

Virginia Wave Volleyball Inc.
Bylaws

Article I. Name, Vision, Mission, Members

1.1. Name: The name of the organization shall be Virginia Wave Volleyball Inc. herein referred to as “WAVE”

1.2. Vision: To instill a life-long passion for the sport in a positive environment, inspiring athletes to reach their highest potential both on and off the court while teaching essential life skills of teamwork, problem solving, communication, and failing forward.

1.3. Mission: Growing the sport of youth volleyball, fostering goodwill and sportsmanship in a supportive, fun, and respectful manner. Promoting an inclusive environment and providing an opportunity for all athletes to participate in youth travel volleyball programs through affordable options regardless of socioeconomic background or skill level.

1.4. Members: WAVE shall have no “members” as that term is defined in Section 13.1-803 of the Virginia Nonstock Corporation Act, as amended (the “Act”). All voting power shall be vested in the Board of Directors of Wave.

Article II. Board of Directors

2.1. Composition:

- a. **Number of Directors:** All corporate powers and affairs of WAVE shall be governed by the Board whose members are selected without regards to race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age, or disability. The Board of Directors will be composed of at least three (3), but no more than five (5) board members.
- b. **Composition:** The members of the initial Board of Directors of WAVE shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Mandatory positions include the President, Treasurer, and Secretary.
- c. **Nomination, Election and Term of Office:** The members of the Board of Directors shall be elected by the Directors at the annual meeting, of the Board of Directors. The candidate receiving a majority of the votes cast will be declared elected. Applications shall be submitted to the Board by interested parties. The Board shall review applications at a regular meeting preceding the end of each term. If a position opens prior to the end of its respective term, the Board shall collect and review applications for the open position and vote to fill the opening for the remainder of the current term. The President,

Treasurer, and Secretary may serve an unlimited number of two-year terms, with majority vote of the board. Members of the Board of Directors shall serve until a successor has been elected at an annual meeting or regular meeting marking the end of the director's term. Except in the founding year of the Board, where Rotation 2 will serve a term of one (1) year.

- i. Rotation 1 includes: President
 - ii. Rotation 2 includes: Treasurer and Secretary
- d. **General Qualifications.** Each Board member shall possess the following general qualifications:
 - i. Be at least 18 years of age;
 - ii. Be judged qualified and appropriate for the particular Board position, including possessing good character;
 - iii. Be committed to the principles and policies of WAVE and serving the best interest of Wave and the sport.
- e. **Resignation.** Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if not time is specified, then on delivery.
- f. **Removal.** Any Board of Director whose continued participation is deemed detrimental to the welfare of WAVE may be removed upon majority vote of the Board.
- g. **Compensation.** Members of the Board of Directors shall not receive compensation for services. A board member may be reimbursed for reasonable and authorized expenses incurred on behalf of WAVE.

2.2. Members of the Executive Board

The Executive members of the Board of Directors shall be comprised of President, Treasurer, Secretary and Members at Large. Members shall be elected at the Corporation's annual meeting in July.

- a. The **PRESIDENT** The President shall manage overall objectives and strategies of the corporation. The President shall be chairman of WAVE's Board of Directors, preside at all Board of Director meetings, be responsible for calling meetings of the board, preparing agendas, ensuring that the functions of WAVE and its Board of Directors are conducted as authorized.
- b. The **TREASURER** shall assist the President in managing overall objectives and strategies of the corporation. In absence or disability of the President, perform the duties

and exercise the power of the President and shall have such other powers as the Board of Directors may prescribe from time to time.

- i. 2.2.1.2.1 The Treasurer shall along with the President, Secretary, and Members at Large (when elected) generate a budget. The treasurer shall enter transactions on the financial report and ensure accuracy of information. Adjust budget, when necessary, record all deposits and expenses of WAVE's funds. In addition, shall keep correct and complete books and records of WAVE's accounts and shall allow such books and records to be inspected by any officer or attorney, for any proper purpose at any reasonable time. The Treasurer also presents a financial statement of affairs at each meeting.
- c. The **SECRETARY** shall be the ex officio clerk of the Board, shall give, or cause to be given, notices of all meetings of Directors, and all other notices required by these bylaws or by law. The Secretary shall also assist the President in preparing meeting agendas and shall coordinate the publication and distribution of draft minutes to the Board of Directors prior to the Board meetings and to the members prior to the annual or any special meetings. The Secretary shall keep a record of the names and addresses of the officers and shall allow such minutes and records be inspected by any officer or attorney, for any proper purpose at any reasonable time. The Secretary shall have responsibility for authenticating records of the Corporation and shall perform such other duties as may be assigned from time to time by the Board.
- d. The **MEMBERS AT LARGE**, who shall have no assigned responsibilities other than to attend Executive Board meetings and provide additional representation for WAVE but may take on Appointed Positions or other functions as assigned by the President. Members at Large represent the program participants on issues of interest or concern, particularly those that arise outside of the standing committee structure. The Members at Large listen to program participants and communicate their issues, needs and interests to the Board of Directors. They identify potential problems and opportunities, work effectively toward common goals as a team member and set objectives and develop action plans for selected and/or assigned projects.

