

**BYLAWS OF THE
OHIO VALLEY REGION, INC. – USA VOLLEYBALL**

Article I MISSION

The Ohio Valley Region, Inc. (OVR), a non-profit Corporation, is a member of USA Volleyball, the sports governing body for volleyball, as authorized by the United States Olympic Committee, consistent with the Amateur Sports Act of 1978. The Corporation shall have the responsibility to:

- a. Promote and develop the sport of volleyball.
- b. Register teams, administrators and officials for all sanctioned volleyball competitions within the Ohio Valley Region.
- c. Conduct regional championships and other competitions within the Ohio Valley Region.

Article II EQUAL OPPORTUNITY

This Corporation will provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, sex, age, national origin, sexual orientation, disability or handicap.

Article III OPERATING CODE

In all cases not otherwise provided for in these Bylaws, the Board of Directors shall adopt, by majority vote, an Operating Code by which volleyball in the Ohio Valley Region, Inc. shall be governed. All procedures shall follow Robert's Rules of Order.

Article IV MEMBERSHIP

The membership of this non-profit Corporation shall be from the general populace. Members must satisfy the following requirements:

- a. Complete a registration process with the OVR, Inc. registrar annually.
- b. Support, in word and action, the policies, goals, and programs of this Corporation.
- c. Use the rules of play adopted by this Corporation and its national affiliate.

4.01 COMPOSITION OF MEMBERSHIP

The following individuals or groups must fulfill membership requirements to participate in any Corporate-affiliated activities:

- a. Players
- b. Coaches
- c. Officials (referees and scorekeepers)
- d. Vendors
- e. Adult chaperones of juniors' teams

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- f. Tournament directors and administrators

4.02 MEMBERSHIP AND REGISTRATION FEES

Membership and registration fees, annual or otherwise, shall be set by the Board of Directors and specified in the Handbook. Fees will be published in the OVR, Inc. newsletter in its fall issue.

4.03 RIGHTS OF ADULT MEMBERS

Adult membership, as defined by the national governing body, shall have the following rights:

- a. To elect Directors to represent the general membership.
- b. To review actions by the Board of Directors by sending a request in writing.
- c. To undertake such other matters of this Corporation as these Bylaws so allow or the Board of Directors may properly designate.

4.04 RIGHTS OF JUNIOR MEMBERS

Junior membership, as defined by the national governing body, shall have the following rights:

- a. To review actions by the Board of Directors by sending a request in writing.
- b. To undertake such other matters of this Corporation as these Bylaws so allow or the Board of Directors may properly designate.

4.05 LIABILITY OF MEMBERS

No member who is, or who later becomes, a member of this non-profit Corporation shall be personally liable to its creditors for any indebtedness or liability, unless such indebtedness or liability is the result of the member's gross negligence. Any and all creditors of this non-profit Corporation shall look only to the assets of this non-profit Corporation for payment.

4.06 PROPRIETARY INTEREST OF MEMBERS

Members have no proprietary interest in this non-profit Corporation or in property at any time owned by the Corporation. Members shall have no right to receive, by reason of membership, any of the property of this Corporation. Upon dissolution or termination of recognition as a Member Organization by the National Corporation, all assets shall inure to the benefit of the National Corporation for use in the same geographical area of the Regional Volleyball Association for the development of volleyball activity.

4.07 VOTING BY MAIL

Voting by the members at elections and other matters may be conducted by mail.

Article V DIRECTORS

5.01 COMPOSITION AND AUTHORITY OF DIRECTORS

All Corporate powers and affairs of this Corporation shall be solely governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, sexual orientation,

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disability or handicap. The Corporation shall make every effort to assure an equal opportunity for both sexes in electing, selecting, and directly appointing Directors to the Board.

- a. The Board of Directors shall be composed of fifteen adult members elected from the membership.
- b. Duties shall include but not be limited to the following:
 1. Attend all regularly scheduled meetings, and any special meetings that may be necessary for the functioning of the OVR, Inc.
 2. Provide to the Commissioner advance notice of non-attendance of Board meetings and events.
 3. Serve as appointed officers, or chairpersons of committees, divisions or subdivisions of the Corporation.
 4. Determine Delegates to the National Assembly.
 5. Participate in the operation of the Adult Regional and/or Junior Regional Championships (e.g. court manager, site managers, set up/take down crew, etc.).
 6. Approve the budget for each officer or staff position.

