

Bylaws of Renegades Volleyball Club
(A California Not For Profit Corporation)

ARTICLE 1. INTRODUCTION

Section 1.1. *Adoption of Bylaws.*

These Bylaws were initially adopted by the Renegades Volleyball Club Board of Directors on June 25, 2006.

Section 1.2. *Purposes.*

The specific purposes for which the corporation is organized are:

Mission Statement

To promote and support the growth of junior boy's volleyball in Northern California, through clinics, camps, tournaments, club travel, and elite travel teams.

Goals

To provide opportunities for junior boys to participate in organized volleyball activities designed to achieve the following goals:

- Provide opportunities for participation in elite travel teams, designed to expose players to the highest level of volleyball available in an effort to prepare middle school players for high school and high school players for college.
- Encourage love and passion for the game of volleyball.
- During participation players will develop friendship, teamwork, and respect to themselves and others.

Corporation's Rule of Engagement

All Board Members and Officers agree to provide support for the engagements defined in the above mission statement with respect to facilities, finances, and resources.

ARTICLE 2. OFFICES

Section 2.1. *Principal Office.*

The principal office of the corporation will be located in the home of the Club Director, or any place chosen by the Renegades Volleyball Club Board of Directors if at any future point the Club Director so declines to continue housing it.

Section 2.2. *Location of Registered Agent and Club Director*

The name and location of the present registered agent of the corporation Kristofer Gaylen Johnson, **1298 Bordeaux Street, Livermore, Alameda County, California, 94550**. The corporation may from time to time change the registered agent by duly adopted resolution and filing of the appropriate documentation with the State of California. For reasons as stated in article 2, section 2.1.

ARTICLE 3. NOT FOR PROFIT

Section 3.1. *No Membership Certificates.*

The corporation shall not issue membership certificates.

Section 3.2. *No Stock.*

The corporation shall not issue shares of stock.

Section 3.3. *Nonprofit Operations.*

The corporation is a California not for profit corporation. Compensation for work performed will be paid to Coaches, Assistant Coaches, Club Director, Club Head Coach, outside contractors. As well as reimbursements for these and the Renegades Volleyball Club Board of Directors.

Section 3.4. *No Loans to Directors of Officers.*

The corporation will loan no money to its officers or board members.

Section 3.5. *No Vested Rights.*

No director or officer (other than the Club Director as so above named) of the corporation has any vested right, interest, or privilege; of, in, or, to the rights, property, assets, functions, or affairs of the corporation.

Section 3.6. *No Profit Purposes.*

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Section 3.7. *No Net Earnings Distribution to Members.*

No part of the net earnings of the organization shall inure to the benefit of, or, be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. *Definition of The Board of Directors.*

The Board of Directors is a group of individuals vested with the management of the affairs of the corporation in accordance with the law, the articles of Incorporation, and Bylaws.

Section 4.2. *Qualifications of Directors.*

The qualifications for becoming and remaining a director of the corporation are: (1) that the proposed director must be an individual over the age of 18 years, (2) is interested and will work in the furtherance of the purposes of the corporation., and (3) have a love for the sport of volleyball.

Section 4.3. *Directors for 2006-2007 Term*

The Board of Directors for the years 2006 and 2007 term include Janet Johnson, David Dreisbach, Darren Hill, Meg Kilday, and Prima Elam. The Club Director shall not have a vote on the Renegades Volleyball Club Board, unless a ballot has been cast with a tie vote. Should that situation not arise, the Club Director will remain without a vote. Should the vote concern the Club Director specifically or if the Club Director has previously made an action or decision concerning a specific issue, the Head Coach shall be the odd numbered vote with the authority given to the Club Director as mentioned above.

Section 4.4. *Number of Directors.*

The Board of Directors shall be comprised of not fewer than four (4) or more than eight (8) directors.

Section 4.5. *Election.*

The Board of Directors shall elect directors annually in August at the public stated meeting. The directors elected may include some or all of the existing directors. This election will be done at the annual public stated meeting of the Renegades Volleyball Club Board of Directors. Individuals interested in seeking election to the Renegades Volleyball Club Board of Directors must submit the proper forms to the Club Director for his/her nomination to the existing Board.

Section 4.6. *Term.*

The term of each director shall be one (1) year. A director may be reelected for another term or terms. An exception will be given to the Board Chairman who must vacate the chairmanship, which is limited to a two (2) consecutive terms.

Section 4.7. *Removal.*

A director may be removed at any time by the affirmative vote of at least two-thirds of all directors whenever in their judgment the best interests of the corporation will be served by such removal.

