

*KEYSTONE REGION
VOLLEYBALL ASSOCIATION*



**KEYSTONE REGIONAL VOLLEYBALL ASSOCIATION
BY-LAWS**

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TABLE OF CONTENTS

A. NAME.....1

B. AFFILIATION.....1

C. PURPOSE.....1

D. MEMBERSHIP.....2

E. DEFINITIONS.....2

F. BOARD OF DIRECTORS.....3

G. BOARD ELECTION.....11

H. BOARD QUALIFICATIONS AND DUTIES.....11

I. ADMINISTRATIVE BOARD.....12

J. POWERS OF THE BOARD – LIMITATIONS.....14

K. MOTION PROCEDURES.....14

L. BUDGET PROCEDUES.....15

M. INDEPENDENTLY CONTRACTED PERSONNEL.....15

N. ASSETS.....15

O. FISCAL YEAR.....16

P. MEETINGS.....16

Q. CORPORATE SEAL.....16

R. WAIVER OF NOTICE.....16

S. QUORUM.....17

T. STANDING COMMITTEES.....17

U. SPECIAL COMMITTEES.....20

V. AMENDMENT TO BY-LAWS & OPERATING CODES.....21

W. RULES OF PROCEDURE.....21

X. OPERATING CODES.....21

Y. DISSOLUTION.....21

Z. SAVINGS PROVISION.....22

A. NAME

The name of this Corporation is Keystone Regional Volleyball Association (KRVA). KRVA is also hereafter interchangeably referred to as the “Region,” or the “Corporation.”

B. AFFILIATION

The Keystone Regional Volleyball Association shall be affiliated with and a member organization of USA Volleyball (hereafter “USAV”) operating within the Geographical and Demographic area defined by USA Volleyball.

C. PURPOSE

The Region shall promote the development and growth of volleyball. To advance this purpose, the Region shall organize, conduct, and support the following activities:

1. To teach volleyball to children and adults by holding clinics conducted by qualified instructors.
2. To provide practice sessions, classroom lectures, clinics, camps, competitions, seminars, instructional documents, and panel discussions through which individuals may learn coaching, playing, officiating, and scouting techniques.
3. To promote and conduct area, regional, state, zonal, national, and international competitions. In fulfilling its purpose, the Region shall adhere to all rules and regulations, rules of play and other guidelines as established by USA Volleyball (USAV) and its By-Laws.
4. To be organized for non-profit, charitable, and/or educational purposes, namely to provide volleyball opportunities to individuals, and to promote public health, education, and athletics through volleyball and related activities, and to promote the like, all within the meaning of Section 501(c)(3) (or corresponding Section of any future Federal Tax Code) of the Internal Revenue Code of 1986, as amended, or any successor law, and rules and regulations issued by the IRS pursuant to the Internal Revenue Code or any successor law (the “Code”).
5. To do any and all other acts and things and to exercise any and all powers which are made now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the Commonwealth of Pennsylvania, Section 501(c)(3) of the Code, and for the purpose of accomplishing any other purposes of the Corporation.
6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
7. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code (or corresponding Section of any future Federal Tax Code) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding Section of any future Federal Tax Code).

8. In the event of dissolution of the Corporation, no Director or Officer shall be entitled to any distribution or division of its remaining property or proceeds, and the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

D. MEMBERSHIP

1. The Region shall provide equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in all activities sponsored by the Region, without discrimination on the basis of color, religion, age, gender, national origin, sexual orientation, disability or handicap.

2. Individual classes of membership are defined in the Region's General Operating Code. All members of the Region shall be expected to read and abide by the USAV Code of Conduct (as stated on the USAV Website) and any KRVA Code of Conduct as may be established by the Region and included in the Region's General Operating Code.

a. All applications for membership in the Region shall be subject to approval by the Region's Board of Directors. The Board of Directors reserves the right to deny an application for membership in the Region to any person for any reason. A decision of the Board of Directors denying a membership in the Region may be appealed by an aggrieved party under the procedures set forth in the **KRVA General Operating Codes** at Section VIII. Violations of Codes/Policies and Due Process.

b. Individuals whose membership in KRVA or any other USAV Region has been suspended may, upon completion of their suspension, apply/reapply for membership in the Region. Such application shall be subject to review by the Board of Directors prior to being approved.

3. The Region shall have no "members" of the non-profit corporation as defined by the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act").

E. DEFINITIONS

When used in Region Documentation, the following terms shall be given the meanings set forth herein:

1. **"Board of Directors"** and **"Board"** are synonymous, and refer to the entire elected governing body of the Region as defined herein.

2. **"Governing Documents"** collectively refers to the Region By-Laws and Operating Codes.

3. **"Juniors"** refers to all programs established and administered under the Youth and Junior Olympic Volleyball Division of USA Volleyball. A Juniors level athlete must meet the age requirement set forth in the age definitions of USA Volleyball and be a high school student during some part of the current academic year.

