

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE I, NAME

1.01 NAME

The name of this nonprofit corporation shall be Newark Volleyball Association.

The business of the Company shall be conducted as Newark Volleyball Association, with indication to the Officer conducting Company business as set forth within these Bylaws.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE II, PURPOSES AND LEGAL POWERS

2.01 Purpose

The Newark Volleyball Association (“Company”) is a nonprofit, multi-member corporation, and shall be operated by the Chief Executive Officer (“CEO”), with direction taken from the Board of Directors (“Board”), for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

It is the purpose of the Company to responsibly provide an educational, safe, and low-cost environment to individuals (“Student-Athletes”) who may or may not be able to afford the financial costs associated with participating in the competitive annual volleyball tournaments offered by the Ohio Valley Region (“OVR”) and the USA Volleyball (“USAV”) leagues. By establishing a credible organization through which to collect legal donations, the Company may provide eligible Managers and/or Head Coaches a legal business name in association with Newark Volleyball Association, to legally solicit sponsorship from individuals and/or businesses that wish to contribute to the Team associated to the Newark Volleyball Association.

It is also the purpose of this Company to dedicate a percentage of the donated funding received by each Team to provide educational services in appreciation of donations and also provide charitable and community services, to be conducted by the Student-Athletes, and supervised by the Head Coaches, Managers, and/or Assistant Coaches responsible for his or her Team.

By providing constructive outlets such as educational, charitable, and community service, physical training, and competitive events, it is the intention of the Company to strengthen Student-Athletes physically and emotionally as they build skills and traits, such as teamwork, discipline, and personal courage.

In addition, through these Bylaws and a separate contact signed with the Newark Volleyball Association, Student-Athletes are restricted from using drugs and alcohol, or receiving failing grades, in an attempt to offset teen drug abuse and high school dropout rates.

2.02 Powers

The Company shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts, which may be necessary or convenient to affect the charitable purposes, for which the Company is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the Company may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Legal Status

Newark Volleyball Association is an Ohio nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code.

2.04 Exempt Activities Limitation

Notwithstanding, any other provision of these Bylaws, no Board Member, Officer, Manager, Head Coach, Assisting Coach, Voting Affiliate, Affiliate, Student-Athlete, or any other representative of this Company shall take any action or carry on any activity by or on behalf of the Company not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

No part of the net earnings of the Company shall inure to the benefit or be distributable to the Board Members, Officers, Managers, Head Coaches, Assistant Coaches, Voting Affiliates, Affiliates, or other private person, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2.05 Distribution Upon Dissolution

Upon termination or dissolution of the Newark Volleyball Association, any assets and resources lawfully available for distribution shall be distributed to one (1) or

more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Company.

The organization to receive the assets of the Newark Volleyball Association hereunder shall be selected in the discretion of a majority of the managing body of the Company, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Newark Volleyball Association, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the state of Ohio.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Newark Volleyball Association, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the state of Ohio to be added to the general fund.

NEWARK VOLLEYBALL ASSOCIATION

BYLAWS

ARTICLE III, MEMBERSHIP, AFFILIATIONS, PARTICIPANTS, & STUDENT-ATHLETES

3.01 Membership

The Company is a multi-member organization consisting of a Board of Directors; and non-members do not have any right to vote or title or interest in or to the Company, its properties and franchises unless otherwise decided by the Board or indicated within these Bylaws.

3.02 Non-Voting Affiliates

The Newark Volleyball Association may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Company. The Board shall have authority to admit any individual or organization as an Affiliate, to recognize representatives of Affiliates, and to make determinations as to Affiliates' rights, privileges, and obligations.

At no time shall Affiliate information be shared with or sold to other organizations or groups without the Affiliate's consent. At the discretion of the Board, Affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or through the Company website. Affiliates have no voting rights, and are not members of the Company.

3.03 Voting Affiliates

Student-Athletes are permitted one (1) legal guardian to serve as a Voting Affiliate for the Team for which the Student-Athlete belongs, and to act as an emergency contact for the Student-Athlete. Any legal guardian with a criminal record containing crimes that are sexual or violent in nature may not serve as a Voting Affiliate or be associated with the Newark Volleyball Association in any form.

Any Student-Athlete may change his or her Voting Affiliate upon written request and approval of the Club Director.

Voting Affiliates are granted powers to vote upon matters discussed in this document as well as other matters presented by the Club Director in any Team meeting.

There are no dues or fees expected of Voting Affiliates by the Newark Volleyball Association.

Any Board Member, Officer, Company Director ("Director") and/or person in a Company Staff position may be a Student-Athlete's Voting Affiliate if said individual is the legal guardian of the Student-Athlete, and said Student-Athlete has no other legal guardian available to fill the role of Voting Affiliate, in which case the said individual, would maintain his/her/their company role, and become Voting Affiliate for said Student-Athlete's Team.

Before a Voting Affiliate may chaperone a team, said individual must meet all necessary certifications required by the OVR and the USAV. In addition, the Voting Affiliate must read, sign and comply with the restrictions set forth in the Company's "Voting Affiliate Chaperone Agreement" and the "Chaperone Responsibilities" OVR agreement.

3.04 Participants

In accordance with statutes regarding the operation and conduct of a nonprofit business in the State of Ohio and Federal law, this Company shall not deny any person the right to attend tryouts for the Newark Volleyball Association, so long as that individual meets the requirements indicated for the team(s) available at the time of tryout. These requirements consist of but are not limited to:

- Age or grade limit
- Gender restrictions
- State and National registration of the Student-Athlete through the OVR and USAV

Participants two (2) years or grades below a team's set age and grade limit cannot attend tryouts for said team without written permission from the Club Director. Participants one (1) year or grade below the team's set age may try out without written permission.

In the event the participant of a tryout does not play for a Company team, that individual's Voting Affiliate's information will be retained in the Company's database along with the information provided for the Student-Athlete, for at least two (2) years, in the event the participant returns the following year for tryouts.

Participants whose legal guardian is a Head Coach or Manager must still participate in tryouts with the same eligibility requirements as other Participants. The Coach and/or Manager may choose his/her/their child for said team with prior authorization from the Club Director, so long as said child is no less than one (1) grade below or two (2) years younger than the team's age requirement.

3.05 Student-Athletes

To maintain a non-biased platform from which to award positions, Team Managers and/or Head Coaches shall award positions to Student-Athletes based on the following skills, traits, or attributes:

- Serving skills
- Passing skills
- Setting skills
- Hitting skills
- Blocking skills
- Digging/Saving skills
- Teamwork
- Good sportsmanship
- Vocal communication
- Strategic playing

Any Student-Athlete awarded a position on a Team, does not need to try out the following year to be placed on a Company Team for the following season, but may lose this privilege if said Student-Athlete fails to sign with the Company during the "Early Signing Period".

