

# AMENDED BYLAWS OF THE COLUMBIA EMPIRE VOLLEYBALL ASSOCIATION

## **ARTICLE I**

### **Section 1**

**Name.** The name of the corporation shall be USVBA Columbia Empire Region Volleyball Association, commonly known by the assumed name "CEVA" and hereinafter referred to as the Region or the Corporation.

### **Section 2**

**Offices.** The principal office of the Corporation shall be located in Beaverton, Oregon. The corporation may from time to time establish such other offices as the Board of Directors may designate or as the business of the Corporation may require.

### **Section 3**

**Voting Members.** Voting Members of the Region include individuals 18 years of age or older designated on the date of registration as a full adult member of the Region.

## **ARTICLE II**

### **Section 1**

**Purpose and Powers.** Subject to the provisions of the Oregon Nonprofit Corporation Act (the "Act") and the corporation's articles of incorporation, as amended and restated (the "Articles"), the primary purpose of the corporation is to foster regional, national, and international amateur volleyball competition, and to engage in any other lawful activity for which corporations may be organized and operated under the Act. Subject to the provisions of the Act and the Articles, the corporation has all powers permitted to be exercised by a corporation organized under the Act.

### **Section 2**

**Objectives.** Specific objectives and purposes of this corporation are:

- (A) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, and parks;
- (B) To provide practice volleyball sessions, classroom lectures, seminars, and panel discussions through which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;
- (C) To foster and conduct area, regional, state, and national amateur volleyball competitions;
- (D) To act as the official representative of USA Volleyball (USAV) within the area designated by USAV as the Columbia Empire Region;

- (E) To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States;
- (F) To foster and conduct amateur volleyball programs between the United States and other nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own;
- (G) To engage in other activities related to educating the public regarding volleyball.

## ***ARTICLE III***

### **Section 1**

**Board of Directors Membership.** The Board of Directors shall consist of not less than six (6) and not more than twelve (12) members. The number of Directors on the Board shall be set from time to time by resolution of the Board.

Membership on the Board shall be limited to no more than two (2) representatives from a single club. Club affiliation shall be determined at the time an individual's nomination is submitted to the Nominating & Elections Committee for consideration. Individuals are eligible to serve their full term as a Director (as outlined in Section 7) regardless of club affiliation after their election.

Should a Director change their club affiliation during their term so that the Board has two (2) representatives from the same club serving simultaneously, there may not be an additional member added to the Board that is affiliated with that same club.

### **Section 2**

**Director Qualifications.** Membership on the Board of Directors shall be open to all individuals who are interested in furthering the purposes of this corporation as expressed in Article II of these Bylaws.

### **Section 3**

**Representation.** The Board of Directors must have representation from the following constituencies:

- (A) A minimum of one director must be affiliated with a club with six (6) or fewer teams registered with CEVA. Club size is determined at the time the individual's nomination is submitted to the Nominating & Elections Committee.
- (B) A minimum of one director must be unaffiliated with a CEVA-sanctioned club (i.e. may not serve as a club director, club coach, or club administrator). Club affiliation is determined at the time the individual's nomination is submitted to the Nominating & Elections Committee.

### **Section 4**

**Membership-Elected Directors.** Seven (7) Directors shall be elected by a majority vote of the ballots cast in the general election. These Directors, who shall be referred to as Membership-Elected Directors, shall represent the following membership constituencies:

- (A) **Elected in Even Years:** Adult Representative, Geographical Representative, Junior Boys Representative.
- (B) **Elected in Odd Years:** Junior Girls Representative, Officials Representative, Parent Representative, Diversity & Inclusion Representative.

### **Section 5**

**Board-Elected Directors.** The Board of Directors may elect up to five (5) additional Directors, designated as Board-Elected Directors. The Board-Elected Directors shall provide professional expertise deemed necessary by the Board of Directors, as well as represent the best interests of the sport of volleyball. The Board-Elected Directors shall be nominated by the Nominating/Elections Committee. They may be elected by the Board of Directors at any regular or special Board meeting. They will serve as Directors for the Fiscal Year during which they are appointed until the first meeting of the new Board.

If the representation requirements in Article III, Section 3 are not met, Board-Elected Directors must be appointed to allow those requirements to be met.

