# BYLAWS OF OKLAHOMA REGION VOLLEYBALL ASSOCIATION, INC.

#### **ARTICLE I- NAME**

The name of this non-profit corporation shall be the Oklahoma Region Volleyball Association, Inc. hereinafter referred to as "the Corporation" or "OKRVA."

#### ARTICLE II-OFFICE

Section 1. Principal Office.

The principal office of the Corporation shall be within the State of Oklahoma. The Board of Directors is hereby granted the power to change, by amendment of this section, the location of the principal office of the Corporation.

Section 2. Corporate Records.

A copy of all records required to be maintained by the Corporation shall be retained at the principal office of the Corporation.

#### ARTICLE III-PURPOSE

The primary purpose for which this Corporation is organized is to foster regional, national and international amateur volleyball competition. In furtherance of this primary purpose, the following specific purposes are set forth:

- (A) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors at schools, playgrounds, parks or other appropriate facilities;
- (B) 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;
- (C) To foster and conduct area, regional, state and national amateur volleyball competitions;
- (D) To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the quality of candidates representing the United States in Olympic, Pan American and World Games competition;
- (E) 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.

#### ARTICLE IV-BOARD OF DIRECTORS

#### Section 1. General Statement.

The Board of Directors, in furtherance of the specific and primary purposes of this non-profit corporation as expressed in its Articles of Incorporation, may perform such acts as are necessary or convenient to exercise the powers of this non-profit corporation as stated in its

Articles of Incorporation, and generally may do or perform, or cause to be done or to be performed any act which the Corporation lawfully may do or perform in the furtherance of its specific and primary purposes as stated in its Articles of Incorporation. In order to carry out its purposes, the Corporation shall have the power to receive and hold money or other properties, tangible, real or personal, for any of the purposes of the Corporation, from whatever source derived. The Corporation shall have the power to borrow money and to mortgage or to pledge real or personal property as security therefore, to use, to borrow, or to expend the funds and property of the Corporation and to do all things necessary or convenient to carry out the powers expressly granted.

## Section 2. Membership.

Membership on the Board of Directors shall be open to all persons who are members in good standing of OKRVA.

#### Section 3. Number of Directors

The business and affairs of the Corporation shall be managed by a Board of Directors composed of fifteen (15) members.

## Section 4. Election of Directors.

## (A) Election Committee.

- 1. A three- (3-) person committee, to include the Secretary as chair, shall be elected by a majority vote of a quorum of the Board of Directors for the purpose of tabulating election results.
- 2. The President of the Corporation and Commissioner shall not be a member of this committee, ex officio or otherwise.
- 3. No member of the Election Committee may also simultaneously serve on the Nominating Committee.
- 4. In the event that the Secretary is an election nominee, the Vice President shall serve as the officer and chair on the committee instead.
- 5. This committee shall count all valid votes and certify the election results.
- 6. The committee shall make its report on the election results to the Board of Directors at the Annual Meeting.
- 7. Ballots shall be retained by the Election Committee chair for no fewer than thirty (30) days, and made available for review by any OKRVA member during that period.
- 8. Any election challenge shall be presented in writing to the Due Process Committee no later than thirty (30) days from the date of the election.
- (B) New directors shall be elected by a majority vote of a quorum of the existing Board of Directors, at the Annual Meeting.
- (C) Directors shall be elected for a term of three (3) years or until such time as their successors are duly qualified and elected at the meeting immediately after the Annual Meeting.
- (D) Directors may be elected to successive terms.
- (E) Any vacancy in the Board of Directors resulting from death, resignation, removal, disqualification or other departure of a director, shall be filled by a majority vote of a quorum of the Board of Directors at the beginning of the next regular board meeting.

The new director thus chosen shall serve for the unexpired portion of the term of the former director. Alternatively, by majority vote of the Board of Directors, a vacancy may remain unfilled until the next Annual Meeting.

