

ARTICLE I: NAME

The name of the association is CBVA, Inc., also known as Cambridge Boston Volleyball Corporation (referred hereafter as "CBVA, Inc." or "Corporation").

ARTICLE II: MISSION STATEMENT AND PURPOSE

Section 2.1. Mission Statement. CBVA, Inc. is an amateur athletic organization founded in the mid 1980s that provides a safe space for recreational and competitive volleyball within metropolitan Boston. The Corporation welcomes all volleyball enthusiasts regardless of sexual orientation, race, gender, creed, religion, or national origin. The Corporation focuses on providing members of the Gay, Lesbian, Bisexual, Transgender, and Questioning (GLBTQ) community and the GLBTQ-friendly community a venue to engage in the sport of volleyball.

Section 2.2. Purpose. The purpose of CBVA, Inc. is to promote and develop the sport of volleyball among the GLBTQ and GLBTQ-friendly community in and around metropolitan Boston. The Corporation encourages players of different skill levels to enjoy the game of volleyball. CBVA, Inc. organizes weekly play while observing USA Volleyball rules.

ARTICLE III: ORDER OF PRECEDENCE

Section 3.1. Order of Precedence. The Policies and Procedures Manual is part of the operating documents of CBVA. Should there be a conflict among any of the operating documents of the organization, the following order of precedence shall apply:

- o Articles of Organization
- o By-Laws
- o Policies and Procedures Manual
- o Website
- o Newsletter

ARTICLE IV: ORGANIZATION AND STRUCTURE

Section 4.1. Organization and Structure. CBVA, Inc. is an organization consisting of dues paying adults. CBVA, Inc. operates on a fiscal year June 1 through May 31. The Corporation is governed by a Board of Directors, consisting of Executive Officers and Divisional Representatives. The Board of Directors shall exercise authority over a Policies and Procedures Manual, programs, fundraising, and budgets of all approved organizational functions. The Policies and Procedures Manual will be presented annually to the membership on the first day of the volleyball season and be maintained on the CBVA, Inc. website.

ARTICLE V: MEMBERSHIP

Section 5.1. Membership. CBVA, Inc. shall be open to all volleyball enthusiasts 18 years and older. Members are individuals who have paid the annual membership and other applicable fees. All membership information shall remain the confidential property of CBVA and used solely for official purposes. There are two types of membership. Annual members in good standing shall have the right to vote and run for office. Visiting members participate in a limited number of sessions and are not eligible to vote or run for office.

Section 5.2. Annual Membership Dues. Annual Membership Dues shall be determined by a majority vote of the Board of Directors in a manner to insure that the organization will remain financially viable. Dues are payable on or before an individual's first date of play. Based on a majority vote by the Board of Directors, individuals may be exempt from paying dues upon a showing of good

cause or in unusual circumstances. Membership commences upon payment of Annual Membership Dues.

Section 5.3. Membership Season, Period, and Expiration. The volleyball season shall run from the first of September to August 31 of the following year. Each membership period runs from the date of successful payment of annual dues by the Member and shall expire the following August 31. No membership shall last more than one year.

Section 5.4. Removal from Membership. Individuals may be suspended or removed from the membership for not complying with these By-Laws or the Policies and Procedures Manual for the Corporation. Situations deemed by the Board of Directors to be severe may result in the individual being permanently banned from participating in CBVA, Inc. activities, as defined by the Policies and Procedures Manual.

ARTICLE VI: MEETINGS

Section 6.1. General Meeting Policies. All meetings shall be conducted in accordance with Robert's Rules of Order. A member may vote only once on a particular action. Absentee and proxy votes are not permitted. Except as otherwise provided by law or by these By-Laws, any action authorized by a majority of the votes cast at a meeting of members shall be the act of the members.

Section 6.2. Notice of Meetings. Written notice of the purpose, place, date, and time of any meeting shall be provided to each member, not less than 14 days before the date of the meeting. The notice of the meeting must be sent to the membership through email and posted on the Corporation's website. Other established communication methods may be used in conjunction with the email/web notification.

Section 6.3. Annual Membership Meeting. The Annual Membership Meeting shall be held each year during the month of April. The Board of Directors shall prepare or cause to be prepared a full and current statement of affairs of the Corporation, to include a balance sheet and a financial statement of operations, which shall be presented at the Annual Membership Meeting.

Section 6.4. Transitional Board Meeting. The Executive Officers will convene a Transitional Board Meeting between the existing Board of the Directors and the Board of Directors elect, prior to the end of the Fiscal Year.

Section 6.5. Emergency Membership Meetings. Emergency Membership Meetings may be called by the Executive Officers or at the discretion of the President. Written notice of the purpose, place, date, and time of any meeting shall be provided to the membership, not less than 7 days before the date of the meeting. The meeting announcement must be sent to the membership through established communication methods as described in the Policies and Procedures Manual.