### **Section 6**

**Director Qualifications.** Each Director shall meet the following qualifications:

- (A) Must be a full adult member of the Region, shall have a cleared background screen, and have completed Safesport certification. If the Director does not have these credentials upon election, they must be completed as soon as practicable following their election.
- (B) Must act as an intermediary for all members of the Region to express ideas to the Board.
- (C) Must be interested in, and willing to promote, Region programs.
- (D) Must be willing and reasonably able to attend regular and special Board meetings.
- (E) Must be affiliated with the membership constituency of the Region that the specific position represents (if membership-elected).

### **Section 7**

**Director Term of Office – Period of Nonemergency.** When no Emergency (as defined below) exists, individuals may serve no more than four (4) consecutive full Fiscal Years as a Director. Once a Director has served 4 consecutive full years, that individual must leave the Board of Directors for at least one (1) Fiscal Year before again being eligible to serve as a Director. Where an individual is first appointed as a Board-Elected Director to fill a vacancy under Section 8 below, the Fiscal Year during which the appointment is made shall not count towards the four (4) full Fiscal Year term limit under this section.

**Director Term of Office – Period of Emergency.** If (a) a director's term ends in any Fiscal Year in which an emergency exists, and (b) the Executive Director determines that, in their discretion,

an emergency exists, and (c) a total of 2/3 of the total membership of the current Board of Directors determines that an emergency exists, then the General Election normally scheduled in the fiscal year in which the emergency is determined shall not occur, and terms of Board members shall automatically be extended by one fiscal year. Additionally, committee members shall not have to re-nominate themselves in the fiscal year in which the emergency exists.

The determination by the Executive Director must be made in writing to the Board of Directors. The Board may make their determination of an existing emergency at any regular or special meeting. The Board will produce a written document outlining their determination that will be signed by the current President.

**Emergency Defined.** For purposes of Article III, Section 7, an emergency means (i) a catastrophic event including but not limited to a fire, plane crash, tornado, flood or snowstorm materially affecting the property of operations of CEVA for an indeterminate time or (ii) a state-wide or national emergency declared by the Governor of Oregon, the Governor of Washington, or by the President of the United States or (iii) a pandemic or similar event that has adversely affected, and reasonably will adversely affect for an indefinite time, the activities of CEVA or (iv) any similar event to those listed in this section.

**Number of Extensions.** In no event may a director extend their term more than once under the language of Article III, Section 7.

**Removal During Emergency.** The declaration of an emergency, as defined above, shall not negate the right of the Board to remove a director, pursuant to Article III, Section 10, during an emergency.

### **Section 8**

**Director Vacancy.** All vacancies on the Board of Directors shall be referred to the Nominating/Elections Committee. The Nominating/Elections Committee shall submit a list of qualifying applicants for the vacancies to the Board of Directors at the next regular or special meeting.

### **Section 9**

**Mid-Term Director Vacancy.** The Board of Directors shall vote on nominees to fill the mid-term Director vacancies according to the following protocol:

- (A) Membership-Elected vacancies:
  - (1) If the remaining term of the vacant Membership-Elected Director position is for less than one (1) year, the position is not to be filled until the next membership election.
  - (2) If the remaining term of the vacant Membership-Elected Director position is for more than one (1) year, the position is not to be filled until the next membership election. At that next membership election, the position will be filled for a one-year term, instead of for the two-year term that generally applies to Member-Elected Director positions.

- (B) Board-Elected vacancies. The Board of Directors shall vote on the nominees to fill a Board-Elected Director vacancy. The individual appointed to replace the Board-Elected Director shall serve until the first meeting of the new Board of Directors.

### **Section 10**

**Removal of Directors.** Any Director, elected or appointed, may be removed from the Board by a two-thirds (2/3) vote of the Directors present and voting at any special or annual meeting. The removal shall be without prejudice to the contract rights, if any, of the individual so removed. Prior to any removal, the Director sought to be removed must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on their own behalf before the Board of Directors at that meeting.

For the avoidance of doubt, the Director who is being considered for removal shall not be entitled to participate in the vote concerning their removal.

A Director removed from the Board under the provisions of this section shall be ineligible to serve on the Board for two years from the date of their removal. If the member falls out of good standing with the Region, or if the member is removed from the Board due to their standing in the Region, they must maintain good standing in the Region for two consecutive years prior to being eligible to return to the Board.

## ***ARTICLE IV***

### **Section 1**

**Powers of the Board of Directors.** The Board of Directors, in furtherance of the specific and primary purposes of this nonprofit corporation as expressed in its Articles of Incorporation, may perform such acts as are necessary or convenient to exercise the powers of this nonprofit corporation stated in its Articles of Incorporation, and generally may do or perform, or cause to be done or performed, any act which the corporation lawfully may do or perform in the furtherance of its specific and primary purposes as stated in its Articles of Incorporation.

