

EVERGREEN REGION VOLLEYBALL ASSOCIATION

BYLAWS November 2013

ARTICLE I – NAME

The name of the Corporation shall be the EVERGREEN REGION VOLLEYBALL ASSOCIATION (ERVA). ERVA and "Corporation" may be used interchangeably herein in reference to the Evergreen Region Volleyball Association.

ARTICLE II – OFFICES

The address of the principal office of the Corporation within the State of Washington shall be 608 W Second Ave, Spokane WA 99201. The Corporation may establish such other offices, within or outside the State of Washington, as its Executive Committee shall determine are necessary to accomplish its stated purpose.

ARTICLE III – PURPOSE

The Corporation shall foster the development and growth of local, regional, national, and international amateur indoor and beach volleyball competition in association with USA Volleyball (USAV) within those areas of Washington, Northern Idaho, and Montana for which it has responsibility as determined by USAV. In furtherance of this main purpose, the following sub-purposes are set forth:

- (a) To teach the sport of volleyball to children and adults by organizing clinics, camps, and similar activities, conducted by qualified instructors or coaches.
- (b) To promote the growth of volleyball throughout the ERVA by developing and educating players, coaches, officials, Club organizers, and chaperones.
- (c) To facilitate access to facilities for volleyball practice and educational opportunities.
- (d) To foster and conduct local, regional, and national amateur volleyball competitions for youth, juniors, and adults throughout the ERVA.
- (e) To act as the official representative of USAV within the geographic area governed by the ERVA.
- (f) To select and train suitable candidates for international volleyball competitions.
- (g) To supervise and monitor the conduct of individuals involved in USAV within the ERVA borders.
- (h) To foster and conduct amateur volleyball programs between the United States and foreign nations.

ARTICLE IV – GENERAL AUTHORITY OF THE CORPORATION

- (a) To achieve its purposes, the Corporation shall have, without limitation, the following powers:
 - (1) To receive and hold money or other property, tangible or intangible, real or personal.
 - (2) To borrow money or to mortgage or pledge real or personal property as security therefor.
 - (3) To expend funds or sell other property of the Corporation.
 - (4) To take such other actions or exercise such other powers permitted of a non-profit organization necessary or convenient to accomplish its purposes.
- (b) The Corporation shall not engage in any of the following transactions:
 - (1) Lending any of its income or principal without adequate security or at unreasonable rates of interest to donors, members of the families of donors, or to corporations controlled by donors or members of donors' families.
 - (2) Making any part of the Corporation's services or assets available on a preferential basis to donors, members of donors' families, or to corporations controlled by donors or donors' families.
 - (3) Making any substantial purchase of securities, property, or services from donors, members of donors' families, or corporations controlled by donors or members of donors' families for more than adequate consideration.
 - (4) Selling any substantial part of the property of the Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families
 - (5) Engaging in any transaction which results in substantial diversion of the income or principal of the Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families.
- (c) To exercise the general authority of the Corporation, including any further delegation of authority, there shall be a Board of Directors as defined in these Bylaws.

ARTICLE V - STRUCTURE OF THE BOARD OF DIRECTORS

- (a) Generally:
 - (1) The ERVA Board of Directors (Board) shall conduct the business of the Corporation.
 - (2) All individuals serving on the Board must be Regular Members of ERVA in good standing as defined in the ERVA Participant Handbook.
 - (3) The Board shall consist of officers constituting the ERVA Executive Committee and advisory or service members constituting the Advisory Committee as described in these Bylaws.
- (b) Executive Committee: The following ERVA officers shall comprise the Executive Committee and shall have voice and vote on the Board:
 - (1) Commissioner
 - (2) Assistant Commissioner
 - (3) Treasurer
 - (4) At-Large Director
 - (5) Junior Program Director
 - (6) Adult Program Director
 - (7) Officials' Director
 - (8) Safe Sport Director

(c) Other Board Members: The following officers of the ERVA Board shall comprise the Advisory Committee and shall have voice only:

- (1) Referees' Chair
- (2) Scorekeepers' Chair
- (3) Junior Tournament Coordinator
- (4) Development Coordinator
- (5) Junior Club Representative
- (6) Junior Player Representative
- (7) North Central Washington Area Junior Representative
- (8) South Central Washington Area Junior Representative
- (9) Eastern Washington Area Junior Representative
- (10) North Idaho Area Junior Representative
- (11) Montana Area Junior Representative
- (12) Central Washington Adult Representative
- (13) Montana Adult Representative
- (14) Communications Chair
- (15) Elections Chair

ARTICLE VI – DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS

(a) Generally:

- (1) Board members shall have a fiduciary duty to act in the best interests of the ERVA and its members.
- (2) Board members and members of any ERVA committee or other substructure may not utilize their positions to profit personally or influence others in the pursuit of personal gain as a result of their ERVA offices or positions.

