

RICHMOND VOLLEYBALL CLUB, INC.
(A Virginia Non-Stock Corporation)

FIFTH AMENDED AND RESTATED BYLAWS
(Last Updated: January 10, 2019)

ARTICLE I
NON-PROFIT STATUS

The Corporation has been organized as a not-for-profit qualified amateur sports organization under § 501(c)(3) of the Internal Revenue Code, the purpose of which is to foster national and international amateur volleyball competition, to conduct national and international volleyball competition, and to support and develop amateur athletes for such competition. No part of the net earnings of the Corporation shall inure to the benefit of any individual. To the extent provided by law and the exemption provisions of the Internal Revenue Code, the Corporation shall have the power to invest its funds in a manner prescribed by the Board of Directors. In the event of the liquidation or dissolution of the Corporation, its net assets, after the payment of all debts and obligations of the Corporation, shall be distributed in accordance with a plan of distribution adopted pursuant to the Virginia Nonstock Corporation Act or by a court of competent jurisdiction to one or more domestic or foreign corporations, societies, or organizations engaged in the activities substantially similar to those of the corporation which are at the time exempt from federal income taxes.

ARTICLE II
MEMBERS

Section 1. VOTING RIGHTS. The sole voting right that the members have shall be to elect Directors at annual and special meetings of the members. Elections may be completed by mail or via electronic means as allowed by applicable law.

Section 2. ANNUAL MEETING.

(a) Date, Time and Place of Annual Meeting of the Members. An annual meeting of the members of the Corporation for the election of members of the Board of Directors shall be held during the first ninety (90) days of each calendar year, or on such other date and time as specified for any particular year by the Board of Directors. The Board of Directors shall fix the place to hold the annual meeting of the members.

(b) Notice of the Annual Meeting of the Members. Notice stating the date, time and place of the annual meeting of the members shall be posted on the Corporation's website and in a conspicuous location at the Corporation's primary facility not less than ten (10) nor more than sixty (60) days before the date of the annual meeting of the members, except as otherwise provided by law. Notice of meetings of the members and other communications may be sent via electronic mail to members; provided that if written consent of any member to receive any communication electronically is required by law, such communication shall not be sent electronically without such member's prior written consent. Any such consent of a member shall be revocable by the member

by written notice to the Corporation. Any such consent shall be deemed revoked if (i) the corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(c) One Vote per Member. Unless otherwise provided in the Articles of Incorporation, each member, entitled to vote at any meeting of members, shall be entitled to one vote.

(d) Proxies for Meetings of the Members. Each member entitled to vote at any meeting of members may authorize another person(s) to act for him or her by proxy.

(e) Quorum for Meetings of the Members. Members holding at least **ten** percent (**10%**) of the votes entitled to be cast at any meeting of the members, present in person or by proxy, shall constitute a quorum for the transaction of business at such meeting. If there is less than a quorum for a meeting of the members, the Board of Directors may, at its sole discretion, either transact the business of the meeting of the members if such business does not require member approval under the Virginia Nonstock Corporation Act or adjourn a meeting of the members to a fixed date, time and place.

(f) Conduct at Meetings of the Members; Nominations to the Board of Directors. The President shall preside over meetings of the members. If the President is not present, the Vice President of Governance shall preside. If neither the President nor any Vice President is present, a meeting chairperson shall be elected by the members. The Secretary shall act as secretary of any meeting of the members. If the Secretary is not present, the President may appoint one or more inspectors to determine the qualifications of members to vote, the validity of proxies and the results of ballots. A slate of nominations prepared by the Governance and Nominating Committee and approved by the Board of Directors, shall be submitted to the members. The submission of the slate to the members shall constitute the beginning of the voting period. Any member entitled to vote at any meeting of the members shall be given an opportunity to nominate a candidate by submitting a nomination to do so to the Governance and Nominating Committee at least 30 days prior to the start of voting.

(g) Requisite Vote to Elect Directors. A plurality of the votes cast shall be sufficient to elect directors.

(h) Participation in Meetings of the Members by Other Means of Communication. If the Board of Directors so determines, members may participate in an annual or special meeting of the members by use of means of remote communication, provided the Board of Directors (i) verifies that each person participating remotely is a member; and (ii) provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

Section 3. SPECIAL MEETINGS.

