

**TEXAS VOLKSSPORT ASSOCIATION BY LAWS**

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ARTICLE I. Registered Office and Registered Agent

- 1.1 **NAME.** The name of this association shall be Texas Volkssport Association, a Texas non-profit corporation, hereinafter referred to as the "TVA" which shall be its short title.
- 1.2 **OPERATION.** The TVA shall operate as a non-profit organization under the provisions of the Section 501(c)(3) of the U. S. Internal Revenue Service Code for the purposes set forth in these By-Laws.
- 1.3 **LOCATION.** The TVA shall maintain such office location in the State of Texas as shall be designated by the Board of Directors. The address of such office shall be disseminated to all member clubs and The American Volkssport Association, hereinafter referred to as the "AVA", in a timely manner.
- 1.4 **REGISTERED REPRESENTATIVE.** The legal address of the TVA and the name of its registered representative at that address shall be filed with the Secretary of State in Austin and kept current by the Secretary of the TVA.

ARTICLE II General Purposes

- 2.1 **PURPOSES.** The TVA's purposes as set forth in the Articles of Incorporation are:
  - 2.1.1 To promote the family, lifetime sports of walking, bicycling, swimming and snow skiing in the interest of public health, recreation, fun and fellowship.
  - 2.1.2 To promote, organize, and conduct walking and other non-competitive sporting events sanctioned by the American Volkssport Association (AVA) and the International Federation of Popular Sports (IVV).
  - 2.1.3 To establish a liaison among individual members of the TVA, and between the TVA and other groups, organized or informal, whose purposes are compatible with those of the TVA.
  - 2.1.4 To develop a public information/education program to inform the public of the opportunities, benefits and methods of outdoor family sports participation including walking, swimming, bicycling, and snow skiing.
- 2.2 **DEVELOPMENT.** The TVA shall serve as a forum for the exchange of ideas among Texas clubs and for assistance in coordination of their events. It shall encourage the development of new clubs, assist in their organization, and work toward the revitalization of ailing clubs.
- 2.3 **LIMITATIONS.** The powers and activities of the TVA shall be subject to the restrictions and limitations more fully set forth in the TVA's Articles of Incorporation.
- 2.4 **NO POLITICAL ACTIVITIES.** No substantial part of the activities of the TVA shall involve propaganda or other attempts to influence legislation. The TVA shall not intervene in any political campaign on behalf of a candidate for public office.
- 2.5 **APOLITICAL.** The TVA is apolitical without restriction to race, ethnic group, gender, religion, age or national origin or status.

2.6 **USE OF FUNDS.** The TVA shall use its funds to accomplish the purposes specified in Article II and no part of said funds shall inure to or be distributed to member clubs or for the individual benefit of any director, officer, or member club, except as reimbursement for authorized expenses.

2.7 **ENDORSEMENTS.** The TVA shall not endorse any commercial product or enterprise.

ARTICLE III. MEMBERSHIP

3.1 **MEMBERSHIP.** The membership shall consist of all clubs in the state of Texas that have been chartered by the AVA, and are considered by the AVA to be active clubs in good standing, except those clubs which have been terminated for cause under Article 3.4

3.2 **VOTING RIGHTS.** Each member club shall be entitled to one vote on matters brought before the general membership. Each member club shall have one vote to be cast by the club President. In the absence of the club President, a written authorization signed by the President or Secretary, for a member of that club may be substituted. Mail ballots may be used as deemed necessary by the Board.

3.3 **MEMBERSHIP FEES AND ASSESSMENTS.** An annual membership fee may be established by the Board, and shall be delinquent after 30 days following the Treasurer's notice that the annual membership fee is due. Any assessment shall be made only with the approval of a majority of the members at the regular or special meeting of the TVA. Assessments shall become due and shall be levied under such terms as the members approve.

3.3.1 **Other Income.** The TVA may incur income from the operation of the TVA events, TVA awards program, specialties or other member services.

3.4 **TENURE AND TERMINATION OF MEMBERSHIP.**

3.4.1 **Tenure.** From issuance of the AVA charter until active AVA status is terminated by action of the member club or the AVA or until terminated by the TVA for just cause as defined below.

3.4.2 **Termination.** Termination of membership by the TVA for cause shall be by two-thirds (2/3) vote of the Board for one of the following reasons:

A. Non-payment of TVA dues or assessments which are delinquent by 60 days after due notice to the member club by the Board.