(b) Members of the Executive Committee shall have the following powers specific to each office:

Commissioner

- (1) Preside over all Board and Executive Committee Meetings.
- (2) Serve as titular head of the Corporation.
- (3) Supervised by the Executive Committee and subject to these Bylaws, manage the business, property, and affairs of the Corporation on a day to day basis.
- (4) Have signature power with the Treasurer over Corporation financial accounts.
- (5) With approval of the Executive Committee, designate an additional ERVA officer or officers with full or limited signature power over Corporation financial accounts.
- (6) Sign legal documents and make legal commitments on behalf of the Corporation as approved by the Executive Committee.
- (7) Be an *ex officio* member of all ERVA standing and *ad hoc* committees.
- (8) Attend National meetings of the USAV Regional Volleyball Association Assembly.

Assistant Commissioner

- (1) In the absence of the Commissioner, preside over Board and Executive Committee Meetings.
- (2) Substitute for the Commissioner when necessary at National meetings of the USAV Regional Volleyball Association Assembly.

- (3) Upon the incapacity or clear unavailability of the Commissioner to do so, sign legal documents and make legal commitments on behalf of the Corporation as approved by the Executive Committee.
- (4) Be an *ex officio* member of all ERVA standing and *ad hoc* committees
- (5) Chair or in consultation with the Commissioner designate the Chair of the ERVA Ethics and Compliance Committee, which responsibility shall include:
 - a. Obtaining a strong familiarity with ERVA due process procedures.
 - b. In timely fashion, investigating issues concerning ethics and alleged misconduct occurring at ERVA events.
 - c. Ensuring ERVA compliance with USAV requirements for a Regional Volleyball Association.

Treasurer

- (1) Chair the ERVA Budget and Finance Committee.
- (2) Have signature power over Corporation financial accounts.
- (3) Maintain Corporation financial records, statements, and accounting.
- (4) Coordinate with the Corporation accountant to ensure the timely and accurate reporting of required tax information and forms.
- (5) Provide financial reports at each Executive Committee meeting.
- (6) Ensure the timely payment of Corporation obligations and bills.
- (7) Ensure the collection of membership dues and any other monies due the Corporation.
- (8) Pay the annual fee for Non-Profit registration and state corporation certification.
- (9) Report at each Executive Committee meeting and to the Board at least on an annual basis the checks and balances in place to ensure the security of ERVA financial accounts.

At-Large Director

- (1) Serve on the Ethics and Compliance Committee.
- (2) Assist the Commissioner with other assignments as available or requested.

Junior Program Director

- (1) Chair the Junior Program Committee and meet regularly with its members and other ERVA members interested in the Junior Program.
- (2) Attend National meetings of the USAV Junior Assembly.
- (3) Recruit and recommend the appointment of Junior Area Representatives, tournament directors, and development coordinators.
- (4) Have primary oversight and responsibility for the youth and junior activities of the ERVA.
- (5) Report to the Board and Executive Committee on youth and junior program issues.

Adult Program Director

- (1) Shall chair the Adult Program Committee and meet regularly with its members and other ERVA members interested in the Adult program.
- (2) Shall report on Adult issues at the Executive Committee and Board meetings.
- (3) Shall have primary oversight and responsibility for the adult activities of the ERVA.
- (4) Shall report to the Board and Executive Committee on adult program issues.

Officials' Director

- (1) Shall report on Officials' issues at Executive Committee and Board meetings.
- (2) Shall chair meetings of the Officials' Committee and meet regularly with its members and other ERVA members interested in Officiating.
- (3) Shall recommend appointment of the Referee Chair and Scorekeeper Chair.
- (4) Shall administer the ERVA referee and scorekeeper clinic program.

- (5) Shall identify, recruit, train, and help mentor potential officials and officials who should seek to advance in ranking.
- (6) Shall assign or delegate the assignment of Officials to ERVA events.
- (7) Shall attend meetings of the USAV Officials' Assembly.

Safe Sport Director

- (1) Have primary oversight and responsibility for youth and athlete protection issues.
- (2) Serve as the ERVA liaison to the USAV National Safe Sport contact.
- (3) Provide information and education opportunities concerning youth and athlete protection to ERVA youth, Junior, and adult players, teams, clubs, organizers, and officials.
- (4) Develop policies and programs to promote the protection and safety of ERVA members in ERVA activities.