Section 4.8. *Ex Officio and Honorary Directors.*

The Board of Directors may elect one (1) or more ex officio directors and one (1) or more honorary directors, who may attend the Board of Directors meetings, but who shall not have the right to notice or vote. Each such ex officio or honorary director shall serve for such a term as specified on his or her election, but if none is specified the term shall be one year. The other provisions of these Bylaws relative to vacancies and removal of directors shall be applicable. Unless otherwise specified in these Bylaws, all references to “directors” relate to voting directors and not to ex officio directors or honorary directors.

Section 4.9. *Resignation; Vacancies.*

Resignation of a director will become effective immediately or on the date specified in the resignation, and a vacancy will be deemed to exist as of the effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the remaining directors. After such nomination by the Club Director, as stated in Section 4.5. The new director elected to fill the vacancy will serve for the un-expired term of the predecessor in office unless otherwise provided by the Board of Directors.

Section 4.10. *Place of Meetings of Directors.*

Meetings of the Board of Directors must be held within the State of California at places so determined by the Board of Directors or the Club Director.

Section 4.11. *Regular Meetings of Directors.*

Regular meetings of the Board of Directors shall be held at the times and places specified by the Board of Directors or the Club Director from time to time.

Section 4.12. *Meetings of Directors.*

The Renegades Volleyball Club Board of Directors shall meet in person a minimum of three times per calendar year, with no set maximum number of meetings. Two (2) of these such meetings shall be known as “stated” meetings to be held within the months of December and May of a given year. The August meeting each year shall be designated as the public stated meeting of the board of directors at which officers will be elected. Written notice stating the date, time and place of each public stated meeting will be delivered to each director not less than ten days before the date of the meeting, either personally, by e-mail or by first class mail by or at the direction of the Club Director or the Secretary. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage, prepaid. The notice may but need not state the business to be transacted at, or the purpose of the meeting.

Section 4.13. *Call of Special Meetings of Directors.*

A special meeting of the board of Directors may be called by any one of the following: the Club Director, Board Chairman, or a majority of the Directors at any time during the calendar year, regardless of the proximity to the next stated meeting.

Section 4.14. *Notice of Special Meetings of Directors.*

Written notice stating the date, time and place of any special meeting of the Board of Directors will be delivered to each director not less than three (3) days before the date of the meeting, either personally, by e-mail, or by first class mail by or at the direction of the Club Director or the Secretary, or the person calling the meeting. If mailed the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of corporation, with postage prepaid. The notice may but need not state the business to be transacted , or the purpose of such meeting.

Section 4.15. *Waiver of Notice of Meeting of Directors.*

Notice of the date, time, place, and purposes of any meeting of directors may be waived in writing, either before or after the holding of the meeting, by the directors. The written waiver must be filed with or entered on the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

Section 4.16. *Quorum of Directors.*

A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 4.17. *Directors Meetings by Communications Equipment.*

Meetings of the directors may be held through any means of communication by which all directors participating simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.18. *Action by Directors Without a Meeting.*

Action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all of the directors. The action must be evidenced by one or more written consents describing the action taken and signed by each director and delivered to the Club Director.

Section 4.18.1. *Approval by Directors Without a Meeting.*

If an action by an officer requires Board approval, such approval may be taken without a meeting if the action is approved by a majority of the directors, provided that all directors have voted to approve or disapprove. Such action must be recorded by the Secretary and may be in written form or in electronic form via e-mail. E-mail votes need to be kept by the Secretary. An approval under this section is effective when the last director casts his or her vote, in writing.

Section 4.19. Ratification.

Any director not present at a meeting may ratify the validity and actions that took place in that meeting by signing a written document indicating ratification. The ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in writing.

Section 4.20. Compensation.

No compensation shall be paid by the corporation to the directors for their services as directors of the corporation. No director shall be prevented from receiving compensation for other services provided to the corporation as may be permitted by law simply because he or she is a director of the corporation. However Renegades Volleyball Club, will not qualify reimbursements for items such as parking, tolls, mileage, supplies, etc. as compensation.

Section 4.21. Chain of Protest Concerning Directors.

If and when issues arise with a player and or parent of Renegades Volleyball Club, the issues should be taken to the Coaching Staff of their team. They then have the right to appeal the protest to the Club Director. If the issues have not yet been resolved by the Club Director, the third and final appeal may be made to the Renegades Volleyball Club Board of Directors, whose decision is final.

ARTICLE 5. OFFICERS, EMPLOYEES, CONTRACTORS, VOLUNTEERS

Section 5.1. Roster of Officers.

The officers of the corporation will consist of the following: The Head Coach, and Club Director.

Section 5.2. Election of Officers.

The Club Director and Head Coach are appointments by the current Club Director and may only be removed by the Board for illegal actions. The new Club Director and/or Head Coach will from this date be elected by a majority vote of the Renegades Volleyball Club Board of Directors. Each officer will remain in office until a successor, if any, to the office has been elected. The election will take place at the public stated meeting of the Board of Directors. The Chairman of the Board shall be elected by the voting members of the Renegades Volleyball Club Board of Directors and may not serve more than two (2) consecutive terms. (see article 4, section 4.6)

Section 5.3. Multiple Officeholders.

