

# ARIZONA GAY VOLLEYBALL ASSOCIATION

## BYLAWS

### ARTICLE ONE

#### NAME, PURPOSE AND LOCATION

1. The name of this organization is the Arizona Gay Volleyball Association (hereafter known as the AZGV)
2. The purpose of Arizona Gay Volleyball Association is to foster local, regional, national and international sports competition predominantly for gays, lesbians and anyone dedicated to the promotion of amateur athletic experience for persons of all skill level and abilities regardless of sexual orientation, gender, race, creed, religion or national origin. The primary focus of AZGV will be to provide venues for adult volleyball competition. Additionally, the organization will endeavor to develop people of all abilities and experience to participate in sports competitions.
3. The AZGV, fostering national and/or international amateur volleyball competition, is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. The organization may maintain offices at such place or places, either within or without the State of Arizona, as may be designated from time to time by The Board of the organization's governing group, known as The Board, and the business of the corporation may be transacted at any of the designated offices.
5. A corporate seal shall not be requisite to the validity of any instruments executed by or on behalf of the corporation, but never the less if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal", the year incorporated and the state where incorporated.

### ARTICLE TWO

#### EXEMPT ACTIVITIES

1. No member, officer or member of The Board, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) and the corresponding Arizona Revised Statutes.
2. Notwithstanding any other provision of these articles, the AZGV shall not, except to an insubstantial degree, engage in any activities, or exercise any powers not in furtherance of section 501(c)3 purposes.

### ARTICLE THREE

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## **CONFLICT OF INTEREST**

1. A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.
2. The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities.
3. No officer, or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
  1. The officer or member;
  2. Any member of their immediate family;
  3. Their partner;
  4. An organization in which any of the above is an officer, director or employee;
  5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
4. Any possible conflict of interest shall be disclosed by the person or persons concerned.
5. When a conflict of interest is relevant to a matter requiring action by The Board, the interested person(s) shall call it to the attention of The Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of The Board, excluding the person(s) concerning whose situation the doubt has arisen.
6. The official minutes of The Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

## **ARTICLE FOUR**

### **INTELLECTUAL PROPERTY**

1. As a member of the Arizona Gay Volleyball Association, all creative work, business ideas and products that you design and develop as a AZGV member, or otherwise related directly to our business, are the sole property of Association. This does not apply to creative work, business ideas or inventions developed entirely on a members own time and without the use of the Associations equipment, supplies, facilities, trade secrets or funds.
2. When a conflict related to Intellectual Property is relevant to a matter requiring action by The Board, the interested person(s) shall call it to the attention of The Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of

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- The Board, excluding the person(s) concerning whose situation the doubt has arisen.
3. The official minutes of The Board shall reflect that the conflict related to Intellectual Property was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.
  4. The Board may enter into an agreement and amended and/or override the above stated Intellectual Property provision by a two thirds (2/3) vote.

## ARTICLE FIVE

### LOGO

1. The organization may adopt a logo. The logo must contain the words 'Arizona Gay Volleyball Association'. When a logo is adopted, it shall be the only emblem used on any official correspondents that represent the organization. The organization may only alter the logo by converting the color image into a suitable likeness depending on the desired medium, approved by a majority of The Board. A new logo may be adopted by a 2/3 majority vote of The Board.

## ARTICLE SIX

### MEMBERSHIP

1. Arizona Gay Volleyball Association membership is open to all people who wish to participate in the activities of the organization provided they:
2. Agree to abide by the rules of the Arizona Gay Volleyball Association or any rule designated to govern competition,
3. Agree to abide by the Arizona Gay Volleyball Association code of conduct, and
4. Pay any applicable membership fees.
5. Member fees will be due on a seasonal basis. The board will determine the schedule for payment of member fees, but in all cases the fees will be due prior to the start of the season. Teams and members will be ineligible for play and forfeit any benefits of membership until dues are paid in full.
6. Members and other participants (including referees, scorekeepers and coaches) must sign a waiver of responsibility (as set forth by The Board) before participating in any sanctioned event or competition. Members and other participants (including referees, scorekeepers and coaches) give implied consent to the organizations "Waiver and Release of all Claims" and the "Code of Conduct" once they participate in any event sponsored by the Association. Consent is implied, unless a formal objection is present to The Board by the member or any participant (including referees, scorekeepers and coaches).
7. All members must be 18 years of age.
8. The Board has the right to waive these requirements by a majority vote.
9. Each member is entitled to one vote on each matter submitted to a vote of the members.
10. A member may resign by filing a written resignation with The Board, but such resignation shall not relieve the member of any obligations to pay outstanding fees. Outstanding fees may be waived by The Board.