4. **"National Championship Events"** includes all events leading up to, or for purposes of qualifying, for any USA Volleyball National events, including but not limited to the Junior National Championships (JNC) and the Adult Open Championships. All KRVA regional tournaments shall be excluded from this definition and shall not be considered "National Championship Events."

5. **“Operating Codes”** refers collectively as appropriate to the General Operating Code, Adult Operating Code, Juniors Operating Code(s) and all other Codes established by the Region Board.
6. **“Proof of Receipt”** of any item includes any written acknowledgment or confirmation, or any third-party receipt confirmation system such as provided by the United States Postal Service, FedEx, or other recognized national commercial carrier.
7. **“Publishing”** includes posting and indexing on the Region’s Web site, distribution to the membership via any e-mail list server and/or included in any print edition of a Keystone Region Newsletter.
8. **“Signed documents”** are paper documents bearing an original signature or seal of the correspondent, in ink. A confirmed and/or verified electronic signature shall be considered to be an original signature.
9. **“USA Volleyball”** refers to the National Governing Body of the sport of volleyball in the United States. Also known as “USAV” or, formerly, “USVBA”.
10. **“Written documentation”** includes any item printed or printable, and prepared on paper products, e-mail correspondence, or completion and submission of computerized forms as approved or directed by the Region.

F. BOARD OF DIRECTORS

1. Management and Authority.

The Board manages the business, property, and affairs of the Region, as follows:

- a. The Board, at its discretion, is authorized to hire employees and/or contract with independent contractors to assist in the day-to-day administration of the Regions affairs and/or the running of Region sponsored events.
- b. The Board may authorize such actions as may be necessary or convenient to exercise the legally permitted mandates, duties and obligations of the Region. This includes, on behalf of the Region, authorizing the mortgaging or pledging real or personal property as security to establish a Line of Credit or obtain a loan, use or expend the funds and property of the Region, and do all things necessary or convenient to carry out the powers granted herein or under law.
- c. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things directed or required to be exercised or done, unless expressly prohibited by statute, or by these By-Laws.
- d. A Board of Director shall not be considered as acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be, in fact, reasonably unwarranted.
- e. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon the membership, employees, suppliers and customers of the KRVA and upon communities in which offices or

other volleyball operations of KRVA are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

f. Every Board of Directors member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Board of Directors and committees, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Board of Directors member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Board of Directors member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

g. KRVA shall indemnify each of its Directors, Officers, and employees whether or not then in service as such (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a Director, Officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his/her duties or was derelict in the performance of his/her duty as Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer or employee may be entitled.

h. Each KRVA Director acknowledges that during his/her service with KRVA that the Director will be exposed to confidential information of KRVA, and therefore is required to execute an appropriate Confidentiality Agreement to protect the aforesaid confidential information from improper use or dissemination.

i. Conflicts of Interest

1. The purpose of this conflicts of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions.
 - (a) Interested Person: Any Director, Officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested Person.

- (b) Financial Interest: A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
 - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under this Section, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

3. Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees of the Board of Directors that are delegated with powers to consider the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest
 - i. An Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she
 - ii. shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - iii. The Commissioner shall, if appropriate, appoint a non-Interested Person or committee to investigate alternatives to the proposed transaction or arrangement.

- iv. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- v. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

- i. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action, and/or institute disciplinary proceedings under the procedures as set forth in **KRVA General Operating Codes** Section VIII. Violations of Codes/Policies and Due Process.

(e) It is expressly disclosed and permitted that a law firm, accounting firm, or book keeping company owned and/or operated by a Director and/or Officer (or a relative of a Director and/or Officer) may be retained to provide legal, accounting, professional, or other services for the Corporation, provided that the fees are reasonable (at or below market rates).

(f) It is expressly disclosed and permitted that the Directors and/or Officers of the Corporation will likely be coaches or athletes on teams participating in the Corporation's tournament(s). Further, said Directors and/or Officers may hire referees, officials, and other contractors for tournaments who they may have a coaching, professional, or financial relationship with, provided that the fees paid are reasonable (at or below market rates).

4. Records of Proceedings.
 - (a) The minutes of the Board of Directors and all committees with Board of Directors delegated powers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
 - ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
5. Compensation.
 - (a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
 - (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
 - (c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
6. Annual Statements. Each Director, principal Officer and member of a committee with Board of Directors delegated powers may annually sign a statement which affirms such person:
 - (a) Has received a copy of the conflicts of interest policy,
 - (b) Has read and understands the policy,
 - (c) Has agreed to comply with the policy, and
 - (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. **Periodic Reviews.** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

2. **Board Membership.** Membership on the Board is open to persons interested in advancing the purpose of the Region who are members in good standing of the Region during the current season prior to the date of election, and meet all requirements and qualifications set forth in these By-Laws.

