

# **TEXAS VOLKSSPORT ASSOCIATION BYLAWS**

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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 Section 501(c)(3) of the U.S. Internal Revenue Service Code for the purposes set forth in these Bylaws.
- 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.
- 1.5 **AFFILIATION.** The TVA is chartered by and affiliated with the American Volkssport Association (AVA), which is, in turn affiliated with the *Internationaler Volkssportverband E. V.*(International Federations of Popular Sports), also known as IVV.

ARTICLE II **GENERAL PURPOSES**

- 2.1 **DUTIES.** The TVA's duties shall be the state responsibilities as listed in the current edition of the AVA Bylaws.
- 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 **ACTIVITIES.** The TVA shall conduct its activities so as to be responsible to the needs of persons without regard to politics, race, religion, sex, age, national or cultural origin, place of residence, economic circumstances, lifestyle or social status. The TVA shall encourage the variety of functionally disabled persons to participate in events to the best of their abilities and within the constraints of the type or location of such events.
- 2.5 **USE OF FUNDS.** The TVA shall use its funds to accomplish the duties 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 or to monetarily aid ailing clubs.
- 2.6 **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 TVA events, TVA awards program, specialties or other member services.
- 3.4 **TENURE AND TERMINATION OF MEMBERSHIP.**
- 3.4.1 **Tenure.** Tenure is 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 Bylaws of the TVA.
  - 3.6.2 To promote the goals of the TVA.
  - 3.6.3 To recommend to the Nomination Committee candidates for offices in the TVA.
  - 3.6.4 To elect officers of the TVA.
  - 3.6.5 To ratify the work of the Board.
  - 3.6.6 To review and approve financial statements, reports of the Treasurer and the budget.
  - 3.6.7 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 accept or reject policies and procedures adopted by the Board.

3.6.8 To perform such other duties as are required.

3.6.9 To adhere to the TVA Bylaws, Policy and Procedures.

#### ARTICLE IV. **OFFICERS**

4.1 **DESIGNATED OFFICERS:** The Officers of the TVA shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer. Each Officer shall hold office for a term of two years, or until a successor shall be elected or appointed. Officers can be reelected: provided that no Officer shall serve more than two consecutive terms in the same office without one full term between such Officer's re-election. The terms of office shall be such that the President, 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. Newly elected officers shall assume their duties immediately following the meeting at which they are elected.

4.2 **ELECTION.** A simple majority of the member clubs present and voting is required for the election of Officers.

4.3 **REMOVAL.** An Officer may be removed only upon approval by two-thirds (2/3) of the TVA member clubs present and voting on a resolution to do so at a regular or special meetings. Such meetings may be conducted by telephone or email.

4.4 **VACANCY.** Vacancies of any designated office, occurring between annual elections shall be filled by a majority vote of the remaining Officers.

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

4.5.1 **President (Board Chair).** The President shall:

- A. Preside at meetings of the Board and the TVA, and have prerogatives and responsibilities usual to such office.
- B. Call all 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.

4.5.2 **First Vice President.** The First Vice President shall:

- A. Assume the duties of the President in the President's absence.
- B. Act as chair of the TVA Event Committee.
- C. Perform such other duties as the President may direct.

4.5.3 **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 Publicity and Public Relations Representative.

- C. Act as Coordinator of the Texas Awards Program.
- D. Perform such other duties as the President may direct.

4.5.4 **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 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 club representatives, presence of a quorum, and tallying of votes at all Board and TVA meetings. In the case of multiple nominees for the election of TVA Officers, written (secret) balloting shall be used and the President shall appoint ballot tabulators to count votes.
- G. Prepare and distribute all official reports of the TVA as directed by the President or required by these Bylaws.
- H. Perform such other duties as the President may direct.

4.5.5 **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 returns 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 V.

### BOARD OF DIRECTORS

- 5.1 **MEMBERS.** The five TVA Officers shall constitute the Board of Directors; the President shall serve as the Chair.
- 5.2 **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.
- 5.3 **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 Chair. 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 may be appointed by the Chair and shall serve until their work is complete, at which time they will be discharged. The Chair is an ex-officio member of all committees, except the Nominating Committee. The following shall be considered regular committees:
- 5.3.1 **Nominating Committee.** The Nominating Committee shall consist of not fewer than three members. Its Chair and members shall be appointed not fewer 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 4.1. The committee shall submit a slate of nominees to the Chair not fewer than 20 days before the election meeting and the Chair shall distribute such slate to the TVA Members within the following five days. Nominations for all offices may be made from the floor.
- 5.3.2 **Audit and Finance Committee.** The Audit and Finance Committee shall consist of not fewer 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.
- 5.3.3 **TVA Event Committee.** The TVA Event Committee Shall be chaired by the First Vice President and shall select the site of all the TVA events and accomplish all planning for and coordination of the operation of these events. These events will include those enumerated in paragraph 6.1.1.B.

ARTICLE VI. **MEETINGS**

6.1 **GENERAL MEMBERSHIP.**

6.1.1 **Gatherings of the members**

A. **Meetings.** Semi-annual meetings of the TVA shall be held on the first Saturday in March 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.

B. **Events.** TVA sponsored events shall be held (Founders Day) on the second Saturday in June except in years when conflicting with AVA Conventions, and (Remembrances) on New Year's Eve (Memorial) and New Year's Day (Midnight).

6.1.2 **Special Meetings.** Special Meetings may be called by the President, or by request in writing of no fewer 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, in the case of USPS notice, or dated, in the case of email notice, no fewer 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 membership meeting shall consist of twenty-five percent (25%) of the currently active TVA Member clubs.

6.1.5 **Vote.** Unless otherwise specified in these Bylaws, all actions brought before the membership shall be decided by a simple majority vote of the members present and voting. Officers, unless and except when voting as a Member, shall not have a vote. If there is a tie vote, the President shall cast the deciding vote.

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

6.1.7 **Minutes.** The Secretary shall record the proceedings of all TVA meetings and present a draft of the minutes to the Officers within 14 days of the meeting for review or correction. Upon any correction by the Officers, the Secretary shall immediately distribute to all TVA members for review and corrections and present for final approval at the next meeting of the Members.

6.2 **BOARD OF DIRECTORS.**

6.2.1 **Regular meetings.** The Board shall hold semi-annual meetings. The Board may hold its meetings either within or out of the State of Texas. Regular meetings shall be called by the Chair on two week's notice. Notification of special meeting will be provided by whatever means of communication is most expeditious. Meetings may be conducted by telephone or other electronic means.

- 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. Special board meetings shall be called in like manner and on like notice as regular meetings. 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.
- 6.2.7 **Minutes.** The Secretary shall record the proceedings of all Board meetings and present a draft of the minutes to the Board within 14 days of the meeting for review or corrections and approval. Upon approval by the Board, the Secretary shall immediately distribute to all TVA Members.
- 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 Bylaws 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 results thereof 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 Bylaws, 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, physical disability or sexual orientation.
- 7.4 **AMENDMENTS.** Amendments to these Bylaws 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.

BYLAWS 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
- General, February 7, 2015