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11. The Board, by majority vote, can suspend and/or remove a member for cause.
12. Membership is not transferable or assignable.

## ARTICLE SEVEN

### MEETINGS OF MEMBERS

1. Meetings of the membership may be called by The Board from time to time for any purpose as determined by The Board.
2. All members in good standing must be notified of the time and location of such meetings at least two (2) weeks prior to a meeting.
3. Board members present at any meeting of the membership shall constitute a quorum. A majority vote of those present is required for approval by a meeting of the membership unless a greater proportion is required by law or by these by-laws. The Commissioner shall only vote in the event of a tie.
4. Members may participate in meetings by means of conference phone or similar communication device of which all persons participating in the meeting can hear each other.
5. The Board can determine a method for proxy voting by a majority vote. However, the proxy must be in writing. Proxy voting is not a requirement for a member of the membership.

## ARTICLE EIGHT

### OFFICERS

1. The officers of the corporation will be:
  1. Commissioner
  2. Senior Assistant Commissioner
  3. Junior Assistant Commissioner
  4. Secretary
  5. Public Relations/Promotions
  6. Treasurer
  7. Assistant Treasurer
  8. Player Representative
2. The same person cannot hold more than one office.
3. Each officer of the commission will be elected to a two year term.
4. The Commissioner and Secretary will be elected every even year. The Public Relations/Promotions, and Player Representative will be elected every odd year.
5. Each year an Assistant Treasurer will be elected. The Assistant Treasurer will become the Treasurer in the second year of their term.
6. Each year a Junior Assistant Commissioner will be elected. The Junior Assistant Commissioner will become the Senior Assistant Commission in the second year of their term.
7. An election of the officers will be held annually by a written vote of the members.
  1. The election will be each year no later than December 31st and will be held during a period of competitive activity.

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2. The members will be notified 30 days in advance of the election that the existing officers will be accepting nominations for the upcoming elections. The notification will include a description of the positions that are currently available for the upcoming elections as well as the name of the person currently holding the position.
3. Each member will be notified at least one week prior to the election of those running for election.
8. Candidates for office must be a member in good standing.
9. Officers will take their office on January 1.
10. Vacancies
  1. In the case of a vacancy of the Commissioner, **the Senior Assistant Commissioner will complete the term of the Commissioner. In the event the Senior Assistant Commissioner cannot fulfill the duties of the Commissioner, The Board will call a meeting of the members to elect a new Commissioner.**
  2. In the case of any other vacancy, The Board will appoint a replacement by a majority vote.
11. An officer may be removed by a two thirds (2/3) vote of a duly announced and convened meeting of The Board. A Commissioner cannot preside at a meeting convened to consider his or her removal. At least two (2) week's written notice must be provided to all officers and Commission members of a meeting to consider the removal of an officer.
12. Any officer may resign his or her office at any time by giving a written notice of his or her resignation to The Board. Such resignation shall take effect at the time specified in the written resignation or , if it is not time specific, at the time of the receipt of the notice. The acceptance of the resignation is not necessary to make it effective.
13. The duties of the Commissioner are as follows:
  1. The Commissioner shall be responsible, with the advice of The Board as provided by these bylaws, for the overall direction of the Arizona Gay Volleyball Association.
  2. The Commissioner shall be responsible for enforcing the league rules.
  3. **The officers shall select by a majority vote a charity each year in which the league will contribute financially. The Commissioner shall be responsible for coordinating events to raise money. The Commissioner shall facilitate the donation during a presentation at one of the awards banquets.**
  4. **The Commissioner shall be responsible for securing league insurance.**
  5. **The Commissioner shall send out a written agenda for review a week before each board meeting.**
14. The duties of the **Senior** Assistant Commissioner are as follows:
  1. The **Senior** Assistant Commissioner shall exercise the power and authority and perform the duties of the Commissioner in absence or disability of the Commissioner for the same.
  2. The **Senior** Assistant Commissioner **is** responsible for the acquisition of adequate playing facilities and qualified officiating staff for all competitive activities.
  3. **The Senior Assistant Commissioner shall be in charge of the fundraising and volunteer activities surrounding Phoenix Pride and Rainbows Festival.**
  4. **The Senior Assistant Commissioner shall be the tournament director for the annual Sets on the Sand tournament.**
  5. The **Senior** Assistant Commissioner will perform such duties as are assigned by the Commissioner to implement these by-laws.