3. **Board Composition.** The Board is composed of a three (3) person Administrative group and a six (6) person At-Large policy-making group. Members of the Board shall be elected for a term of three (3) years. The Administrative group is responsible for the daily direction and organization of the Region. The elected members of the Administrative group are the Commissioner, the Secretary and the Treasurer. The At-Large group is responsible for the direction, organization and proposed budgeting of events and programs within their designated areas and assigned committees.

4. **One Office.** No individual may hold more than one position on the Board concurrently. However, if there is no qualified candidate for an available position and the Board is unable to find a qualified person to accept the position, an existing Board member may temporarily accept a second post for the sole purpose of aiding the administration of the Region. This member will receive no additional vote for this second Board post.

5. **Board Meetings.** The Commissioner shall preside over all Board meetings and the Annual Meeting. In the absence of the Commissioner, a member of the Board shall preside in the following order: Secretary, treasurer, or a commissioner appointed voting board member if a member of the administrative board is not available. If an appointed voting member has not been identified, the order of presiding board member would be alphabetical by title.

6. **Nominations.** All elected Board positions with terms scheduled to expire on July 31 in any given year shall be announced at the Annual Meeting in the summer prior to that year and advertised on the Region's Web Page. Those individuals interested in becoming candidates for any office must apply to the Nominating Committee by December 1. The Nominating Committee shall identify, solicit and nominate appropriate and qualified candidates for Board positions open for election. All Nominees will be presented to the Board by December 15. Candidates' names, bios and backgrounds will be published between December 15 and April 1.

7. Elections.

- a. Elections for Board shall take place online between April 15 and May 1, and may be done in person at the Region's Voting Meeting.
- b. Voting shall be held in accordance with the Bylaws.
- c. The candidate receiving a majority of the votes cast by the Region's registered adult members who are 18 years of age or older at the time of the election shall be elected. Junior members, regardless of age, are not eligible to vote, and may not re-register as an adult during that season.
- d. Terms of office will commence on August first following the election.
- e. Terms of office will expire on three years hence, on July 31, except as designated, herein, established to initially create a revolving attrition for the Board.
- f. The Commissioner may, but is not required, to appoint judges of election, who need not be KRVA Members, to act at the Region's Voting Meeting. The number of judges shall be one or three. A person who is a candidate for office to be filled at the Region's Voting meeting shall not act as a judge.
- g. The judges of election shall determine the number of members of record and the voting power of each, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and perform the acts as may be proper to conduct the election or vote with fairness to all members.
- h. The judges of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.
- i. On request of the Commissioner, the judges shall make a report in writing of any challenge or question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

8. Vacancies.

- a. If for any reason a Board position should become vacant, the Commissioner shall appoint a successor. The appointment must be confirmed by the majority of all Board members, and will be placed on the agenda to be voted upon at the next scheduled meeting. If confirmed, the successor shall serve for the balance of the unexpired term. If the appointment is not confirmed, the Commissioner will assign a current Board member to fulfill the duties of the vacant position until either a new successor is confirmed or a special election can be held.
- b. In the event the Commissioner position becomes vacant, the Secretary and the Treasurer shall evaluate all qualified candidates and put forth a recommendation to the Board. The appointment must be confirmed by the majority of all Board members, and will be placed on the

agenda to be voted upon at the next scheduled meeting. If confirmed, the successor shall serve for the balance of the unexpired term. If the appointment is not confirmed, the Secretary and Treasurer shall, together, fulfill the duties of the Commissioner until either a new successor is confirmed, or a special election can be held.

c. A special election for any vacated position shall be held in conjunction with the next regularly scheduled elections. Candidates for vacated position(s) shall be selected through the regular nomination process except that if the vacancy should occur after March 1st, the Nominating Committee shall establish a reasonable time line for posting of the position and notification of interest. The elected candidate shall serve for the balance of the unexpired term.

9. Stipends. The Board shall determine appropriate stipends and significant expense reimbursement for individual Board positions. Board members must attend 75% of the scheduled Board meetings for 75% of the meeting to receive the set stipend, unless the Board otherwise authorizes the stipend. Board members shall be entitled to receive only one stipend, even if asked to temporarily fulfill the duties of a vacated Board position. If the stipend amounts between the two positions differ, the Board shall determine which amount is appropriate.

10. Discipline. The Board, acting solely through the Commissioner, and pursuant to KRVA General Operating Codes Section VIII. Violations of Codes/Policies and Due Process, may sanction the members of the Region in accordance with established procedures contained within the Operating Codes, Codes of Conduct and in full compliance with USAV guidelines.

11. Suspension from Board. Any member of the Board may be suspended in the event that the member has committed a disqualifying offense as listed in the Governing Documents of the Region, the USAV Code of Conduct or the KRVA Code of Conduct, or been accused of a serious crime (either misdemeanor or felony) that compromises his/her ability to carry out the duties of the Board position held by that individual. Any suspension proceedings against a Board Member shall proceed as set forth in KRVA General Operating Codes Section VIII. Violations of Codes/Policies and Due Process.

