

WEVA By-Laws

Article I. PURPOSE

Section 1.01 Purposes for which Western Empire Volleyball Association, Inc., heretofore referred as "WEVA", is organized are:

- 01a) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, and parks;
- 01b) To provide practice volleyball sessions, classroom lectures, seminars, panel discussions, and other educational techniques, through which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;
- 01c) To foster and/or conduct area, regional, state, and national amateur volleyball competitions;
- 01d) To act as the official representative of USA Volleyball within an area designated as Western New York by the USA Volleyball;
- 01e) The following groups of counties in Western New York State are designated as Areas of WEVA:
 - (i) Eastern Area: Livingston, Monroe, Ontario, Seneca, Wayne, and Yates counties
 - (ii) Southern Area: Allegheny, Cattaraugus, Chautauqua, and Steuben counties
 - (iii) Western Area: Erie, Genesee, Niagara, Orleans, and Wyoming counties
- 01f) 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 in Olympic, Pan American, and World Games competition;
- 01g) To foster and conduct amateur volleyball programs between the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own;
- 01h) To otherwise encourage and foster the sport of volleyball.

Article II. MEMBERS

Section 2.01 Admissions / Qualifications: Any person who is supportive of the sport of volleyball may be admitted to membership, on such terms and conditions, and upon the payment of such membership dues, if any, as the Board of Directors shall determine.

Section 2.02 Annual meeting: (see Section 3.04)

Section 2.03 Special meeting: (see Section 3.05)

Section 2.04 Place of meeting: (see Section 3.04)

Section 2.05 Notice of meeting: (see Section 3.07)

Section 2.06 Quorum: (see Section 3.03)

Section 2.07 Voting / Proxies: Each member of at least eighteen (18) years of age, in good standing shall be entitled to cast one vote on each matter upon which members, are entitled to vote, and may attend meetings and vote either in person or by mail. Directors shall be elected in

the manner provided in Section 3.02 of these by-laws. Voting need not be by ballot unless required by law or requested by a member at the meeting or ordered by the chair of the meeting.

Article III. BOARD OF DIRECTORS

Section 3.01 Function / Number: The Board shall manage WEVA affairs. The Board shall consist of not less than seven (7) or more than eleven (11) directors. The number of directors may be increased or decreased by amendment of the By-laws in accordance with Section 6.02 (but no decrease in the number of directors may shorten the term of any incumbent director).

01a)Qualification: The Board shall be made up of the following members. Four (4) members shall be the elected Officers of WEVA: PRESIDENT, VICE PRESIDENT, TREASURER, and SECRETARY. The Officers shall be elected at large. One shall be elected at large from each special interest group: OFFICIALS REP, JUNIOR COORDINATOR, JUNIOR BOYS REP, JUNIOR GIRLS REP, and ADULT REP. In the event that a current President is defeated in an election, the displaced President is allowed to occupy the PAST PRESIDENT position. The Past President position has a term limit of three (3) years and may be vacant at any time.

01b) All members of the Board must remain in good standing throughout their terms of office with WEVA.

01c) In addition to the qualifications list previously, candidates for the following Board positions shall meet the following requirements:

- (i) Officials Rep: The nominee must be a certified USA Volleyball official who has been so certified for the preceding 24 months prior to election.
- (ii) Junior Coordinator: The nominee must be actively involved with USA Volleyball Junior Boys or Girls programs; they will represent the players of WEVA at Regional and National meetings.
- (iii) Junior Boys Rep: The nominee must be actively involved with USA Volleyball Junior Boys programs; they will represent the players of WEVA at Regional and National meetings.
- (iv) Junior Girls Rep: The nominee must be actively involved with USA Volleyball Junior Girls programs; they will represent the players of WEVA at Regional and National meetings.
- (v) Adult Rep: The nominee must be actively involved with USA Volleyball Adult programs; they will represent the players of WEVA at Regional and National meetings.

01d) Past President: The Past President will assist the current President's transition into the responsibilities of leading the Board of Directors and working with the Commissioner on the direction and policies of the Region.