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15. The duties of the **Junior** Assistant Commissioner are as follows:
  1. The **Junior** Assistant Commissioner shall **aid the Senior Assistant Commissioner in the acquisition of adequate playing facilities and qualified officiating staff for all competitive activities.**
  2. **The Junior Assistant Commissioner shall aid the Senior Assistant Commissioner in the fundraising and volunteer activities surrounding Phoenix Pride and Rainbows Festival.**
  3. **The Junior Assistant Commissioner shall be the tournament director for the annual Quicksand tournament.**
  4. The **Junior** Assistant Commissioner will perform such duties as are assigned by the Commissioner to implement these by-laws.
16. The duties of the Secretary are as follows:
  1. The Secretary will maintain the official copy of the by-laws, rules of play, code of conduct, privacy policy, and any other related corporate documents.
  2. The Secretary will record and maintain The Board meeting minutes and make these minutes available to the members as requested.
  3. **The Secretary will submit the minutes for review no later than a week after each Board meeting.**
  4. **The Secretary will compile and update binders, one for each playing location, which include The Board meeting minutes for at least the past year as well as the latest financial information. These binders will be made available every week of regular league play and league tournaments.**
  5. The Secretary will maintain a roster of all the teams including their players and captain.
17. The duties of the Public Relations/Promotions director are as follows:
  1. The Public Relations/Promotions director will be the official spokesperson for the AZGV.
  2. The Public Relations/Promotions director shall establish relationships of behalf of The Board.
  3. The Public Relations/Promotions director is responsible for the recruitment of new members.
  4. **The Public Relations/Promotions director shall maintain a yearly events calender. The Public Relations/Promotions director wills send out reminders to all league members before each event via various communication channels.**
  5. **The Public Relations/Promotions director shall managed the league's online social media presence, including but not limited to Facebook and similar networks.**
18. The duties of the Treasurer are as follows:
  1. The Treasurer is accountable for all funds received and disbursed by the corporation.
  2. The Treasurer will prepare monthly and annual financial statements and present these reports to The Board. Financial reports will also be presented to any regular meeting of The Board. An annual report will be available to any member in good standing upon request.
  3. The Treasurer will prepare budgets as requested by The Board. The budgets will include, but not limited to, funds for playing facilities, officiating staff, office expenses, mailings, award banquets and all other necessary corporate expenses. **A budget shall be approved December of every year.**

4. The Treasurer and Assistant Treasurer will alternate in presenting monthly financial reports to The Board. The Treasurer will present monthly reports on odd months (January, March, May, etc).
  5. The Treasurer shall be responsible for maintaining the league's 501(c)3 status as well as filing taxes each year.
19. The duties of the Assistant Treasurer are as follows:
1. The Assistant Treasurer will assist the Treasurer with their duties as assigned by the Treasurer and will strive to be knowledgeable in the AZGV financial operations prior to assuming the office of the Treasurer.
  2. The Assistant Treasurer will assume the position of the Treasurer when the Treasurer is not able to fulfill their term.
  3. The Treasurer and Assistant Treasurer will alternate in presenting monthly financial reports to The Board. The Assistant Treasurer will present monthly reports on even months (February, April, June, etc).
  4. The Assistant Treasurer shall aid in facilitating financial transactions and providing accurate, update to date financial information when the Treasurer is unavailable.
  5. The Assistant Treasurer shall aid the Treasurer in maintaining the league's 501(c)3 status as well as filing taxes each year.
20. The duties of Player Representative are as follows:
1. The Player Representative will be responsible for the assignment of teams for each single prospective member that approaches The Board without a team.
  2. The Player Representative will be the liaison for any member and The Board in any matter concerning the league.
  3. The Player Representative shall create the schedule before the beginning of each season. The Player Representative shall create the brackets before each tournament.
  4. The Player Representative shall be responsible for all website updates. The schedule will be posted at a minimum of 3 days before the start of the season. The schedule and standings will be updated on a weekly basis.
  5. The Player Representative will perform any additional duties as assigned by The Board.

