

## **Bylaws of the Portland Volleyball Association**

### **ARTICLE I: NAME**

The name of this corporation shall be the Portland Volleyball Association, herein called "PVA" or the "Association."

### **ARTICLE II: PURPOSE AND AUTHORITY**

The objectives and purposes of the Association are as follows:

- (a) To establish policies and rules governing affiliated teams and to equitably administer a volleyball program under a common jurisdiction.
- (b) To promote friendliness and sportsmanship between individuals and groups who participate.
- (c) To promote volleyball in the greater Portland area.
- (d) To foster volleyball as a non-professional sport engaged in without profit to its Members, Officers, or Directors.
- (e) To coordinate and facilitate the membership of the Association.
- (f) To conduct any other lawful activities in furtherance of the Association.

### **ARTICLE III: MEMBERSHIP**

- (a) The Membership year of the Association shall be September 1 through August 31.
- (b) Membership shall be granted to individual players when they are part of a properly registered team, have paid any required team registration fees, subscribe to the purpose of the Association, and agree to abide by these Bylaws, Playing Regulations, and rules for membership as may be established or amended from time to time by the Board of Directors. Proper registration of a team includes submitting a team roster, including names and email addresses for each player on the team, and an individual player waiver for each player on the team.
- (c) Each individual who is registered as a player on any PVA team within a membership year shall be a "Member" for such membership year.
- (d) Members shall have the right to vote on the election of Officers and in any other situations that call for a vote, and shall have the right to cast one (1) vote.
- (e) There shall be no restrictions on membership as to any class protected by law.
- (f) Except as restricted by law, the Board of Directors may in its discretion refuse membership to any person.
- (g) Each team shall designate a representative for the purposes of communicating with PVA regarding scheduling, paying registration fees, submitting rosters, making complaints, and effecting any other communication reasonably necessary to facilitate their team's participation in PVA leagues. This representative shall be referred to as the "Team Manager."

### **ARTICLE IV: OFFICERS**

#### **4.01 - Elected Officers**

This Association shall have as its elected Officers, a President, a Vice President, a Secretary, and a Treasurer. The Association may also have such other Officers as are appointed by the President and approved by the Board of Directors.

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### **4.02 - Term of Office for Elected Officers**

- (a) The President, Vice President, Secretary, and Treasurer shall be elected by the Members to serve terms of two (2) years. Officers may be elected for up to three (3) consecutive terms for the same office, but must vacate such office for at least two (2) years before being eligible to serve in such office again.
- (b) Except when replacing an Officer pursuant to Sections 4.06 or 4.07, the President and Secretary shall be elected at the same time on even numbered years, and the Vice President and Treasurer shall be elected at the same time on odd numbered years.

### **4.03 - Election Process for Elected Officers**

- (a) The Board of Directors shall present to the Members a slate of candidates for each Officer position which is eligible for election. Members may cast votes for individuals not slated on the ballot via write-in.
- (b) Ballots shall be submitted to the Members in a format that allows for write-in candidates and that enables a verifiable record of the votes cast.
- (c) The President, Vice President, Secretary, and Treasurer must be elected by the highest number of votes cast for the respective position. In the event no majority exists due to a tie, the tied candidates with the most votes for a given office will be subject to a runoff election. The candidate with the highest number of votes from the runoff election shall be elected to the office.

### **4.04 - Limitation on the Number of Offices Held by Elected Officers**

Elected Officers of this Association may hold no more than one elected office at any one time.

### **4.05 - Powers and Duties**

#### **(a) President**

1. Shall be charged with carrying out the directives of the Board of Directors and achieving the goals and purposes of the Association.
2. Shall have the power to give direction, specify purposes and goals, and in all other ways act as agent for the Members in controlling and governing the overall function of the Association.
3. Shall have the duty to manage, lead, oversee, and conduct the business of the Association.
4. Shall attend and preside over all meetings of the Board of Directors or the Members. In the President's absence, the Vice President shall preside.
5. Shall be designated along with the Treasurer as an authorized signer on any banking accounts established for the Association.
6. Shall enforce the Bylaws and Rules and Regulations approved by the Association.
7. Shall carry out any other responsibilities set forth by these Bylaws or assigned by the Board of Directors.