Section 6.6. Special Meetings. Special Meetings may be called by any Annual Member at any time and must meet these requirements:

- A petition to hold the meeting must be signed by at least twenty percent of the Annual Members before the meeting.
- A copy of the signed petition must be provided to the CBVA, Inc. Clerk before the announcement of the meeting.
- The meeting must be announced and scheduled according to Article VI, Section 6.2.

Section 6.7. Quorum and Voting. A quorum of the membership shall consist of at least 15% of the annual members. Voting shall take place as defined in the Policies and Procedures Manual.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.1. Board of Directors. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have the supervision, control, and direction of the Corporation's business affairs and shall determine and adopt a Policies and Procedures Manual. The Board of Directors may amend the Policies and Procedures Manual as needed and communicate those changes with the general membership upon ratification.

Section 7.2. Membership. The Board of Directors shall be comprised of Divisional Representatives and Executive Officers. The Divisional Representatives will elect the Executive Officers from within their number at the first Board of Directors meeting after elections have taken place. Executive Officers therefore hold dual roles as both Officers of the Corporation and Divisional Representatives.

Section 7.3. Term of Office. Each member of the Board of Directors shall hold office for a term of one year, beginning with the next Fiscal Year. Members shall hold office until the expiration of the term for which he or she is elected or until his or her death, resignation, or removal. Members may run for re-election for an unlimited number of consecutive years.

Section 7.4. Resignations. Any member of the Board of Directors may resign at any time by delivering a resignation in writing to the Information Officer.

Section 7.5. Removal. Any member of the Board of Directors may be removed for cause by a majority vote of the Board of Directors. The membership may remove any member of the Board of Directors by a majority vote during a Special Meeting in accordance with Article VI, Section 6.6.

Section 7.6. Vacancies. Upon the creation of a new office, death, resignation, or removal of any member of the Board of Directors, the Commissioner shall appoint a member to fill that vacancy upon approval of the Board of Directors by a majority vote. The appointee shall serve the duration of the term, and shall have the full rights and responsibilities as an elected member of the Board of Directors.

Section 7.7. Meetings. Meetings of the Board of Directors shall be held on a regular basis. Meetings shall be open for attendance to all CBVA, Inc. members in good standing. At the discretion of the Executive Officers, a closed session may be held to transact business of the Corporation. Meetings shall be announced and scheduled according to Article VI, Section 6.2.

Section 7.8. Quorum and Voting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors may allow voting by telephone or e-mail for specific issues. Proxy voting is not allowed.

Section 7.9. Divisional Representatives. The number of Divisional Representatives will be no fewer than four, with at least one from each division and no more than four per division."

ARTICLE VIII: EXECUTIVE OFFICERS

Section 8.1. Executive Officers. The Executive Officers shall consist of a President (referred hereafter as "Commissioner"), Vice-President (referred hereafter as "Deputy Commissioner"), Clerk (referred hereafter as "Information Officer"), and Treasurer.

Section 8.2. Duties and Responsibilities. A meeting may be called at any time by the Commissioner or by two members of the Executive Officers as the business of the Corporation may require. The Executive Officers are responsible for preparing the administrative and capital budget. The Executive Officers are responsible for maintaining fiduciary accountability for CBVA, Inc. and ensuring the Corporation complies with state and federal regulations. The Executive Officers convene the Annual Membership Meeting and ensures the annual Board of Directors' election takes place in accordance with the Policies and Procedures Manual. The Executive Officers are also responsible for

assisting with the general week-to-week operations of the Corporation as described in Policies and Procedures Manual.

Section 8.3. Commissioner. The Commissioner or his or her designee shall preside at all meetings. The Commissioner shall have general supervision of the affairs of the Corporation and shall keep the Board of Directors fully informed about the activities of the Corporation. The Commissioner has signatory authority for the Corporation and all contracts authorized by the Board of Directors.

Section 8.4. Deputy Commissioner. The Deputy Commissioner shall act in place of the Commissioner when the Commissioner is not available to perform his or her duties. The Deputy Commissioner shall act as the liaison between the Board of Directors and all the Committees.

Section 8.5. Information Officer. The Information Officer shall serve as secretary for all duly called CBVA, Inc. meetings. The Information Officer shall keep, or cause to be kept, minutes of all Executive Officer and Board of Directors meetings and maintain, or cause to be maintained, the official CBVA, Inc. website. The Information Officer shall be responsible for providing all notices of the Corporation. The Information Officer shall maintain a complete list of members.

