

**BYLAWS  
OF  
COLORADO VOLLEYBALL OFFICIALS ASSOCIATION, A COLORADO  
NONPROFIT CORPORATION**

**INCORPORATED ON JANUARY 16, 2014**

REVISED ON AUGUST 1, 2019

Revision approved August 17, 2020

**Revision approved July 18, 2021**

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**OF**  
**COLORADO VOLLEYBALL OFFICIALS ASSOCIATION**

**MISSION STATEMENT AND PURPOSE:**

Colorado Volleyball Officials Association, and more commonly referred to as its tradename “CVOA” is organized exclusively for education purposes, including, but not limited to, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (“I.R.S.”).

The purpose of CVOA shall be:

- 1) To maintain the highest standard of volleyball officiating possible in Colorado;
- 2) To encourage the spirit of fair play and sportsmanship;
- 3) To strive to make available an adequate number of well trained and capable officials;
- 4) To cooperate with the organizations approved by CVOA and officially connected with the game of volleyball in furthering its interest and ideals; and
- 5) To ensure timely communications on rule changes, practical application, and knowledge of the game to CVOA officials.

**ARTICLE I.**

**OFFICES**

Section 1.1     Business Offices. The initial principal office of the corporation shall be as stated in the articles of incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the Executive Board may designate or as the affairs of the corporation may require from time to time.

Section 1.2     Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the Executive Board or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

**ARTICLE II.**

**MEMBERS**

Section 2.1 Classification, Qualification, Privileges and Election of Members. The corporation shall have the following classes of voting and nonvoting members, each requiring the qualifications and having the voting and other rights and privileges indicated:

(a) Voting Members. The corporation may have such classes of voting members as may be designated from time to time in the manner determined by the Executive Board. Each voting member shall be entitled to vote in an election of the Executive Board and on any other matter requiring membership approval under the Act, the articles of incorporation or these bylaws. Voting members shall also be entitled to vote on any other matter submitted to a vote of the voting membership by resolution of the Executive Board. Any person may be a voting member.

(b) Nonvoting Members. The corporation may have such classes of nonvoting members as may be designated from time to time in the manner determined by the Executive Board. Each class shall have the qualifications, rights and privileges determined by the Executive Board; provided, however, that no nonvoting member as such shall have the right to vote for the election of Executive Board or otherwise participate in the management of the corporation.

Whenever the term “members” is used herein without further modification it shall refer to all members of every class.

Section 2.2 Dues. The Executive Board may establish such membership initiation fees, periodic dues and other assessments, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases, as the Executive Board shall deem necessary or appropriate.

Section 2.3 Suspension and Termination of Membership. All members shall comply with the requirements of the corporation’s bylaws, the guidelines of the Colorado High School Athletics Association (“CHSAA”), and rules as outlined by the National Federation, and any other rules, regulations, or laws as enacted by this corporation (collectively referred to as the “Authority”). A member may be placed on probation suspended, and/or fined for failure to comply with the established Authority, or for delinquency in payment of the required dues or fees, or for any other conduct determined by the Executive Committee to be contrary to the best interests of this corporation.

Section 2.4 Transfer of Membership. Membership in the corporation is not transferable. Members shall have no ownership rights or beneficial interests of any kind in the property of the corporation.

Section 2.5 Voting Rights; Proxies.

(a) Each voting member is entitled to one vote on each matter submitted to a vote of the voting members. Cumulative voting shall not be allowed.

(b) Anytime a vote of the voting members is called for, such voting member shall not be allowed to vote by proxy.

Section 2.6      Committees. The Executive Committee, described herein, at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The Executive Committee shall appoint a chair who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be the same as those set forth in these bylaws or the Act for the Executive Board unless the voting members or the committee itself determines otherwise.

Section 2.7      Action Without a Meeting. Any action required or permitted to be taken at a meeting of the members or any committee thereof may be taken without a meeting either by unanimous written consent or by ballot, written or electronically submitted. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all the voting members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members entitled to vote thereon. Action by written ballot may be taken as provided under the Act. A written ballot may not be revoked.