(c) Members of the Advisory Committee shall have the following powers specific to each office:

Referee Chair

- (1) Serve on the Officials' Committee.
- (2) Assist in the development and improvement of referees.
- (3) Attend at least one Junior National or Open Championship annually.
- (4) Assist the Officials' Director as needed or requested.

Scorekeeper Chair

- (1) Serve on the Officials' Committee.
- (2) Assist in the development and improvement of scorekeepers.
- (3) Attend at least one Junior National or Open Championship annually.
- (4) Assist the Officials' Director as needed or requested.

Junior Tournament Coordinator

- (1) Have primary oversight and responsibility for ERVA Junior tournaments.
- (2) Sanction and schedule ERVA Junior tournaments.
- (3) Assist in the organization of ERVA Junior tournaments.
- (4) Serve on the Junior Program Committee.

Development Coordinator

- (1) Introduce, establish, organize, and support programs to attract new and grassroots youth and adult volleyball players.
- (2) Serve on the Junior and Adult Program Committees.

Junior Club Representative

- (1) Advocate on behalf of Junior Clubs.
- (2) Serve on the Junior Program Committee.

Junior Player Representative

- (1) Advocate on behalf of youth and Junior players.
- (2) Serve on the Junior Program Committee.
- (3) Serve on the Ethics and Compliance Committee.
- (4) Assist the Junior Program Director as needed or requested.

Geographic Area Junior Representatives

- (1) Serve on the Junior Program Committee and report on Junior issues within the represented geographic area.
- (2) Serve on the Ethics and Compliance Committee as requested by the Committee Chair.
- (3) Assist the Junior Program Director as needed or requested.

Geographic Area Adult Representatives

- (1) Serve on the Adult Program Committee and report on adult issues within the represented geographic area.
- (2) Serve on the Ethics and Compliance Committee as requested by the Committee Chair.
- (3) Assist the Adult Program Director as needed or requested.

Communications Chair

- (1) Have primary oversight and responsibility for Board communications to members of the ERVA, including:
 - a. Maintenance and updating of the ERVA web site.
 - b. Preparation and dissemination of ERVA announcements, newsletters, and other publications.
- (2) Chair Communications Committee meetings.

Elections Chair

- (1) Have primary oversight and responsibility for organizing and conducting ERVA elections.
- (2) Chair the ERVA Election Committee.
- (3) Recruit and appoint members of the ERVA Election Committee.

ARTICLE VII – ERVA ELECTIONS, APPOINTMENTS, REMOVAL, AND REPLACEMENTS

(a) Election Committee

- (1) At least ninety (90) days prior to the ERVA annual election, the Commissioner shall appoint an Elections Chair whose appointment must be approved by the Executive Committee.
- (2) To constitute an Election Committee and assist in an election, the Elections Chair shall select two (2) or more Regular ERVA members who are not candidates or members of the Board.
- (3) The Election Committee shall post the following information prominently on the ERVA web page at least thirty (30) days before the beginning of the period during which votes may be cast (the “election period”):
 - a. The ERVA offices to be filled by election.
 - b. The qualifications required of candidates for the respective offices.
 - c. The manner and deadline by which prospective candidates should submit their application to the Election Committee in the form of (i) their qualifications (by resume, biography, and/or letter) and (ii) if accepted as a candidate by the Election Committee, a statement to ERVA members to be posted on the ERVA web site prior to the election.
 - d. The dates of the election period and manner in which votes may be cast.
- (4) As promptly as reasonably possible, the Election Committee shall review the qualifications of prospective candidates and (i) if the qualifications for the office sought are satisfied, post the candidate’s personal statement on the ERVA web site or (ii) if the qualifications for office appear not to be satisfied, request further information from the candidate to determine if they can be satisfied; if a prospective candidate ultimately fails to meet the qualifications for a particular office, inform the candidate in writing (electronic transmission allowed) of the reason(s) that he or she is ineligible for that office.
- (5) The Election Committee shall conduct the election in a fair and objective fashion.
- (6) The Election Committee shall be responsible for certifying the eligibility of votes cast, counting eligible votes, verifying election results, and reporting such results.

(b) Special Qualifications for Particular Offices (elected or appointed):

- (1) Commissioner
 - a. ERVA Regular member at least the previous two (2) years.