## **Section 5. Voting**

- (A) Each director is entitled to one vote;
- (B) No cumulative voting shall be permitted;
- (C) In-person voting may be by oral or written ballot;
- (D) Electronic voting is allowed only under the provisions of Section 5. of Article XVI below;
- (E) Voting by proxy or by absentee ballot is not permitted.
- (F) A revote may occur in the event of a tie, and the only options for the revote shall be those persons on the original ballot who received the same and most number of votes.

#### Section 6. Nomination.

- (A) Nominating Committee.
  - 1. At least sixty (60) days prior to the annual meeting, a committee shall be elected by a majority vote of a quorum of the Board of Directors for the purpose of recommending nominees for succeeding directors.
  - 2. The President of the Corporation and Commissioner shall not be a member of this committee, ex officio or otherwise.
  - 3. This committee shall select qualified candidates for election to the Board of Directors. Members of the nominating committee are not barred from becoming nominees. The committee will contact each person prior to their nomination in order to verify willingness to accept the nomination.
  - 4. The committee shall make its report on nominations to the Board of Directors at the Annual Meeting.
- (B) Nominations from the Floor.

At the Annual Meeting, any member of the Corporation may place a name or names in nomination, including their own name. All nominees must give, orally or in writing, their permission to be nominated from the floor.

Section 7. Compensating of Directors.

Directors shall not receive any compensation or any pecuniary gain by reason of their service on the Board of Directors. However, any Director may be compensated for services rendered to or on behalf of the Corporation that are not connected with their duties as a Director of the Board and when such services are not in conflict with these duties.

#### Section 8. Removal of Directors.

- (A) Dismissal: Any director may be removed by a two-thirds (2/3) majority vote of all of the Board of Directors at any regular or special meeting.
- (B) Attendance: Any director who fails to attend three (3) consecutive regular meetings or four (4) regular meetings per fiscal year shall forfeit their position on the Board. The

Annual Meeting which includes closing one season and opening the next concurrent season; and held on the same date, will be considered as one meeting.

## ARTICLE V-OFFICERS

#### **Section 1. General Statements:**

The principal officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Vice-President and the offices of President and Secretary and the offices of President and Treasurer. These officers shall perform the duties prescribed by these Bylaws and shall conform to such parliamentary authority as is adopted by the Corporation.

#### Section 2. Election of Officers.

The principal officers of this Corporation shall be elected annually by a majority vote of a quorum of the Board of Directors at its first regular meeting after the Annual Meeting of the Corporation. Each officer shall hold office until a successor has been duly qualified and elected or until the death, resignation or removal of the officer as described in Section 5 of this Article. Each officer must be a regular member of OKRVA and a member of the Board of Directors of the Corporation.

# Section 3. Duties and Responsibilities of Officers:

# (A) The President:

- (1) Supervises and controls all of the business and affairs of the Corporation, subject to the control of the Board of Directors.
- (2) When present, presides at all meetings of the Board of Directors;
- (3) Executes, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any legal document or any other instrument which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof either is
- expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed.
- (4) Executes all required US, states and local tax forms and records of the Corporation in a timely manner.
- (5) Performs all duties incumbent to the office of President of the Corporation, and such other duties as may be prescribed by the Board of Directors from time to time.

# (B) The Vice-President:

In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President until the return or replacement of the President.

#### (C) The Secretary:

(1) Keeps the minutes of the Directors' meeting in one or more books established for that purpose, and after each meeting sends a copy of the minutes of said meeting to each member of the Board of Directors prior to the next meeting;

(2) Gives all notices as provided in these Bylaws or as required by law;

(3) Performs all duties incident to the office of Secretary and such other duties as from time may be assigned to the secretary by the President or Board of Directors;

(4) Maintains all records required to be maintained by the Corporation and makes these records available for review; upon request, by any member of OKRVA;

(5) Within sixty (60) days of the election of a new Secretary, provide all records maintained for the Corporation to the President of the Corporation.

(6) If the Secretary is unable to perform the prescribed duties, the President, or in the absence of the President, the Vice-President, shall appoint a temporary replacement, who shall serve as Secretary until said vacancy is filled as set forth in Section 6 of this Article. If the elected Secretary is unable to assume the prescribed duties, an assistant secretary will be elected to fill said position until the Secretary is able to resume the prescribed duties.

