

**RESTATED AND AMENDED BYLAWS
OF
AMERICAN VOLKSSPORT ASSOCIATION, INC.**

These Restated and Amended Bylaws (referred to as the “Bylaws”) govern the affairs of AMERICAN VOLKSSPORT ASSOCIATION, INC., a Texas nonprofit corporation (referred to as the “Corporation”) organized under the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”).

**ARTICLE 1
OFFICES**

1.01. Principal Office. The principal office of the Corporation shall be such office as determined by the Board of Directors from time to time. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
PURPOSES**

2.01. Tax Exemption. This Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including performing charitable and educational activities within the meaning of Section 501(c)(3) of the Code. The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

2.02. Specific Purposes. The Corporation is organized and operated to promote public health, physical fitness, and well-being of the people of the United States, its possessions, trusts, territories, dependencies, and overseas military bases and diplomatic missions. The Corporation organizes, promotes and conducts scheduled programs of noncompetitive, family oriented, participatory lifetime sports, including, but not limited to, walking (including jogging and running), bicycling, swimming, cross-country skiing, and other such events as may be sanctioned by the Corporation and/or the International Federation of Popular Sports (IVV)), and seeks to fulfill the following specific purposes:

- (a) to act as the official representative of the IVV in the United States, its possessions, trusts, territories, dependencies, and overseas military bases and diplomatic missions, and to be the official representative of the United States at all meetings of the IVV;
- (b) to administer the IVV Achievement Awards Program in the United States, its

possessions, trusts, territories, dependencies, and overseas military bases and diplomatic missions;

- (c) to develop and implement a program of public information and education to engender interest in scheduled programs of noncompetitive, family oriented, participatory lifetime sports;
- (d) to supervise the compilation of a national calendar of sanctioned events to be made available to its member organizations, their members and the general public;
- (e) to increase communication among members and Volkssport participants through the most efficient and timely means of communication;
- (f) to assist in the organization of new Volkssport clubs within the geographic jurisdiction of the AVA;
- (g) to provide an understanding of the benefits of participation in organized programs of noncompetitive, family oriented, participatory lifetime sports;
- (h) to foster a preventive maintenance concept of health care;
- (i) to stress the fun and exhilaration of walking, jogging, running, bicycling, swimming, cross-country skiing, and such other events as may be sanctioned by the Corporation and/or the IVV; and
- (j) to sanction events in conjunction with or under the auspices of the IVV, the AVA and other organizations that align with our mission to do all things necessary and incidental.

All activities of the corporation will be carried on to be responsive to the needs of all persons, without regard to race, religion, sex, age, national or cultural origin, place of residence, economic circumstances, lifestyle, or social status.

ARTICLE 3 **MEMBERSHIP**

3.01. Regular Membership. Regular membership shall consist of the regular member clubs and state organizations (from now on referred to collectively or, on occasion individually, as “Member(s)”) within the geographic jurisdiction of the Corporation.

- (a) *Regular Member Clubs.* A regular member club may be formed by any group of persons that subscribes to the purposes of the Corporation and desires to conduct or sponsor AVA-sanctioned events. A regular member club must be operated as or be an element or affiliate of an organization recognized by the Internal Revenue Service as tax-exempt under Section 501(a) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or be part of a federal, state or local government agency. This includes but is not limited to organizations described in Sections 501(c)(3) or 501(c)(4). Regular member clubs shall be entitled to all privileges of membership, including the right to conduct AVA-sanctioned volkssporting events and to vote at meetings of the Members.

- (b) *State Organizations.* A state organization may be formed when six regular member clubs exist within a single state and two-thirds of such Members agree to establish a state organization. Only one state organization shall be permitted in each state. Each state organization shall consist of all regular member clubs chartered within that state and may include clubs in adjacent states within the same region. Each state organization which has twelve or more member clubs must have at least four officers: president, vice president, secretary, and treasurer. Other officers may be elected or appointed. A state organization may determine the eligibility and method of election of its officers and the timing of elections. A state organization may enact bylaws and/or other documents required by the laws of the state in which they are chartered, but in cases where they conflict with the Corporation's Bylaws and other documents, the Corporation's governing documents shall prevail. A state organization shall be entitled to all the privileges of membership, including the right to conduct or sponsor AVA-sanctioned volkssporting events and to vote at meetings of the membership.

3.02 AVA Associate Membership. As set out in Section 3.01 of these Bylaws, regular membership in the AVA is AVA Clubs or State Organizations (referred to throughout these Bylaws as "Members"). In order to obtain certain benefits while participating in Volkssports, individuals may become AVA Associate Members. The AVA Associate Program was not meant to and does not replace Regular Member Clubs.

3.03. Application Procedures.

- (a) *Regular Membership.* Any group of persons may apply for club membership by submitting a written application to the Corporation.
- (b) *Temporary membership.* The Chief Executive Officer (CEO) may confer temporary membership. Permanent membership shall be granted upon the affirmative vote of the Board of Directors at its next meeting.