#### **(b) Vice President**

1. Shall be charged with assisting the President with the President's duties.

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2. Shall assume the duties of the President whenever the President is incapable of exercising such duties, at the request of the President, or if the President is removed from office. If the President is again able to fulfill their duties, the Vice President shall resume their role as Vice President.
3. Shall audit the Association's financial transactions prior to each Board meeting, including, but not limited to, financial statements and transaction history.

### **(c) Secretary**

1. Shall be responsible for documenting and retaining minutes of Association meetings.
2. Shall archive previous and current editions of the Bylaws, Rules and Regulations, and any other official Association policies.
3. Shall document attendance at all official meetings of the Board of Directors or of the Association.

### **(d) Treasurer**

1. Shall be charged with the management, supervision, and disbursement of all funds of the Association.
2. Shall be authorized to establish banking accounts for the Association, including a checking account.
3. Shall be required to maintain complete and accurate financial records on all Association income and outlay. The financial records must be recorded in a manner approved by the Board of Directors.
4. Shall issue checks or other disbursements of Association funds only when an invoice or other written documentation of the transaction is presented to the Treasurer.
5. Shall obtain the approval of the Board of Directors for all unbudgeted items in excess of \$500.
6. Shall prepare a written financial report for the Annual Meeting.
7. Shall present to the Board of Directors, by August 1 of each year, an annual operating budget for the next Association fiscal year, which must be approved by the Board of Directors.
8. Shall be required to provide any financial information requested by the Vice President as part of the regular audit process.
9. Shall be required to prepare all other reports or statements as required by law or directed by the Board of Directors.

### **4.06 - Vacancies**

- (a) If there is a vacancy in the office of the President, the Vice President shall assume the office of President until the next Annual Meeting, at which time the Members shall elect a new President to fill the remaining term.
- (b) If there is a vacancy in the offices of Vice President, Secretary, or Treasurer, or one of the appointed offices, the President shall, with the approval of the Board of Directors, appoint an acting Officer from the current Board of Directors, if possible, to serve the remaining term of the vacant office.

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### **4.07 - Removal of Officers**

An Officer may be removed from their office, and by extension from the Board of Directors, only for cause, and only at a meeting called for the purpose of removing the Officer and where the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of such Officer. At least 8% of the Members must be present to establish quorum and a majority of the Members present must vote in favor of the Officer's removal for the removal to be effective.

## **ARTICLE V: BOARD OF DIRECTORS**

The administration and general affairs of the Association shall be conducted by the Board of Directors.

### **5.01 - Organization and Voting**

- (a) The Board of Directors shall be chaired by the President.
- (b) The Board of Directors shall consist of all then serving elected Officers, Directors-at-Large, and the Lead Official, each of whom shall be entitled to one (1) vote on all matters of business requiring a vote.
- (c) Unless provided otherwise in these Bylaws or by law, all matters presented to the Board of Directors shall require a majority vote for approval. In the event of a tie, the vote cast by the President shall control.

### **5.02 - Director-at-Large Requirements, Elections, and Term of Office**

- (a) Directors-at-Large shall be elected by a vote of the Board of Directors and shall serve a two (2) year term. If a candidate does not receive a majority vote, they may again seek appointment no sooner than three (3) months after such vote. A Director-at-Large may be elected to successive terms without term limits. At no time shall there be more than ten (10) individuals serving in Director-at-Large positions.
- (b) An individual serving as a Director-at-Large may be removed from their position by the Board of Directors whenever, in the Board's judgment, the best interest of the Association would be served thereby. For removal to be effective, two-thirds (2/3) of all Directors, other than the Director-at-Large to be removed, must vote in favor.
- (c) The Board of Directors may assign, (or remove), official titles and duties to any Director-at-Large.