### ARTICLE III.

#### EXECUTIVE BOARD

Section 3.1      (a) General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Executive Committee, the Rules Interpreter, and the Area Directors, all described herein, collectively referred to herein as the "Board" and singularly as a "Executive Member". Each Executive Member shall be entitled to one (1) vote, except for the President Elect, and Rules Interpreter who are non-voting Executive Member as described below. Each Executive Member's dues shall be waived for the duration of his/her tenure on the Board

Section 3.2      (b) Votes. Each Executive Member votes per area will not exceed the "Area Representation" within an area.

#### Section 3.3      Qualifications, Election and Tenure.

(a)      Qualifications. Each Executive Member must be a natural person who is eighteen years of age or older. A member desiring to run for President and/or President-Elect shall have previously served on the Board.

(b)      Election and Tenure.

i)      Executive Committee Members. Executive Members, including the Vice-President, Secretary-Treasurer, Training and Development Director; except the President and President-Elect, shall be elected by all the voting members, by ballot, for a two (2) year term. President Elect shall be elected by all voting members, by ballot, for a one (1) year term in the non-Presidential election year. The President-Elect shall become President upon completion of his/her one (1) year term, unless declined as contemplated herein,

and serve such position for a two (2) year term. Each Executive Committee Member and Area Director so elected shall hold office until such Executive Member's term expires and thereafter until such Executive Member's successor shall have been elected and qualified, or until such Member's earlier death, resignation, or removal. In the case of a tie, the current Executive Committee shall break the tie. With the exception of the offices of President Elect and President, candidates may only run for one office and may only hold one office at a time. The newly elected officers shall assume office by July 1 following his/her election.

ii) President-Elect. The President-Elect, at the end of his/her one (1) year term, shall, without election, shall become President without the necessity of an election as described above unless such President-Elect declines to become President. Such election by the President-Elect shall be in writing no later than thirty (30) day before the annual Executive Committee business meetings, delivered to the then sitting President. If such an instance happens, the Presidential position shall be elected by all the voting members, by ballot, for a two (2) year term.

iii) Rules Interpreter. The Rules Interpreter shall be appointed by the President and approved by the Executive Committee to serve during the duration of such President's term. The Rules Interpreter shall automatically be a nonvoting Member of the corporation, so long as such person continues to serve in such office or capacity.

iv) Area Directors. Area Director's shall be elected by the voting members in such area as the Area Director serves, by ballot, for a two (2) year term.

(c) Election Years. The President Elect and Secretary-Treasurer shall be elected even numbered fiscal years. The Vice-President, Training and Development Director, shall be elected in odd numbered fiscal years, and President-Elect from the even fiscal year election becomes President the odd fiscal year.

Section 3.4 Resignation; Removal; Vacancies. Any Executive Member may resign at any time by giving written notice to the President or to the Secretary-Treasurer of the corporation. An Executive Member's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Executive Member shall be deemed to have resigned in the event of such Executive Member's incapacity as determined by a court of competent jurisdiction. Any Executive Member may be removed at any time, with or without cause, by the affirmative vote of a majority of the other Executive Members then in office. In the case of a vacancy in the office, the President-Elect shall become the President, or in the absence of a President-Elect, the Vice-President will become President. When the Executive Committee makes an appointment for a vacancy, it shall be filled as soon as possible, and such appointment shall be for the remainder of that term.

Section 3.5 Regular Meetings. A regular annual meeting of the Board ("Annual Board Business Meeting") shall be held as determined by the Board, for transactions of such business as may come before the meeting. The Board may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.6     Special Meetings. Special meetings of the Board may be called by or at the request of the President or by a majority of Executive Members. The person or persons authorized to call special meetings of the Board may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board called by them.

Section 3.7     Notice of Meetings.

(a)     Requirements. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Executive Members at such Member's business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Executive Member). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b)     Waiver of Notice. An Executive Member may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 3.6(b), the waiver shall be in writing and signed by the Executive Member entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. An Executive Member's at or participation in a meeting waives any required notice to that Executive Member of the meeting unless: (i) at the beginning of the meeting or promptly upon the Executive Member's later arrival, the Executive Member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the Executive Member objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 3.8     Deemed Assent. An Executive Member who is present at a meeting of the Board when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the Executive Member objects at the beginning of the meeting, or promptly upon the Member's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the Executive Member contemporaneously requests the Executive Member's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Executive Member causes written notice of the Executive Member's dissent or abstention as to any

specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to an Executive Member who votes in favor of the action taken.