3.04. Rights and Obligations of Regular Members.

- (a) *Rights.* Every Regular Member is entitled to participate in activities conducted for Members, to file petitions and to exercise the right to vote.
- (b) *Obligations.* All Members of the Corporation are obligated to:
1. promote the aims and goals of the Corporation to the best of their abilities;
 2. uphold the reputation of the Corporation at all times;
 3. obey the Corporation Bylaws;
 4. pay dues;
 5. submit all required reports to the National Headquarters.

3.05. Fees and Dues.

- (a) *Establishment of Fees and Dues.* The monetary amount of all fees and dues will be determined from time to time by the Board of Directors.
- (b) *Late Fees.* The Board of Directors may establish and impose penalties for the late payment of any debt to the Corporation.
- (c) *Delinquencies.* Members, which are delinquent in the payment of debts to the Corporation and which have not received prior approval for postponement of payment of fees, may not sponsor AVA-sanctioned events until such delinquencies are paid in full. Members, which have delinquencies forty-five days before a regular or special membership meeting, shall be denied voting privileges at that meeting.

3.06. Termination of Membership.

- (a) *Termination.* Membership in the Corporation ends upon dissolution, resignation, or expulsion of the Member.
- (b) *Resignation.* Any Member desiring to resign from the Corporation shall submit its resignation in writing to the National Headquarters who shall present the resignation to the Board of Directors for action. No Member's resignation shall be accepted until all outstanding debts, obligations, and liabilities to the Corporation have been satisfied.
- (c) *Expulsion.* A Member may be recommended for expulsion from the Corporation for:
 - 1. acting in a grossly negligent manner or contrary to the best interest of the Corporation;
 - 2. publicly damaging the reputation of the Corporation;
 - 3. failing to meet its obligations; or
 - 4. violating the Corporation Bylaws.
- (d) *Procedures.* The Board of Directors shall decide upon the expulsion of a Member by the following process:
 - 1. Appointment of Committee. If a Member is charged with committing any misconduct under Section 3.06 (c) of this Article, the Chair shall appoint, without delay, a special committee of at least three persons to conduct a confidential investigation of the alleged misconduct.
 - 2. Committee Duties. The committee so appointed shall conduct such confidential investigation expeditiously.

3. Committee Report. Upon completing its investigation, the committee shall report to the Board of Directors, in executive session, either exonerating the accused Member or proffering specific charges of misconduct.
4. Notice of Hearing. If charges of misconduct are proffered, the Board of Directors shall give the accused Member formal notification, in writing, of such charges and set a date for a formal hearing of such charges before the Board of Directors.
5. Hearing. At the hearing upon such charges, the Board of Directors, sitting in executive session, shall hear the evidence upon both sides and shall then render a verdict of guilt or exoneration.
6. Expulsion. If a Member is found guilty, the Board of Directors shall expel the Member, require the return all IVV and AVA materials in its possession, including the Club's Membership Charter, to the Corporation National Headquarters and settle all outstanding debts, obligations, and disabilities with the Corporation.

3.07 Honorary Membership. The Board of Directors may confer honorary membership upon an individual or group, whose actions have greatly assisted or promoted the aims and purposes of the Corporation. An honorary Member shall be exempt from payment of fees and dues and shall be entitled to all privileges of regular membership, except the right to conduct or sponsor Corporation sanctioned volkssporting events or to vote at meetings of the Members.

ARTICLE 4

BOARD OF DIRECTORS

4.01. Membership. The elected National Officers, Regional Directors, up to three At-Large members, and the CEO shall constitute the Board of Directors. The CEO shall be a nonvoting, ex-officio member of the Board of Directors.

4.02. Management. The Board of Directors shall manage and govern the affairs of the Corporation.

4.03. Number, Term, and Qualifications. The powers of the Corporation shall be exercised by or under the authority of, and the property, business, and affairs of the Corporation shall be managed under the direction of a board of not less than three (3) and not more than eighteen (18) Directors, as may be determined by the Board of Directors from time to time, provided that the number of Directors shall not be decreased to less than three (3) and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The CEO shall be a Director and count towards the minimum and maximum number allowed under this provision. Directors who are National Officers shall serve the term described in Section 4.04. Regional Directors shall serve the term described in Article 6.07.

4.04. Eligibility – National Officers.

- (a) Elected National Officers must reside within the geographic jurisdiction of the AVA, excluding overseas military or diplomatic addresses.
- (b) If an elected National Officer establishes a permanent residence outside the geographic jurisdiction of the of the Corporation during the term of office, the Executive Committee shall immediately declare the office vacant and the Board of Directors will fill the position by following Section 4.07 of this Article.
- (c) A person who is considered “not in good standing” with the Corporation shall not be eligible to be an elected National Officer. A person “not in good standing” is defined as an individual with a debt, obligation or liability to the Corporation that has been delinquent for five months. A debt, obligation or liability shall be considered delinquent if it has not been settled within thirty days of the date it was due.
- (d) No person may hold more than one National Office at the same time.
- (e) No person may hold a National Office and serve as a Regional Director at the same time.
- (f) No person may serve more than two consecutive two-year terms in the same position as a National Officer.