(a) Special Meetings of the Members. Special meetings of the members for any purpose or purposes may be called at any date, time and place whenever called by the President, the Board of Directors, or members in good standing holding at least one-tenth of the votes entitled to be cast at meetings of the members; provided that the holder of a proxy shall not be entitled to demand a special meeting on behalf of the member whose proxy he holds. Notice of special meetings, stating the date, time and place thereof, and the purpose or purposes for which the meeting is called, shall be given by mailing, emailing or faxing it to each Member at his residential address at least ten (10) but no more than sixty (60) days before the meeting. Only business specified in the notice may be conducted at a special meeting.

**ARTICLE III
MEMBERSHIP CATEGORIES**

Section 1. MEMBERSHIP. The Corporation shall have the following classes of members whose qualifications and rights are as follows:

(a) Adult Members. Any person who has paid membership dues for the season in progress shall be considered an adult Member. An adult Member is entitled to the full use of the facilities of the Corporation upon payment of fees prescribed by the Board of Directors and shall have voting rights as provided in Section 1 of Article II.

(b) Junior Members. Any person who (i) has paid junior league membership dues for the season in progress and (ii) if such person is under the age of eighteen (18), submitted the written consent of his or her parent or guardian to the Corporation for membership shall be considered a Junior Member. If no written consent is provided by the parent or guardian, the parent or guardian can assume the voting rights of the junior member. A Junior Member is entitled to full use of the facilities of the Corporation upon payment of fees prescribed by the Board of Directors and shall have voting rights as provided in Section 1 of Article II.

Section 2. REVOCATION OF MEMBERSHIP. The membership of any member may be revoked or suspended by the Board of Directors or the Executive Director at any time in its, his or her discretion. The revocation of rights of any member may be subject to review by the Board of Directors upon the written request to the Board by such member. The Board shall render a final decision on the matter within thirty (30) days of receipt of such request.

Section 3. REFUSAL OF MEMBERSHIP. The Board of Directors and the Executive Director, either acting independently of the other, reserves the right to refuse the application of any person based on criteria adopted by the Board of Directors from time to time

**ARTICLE IV
DIRECTORS**

Section 1. NUMBER OF DIRECTORS. The Board of Directors shall consist of at least nine (9) but no more than eleven (11) persons. A decrease in the number of Directors does not

shorten an incumbent director's term. As of the date that these Fifth Amended and Restated Bylaws are approved and adopted by the Board of Directors, which date is set forth on the final page hereof, the number of Directors is ten (10).

Section 2. NOMINATIONS. The Governance and Nominating Committee or such other committee designated to recommend nominees, if such a committee exists, shall nominate at least one candidate for each Director position to be filled at any meeting of the Board of Directors.

Section 3. ELECTIONS; TERMS; STAGGERING.

(a) Terms. The terms of the Directors shall be three years. No Director shall serve for more than two (2) consecutive full terms, nor shall any Director be eligible for re-election if that Director has served on the Board of Directors for a consecutive period of four and one-half (4½) years immediately prior to the election. A Director shall be eligible for election to the Board after an absence of one year.

(b) Staggered Terms. The Board of Directors shall be divided into three classes as nearly equal in number as possible, solely for the purpose of providing for staggered terms of Directors such that the terms of approximately one-third of the Directors expire each year. Those Directors whose terms expire in the same year shall constitute a class for the sake of this Section 4.

(c) Elections. One Director in each class shall be elected by a majority vote of the Board of Directors at its annual meeting. The remaining Directors in each class, who shall be known as At-Large Directors, shall be elected by a plurality of the members at the annual meeting of the members, including all submitted proxies. All Directors shall have equal rights and responsibilities as Directors.

Section 4. VACANCIES. The Board of Directors may fill any vacancy in the Board of Directors, or it may call a special meeting of the members for the purpose of an election by the membership to fill the vacancy. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, such remaining Directors may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office. Each Director elected under this Section shall hold office until the expiration of the term of office of the Director whom he or she has replaced or until his or her successor has been elected.

Section 5. MEETINGS AND NOTICES.

(a) Annual Meeting of the Board of Directors. An annual meeting of the Board of Directors shall be held as soon as practicable after the annual meeting of the members. At such annual meetings, the new Board of Directors shall elect Directors and officers and transact such other business as may come before the meeting of the Board of Directors.