The Board of Directors shall manage the business, property, and affairs of this corporation.

Additionally, each member of the Board of Directors:

- (A) Shall attend regular or special meetings of the Board of Directors, which may be held upon giving at least three (3) days written notice and at such times and at such places as shall from time to time be determined by the Board or as may be determined by the President.
- (B) Shall be entitled to one vote. No cumulative voting shall be permitted. Voting may be by written or oral ballot.
- (C) Shall serve without compensation. Directors shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

- (D) Shall not be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this nonprofit corporation shall look only to the assets of this nonprofit corporation for payment.

## **ARTICLE V**

### **Section 1**

**Officers.** The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Each officer will be a current member of the Board of Directors. No two offices may be simultaneously held by the same individual.

### **Section 2**

**Officer Elections.** The officers of this corporation shall be elected annually by the Board of Directors at its first meeting after the annual meeting of this corporation. Each officer shall hold office for a one (1) year term.

Officers are elected by a majority vote of the full Board of Directors.

Each Director elected to a position of officer shall hold such office until their successor shall have been duly elected and qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

### **Section 3**

**Officer Removal.** Any Director elected to an officer position by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Removal requires a vote of a majority of the Directors entitled to vote on the removal; for the avoidance of doubt, the Director who is being considered for removal shall not be entitled to participate in the vote concerning their removal.

### **Section 4**

**Vacancy.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

### **Section 5**

**Special Appointments.** The Board of Directors may elect or appoint such other officers, assistant officers, agents, administrators, teachers, and other employees, as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

### **Section 6**

#### **President's Duties.**

- (A) The President shall be the chief executive officer of the corporation.

- (B) The President shall preside at all meetings of the Board of Directors.
- (C) The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any legal instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or the Oregon Nonprofit Corporation Act to some other officer or agent of the corporation.
- (D) The President shall perform such other duties as may be prescribed by the Board of Directors.

## **Section 7**

### **Vice President's Duties.**

- (A) In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (B) The Vice President shall be the chairperson of the Nominating & Elections Committee.

## **Section 8**

### **Secretary's Duties.**

- (A) The Secretary shall have the authority and responsibility assigned by the Board of Directors, which shall include general oversight of the following:
  - (1) Recording the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
  - (2) Keeping the corporation's non-financial records and making the same available for inspection;
  - (3) Sending written notice of the time and place of all meetings of the Board and seeing that all notices are duly given in accordance with the provisions of these Bylaws and as required by the Oregon Nonprofit Corporation Act; and
  - (4) Performing such other duties as from time to time may be assigned by the President or by the Board of Directors
- (B) Employees of the corporation shall have the responsibility and authority (to the extent granted by the Board of Directors) to perform the actual duties described above and the Secretary shall provide general oversight of such actions; and, as provided in the Articles of Incorporation, the Secretary's liability for such oversight shall be limited to the extent allowed by Oregon law.

- (C) The Secretary shall be the chairperson of the Policy and Appeals Committee and, accordingly, shall be the chairperson of the Selected Committee empaneled to render appeals decisions.

## **Section 9**

### **Treasurer's Duties.**

- (A) The Treasurer shall have the authority and responsibility assigned by the Board of Directors, which shall include general oversight of the following:
  - (1) The keeping of all funds and securities of the Corporation;
  - (2) The filing of all necessary financial reports to be filed with any government;
  - (3) The receipt of monies due and payable to the Corporation from any source whatsoever, and the deposit of all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors;
  - (4) The disbursement of the funds of the Corporation as ordered by the Board of Directors, including proper vouchers, checks or drafts for such disbursements;
  - (5) The preparation of written statements of the financial standing of the Corporation; and
  - (6) The performance of such other activities assigned by the Board of Directors.
- (B) The employees of the Corporation shall have the responsibility and authority (to the extent granted by the Board of Directors) to perform the actual duties described above, and the Treasurer shall provide general oversight of such actions; and as provided in the Articles of Incorporation, the Treasurer's liability for such oversight shall be limited to the extent allowed by Oregon law.
- (C) The Treasurer shall be the chairperson of the Finance Committee.
- (D) In the event of their resignation, retirement, or removal from office, the Treasurer shall return to the Corporation or turn over to their successor all monies, securities, vouchers, books, paper, and property of every kind and description in their possession or under their control belonging to the Corporation.