5.02 ELECTIONS OF THE DIRECTORS

Elections shall be held every year by mail and in person at the Ohio Valley Regional Adults' and Juniors' Championships. Prior to the election, the Nomination and Election Committee, as established in the Operating Code, will prepare a ballot. Each adult member of the OVR, Inc. is entitled to vote for not more than five (5) persons listed on the ballot. Ballots voted by mail must be received by the last day of the Regional Adults' and Juniors' Championships. The Nomination and Election Committee will report the election results to the Board of Directors not more than one week after the election process, and will inform the candidates in writing of the election results. The results of the election will be posted in the next OVR, Inc. newsletter following the elections.

- a. One-third of the Board (i.e., five (5) Directors) will be elected each year at the Regional Adults' and Juniors' Championships for a term of three (3) years. If a person who is not on the Board wishes to run for the Board, he/she will be required to obtain a petition form from the Commissioner/President or Corporate office. To be valid, this petition must be signed by 25 currently registered adult members of the OVR, Inc. The petition must be presented to the Nomination and Election Committee not later than twenty-one (21) days prior to the first day of the annual election. Existing Directors wishing to run for reelection must notify the Nomination and Election Committee of their intent no later than twenty-one (21) days prior to the first day of the annual election.
- b. All members elected will assume office on June 1 of that year for a three-year term. An individual may hold no more than one voting position on the Board at any time.

5.03 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors, in the furtherance of the specific and primary purpose of the non-profit Corporation as expressed in its Articles of Incorporation or these Bylaws, may do or perform, or cause to

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be done or performed, any acts it deems are necessary or convenient to exercise the power of this non-profit Corporation.

It shall be the policy of this Corporation to budget and disburse each year substantially all of its ordinary net income in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation. It also shall be the policy of this Corporation that this Corporation shall not engage in any of the following transactions:

- a. Lending any part of its income or principal for less than adequate security or at unreasonable rates of interest to donors, or to members of donors' families, or to corporations controlled by donors or members of donors' families.
- b. Making any part of this Corporation's services available on a preferential basis to donors, or to members of donors' families, or to corporations controlled by donors or members of donors' families.
- c. Making any substantial purchase of securities or other property for more than adequate consideration from donors, members of donors' families, or to corporations controlled by donors or members of donors' families.
- d. Selling any substantial part of the property of this Corporation for less than adequate consideration to donors, members of donors' families, or corporations controlled by donors or members of donors' families.
- e. Engaging in any transaction which results in a substantial diversion of the income or corpus of this Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families.

5.04 MEETINGS

Meetings of the Board of Directors shall take place periodically throughout the year.

- a. There shall be three (3) regular meetings during the year. New members of the Board of Directors shall be seated at the summer meeting. The Annual Meeting of this Corporation shall be held each year during the month of October or November, at which time such other business shall be transacted as may properly be brought before the Board. One in-season meeting will be conducted.
- b. Special meetings of the Board of Directors may be called at any time and for any purpose by the Executive Director/CEO, Commissioner/President, or by five (5) of the Directors.
- c. Notice of any meetings of the Board of Directors shall be given by the Commissioner/President (or Administrative Assistant) of the Corporation. Notices must be in writing and may be delivered personally or to the addresses of the Directors. Notices must be delivered three (3) weeks before regular meetings and at least seven (7) days prior to special meetings. Each notice shall specify the location, date, time, and agenda of the meeting. This notification process is the responsibility of the Administrative Assistant. Topics under vote must be submitted to the Administrative Assistant at least four (4) weeks prior to a regular meeting so they may be included in the agenda.
- d. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though there had been a meeting duly held after regular call and

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notice if a quorum is present and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes afterwards. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the meeting minutes.

- e. If the meeting location is not designated in advance as stated in paragraph 5.04c above, then wherever a quorum of the Board of Directors happens to meet to conduct business may constitute the designated meeting location.
- f. Eight (8) or more Directors, present in person, shall constitute a quorum for the transaction of business. Every act done and every decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. Proxy voting shall not be permitted. In the absence of a quorum, a majority of the Directors present (including a single Director) may adjourn from time to time. Notice of the time and place of holding such adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

5.05 ACTION WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting if at least two-thirds (i.e., ten (10)) of the Directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

5.06 REMOVAL OF DIRECTOR

The following procedures are to be followed for the removal of a Director:

