not a named defendant or respondent in the proceeding.

Section 4. Vote by the Board of Directors: Any indemnification under Section 1 or Section 3 shall be made by DVA on a case-by-case basis after a review and majority vote by the Board of Directors. Any Director seeking indemnification shall not vote in such matter.

## ARTICLE IX

### Amendments

Section 1. Procedures: These Bylaws may be amended by a 2/3 vote of the Board of Directors at an annual meeting, regular meeting, or special meeting called for the purpose of amending these Bylaws. Any proposed amendment must be submitted to the Board of Directors in writing or via email not less than two weeks before the meeting at which the amendment or amendments will be considered.

### CERTIFICATION OF THE SECRETARY OF THE BOARD OF DIRECTORS

I certify that I am the duly elected and current Secretary of DVA, and that the foregoing Bylaws constitute the Bylaws of DVA. These Bylaws were duly adopted at a meeting of the Board of Directors held on February 14, 2010, and take effect on March 1, 2010. They replace all previous Bylaws of the Alliance.

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Mark T. Willocks

Secretary, DVA

February 14, 2010