12. Removal for Cause. The Board may remove a member who has (1) been declared of unsound mind by a final order of a court; (2) who has been convicted of a felony; (3) who has violated any KRVA Conflict of Interest policy; (4) for non-attendance at meetings of the Board; or (5) for any other actions that a two-thirds majority of the full Board considers seriously detrimental to the interests of the Region. Any removal for cause proceedings against a Board Member shall proceed as set forth in KRVA General Operating Codes Section VIII. Violations of Codes/Policies and Due Process.

13. Resignation.

a. A Board of Director Member resignation request shall be made only by way of a signed writing to the Commissioner, which shall state the position resigned, as well as an effective date for the resignation.

b. The Commissioner, in the Commissioner's sole and absolute discretion, shall deny the resignation request, or submit the request for action to the Board of Directors.

c. Upon the submission of a Board of Director's resignation request by the Commissioner, the Board of Directors, by a simple majority vote, shall accept or reject a Board Member resignation request, and/or place conditions upon granting the resignation.

G. BOARD ELECTION

1. Board Elections shall take place at the Voting Meeting. Voting may take place in advance of the Voting Meeting via mail and/or electronically as outlined in the General Operating Code. The pre-meeting voting period shall take place over a three-week period prior to voting. Members who voted in the advance voting period shall not be eligible to vote at the Voting Meeting.

2. Each candidate for a contested position shall be given the opportunity to provide the Office with pertinent information which will be posted on the KRVA website between December 15 and March 1. This information can include a short personal bio as well as a formal statement indicating why they are running for office and what they expect to bring to the Board and the Region should they be elected.

H. BOARD QUALIFICATIONS AND DUTIES

1. Qualifications for all Board positions:

- a. Be a citizen or a legal resident of the United States, and age 21 or older by or before the start of the term of office.
- b. Be a member of the Region in good standing at the time of nomination and election; and throughout term of office.
- c. Be registered as an Adult member of the Region for a minimum of two (2) years immediately preceding the election year. In addition, the Office of Commissioner shall require registration as an Adult member for a minimum of five (5) years immediately preceding the election year.
- d. Attend at least 75% of all scheduled meetings for 75% of the meeting of the Board in each and every term year while in office.
- e. Clear all current KRVA and USAV background screening requirements.
- f. An individual who has been suspended from the Board, and whose suspension, upon completion of due process, has been upheld, shall be ineligible to serve on the Board, either through election or by appointment to a vacant Board position, for a period of seven (7) years from the date of final determination of status of said suspension.
- g. An individual who has, for any reason, resigned from the Board twice within a four (4) year period shall be ineligible to run for or serve on the Board for a period of three (3) years, without approval of two-thirds majority of the entire Board.
- h. An individual who has been previously been the subject of any KRVA Disciplinary Proceedings and/or Sanctions during their membership may be excluded from the ballot for a Board of Directors position by the Nominating Committee, in its sole and absolute discretion, acting as set forth at these By-Laws in Section T., Paragraph 8.
- i. An individual whose professional license has been suspended, or revoked, by the applicable governing body for professional licensure shall be ineligible for the Board during the period of that license suspension or revocation. In the event of the restoration of the professional license, the individual may still be excluded from the ballot for a Board of Directors position by the

Nominating Committee, in its sole and absolute discretion, acting as set forth at these By-Laws in Section T., Paragraph 8.

j. The Board's members shall be elected without regard to race, gender, color, religion or national origin. In addition to any additional duties assigned by the Board, or the Region Operating Codes, each Board member shall have the following specific responsibilities and, if identified, special qualifications.

I. ADMINISTRATIVE BOARD

1. Commissioner. Special qualifications: The nominee must have served on the Board for at least one (1) fully completed elected term of office. The Commissioner shall:

- a. Oversee all day-to-day functions of the Region activities with the assistance of the Board, independently contracted personnel and employees;
- b. Provide direct supervision of all independently contracted personnel and employees;
- c. Set the agenda, and preside at all Regular and Annual Board meetings;
- d. Conduct or direct a yearly Regional Championship Event, and/or a National Championship Qualifying event(s) for all Region Members;
- e. Oversee all endowment funds and grant programs;
- f. Attend all national/zonal meetings for Region Commissioners as outlined in the General Operating Code, or appoint a replacement;
- g. Ensure Due Process as defined in the General Operating Code for all Region disciplinary events;
- h. Prepare and update annually a Board calendar for publication by September 1;
- i. Subject to KRVA and USAV due process procedures and requirements, investigate and sanction, or refuse to sanction, any Board or Region member.