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE IV, TRYOUTS, TEAMS, & ELIGIBILITY

4.01 Tryouts

The Division (Regional, American, National) for each team shall be specified in the Tryout Announcement and also during participation of tryouts. It is possible for a participant to tryout for multiple teams in multiple divisions during a single event, assuming multiple teams are available and the participant meets the requirements of said teams.

The cost to participate in tryouts will be determined by the Club Director prior to announcement of the tryouts, based on anticipated volume and cost to rent facilities large enough to host said volume. Costs cannot be set at a rate so high, that it is considered unreasonable for most Student-Athletes.

The requirements for tryouts will be made readily available on the Company's website, along with the cost, time, date, links for Student-Athletes to become registered with the OVR and USAV, and the number of positions and team(s) to be filled.

Manager(s) and/or Head Coach(s) shall notify the Club Director of the names of Participants that have been awarded a position on a team within twenty-four (24) hours of the tryouts. Once notified, now-potential Student-Athletes and their corresponding Voting Affiliates have until the date set by the OVR, to accept the awarded position. Failure to accept the awarded position in the specified time may result in the removal of that position's availability for said participant(s).

Prior to participating on a team in the Newark Volleyball Association, the Club Director shall notify the prospective Student-Athlete's Voting Affiliate by email. After which, the prospective Student-Athlete and their chosen Voting Affiliate must enter into a signed contract between the Voting Affiliate, the Student-Athlete, and the Company regarding Student-Athlete Eligibility.

4.02 Teams

All Newark Volleyball Association Team names must have the letters NVA before the name selected by the Manager or Head Coach. In addition, each Team must have the same or similar quality of uniforms, equipment, and practice location(s).

Teams may not have more than 5 coaching staff, to include Head Coach, Manager, Assistant Coaches, and Team Chaperones.

In order to maintain a standard of equality, at the beginning of each fiscal year, the Club Director will announce a set price, for which the Team's Manager or Head Coach must obtain the team's Necessary Funding, through donations or sponsorship, prior to the month of November. If a Team's Manager or Head Coach is unable to obtain the donated funding necessary, that Team may be

unable to participate that season, unless the Club Director (or is able to locate the funding needed or mitigate the budget deficit by other legal means.

For the Company and Student-Athletes to remain compliant with USAV and OVR guidelines, those Student-Athletes wishing to remain on their current team with the Company, must enter into an agreement to remain on the team, between June 1st and July 31st of each year, known as the “early signing period”. Failure to enter into an agreement during the early signing period set by the USAV and OVR, may result in a tryout for any positions without signed Student-Athletes, in which the unsigned Student-Athlete(s) may lose their position(s).

If it is determined by the Board or Company committee that a Team’s Manager or Head Coach chose members of his or her team prior to tryouts, and received remuneration or any form of compensation to select individual(s) for the Team, or took another action not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, that individual will be removed from his or her position and the Team disbanded. Any remaining funding for the Team should be returned to the donor(s) if possible, if unable, the remaining funds should be added to the budget of the Company’s next educational or charitable event.

A Team shall consist of no less than eight (8) and no more than twelve (12) Student-Athletes, unless petitioned by the Manager and/or Head Coach and approved by the Director.

Mandated by the OHSAA, and enforced by the USAV, OVR, and this Company, a single Team cannot have more than three (3) Student-Athletes from the same school-sanctioned volleyball team unless this regulation is repealed or amended by the OHSAA and that repeal or amendment sanctioned within the USAV and OVR.

4.03 Eligibility

These practices are set in place to safeguard the best interests of the Student-Athletes, the legal guardians of the Student-Athletes, Managers, Head Coaches, Assistant Coaches, and the Company.

- Any Student-Athlete who holds a failing grade for any course at the end of his or her school’s semester/quarter is not eligible to play in tournaments until said Student-Athlete holds a passing grade in said course.
- Any Student-Athlete who fails their current grade or does not have good academic standing as defined by said Student-Athlete’s educational authority is not eligible to participate and may be removed from the Newark Volleyball Association, by majority vote of the Board in which quorum is met.

- Any Student-Athlete who fails to attend seventy-five percent (75%) of practices may be removed from the Newark Volleyball Association, by majority vote of the Board in which quorum is met; unless, said Student-Athlete is unable to attend practice due to another scheduled event or known conflict, in which the Student-Athlete's Voting Affiliate must notify the Team's Manager or Head Coach and Director of this in writing, prior to said events or conflicts, in which said Student-Athlete must attend at least 50% of practices.
- Any Student-Athlete who is unexcused and absent from a tournament without twenty-four (24) hour notification of that Student-Athlete's Head Coach or Manager, on more than one (1) occasion during a Team's scheduled season, may be removed from the Newark Volleyball Association, by majority vote of the Board in which quorum is met.
- All Student-Athletes are expected to participate in charitable and community service activities planned by the ECO, Club Director, Manager(s), Head Coach(s) or committee selected by the Board. If a Student-Athlete refuses to participate in said charitable or community services, that Student-Athlete may be removed from the Newark Volleyball Association, by majority vote of the Board in which quorum is met.
- Any Student-Athlete, whose behavior is deemed unsporting, lewd, or unacceptable in any way by the Club Director, Head Coach, or Manager during practices, tournaments, educational, charitable, or community services, or any other event attended or hosted by the Newark Volleyball Association, may be ineligible to play in the following tournament or even removed from the Newark Volleyball Association, by majority vote of the Board in which quorum is met.
- Falsified information provided to the Company by a Student-Athlete and/or said Student-Athlete's Voting Affiliate or legal guardian, which causes the Team or Company to violate these Bylaws or any agreement made between the Company and said individual(s), may result in the removal of the associated Student-Athlete from the Newark Volleyball Association, by majority vote of the Board in which quorum is met.

All prospective Student-Athletes shall live, worship, or attend school in Licking County, OH, as to be within reasonable driving distance to practice facilities rented or owned by the Newark Volleyball Association. Anyone wishing to dispute this stipulation may petition the Club Director by email, at which point a decision will be made by the Board, by majority vote of the Board in which quorum is met.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS

ARTICLE V, DONATIONS, COACHING STAFF, & TEAM SERVICES

5.01 Donations

To provide a team with Necessary Funding, to include operational expenses, charitable expenses, and any cost associated to the team but not mentioned in these Bylaws, it is the responsibility of the Manager and/or Head Coach to legally solicit donations to his/her/their team in a manner that does not jeopardize the tax-exempt status granted to the Company under the Section 501(c)(3) of the Internal Revenue Code.

The total dollar amount each team may collect shall also be limited to a reasonable amount, as to prevent fraud, abuse of funds, or any practice not permitted by Ohio state law and Federal law. At the beginning of each fiscal year, shall determine said total dollar amount, and then communicate to approved Managers and/or Head Coaches.