(b) Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held at such dates, times and places as the Board of Directors may determine from time to time. No notice of a regular meeting of the Board of Directors is required to be given.

(c) Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held at any date, time and place whenever called by the President, any Vice President, or the Secretary of the Corporation. Notice of special meetings, stating the date, time, place, and purpose thereof, shall be given by mailing, emailing or faxing it to each Director at his residential or business address at least two (2) days before the meeting, unless the Directors provide unanimous consent to hold such a meeting with notice of less than two (2) days. Only business stated in the notice may be conducted at a special meeting of the Board of Directors.

(d) Member Participation in Meetings of the Board of Directors. If the Board so determines, a member may address the Board of Directors at a meeting of the Board of Directors if such member has (1) submitted advance written notice of the member's desire to participate in the meeting and a detailed outline of the topics he or she wishes to address to the Directors and (2) is present either in person or by means of electronic audio communication. A member's remarks must be limited to five (5) minutes, unless an exception is granted by the President.

Section 6. ACTION WITHOUT MEETING. Action required or permitted by the Virginia Nonstock Corporation Act to be taken by the Board of Directors may be taken without a meeting if each Director signs a consent describing the action to be taken and delivers it to the Corporation. Such action is effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors. A written consent and the signing thereof may be accomplished by one or more electronic transmissions. A consent signed under this section has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document.

Section 7. QUORUM. At all meetings (annual, regular and special) of the Board of Directors, one-half (1/2) of the entire Board of Directors shall constitute a quorum for the transaction of business.

Section 8. REQUISITE VOTE. The act of a majority of the Directors present at a meeting (annual, regular or special) where a quorum is present shall be the act of the Board of Directors, unless otherwise herein provided.

Section 9. PROXIES. Proxy voting by Directors shall not be permitted.

Section 10. RESIGNATION AND REMOVAL OF DIRECTORS. Any Director may resign at any time upon written notice to the President. The Board of Directors may remove any Director for misconduct or wrongdoing or for failing to attend three (3) regularly-scheduled meetings of the Board of Directors within any consecutive twelve (12) month period; the Director whose removal is at issue shall not be entitled to vote on this matter.

Section 11. STANDING COMMITTEES.

a) Compensation Committee. The Compensation Committee shall be chaired by the President. The Compensation Committee is a board committee comprised of the Directors who are also the Officers of the Corporation as defined in Article V of these Bylaws. The Compensation Committee shall oversee the Executive Director, oversee the annual compensation process, including approving the overall compensation budget and compensation of the Executive Director. The Compensation Committee shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

b) Audit Committee. The Board of Directors shall elect the chairman of the audit committee. The audit committee is a board committee and its members shall be comprised of those directors appointed by the chairman. No more than half of the members of the Audit Committee may also serve on the Finance Committee. The Audit Committee shall recommend the selection of an auditor to the Board of Directors for approval. The audit committee shall receive the initial report of the auditors and otherwise assist in the annual audit of the Corporation's finances. The Audit Committee shall also receive and handle any complaints of violations of the Corporation's Conflict of Interest policy.

c) Governance and Nominating Committee. The Governance and Nominating Committee shall be chaired by the Vice President of Governance and its membership shall be comprised of those individuals appointed by the Vice President of Governance. The Governance and Nominating Committee shall assist and advise the Board of Directors in the governance of the Corporation and in presenting a slate of potential Directors for election by the members.

d) Diversity, Inclusion and Outreach Committee. The Board of Directors shall elect the chairman of the Diversity, Inclusion and Outreach Committee and its membership shall be comprised of those individuals appointed by the chairman. The Diversity, Inclusion and Outreach Committee shall assist and advise the Board of Directors in setting the strategic direction, goals, and prioritization for the Diversity, Inclusion, and Outreach efforts of the club.

e) Finance Committee. The Finance Committee shall be chaired by the Treasurer and its membership shall be comprise of those individuals appointed by the Treasurer. The Finance Committee shall assist and advise the Board of Directors in oversight of the financial affairs of the Corporation.

Section 14. COMMITTEES ESTABLISHED BY RESOLUTION. The Board of Directors may establish such committees and task forces of limited authority in the management of the affairs of the Corporation as it may deem necessary or advisable, and the numbers, terms, and authority of such committees shall be as set forth in the resolution establishing the same.