Section 8.6. Treasurer. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, all moneys of the Corporation in the name and to the credit of the Corporation in such banks or depositories as stated in the Policies and Procedures Manual. The Treasurer shall maintain, or cause to be maintained, an inventory of CBVA, Inc. assets. The Treasurer shall provide a statement of the Corporation's accounts and an anticipated budget for use of remaining funds to the Board of Directors at least monthly, at the Annual Membership Meeting, or whenever requested by any member of the Board of Directors or other authorized party. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any member.

ARTICLE IX: DIVISIONAL REPRESENTATIVES

Section 9.1. Divisional Representatives. The Divisional Representatives of the Board of Directors shall be elected to serve one-year terms by members of the Corporation's divisions. Each division will elect, and be equally represented, by CBVA, Inc. members in good standing. Divisional Representatives are responsible for the good governance of their respective divisions of play.

ARTICLE X: ELECTIONS

Section 10.1. Announcements of Elections. All announcements of elections shall be made no less than 21 days before the election.

Section 10.2. Nominations. All nominations shall be submitted to the Information Officer no less than 7 days before the election.

Section 10.3. Executive Officers. The Executive Officers shall be elected at the first Board of Directors meeting from amongst the Board Members and by the Board Members. These Executive Officers shall hold office for a term of one year. Each Executive Officer shall hold office until the expiration of the term for which he or she is elected or until his or her death, resignation, or removal.

Section 10.4. Annual Election. An annual election must be held before the end of the Corporation's Fiscal Year. The new Board of Directors will begin their duties at the beginning of the next Fiscal Year.

ARTICLE XI: COMMITTEES

Section 11.1. Committees. The Board of Directors may convene various committees for the Corporation. The committees of the Corporation shall report to the Deputy Commissioner. Committee

activities and reports shall be presented to the Board of Directors during duly called meetings. The Corporation's Policies and Procedures Manual shall outline the specific roles and responsibilities of each Committee.

ARTICLE XII: FINANCES AND CONTRACTS

Section 12.1. Checks, Notes, and Contracts. The Board of Directors are authorized to select such depositories as it shall deem proper for the funds of the Corporation. The Commissioner, Deputy Commissioner, Information Officer, and Treasurer shall have signing power for bills, notes, receipts, acceptances, endorsements, checks, releases, and documents. Legally binding contracts must be approved by a majority vote of the Board of Directors. Once approved, contracts may only be signed by the Commissioner, or by the Deputy Commissioner in the absence of the Commissioner. CBVA, Inc. transactions in excess of \$500 shall require approval of at least two Executive Officers.

Section 12.2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested from time to time in any investment that is 100% secure and with no risk (e.g., certificate of deposit).

ARTICLE XIII: OFFICE AND BOOKS

Section 13.1. Office. The office shall be located at such place as the Board of Directors may from time to time determine.

Section 13.2. Books. There shall be kept a record of accounts, activities, transactions, and meetings of the Corporation. All records must be maintained according to federal, state, and local requirements.

ARTICLE XIV: CONFLICTS OF INTEREST

Section 14.1. Conflict of Interest. Members of the Board of Directors will make every effort to avoid a situation in which a conflict of interest may arise. Any member of the Board of Directors will disclose any conflict of interest or potential conflict of interest as soon as such a conflict of interest or potential conflict of interest arises. The member of the Board of Directors will abstain from any vote which directly relates to said conflict of interest or potential conflict of interest. The Board of Directors may vote regarding the conflict of interest of an individual board member and reinstate the member's voting rights in the area of interest.

ARTICLE XV: VOLLEYBALL DIVISIONS

Section 15.1. Volleyball Divisions. The Board of Directors is responsible and has authority for establishing and maintaining venues for CBVA, Inc. members to play volleyball. The Corporation's Policies and Procedures Manual outlines the specific details for the operation of Volleyball Divisions, skill clinics, and tournaments.

ARTICLE XVI: USE OF NAME

Section 16.1. Use of Name. The name, logo, and other insignia of the Corporation shall not be used for any purpose without the written permission of the Board of Directors, including merchandising, identification, and representation purposes.

ARTICLE XVII: AMENDMENTS

Section 17.1 Amendments. These By-Laws shall be amended by the affirmative vote of a majority of current members attending a meeting duly called for amending these By-Laws. Proposals for amendment must be presented in written form to the Information Officer no less than 14 days before

the date of the meeting. The Board of Directors shall be responsible for presenting the proposal to the membership for approval.

ARTICLE XVIII: RATIFICATION

Section 18.1 Ratification. These By-Laws shall be ratified, in part or in whole, by the affirmative vote of a majority of current members attending a meeting duly called for ratifying these By-Laws.

CERTIFICATE OF INFORMATION OFFICER

I hereby certify that the foregoing pages constitute the By-Laws of CBVA, Inc., that said By-Laws were duly adopted at a meeting of the membership held on January 25, 2009, and that I am duly elected and acting as the Information Officer.

Date: January 25, 2009

Information Officer: David Gillum