4.05. At-Large Directors.

- (a) *Selection Procedure.*
 - 1. Skills needed on the Board will be determined by the members of the Board. The Board will determine the number of available At-Large positions and announce to the Membership those skills needed, number of open At-Large Director positions, and the suspense for receiving nominations.
 - 2. Any Associate Member of the Corporation in good standing may make a nomination for one or more of the open At-Large Director seats on the Board. This nomination must be received by the Board Secretary in writing no later than the established suspense.
 - 3. The Board will assess each nominee for the skills needed on the board, the general benefit that each nominee will bring to the Board and Corporation, and their commitment to serve. From the nominees received from the Associate Members, the Board will approve a slate of nominees that will be presented to the Associate Members of the Corporation for selection by written vote. The Board will also announce the way the vote will be taken and the suspense for any vote to be received and counted.

4. While it is incumbent upon the Board to determine the number of At-Large Members, no more than three are allowed at any time. While their terms can run concurrently, their terms can also be staggered to provide more flexibility to the Board in ensuring that the right skill mix is always available.
- (b) Term of Office. The term for each At-Large Member shall be two years. The term of office shall begin with the first Board meeting (in person or electronic) immediately following the validation of their election by the Board.
- (c) Term Limits. At-Large Members can serve no more than two consecutive terms of office. Re-election for a second term will be done by majority vote of the Board.

4.06. Nomination of National Officers.

- (a) A Nominating Committee of not less than five individuals shall be elected by a majority vote of the members of the Board of Directors at least six months before the regular membership meeting.
- (b) It shall be the duty of the Nominating Committee to nominate candidates for the National Offices to be filled by election at the regular membership meeting. No member of the Nominating Committee may accept nomination for a National Office. If a committee member does choose to run for National Office, such candidate's membership on the Nominating Committee shall terminate, and the Board of Directors shall immediately elect a replacement.
- (c) The Nominating Committee shall report to the Members by letter at least thirty days before the regular membership meeting.
- (d) The National Officers shall be elected at large by secret ballot at the regular membership meeting.
- (e) Nominations from the floor shall not be permitted.
- (f) Where only one candidate for a National Office has been nominated, no ballots shall be cast by the Members and the Chair shall call for a voice vote of the Members.
- (g) If more than two candidates are nominated for the same National Office, and upon the first ballot no candidate receives a majority of the ballots cast, the two candidates receiving the most ballots shall run against each other. Upon the subsequent ballot, the candidate receiving a majority vote shall be declared elected.

- (h) Contributions from a member club or state organization to a candidate for National Office shall be limited to \$200.00 or ten percent of the club's gross income for the year, whichever is less. Monies contributed to an individual's campaign for election may be used only for that purpose. Once the campaign is completed, all remaining campaign funds must be returned to the contributing club or clubs or given to an organization that has IRS 501(c)(3) status.

4.07. Election of Directors. A person who meets any qualification requirements to be a Director and who has been duly nominated may be elected as a Director. At-Large Directors shall be elected as described in Section 4.05. National Officers shall be elected as described in Section 4.06(d). Regional Directors shall be elected as described in Section 6.06. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as director.

4.08. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the Members to elect a National Officer or the Region to elect a Regional Director. In addition to Section 4.25, the Board of Directors may declare the office of a Director vacant if the Director: is adjudged incompetent by a court, is convicted of a crime involving moral turpitude, or does not accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days' notice of election. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

4.09. Officers of the Board. The elected National Officers of the AVA shall be Chair, Vice Chair, Board Secretary, and Finance Chair. At every meeting of the Board of Directors, the Chair shall preside, and if not, the Vice Chair shall preside. The Board Secretary shall keep Minutes at the Board meetings. When the Board Secretary is absent from any meeting, the Chair, or the person presiding, may appoint any person to act as Board Secretary of the meeting. The Board Secretary shall give the Board meeting minutes to the Corporate Secretary after they are approved by the Board.

4.10. **Duties of National Officers**

(a) **Chair.** The AVA Chair shall:

1. preside at all meetings of the Members, the Board of Directors, and the Executive Committee;
2. serve ex-officio as a member of all committees except the Nominating Committee;
3. perform such duties as are customarily performed by the Chair of nonprofit corporations and similar associations; and

4. perform such other duties as prescribed by the Board of Directors.

(b) **Vice Chair.** The Vice Chair shall:

1. preside at all meetings of the Members, the Board of Directors, and the Executive Committee in the absence of the AVA Chair;
2. succeed to the office of AVA Chair for the balance of the unexpired term in the event of a vacancy in the office of AVA Chair;
3. perform such duties as are customarily performed by the vice chair of nonprofit corporations and similar associations; and
4. perform such duties as are prescribed by the AVA Chair and the Board of Directors.