2. Secretary. Special qualifications: The nominee must have basic computer skills (word processing), and have good organizational skills. In addition, must have or acquire a complete working knowledge of the Governing Documents of the Region, and of the version of Roberts Rules of Order currently approved for use by the Region. The Secretary shall:

- a. Serve as Chairperson of the Structure and Functions (S&F) Committee, and, as Chairperson, present motions from the S&F Committee to the Board.
- b. Keep the minutes of the Regular and Annual Board meetings in print and electronic format;
- c. Provide proper custodial care of the Region's meeting minutes;
- d. Retain, and as necessary, use the Corporate seal;

- e. In general, perform all duties incident to the office of Secretary and such other duties as assigned by the Commissioner or the Board;
- f. Notify Board Members of scheduled meeting times and places as called by the Board.
- g. Prepare meeting agendas containing all motions and distribute to all
- h. Board members at least three (3) days prior to each scheduled meeting;
- i. Provide interpretations of the Governing Documents of the Region, as required, during meetings of the Board, and in writing at the written request of any member of the Board;
- j. Maintain proper order and decorum during meetings of the Board;
- k. Along with the Commissioner (or chairperson of the meeting), monitor the recognized order of those who wish to speak during discussions of the Board
- l. Monitor all motions on the floor to insure they are proper when offered, properly seconded (as required), and disposed of in proper order;
- m. Maintain proper order during discussions of all motions to insure discussion remains on point. Keep proper timing of all discussions in situations where required by the governing documents of the Region or when the Board has elected to set time limits for discussion of individual topics;
- n. As Chairperson of the Structure and Function Committee, present motions from the S&F Committee to the Board.

3. **Treasurer.** Special qualifications: The nominee must have basic computer skills (spreadsheets) and at least a fundamental knowledge of bookkeeping/accounting, banking and budgeting principles. Upon gaining office, gain or possess a basic knowledge of fund accounting and not-for-profit tax regulations. The Treasurer shall:

- a. Ensure proper management all funds and securities of the Region;
- b. Ensure receipt for monies due to the Region from any source;
- c. Ensure deposit of all such moneys in the name of the Region in bank, trust company or other depositories as selected in accordance with provisions of these By-Laws;
- d. Prepare annual Budgets, Projections, and reports of the Region's fiscal activities;
- e. Ensure that an annual audit is performed in accordance with the By-Laws;
- f. Prepare and file (or monitor the preparation and filing of) all financial reports, tax returns and national financial records in a timely fashion. Assess and recommend independent entities for auditing and tax preparation services;

g. Supervise and monitor the financial activities of all Region divisions, independently contracted personnel, and employees;

h. Serve as a member of the Tom & May Ridge Memorial Endowment Committee

J. POWERS OF THE BOARD - LIMITATIONS

1. It shall be the Region policy to budget and disburse each year substantially all of its ordinary net income to advance its primary and specific purposes as stated herein. The Board may direct that additional revenues be collected and placed in appropriately targeted funds, including funds for technological innovation, property or equipment acquisition, or other specifically identified programs. All unspecified financial donations or contributions shall be added to the Region endowment. To achieve its purposes the Region may receive and hold money, tangible or intangible property, or real estate. The Region, through its Board, may borrow money, mortgage or pledge real or personal property as security, use or expend the funds and property of the Region, and do all things necessary or convenient to carry out the powers granted herein or under law.

2. The Board shall not:

a. Lend any part of its income or principal without adequate security and guaranteed receipt of a reasonable return of interest on the loan;

b. Make any part of the Region's services available on a preferential basis;

c. Make any substantial purchases of securities or other property from members, their families, or their companies;

d. Sell any substantial Region property to members, their families, or their companies for less than adequate consideration;

e. Engage in any transaction that results in a substantial diversion of Region income to members, their families, or their corporations.

K. MOTION PROCEDURES

1. Motions for the operation of the Region may be offered by any member of the Board. Motions which would impact any Operating Code or Region Budget shall be submitted to the Secretary at least five (5) days prior to any scheduled meeting of the Board, except for the annual Planning Meeting. Such Motions will be posted in accordance with the following format.

2. Motion Form:

Motion: _____

Submitted by: _____

Committee: _____ Committee Vote: _____

Operating Code Affected: _____

Budgetary Impact: _____ (Budget Detail Attached)

L. BUDGET PROCEDURES

1. Each Committee Chair shall, with the assistance of the Treasurer, prepare and submit a scope of mandated and planned activities, as well as a proposed budget at least one (1) week prior to the scheduled annual Planning Meeting.
2. The budget must provide for all activities mandated in the By-Laws and Operating Code, and shall also provide for any additional programs, activities and functions planned for the coming fiscal year.
3. Approval of the budget shall constitute full and final approval for execution of all budgeted activities.
4. The Board must approve expenditures and financial commitments for any activity or program not considered in the approved budget. Such approvals may be obtained separately or through a combined Motion.
5. Budget Motions shall conform to the structure and content guidelines for Motions as contained. Budget items which exceed or will exceed 10% of the approved amount shall require re-approval by the Board.