## ***ARTICLE VI***

### **Section 1**

**Indemnification.** The Corporation shall indemnify any person who was or is a party to 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 is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe their action was unlawful. Indemnification may include, but is not limited to the following:

- (A) 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 reasonable believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding that he had reasonable cause to believe that this conduct was unlawful;
- (B) To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith;
- (C) 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 of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Directors on a majority vote of quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in written opinion;
- (D) 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 upon receipt of an undertaking by or on behalf of the Director or officer to repay such expenses unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation;
- (E) The indemnification provided by the Article shall not be deemed exclusive of or in any way limit any other rights to which any person indemnified may be or may become entitled as a matter of law, by the Articles of Incorporation, or otherwise, with respect to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person; and

- (F) If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

## ***ARTICLE VII***

### **Section 1**

**Assets.** The Board of Directors holds responsibility for the fiduciary well-being of the Corporation. The Corporation's assets will be managed in the following manner:

- (A) All bank checks drawn against the Corporation's checking accounts shall be signed by the President or Treasurer or by such other person or persons as the Board of Directors may from time to time determine.
- (B) Deeds, mortgages, leases, and contracts may be signed by both the President and the Secretary or by such other person or persons as the Board of Directors may authorize.
- (C) No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- (D) All funds of the Corporation not otherwise employed shall be deposited as received in the Corporation's checking account or in a savings account with such bank or banks or other depositories as the Board of Directors may select.

## ***ARTICLE VIII***

### **Section 1**

**Executive Committee.** There shall be an Executive Committee of the Board of Directors of this Corporation, which shall consist of the elected officers of the Corporation.

### **Section 2**

**Duties.** The Executive Committee shall exercise such control of the affairs and business of the Corporation as may be directed to it from time to time by the Board of Directors except such matters which by these Bylaws or by the laws of the State of Oregon must be reserved to the Board of Directors or to the membership of the Corporation or both except as provided in ORS 65.301.

### **Section 3**

**Procedures.** A majority of the members of the Executive Committee may fix its rules of procedure. All actions by the Executive Committee shall be reported to the Board of Directors at the regularly scheduled Board of Directors meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors; provided, however, that no rights or acts of third parties shall be affected by such revision or alteration.

Meetings of the Executive Committee shall be called, from time to time at the direction and upon the request of any member thereof. Notice of such meetings, unless waived, shall in each instance be given to each member of the Executive Committee at least one (1) day before the meeting, either orally or in writing.

All actions taken by the Executive Committee shall be by a majority of those serving on the Executive Committee if taken at a meeting or by unanimous written approval if taken without a meeting. The Executive Committee shall keep records of its activities and proceedings as deemed appropriate. At least three members of the Executive Committee must be present at a meeting to constitute a quorum for such meeting.

#### **Section 4**

**Conflict of Interest.** The purpose of the Conflict-of-Interest Policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an employee, 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.

### ***ARTICLE IX***

#### **Section 1**

**Standing Committees.** There shall be eight (8) standing committees of this Corporation as listed below. Each standing committee shall have a minimum of three (3) committee members and a maximum of seven (7) committee members.

Committee members must be full members of the Region at the time of their selection, or must become full members as soon as practicable following their selection. Committee chairs may develop qualifications for service on their committees that are in addition to, but not in conflict with, the language in this section.

- (A) **Finance Committee:** Concerned with budgets and overall financial operations. The Finance Committee shall be chaired by the Treasurer of the Corporation.
- (B) **Policy and Appeals Committee:** Responsible for developing and maintaining the policies and rules of the Region and addressing appeals. The Policy and Appeals Committee shall be chaired by the Secretary of the Corporation.
- (C) **Junior Girls' Committee:** Responsible for developing and maintaining policies, procedures and formats within the junior girls' constituency of the Region, as defined by USA Volleyball. The Junior Girls' Committee shall be chaired by the Junior Girls' Representative. Membership on this committee shall emphasize inclusion of small clubs, clubs outside the geographical area of Portland, a diversity of representation by age division and a representative from the officials' division. Membership of this committee shall not exceed nine (9) members.
- (D) **Junior Boys' Committee:** Responsible for developing and maintaining policies, procedures and formats within the junior boys' constituency of the Region, as

defined by USA Volleyball. The Junior Boys' Committee shall be chaired by the Junior Boys' Representative. Membership on this committee shall emphasize inclusion of small clubs, clubs outside the geographical area of Portland, a diversity of representation by age division and a representative from the officials' division. Membership of this committee shall not exceed nine (9) members.