## **ARTICLE NINE**

### **TEAM MEMBERSHIP AND COMPETITION**

1. Participation in competitive activities is open to any member in good standing. A member in good standing must fulfill the requirements listed in Section 3.1 and any other requirements as defined by The Board.
2. Only members with signed waivers will be eligible for competitive activities.
3. Each team representative will deliver to the Commissioner an official roster by the deadline determined by The Board.
4. Roster changes after scheduled deadlines must be made with a majority vote of The Board.
5. Rosters will remain in effect for the remainder of the scheduled competitive activity.
6. For a team member to be eligible for post season play (examples - playoffs, tournaments, etc) the player must have been in attendance for a minimum of 50% of the

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- regularly scheduled competitions.
7. Competitions not organized or sanctioned by Arizona Gay Volleyball Association will not be considered as regularly scheduled competitions. Attendance is defined as physical presence at the competition.
  8. If at any time during a competitive season, a team's roster falls below the minimum number of players to fully populate the field of play due to injury, illness or lack of attendance, the team may petition The Board for approval to add players. However, the team may not add more players than the maximum roster as determined prior to the beginning of play. Any player added to a roster must be in good standing.
  9. Any player dropped from a roster may appeal for reinstatement to The Board no more than once during a competitive season.
  10. Inducements, whether financial or other, by any person (s) in any form to any player to play for a team is strictly prohibited.
  11. A majority vote of The Board may waive these requirements in unusual circumstances.
  12. AZGV in compliance with section 501(c)3 of the Internal Revenue Code will **either host a national tournament and/or** pay the entry fee for a minimum of one (1) team to a national tournament to compete in annually.
  13. The board will make the determination which team to send to a national tournament. The selection process will be based on league standings, team interest, team support and a board vote.
    1. League standings - Only teams which have placed in the top two positions for their division for the most current past season will be considered.
    2. Team interest - By the completion of the third week of play during the most current season closest to the date of desired competition, any team that has interest to play in a national tournament must notify The Board in writing.
    3. Team support - Teams will be given additional consideration for supporting the Arizona Gay Volleyball Association in it community outreach efforts by participation in, but not limited to, Pride, Rainbow Festival, league tournaments, and board meetings.
    4. Board vote - The board will determine by majority vote the team(s) which they will send to a national tournament.
  14. Any teams sent to participate in a national tournament on behalf of AZGV must consist entirely of members. A member for this bylaw shall be defined by any person(s) in good standing having met participation rules for the most current past season.

## **ARTICLE TEN**

### **SPONSORSHIP**

1. Prior to each competitive season, The Board will determine an appropriate sponsor fee necessary to ensure the financial stability of the Arizona Gay Volleyball Association. The sponsorship committee will notify community organizations and businesses of sponsorship availability.

## **ARTICLE ELEVEN**

### **CONTRACTS, LOANS, CHECKS, PAYMENTS**

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1. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of the and on behalf of the corporation, and such authority may be general or confined to specific instances.
2. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of The Board. Such authority may be general or confined to specific instances.
3. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of The Board. In the absence of determination by The Board, such instruments shall be signed by the Treasurer and at least one Commissioner.
4. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as The Board may select.
5. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE TWELVE**

### **FISCAL YEAR**

1. The fiscal year of the corporation shall be determined by The Board.

## **ARTICLE THIRTEEN**

### **PARLIMENTARY RULES**

1. The proceedings of all meetings of this corporation shall be governed and conducted according to the latest edition of Robert's Manual of Parliamentary Rules. The rules may be waived by a majority vote of the body assembled to conduct corporate business.

## **ARTICLE FOURTEEN**

### **PRIVACY POLICY**

1. The board will adopt a privacy policy. The privacy policy will be available to all members on the organization's website. A change to the privacy policy will be adopted by a two thirds (2/3) vote.

## **ARTICLE FIFTEEN**

### **DISSOLUTION**

1. The AZGV may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds

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(2/3) vote. Upon dissolution, all remaining assets of The AZGV after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to tax-exempt organizations which shall be chosen by the existing Board of Directors of the AZGV.

## ARTICLE SIXTEEN

### AMENDMENTS

1. Changes to these by-laws shall be made at a duly announced and convened meeting of The Board.
2. A quorum for this purpose will consist of two thirds (2/3) of The Board.
3. At least two (2) week written notice must be provided to all Board members of a meeting to consider amendment of the by-laws.

### AUTHENTICITY

As the Secretary of the Arizona Gay Volleyball Association, I **Fabian Smith** do hereby certify that the foregoing bylaws were approved at a meeting of The Board of directors by a two thirds (2/3) majority vote on **December 30, 2014**. Furthermore, I attest to the authenticity of these Bylaws and in so doing formally certify them as accurate and binding.

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Secretary (**Fabian Smith**)

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Date

As the Commissioner of the Arizona Gay Volleyball Association, I Conard Franz do hereby certify that the foregoing bylaws were approved at a meeting of The Board of directors by a two thirds (2/3) majority vote on **December 30, 2014**. Furthermore, I attest to the authenticity of these Bylaws and in so doing formally certify them as accurate and binding.

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Commissioner (Conard Franz)

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Date

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