Section 3.9 Quorum and Voting. A two-thirds (2/3) majority of the Executive Members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Executive Members present in person at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the Executive Members present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.10 Voting by Proxy. A voting Executive Member, except for those on the Executive Committee, may designate a proxy to vote in his/her absence.

Section 3.11 Compensation. Executive Members shall not receive compensation for their services as such; however, the reasonable expenses of Executive Members of attendance at board meetings may be paid or reimbursed by the corporation. Executive Members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity. Additionally, Executive Members shall have his/her fees waived for the duration of his/her term.

Section 3.12 Committees. The following committees are hereby established:

(a) Executive Committee. The Executive Committee of the Board shall consist of the elected officers described in Section 4.1 who are also Executive Members of the corporation. The Executive Committee shall have all the power and authority of the Board between meetings of the board, except as prohibited by the Act.

(b) Advisory Boards. The Executive Committee may from time-to-time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Executive Committee shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Executive Committee. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the Executive Committee; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also Executive Members, such committee or advisory board may not exercise any power or authority reserved to the Executive Board by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Executive Committee or the president of the corporation.

Section 3.13 Meetings by Telephone. Members of the Board or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Executive Members participating may hear each other during the meeting. An Executive Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.14 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board, or any committee thereof, may be taken without a meeting if taken in accordance with Paragraphs 3.13(a) or 3.13(b). Any action taken without a meeting shall have the same effect as action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Executive Board

(a) Action may be taken without a meeting if each and every member of the Board in writing votes for, votes against or abstains from voting on such action and the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Executive Members then in office were present and voted.

(b) Action may be taken without a meeting pursuant to C.R.S. § 7-128-202 as follows:

(i) Required Notice to Executive Members. An action without a meeting may only be taken if the corporation transmits notice in writing to each Executive Member stating the action to be taken, the time within which an Executive Member must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time required in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. The notice may also include any other matters the corporation determines to include.

(ii) Action by Executive Members. Action may be taken without a meeting only if notice as described in Section 3.13(b)(i) is transmitted in writing to each Executive Member, by the time stated in the notice (1) votes in writing for such action, or (2) votes in writing against, abstains from voting on such action, or fails to respond or vote, and fails to demand in writing that such action only be taken with a meeting. The vote, abstention or demand that such action not be taken without a meeting by an Executive Member may be revoked in writing by that Executive Member if received by the corporation by the time stated in the notice.

(iii) Contents and Form of Writing. The writing required by Executive Member under this Section 3.13(b) must inform the corporation of the identity of the Executive Member, the vote, abstention, demand or revocation of that Executive Member, and the proposed action to which such vote, abstention, demand or revocation relates. Such writing may be transmitted to or received by the corporation by electronically transmitted facsimile, email, or other form of wire or wireless communication, or by hand delivery or U.S. mail, and shall be effective upon receipt by the corporation.



(iv) Vote Required and Effective Date. Action without a meeting under this Section 3.13(b) may only be taken if, at the end of the time stated in the notice, the affirmative votes for such action received in writing and not revoked equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Executive Members then in office were present and voted, and the corporation has not received an unrevoked written demand by an Executive Member, within the time stated in the notice, that such action not be taken without a meeting. Action taken without a meeting under this Section 3.13(b) shall be effective on the date by which the Executive Members must respond as stated in the notice.

## ARTICLE IV.

### OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the corporation shall be a president, president-elect, vice-president, a secretary-treasurer. The Board may also appoint, designate or authorize such other officers, assistant officers and agents, including an executive director, a chief financial officer, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time, (such as: assistant officers and agents, including an executive director, a chief financial officer, a controller, assistant secretaries, and assistant treasurers). Officers must be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

Section 4.2 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall, subject to the direction and supervision of the Board: (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the members and of the Board; (iii) see that all resolutions of the Board are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the Board.