(c) **Board Secretary.** The Board Secretary shall:

1. keep a record of all proceedings of the Members, the Board of Directors, and the Executive Committee;
2. perform such duties as customarily performed by the secretary of nonprofit corporations and similar association; and
3. perform such other duties as are prescribed by the AVA Chair and the Board of Directors.

(d) **Finance Chair.** The Finance Chair shall be in charge of oversight of the financial and budgeting affairs of the Corporation. The Finance Chair shall present a report on the finances and budgeting at each regular meeting of the Board. The Finance Chair shall perform such other duties as prescribed by the AVA Chair and the Board of Directors.

4.11. Regular Meetings. Unless otherwise ordered by the Board of Directors, regular meetings of the Board shall be held at least semiannually. The meetings may be held either within or without the State of Texas and may be held by conference call or any electronic means if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the date and time of the meetings or conference calls.

4.12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, CEO, Board Secretary, or any three Directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding the special meeting. The person or persons calling a special meeting shall notify the Board Secretary of the information required to be included in the notice of the meeting. The Board Secretary, with a copy to the Corporate Secretary, shall give notice to the Directors as required in

the Bylaws.

4.13. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all Directors consent in writing or by electronic mail (email) to the action. Such consent may be given individually or collectively.

4.14. Notice. Written, printed, or electronic notice of any special meeting of the Board of Directors shall be delivered to each Director not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

4.15. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum.

4.16. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Restated and Amended Certificate of Formation, or these Bylaws.

4.17. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust concerning the Corporation or concerning any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.18. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not after that paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors

participating in a Board meeting at which the improper action is taken are presumed to have assented unless they dissent in writing. The written dissent must be filed with the Board Secretary before adjournment or mailed to the Board Secretary by registered mail or email immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. The contributions are made in proportion to the amount received by each such person.

4.19. Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

4.20. Voting Rights. Each member of the Board of Directors shall be entitled to one vote, except the CEO who shall have no vote, on each matter submitted to a vote of the Board of Directors.

4.21. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the law or the Bylaws require the act of a greater number. A Director who is present at a meeting and abstains from a vote is considered to be present and voting to determine the decision of the Board of Directors.

4.22. Presumption of Assent. Unless the dissent is specifically noted in the minutes, all Directors shall be deemed to have voted for the action, If the Board Secretary of the meeting refuses to note the dissent in the minutes, the dissenting Director shall mail, using certified or registered mail, the dissent to the Corporate Secretary within one business day after the Board of

Directors adjourn the meeting. The Corporate Secretary shall include the dissent's letter with the minutes of the Board meeting.

4.23. Proxies. A Director may not vote at a meeting of the Board of Directors by proxy.

4.24. Compensation. Directors may not receive compensation or salaries for their services as a Director. A Director shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties as a Director, including any cost incurred to attend the meetings by the Board. A Director may serve the Corporation in any other capacity and receive compensation for those services as permitted by law.

4.25. Removal of Directors. Failure or refusal to perform prescribed duties shall constitute grounds for removal of any Director. Any National Officer, Regional Director, or an At-Large Director may be removed from office and membership on the Board of Directors by either of two methods. First, a written recall motion instituted by a Member and endorsed by at least twenty-five percent of the Members shall be submitted to the Board of Directors. The National Officer, Regional Director, or At-Large Director shall be removed upon a majority vote of the Members at any regular or special membership meeting of the Corporation. Second, a recall motion instituted by a Director and endorsed by at least five members of the Board of Directors shall be submitted at any regular or special meeting of the Board of Directors. The National Officer, Regional Director, or At-Large Director shall be removed upon the affirmative vote of at least three-fourths of the members of the Board of Directors currently in office (excluding the proposed removal candidate) at any regular or special meeting of the Board of Directors.

4.26. Resignation of Directors. Any Director may resign at any time by giving written notice to the Board of Directors, the CEO, or the Board Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 5

OFFICERS OF THE CORPORATION

5.01. Officer Positions. The officers of the Corporation shall be a President CEO and a Secretary, and the CEO and Secretary shall not be the same person. The Executive Committee may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

5.02. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties, and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Executive Committee not inconsistent with these Bylaws.

5.03. Term of Office. Except for the CEO, the term of office for each elected Corporate Officer shall be two years or until a successor is duly elected. Each officer shall hold office until a successor is duly elected and qualified. An officer may be elected to succeed himself or herself in the same office. The term of office shall begin following the close of the regular membership

meeting at which they were elected.

5.04. Removal. The Board of Directors may vote to remove any Corporate Officer at any time, with or without good cause. A meeting to consider the removal of a Corporate Officer may be called with notice to the Board of Directors. The notice of the meeting shall state that the issue of possible removal of the Corporate Officer will be on the agenda. The Corporate Officer may be removed by the affirmative vote of a majority of the Board of Directors.

5.05. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

5.06. Vacancies. A vacancy in any elected National Officer, to include the CEO, shall be filled by election of a replacement by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. The successor to a vacancy shall serve for the unexpired term.