### **5.03 - Lead Official Requirements, Elections, and Term of Office**

- (a) The Lead Official shall be elected by a vote of the Board of Directors and shall serve a two (2) year term. The Lead Official shall meet the qualifications of a PVA official as established by the Board of Directors. The Lead Official may be elected to successive terms without term limits.
- (b) An individual serving as the Lead Official may be removed from their position by the Board of Directors whenever, in the Board's judgment, the best interest of the Association would be served thereby. For a removal to be effective, two-thirds (2/3) of all Directors, other than the Lead Official to be removed, must vote in favor. A new two (2) year term shall begin each time a Lead Official is elected.
- (c) The duties of the Lead Official shall include, but are not limited to
  1. Serving on the Board of Directors;
  2. Locating and recommending officials for contract with the Association;
  3. Conducting periodic performance and contract reviews of Association officials;
  4. Addressing performance complaints with officials;
  5. Presiding over all officials' meetings, trainings, tournaments, and contract signing; and
  6. Performing such other duties as designated by the Board of Directors.

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### **5.04 – Committees**

Subject to the approval of the Board of Directors, the President shall be authorized to appoint such standing committees as necessary for the proper functioning of the Association. Each committee shall consist of at least two Directors.

### **5.05 - General Powers and Responsibilities of the Board of Directors**

#### **(a) General Powers:**

1. The affairs of this Association shall be governed and managed by a Board of Directors comprised of Officers, Directors-at-Large, and the Lead Official.
2. The Board of Directors may make a determination on any grievance or request regarding rule interpretation, alleged rule violation, or any other protest that is submitted to the Board of Directors. The Board of Directors' determinations are binding.
3. The Board of Directors may arbitrate disputes among teams or individual players.
4. The Board of Directors may develop policies regarding suspension of a team or of an individual player.
5. The Board of Directors may make determinations regarding suspension of a team or of an individual player.
6. The Board of Directors may develop policies regarding termination of a team or of an individual player.
7. The Board of Directors may make determinations regarding termination of membership.
8. The Board of Directors may amend the Rules and Regulations or any other Association policy in furtherance of the objectives and purposes of the Association.
9. The Board of Directors may propose amendments to these Bylaws in furtherance of the objectives and purposes of the Association. Any proposed amendments to the Bylaws must be presented to the Members for a vote.
10. The Board of Directors may develop and maintain such working relationships with entities as may from time to time be found to be in furtherance of the purposes of the Association. The Board of Directors may represent the Association in any dealings with such entities.
11. The Board of Directors may retain independent contractors to serve as refereeing officials for Association games and tournaments.
12. The Board of Directors may terminate or not renew the contract of a refereeing official who has shown incompetence, irresponsibility, violation of officiating ethics, or failure to fulfill the obligations of a PVA official. The Board of Directors' decision shall be final.
13. The Board of Directors may retain independent contractors and employees to oversee the operations of the Association and perform such other duties as assigned by the Board of Directors.
14. The Board of Directors may terminate any employee or terminate any contractual relationship with any independent contractor at any time, pursuant to the terms of the agreement or contract between the employee or contractor and PVA, or at the sole discretion of the Board of Directors if no agreement exists. The Board of Directors' decision shall be final.

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### **(b) Responsibilities**

1. No individual on the Board of Directors may act as a signatory on any disbursement of PVA funds which is made to that individual.
2. The Board of Directors shall establish the amounts of team registration fees and compensation for independent contractors.
3. The Board of Directors shall actively plan Association activities, such as developing financial resources and membership services.
4. The Board of Directors shall approve an annual operating budget, which must be presented by the Treasurer to the Board by August 1 of each year. The Board of Directors may use its discretion to alter the budget at any time throughout the year based upon changes in revenue or expenses.
5. The Board of Directors shall maintain compliance with the Rules and Regulations of this Association.
6. The Board of Directors shall vote on the slate of candidates to present to the Members for elected Officer positions.
7. The Board of Directors shall vote to confirm any appointments made by the President to fill mid-term Officer vacancies.