In an election of officers, the Board of Directors may elect and appoint any single person to any two (2) or more offices simultaneously.

Section 5.4. Chairman.

The Chairman will coordinate, set the agenda for, and facilitate all meetings of the board. The Chairman will perform all duties incidental to his or her office and any other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The Chairman, or in his or her absence, the Deputy-Chairman, or in his or her absence, the Secretary shall preside at all meetings of the Board of Directors.

Section 5.5. Deputy Chair.

The Deputy-Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is unable to act. The Deputy-Chairman will perform any other duties, as may be prescribed from time to time by the Board of Directors. The Deputy-Chairman will also be elected by a majority of votes of the Renegades Volleyball Club Board of Directors.

Section 5.6. Secretary

The Secretary will keep minutes of all meetings of the Board of Directors. They will be the custodian of the Corporate record, and will give all notices as are required by law or by these Bylaws, and generally, will perform all duties incidental to the office of Secretary. Any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. This position can and will generally be filled by the Club Director.

Section 5.7 Treasurer.

The Treasurer will have charge and custody of the funds of the corporation and will deposit the funds as required by the Board of Directors. They will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the directors, and will perform in general all duties incidental to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. This function, or parts of this function, may be contracted to a private vendor, subject to approval of the Board. This position may also be filled by the Club Director.

Section 5.8. Vacancies

Resignation of an officer will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the Board of Directors. The new officer elected to fill the vacancy will serve for the un-expired term of the predecessor in office, unless otherwise provided by the Board.

Section 5.9. Removal of Officers.

Any officer elected or appointed to office may be removed by an affirmative vote of at least two-thirds of all directors, whenever in their judgment the best interest of the corporation will be served by such removal. The removal of such officers may only take place under confirmation of any illegal activity. (See article 5, section 2)

Section 5.10. *Employees, Contractors and Volunteers.*

The Board of Directors will have the power to hire and fire employees or contractors providing service to the corporation, including but not limited to coaches, assistants, and other staff. It shall have the power to arrange for volunteers for the corporation. The Board of Directors may delegate this power to an officer. The contractors shall have any responsibilities with regard to the activities and the operations of the corporation as may be directed from time to time by the Board of Directors.

ARTICLE 6. DIVISIONS and OTHER COMMITTEES

Section 6.1 Creation of Divisions

The Board of Directors may designate or appoint one or more individuals to define the corporation's management structure. Each organizational entity will be run by a manager or director appointed or elected by the Board of Directors. The affairs of their division based on the detailed outline provided by the Board of Directors.

Section 6.2 *Appointment of Committees.*

The Board of Directors may designate and appoint one or more committees and delegate to the committee's specific and prescribed authority. Each committee chair shall be appointed by the Board. Members of each committee shall be selected by the Board or committee chair. However, no committee will have the authority of the Board of Directors in reference to affecting any of the following.

- a. Filling of vacancies in the Board of Directors or other committees.
- b. Adoption, amendment or repeal of the Bylaws.
- c. Adoption, amendment or repeal of any resolution of the Board of Directors.
- d. Action on matters committed to by the Bylaws or resolution of Board of Directors.

Section 6.3 *Action by Committee Without a Meeting.*

Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committed members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 7. OPERATIONS

Section 7.1. *Fiscal Year.*

The fiscal year of the corporation shall be January 1st through December 31st.

Section 7.2. *Books and Records.*

The corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and committees.

Section 7.3. *Inspection of Books and Records.*

All books and records of the corporation may be inspected by any director, officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 7.4 *Dissolution of the Organization.*

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 8. CORPORATE SEAL

Section 8.1. *Corporate Seal.*

The corporation shall have a corporate seal containing the words:
**RENEGADES VOLLEYBALL CLUB., SEAL,
CALIFORNIA, CORPORATION NOT FOR PROFIT.**

ARTICLE 9. AMENDMENTS

Section 9.1. *Amendment of Bylaws.*

These Bylaws may be amended, altered or repealed by the majority vote of all directors (not just those attending the meeting at which the action is taken), except when the amendment changes any part of the corporation purposes defined in Section 1.2.

Section 9.2. *Amendments to the Purposes of the corporation.*

Any modification or amendment to the original purposes of the corporation, as defined in Section 1.2, or to this section, will require a unanimous vote by the Board of Directors.

2006-2007 Renegades Volleyball Club Board of Directors & Officers

Janet L. Johnson- Chairman

Date

David Dreisbach- Board Member

Date

Darren Hill- Board Member

Date

Meg Kilday- Board Member

Date

Prima Elam- Board Member

Date

Kristofer G. Johnson- Club Director

Date

Joseph M. Benjamin- Head Coach

Date