5.07 President (CEO). The President of the corporation shall be the chief executive officer of the Corporation and a member of the Board of Directors. The CEO shall perform the duties of a president, as described in the Act. The President of the Corporation shall be referred to as the Chief Executive Officer (CEO). The CEO shall supervise and control all the business and affairs of the Corporation. The CEO shall serve as an ex-officio member of all committees except the Nominating Committee. The CEO may execute any deeds, mortgages, bonds, contracts, or other instruments that the Executive Committee has authorized to be executed. However, the CEO may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The CEO shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President. The CEO shall be elected by the Board of Directors and shall serve an indefinite term. The CEO may be removed by a vote of a majority of the Board of Directors.

5.08 Corporate Secretary. The Corporate Secretary, who shall serve as Board Secretary and be a Director, shall:

- (a) give all notices as provided in the Bylaws or as required by law;
- (b) take minutes of the meetings of the Members and keep Member, Board of Director, Executive Committee meeting minutes as part of the corporate records;
- (c) maintain custody of the corporate records and the seal of the Corporation;
- (d) affix the seal of the Corporation, if any, to all documents as authorized;
- (e) keep a register of the mailing address of each Director, officer, and employee of the Corporation.

- (f) perform duties as assigned by the CEO or by the Board of Directors; and
- (g) perform all duties incident to the office of Secretary.

5.09. Disallowed Payments. Any payments made to an officer of the Corporation, such as an expense reimbursement incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service (“IRS”), shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 6

REGIONAL DIRECTORS

6.01. Number. The Executive Committee shall create at least six, but not more than ten geographic Regions from the territory of the Corporation. The number of Regions and the area of each shall be established by the Board of Directors. Each Region shall be represented on the Board of Directors by a Regional Director (RD), or a Deputy Regional Director (DRD) in the absence of the RD.

6.02. Eligibility.

- (a) A Regional Director must reside within the Region the individual is elected to represent. Overseas military or diplomatic addresses are not considered part of Regions for residence purposes.
- (b) If a Regional Director establishes permanent residence (domicile) outside the Region which the individual was elected to represent, the office shall immediately be declared vacant by the Board of Directors and filled in accordance with the procedures set forth in Section 6.05 of this Article.
- (c) A person who is considered “not in good standing” with the Corporation shall not be eligible to serve as Regional Director. A person “not in good standing” is defined as an individual with a debt, obligation, or liability to the Corporation that has been delinquent for five months. A debt, obligation, or liability shall be considered delinquent if it has not been settled within thirty days of the date it was due. No person may hold a National Office and serve as a Regional Director at the same time. No person may serve more than two consecutive terms as a Regional Director for the same Region.

6.03. Duties. Each Regional Director shall:

- (a) coordinate and promote the Corporation program of activities within the represented Region;
- (b) maintain liaison between Members in their Region, the Board of Directors

and the National Office;

- (c) review applications for club membership from groups in the Region and recommend action to the Board of Directors;
- (d) approve AVA and IVV event scheduling for Members within their Region or appoint a designee to do so;
- (e) approve AVA and IVV event sanctioning and provide notice of sanction approval to the National Office or designate someone to do so;
- (f) review delinquency reports and follow up to ensure that all reports have been submitted and debts to the Corporation have been paid;
- (g) implement disciplinary action against Corporation Members in the Region for violations of the Corporation or IVV rules;
- (h) recommend to the Board of Directors disciplinary against Members within the Region for violation of the Corporation IVV rules;
- (i) promote the development of new clubs within the Region by visiting, corresponding with, or making presentations to interested groups to promote the growth of the Corporation;
- (j) recommend to the Board of Directors disciplinary action against Members within the Region for violation of the Corporation or IVV rules; and
- (k) perform such other duties as are prescribed by the Board of Directors.

6.04. Removal. Failure or refusal to perform the prescribed duties shall constitute grounds for removal from office. Any Regional Director or Deputy Regional Director of the Corporation may be removed from office in the represented Region and from membership on the Board of Directors by a recall motion instituted by a Member in the represented Region, provided said motion is submitted in writing to the Board of Directors and endorsed by at least twenty-five percent of the Members in the Region. The Regional Director shall be removed upon a majority vote of the Members in the Region.

6.05. Vacancy. A vacancy in any Regional Director position shall be filled by election of a replacement by a majority vote of the Members in the Region. The successor to a vacancy shall serve for the unexpired term.

6.06. Election Procedures.

- (a) A Nominating Committee shall be appointed in each Region by the Regional

Director at least nine months prior to the regular membership meeting.

- (b) It shall be the duty of the Regional Nominating Committee to nominate candidates for Regional Director in that Region. No member of the Nominating Committee may accept nomination for Regional Director. If a committee member does choose to run for Regional Director, such candidate's membership on the Nominating Committee shall terminate and the Regional Director shall immediately appoint a replacement.
- (c) The Regional Nominating Committee shall report to the Members in its Region by letter at least thirty days prior to the membership meeting where the election will be conducted. Nominations from the floor shall be permitted.
- (d) Each Regional Director shall be elected by ballot of the Members in the Region. The election may take place at a regional meeting, mail ballot, or any other acceptable electronic means.

