

BYLAWS
of
ALOHA REGION

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in the City and County of Honolulu, Hawaii. The Board of Directors may establish branch offices where the corporation may conduct business, from time to time.

ARTICLE II
PURPOSES

This corporation is organized and operated for the following purposes:

- (a) To foster regional, national or international amateur volleyball sport competition.
- (b) To represent the USA Volleyball (“USAV”) in its regional programs within the geographical boundaries of this corporation as defined from time to time by the USAV.
- (c) To promote widespread interest in the sport of volleyball, to increase the number of participants in the sport, and to develop skillful playing of the game. Involvement shall be solicited from all those seeking participation regardless of race, creed, religion or ethnic background.
- (d) To conduct tournaments, training programs, camps, officials’ clinics and exhibitions as well as other volleyball programs related to the specific and primary purposes of this organization.

ARTICLE III
AFFILIATION WITH THE UNITED STATES
VOLLEYBALL ASSOCIATION

This corporation is an affiliated Group D Organization under the USAV Operating Code for the Regional Operations Division (the “USAV Code”), and the USAV Code as presently constituted shall be construed to be an integral part of these Bylaws. In the event of any conflict between the provisions of the USAV Code and provisions of these Bylaws, the USAV Code shall control, unless inconsistent with Hawaii law. In the event of amendment of the USAV Code by the USAV after the date of the adoption of these Bylaws, any such amendment shall be deemed to have been incorporated into these Bylaws until and unless expressly disapproved by the directors of this corporation within 60 days after the conclusion of the annual meeting for the fiscal year of this corporation during which such amendment to the USAV Code first became effective.

ARTICLE IV
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Specific Powers. Without prejudice to the powers stated above subject to the same limitations, the directors shall have the power to:

- (a) Select and remove all officers, agents, and employees of this corporation, prescribe any powers and duties for such individuals consistent with law, the Articles of Incorporation of this corporation, and these Bylaws, and determine fair compensation relative to their prescribed duties and responsibilities;
- (b) Change the location of the principal office of this corporation, but must remain within the City and County of Honolulu, Island of Oahu;
- (c) Adopt, make, and use a corporate logo and alter the form of the logo;

- (d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
- (e) Provide for the incorporation of an additional corporation or corporations, at the direction of the USAV or upon their own initiative, to represent the USAV in its regional programs within the regional geographic boundaries defined for this corporation by the USAV.

Section 3. Number and Qualification of Directors. The number of directors shall be not less than 3 nor more than 15, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors.

Section 4. Limitations on Interested Persons. At all times, not more than 33% of the directors of this corporation may be interested persons. An interested person means either:

- (a) any person currently or within the past three years, a club director, current coach for an Aloha Region Club, excluding, Official, Tournament Director, Beach Director, Safe Sport Coordinator, Legal Representative, Advisor to the AR;
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Directors. The Directors shall be selected from a list of nominees compiled by the AR Board of Directors and elected to office at a meeting of the Board called and held for such purpose.

Section 6. Nominations of Directors.

A. A current Board member may nominate a Board candidate by sending written correspondence to the Board at least 30 days before a scheduled Board meeting that they have set up an interview for a new candidate, with a brief description of the candidate. The candidate will be interviewed at the next Board meeting and receive in writing within 5 days after the

meeting if he/she will be added to the Board in the manner prescribed by section 7 of this article.

B. A new Board member cannot request an interview for a new candidate for the Board until serving a full year as a Board member.

Section 7. Election and Term of Office of Directors. Directors shall be elected by a vote of the majority of the Board from a list of qualified candidates nominated in the manner provided in Section 6 of this Article and compiled by the Nominating Committee. Each director shall be elected for a term of four years. Each director shall hold office until a successor has been elected. A director may be elected to any number of successive terms.

Section 8. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason or if the Board shall increase the authorized number of directors. Vacancies may be filled by the remaining directors for the unexpired portion of the term in the manner prescribed by Sections 6 and 7 of this Article.

Section 9. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chairperson, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. No director may resign if such resignation would leave the corporation without a sufficient number of duly elected and qualified directors for the proper conduct of this corporation's business. A majority of the directors then in office may remove any director at any time, with or without cause, including for failure to attend two or more meetings within a period of twelve consecutive months.

Section 10. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called and held in such a manner as may be prescribed by the Board from time to time and noticed in accordance with Section 13.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Chairperson, the Secretary, or any two directors, and noticed in accordance with Section 12.

Section 12. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least 4 days before any such meeting if

given by first-class mail or 48 hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph (charges prepaid), facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 13. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 14. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Sections 10 and 16; Article VI, Section 1; Article VIII, Section 3; Article IX, Section 2; and Article X, Section 6, of these Bylaws or in the Hawaii Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 16. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all the other directors concurrently;
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 17. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or person described in (i) or (ii), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing - this corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) consider:

- 1) General economic conditions;
- 2) The possible effect of inflation or deflation;
- 3) The expected tax consequences, if any, of investment decisions or strategies;
- 4) The role that each investment or course of action plays within the overall portfolio;
- 5) The expected total return from income and appreciation of investments;
- 6) This corporation's other resources;
- 7) The needs of this corporation to make distributions and to preserve capital;
- 8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this section where it conforms to : (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 18. Compensation. The Board of Directors may authorize, by two thirds vote, the payment to a director of a reasonable fee for services, and/or the reimbursement or advance of actual and reasonable expenses incurred as a director, including expenses of attending meetings of the Board and Board Committees.

Section 20. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE VI COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation; or
- (j) expend corporate funds to support a nominee for director after there are more people nominated for a director than can be elected.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Audit Committee. For any tax year in which this corporation has gross revenues of \$1 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of this corporation shall be a President/Commissioner, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person.

Section 2. Election. The officers of this corporation shall be elected every four years by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed for cause by at least a 2/3 vote, by the Board of Directors at any regular or special meeting of the Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled by the President/Commissioner until such time the vacancy is filled in the manner prescribed by the Bylaws provide for election to that office.

Section 6. Chairperson. The Chairperson/Commissioner shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chairperson/Commissioner shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Chairperson/Commissioner shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, and shall supervise the keeping of the minute books of this corporation. The Secretary shall give proper notice of all meetings of the Board, as required by these Bylaws and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, the disbursement of such funds at the direction of the Board, and the keeping and maintaining of adequate and correct books and records of accounts of this corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters included in financial statements, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VIII PROHIBITED TRANSACTIONS

Section 1. Loans. Except as permitted by Hawaii law governing Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Hawaii Corporate law for non-profit entities.

Section 3. Approval. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that

(a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

Section 2. No Indemnification of Certain Fiduciaries. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE X
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. Within 120 days after the end of this corporation's fiscal year, the chief executive officer shall furnish a written report to all directors of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving \$50,000.00 or more between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, and the amount and circumstances of any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

Section 4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$1 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of the Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Hawaii Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of Aloha Region, a Hawaii nonprofit public benefit corporation, and that the above Bylaws, consisting of 14 pages, are the Bylaws of this corporation as adopted by the Board of Directors at a duly called and noticed meeting at which a quorum was at all time present, on _____, _____

DATED: _____
Secretary