## (D) The Treasurer:

(1) Has charge and custody of and is responsible for all funds and securities of the Corporation;

(2) Receives and gives receipts for monies due and payable to the Corporation from any source whatsoever, and deposits all such monies 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;

(3) Causes complete and accurate books and records of accounts to be kept and reports such official transactions of the Corporation as the Board of Directors may require.

(4) In general, performs all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors;

(5) Arranges for the account books and records of the Corporation to be reviewed annually by a qualified, disinterested party or parties, previously approved by the Board of Directors, with the cost of said review if any, to be paid by OKRVA; shall provide a copy of any and all accounting books, records or results of any review for review by the Board of Directors; and upon written request, shall make available a copy of these review results, at a cost to be determined by the Board of Directors, to any OKRVA member in good standing;

(6) Obtains a Surety Bond, effective from the date of their election, in an amount determined by the Board of Directors, with the cost to be paid by the Corporation, and provides said bond within thirty (30) days of their election to the Secretary of the Corporation, to be maintained with the other records of the Corporation;

(7) Provides for the completion and mailing of all required US, state and local tax forms and records of the Corporation in a timely manner, to be documented and signed by the President of the Corporation, and shall maintain such records at the principal office of the Corporation for a period of no fewer than ten (10) years.

#### Section 4. Subordinate Officers.

The Board of Directors may elect, appoint, or authorize the President of the Corporation to appoint, by majority vote by the Board of Directors, any other subordinate officer that the business of the Corporation may require, each of whom shall have the title and hold office for

the period of time specified by the Board of Directors. Such subordinate officer or officers shall have authority and duties specified in these Bylaws or determined by the Board of Directors.

#### Section 5. Removal of Officers:

Any officer elected, authorized, or appointed by the Board of Directors, may be removed by the Board of Directors, with a two-thirds (2/3) majority vote of all of the directors at any regular or special meeting of the Board of Directors.

Section 6. Vacancy in Offices:

Due to a vacancy in any office due to death, resignation, removal, disqualification or other cause, the unexpired portion of the term will be filled by a majority vote of a quorum of the Board of Directors at the beginning of the next regular board meeting. The new officer thus chosen shall serve for the unexpired portion of the term of the former officer. Alternatively, by majority vote of the Board of Directors, a vacancy may remain unfilled until the next Annual Meeting.

Section 7. Compensation of Officers:

Officers of OKRVA shall not receive any compensation or any pecuniary gain by reason of their service as an Officer of OKRVA. However, an officer may be compensated for services rendered to or on behalf of the Corporation that are not connected with the duties as an Officer of OKRVA and when such services are not in conflict with their duties as an Officer of said Corporation.

#### ARTICLE VI-REGIONAL COMMISSIONER

The Regional Commissioner is elected from the membership of the Board of Directors by a majority vote of a quorum of the Board of Directors within thirty (30) days prior to the fifteenth (15<sup>th</sup>) of May. The election will be held in odd numbered years. The term of office shall be two (2) years. Should a vacancy in this office occur due to death, resignation, removal, disqualification or other cause, the unexpired portion of the term will be filled by a majority vote of a quorum of the Board of Directors.

Section 1. Duties and Responsibilities:

- (A) Determines the plan of organization and creates substructures required for the development and accomplishment of OKRVA's missions;
- (B) Cooperates with local branches of other member organizations and attempts to ensure their representation on regional committees;
- (C) Sanctions, approves, promotes and conducts open volleyball competitions, exhibitions, and events in the OKRVA region;
- (D) Presents policies, rules, regulations and guidelines, as adopted by (a) the Board of Directors of any organization in which OKRVA is a member, and/or (b) the Board of Directors of the OKRVA region;
- (E) Causes the appropriate registration of individual volleyball participants and teams as members of the OKRVA region;
- (F) Appoints referee and scorekeeper chairpersons;
- (G) Submits reports which are required as a condition of membership in

other organizations, or as required from time-to-time by the Board of Directors;

- (H) Performs all duties incumbent to the office of Regional Commissioner, and such other duties as may be prescribed by the Board of Directors from time-to-time;
- (I) Supervises all paid employees, contractors and sub-contractors;
- (J) Appoints one or more junior coordinators.