The Regional Director shall poll the voting members to determine which method is the majority choice. The incumbent Regional Director, or designee, shall preside at the meeting. The Members, holding one-third of the votes that may be cast at the meeting, either in person or by proxy, shall constitute a quorum at the meeting. Elections for Regional Director cannot be held earlier than ninety days before the next regularly scheduled Corporation membership meeting.

- (e) If more than two candidates are running for the same office and upon the first ballot no candidate receives a majority of the ballots cast, the two candidates receiving the most ballots shall run against each other. Upon the subsequent ballot, the candidate receiving a majority of the vote shall be elected.
- (f) The results of such election shall be delivered by the Regional Director to the Board Secretary within 10 days. The Board Secretary shall announce the results of the election at a regular membership meeting and shall report the results in the minutes of that meeting.
- (g) Contributions from a Member to a candidate for Regional Director shall be limited to \$200.00 or ten percent of the club's gross income for the year, whichever is less. Monies contributed to an individual's campaign for election may be used only for that purpose and once the campaign is completed all remaining campaign funds must be returned to the contributing Member(s) or given to an organization that has IRS 501(c)(3) status.
- (h) For those regions that choose to elect a Deputy Regional Director, it may be done by one of two methods:
 - 1. A Regional Nominating Committee makes a recommendation(s) to the Members in the region for their selection;

2. The RD makes a nomination to the Members in the region for their approval.

6.07. Term of Office. The term of office for each Regional Director shall be two years or until a successor is duly elected. The term of office shall begin following the close of the regular general membership meeting at which the election of the Regional Director was announced.

6.08. Deputy Regional Director. Each Region is authorized to establish a single position of Deputy Regional Director (DRD) who will act in cooperation with and under the direction of the Regional Director to assist in carrying out tasks outlined in Section 6.03. Qualifications specified for the DRD are the same as those of the RD. Any DRD must be able to assume the role of RD at any time in the two-year term, and not be in conflict with any provisions in the Bylaws, such as term limits for the previous service. When a Region has a DRD, a vacancy in the office of RD will be immediately filled by the DRD. A vacancy in the office of DRD during the term can be filled in accordance with Section 6.06(h).

ARTICLE 7

STATE ORGANIZATIONS

7.01. New State Organizations. Newly chartered state organizations shall have up to twelve months to assume the responsibilities listed in Section 7.03 of this Article.

7.02. Training. The Corporation shall provide leadership training for the president of each state organization or his designee at the regular membership meeting.

7.03. Duties. State organizations shall be responsible to their Regional Director for:

- (a) coordinating and carrying forward the Corporation program and activities within the state;
- (b) maintaining liaison among Members chartered within the state and to the appropriate Regional Director, the Board of Directors and the National Office;
- (c) reviewing applications from prospective Members and recommending action on chartering same to the appropriate Regional Director;
- (d) in conjunction with the Regional Director, approving AVA and IVV event dates for Members within the state;
- (e) reviewing After Action Reports and Delinquency Reports and following up to ensure that all reports have been submitted and debts have been paid to the Corporation;
- (f) implementing disciplinary action against Members in the state for violations of Corporation or IVV rules;
- (g) promoting the development of new Members by visiting, corresponding with, and

making presentations to interested groups;

- (h) developing and implementing programs, with the assistance of the Corporation, for the mutual benefit of the Corporation, IVV, and Members within the state.

ARTICLE 8 **COMMITTEES**

8.01. Establishment of Committees. Board Committee Chairs, standing and special, as deemed necessary by the Board of Directors to carry on the work of the Corporation, shall be appointed by the Chair with advice of the Board of Directors. Committees dealing with day-to-day operation of the Corporation may be established by and report to the CEO. All Board Committees, standing or special, except the Nominating Committee, shall consist of at least one member of the Board of Directors. No member of the Board of Directors shall be on the Nominating Committee. The Board Chair shall be a member ex-officio of all other committees, except the Nominating Committee. The Board Chair shall be an ex-officio member of all committees, except the Nominating Committee. No committee shall have the authority of the Board of Directors to:

- (a) amend the Certificate of Formation;
- (b) adopt a plan of merger or a plan of consolidation with another corporation;
- (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (d) authorize the voluntary dissolution of the Corporation;
- (e) revoke proceedings for the voluntary dissolution of the Corporation;
- (f) adopt a plan for the distribution of the assets of the Corporation;
- (g) amend, alter, or repeal the Bylaws;
- (h) elect, appoint, or remove a member of a committee or a Director or officer of the Corporation;
- (i) approve any transaction to which the Corporation is a party, and that involves a potential conflict of interest; and
- (j) take any action outside the scope of authority delegated to it by the Board of Directors.

8.02. Standing Committees. There shall be the following standing committees: Executive Committee, Finance, Governance, Awards and Nominations.

8.03. Operational Committees. Operational committees, such as National Convention, Information Technology, Membership, Club Development and Support, National Programs,

Publicity, and Strategic Performance, may be established under the CEO.