B. Violations of the AVA and/or TVA rules and policies regarding events.

3.5 **REINSTATEMENT.** Reinstatement of clubs by the AVA shall result in reinstatement in the TVA provided the TVA has not terminated the club for cause. Reinstatement of clubs terminated by the TVA for cause can be affected by a two-thirds (2/3) vote of the Board upon application by the terminated club.

3.6 **DUTIES OF MEMBERS.** The duties of the member clubs shall be:

3.6.1 To conform to the By-Laws of the TVA.

3.6.2 To promote the goals of the TVA.

3.6.3 To elect officers of the TVA.

3.6.4 To ratify the work of the Board.

3.6.5 To recommend to the Nomination Committee candidates for office in the TVA.

- 3.6.6 To review and approve financial statements, reports of the Treasurer and the budget.
- 3.6.7 To perform such other duties as are required.
- 3.6.8 To adhere to the TVA By-Laws, policy and procedures.
- 3.6.9 To ratify or reject policies and procedures adopted by the Board. A two-thirds (2/3) vote of the member clubs present and voting shall be required to reject policies and procedures adopted by the Board.

3.7 **DUTIES OF THE TVA.** The duties of the TVA shall be:

- 3.7.1 To promote the goals of the TVA.
- 3.7.2 To conform to the By-Laws of the TVA.
- 3.7.3 To keep members informed of matters affecting member club operations and dates of sanctioned events. Periodic publication of a newsletter shall be deemed adequate to satisfy this requirement.

ARTICLE IV. Board of Directors  
(Officers of the TVA)

- 4.1 **TERM OF OFFICE.** Each Director shall hold office for a term of two years, or until a successor shall be elected or appointed. Directors can be reelected; provided that no Director shall serve more than two consecutive terms in the same office without one full term between such Director's re-election.
- 4.2 **ELECTION.** A simple majority of the member clubs present and voting is required for the election of Board members.
- 4.3 **AUTHORITY.** The Board shall manage the affairs and properties of the TVA; develop policies, aims, goals, objectives and projects for the TVA; supervise generally the financial activities of the TVA; and perform such other functions as are inherent in the responsibilities of a governing body. The Board shall not enter into or bind the TVA in any contractual relationship which exceeds the funds approved in the current fiscal year's operating budget unless prior approval has been granted by the member clubs.
- 4.4 **VACANCY.** All vacancies occurring on the Board between annual elections shall be filled by a majority vote of the remaining members of the Board.
- 4.5 **REMOVAL.** A director may be removed only upon action by two-thirds (2/3) of the TVA member clubs voting on a resolution to do so at one of the semi-annual or special meetings.
- 4.6 **QUORUM.** At all meetings of the Board, the presence of a majority of Directors shall constitute a quorum for the transaction of business.
- 4.7 **MEETINGS AND ATTENDANCE.** The Board may hold its meetings either within or without the State of Texas. Regular meetings shall be called by the Chairperson on two days notice. Notification of special meeting will be provided by whatever means of communication is most expeditious. Special Board meetings may be called by any three members in like manner and on like notice.
- 4.8 **COMMITTEES.** Committees shall be composed of representatives from member clubs. All member clubs shall be eligible to furnish representatives to serve on TVA committees, and each club shall be encouraged to submit at least one member. A club shall have no more than one representative on a single committee. The chairs and committees named in this article shall be regular committees and appointed by the Chairperson (President). The names of committee members shall be disseminated to all member clubs in the TVA

newsletter. Regular committees shall serve until the next election meeting. Special committees, in addition to those named, may be appointed by the Chairperson (President) and shall serve until their work is complete, at which time they will be discharged.

The following shall be considered regular committees:

- 4.8.1 **Nominating Committee.** The Nominating Committee shall consist of not less than three members. Its Chair and members shall be appointed not less than 60 days before the annual election meeting. This committee will receive nominations from any member club in good standing and will nominate for offices specified in Section 5.1. The slate of officers proposed by the Nominating Committee shall be submitted to the TVA President, no later than June 1. All TV clubs will receive the proposed slate at least 30 days before the TVA Election Meeting in August.
- 4.8.2 **Audit and Finance Committee.** The Audit and Finance Committee shall consist of not less than three members, none of whom shall be a member of the Board, who shall audit the financial books and records of the TVA along with the inventory of all physical assets of the TVA during the first quarter of the fiscal year for the previous year. The results of this audit shall be published along with the annual financial statements and provided to all member clubs. Additional audits or financial reviews may be made of the TVA books or other programs as directed by the Board or deemed appropriate by the committee.
- 4.8.3 **TVA Event Committee.** The TVA Event Committee shall be chaired by the First Vice President and shall select the site of all of the TVA events, plan the awards, lay-out routes and accomplish all planning for and coordinate all operations of TVA Events. These events will include Reunion Event(s) to be held the first week-end in March and the Memorial Event(s) to be held on December 31. No other events will be approved by the TVA on these dates.
- 4.8.4 **TVA Convention Committee.** The TVA Convention Committee shall have the responsibility for establishing the dates and site of the convention, subject to the concurrence of the membership. It will be responsible to the Board for planning and conducting a program of activities, workshops, and meetings designed to further the aims of the TVA, such program to be approved by the Board prior to its implementation.
- 4.9 **MINUTES.** Minutes of all actions taken at Board meetings shall be taken by the TVA Secretary; presented to the Board for review no less than 30 days prior to the Board meeting; to be approved by the Board at the next meeting.

## ARTICLE V.

### OFFICERS

**5.1 TERM AND DESIGNATION:** The officers of the TVA shall consist of a President (Chairperson of the Board), First Vice President, Second Vice President, Secretary, and Treasurer. Newly elected officers assume their duties immediately following their election. The terms of office shall be such that the President (Chairperson), Second Vice President, and Secretary are elected in even-numbered years, and the First Vice President and Treasurer are elected in odd-numbered years. Elections shall be held at the annual election meeting. The officers of the TVA shall be the Board of Directors.

5.2 **DUTIES.** The duties of the officers shall include, but not be limited to, the following:

5.2.1 **President (Chairperson of the Board).** The President shall:

- A. Preside at meetings of the Board and the TVA, and have prerogatives and responsibilities usual to such office.
- B. Call special meetings of the Board and TVA.
- C. Appoint all committees and committee chairs with the concurrence of the Board.
- D. Render to the Board and the general membership an annual report at the election meeting.
- E. Represent the TVA officially.

5.2.2 **First Vice President:** The First Vice President shall:

- A. Assume the duties of the President (Chairperson) in the President's absence.
- B. Act as chair of the TVA Event Committee.
- C. At the direction of the President, assist in the event coordinating and sanctioning process.
- D. Perform such other duties as the President may direct.

5.2.3 **Second Vice President.** The Second Vice President shall:

- A. Assume the duties of the President in the absence of both the President and the First Vice President.
- B. Serve as special projects and public relations officer.
- C. Act as Coordinator of the Texas Awards Program.
- D. Perform such other duties as the President may direct.

5.2.4 **Secretary.** The Secretary shall:

- A. Attend all meetings of the Board and General membership and record the proceedings thereof.
- B. Maintain a separate file of all legal papers of the TVA (corporation) to include articles of incorporation, tax status determination letters, minutes of the meetings, annual financial reports and audits thereof. This file shall be transmitted to the new Secretary and a receipt thereof provided to the President.
- C. Provide timely notice of all meetings of the Board and general membership.

- D. Maintain a current listing of all member clubs and their officers and the TVA committee members.
- E. Prepare such correspondence as the President shall direct.
- F. Supervise verification of the credentials, presence of a quorum, and tallying of votes at all Board and TVA meetings, except votes to elect officers of the TVA.
- G. Prepare and distribute all official reports of the Board and the TVA as directed by the President or required by these By-laws.
- H. Perform such other duties as the President may direct.

5.2.5 **Treasurer.** The Treasurer shall:

- A. Be the custodian of all funds and property of the TVA.
- B. Deposit said funds in an account in the name of the TVA in a federally insured institution and keep appropriate records thereof.
- C. Make all payments of monies owed by the TVA by check upon authorization by the Board.
- D. Prepare the annual financial statements consisting as a minimum of a balance sheet and an income statement.
- E. Prepare and submit all tax returnees required of the TVA.
- F. Make financial reports of the current TVA financial status at all meetings of the Board and/or general membership and have the financial records available for inspection.
- G. Submit the books, vouchers, supporting documents to the Audit and Finance Committee for review after closing the books for the fiscal year and preparation of the annual financial statements.
- H. Perform such other duties as the President may direct.

ARTICLE VI.