M. INDEPENDENTLY CONTRACTED PERSONNEL

1. The Board may hire, on an independent contractor basis, various persons, firms, companies, or corporations, or it may hire employees who will assist the Board in performing the day-to-day operations of the Region, under supervision of the Commissioner and the Board.
2. Specific duties and responsibilities will be set forth in the contract between the Region and the contracted party.

N. ASSETS

1. The Commissioner, Treasurer, or other persons designated by the Board may endorse all checks drawn against the Region's checking accounts;
2. The Commissioner, Treasurer, or other persons designated by the Board may sign all deeds, mortgages, leases, and tax returns. Contracts may be signed by the Commissioner or the Treasurer or by such other person or persons as the Board may from time to time authorize in writing;
3. Loans shall not be contracted on behalf of the Region or evidence of indebtedness issued in its name unless authorized by a specific resolution of the Board;
4. All funds of the Region shall be deposited as received in the Region's financial accounts with such bank, trust company or other depositories as the Treasurer or Commissioner may select with the approval of the Board;
5. To ensure the Region's continuity, solvency, and ability to carry out its functions, the Board may establish and maintain a permanent endowment;
6. Dues, annual or otherwise, shall be set by the Board and specified in the Operating Codes;

7. Within 45 days of the close of each fiscal year the Treasurer shall see that the financial records of the region for that year are turned over to a Board approved accountant for the purposes of performing an audit of the region and preparing any tax documents that the Region is obligated to file.

O. FISCAL YEAR

1. The fiscal year of the Region shall begin on September 1 and end on August 31.

P. MEETINGS

1. The Annual Meeting of the Region shall be held each year at such time as specified by a resolution of the Board. Elections shall be held at the Annual Meeting for those Board positions whose terms of office expire July 31 of the current season.

2. With the exception of the Annual Meeting and the Planning Meeting, any remaining meetings may be conducted via teleconference or electronically via the internet at the discretion of the Commissioner. Procedures for teleconference meetings and electronic meetings shall be provided in the General Operating Code.

3. The Board shall have the power to transact its business by mail, electronic-mail, telephone, facsimile or the internet, if in the judgment of the Commissioner, the circumstances or urgency of the situation requires such action.

4. For any Board meeting to be considered valid, the meeting must be called, with notification made to all Board members, a minimum of fourteen (14) days in advance for a physically conducted meeting. Notification of at least five (5) working days shall be required for an electronic or teleconference meeting. Notification may be made live within meetings, via e-mail, telephone or regular post. Notice requirements may be modified or waived in accordance with Section P below.

5. The Board shall meet a minimum of four (4) times per year; the dates to be selected by the Board and published as soon as convenient.

6. The Secretary shall compile agenda items and Motions from Board members, to be distributed to all Board members at least three (3) days prior to the meeting date. Motions shall conform to structure and content guidelines as contained. Any Board member may offer Motions or request items be placed on the Board's agenda.

7. Division meetings shall be scheduled, conducted and chaired by their respective Board representatives.

8. Meetings shall be scheduled to permit the budgets and motions developed by the committee to be submitted in accordance with deadline, structure and content guidelines for Motions as contained.

Q. CORPORATE SEAL

1. Unless otherwise required by law, no action herein shall require a corporate seal.

R. WAIVER OF NOTICE

1. The transactions of any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly held after call and notice, if (a) a quorum is present, or (b)

either before or after the meeting, each of the Board members not present signs a written waiver of notice or consent.

2. All waivers or consents and approvals shall be filed with the Region records or made a part of the minutes of the meeting.

3. Notices of a meeting shall also be valid with respect to any Board member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

S. QUORUM

1. A minimum of five (5) voting Board members shall constitute a quorum for the transaction of business. The Board members making up the quorum at any given meeting must be present at the meeting. In the absence of a quorum at any properly scheduled board meeting the voting members of the administrative board shall, by majority vote, have the power to act in the best interest of the region.

2. Presence at a meeting is defined as physically present at a meeting location or electronically in a form enabling the distant Board member to hear and participate in all discussion and review all reports or other documents presented at the meeting; or for an electronic or teleconference meeting, to be connected to the meeting as defined within established General Operating Code guidelines.

3. Each Board member present may cast one vote on any motion or issue before the Board.

4. Each Board member shall have sole responsibility to abstain from discussing or voting on issues where they have an actual or substantial perceived conflict of interest.

5. The act of a majority of the Directors present at meeting in which a quorum is present or the act of the majority vote of the administrative board as described above shall be the act of the Board, except as otherwise noted in these By-Laws.

6. Actions taken by the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the By-Laws or when a definite effective date/time is specified in the motion.

7. If less than a quorum is present at a meeting, a majority of the Directors present may move to adjourn the meeting without further notice until a quorum shall be present.