8.04. Duties. Board Committees shall perform such duties as are prescribed in the Board Handbook and their respective Committee Charters as approved by the Board. Operational Committees under the supervision of the CEO will perform such duties as directed by the CEO and their respective charters as approved by the CEO.

8.05. Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

8.06. Chair. Committee chairs shall be appointed by the Board Chair and CEO as appropriate. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

8.07. Notice of Meetings. Written, printed or electronic notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

8.08. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

8.09. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the law or the Bylaws require the act of a greater number. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting to determine the act of the committee.

8.10. Proxies. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after three (3) months from the date of its execution.

8.11. Compensation. Committee members may not receive salaries for their services as committee members. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each

meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

8.12. Rules. Each committee may adopt rules for its operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

8.13. Executive Committee.

- (a) *Membership*. The elected National Officers, a representative of the Regional Directors who has been elected by the Regional Directors, and the CEO shall constitute the Executive Committee. Each member of the Executive Committee shall have one vote, except the CEO who shall have no vote.
- (b) *Duties*. The Executive Committee shall have general supervision of the affairs of the Corporation between the meetings of the Board of Directors. It shall fix the hour and place of its meetings, make recommendations to the Board of Directors, and shall perform such other duties as may be specified in the Board of Directors Handbook. The Executive Committee shall be subject to the orders of the Board of Directors, and none of its actions shall conflict with the actions taken by the Board of Directors or the membership.
- (c) *Meetings*. Meetings of the Executive Committee shall be called by the CEO or Board Chair as necessary to conduct the business of the Corporation. The Executive Committee may conduct business in person, by teleconference, email, or any other electronic means.

ARTICLE 9

TRANSACTIONS OF THE CORPORATION

9.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

9.02. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositaries that the Executive Committee selects.

9.03. Gifts. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Corporation.

9.04. Loans and Related Parties. The Corporation shall not make any loan to a Director or officer of the Corporation.

9.05. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- (a) the material facts concerning the financial interests are disclosed to the Executive Committee, and the Executive Committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors;
- (b) the contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction; and
- (c) the interested Director that is present may be counted towards a quorum for purposes of voting on the contract or transaction. In the discretion of the Executive Committee, the interested Director may participate in the discussion of the matter; provided, however, the Director may not vote.

9.06. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Executive Committee, no Director, officer, or committee member of the Corporation shall:

- (a) do any act in violation of the Bylaws or a binding obligation of the Corporation;
- (b) do any act with the intention of harming the Corporation or any of its operations;
- (c) do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- (d) receive an improper personal benefit from the operation of the Corporation;
- (e) use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill;
- (g) use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; and
- (h) disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 10

BOOKS AND RECORDS

10.01. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- (b) a copy of the Bylaws, and any amended versions or amendments to the Bylaws;
- (c) minutes of the proceedings of the Board of Directors, the Executive Committee, the Membership, and committees having any of the authority of the Board of Directors;
- (d) a list of the names and addresses of the Directors, officers, and any committee members of the Corporation;
- (e) a financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years;
- (f) a financial statement showing the income and expenses of the Corporation for the three most recent fiscal years;
- (g) all rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
- (h) the Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

10.02. Inspection and Copying. A Director or officer of the Corporation may, as provided below, inspect, and receive copies of books and records of the Corporation required to be kept by the Bylaws. A Director or officer may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing stating the proper purpose. Only books and records relevant to the proper purpose may be inspected or copied. For purposes of this provision, "relevant" means supporting or evidencing the proper purpose identified in the request. As allowed under applicable law, and to protect the interests of the Corporation, and as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, the Corporation shall have the right to require that the person requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied. Subject to the protection of the Corporation's interests in preventing the disclosure of confidential, proprietary or trade secret books and records, a person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's

receipt of a proper written request. The Executive Committee may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies of some corporate documents to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990 if any. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 11 **FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 of a given year through December 31 of each year.

ARTICLE 12 **INDEMNIFICATION**

12.01. When Indemnification is Required, Permitted, and Prohibited.

- (a) The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venture, proprietor, or trustee of a partnership, joint venture, sole proprietorship, trust, employee benefit plan, or another enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another based on improperly receiving a personal benefit. A person is conclusively considered to have been found liable concerning any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01(a), above.
- (e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (f) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

12.02. Procedures Relating to Indemnification Payments.

- (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 12.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - 1. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - 2. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - 3. Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 12.02(a)1 or 12.02(a)2, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether

indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of the reasonableness of expenses shall be made in the manner specified by paragraph 12.02(a)3, above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of the Board of Directors that requires the indemnification permitted by paragraph 12.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

- (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then are known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 12.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for the repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured, and it may be accepted without reference to financial ability to make repayment.

ARTICLE 13 **NOTICES**

13.01. Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by mail.

13.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

13.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 14 **MEETINGS**

14.01. Regular Membership Meetings. A regular membership meeting of the Corporation shall be held in April, May or June of every odd-numbered year unless otherwise ordered by the Board of Directors. The meeting shall be to elect National Officers, receive reports of National Officers and committees and for such other business as may be identified in the notice of the meeting.