(b) Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned to them by the president or by the Executive Board. The vice-president (or if there is more than one, then the vice-president designated by the Executive Board, or if there be no such designation, then the vice-presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(c) Secretary-Treasurer. The secretary-treasurer shall (i) keep the minutes of the proceedings of the members, the board of directors and any committees of the

members or the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all members; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

The secretary-treasurer shall (i) be the principal financial officer of the board of directors with general responsibility for the oversight of the financial affairs of the corporation; (ii) present financial reports to the board of directors as the board may request from time to time; (iii) serve as the chief financial officer, in the event there is no separate chief financial officer; and (iv) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the chair of the board or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

(d) Training and Development Director. The training and development director shall (i) organize and oversee regional rules clinics in coordination with the Executive Committee and be responsible to (a) recruit, train, and supervise clinics, (b) plan and organize materials to present at the Board Annual Business Meeting, and (c) coordinate with the Executive Committee to determine and publicize dates and locations of Regional Clinics; (ii) submit an annual report to the Board at the Board Annual Business Meeting; (iii) recruit the services of additional help as needed to meet responsibilities of the office; and (iv) provide and coordinate the distribution of education materials to the Board and the members.

(e) President-Elect. The president-elect shall (i) work with the other Executive Committee members as determined by the President; and (ii) assist the President as requested.

Section 4.3 Area Directors. Area Directors shall be elected pursuant to Section 3.2(b)(iv). In areas where only one (1) Area Director is elected, even number areas will elect their Area Director in odd numbered fiscal years and odd numbered areas will elect their Area Director in even numbered fiscal years. Those areas that are represented by two (2) or more Area Directors, one or whatever number constitutes half of the current sitting Area Directors for that area will be elected every year on an alternating basis. The Area Director shall assume the office by July 1, following his/her election. Voting will coincide with the election of the Executive Committee.

(a) Area Designation. The corporation shall be divided in areas ("Areas") based upon the need and availability of officials as approved by the Executive Committee.

(b) Area Representation. Each Area may be entitled to representation on the Board according to the following formula. The formula will be

applied an average of the number of members from the past two (2) years for an election year:

- i) 30 members or less – 1 director;
- ii) 31-60 members – 2 directors;
- iii) 61-90 members – 3 directors; and
- iv) 91 and above members – 4 directors.

(c) Duties. The Area Director shall (i) establish mechanics trainings and required study sessions within the Area in accordance with the corporation policies and procedures. Provide dates and locations to the corporation and CHSAA by May 1 of such dates; (ii) administer the CVOA examination to all new and provisional members as determined by the corporation's policies; (iii) assist with regional clinic organization and site location held in respective Area; (iv) attend the Board Annual Business Meeting; (v) provide the corporation and the secretary-treasurer with a list of members not meeting requirements for membership by CVOA/CHSAA's deadline; and (vi) recruit and train new officials to fill the needs in their respective Area.

Section 4.4 Surety Bonds. The Board may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

## ARTICLE V.

### FIDUCIARY MATTERS

#### Section 5.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each Executive Member, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise fully covered by this Section 5.1 permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable

provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 5.2      General Standards of Conduct for Executive Members and Officers.

(a)      Discharge of Duties. Each Executive Member shall discharge the Executive Member's duties as an Executive Member, including the Executive Member's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Executive Member or officer reasonably believes to be in the best interests of the corporation.

(b)      Reliance on Information, Reports, Etc. In discharging duties, an Executive Member or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the Executive Member or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Executive Member or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of an Executive Member, a committee of the Board of which the Executive Member is not a member if the Executive Member reasonably believes the committee merits confidence. An Executive Member or officer is not acting in good faith if the Executive Member or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c)      Liability to Corporation or Its Members. An Executive Member or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as an Executive Member or officer, as the case may be, if, in connection with such action or omission, the Executive Member or officer performed the duties of the position in compliance with this Section 5.2.

(d)      Executive Member Not Deemed to Be a "Trustee." An Executive Member, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5.3      Conflicts of Interest

(a) Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, Executive Members and officers of the corporation. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is an Executive Member, trustee or officer or has a financial interest. “An interest adverse to the corporation” includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or to a committee of the Board that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Executive Members on the board or committee, even though the disinterested Executive Members are less than a quorum; or

(ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the corporation.