MEETINGS

6.1 **GENERAL MEMBERSHIP.**

- 6.1.1 **Regular Meetings.** Semi-annual meetings of the general membership of the TVA shall be held on the first Saturday in February and the first Saturday in August. The budget for the coming fiscal year shall be presented at the February meeting, and the elections shall be held at the August meeting. All regular business of the TVA requiring approval by the member clubs shall be conducted during these meetings.
- 6.1.2 **Special Meetings.** Special Meetings may be called by the President, or by request in writing of no less than twenty-five percent (25%) of the member clubs.
- 6.1.3 **Notice of meetings.** Notice of the regular and special meetings of the membership shall be communicated to member clubs in writing postmarked no

less than thirty (30) days prior to the date of the meeting. Notice of all meetings shall include an agenda of items to be brought before such meetings.

6.1.4 **Quorum.** A quorum at any regular or special membership meeting shall consist twenty-five percent (25%) of the currently active members clubs of the TVA.

6.1.5 **Vote.** Unless otherwise specified in these by-laws, all actions brought before the membership shall be decided by a simple majority vote of the members present and voting.

6.1.6 **Proxies.** Proxy voting is authorized as stated in 3.2 Voting Rights. Only a club member may represent a club.

## 6.2 **BOARD OF DIRECTORS.**

6.2.1 **Regular Meetings.** The Board shall hold semi-annual meetings.

6.2.2 **Special meetings.** Special meetings of the Board shall be called as may be deemed necessary by the Chairperson or majority of Directors. The Board shall provide notice to all members clubs as to the time and place of all special meetings.

6.2.3 **Location.** All meetings of the Board shall be open to member clubs of the TVA and the Board shall endeavor to hold each succeeding meeting in a different locality within the state to allow more member clubs to avail themselves of attending these meetings.

6.2.4 **Proceedings.** At the discretion of the Chairperson, member clubs may be heard at all meetings of the Board but shall have no vote in the proceedings thereof.

6.2.5 **Quorum.** A quorum of the Board shall be 3/5 of the Board members.

6.2.6 **Proxies.** Proxy voting on the Board is not authorized.

6.3 **RULES.** The rules contained in the current edition of *Roberts' Rules of Order, Newly Revised*, shall govern all meetings in all cases to which they are applicable and which they are not inconsistent with these by-laws and any special rules of order the membership and/or Board may adopt.

## ARTICLE VII. MISCELLANEOUS

7.1 **FISCAL YEAR.** The TVA shall operate on a fiscal year basis from the first of July to the end of June. The books of account shall be balanced at the close of each fiscal year and the resultsthereof reported to the membership.

7.2 **INDEMNIFICATION.** The TVA shall indemnify its directors, officers, employees and agents to the maximum extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act and other applicable laws. Nothing herein shall constitute member clubs as partners or a partnership for any purpose. No member club, officer, or agent of the TVA shall be liable for the acts of failure to act on the part of any other member club, officer, or agent. No member club, officer or agent shall be held liable for his acts or failure to act under these By-laws, excepting only those acts or failure to act arising from willful malfeasance.

- 7.3 **NONDISCRIMINATION.** The members, officers, directors and members of committees of the TVA shall be selected on an entirely nondiscriminatory basis with respect to age, gender, race, religion, national origin or physical disability.
- 7.4 **AMENDMENTS.** Amendments to these By-laws may be presented by the Board or by the membership at a regular or special meeting, and must be ratified by a majority vote of the membership present, and qualified to vote; provided, however, that the amendment had been furnished to the members of the TVA at least 30 days prior to the date on which the vote was taken.
- 7.5 **DISSOLUTION.** The TVA may be dissolved by act of law or by a vote on such a resolution presented at a special meeting of the general membership which has been called for the specific purpose of dissolution, provided four-fifths (4/5) of the member clubs present and voting approve such resolution.

7.5.1 In the event of dissolution of the TVA the net assets shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore.
- B. Assets held by the TVA upon condition requiring return, transfer or conveyance in the event of dissolution shall be returned, transferred or conveyed in accordance with such requirements.
- C. The remaining assets shall be transferred or conveyed to one or more trusts, societies, or other organizations engaged in similar activities as the TVA pursuant to a plan of distribution authorized by the Board or as provided by law, provided, however, said organization shall qualify under the applicable Internal Revenue Service Code.
- D. No income, contribution or other revenue of funds shall inure to the benefit of an individual officer.

**BY-LAWS ADOPTED AT A MEETING OF MEMBERS ON MAY 30, 1992.**

**Amended:**

- 6.2.1, February 5, 1994
- 3.2, February 2, 2002
- 4.8.3, February 2, 2002
- 4.9, February 2, 2002
- 6.1.6, February 2, 2002
- 4.8.1 February 7, 2004

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