### **5.06 - Conflicts of Interest**

Directors shall not participate in a vote on a matter before the Board involving such Director, their team, or any other personal conflict of interest.

### **5.07 - Conducting of General Business**

General business of the Board of Directors may be conducted by mail, electronic communication (including email), telephone, or in-person meetings.

## **ARTICLE VI: MEETINGS**

### **6.01 - Generally**

- (a) Attendance records of all meetings shall be kept by the Secretary and made available to all Members upon request.
- (b) Unless provided otherwise in these Bylaws or by law, all matters requiring a majority vote shall be interpreted as requiring more than fifty (50) percent of the votes cast.

### **6.02 - Board Meetings**

- (a) Directors shall attend all Board and Association meetings in person or telephonically. A Director may appoint a proxy to vote on behalf of such Director on any matter that is voted on by the Board of Directors. A Director's appointment of a proxy shall be effective when written notice of the appointment is received by the Secretary or other Officer or agent authorized to tabulate votes.

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- (b) Prior notice of a Director's anticipated absence shall be made to the Board of Directors or the absence will be deemed unexcused. After three (3) or more unexcused absences during a Director's term, the Board of Directors may vote to remove a Director-at-Large pursuant to Section 5.02(b), may vote to remove a Lead Official pursuant to Section 5.03(b), or recommend to the Members that an Officer be removed pursuant to Section 4.07.
- (c) Unless provided otherwise in these Bylaws or by law, at least half (1/2) of all Directors must be present, either in person or telephonically, at a Board meeting to establish a quorum and for motions to pass.

### **6.03 - Annual Meeting and Special Meetings**

- (a) An Annual Meeting of the Members and the Board of Directors of the Association shall be held prior to the commencement of the Association's fall season and at a location determined by the Board of Directors.
- (b) The Annual Meeting agenda should include the following business:
  - i. Approval of the previous Annual Meeting minutes,
  - ii. The President's report including the state of the Association,
  - iii. The Treasurer's report including the operating budget for the upcoming fiscal year,
  - iv. Proposed Bylaws or rule changes if applicable,
  - v. The election of Officers if applicable, and
  - vi. Any other reports or business.
- (c) Special meetings may be called by the President, by a vote of the Board of Directors, or by a written petition signed by at least twenty-five percent (25%) of the Members and submitted to the Board.
- (d) Special meetings shall be held within thirty (30) calendar days of the President's request, a passing vote of the Board, or the date a valid petition was presented to the Board.
- (e) Notice of the Annual Meeting and special meetings shall be provided to all Members and Directors at least fourteen (14) calendar days prior to the meeting date.
- (f) All notices required by these Bylaws or otherwise required by law shall be provided by email to the email address on file with PVA for each Member.
- (g) Unless provided otherwise in these Bylaws or by law, all matters presented for a vote at the Annual Meeting or a special meeting shall require a majority vote by the eligible Members present for approval.
- (h) Unless provided otherwise in these Bylaws, by law, or as stated in the matter presented at a meeting, any matter passed at an Annual Meeting or special meeting will be effective the first day of the month immediately following the meeting in which they were passed.

### **ARTICLE VII: ASSOCIATION PROCEEDS**

Proceeds from all Association fees, clinics, and tournaments shall revert to the Association's treasury for the benefit of the Association.

### **ARTICLE VIII: SUSPENSION OF PLAYERS**

The Board may suspend any player from participating in Association activities, aside from exercising voting rights, when, in the Board's judgment, suspension is in the best interest of the Association. Such suspension may be for any period up to a maximum of one year. Players who have been suspended shall not be permitted to play in any Association sanctioned event during the period of suspension.