2.3. Duties of the Board of Directors:

- a. **General Powers.** The Board shall oversee the management of WAVE and its affairs, but its intent is not to manage WAVE. The Board shall represent the interests of WAVE by providing financial oversight, policy, guidance and strategic direction. The Board shall focus on long-term objectives rather than day-to-day management (unless necessary to represent the best interest of Wave), empowering the Club Director(s) to manage a staff-driven organization with effective oversight.

- b. **Authority.** The Board shall have oversight of the business and financial affairs of WAVE and ultimate authority over the activities of WAVE, including, but not necessarily limited to:
- i. Electing and removing the Director(s);
 - ii. Approving the appointment of a Board member;
 - iii. Removing a member of the Board or any member of a Board or Committee for cause;
 - iv. Enacting, amending, or repealing provisions of these Bylaws
- c. **Responsibilities** The Board shall have the following responsibilities, including but not necessarily limited to:
- i. Ensuring that the Board is properly structured;
 - ii. Employing, establishing compensation, evaluating and terminating the employment of the Director(s);
 - iii. Creating policy direction for the Director(s) and staff on significant issues;
 - iv. Reviewing and taking necessary action on the annual operating plans, budget, business plans, performance and other significant corporate actions;
 - v. Monitoring the corporate assets to ensure that they are being properly managed, invested and/or otherwise protected;
 - vi. Receiving and reviewing the reports of the President, Director(s), Committees of the Board;
 - vii. Encouraging a culture of ethical behavior and compliance;
 - viii. Manage all staff functions;
 - ix. Determine the size and compensation of staff;
 - x. Hire and terminate the staff in accordance with the WAVE's compensation policies and guidelines; and
 - xi. Oversee the activities of the advisory council and all committees
- d. The Board may appoint standing and ad hoc committees and coordinators as needed. The committee size can vary and will disband upon completion of its purpose. Committees and coordinators will be expected to provide guidance and make recommendations to the Board of Directors for improvement in areas of their activities.

2.4. Conflict of Interest:

- a. **Purpose.** All officers, directors, committee members and employees of WAVE shall scrupulously avoid any conflict between their own respective individual interests and the interest of the Corporation, in all actions taken by them on behalf of the Corporation in their respective capacities.

- i. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

- b. **Definitions.**
 - i. **Interested person** -- Any director or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - ii. **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which WAVE has a transaction or arrangement,
 - 2. A compensation arrangement with WAVE or with any entity or individual with which WAVE has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with an entity or individual with which WAVE is negotiating a transaction or arrangement. 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. A person who has a financial interest may have a conflict of interest only if the Board of Directors decide that a conflict of interest exists, in accordance with this policy.

2.5. 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.

- b. **Recusal of Self.** Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

- c. **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 meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Director members shall decide if a conflict of interest exists.

d. **Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Board of Directors shall, if proper, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board of Directors shall determine whether WAVE 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in WAVE'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.

e. **Violations of the Conflicts of Interest Policy**

- i. If the Board of Directors 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 or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

f. **Records of Proceedings.** The minutes of the Board and all committees with board 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 Director'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.

g. **Compensation**

- i. A voting member of the Board who receives compensation, directly or indirectly, from WAVE for services is precluded from voting on matters pertaining to that member's compensation.
- ii. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WAVE for services is precluded from voting on matters pertaining to that member's compensation.
- iii. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WAVE, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

h. **Annual Statements**

- i. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 1. Has received a copy of the conflict-of-interest policy,
 2. Has read and understands the policy,
 3. Has agreed to comply with the policy, and
 4. If at any time during the year, the information in the annual statement changes materially, the Directors shall disclose such changes and revise the annual disclosure form.
 5. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.
- i. **Periodic Reviews.** To ensure WAVE 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:
 - i. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to WAVE's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

- j. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 2.4.7., WAVE may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Article III. – Meetings