T. STANDING COMMITTEES

1. The Commissioner appoints the Chairpersons of all Standing Committees unless otherwise directed in these By-Laws. Chairpersons of all Standing Committees will vote in committee decisions and appoint the members of their committee, unless otherwise directed in these By-Laws. Except where specified, committee members must be regular members of the Region but do not have to be members of the Board. All Commissioner appointments must be confirmed by a majority of the quorum of the Board members present at any scheduled Board meeting.

2. Standing Committees will consist of a minimum of three members, and not more than ten members, unless otherwise directed.

3. The Commissioner is an ex-officio member of all Standing Committees, except as noted under Nominating Committee.
4. Any voting member of a Standing Committee may request a special meeting of that committee.
5. Each Standing Committee shall have the authority to delegate any of its responsibilities to a subcommittee or individual member as the committee deems appropriate.
6. Committee members shall deliberate, advocate and act for the overall good of the Region and the sport.
7. If a Board member is serving as an Independent Contractor to the Region, he/she cannot serve as a voting member of any committee other than a Standing Committee they are responsible to Chair. Exception: If the Treasurer is also serving as an Independent Contractor, in the capacity of serving on the Tom and May Ridge Memorial Endowment Committee (as required by the By-Laws), (s)he will be afforded the full privileges as all other Trustees/members of that committee.
8. Nominating Committee.
 - a. Shall be appointed by the Administrative Board, and consist of an “odd” number of total members, not to exceed five (5) people;
 - b. Shall select their own committee chair from among each year’s members;
 - c. Shall identify, solicit, qualify, and nominate candidates for Board positions open for election, and advise the Board of any members who have presented themselves as candidates for election to the Board;
 - d. Shall ensure that each candidate presented for elected office meets the minimum eligibility requirements for the position sought, as established by the governing documents of the Region:
 - e. In a year the office of Commissioner is to be elected, either in a regular or special election, the Commissioner shall not be a member in any capacity of the Nominating Committee; One member of the Administrative Board shall take the place of the Commissioner.
 - f. Except as noted in (e), above, in the year following the election of the Commissioner, the Commissioner shall serve as a full member of the Nominating Committee.
 - g. The KRVA Board has vested within the Nominating Committee the exclusive power to nominate qualified candidates for board of director positions. Only board of director candidates approved by the Nominating Committee, by a simple majority of committee members, shall appear on the ballot. There shall be no board of director candidate “nominated from the floor” or permitted as a ballot “write-in.”
 - h. Any decision of the Nominating Committee denying a ballot position shall be final and unappealable.

9. Structure and Functions Committee

a. This committee shall consist of four (4) members. One member shall be the KRVA Secretary, who will serve as Chairperson. The Commissioner shall appoint the remaining three members of this committee.

b. In recognition of the need for long-term continuity on this committee, the appointees shall serve rotating terms of three years except that in the first appointments following the enactment of this section one of the three appointees shall serve one year and one shall serve two years.

c. This committee shall be responsible for maintaining and keeping up to date the Bylaws and Operating Codes of the Region (hereafter called the Governing Documents), and annually review the Bylaws and General Operating Code to insure compliance with any directives issued by USAV or any bona fide legal jurisdiction, and submit revisions and/or amendments addressing such compliance issues. This committee shall, upon notification to the Board, be authorized to correct errors in spelling, grammar and punctuation found in the Governing Documents without requiring a vote of the Board, provided such change will in no way alter the meaning, intent or interpretation of the effected clause. If any Board member objects to the change within 5 business days of notification, the change will not be made without passing through the full process required for changes, as appropriate.

d. This committee shall assist all Board Members, as requested, with an annual review of the Operating Codes to insure compliance with any directives issued by USAV or any bona fide legal jurisdiction.

e. This committee will review all proposed amendments and/or changes to the Governing Documents to insure the proposal is clear, concise, properly worded, not conflicting with or already addressed in any sections of the Governing Documents, and appropriate for the document the proposal is meant to change. At the same time, the review shall identify all other sections of the Governing Documents that may be affected and require ancillary changes should the proposal pass, and incorporate those changes in the final proposal to be voted on.

f. Upon review of proposed amendments and/or changes to the Governing Documents, the committee is authorized to take any of the following actions:

(1) If the proposal is unclear, discuss its purpose with the proposer to insure clarity and assist the proposer in crafting appropriate language, as required;

(2) If already covered elsewhere in the Governing Documents, return it to the proposer, identifying where it is covered, and ask the proposer to consider withdrawing the proposal.

g. This committee is not permitted to withhold or prevent a vote of the Board on any properly submitted proposed change to the Governing Documents. All proposals, unless withdrawn by the proposer, shall be submitted to the Board for timely disposition. The committee may choose to make a recommendation to the Board as to disposition of the proposal with clarification of the recommendation, but is not required to make such recommendation.