Managers and/or Coaches may not accept cash donations on behalf of the Company unless authorized, and during a Company event, in which the donation must be stored in a box or bag and secured with a lock, until transferred to the Club Director or Chief Financial Officer, who shall then deposit said donations into the Company account.

Misappropriation or inaccurate accountability of donated funds may result in the termination of the associated Board Member, Officer, Company Director, Team, Manager, and/or Head Coach's participation with the Newark Volleyball Association in addition to any decision made by a court of law.

5.02 Coaching Staff Requirements and Provisions

The positions of Manager, Head Coach, and Assistant Coach for the Newark Volleyball Association are strictly volunteer positions, constituting no pay to the individuals in said positions, unless deemed otherwise by majority vote of the Board in which quorum is met.

If at any time a Head Coach, Manager, or Assistant Coach violates the rules set forth in these Bylaws, state or federal law, or otherwise took any action that was deemed unsafe or negligent for any Student-Athlete(s) under his/her/their care, said individual(s) may be removed from his/her/their position by majority vote of the Board in which quorum is met, or by majority vote of the affected Team's Voting Affiliates, in a Special Meeting which quorum is met.

The Manger and/or Head Coach of each team within the Company shall be professional, responsible, positive, punctual, and experienced in coaching volleyball. Including the aforementioned, candidates as Manager or Head Coach must:

- Be at least twenty-one (21) years of age
- Have a valid Ohio drivers license and working vehicle
- Have a working phone
- Have a valid home address in Ohio
- Have no arrests, indictments, convictions or active charges/investigations of a fraudulent, sexual, or violent nature
- Have at least one (1) or more season(s) experience coaching a volleyball team of the same age group or within three (3) years of the same age as the group in any league; or one (1) or more season(s) experience as Assistant Coach for any team in the Newark Volleyball Association, with approval from the Club Director
- Pass a Federal background check and complete OVR and USAV required training
- Have a work history free of reports of drug or alcohol abuse during work hours
- Create an account with OVR and USAV via the link available in the OVR website
- Enter into contract with the Newark Volleyball Association to follow the conditions set forth in these Bylaws

At the end of an in-person interview with the Club Director, a determination will be made as to the creation of a Team under the supervision of the Head Coach and/or Manager. At that time, said individual(s) wishing to create the Team must pay the cost to obtain a legal business name to serve as the Team name. It is the responsibility of the Team's Manager (or Head Coach) to obtain legal donors to sponsor the costs of the Team before a tryout can be held. Once the required amount of donations has been received, said individual(s) may be reimbursed the amount paid to start the Team.

All applications for coaching staff positions within the Company are the responsibility of the Club Director to approve or disapprove via E-mail within one (1) month of submission from the month of June until the month of September. Any application submitted after September will not be reviewed until the June of the following year.

Any Board Member, Officer, and/or Director may be Manager, Coach or Assistant Coach for a Team providing he or she meets the requirements set forth in the Company Bylaws.

A Head Coach may create a Team without the help of a Manager, and a Manager can create a Team without the help of a Head Coach, although it is strongly encouraged by the Company that a Head Coach and Manager apply in tandem to ease the stress of managing and coaching a Team.

The responsibilities of Manager and Head Coach may be shared, exchanged, or modified with written approval from the Board of Directors, and so long as there are no conflicts resulting in a negative experience for the Student-Athletes, safety risk, or any action that may result in the loss of this Company's tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Vacancies of Team Manager or Head Coach

Upon the resignation, death, or removal of a Team's Manager or Head Coach, that Team's Voting Affiliates may hold a Special Meeting to elect one of the Team's Voting Affiliates to fill the position by a majority vote, in which a quorum must be met.

It is the responsibility of the Club Director to file all forms, reports, and conduct all other corporate requirements in connection to a change of management of the Team, in accordance with OVR and USAV regulations and Company Bylaws.

5.03 Responsibilities of Manager

The Manager's primary responsibilities are:

- Safety of Student-Athletes
- Acquisition of legal donors
- Decide which participants are awarded positions without bias
- Management and communication of practice logistics
- Selection of the Team's legal name, uniform style, and colors
- Responsible for Team equipment
- Report tournament results, injuries, or any Team concerns to the Club Director
- Conduct the responsibilities of the Head Coach if he or she is absent
- Schedule team photos
- Participate as needed by a committee or the Club Director during educational, charitable, or community services

If the Team does not have a Head Coach, the Manager inherits the Head Coach's responsibilities.

5.04 Responsibilities of Coach

The Coach's primary responsibilities are:

- Safety of Student-Athletes
- Interacts with participants during tryouts
- Education of volleyball to Student-Athletes during practice
- Enforcement of USAV and OVR rules and procedures

- Determine the order in which Student-Athlete rotate
- Decide when and where Student-Athletes substitute into matches
- Ensure each Student-Athlete has the opportunity to play in each match and each Student-Athlete has the opportunity to serve at least once per tournament
- Participate as needed by committee or the Club Director during educational, charitable, or community services

If the Team does not have a Manager, the Club Director inherits the Manager's responsibilities.

5.05 Responsibilities of Assistant Coach

The Assistant Coach's primary functions are:

- Safety of Student-Athletes
- Assist the Coach during practices
- Assist the Coach during educational, charitable, or community services
- Assist the Coach during tournaments

If a Team consists has both positions filled, the Team's Manager and Head Coach must agree on any Assistant Coaches voluntarily selected from the Team's legal guardians, after which, the Club Director must interview the selected Assisting Coach and approve the selection before the Assistant Coach may begin taking required certifications. Teams are not required to have an Assisting Coach and only the Manager, Coach, and Assisting Coach may interact with Student-Athletes during practice.

It is the responsibility of all Managers and Coaches to review and understand the Student-Athlete Bill of Rights, rules, regulations, and other pertinent information on the USAV's and OVR's websites, in addition to these Bylaws, the Student-Athlete Eligibility Agreement, Team Operations Agreement, and any other document indicated within the Company Bylaws.

5.06 Removal of Manager, Head Coach, or Assistant Coach

A Manager, Head Coach, or Assistant Coach may be removed from his/her/their position on a Team by the Board of Directors or by a vote by the Team's Voting Affiliates in a Special Meeting in which quorum is met, if:

- The Manager, Head Coach, or Assistant Coach endangers the safety of the Student-Athletes.
- The Head Coach is absent and unexcused for more than one (1) practice in a four (4) month period.

- The Head Coach is absent and unexcused for more than one (1) tournament in a two (2) year period.
- The Manager, Head Coach, or Assistant Coach is accused of violent, sexual, or otherwise inappropriate behavior towards Student-Athletes, Board Members, Company Officers, or the parental guardian of a Student-Athlete.
- The Manager, Head Coach, or Assistant Coach is suspected to be under the influence of drugs or alcohol while supervising the Student-Athletes.
- The Head Coach or Manager is suspected by the Board or proven in a court of law, to have misappropriated donations or corporate assets.