3.1. Meetings of the Board of Directors

- a. **Annual Meeting.** The purpose of the meeting is to elect Board Members needed to the vacant positions, Amendments (as required) and receive reports from each of the Board of Directors and whoever else the Board feels appropriate. The annual meeting shall be held in July each year, which is the last month of the fiscal year.
- b. **Regular Meetings.** There shall be a minimum of three (3) regular, face-to-face meetings with the Board in July, November and March. The Annual Meeting shall be counted as a regular meeting.
- c. **Special Meetings.** Special meetings may be called by written request of the Board members.
- d. **Quorum.** Simple majority of the total voting power of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically required by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. The vote of a majority of those voting shall be the act of the Board.
- e. **Participation in Meetings.** The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting using, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- f. **Agenda.** The agenda for a meeting of the Board shall be set by the President, after consultation with the Advisory Council and Club Director(s). Any Board member and the Chairs of the Board Committees may request that items be placed on the Board's agenda.
- g. **Effectiveness of Actions.** Actions taken by the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Article IV. – Professional Staff Positions

4.1. Staff Positions of the Club:

- a. The listed Staff Positions will be responsible for day-to-day operations of the WAVE programs:
 - i. Club Director,
 - ii. Assistant Club Director,
 - iii. Registrar,
 - iv. Finance Manager, Webmaster,
 - v. Travel Coordinator,
 - vi. Recruiting Coordinator,
 - vii. Hudl Manager,
 - viii. Social Media Manager and
 - ix. Uniform Coordinator

Article V. – Advisory Council

5.1. General

- a. The board may designate up to five individuals to serve as an Advisory Council for the Corporation, but such advisory council shall not be deemed to be committees of the Board and shall not exercise any powers of the Board. Members of the Advisory Council shall be appointed to serve one-year terms at the pleasure of the Board and shall be eligible for re-appointment for successive terms without limit, at the discretion of the Board. Advisory Council members need not be lawyers and should be selected for their record of distinguished service to their profession or to their community. Advisory Council members are not entitled to vote on matters coming before the Board, but their counsel, wisdom, experience and judgement shall be considered, as solicited by the Board, in matters relating to strategic planning, development of resources, and Board member candidates.

Article VI. – Committees of the Board

6.1. General

- a. The Board may establish committees as needed to assist in the functions and special events of the Corporation. Board members shall vote on the establishment or dissolution of any committee. Board members shall also vote and select a Committee Chair for each committee.
 - i. The Committee Chair shall oversee the meetings and actions of the committee, provide a report to the Board and complete any actions and/or tasks assigned by the Board.

Article VII. – Equal Opportunity

7.1. Requirement

- a. The Corporation shall provide equal opportunity to amateur athletes, coaches, administrators and officials to participate in all activities sponsored by the Corporation, without discrimination based on color, religion, age, gender, national origin, sexual orientation, disability or handicap.

Article VIII. – Amendments

8.1. Procedures

- a. The power to alter, amend, or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Board unless otherwise provided in the Articles of Incorporation.
- b. **Requirement for Action.** A Bylaw may be adopted, amended or repealed by the Board by a simple majority of those casting ballots at a legally constituted meeting.

Article IX. – Records and Reports

The Corporation shall keep as permanent records its Articles of Incorporation or restated Articles of Incorporation and all amendments thereto and bylaws or restated bylaws and all amendments thereto currently in effect, annual reports filed with the Virginia State Corporation Commission, minutes of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by the Board in place of the Board on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Article X. – Miscellaneous

10.1. Miscellaneous Provisions

- a. **Fiscal Year.** The fiscal year of WAVE shall commence August 1 and end on July 31 each year.
- b. **Registered Office and Agent.** WAVE shall at all times have a registered office and a registered agent.
- c. **Dissolution.** Upon the dissolution of WAVE, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, any remaining assets will be distributed for charitable purposes after a vote from the Board of Directors.

- d. **General.** Any matters not specifically covered by these bylaws shall be governed by the applicable provisions of the Code of Virginia in force at the time.
- e. **Individual Liability.** No individual officer, Director or member of a committee of WAVE shall be personally liable in respect of any debt or other obligation incurred in the name of the Corporation or any of its committees or substructures pursuant to authority granted directly or indirectly by the Board.

Article XI. – Adoption of Bylaws

11.1. These bylaws constitute an agreement among the Directors of the Corporation pursuant to Section 13.1-852.1 of the Act.

11.2. The foregoing Bylaws of the Corporation were approved and adopted by the Board on June 3, 2025.



Clarence Hucks
President



Dianetta Maynard
Treasurer



Denero Tagaloa
Secretary



Casey Jenkins
Member At Large



Danielle Rodier
Member At Large