10. Tom and May Ridge Memorial Endowment Committee

- a. This committee shall consist of five (5) members. The Commissioner shall appoint the members of this committee.
- b. In recognition of the need for long-term continuity on this committee, the appointees shall serve rotating terms of three years except that in the first appointments following the enactment of this section one of the three appointees shall serve one year and one shall serve two years.
- c. This committee shall elect its own Chairperson.
- d. This committee shall be responsible for soliciting and collecting grant applications, reviewing all grant requests, and making appropriate recommendations to the Board and the Ridge family for the yearly grant. Further, this committee shall promote contributions to the Endowment and review its investments; the committee may make recommendations to the Board related to contributions, investments, and long-range plans for the Endowment.
- e. This committee shall perform any follow-up investigation as deemed appropriate to insure proper application and disposition of Endowment grants.

U. SPECIAL COMMITTEES

1. Special Committees are formed to serve a specific short-term need of the Region, and shall be disbanded once the goals and objectives of the committee's scope/task have been achieved. The Commissioner shall have the authority to create such Special Committees as are necessary and appropriate for the proper governance and operation of the Region.
2. The Commissioner shall appoint the chairpersons and members of all Special Committees unless otherwise directed in these By-Laws. Chairpersons of all Special Committees will vote in committee decisions. Except where specified, committee members must be regular members of the Region but do not have to be members of the Board.
 - a. Special Committees will consist of a minimum of three members and not more than five members, unless otherwise directed;
 - b. The Commissioner is an ex-officio member of all Special Committees;
 - c. Any voting member of a Special Committee may request a meeting of that committee;
 - d. Each Special Committee shall have the authority to delegate any of its responsibilities to a sub-committee or individual member as the committee deems appropriate, subject to review and oversight by the Board;
 - e. Committee members shall deliberate, advocate and act for the overall good of the Region and the sport;
 - f. Independent Contractors of the Region can neither chair nor be voting members of Special Committees.

V. AMENDMENT TO BY-LAWS & OPERATING CODES

1. These By-Laws may be amended, altered or repealed, and new By-Laws may be adopted by the majority of all Board members in attendance, the vote to take place during any scheduled Board meeting at which a quorum has been established. However, notice of the proposed amendment(s) must be submitted to all board members in writing, either delivered in person or mailed and postmarked using first class mail, and posted on the Region's web site, at least thirty (30) days prior to the meeting.

2. The Operating Code(s) may be amended, altered or repealed, and a new Operating Code(s) may be adopted by a majority of the quorum of the Board members present at any regular or special Board meeting. However, notice of the proposed operating code changes must be submitted to all board members in writing, at least three (3) days prior to the meeting.

3. The Structure and Functions Committee shall, upon notification to the Board, be authorized to correct spelling, grammatical and punctuation errors to the Governing Documents without requiring a vote of the Board, provided such change will in no way alter the meaning, intent or interpretation of the effected clause. Notification shall be in writing, via email. Board members shall have ten (10) business days to object to the corrections being made without a vote of the Board. If such objection is raised, the S&F Committee shall submit the changes for vote at the next meeting of the Board.

W. RULES OF PROCEDURE

1. Robert's Rules of Order (10th Edition) shall govern the conduct of all Region meetings.

X. OPERATING CODES

1. The Board is authorized to adopt Operating Code(s) by which volleyball in the Region shall be governed.

2. Unless superseded by the Region Operating Code(s) the USAV Operating Code for the Regional Operations Division shall be an integral part thereof.

3. In all cases of ambiguity, interpretation, or omission in any of the Governing Documents, the rule and interpretation shall be applied as closely as possible to any National USA Volleyball Rules governing similar situations. Any exceptions or deviations to the rules or guidelines published by USAV should be clearly defined in the Region governing documents. Examples of the USAV rules include the USA Volleyball Domestic Competition Regulations, the USA Volleyball Official Guide, The USA Volleyball Qualifier Manual, and the USA Volleyball Tournament Guides for the National Championships.

Y. DISSOLUTION

1. In the event of the dissolution of the Corporation/Region, or termination of recognition as a USA Volleyball Regional Association by USA Volleyball, the Board of Directors shall, after paying and/or providing for any liabilities of the Corporation/Region, distribute all remaining assets to an organization or organizations which possess "not-for-profit" status (as defined by appropriate Internal Revenue Service codes) at the time of dissolution.

2. Such organization(s) shall share the purposes and objectives for the development and furtherance of Volleyball as set forth in the Articles of Incorporation and the Bylaws of KRVA, and shall be located within the geographic served by the KRVA.

Z. SAVINGS PROVISION

1. The invalidity of any provision of these By-Laws shall not affect the other provisions hereof, and in such event these By-Laws shall be construed in all respects as if such invalid provision were omitted. The descriptive headings of Articles and Sections used in these By-Laws are inserted for convenience only and are not intended to and do not have any operative effect.