- (E) **Adult Committee:** Responsible for developing and maintaining policies, procedures, formats and budgets within the adult constituency of the Region, as defined by USA Volleyball. The Adult Committee shall be chaired by the Adult Representative.
- (F) **Officials Committee:** Responsible for developing and maintaining policies, procedures, formats and budgets with regards to referees, scorekeepers and tournament Directors within the Region. The Officials Committee shall be chaired by the Officials' Representative. This committee shall consist of the Referee Director, the Scorekeeper Director, as well as representation from Head Officials and Regional Officials.
- (G) **Diversity and Inclusion Committee:** The Diversity & Inclusion Committee is responsible for development and implementation of best practices to ensure CEVA creates an environment free from discrimination or exclusion based on sex, race, sexual orientation, gender identity, religious affiliations, or other personal attributes. The Committee will seek to implement policies and programming to help educate CEVA's membership about these values and will be chaired by the Diversity and Inclusion Representative.
- (H) **Nominating/Elections Committee:** The Nominating/Elections Committee shall be chaired by the Vice President of the Board of Directors. This committee shall include a representative from the Diversity & Inclusion Committee, and no less than three (3) full adult members of the Region who are not Directors.

The principal functions of the Nominating/Elections Committee are to:

- (1) Continually recruit for Board member positions;
- (2) Verify that applicants meet Board position qualifications;
- (3) Present nominations to the Board of Membership-Elected and Board-Elected Director positions; and
- (4) Coordinate the general election process of the Membership-Elected Director positions.

The Nominating/Elections Committee shall be informed of all Board of Director openings and potential candidates for Director positions.

## **Section 2**

**Appeal Committees.** Responsible for hearing appeals from sanctioned members. The Corporation's Executive Director shall assemble this committee. The Appeal Committee shall

consist of eight (8) full adult members of the Region with no direct interest or bias in the matter under appeal. This Appeal Committee is a special committee of the Policy and Appeals Committee that does not need to be assembled unless and until a sanctioned member has made an appeal.

All aspects of the appeals process shall be governed by the procedures outlined in the Corporation's "Sanction & Appeal Procedures" policy.

The sanctioned member shall be provided with a list of the members of the Appeals Committee and may choose five (5) members from among that committee to hear the appeal (the "Selected Committee"). The Selected Committee shall be chaired by the Chair of the Policy and Appeals Committee, who shall preside over, but not participate in, decisions of the Selected Committee.

The Selected Committee shall render an appeal decision in writing. The Selected Committee's decision may be accepted by the sanctioned party, or appealed to the full Board of Directors. Any CEVA Board member with a conflict of interest or bias in the matter may be excused from a hearing before the Board on the member's own motion or upon a majority vote of the remaining members of the Board. The decision of the Board of Directors is final and there is no further appeal.

### **Section 3**

**Other Committees.** The Board of Directors may, from time to time, appoint other special committees for such limited purposes and limited times as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee from time to time by the Board of Directors, except such powers as are prohibited under ORS 65.301. However, all matters transacted by the committee in the name of the Corporation shall be submitted for consideration of ratification by the Board of Directors at its next regular or special meeting. Membership of any such committee shall include at least one (1) Director.

### **Section 4**

**Voting Procedures & Board Approval Requirements.** No committee member may vote by proxy. Actions and decisions by all Committees shall be brought to the Board of Directors and are subject to approval by the Board of Directors before being implemented.

### **Section 5**

**Nomination & Selection of Committees.** Members of committees shall be nominated through the same process as Board of Directors Members.

All committee members shall take part in the same nomination process no less than every two (2) years, or in the same year the Chair of their committee is elected by the Membership (see Article III, Section 4). In the case of a Mid-Term Director Vacancy under Article III, Section 9, committee members shall take part in the nomination process when the Chair position is up for their regularly-scheduled election. If an emergency is determined to exist pursuant to Article III, Section 7 of these Bylaws, committees shall not have to re-nominate themselves in the fiscal year in which the emergency exists.

All nominations for Committees shall be referred to the Nominating & Elections Committee, who will then present a list of qualified applicants to the Board of Directors for approval and selection.

In the case of a vacancy on a committee, the Nominating & Elections Committee shall compile a list of suitable replacements and present them to the Board of Directors at their next meeting for approval and selection. This selection process may also happen without an in-person meeting of the Board of Directors, per the stipulations of Article XII of these bylaws.