# ARTICLE VII-INDEMNIFICATION OF OFFICERS, DIRECTORS, AGENTS OR EMPLOYEES

The Board of Directors may, by a two-thirds (2/3) majority vote at any regular or special meeting where a quorum is present, indemnify any person, who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that this person is or was a Director, officer, employee or agent of the Corporation, against expenses, including attorney's fees, judgment, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding, if they acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful, consistent with Oklahoma Statutes, Title 18, Section 1031.

## ARTICLE VIII-REGISTERED AGENT

# Section 1. The Registered Agent for this Corporation.

The registered agent for this Corporation shall be the President of the Corporation.

# Section 2. Change of Address or Name of Registered Agent.

If there is a change in the Registered Agent's name and/or address, the Registered Agent shall file a certificate with the Secretary of State for the State of Oklahoma stating the current name and address of the Registered Agent. Any cost incurred will be paid by the Corporation.

# Section 3. Change of Registered Agent.

If there is a change in Registered Agent, the Board of Directors, by way of a majority vote at a regular or special meeting where a quorum is present, shall within sixty (60) days of the time that the current agent has left the position, name the successor to the position and file a certificate with the Secretary of State for the State of Oklahoma stating the name and address of the successor. Any cost incurred will be paid by the Corporation.

# ARTICLE IX -EXECUTIVE COMMITTEE

# Section 1. Composition:

There shall be an Executive Committee of the Board of Directors of the Corporation which shall consist of the Regional Commissioner and the President, Vice-President, Treasurer, Secretary and the immediate Past President of the Board of Directors. All members of the Executive Committee must be members of the Board of Directors of OKRVA.

#### **Section 2 Quorum:**

A quorum of the Executive Committee shall be four members of that committee.

#### Section 3. Powers and Duties:

The Executive Committee shall have the power to conduct the affairs and business of the Corporation, as necessary, between regular or special meetings of the Board of Directors, except in such matters which, by these Bylaws or by the laws of the State of Oklahoma must be reserved for the Board of Directors or for the membership of the Corporation or both.

## Section 4. Reporting to the Board:

The Executive Committee shall report, in writing, at each regular meeting of the Board of Directors, any findings and decisions made by said committee since the last regular meeting.

# Section 5. Findings, Determinations and Decisions:

The Board of Directors, at each regular meeting of the Board, shall ratify, modify or reject any and all findings and decisions made by the Executive Committee since the previous meeting of the Board of Directors.

# ARTICLE X-MEMBERSHIP IN CORPORATION

#### Section 1. General Statement:

Membership in OKRVA may not be conditioned in any manner on race, sex, color, religion, ethnicity, gender identity, sexual orientation or national origin.

#### Section 2. Definition:

A member in good standing is an individual who is registered in one of the classifications of membership with OKRVA, as established from time to time, by the Regional Commissioner, has paid annual fees and dues established by the Board of Directors for such membership for the current year and has no outstanding financial obligations to the region or its affiliated associations. Issuance of a membership registration number to a member in good standing is an agreement between the member and OKRVA that the member will abide by all the rules and regulations established by the Board of Directors including the Articles of Incorporation and these Bylaws.

# Section 3. Discipline of a Member:

A finding by the Board of Directors that a member has willfully failed to abide by this Corporation's Bylaws, or has engaged in conduct which is detrimental to this Corporation, or conduct showing disregard for the rules and regulations of the OKRVA, or the Volleyball Participant Code of Conduct, shall be grounds for discipline, including ultimately expulsion from membership. Pending notice and consideration of disciplinary action, the Commissioner or the Executive Committee may suspend a member reasonably believed to be subject to discipline. In the event a member is suspended pending consideration of discipline, the member shall be provided prompt written notice of said suspension, and consideration of discipline may follow the due process and appeals process as set forth in the Due Process Procedures (Exhibit A). Said procedures may be amended by majority vote of a quorum of the Board of Directors from time to time, and without requiring a revision of these Bylaws.