5.07 Team Services

Educational Services

In an effort to provide an educational volleyball experience for as many youth as possible, the Newark Volleyball Association shall host a minimum of one (1) free volleyball camp, to be conducted annually, in which participation by each team's Manager and/or Head Coach is mandatory. The scope and duration of said free volleyball camp(s) shall be determined by the Board, based on the available funding from donations and experience level of Company staff.

The Company may individually host or in cooperation with another organization host additional educational services in which fees may be required in an effort to provide funding to the Company and/or the organization involved.

Charitable Services

Before the completion of each volleyball season, the Manager(s), Head Coach(s), and Student-Athlete of the team(s) playing in tournaments are required to participate in at least one (1) charitable service, to be determined by the ECO and approved by the Board, based on available funding from donations and the needs of the public.

Community Services

Prior to the completion of any volleyball season, each Manager(s), Coach(s), and Student-Athlete is required to participate in at least two (2) community services, to be determined by the ECO and approved by the Board, based on available funding from donations and the needs of the public.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE VI, BOARD MEMBERS, OFFICERS, & COMPANY DIRECTORS

6.01 Board Members

Number of Board Members

The Company shall have a minimum of three (3) Board Members for the duration of the Company's business operations until dissolution, unless it becomes necessary to add additional positions for Board Members, which the Company may elect to do so with the necessary forms and procedures required by Federal law and Ohio state law.

Powers of Board Members

All corporate and legal powers of voting shall be exercised by or under the authority of the Board, and the affairs of the Company shall be governed by the Board, except as otherwise provided by law or within these Company Bylaws.

Qualifications of Board Members

To be eligible to serve as a Member in the Company's Board of Directors, the individual must be a legal guardian of at least one (1) Student-Athlete currently participating in the Newark Volleyball Association, or have been the legal guardian of at least one (1) Student-Athlete who participated with the Company as a Student-Athlete for a time period of at least four (4) years. Eligibility requirements may be waived with written Board of Director approval.

Responsibilities of Board Members

It is the responsibility of all Board Members to read and understand the Company Bylaws and the Company Conflict of Interest Policy, vote on matters concerning the Company expressed as such in these Company Bylaws, sign any documents required for Company compliance to State or Federal law, attend annual meetings at the location, time and date agreed upon by the Board, attend quarterly meetings by the means, location, time and date agreed upon by the Board, to include forms of electronic meetings, and also vote by electronic means when deemed appropriate by the Board. Board Members must never vote for a plan of action that would jeopardize the safety of the Student-Athletes or risk the Company's nonprofit status. A pattern of failure by any individual Board Member to uphold Board duties may result in the removal of said Member from the Board of Directors, by the Board.

Vacancies of Board Members

In the event of the resignation, death, or removal of a Board Member, by a separate written document, the Board shall designate and appoint the individual who will replace said Board Member and transfer or distribute said Member's

Interests and Capital Account if applicable, in compliance with Company Bylaws or as may otherwise be required by law. The designated individual shall be selected by a majority vote in which quorum is met.

It is the responsibility of the Chief Operating Officer (“COO”) to file all forms, reports, and conduct all other corporate requirements in connection to a change of the Board of Directors of the Company, in accordance with the laws of the state of Ohio and Federal law.

Removal of Board Members

If at any time a Board Member is deemed ineligible or incapable to legally hold his or her position on the Board with the Company, the remaining eligible Board Members shall vote to decide whether to replace said member, if remaining Board Members are three (3) or more. If a Board Member is deemed ineligible to hold his or her position on the Board due to Company Bylaws, but is still legal to hold said position by state and federal laws, the remaining eligible Board Members may decide to allow said Board Member to continue to hold his or her position with a majority vote in which quorum is met.

It is the right of the Company to remove any Board Member from his or her position on the Board of Directors, provided a unanimous vote to have said Member removed, in which said Member must also excuse themselves from the vote and all other Board Members must be present.

Appointment of Board Members

The initial selection of Members for the Company Board of Directors shall consist of voluntary nominees from the Voting Affiliates of all Company Teams. After the Board consists of at least three (3) but no more than five (5) Members, additional Board Members will only be added at the discretion of the existing Board.

Whenever the Board approves the filling of vacant positions or addition of new position(s) to the Board of Directors, nominees shall be voluntarily selected from the Company’s Voting Affiliates and if more nominees volunteer than positions available, the Voting Affiliates from all Company Teams shall vote on the voluntary nominees to decide which five (5) individuals shall serve on the Board of Directors.

6.02 Officers

No Member of the Board shall hold more than two (2) Company Officer positions.

Any Company Officer may also be a Board Member, Company Director, Coaching Staff, and/or Voting Affiliate within the Company.

For the preservation of the Company, any time the Board determines it is in the best interest of the Company to waive the Qualifications required within these Bylaws so that a Board Member may fill Officer position(s), the Board may do so with majority vote, in which quorum is met.

Until deemed otherwise by the Board, all Officer positions are strictly voluntary and constitute no pay, reimbursement, or remuneration of any kind for services provided to the Company.

All Officers are expected to place the safety of the Student-Athletes paramount to any plan, operation, or agenda. All Officers must protect the Company's physical and electronic information in the manner indicated within Company Bylaws.

Chief Executive Officer ("CEO")

Until deemed otherwise by the board, the positions of CEO and President shall be synonymous and the COMPANY CEO shall conduct all duties expected from a President of a nonprofit corporation by law in the state of Ohio.

Powers

All corporate and legal powers shall be exercised by or under the authority of the CEO, and the affairs of the Company shall be managed by the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as CEO must have relevant certification in business administration or equivalent experience in corporate management.

Responsibilities

The CEO is required to conduct business strategies in a manner that best reflects the intent of the Board, lead Board Meetings, interact with corporate executives, set and maintain Company culture, oversee Company operations, lead and manage Company employees, select individuals to serve in Company Director positions, communicate as needed with the Board or Committees, oversee Company budget, asses Company risks, implement Board plans, approve hiring of Company staff (to include coaching staff), engage in media relations as needed by the Company, design metrics to measure Company performance, stay up-to-date with industry changes, answer phone calls and emails pertaining to Company business, and report of accurate financial performance.

In the event an Officer(s) position is vacant, it is the responsibility of the CEO to perform or delegate the duties of said Officer(s) until a replacement can be found for the vacant Officer position(s).

Chief Financial Officer (“CFO”)

Until deemed otherwise by the board, the positions of CFO and Treasurer shall be synonymous and the COMPANY CFO shall conduct all duties expected from a Treasurer of a nonprofit corporation by law in the state of Ohio.

Powers

The financial affairs of the Company shall be managed by the CFO, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as CFO must have relevant certification in finance or accounting or equivalent experience in corporate financial management.