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### **ARTICLE IX - TERMINATION OF MEMBERSHIP**

The Board may permanently terminate membership of any Member if, in the Board's judgment, termination is in the best interest of the Association. Before a termination shall be effective, the following procedures shall be observed:

- (a) The Board shall provide written notification along with the Board's justification, whether electronically or via mail, to the Member facing termination at least fifteen (15) days prior to the effective date of the termination.
- (b) The Member shall have an opportunity to be heard by the Board, whether orally or in writing, not less than seven (7) days before the effective date of the termination.
- (c) The Board shall provide written notice of its final decision to the Member no less than five (5) days prior to the effective date of the termination.

### **ARTICLE X: FISCAL YEAR**

The fiscal year of the Association shall be January 1 through December 31.

### **ARTICLE XI: ORGANIZATION**

The Association is incorporated as a non-profit corporation under the laws of the State of Oregon.

### **ARTICLE XII: AMENDMENTS**

Amendments to these Bylaws may be proposed by the Board of Directors and submitted to the Members for approval. The Board shall submit any proposed amendments to all Members no less than fourteen (14) calendar days prior to any meeting at which such amendments will be voted on. A two-thirds (2/3) vote of the Members present for such vote shall be necessary to adopt any amendment to these Bylaws.

### **ARTICLE XIII: OPERATIONAL GUIDELINES AND RULES**

- 13.01** - For the purpose of regulating and conducting the activities of the Association, the Board of Directors shall establish such operational guidelines and rules as they may, in their discretion, deem appropriate.
- 13.02** - All Members and participants in Association activities shall agree that they shall in no way hold the Portland Volleyball Association, its Members, Officers, Directors, agents, employees, or representatives, liable for any injury that occurs as a result of their participation in any activities of the Association.
- 13.03** - Members of this Association shall not solicit or sell any promotional material for benefit of the Member at any Association event, unless authorized in advance by the Board of Directors.

### **ARTICLE XIV: INDEMNITY**

This Association shall indemnify to the fullest extent permitted by applicable law (particularly ORS 65.387 through 65.414) any person who is or was made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this Association), for judgments, fines, reasonable amounts paid in settlement, and reasonable costs of defense in connection with such actions by reason of the fact that the person is or was a Member, Director, or Officer of this Corporation; provided, however, that:



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- (a) No such indemnity shall be granted to any person adjudged liable in a derivative action or adjudged liable in any proceeding on the basis that improper personal benefit was received by that person unless and to the extent the court in which such action was brought determines that the person is fairly and reasonably entitled to indemnity under all the circumstances or the amount to be paid is covered by insurance procured by this Association;
- (b) No such indemnity shall be granted to any person in breach of their duty of loyalty to this Association, guilty of intentional misconduct or knowing violation of law, guilty of acts or omissions not in good faith, or one who received an illegal loan from this Association, illegal corporate guarantee of a personal obligation, or other improper personal benefit or who authorized an unlawful distribution or acted with an undisclosed conflict of interest to approve a transaction which was not fair to this Association; and
- (c) To the extent the indemnification is neither mandatory under the relevant law nor covered by insurance procured by this Association, the classes of persons entitled to indemnification (Members, Directors, Officers, or any subcategories of them) and the relationship of indemnification under this provision to other rights of indemnification or coverage (including insurance procured by the person) shall be only as determined from time to time by Board of Directors resolution, and all issues of individual entitlement to and amount of indemnification under particular factual circumstances shall be determined in accordance with the provisions of ORS 65.387 through 65.414 or the comparable section of the statutes in effect at the time of the demand.

### **ARTICLE XV: DISSOLUTION**

The Portland Volleyball Association is not organized or operated for the financial benefit of any individual or group of individuals. Officers, Directors, and Members shall have no right to receive, by reason of membership, any of the property of this Association either upon dissolution or otherwise.

Upon the dissolution or winding up of the Corporation, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under §501(c)(7) of the Internal Revenue Code of 1986, as amended.