Section 5.4     Liability of Executive Member s for Unlawful Distributions.

(a)     Liability to Corporation. An Executive Member who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the Executive Member did not perform the Executive Member's duties in compliance with the general standards of conduct for Executive Members set forth in Section 5.2.

(b)     Contribution. An Executive Member who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other Executive Member who could be liable under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 5.5     Loans to Executive Members and Officers Prohibited. No loans shall be made by the corporation to any of its Executive Members or officers. Any Executive Member or officer who assents to or participates in the making of any such loan shall be liable to the corporation for such loan until the repayment thereof.

ARTICLE VI.

RECORDS OF THE CORPORATION

Section 6.1     Minutes, Etc. The corporation shall keep as permanent records minutes of all meetings of the members and Executive Board, a record of all actions taken by the members or Board without a meeting, a record of all actions taken by a committee of the Board in place of the Board on behalf of the corporation, and a record of all waivers of notices of meetings of the members and of the Executive Board or any committee of the Executive Board.

Section 6.2     Accounting Records. The corporation shall maintain appropriate accounting records.

Section 6.3     Membership List. The corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class, showing the number of votes each member is entitled to vote.

Section 6.4     Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.5     Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

- (a)     The articles of incorporation;
- (b)     These bylaws;
- (c)     Resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of the members;
- (d)     The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past three years;
- (e)     All written communications within the past three years to the members generally as the members;
- (f)     A list of the names and business or home addresses of the current Executive Members and officers;
- (g)     A copy of the most recent corporate report delivered to the Colorado secretary of state;
- (h)     All financial statements prepared for periods ending during the last three years that a member of the corporation could have requested under section 6.6(c);
- (i)     The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (j)     All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Section 6.6     Inspection of Records by Members.

- (a)     Records Maintained at Principal Office. A member (including a beneficial owner whose membership interest is held in a voting trust and any other beneficial owner of a membership interest who establishes beneficial ownership) shall be entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the records of the corporation described in Section 6.5, provided that the member gives the corporation written demand at least five business days before the date on which the member wishes to inspect and copy such records.
- (b)     Other Records. A member is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any

other records of the corporation, provided that the member gives the corporation written demand at least five business days before the date on which the member wishes to inspect and copy such records, and satisfies the following requirements:

- (i) The member has been a member for at least three months immediately preceding the demand to inspect or copy or is a member holding at least five percent of the voting power as of the date the demand is made;
- (ii) The demand is made in good faith and for a proper purpose reasonably related to the demanding member's interest as a member;
- (iii) The member describes with reasonable particularity the purpose and the records the member desires to inspect; and
- (iv) The records are directly connected with the described purpose.

If the member demands to inspect the record of members pursuant to this Section 6.6(b), the corporation may comply with such demand by furnishing to the member a membership list that complies with Section 6.3 and that was compiled no earlier than the date of the member's demand.

(c) Financial Statements. Upon the written request of any member, the corporation shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

(d) Membership List.

(i) Preparation of Membership List. After fixing a record date for a notice of a meeting or for determining the members entitled to take action by written ballot, the corporation shall prepare an alphabetical list of the names of all members who are entitled to notice of, and to vote at, the meeting or to participate in such action by written ballot. The list shall show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot and the number of votes each member is entitled to vote at the meeting or by written ballot.

(ii) Right of Inspection. If prepared in connection with a meeting of the members, the membership list shall be available for inspection by any member entitled to vote at the meeting, beginning the earlier of ten days before the meeting for which the list was prepared or two business days after notice of the meeting is given and continuing through the meeting, and any adjournment thereof, at the corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held. The corporation shall make the membership list available at the meeting, and any member entitled to vote at the meeting is entitled to inspect the list at any time during the meeting or any adjournment. If prepared in connection with action to be taken by the members by written ballot, the membership list shall be available for inspection by any member entitled to cast a vote by such written ballot, beginning on the date that the first written ballot is delivered to the members



and continuing through the time when such written ballots must be received by the corporation in order to be counted, at the corporation's principal office. A member entitled to vote at the meeting or by such written ballot is entitled upon written demand to inspect and, subject to the requirements of Section 6.6(b) and the provisions of Sections 6.6(e)(i) and (ii), to copy the list, during regular business hours, at the member's expense, and during the period it is available for inspection.