ARTICLE V OFFICERS

Section 1. REQUIRED AND PERMITTED OFFICERS. The officers of the Corporation shall consist of a President, a nonvoting Executive Director, a Secretary, a Treasurer,

and may consist of such Vice Presidents and other officers as may be elected as provided in Section 2 of this Article.

Section 2. ELECTION. The officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Board of Directors.

Section 3. QUALIFICATIONS OF OFFICERS. No person may be elected an officer of the Corporation, other than the Executive Director, unless he or she is a Director.

Section 4. TERM. The term of office of all officers of the Corporation shall be one year or until their respective successors are elected. Any two or more offices may be held by the same person except the President and Secretary may not be the same person.

Section 5. VACANCIES. The Board of Directors may fill any vacancy in an officer position. Each Officer elected under this Section shall hold office until the expiration of the term of office of the officer whom he or she has replaced, or until his or her successor is elected.

Section 6. RESIGNATION AND REMOVAL OF OFFICERS. Any officer may resign at any time upon written notice to the Board of Directors. The Board of Directors may remove any **Director** at any time and for any or no reason.

Section 7. DUTIES.

(a) President. The President shall be the chairman of the Board of Directors and shall preside, when present, at all meetings (annual and special) of the members and at all meetings (annual, regular, and special) of the Board of Directors. The President, with input by the Board, shall be responsible for conducting a performance review of the Executive Director each year or more often, if deemed necessary.

(b) Vice Presidents and Assistant Vice Presidents. The Board shall elect one or more Vice Presidents. The Vice President of Governance and Nomination shall chair the Governance and Nominating Committee and shall preside at all meetings (annual and special) of the members and at all meetings (annual, regular, and special) of the Board of Directors, when the President is not present. The Board of Directors may elect other Vice Presidents or Assistant Vice Presidents as it deems necessary. Any Vice President shall have such powers and shall perform such duties as the Board of Directors or the President may from time to time designate.

(c) Treasurer. The Treasurer shall, subject to the direction of the Board of Directors, and except as the Board of Directors may otherwise provide, have oversight of the financial affairs of the corporation including the books of account as kept by the management staff of the Corporation. He or she shall have such other duties and powers as may be designated from time to time by the Board of Directors or the President.

(d) Secretary and Assistant Secretaries. The Secretary shall record all the proceedings of the meetings (annual and special) of the members and meetings (annual, regular and special) of the Board of Directors in books kept for that purpose. In the Secretary's absence from any such

meeting, a temporary secretary, chosen at the meeting, shall record the proceedings thereof. The Secretary shall have such other duties and powers as may be designated from time to time by the Board of Directors or the President. In the absence of the Secretary, any Assistant Secretary may perform his or her duties and responsibilities. Any Assistant Secretary shall have such powers and perform such duties as the Board of Directors or the President may from time to time designate.

Section 8. MANAGEMENT STAFF. The Corporation shall retain the services of an Executive Director, who shall be the chief executive and principal administrative officer of the Corporation. The Executive Director shall have general administrative charge of the personnel, records, and operating property of the Corporation; shall have the authority to conduct the day-to-day business of the Corporation; and shall perform such other duties as the Board of Directors may from time to time designate. The Executive Director shall be responsible for all activities necessary to implement the policies of the Board of Directors. The Executive Director shall report directly to the Board of Directors as requested by the President and shall have the authority to delegate and designate authority and responsibility to his or her hired staff and volunteers.

ARTICLE VI FISCAL MATTERS

Section 1. DUES. Dues for membership in the Corporation shall be determined by the Board of Directors from time to time and shall be payable in such manner and under such conditions as may be determined by the Board of Directors.

Section 2. USE OF FUNDS. All funds of the Corporation shall be disbursed or held strictly for the purposes set forth in the Articles of Incorporation and as approved by the Board of Directors.

Section 3. BUDGETS AND FINANCIAL REPORTS. The Executive Director of the Corporation shall annually prepare a budget (or budgets) of estimated income and expenditures for the ensuing fiscal year and shall submit the same to the Finance Committee. The Finance Committee will present any budgets to the Board of Directors. The Executive Director shall prepare and submit periodic financial statements to the Finance Committee and Board of Directors. The Treasurer shall submit periodic reports to the Board of Directors and an annual report to the members of the Corporation.