Responsibilities

The CFO is required to safeguard the Company finances, deliver the financial report at board meetings, maintain Company culture, provide guidance on financial matters, oversee Company transfers of funds, communicate as needed with the CEO, Board, or committees, balance Company accounts, cooperate with CCO to ensure Compliance, ensure accounting standards follow Company standards, answer phone calls and emails pertaining to Company finances, and ensure financial decisions comply with IRS and also federal and Ohio state law.

Chief Operating Officer (“COO”)

Until deemed otherwise by the board, the positions of COO and Secretary shall be synonymous and the COMPANY COO shall conduct all duties expected from a Secretary of a nonprofit corporation by law in the state of Ohio.

Powers

The operational affairs of the Company shall be managed by the COO, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as COO must have relevant certification in business administration or equivalent experience in corporate management.

Responsibilities

The COO is required to implement business strategies in cooperation with the CEO, in a manner that best reflects the intent of the Board, take Minutes during Board Meetings, interact with corporate executives, clients, and guests, maintain Company culture, conduct Company operations, lead and manage Company employees, communicate as needed with the CEO, Board, or Committees, report changes to Company budget, assess immediate Company risks, implement plans of CEO, supervise new Company staff (to include coaching staff) when needed, implement metrics to measure Company performance, stay up-to-date with industry changes, file and secure physical and electronic documents, answer phone calls and emails pertaining to Company operations, schedule Company Meetings, maintain Company records, and handle Company correspondence.

Chief Compliance Officer (“CCO”)

Powers

Compliance to federal and Ohio state law shall be managed by the CCO with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as CCO must have relevant certification in business administration or equivalent experience in corporate management.

Responsibilities

The COO is required to evaluate business plans in compliance with federal and Ohio state law, to ensure Company actions to do not break Ohio state, federal, or local regulations or law, report compliance issues during Board Meetings, maintain company culture, communicate as needed with the CEO, Board, or Committees, report changes to Company requirements, report and assess immediate compliancy issues, stay up-to-date with federal and Ohio state compliancy changes, ensure the company’s nonprofit status is never in jeopardy, and answer phone calls and emails pertaining to Company compliancy.

Human Resources Officer (“HRO”)

Powers

The human resource affairs of the Company shall be managed by the HRO, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as HRO must have relevant certification in business administration or human resources or equivalent experience in corporate management.

Responsibilities

The HRO is required to plan, develop, and coordinate the policies of Human Resources in a manner that best reflects the intent of the Board, report Human Resource updates at Board Meetings, identify quality candidates for Coaching Staff positions and any other non-Board or non-Officer positions within the Company, compensate Company employees when applicable, manage employee benefits, oversee employee training and development, cooperate with CCO to ensure compliance, maintain Company culture, communicate as needed with the CEO, Board, or Committees, stay up-to-date with industry changes, answer phone calls and emails pertaining to Company Human Resources, and report of workplace violations.

Media & Marketing Officer (“MMO”)

Powers

The Media and Marketing affairs of the Company shall be managed by the MMO, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as MMO must have relevant certification in business administration or marketing or equivalent experience in corporate media and marketing.

Responsibilities

The MMO is required to plan, develop, and coordinate the Media and Marketing affairs of the Company in a manner that best reflects the intent of the Board, report Media and Marketing updates at Board Meetings, maintain and monitor Company Social accounts, oversee Company media strategy, cooperate with CCO to ensure compliance, ensure workplace safety, maintain Company culture, communicate as needed with the CEO, Board, or Committees, stay up-to-date

with industry changes, and answer phone calls and emails pertaining to Company Media and Marketing.

Event Coordination Officer (“ECO”)

Powers

The planning and implementation of Company events shall be managed by the ECO, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as ECO must have relevant certification in business administration or event planning/coordination or equivalent experience in corporate event planning/coordination.

Responsibilities

The ECO is required to plan, develop, and coordinate the Events of the Company in a manner that best reflects the intent of the Board, report Event updates at Board Meetings, cooperate with MMO as needed, maintain Company culture, communicate as needed with the CEO, Board, or Committees, stay up-to-date with industry changes, and answer phone calls and emails pertaining to Company Events.

Public Relations Officer (“PRO”)

Powers

The Public Relations affairs of the Company shall be managed by the PRO, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications

Any person selected by the Company to serve as PRO must have relevant certification in business administration or communication or equivalent experience in corporate management.

Responsibilities

The PRO is required to manage the Public Relations of the Company in a manner that best reflects the intent of the Board, report Public Relations updates at Board Meetings, monitor Company Social accounts and media reports concerning the Company, oversee Company Public Relations strategy,

cooperate with MMO as needed, maintain Company culture, communicate as needed with the Board or Committees, stay up-to-date with industry changes, and answer phone calls and emails pertaining to Company Media and Marketing.

Vacancies of Company Officers

In the event of the resignation, death, or removal of an Officer, by a separate written document, the Board shall designate and appoint the individual who will replace said Officer and transfer or distribute said Member's Interests and Capital Account if applicable, in compliance with Company Bylaws or as may otherwise be required by law. The designated individual shall be selected by a vote in which quorum is met.

It is the responsibility of the Company Chief Operating Officer ("COO") to file all forms, reports, and conduct all other corporate requirements in connection to a change of the Board of Directors of the Company, in accordance with the laws of the state of Ohio and Federal law. In the event the COO is the vacant position, the CEO shall assume this responsibility.

Removal of Company Officers

If at any time an Officer is deemed ineligible or incapable to legally hold his or her position with the Company, the remaining eligible Board Members shall vote to decide whether to replace said member, if remaining Board Members are three (3) or more. If a Board Member is deemed ineligible to hold his or her position on the Board due to Company Bylaws, but is still legal to hold said position by state and federal laws, the remaining eligible Board Members may decide to allow said Board Member to continue to hold his or her position with a majority vote in which quorum is met.

It is the right of the Company to remove any Officer from his or her position on the Board of Directors, provided a unanimous vote to have said Member removed, in which said Member must also excuse themselves from the vote and all other Board Members must be present.

Appointment of Company Officers

The initial selection of Officers for the Company shall consist of voluntary nominees from the Board and then Voting Affiliates of all Company Teams, for the positions of CEO, CFO, and COO. After said three (3) Officer positions are filled, additional Officer positions will only be filled as the Company grows, at the discretion of the Board.

After nominees from the Board or collection of Company Voting-Affiliates have filled the positions required to be filled by laws of the state of Ohio, Candidates to be Officers shall be approved by the HRO and CEO, before being approved by

the Board through a Unanimous vote. In the event the Company has not yet filled the position of HRO, the CEO shall be the only approving authority prior to Board approval.

6.03 Company Directors

Any Company Director may also be a Board Member, Officer, Coaching Staff, and/or Voting Affiliate within the Company.