- a. Any Director elected or appointed to the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served truly. Approval by a two-thirds (i.e. 10) of the Board of Directors is required for the removal of a Director.
- b. Protocol for dismissal of Director
 - 1. Any Director shall, upon written notice to the Commissioner, no less than 30 days prior to any BOD meeting, request that another board members position be put up for review. Rationale and documentation for the review must be included. The Commissioner shall notify the Director in question within 48 hrs., who will then have 10 days to submit a rebuttal in writing. At the next BOD meeting, at the discretion of the Commissioner, both parties may request and be given additional time to address the BOD. The meeting shall be conducted in executive session and shall continue as needed to resolution of stated issue.c
- c. Any current member of the Ohio Valley Region USAV, upon ten (10) days' notification in writing to the Commissioner, may challenge a Director. The notification must be accompanied by a petition signed by fifty (50) registered adult members of the OVR Inc., and a written statement with reasons for removal. It will then appear on the agenda of the next regular Board meeting. A presentation not to exceed ten (10) minutes stating the case for removal of the Board member will

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be allowed by one spokesperson. The Commissioner/President will notify the Board member in writing prior to the next Board meeting that his/her Board position is being challenged at the upcoming meeting. The challenged Board member will be given time not to exceed ten (10) minutes for rebuttal. The matter will be tabled until the next regular Board meeting at which time discussion and vote will be taken.

5.07 FILLING VACANCIES

A vacancy in any office because of resignation, removal, disqualification, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.08 COMPENSATION OF DIRECTORS

The Directors shall serve without compensation. However, the Directors may be reimbursed for expenses to do business.

Article VI OFFICERS

6.01 RESPONSIBILITY

Officers are responsible for maintaining specific policies for operating their office. All policy instituted by specific officers must be under the direction of the Board of Directors.

6.02 DESIGNATION OF OFFICERS

This Corporation shall have the following officers elected by the Board of Directors: Commissioner/President, Registrar, Region Scorekeepers' Chairperson, Region Referees' Chairperson, Adult Tournament Director, Junior Girls Program Director, Junior Boys Program Director, Juniors' Tournament Director, and Junior Officials' Development Director.

6.03 NOMINATION, ELECTION, AND TERMS OF OFFICE OF ELECTED OFFICERS

Nominations and election will be administered by the Nomination and Election Committee. This Committee will be a standing committee as outlined in the Operating Code. Each year, they must present candidates to fill those offices that are subject to election. The preparation of a slate, however, will not preclude nominations from the floor at the time of election. Interested candidates may submit to the committee a resume of their qualifications.

- a. The election of these officers shall take place on a staggered basis, as outlined in these Bylaws, at the summer meeting of the Board of Directors. Those individuals elected shall assume office immediately. Each officer serves for a term of four (4) years. There are no limitations to the number of terms served.
- b. If there are more than two (2) individuals running for an office, the Board will have a preliminary vote. If one candidate does not receive at least 51% of the vote, then the two (2) candidates receiving the most votes will then have a run-off vote. The candidate receiving the most votes will be elected to the office. If the vote is gridlocked between candidates, the Board can recess for ten (10) minutes to discuss the candidates or request additional information from the candidates.

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1. Any candidates present at the Board meeting may speak on his/her behalf for no more than three (3) minutes.
2. All voting by the Board of Directors will be in closed session and by secret ballot.
3. Votes will be tabulated by the chairperson of the Nomination and Election Committee.

6.04 SCHEDULE OF ELECTIONS OF OFFICERS

Elections will take place at the summer Board meeting, using the schedule outlined below.

- a. The office of Commissioner/President, will be up for election in 1989 and repeat every four (4) years (e.g. 2005, 2009, 2013).
- b. The office of Region Scorekeepers' Chairperson, and Juniors Tournament Director will be up for election in 1990 and repeat every four (4) years (e.g., 1994, 1998, 2002).
- c. The office of Registrar, Junior Officials' Development Director, and Junior Boys Program Director will be up for election in 1991 and repeat every four (4) years (e.g., 2003, 2007, 2011).
- d. The office of Adult Tournament Director, Junior Girls Program Director, and Region Referees' Chairperson will be up for election in 1992 and repeat every four (4) years (e.g., 1996, 2000, 2004).