14.02. Special Membership Meetings. A special membership meeting may be called by the CEO or by the Board of Directors and must be called upon the written request of at least forty regular member clubs, at least twenty of which are not from the same Region and at least one-half of the Regions must be represented. The purpose of the special membership meeting shall be stated in the call. Except in cases of emergency, at least sixty days notice shall be given.

14.03. Meeting by Electronic Means. The Board of Directors and any committee of the Corporation, may hold a meeting by telephone conference call or any other electronic means, if:

- (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
- (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes the presence of that person at the meeting.

14.04. Voting Rights. Each elected National Officer, Regional Director, and Member that is in good standing forty-five days before the opening of the membership meeting will be entitled to one vote on each matter submitted to a vote of the members. The CEO shall have no vote.

14.05. Voting by Mail. A Member is entitled to vote by mail, electronically, or email on any matter that may be voted on by the membership. For this Section, the transmission of votes by fax or email shall be considered mail.

14.06. Voting by Proxy. A Member entitled to vote may vote by proxy executed in writing by the Member. No proxy shall be valid after the close of the session for which it is issued. No candidate for National Office or Regional Director may carry proxies.

ARTICLE 15

INTELLECTUAL PROPERTY

15.01. Intellectual Property. Intellectual Property consists of works of authorship about volkssports including, but not limited to, publications, logos, and photographs and their associated trademarks, copyrights, renewals, extensions and causes of action for works. Intellectual Property includes anything that can be copyrighted, trade or service marked, or patented. Copyright typically covers articles, photos, manuals, computer software and apps, and drawings.

15.02. Ownership. All Intellectual Property created by employees and volunteers within the scope of their duties and responsibilities will be owned by the Corporation. For the Corporation to use Intellectual Property (such as to reproduce, prepare derivative works, distribute copies of by sale, transfer, rent, perform or display, and publicity, and to protect privacy) not owned by the Corporation, the following shall apply:

- (a) Any individual or Member that submits to the Corporation for the Association's use or publication intangible property that he or she prepares, creates, or authors shall grant the Corporation unlimited, non-exclusive use and perpetual license to use of that intangible property.
- (b). Any intangible property prepared, created, or authored by a Corporation officer, director, volunteer, committee or commission member, or paid staff member in the performance of their duties belongs solely to the Corporation.
- (c) Works for hire belong solely to the Corporation unless a written, signed agreement provides differently.

15.03. Disputes. In the event of any dispute concerning any matter whatsoever between the creator of an original work and the Association, the parties shall meet at the Association's then-current main headquarters offices, or by teleconference or conference call, to informally attempt to resolve the dispute, and, if the meeting fails to resolve the dispute, shall meet subsequently there again in a formal mediation with an independent mediator. Any unresolved disputes shall be resolved by confidential binding arbitration according to the rules of the American Arbitration Association in the county of the Association's then-current main headquarters offices. An exception to all of the above is either party may take equitable legal action in the county of its then-current main headquarters offices to preserve any right pending completion of the arbitration without waiving the arbitration agreement or any other right.

ARTICLE 16

AMENDMENTS TO BYLAWS

16.01 Amendments. These Bylaws may be amended at any regular or special meeting of the AVA by a majority vote of the eligible delegates represented in person or by proxy, provided that the proposed amendment has been submitted to the Board of Directors and submitted, in writing, to all Members at least sixty days prior to the regular or special membership meeting at which vote shall be taken.

16.02 Waiver of Notice. The requirement for sixty days notice to all Members of the AVA can be waived by two-thirds vote of the eligible voters represented in person or by proxy at a regular or special membership meeting of the AVA.

16.03 Waiver Process. If Section 16.02 of this Article is used in a regular or special membership meeting of the AVA so as to waive the requirements of Section 16.01 of this Article, then any such amendment must be submitted to the Board Secretary in writing.

ARTICLE 17

MISCELLANEOUS PROVISIONS

17.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed per the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

17.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

17.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

17.04. Electronic Signatures. To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as email) of Directors and officers, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Director or officer submits a written refusal to conduct certain transactions by electronic means.

17.05. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

17.06. Seal. The Board of Directors may provide for a corporate seal.

17.07. Power of Attorney. A person may execute any instrument related to the Corporation utilizing a power of attorney if an original executed copy of a power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

17.08. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Members, Directors, officers, committee members, employees, volunteers, AVA Associate

Members, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

17.09. Parliamentary Rules. All membership meetings shall follow Roberts Rules of Order (latest edition) or other parliamentary rules as appropriate for the occasion.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of the Corporation or Board and that the foregoing Bylaws, comprised of 29 pages, constitute the Bylaws of said Corporation as duly adopted by the Corporation at a meeting of the Members held on the 15th day of March, 2021.

DATED: April 6, 2021

Cecilia Miner

Cecilia Miner

Secretary of the Corporation or Board