For the preservation of the Company, any time the Board determines it is in the best interest of the Company to waive the Requirements indicated within these Bylaws so that a Board Member may fill Company Director position(s), the Board may do so with majority vote, in which quorum is met. Until deemed otherwise by the Board, all Company Director positions are strictly voluntary and constitute no pay, reimbursement, or remuneration of any kind for services provided to the Company.

All Company Directors are expected to place the safety of the Student-Athletes paramount to any plan, operation, or agenda. All Officers must protect the Company's physical and electronic information in the manner indicated within Company Bylaws.

It is the responsibility of the CEO to select individual(s) to serve as the Club Director, Assistant Director, or Tournament Director.

The company shall only have one (1) Club Director and (1) Tournament Director. One (1) Assistant Director may be added to the Company for every ten (10) Teams in the Company.

Club Director

Powers of Club Director

The management, oversight, planning, and strategy of volleyball affairs for the Company shall be conducted by the Club Director, with oversight from the CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications of Club Director

Club Directors shall meet the same requirements as a Company Head Coach or Manager. As per OVR and USAV regulations, all Club Directors must be ASEP certified through the OVR website.

Any person selected by the Company to serve as Club Director must have relevant certification in athletic management or equivalent experience in club directorship.

Responsibilities of Club Director

The Club Director is required to plan, develop, manage, and coordinate activities involving Student-Athletes playing volleyball in a manner that best reflects the intent of the Board, report Student-Athlete and volleyball club updates at Board Meetings, identify quality candidates for Coaching Staff positions, oversee and implement Manager, Coach, and Assistant Coach training and development, engage in media relations as needed by the Company, cooperate with CCO to ensure compliance, maintain Company culture, communicate as needed with the CEO, stay up-to-date with industry changes, answer phone calls and emails pertaining to Student-Athletes and volleyball club matters, and report of workplace violations.

Vacancies of Club Director

In the event of the resignation, death, or removal of the Club Director, by a separate written document, the CEO shall designate and appoint the individual who will continue the Company's business and transfer or distribute the Club Director's Interests and Capital Account if applicable, as designated by Company Bylaws or as may otherwise be required by law.

6.03 Assistant Director

Powers of Assistant Director

The management, oversight, planning, and strategy of volleyball affairs for the Company shall be implemented by the Assistant Director, with oversight from the Club Director and CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications of Assistant Director

Assistant Directors shall meet the same requirements as a Company Head Coach or Manager.

Any person selected by the Company to serve as Assistant Director must have relevant certification in athletic management or equivalent experience as Head Coach for any school varsity volleyball team.

Responsibilities of Assistant Director

The Assistant Director is required to implement and coordinate activities involving Student-Athletes playing volleyball in a manner that best reflects the plan and strategies of the Club Director and intent of the Board, identify quality candidates for Coaching Staff positions, implement Manager, Coach, and Assistant Coach

training and development, cooperate with CCO to ensure compliance, maintain Company culture, communicate as needed with the Club Director, stay up-to-date with industry changes, and report of workplace violations.

Vacancies of Assistant Director

In the event of the resignation, death, or removal of any Assistant Director, by a separate written document, the CEO shall designate and appoint the individual who will continue the Company's business and transfer or distribute the Assistant Director's Interests and Capital Account if applicable, as designated by Company Bylaws or as may otherwise be required by law.

6.04 Tournament Director

Powers of Tournament Director

The management, oversight, planning, and strategy of volleyball tournaments for the Company shall be conducted by the Tournament Director, with oversight from the Club Director and CEO, except as otherwise provided by law or within these Company Bylaws.

Qualifications of Tournament Director

Any person selected by the Company to serve as Tournament Director must have relevant certification in business administration or event planning/coordination or equivalent experience in volleyball tournament planning/coordination.

Responsibilities of Tournament Director

The Club Director is required to plan, develop, manage, and coordinate Company-hosted volleyball tournaments in a manner that best reflects the intent of the Board, report tournament updates at Board Meetings, engage in media relations as needed by the Company, cooperate with CCO to ensure compliance, maintain Company culture, communicate as needed with the Club Director, CEO, and Board, stay up-to-date with industry changes, answer phone calls and emails pertaining to tournaments, and report of workplace violations.

Vacancies of Tournament Director

In the event of the resignation, death, or removal of the Tournament Director, by a separate written document, the CEO shall designate and appoint the individual who will continue the Company's business and transfer or distribute the Tournament Director's Interests and Capital Account if applicable, as designated by Company Bylaws or as may otherwise be required by law.

Removal of Company Directors

It is the right of the Company to remove any Club Director, Assistant Director, and/or Tournament Director for any reason by the decision of the CEO and approval of the Board.

Appointment of Company Directors

Individuals interested in Company Director positions must be first approved by the HRO and then approved by the CEO. In the event the position of HRO is vacant, the CEO shall be the sole approving authority for any new Company Director(s).

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE VII, BOARD MEETINGS & TEAM MEETINGS

7.02 Team Meetings

Regular Meetings

The Club Director shall hold a minimum of two (2) regular meetings each calendar year at times and places fixed by the Club Director, available to the legal guardians of the Team's Student-Athletes. These meetings shall be held upon two (2) weeks notice by first-class mail, electronic mail, or facsimile transmission, or one (1) week notice delivered by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

Special Meetings

The Director, or one half of a Team's Voting Affiliates may call special meetings. A special meeting must be preceded by at least two (2) days notice to the Director and each of the other Voting Affiliates.

Waiver of Notice

Any Voting Affiliate may waive notice of any meeting, in accordance with Ohio law.

7.03 Manner of Acting.

Quorum

A majority of the Voting Affiliates at the designated location, designated date and time shall constitute a quorum for the transaction of business at that Team meeting. Team business will not be considered at any meeting in which quorum is not met.

A majority of the Board Members at the designated location, designated date and time shall constitute a quorum for the transaction of business at that Board meeting. Company business will not be considered at any meeting in which quorum is not met.

Majority Vote

Except as otherwise required by law, Company Bylaws, or by the Articles of Incorporation, the act of the majority of the Voting Affiliates at a meeting at which a quorum is present shall be the act of the Club Director.

Except as otherwise required by law, Company Bylaws, or by the Articles of Incorporation, the act of the majority of the Board Members at a meeting at which a quorum is present shall be the act of the CEO.

Hung Decisions

On the occasion that Voting Affiliates are unable to make a decision based on a tied number of votes, the Club Director shall have the power to swing the vote based on his/her discretion.

On the occasion that Board Members are unable to make a decision based on a tied number of votes, the CEO shall have the power to swing the vote based on his/her discretion.

Unanimous Decisions

A unanimous decision is met when all Voting Affiliates of a Team, reach the same decision in a vote in which quorum is met.

A unanimous decision is met when all Voting Affiliates of the Board, reach the same decision in a vote in which quorum is met.

Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Voting Affiliates may participate in a regular or special meeting through use of any means of communication by which the Director and all Voting Affiliates participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

Electronic Votes and Meetings

In an effort to reduce unnecessary risk to infectious diseases and reduce resources needed to host meetings, the Company has the right to host any Team or Board meeting via electronic means, to include but not limited to: text message, phone call, video conference, and email, so long as the majority of the affected Board Members or the affected Voting Affiliates agree to the method of meeting or vote in writing.

7.04 Compensation to Voting Affiliates or Board for Services

Voting Affiliates and Board Members shall receive no compensation for carrying out their duties as Voting Affiliates or Board Members. The Board may adopt policies providing for reasonable reimbursement of Voting Affiliates or Board Members for expenses incurred in conjunction with carrying out Voting Affiliate or Board Member responsibilities, such as travel expenses to attend meetings.

7.05 Compensation for Professional Services by Voting Affiliates or Board

Voting Affiliates and Board Members are not restricted from being remunerated for professional services provided to the Company. Such remuneration shall be reasonable and fair to the Company and must be reviewed and approved in accordance with the Conflict of Interest policy and Ohio state law.

NEWARK VOLLEYBALL ASSOCIATION **BYLAWS** **ARTICLE VIII, COMMITTEES**

8.01 Committees

The CEO and Board may, by the resolution adopted by a majority of the Board attending a meeting, designate one (1) or more committees, each consisting of two (2) or more Board Members, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution, shall have the authority of the CEO, except that no committee, regardless of resolution, may:

- Take any final action on matters which also requires Board approval, CEO approval, or approval of all Board Members
- Fill CEO vacancy
- Amend or repeal Bylaws or adopt new Bylaws
- Amend or repeal any resolution, which by its express terms is not so amendable or repealable
- Appoint any other committees or the Board Members of these committees
- Expend corporate funds without written consent of the CEO; or approve any transaction:

1. To which the Company is a party and one or more Voting Affiliates or Board Members have a material financial interest; or
2. Between the Company and one or more of its Voting Affiliates or Board Members, or between the Company and any person in which one or more of its Voting Affiliates or Board Members have a material financial interest.

Conflict of Interest Committee

In an effort to prevent conflict of interest, upon the creation of the Board, three (3) Board Members shall voluntarily accept the responsibility of serving on a committee designed specifically to identify any possible conflict of interest of any CEO, Club Director, Manager, or Coach in relation to the best interest of the Company or the Team. It is then that committee's purpose to inform the CEO and reference the Company's Conflict of Interest Policy for Procedures to be taken. The members of said committee may not consist of the Company CEO or Club Director, and shall have authority to review any document or transaction in Company records, so long as the document(s) have a relevance associated to an investigation involving an alleged conflict of interest. If any member(s) of the Conflict of Interest Committee becomes a subject of the investigation, he, she, or they must excuse themselves from the position(s) while a temporary replacement is appointed from the Board, if a replacement is available.

NEWARK VOLLEYBALL ASSOCIATION

BYLAWS

ARTICLE IX, CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

9.01 Contracts and other Writings

Except as otherwise provided by resolution or policy of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the Company shall be executed on its behalf by the CEO, CFO, or other persons to whom the Company has delegated authority to execute such documents in accordance with policies approved by the Board.

9.02 Checks and Drafts

The CEO or CFO shall sign all checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Company.

9.03 Deposits

All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies, or other depository as the governing body or a designated committee may select.

9.04 Loans

No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

9.05 Indemnification

Mandatory Indemnification

The Company shall indemnify any Board Member, Officer, Company Director, Manager, Coach, Assisting Coach, or Student-Athlete, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director, Manager, Coach, Assisting Coach, or Student-Athlete of the Company against reasonable expenses incurred by him or her in connection with the proceedings.

Permissible Indemnification

The Company shall indemnify any Board Member, Officer, Company Director, Manager, Coach, Assisting Coach, or Student-Athlete or former Board Member, Officer, Company Director, Manager, Coach, Assisting Coach, or Student-Athlete made a party to a proceeding because he or she is or was a Board member, Officer, Company Director, Manager, Coach, Assisting Coach, or Student-Athlete of the Company, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner of the prescribed by law.

Advance for Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Company in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of:

1. A written affirmation from the Board or their good faith or belief that said individual(s) are entitled to indemnification as authorized in this article, and
2. An undertaking by or on behalf of the Board Member, Officer, Company Director, Manager, Head Coach, Assistant Coach, or Student-Athlete to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Company in these Bylaws.

Indemnification of Voting Affiliates

Voting Affiliates in committees or who are chaperones of the Company are entitled to mandatory indemnification under this article to the same extent as the Board Member, Officer, Company Director, Manager, Head Coach, Assistant Coach, or Student-Athletes. The Company may also indemnify and advance expenses to a Voting Affiliate, consistent with Ohio Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

NEWARK VOLLEYBALL ASSOCIATION **BYLAWS** **ARTICLE X, MISCELLANEOUS**

10.01 Books and Records

The Company shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings between the Officers and Board Members, a record of all actions taken by the CEO or COO without a meeting, and a record of all actions taken by committees of the organization. In addition, the Company shall keep a copy of the Company's Articles of Incorporation, Operating Agreement, Conflict of Interest Policy, and Bylaws as amended to date.

10.02 Company Fiscal Year

The fiscal year of the Company shall be from June 1st to May 31st of each year.

10.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Company's interest when it is contemplating any transaction or arrangement that may benefit any Board Member, Officer, Company Director, Managers, Head Coaches, Assisting Coaches, Voting Affiliates, or Affiliates with Board powers or may risk the Company's tax exempt status.

10.04 Nondiscrimination Policy

The Board Members, Officers, Company Directors, Managers, Coaches, Assisting Coaches, and Student-Athletes in this Company shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of the Company not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

10.05 Unexcused Absence

It is the policy of the Newark Volleyball Association to maintain punctuality through timely arrival to meetings, practices, tournaments, community services, and charitable events.

10.06 Registered Sex Offenders

No person who is registered as a sex offender shall participate with the Company in any form, to include attending practices, tournaments, charitable events, or any other activity hosted by the Company.

10.07 Company Insurance

Unless otherwise decided by the Board and a Company committee, and later amended in this document, the Company shall not be required to provide additional insurance coverage for any Board Member, Officer, Company Director, Manager, Head Coach, Assistant Coach or Student-Athlete, or anyone else associated with the Company, during practices or tournaments, or educational, charitable, or community services, or any other event hosted by the Company.