6.05 VACANCIES IN AN ELECTED OFFICE

- a. If there is a vacancy for any reason in the office of the Commissioner/President, the Administrative Assistant shall assume the office of Commissioner/President and shall hold such office until the next regular meeting of the Board, at which time the Board will elect a new Commissioner/President. Should there be a vacancy in both of these offices, replacement shall be made by the Board at a special meeting called for that purpose.
- b. When notified of a vacancy, the Nomination and Election Committee shall submit to the members of the Board a list of qualified candidates seeking the office. This list must be presented to the selection meeting. The Board of Directors will then select a candidate from that list to fill out the remaining term of the vacated office. Any member of the OVR, Inc. may be a candidate assuming he/she had fulfilled the qualifications outlined in the Operating Code.

6.06 REMOVAL OF AN OFFICER

An officer may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. Approval by two-thirds (i.e. 10) of the Board of Directors is required for the removal of an officer.

6.07 POWERS/DUTIES AND QUALIFICATIONS OF OFFICERS

The officers of this non-profit Corporation shall have, in addition to the specific powers as stated in the Operating Code, such powers as generally are conferred upon them by the law. Each officer must be:

- a. A registered member of the OVR, Inc.
- b. Qualified under special qualifications for that office, as specified in the Operating Code.

6.08 ATTENDANCE AT BOARD OF DIRECTORS MEETINGS

The Commissioner/President and other officers shall attend all meetings of the Board of Directors. If any office is held by a non-elected Director, then he/she will attend all meetings of the Board of Directors and participate by voice but not by vote.

Article VII COMMITTEES AND DIVISIONS

7.01 COMMITTEES, DIVISION AND SUBDIVISIONS

The Corporation may have, at the discretion of the Board of Directors, such committees, divisions or subdivisions as it deems necessary and vital for the conduct of the affairs of the Corporation. The Board of Directors may or may not, at its discretion, delegate to such committees, divisions and subdivisions the authority of the Board.

- a. The Board shall appoint committee leaders to head the various divisions as may be created by the Board of Directors. Each committee leader shall have such powers and shall perform such duties as may be assigned by the Board of Directors.
- b. Committee, division and subdivision functions shall be designated by the Board of Directors and supervised by the Commissioner and the leader of the committee, division or subdivision.
- c. Vacancies in the membership of any committee, division or subdivision may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.02 RULES

Each division, subdivision or committee must operate under the guidelines established in Article 3 of these Bylaws.

Article VIII CORPORATE STAFF

8.01 EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER

There shall be an Executive Director/Chief Executive Officer (Executive Director/CEO) who shall function with the direction and consent of the Board of Directors of the Corporation. The Executive Director/CEO shall be appointed by the Board of Directors and may be paid financial compensation in a reasonable amount set by the Board. The Executive Director/CEO may be removed at any time by a two-thirds (i.e. 10) vote of the Board, or he/she may resign.

- a. **RESPONSIBILITIES.** Under the direction of the Board of Directors, the Executive Director/CEO shall be responsible for the administration and coordination of all activities and programs of the Corporation. The Executive Director/CEO shall receive all correspondence addressed to the Corporation, shall keep all records of the Corporation, including financial, administrative, and historical data, and shall discharge such other duties as are assigned by the Board of Directors.
- b. **CONTRACTS.** The Executive Director/CEO shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of the Corporation any contract which will be in the best interest of the OVR, Inc.

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- c. FINANCES. The Executive Director/CEO shall be the principal custodian of the funds and accounts of this Corporation and is responsible for the collection of revenues, the payment of expenses, and the keeping of reliable accounting records which reasonably reflect the financial condition of the Corporation.
- d. VACANCIES. If the Executive Director/CEO position becomes vacant for any reason, the Commissioner/President and Administrative Assistant shall assume the daily responsibility of the position. The Board of Directors shall appoint a new Executive Director/CEO as soon as possible.

8.02 DESIGNATION OF STAFF

The Executive Director/CEO, under the general guidance of the Board of Directors, may recruit, train, employ, discharge, and otherwise create a staff of assistants that may be required for the efficient performance of assigned duties, making such financial arrangements with such assistants as deemed appropriate within the available funds allocated to the function by the corporate budget.

8.03 POWERS/DUTIES AND QUALIFICATIONS OF STAFF

The staff of this non-profit Corporation shall have the specific powers as stated in the Operating Code. Each staff member must be:

- a. A registered member of the OVR, Inc.
- b. Qualified under special qualifications for that staff position.

Article IX FISCAL YEAR

The fiscal year of the Corporation shall begin November 1 and end on October 31.