- b. ERVA Board member at least one (1) of the previous four (4) years.
 - c. Working knowledge of ERVA and USAV issues and policies.
- (2) Assistant Commissioner
 - a. ERVA Regular member at least the previous two (2) years.
 - b. ERVA Board member at least one (1) of the previous four (4) years.
 - b. Working knowledge of ERVA and USAV issues and policies.
 - c. Familiarity with ERVA due process procedures and policies.
- (3) Treasurer
 - a. ERVA Regular member at least the previous two (2) years.
 - b. ERVA Board member at least one (1) of the previous four (4) years.
 - c. Familiarity with organizational accounting, bookkeeping, and reporting practices.
- (4) At-Large Director
 - a. Possessed of ERVA leadership experience.
 - b. Broad perspective of ERVA history, activities, and purposes.
 - c. Automatically filled by outgoing Commissioner for three years after which is a Commissioner appointed position. If Commissioner serves for less than three years or if immediate past Commissioner is unable or unwilling to serve, current Commissioner appoints this position.
- (4) Program Directors
 - a. Substantial experience coaching, organizing, or administering youth, Junior, and/or adult teams, clubs, and/or events.
- (5) Officials' Director
 - a. Experienced National or Junior National Referee.
 - b. National Scorekeeper or working on earning such certification.
 - c. Experienced referee and/or scorekeeper clinician.
 - d. Experienced mentor of officials.
- (6) Safe Sport Director
 - a. Education or experience (professional or volunteer) relevant to athlete health and safety.
- (7) Referee Chair
 - a. National or strong prospective National referee.
 - b. Experienced referee clinician.
- (8) Scorekeeper Chair
 - a. National or strong prospective National scorekeeper.
 - b. Experienced scorekeeper clinician.
- (9) Junior Tournament Coordinator
 - a. Broad experience organizing and conducting youth and Junior tournaments.
- (10) Development Coordinator
 - a. Experienced team, club, and/or tournament organizer.
- (11) Junior Club Representative
 - a. Experience administering a Junior club.
- (12) Geographic Area Player Representatives
 - a. Reside within area represented.
 - b. Familiarity with player issues and concerns, ideally as a player or coach.
- (13) Communications Chair
 - a. Facility with web site management.
 - b. Clear writer.
- (14) Elections Chair
 - a. ERVA Regular member at least previous two (2) years.
 - b. No conflict of interest with respect to current election.
- (c) Election and Appointment Process
 - (1) The election period shall be seven (7) days in duration.

- (2) Votes may be cast electronically as organized by the Election Committee.
- (3) If the Election Committee so allows, votes may also be cast in hard copy delivered to an address or individual by a date certain stated by the Election Committee.
- (4) Only Regular ERVA members at least twenty (20) years of age shall be eligible to vote.
- (4) Offices subject to election shall be filled by the candidate receiving the most votes within the election period.
- (5) Individuals appointed to specific offices as provided in these Bylaws must be approved by a majority of the ERVA Executive Committee.

(d) Terms of Office

- (1) Executive Committee officers of the ERVA Board shall serve a term of three (3) years beginning sixty (60) days after conclusion of the election period. In order to maintain continuity and carryover of experience and knowledge,
 - a. The following Executive Committee officers shall be elected in the same election:
 - 1. Assistant Commissioner
 - 2. Treasurer
 - 3. Adult Program Director
 - b. and, the following Executive Committee officers shall be elected in the same election [the year after election of the officers elected under Article VII.d.1.a above]:
 - 1. Commissioner
 - 2. Junior Program Director
 - 3. Officials Director
 - c. The At-Large Director shall take office for a term of three (3) years upon election of a new Commissioner. Thereafter, the At-Large Director shall be appointed by the Commissioner upon completion of a term or vacancy in the office. If immediate past Commissioner serves for less than three years or if immediate past Commissioner is unable or unwilling to serve, current Commissioner appoints this position.
 - d. The Safe Sport Director shall be appointed by the Commissioner for three-year terms upon the expiration of a term or vacancy in the office.
- (2) Advisory Committee officers shall serve a term of one (1) year beginning immediately upon approval of their appointment by the Executive Committee.
- (3) A vacancy in any Executive Committee or Advisory Committee office because of death, resignation, removal, disqualification, or otherwise shall be filled for the balance of the unexpired term by appointment of the Commissioner with approval of the Executive Committee.

(e) Removal

- (1) A Board member may be removed for cause by a supporting vote of two-thirds (2/3) of the full Executive Committee excluding the vote of any individual subject to the removal vote.
- (2) A Regular ERVA member may request the removal of a Board member by submitting a petition for such removal to the Commissioner or Assistant Commissioner containing at least one hundred (100) ERVA Regular members twenty (20) years of age or older.
 - a. Any such request shall be considered at the next regularly scheduled meeting of the Executive Committee; provided, however, that if circumstances warrant, the Commissioner or, if in a position of a conflict of interest, the Assistant Commissioner may schedule a special meeting of the Executive Committee at least ten (10) days after receipt of the request.
 - b. Removal shall require a supporting vote of two-thirds (2/3) of the full Executive Committee excluding the vote of any individual subject to the removal vote.