#### ARTICLE XI-ASSETS

#### Section 1. Bank Drafts and Checks:

All bank checks drawn against the Corporation's checking accounts shall be signed by the President, the President's Designee or Treasurer, or by such other person or persons as the Board of Directors may from time to time designate. At no time may a check or bank draft be made in excess of seventy-five hundred dollars (\$7500.00) without prior approval of the Treasurer and at least two members of the Executive Committee.

## Section 2. Debts and Obligations:

No member or committee of the Board of Directors shall have the authority to encumber the Corporation with any debts without prior approval of the Board of Directors.

#### Section 3. Deeds, Mortgages, Leases and Contracts:

Deeds, mortgages, leases and contracts of the Corporation shall be signed by the President and at least one other officer unless the Board of Directors directs otherwise. Execution of all deeds, mortgages, leases and contracts of the Corporation must have prior approval of a majority vote of a quorum of the Board of Directors at a regular or a special meeting.

#### Section 4. Loans:

No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a written resolution of the Board of Directors.

#### Section S. Funds:

All funds of the Corporation shall be deposited directly in the Corporation's checking account with such insured bank or banks or other depositories as the Board of Directors may select.

#### ARTICLE XII-DUES

Annual dues, fees and any special assessments shall be set by the Board of Directors on an annual basis, or from time to time as needed. Payment of all dues, fees, and special assessments are prerequisite to membership.

# ARTICLE XIII-PROPRIETARY INTEREST OF MEMBERS

Members shall have no proprietary interest in this non-profit corporation or any of its assets or property. Members shall have no right to receive by reason of membership any of the property or assets of this corporation either upon dissolution or otherwise.

# ARTICLE XIV-OPERATING CODE

The Board of Directors is authorized to adopt an Operating Code by which volleyball and related activity under its control shall be governed.

# ARTICLE XV-FISCAL YEAR

The fiscal year of this corporation shall begin on August 1, and end on July 31 of the following year.

# ARTICLE XVI-MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors may be held upon giving no fewer than four (4) days and no more than fourteen (14) written notice to each director and at such times and at such places as shall from time to time be determined by the Board of Directors.

Section 2. Annual Meeting.

- (A) The annual meeting of OKRVA shall be held each year during the month of August at which time the new members of the Board of Directors shall be elected, annual reports shall be received and other such business shall be transacted as may properly be brought before the meeting.
- (B) Notice of the annual meeting shall be posted on the OKRVA website no more than sixty (60) days prior to the annual meeting and no fewer than ten (10) days prior to the meeting. Notice of said meeting shall state the place, and address, date, time and purpose(s) for which said meeting is called. An affidavit of the Secretary of OKRVA stating that the notice has been given, in absence of fraud, shall be proof of notice to members.
- (C) Immediately after the annual meeting, the newly elected Board of Directors shall hold its first meeting to organize itself and to elect the officers of the Corporation.

Section 3. Special (Call) Meetings.

Special meetings may be called at any time by the President and one other officer of the Corporation, or any five (5) Board members, providing that there is an effort (at least two (2) attempts) to contact each director, and at least three (3) days prior notice to said meeting is given.

(A) The agenda of any special meeting must state the reason for the special meeting and must be available to each board member prior to convening said meeting.

(B) No votes will be taken except those pertaining to the subject of the notice of the special meeting and no business shall be transacted except that which is specifically mentioned in the special meeting notice.

Section 4. Meetings by Video Conference

- (A) The Board of Directors can authorize meetings be held by a video conference format, provided Board members have access to the format hosting the conference. The video format shall allow the Secretary to ensure a quorum is present at all times during the meeting and be able to record all votes orally. A meeting shall be suspended if a quorum is lost during the meeting. The meeting will stop in the event a quorum cannot be re-established within 15 minutes.
- (B) The Executive Board can authorize special meetings be held by video conference.
- (C) Committees are authorized to meet by video conference.