(iii) Limitation on Use of Membership List. Without consent of the Executive Board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Executive Board a membership list or any part thereof may not be: (i) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

(e) Scope of Members' Inspection Rights.

(i) Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

(ii) Right to Copy. The right to copy records under this Article VI includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

(iii) Reasonable Charge for Copies. Except for requests for financial statements pursuant to Section 6.6(c), the corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

(iv) Litigation. Nothing in this Article VI shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the corporation, or the power of a court to compel the production of corporate records for examination.

## ARTICLE VII.

### AMENDMENT OF BYLAWS

Section 7.1 Amendment of Bylaws by Board. Subject to the specific requirements for amendment of certain bylaws as set forth herein, the Board may amend the bylaws at any time to add, change, or delete a provision, unless:

(a) The Act or the articles of incorporation reserve such power exclusively to the members in whole or part; or

(b) A particular provision of these bylaws expressly prohibits the Board from doing so; or

(c) Such addition, change or deletion would result in a change of the rights, privileges, preferences, restrictions or conditions of a membership class as to voting, dissolution, redemption or transfer or by changing the rights, privileges, preferences, restrictions or conditions of another class of members.

Section 7.2     Amendment of Bylaws by Members. Subject to the specific requirements for amendment of certain bylaws as set forth herein, the members may amend the bylaws even though the bylaws may also be amended by the Executive Board. In such an instance, the amendment shall be adopted as follows:

(a)     Proposal. The Executive Board may propose an amendment to the bylaws for submission to the members, or twenty-five percent of the members may propose an amendment on their own initiative.

(b)     Procedure for Adoption.

(i)     Recommendation by Executive Board. The Executive Board shall recommend the amendment to the members unless the amendment is proposed by the members or unless the Executive Board determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the members with the amendment.

(ii)     Approval by Members. Proposals recommended by the Executive Board pursuant to Section 7.2(b)(i) and proposals made by the members shall be submitted to the members for action. The members may approve, reject or take no action on the proposed amendment.

(iii)     Conditions. The proposing Executive Board or the proposing members may condition the effectiveness of an amendment to the bylaws on any basis.

(iv)     Notice. The notice of the meeting of the members at which the amendment will be proposed shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and the notice shall contain or be accompanied by a copy or a summary of the amendment.

Section 7.3     Changing Quorum or Voting Requirement for Members. An amendment to the bylaws to add, change or delete a lesser or greater quorum or a greater voting requirement for the members shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater. A bylaw that fixes a lesser or greater quorum or a greater voting requirement for the members pursuant to this Section 7.3 shall not be amended by the Executive Board.

Section 7.4     Changing Quorum or Voting Requirement for Executive Members. A bylaw that fixes a greater quorum or voting requirement for the Executive Board may be amended only by the members, if adopted by the members, or either by the members or by the Executive Board, if adopted by the Executive Board. A bylaw adopted or

amended by the members that fixes a greater quorum or voting requirement for the Executive Board may provide that it may be amended only by a specified vote of either the members or the Executive Board. Action by the Executive Board under this Section 7.4 to adopt or amend a bylaw that changes the quorum or voting requirement for the Executive Board shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

## ARTICLE VIII.

### MISCELLANEOUS

Section 8.1     Fiscal Year. The fiscal year of the corporation shall be as established by the Executive Board.

Section 8.2     Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Executive Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.3     Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain enough control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 8.4     References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.5     Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 8.6     Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 8.7      Dissolution. Upon the dissolution of the corporation, pursuant to C.R.S. § 7-134-101 et seq., assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal or office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

# **COLORADO VOLLEYBALL OFFICIALS ASSOCIATION**

## **BYLAWS CERTIFICATE**

The undersigned certifies that she is the Secretary of Colorado Volleyball Officials Association, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: July 18, 2021 (revision date).

By: \_\_\_\_\_

Debra L. County \_\_\_\_\_

Secretary-Treasurer