Section 4. CHECKS, NOTES, AND DRAFTS. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors may designate from time to time.

Section 5. DEPOSITORY OR OTHER AGENCY. The Board of Directors may designate an appropriate depository or other agent to hold, apply, and disburse funds of the Corporation, subject to regulations adopted from time to time by such Board of Directors.

Section 6. EXPENDITURES. Except as authorized by the Board of Directors, no money shall be expended and no contract or obligation for payment of money made, outside the ordinary course of the Corporation's business and past practices, in the name of or on behalf of the

Corporation beyond the money actually on hand plus the total amount of unappropriated current annual dues.

Section 7. FISCAL YEAR. The fiscal year of the Corporation shall end August 31 of each year.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. AFFILIATIONS. The Corporation may affiliate with any national organization or association whose purposes are the same as or similar to the purposes of the Corporation, and the Board of Directors may appoint delegates or alternates to attend, at the Corporation's expense, conventions of any such organization or association.

Section 2. PUBLICITY. No public statement shall be made or issued in the name of or on behalf of the Corporation by any person except the President or the Executive Director unless he or she has received the prior approval of the President, the Executive Director or the Board of Directors; no public statement shall be made or issued in the name of or on behalf of the Corporation which is in conflict with any statement of policy adopted by the Corporation.

ARTICLE VIII AMENDMENT OF BYLAWS

Except as otherwise required by law, the power to amend these Bylaws shall be vested solely in the Board of Directors. The Board of Directors may not approve any amendment to these Bylaws at the same meeting at which such amendment was proposed, but rather the Board of Directors may approve such amendment at any subsequent meeting of the Board of Directors, unless the Directors approve an amendment by unanimous consent of the full Board, in which case the amendment may be approved at the same meeting at which it was proposed. The Board of Directors shall post any proposed amendment in a conspicuous location at the Corporation's primary facility and on the website of the Corporation for a period of at least ten (10) business days but not to exceed thirty (30) days ("Member Comment Period") to provide members the opportunity to comment on such proposed amendment; it being understood that nothing herein vests in any member any authority to amend or to refuse to amend these bylaws, except as required by law. However, the Board of Directors may amend these Bylaws without a Member Comment Period as required by law, or if both of the following two conditions are met: 1) the Board of Directors determines in good faith that it is in the best interest of the Corporation to amend the Bylaws without the Member Comment Period, and 2) the Board of Directors determines in good faith that delaying the Bylaws amendment(s) until after the Member Comment Period will adversely affect the Corporation.

ARTICLE IX INDEMNIFICATION

Section 1. REQUIREMENT TO INDEMNIFY. The Corporation shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending,

or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that he or she is or was a Director, Officer or Executive Director of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgment, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith in the manner he or she reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her action was unlawful.

Section 2. NO PRESUMPTION OF ACTION NOT IN GOOD FAITH. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in the manner which he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding that he or she had a reasonable cause to believe that his or her conduct was unlawful.

Section 3. MANDATORY INDEMNIFICATION IF SUCCESSFUL. To the extent that a Director, Officer or Executive Director of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. AUTHORIZATION OF INDEMNIFICATION. Unless indemnification is ordered by a court having jurisdiction therein, any indemnification shall be made by the Corporation only as authorized in the specific case upon determination that indemnification shall be made (a) by the Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in written opinion.

Section 5. ADVANCEMENT OF EXPENSES. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof, may be paid by the Corporation in advance of final disposition of such action, suit, or proceeding as authorized in Section 4 of this Article, upon receipt of any undertaking by or on behalf of the Director, officer or Executive Director to repay such expenses.

Section 6. REMEDIES. The indemnification provided by this Article shall not be deemed exclusive of or in any way to limit any other rights to which any person indemnified may be or may become entitled to as a matter of law, by the Articles of Incorporation, Bylaws, regulations, agreements, insurance or otherwise. The obligations of the Corporation under this Article shall continue as to a person who has ceased to be a Director, officer or Executive Director and shall inure to the benefit to the heirs, executors, and administrators of such a person.

Section 7. SEVERABILITY. If any part of the Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, that validity and the effect of the remaining parts shall

not be affected.

The foregoing Bylaws for Richmond Volleyball Club, Inc. have been approved and adopted by the Board of Directors at a meeting on 10th day of January, 2019.