Article X GRIEVANCE PROCEDURES

10.01 COMPLAINTS

Any sports organization or member which is affiliated with this Corporation or is eligible for affiliation with this Corporation, and any team or individual who is associated with this Corporation or is eligible for association with this Corporation, may seek a redress of any volleyball-related grievance that directly affects it, him or her. A written complaint must be filed with this Corporation; but only after exhausting all other remedies available to it, him or her at a more basic level of volleyball sport jurisdiction, unless it can be shown by clear and convincing evidence that those remedies would have resulted in unnecessary delay.

10.02 FILING PROCEDURES

A written complaint must include the following information: a clear and complete statement of the grievance; the action already taken to exhaust all other remedies available at a more basic level of volleyball sport jurisdiction or the conditions that make such an exhaustion of remedies impractical; the names and addresses of all individuals who have been actively involved on both sides of the grievance issue; the individual claiming the grievance or the person responsible for the organization or team claiming the grievance.

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- a. The complaint must be either hand delivered or sent by registered mail, all postage paid, to the Corporation office. The Corporation shall acknowledge receipt thereof in writing, immediately if the complaint is hand delivered or within two working days of receipt if it is delivered by mail.

10.03 DISPOSITION

Within thirty (30) days after receipt of the complaint, the Commissioner/President will determine whether the complainant has exhausted the remedies available at the more basic level of volleyball sport jurisdiction and whether the Corporation has any jurisdiction in the matter, and will advise the complainant of the decision. If it is determined that all remedies at a more basic level of volleyball sport jurisdiction have not been exhausted or that the Corporation lacks jurisdiction in the matter, the Commissioner/President will so advise the complainant and provide the complainant guidance on the recommended course of action.

- a. If the Commissioner/President determines that the complaint was properly filed with the Corporation, a hearing shall be held by the Commissioner/President within sixty (60) days of this determination to receive testimony for the purpose of establishing a solution to the grievance claimed. Such a hearing, if all of the affected parties cannot afford to come together in one place, may be conducted by telephone, mail, or some combination of methods that gives all parties a reasonable opportunity to be heard.
- b. Notice of the resolution of the grievance following said hearing shall be given to the affected parties in writing within ten (10) days and if it is determined that the grievance is well taken, the Commissioner/President may direct a correction of the grievance and such other action or inaction by interested parties as appears necessary.
- c. The Commissioner/President shall review all decisions made, and unless otherwise directed by the Board of Directors, the Commissioner/President shall establish procedures for review. A complainant or other party adversely affected by a decision made following a hearing may appeal to the Board of Directors by written appeal lodged with the Administrative Assistant. Such an appeal shall be considered by the Board at its next regular meeting, provided, however, that the next meeting date is at least fifteen (15) days after the appeal is received. Otherwise, the Administrative Assistant or Board of Directors may postpone review of said appeal until the following regular meeting.

Article XI DUE PROCESS

11.01 DUE PROCESS

If an individual or team of the OVR, Inc. is accused of wrongdoing within a Regional volleyball context and sanction is imposed, due process involves the right of the respondent to confront the complainant(s), to present their side of the incident, to receive fair consideration, and to have the opportunity to have the Region's decision reconsidered by a higher and perhaps more objective authority.

11.02 DISCIPLINARY ACTIONS AND APPEALS

The authority for the adjudication and appeals process for violations of ethics, eligibility rules, the Code of Conduct and/or the USA Volleyball Substance Abuse Policy shall be vested in the Review Committee of the OVR, Inc.

11.03 ESTABLISHING A REVIEW COMMITTEE

- a. Selection of committee members:
 1. Members shall be selected from the OVR, Inc. membership at large by a due process co-ordinator assigned by the Commissioner/President.
 2. No individual elected to the Board of Directors is eligible to serve on the committee.
 3. The Due Process Co-ordinator shall appoint three (3) individuals to the committee, designating one as the chairperson, to hear the specific case, keeping in mind the following facts: the type of case, the respondent's division, the geographic location, and any potential conflicts of the hearing board members.