## **Section 6**

**Removal of Committee Members.** Any member of a Standing Committee or other special committee (as outlined in Article IX, Section 3) may be removed from their committee assignment by a two-thirds (2/3) vote of the Board of Directors. This vote may happen at any special, regular, or annual meeting of the Board. The removal shall be without prejudice to the contract rights, if any, of the individual so removed. Prior to any removal, the member must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on their own behalf before the Board of Directors at that meeting.

If the member is also a member of the Board, for the avoidance of doubt, they shall not be entitled to a vote concerning their removal from the committee.

A member removed from a Standing Committee under the provisions of this section shall be ineligible to serve on the Board, any Standing Committee, or other special committees for a period of two years from the date of their removal. If the member falls out of good standing with the Region, or if the member is removed from their committee assignment due to their standing in the Region, they must maintain good standing in the Region for two consecutive years prior to being eligible to return to a committee.

## ***ARTICLE X***

### **Section 1**

**Fiscal Year.** The fiscal year of this Corporation ("Fiscal Year") shall begin on each July 1 and end on the following June 30.

## ***ARTICLE XI***

### **Section 1**

**Meetings.** The Annual Meeting of this Corporation shall be held each year during the month of August. At this Annual Meeting, the newly elected Directors shall take office, annual reports shall be given, and such other business shall be transacted as may properly be brought before the meeting. Immediately after the Annual Meeting, the Board of Directors shall hold its first meeting to elect the Board-Elected Directors, to elect the officers of the Corporation, and to conduct the initial organization of the Board of Directors.

## **Section 2**

**Elections.** The General Election shall include election of seven (7) members to fill the Director positions voted on by the general membership. Of these seven (7) positions, three (3) or four (4) shall be up for general election each year.

In addition, the General Election shall include elections to fill any Member-Elected Director vacancies of unexpired terms. In this situation, mid-term Member-Elected Director positions shall be elected for a one (1) full Fiscal Year.

General Elections shall occur once each Fiscal Year during either April or May, with results tabulated and finalized before the Annual Meeting. The General Election shall be by written or electronic ballot. The Nominating/Elections Committee shall oversee the election process. If a period of emergency is determined, pursuant to Article III, Section 7 of these Bylaws, the General Election will not occur in the fiscal year in which the emergency exists.

## **Section 3**

**Telephonic Meetings.** Board of Directors, Executive Committee, Standing Committee, Special Committee meetings, and subcommittees thereof, may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by an individual in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

## ***ARTICLE XII***

**Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of such Directors at a regularly convened meeting and may be stated as such in any articles or documents filed with the Secretary of State of Oregon, any other governmental authority, person, or entity.

## ***ARTICLE XIII***

**Waiver of Notice.** Whenever any notice is required to be given to any member or Director of this Corporation under the provisions of these Bylaws, or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice.

The presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ***ARTICLE XIV***

**Quorum.** A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. No Director may vote by proxy. 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, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

## ***ARTICLE XV***

**Amendments.** These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of all the Directors then on the Board of Directors at any regular or special meeting; provided that notice of the proposed amendment has been submitted to the President and Secretary in writing at least ten (10) days prior to said meeting.

## ***ARTICLE XVI***

**Rules of Procedure.** In all cases not otherwise provided for by these Bylaws, this Corporation shall be governed by Robert's Rules of Order, as then in effect.

## ***ARTICLE XVII***

**Books and Records.** The Region shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of the Region. All books and records of the Region may be inspected by any member of the Board of Directors, or their agent or attorney, for any proper purpose at any reasonable time.

## ***ARTICLE XVIII***

**Dissolution.** Upon the dissolution of the Corporation or termination of recognition as a USA Volleyball Regional Association by USA Volleyball Association, the Board of Directors shall after paying or making provision for any liabilities of the Corporation, distribute all remaining assets of the Columbia Empire region to an organization or organizations, in the Oregon/SW Washington region, which qualify as, exempt organizations at the time of liquidation or dissolution as defined by the Internal Revenue Code of 1986, as amended, and which are designated by USA Volleyball Association, for the development and furtherance of the purposes and objectives set forth in these Bylaws.



The Board of Directors adopted these Amended Bylaws of the Corporation at its Board meeting held on April 12, 2021.

Victoria Barto  
Corporate Secretary

Bylaws created 1980  
Amended June 18, 2012  
Amended June 9, 2014  
Amended June 13, 2016  
Amended March 4, 2019

Amended June 3, 2019  
Amended December 2, 2019  
Amended September 21, 2020  
Amended November 16, 2020  
Amended April 12, 2021