(3) Before a vote to remove a Board member, the Board member who brought the motion for removal or ERVA Regular member who submitted the request and petition for removal may make a presentation to the Executive Committee limited to ten (10) minutes outlining the reasons for such motion or request. The individual making such motion or request may request additional time if necessary or appropriate, subject to approval of the Executive Committee.

(4) The Board member subject to the motion or request for removal shall be accorded an opportunity to make a presentation to the Executive Committee of up to ten (10) minutes why he or she should not be removed. The Board member may request additional time if necessary or appropriate, subject to approval of the Executive Committee.

ARTICLE VIII – BOARD MEETINGS

(a) Schedule of Board Meetings

(1) With input from other Board members, the Commissioner shall establish a schedule of regular Board meetings at or before the start of each fiscal year of the Corporation. At least two Board meetings will be scheduled each season.

(2) The date, time, and location of Board meetings shall be posted as soon as possible on the ERVA web site.

(3) As necessary or appropriate from time to time, the Commissioner may schedule special meetings of the Board or Executive Committee with at least ten (10) days' notice; provided, however, that the notice requirement may be waived if (i) each of the Executive Committee members not present at the meeting signs a written waiver of notice (before or after the meeting) or (ii) attends the meeting.

(b) Operation

(1) A quorum of the Executive Committee must be present for the Executive Committee or the Board to conduct business; ERVA business may be discussed when less than a quorum is present but no effective or binding Executive Committee votes may be taken until a quorum is present.

(2) Fifty percent (50%) of the Executive Committee members shall constitute a quorum.

(3) Regular ERVA members may attend Board and Executive Committee meetings unless the Executive Committee designates by majority vote all or a portion of a meeting to be an "executive session" closed because of the sensitivity of topics to be discussed.

(4) Regular ERVA members may address the Board or Executive Committee if they provide one (1) weeks' notice or are granted a waiver of the notice rule by the Executive Committee.

(5) Board members may participate in a Board or Executive Committee meeting by conference telephone or similar communications method by which all persons attending the meeting can hear each other at the same time.

(6) Proxy votes shall not be permitted.

(7) Electronic votes verifiable as to voter shall be permitted.

(c) The ERVA Office Manager shall attend Board meetings and securely archive meeting minutes and other Corporation records.

ARTICLE IX – MISCELLANEOUS PROVISIONS

(a) Personal Liability

(1) No ERVA Board member shall be personally liable to ERVA creditors for any indebtedness or liability

(2) Any and all ERVA creditors shall look only to the assets of this Corporation for payment.

(3) Board members and other officers of the Corporation shall be personally indemnified for actions they take on behalf of the Corporation provided that they act in good faith.

(4) The Board shall purchase directors' and officers' liability insurance with coverage limits sufficient to cover reasonably anticipated possible liabilities.

(b) Expense Reimbursement and Stipends

(1) Members of the ERVA Board of Directors shall serve without compensation except:

a. Reimbursement of reasonable and relevant expenses as approved by the Treasurer or Commissioner, and

b. Such stipend as may be approved by the Executive Committee.

ARTICLE X – AMENDMENTS

(a) These Bylaws may be amended, altered, repealed or supplemented by a two-thirds (2/3) supporting vote of the Executive Committee present at any regular or special meeting.

(b) Written notice of a proposed amendment must be provided to the full Executive Committee and the ERVA Office Manager at least ten (10) days prior to the Executive Committee meeting at which the amendment will be considered.

(c) Notice of any proposed amendment to these Bylaws must be posted promptly on the ERVA web site.

ARTICLE IX – RULES OF PROCEDURE

Unless otherwise provided in these Bylaws, this Corporation and meetings of the Board or Executive Committee shall be governed by Robert's Rules of Order.

These amended Bylaws to be effective on the first day of November 2013.

Approved by the EVRA Board of Directors on December 5, 2007 and on January 7, 2008.

Amended as of July 11, 2009 and reviewed by the ERVA Executive Committee.

Amended as of September 23, 2012 and reviewed by the ERVA Executive Committee.

Amended as of October 27, 2013 and reviewed by the ERVA Executive Committee.

Meredith Coupland

Jon Lee

Kevin Twohig

Larissa Welch

Margie Ray

Kyle Twohig

Jes Wes

Linda Kildew