11.04 GUIDELINES FOR FILING AN APPEAL

- a. A summary of the incident will be sent to the Chairperson via certified mail. The summary will include the following information:
 1. Description of the incident including pertinent information leading up to the incident.
 2. Date and location of the incident.
 3. Names and addresses of any witnesses.
 4. Description of any sanctions imposed and by whom.
- b. Upon notice, the committee will notify all persons involved in the incident and take statements from the appropriate persons.
- c. The committee will hold a conference when all information pertinent to the incident is collected. For convenience, the conference can be held by phone and does not have to include any persons involved.
- d. A majority vote is necessary to rule on any matter brought before the committee. When the committee renders a decision, all parties involved will be notified by certified mail. A copy of the decision will be filed with the OVR, Inc. Commissioner/President.
- e. If, after the decision of the Review Committee, the OVR, Inc. member is still not satisfied, they may petition the OVR, Inc. Board of Directors for an appeal. The appeal process will follow the same guidelines as the Review Committee except the member should forward all information to the Commissioner/President of the OVR, Inc.
- f. The decision of the OVR, Inc. Board of Directors is final.

Article XII CORPORATE RESPONSIBILITIES

12.01 RESPONSIBILITIES

The Corporation is responsible to its members, the United States Olympic Committee (USOC), the Federation Internationale de Volleyball (FIVB), and to the general public to make certain that the sport of volleyball, the name of the Corporation, and the symbols associated with the Corporation are not used in such a manner as to be detrimental to the sport, the Corporation, the USOC, the nation, or the FIVB.

12.02 OLYMPICS

No organization affiliated with this Corporation and no team or individual associated with this Corporation may use, without the permission of the United States Olympic Committee, any words or symbols normally associated with the United States Olympic Committee, the International Olympic Committee, or the Olympic Games, for the purpose of trade, to induce the sale of any goods or services, or to promote a theatrical exhibition, athletic performance or competition.

12.03 CORPORATE NAME

No organization affiliated with this Corporation and no team or individual associated with this Corporation may use the Corporation's name and/or associated symbol(s) for the purpose of trade, to induce the sale of any goods or services, or to promote a theatrical exhibition, athletic performance or competition, or in any other manner that tends to create confusion, to cause mistake, to deceive or to falsely suggest a connection with Corporation or any of its activities without the expressed written consent of this Corporation.

12.04 SANCTIONS FOR NONCOMPLIANCE

Any organization that is affiliated with the Corporation, or any team or individual that is associated with the Corporation, or any individual who holds any elective or appointed position with the Corporation that violates the restrictions of 12.02 or 12.03 or that acts in such a fashion as to cause this Corporation public embarrassment or ridicule by virtue of being affiliated/associated with said organization, team or individual or having said individual in an elective/appointive position, may be suspended or expelled from affiliation, association, or office by a majority vote of a duly constituted quorum of the Board of Directors acting in good faith. A suspension may be for such period of time as the Board of Directors shall determine. Any member suspended or expelled pursuant to this section shall be given at least fifteen (15) day' written notice prior to the effective date of said suspension or expulsion. This notice shall advise the suspended or expelled entity of the opportunity to be heard, orally or in writing. Notwithstanding the requirement of fifteen days' notice herein set forth, the Board of Directors may, for good cause, suspend a member, without prior notice, for a period not to exceed fifteen days.

Article XIII ATHLETES' BILL OF RIGHTS

The Ohio Valley Region – USAV hereby adopts and makes a part of its Bylaws that portion of the United States Olympic Committee constitution, as presently existing and from time to time amended, commonly known as the “Athletes’ Bill of Rights.”

Article XIV ANNUAL REPORT

Neither the Corporation nor the Board of Directors nor any officer of the Corporation shall be required to send to members any annual or other report or statement of the affairs of the Corporation. Nothing in this section shall be deemed to limit or restrict the right of any member to request any information regarding the affairs of this Corporation to which that member may be entitled under the laws.

Article XV MEMBERSHIP RECORDS

This Corporation shall keep a book or database containing the name and address of each member.

Article XVI CORPORATE SEAL

If so desired by the Corporation, the Board of Directors shall provide a suitable seal for the Corporation, which shall be circular in form and which shall contain the name of the Corporation, the date of its incorporation, the state in which it is incorporated, and the words “a nonprofit Corporation.”

Article XVII AMENDMENTS

These Bylaws may be amended, altered, repealed, or new Bylaws may be adopted by a two-thirds vote of a quorum of the Board of Directors present at any regular or special meeting, provided that notice of the proposed amendment has been submitted to the Executive Director/CEO and Commissioner/President in writing at least ten (10) days prior to said meeting. If a quorum of the Board is not present, the amendment must be tabled until a quorum is present.