Section 5. Meetings by Electronic Medium

- (A) For emergencies or unusual circumstances, the President can authorize a special meeting be held by electronic medium, provided that at least a minimum number of Board members sufficient to constitute a quorum has access to the electronic medium hosting the meeting.
- (B) Electronic meetings may take place via any form of electronic medium.
- (C) The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Directors may call for an electronic vote by written

ballot (i.e., email). The Corporation shall implement reasonable measures to verify that each electronic ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine the employment of the Regional Commissioner.

(D) Committees are authorized to meet by electronic medium when such a format would result in the participation of more committee members than would an inperson or video conference meeting, or when a majority of committee members agree to meet by electronic medium.

#### ARTICLE XVII-SEAL

A corporation seal is not required for this corporation.

# ARTICLE XVIII-QUORUM

The number of the Board of Directors needed to constitute a quorum for the transaction of business, except to adjourn, will be seven (7) of the members of the Board of Directors in good standing. The Board of Directors may continue to transact business, notwithstanding the withdrawal of Directors, but any action taken must be approved by at least majority of a quorum of that meeting. Every act or decision made by a quorum of the Board of Directors present at a duly held meeting shall be regarded as an act of the Board of Directors, subject to the provisions of the laws of the State of Oklahoma, OKRVA's Articles of Incorporation, and these Bylaws.

## ARTICLE XIX-COMMITTEES

# Section 1. Standing Committees.

The Board of Directors, by a majority vote at a regular meeting, has the power to establish Standing Committees.

(A) The President of the Corporation shall appoint the chair and the members of the Standing Committees.

(B) The term of all committee members and the chair of the Standing Committees shall end at the close of the Annual Meeting.

## Section 2. Other Committees.

- (A) The Regional Commissioner, with the approval of the Board of Directors, shall have the authority to appoint such other committees as deemed appropriate. All the committee matters transacted in the name of the Corporation shall be submitted to the Board of Directors.
- (B) All committees, whether appointed or elected, will report to the Board of Directors all findings and reports. Once a committee has reported its findings to the Board of Directors, and those findings have been voted on, said committee will, with the exception of the Standing Committees, cease to exist.
- (C) The President of the OKRVA shall be a ex-officio member of all committees with the exception of the nominating committee.

Section 3. Membership of Committee.

Membership of any committee shall include at least one (1) Board member. If no member of

the Board is available or no Board member will serve on a committee, the membership of said committee may be filled from the general membership.

# Section 4. Committee Chair.

The chair of all committees, other than the standing and nominating committees, shall have the power to select committee members, subject to the approval of the Regional Commissioner.

## ARTICLE XX-AMENDMENTS

These Bylaws may be amended, altered, or replaced, and new bylaws may be adopted by no fewer than ten (10) assenting votes by the Board of Directors at any regular or special meeting; provided however, that notice of the proposed amendment(s) has been submitted in writing to the President and Secretary no fewer than twenty (20) days prior to said meeting, and sent, in writing, to each member of the Board of Directors no fewer than ten (10) days prior to said meeting. An amendment to the Bylaws goes into effect immediately upon its adoption unless otherwise specified.

# ARTICLE XXI-DISSOLUTION OR TERMINATION OF CORPORATION

Upon the dissolution or termination of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, organized and operated exclusively for public and charitable purposes at such time, as the Board of Directors, by a two thirds (2/3) majority vote at a duly held meeting in which a quorum of the Board of Directors is present, shall determine. Any assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the organization is then located, to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

# ARTICLE XXIII-RULES OF PROCEDURE

The rules contained in the current edition of Robert's Rules of Order shall govern the meetings of OKRVA and its Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the laws of the State of Oklahoma, the Articles of Incorporation of OKRVA, these Bylaws, and any special rules of order the Corporation may adopt.

THE OKLAHOMA REGION VOLLEYBALL ASSOCIATION,

BILL HAMITER, PRESIDENT

Bell Hunter

(Last Revised: August 2021 by the Structure & Function Committee - Boyland, Mahoney, McCaw-Frette, Miraku, Ward)