Any questions or concerns regarding insurance should be directed to the USA Volleyball's Insurance Handbook, available on the USAV website:

https://www.ovr.org/forms/USAV_Insurance_Handbook.pdf

NEWARK VOLLEYBALL ASSOCIATION **BYLAWS** **ARTICLE XI COUNTER-TERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Newark Volleyball Association shall stipulate how the funds will be used and shall require the recipient to provide the Company with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of Treasury's publication, "Voluntary Best Practices for U.S. Based Charities" is not mandatory, Newark Volleyball Association willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate, and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Newark Volleyball Association shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE XII, DOCUMENT RETENTION POLICY

12.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Newark Volleyball Association records.

12.02 General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense, which can grow unreasonably if good housekeeping is not performed.

A mass of records also makes it more difficult to find pertinent records. From time to time, Newark Volleyball Association may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

12.03 Exception for Litigation Relevant Documents

Newark Volleyball Association shall comply fully with any published records retention or destruction policies and schedules, provided the CCO should note the following general exception to any stated destruction schedule: If you believe, or the Newark Volleyball Association informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the

records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

12.04 Minimum Retention Periods for Specific Categories

Corporate Documents

Corporate records include the Company's Articles of Incorporation, Operating Agreement, Conflict of Interest Policy, Bylaws, and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these Bylaws.

Tax Records

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Company's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

Employment Records/Personnel Records

State and federal statutes require the Company to keep certain recruitment, employment and personnel information. The Company should also keep personnel files that reflect performance reviews and any complaints brought against the Company or individual employees under applicable state and federal statutes. The Company should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

Board and Committee Materials

Meeting minutes should be retained in perpetuity in the Company's minute book. The Company should keep a clean copy of all other Board and Committee materials for no less than three (3) years.

Press Releases/Public Findings

The Company should retain permanent copies of all press releases and publicly filed documents under the theory that the Company should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Company.

Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

Marketing and Sales Documents

The Company should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

Development/Intellectual Property and Trade Secrets

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Company and are protected as a trade secret where the Company derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

The Company should keep all documents designated as containing trade secret information for at least the life of the trade secret.

Contracts

Final, execution copies of all contracts entered into by the Company should be retained. The Company should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, supplies, and any invoices should be kept for seven (7) years.

Insurance

Expired insurance policies, insurance records, accident reports, claims, etcetera should be kept permanently.

Audit Records

External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

Electronic Mail

E-mail that needs to be saved should be either:

Printed in a hard copy and kept in the appropriate file, or downloaded to a computer file and kept electronically or on a disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in these Bylaws.

NEWARK VOLLEYBALL ASSOCIATION **BYLAWS**

ARTICLE XIII – TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF **FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

13.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Newark Volleyball Association practices and encourages transparency and accountability to the general public. This policy will:

- Indicate the documents and materials produced by the Company that are presumptively open to staff and/or the public
- Indicate which documents and materials produced by the Company are presumptively closed to staff and/or the public
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

Financial and IRS documents (form 1023 and form 990)

The Company shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

Means and Conditions of Disclosure

The Company shall make “Widely Available” the aforementioned documents on its Internet website, to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the Internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- The Company shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- The Company shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

13.02 IRS Annual Information Returns (Form 990)

The Company shall preserve the Form 990 in Company records prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Company’s Form 990 shall be filed internally ten (10) days before the Form 990 is filed with the IRS.

13.03 Donor Records

All donor records shall be available for consultation by the donors concerned or by their legal representatives.

No donor records shall be made available to any other person outside the Company except the authorized government agencies.

Within the Company, donor records shall be made available only to the Club Director, CEO, and CFO.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE XIV CODES OF ETHICS AND WHISTLE-BLOWER POLICY

14.01 Purpose

The Company requires and encourages the Board, Officers, Company Directors, Coaching Staff, Student-Athletes, Voting Affiliates, Affiliates, and legal guardians to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The Board, Officers, Company Directors, Coaching Staff, Student-Athletes, Voting Affiliates, and Affiliates of the Company must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of the Company to adhere to all laws and regulations that apply to the Company and the underlying purpose of this policy is to support the Company's goal of legal compliance.

14.02 Reporting Violations

If any Board Member, Officer, Company Director, Coaching Staff, Student-Athlete or Voting Affiliate believes that some policy, practice, or activity of the Company is in violation of law, that person must file a written complaint with the CCO.

14.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

14.04 Retaliation

Said person is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of the Company and provides the Company with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. The Company shall not retaliate against any Board Member, Officer, Company Director, Coaching Staff, Student-Athlete, Voting Affiliate, Affiliate, or legal guardian who in good faith, has made a protest or raised a complaint against some practice of the Company that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning health, safety, welfare, or protection of the environment.

14.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

14.06 Handling of Reported Violations

The CCO shall notify the sender and acknowledge the receipt of the reported violation or suspected violation within five (5) business days. The CCO and the Company's appointed committee, shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Board Members, Officers, Company Directors, Coaching Staff, Student-Athletes, Voting Affiliates, and legal guardians through these Bylaws and they shall have the opportunity to ask questions about the policy.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE XV, AMENDMENTS OF BYLAWS & ARTICLES OF
INCORPORATION

15.01 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of the Board.

15.02 Amendments to the Bylaws

These Bylaws may be amended, altered, or repealed by the Board, however:

1. That no amendment shall be made to the Bylaws which would cause the Company to cease to qualify as a tax exempt Company under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and
2. An amendment does not affect the voting rights of Board Members. An Amendment that does affect the voting rights of Board Members further requires ratification by a vote of a quorum.
3. All amendments shall be consistent with the Articles of Incorporation.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
ARTICLE XVI, MISCELLANEOUS

16.01 Transferred Obligations

In the event the Company converts to nonprofit status with prior obligations remaining to Student-Athletes by the former owner, the Company shall inherit said obligations and uphold the responsibilities of providing the same services promised by said former owner.

Any Student-Athletes on Teams inherited by the Company from the transfer of ownership shall also receive the same privileges provided to any Student-Athlete, upon the start of business as a nonprofit corporation. The Company is required to adhere to the budget and fiscal plans made by the previous owner for said Team(s), without requiring any additional actions by the Student-Athletes or legal guardians, that were not already taken, to include the reimbursement of funds transferred from the previous owner's personal account to pay for the costs to start said Team and Company.

16.02 Definitions

Season – A time period not lasting more than six (6) months, beginning with practices and ending with a championship tournament. It is legal for a Team to participate in more than one (1) championship tournament in a single season.

NEWARK VOLLEYBALL ASSOCIATION
BYLAWS
CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Newark Volleyball Association were approved on December 4, 2023 and constitute a complete copy of the Bylaws of the Company.

Newark Volleyball Association Board of Directors:

Leta Meyer: Signed by:
Leta Meyer
172F61E38C24490... _____
Date: 8/27/2024

Pebbles Thornton: DocuSigned by:
Pebbles Thornton
7442FC4DC6814A6... _____
Date: 7/1/2024

Jonathan Wooddell: DocuSigned by:
Jonathan Wooddell
16BE94C7CGB6494... _____
Date: 6/30/2024