Section 3.02 Nominations: Individuals who choose to run for a Board position shall submit their name to the Governance committee. The Governance committee will ensure conformance by petitioners with the qualifications, per Sections 3.01b and 3.01c. The Governance committee will make every effort to ensure that there are no less than two (2) candidates nominated for each board position that is open to election. An appeal of an adverse decision by the Governance committee may be made to the total Board of Directors whose decision shall be final. A member may run for only one position on the Board per election.

02a) Current Members of WEVA, at least 18 years of age at the time of the election, in good standing are eligible to elect Members of the Board of Directors.

02b) Elections shall be conducted by the Board and shall be by a plurality of the votes cast. Board members shall hold office for a term of 3 years until the Annual Meeting of Members and the election of their respective successors. Ballots may be cast in person, by mail, by e-mail, or by website.

- Section 3.03 Quorum: A Quorum necessary for transaction of business of any meeting of the Board of Directors shall consist of half of the members currently serving, one of which is an officer; or ten (10) members in good standing in regard to a Membership meeting. Action of the Board shall be authorized by a vote of a majority of Directors present at the time of the vote if there is a quorum, except as otherwise required by these By-laws. In the absence of quorum, a majority of the Directors present may adjourn any meeting until a quorum is present.
- Section 3.04 Annual Meeting: A meeting of the Membership shall be held annually for the election of officers and consideration of other matters. The annual meeting of Members shall take place on the last Sunday in June, or within sixty (60) days thereof. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members. In addition to the annual meeting, regular meetings may be held. The date, time, and place to be set by the Board.
- Section 3.05 Special Meetings: Special meetings of the Board or the Membership may be called at the instigation of the President, half of the members of the Board, or by written petition of twenty-five (25) percent of the members of WEVA or seventy-five (75) members, whichever is less. Notice of such meetings must be mailed at least seven (7) days in advance of such meeting, or members notified by telephone at least two days in advance of such meeting. Such notice shall state the reason for the meeting, the business to be transacted, and the date, time, and place of the meeting.
- Section 3.06 Action Without a Meeting: Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all of the members of the Board or of the committee consent in writing to the adoption of a resolution authorizing the action.
- Section 3.07 Notice of Meetings: Notice of the date, time, and place of each annual, regular, and special meeting of the Board or Membership shall be given to each director or member personally, by mailing it to the director's or member's residence or usual place of business, or by e-mail at least ten (10) days and no more than thirty (30) days before the respective meeting. Such notices shall state the agenda of the meeting, except for Special Meetings, which is contained at Section 3.05 herein. The Board shall meet not less than four (4) times annually.
- Section 3.08 Waiver of Notice: The presence of a Director at any meeting, except to protest the holding of such meeting, shall constitute a waiver of any notice required for such meeting. Notice need not be given to any Director who submits a signed waiver of the notice before or after the Board meeting, or who subsequently approves the minutes of such meeting at the next scheduled meeting of the Board.
- Section 3.09 Participation in Meeting: Any one or more members of the Board may participate in a meeting of the Board by means of telephone conferencing, web conferencing, or similar communications instrument, allowing all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at the meeting.

Section 3.10 Vote by Proxy: Board Members may vote by written, dated, and signed proxy. No proxy shall constitute presence for purposes of a quorum. No proxy shall be valid for more than thirty (30) days.

Section 3.11 Resignation and Removal: Any Board Member may resign by providing thirty (30) days written notice of Board Members to the President or Secretary.

11a) Any member of WEVA, upon twenty (20) days notification in writing to the President, and accompanied by a petition signed by twenty-five (25) members, may appear on the agenda of the next regular Board meeting and state his or her case for removal of a Board member. The President will notify that Board member in writing no less than ten (10) days prior to that next Board meeting, that his or her position on the Board is being challenged at the upcoming meeting. The challenged Board member will be given time for rebuttal at the same meeting. The matter will then be tabled until the next Board meeting, to be held no sooner than ten (10) days thereafter, at which time discussion and vote will be taken. The vote for removal of a director must be at least two-thirds of the entire Board, either present or by written, dated, and signed proxy.

11b) The Board may, by a majority vote, initiate removal proceedings regarding any of its members for cause. Grounds for removal action shall include, but not be limited to, the unexcused absence of a member from two (2) consecutive meetings. The President will notify that Board member in writing no less than ten (10) days prior to the next Board meeting, that his or her position on the Board is being challenged. The challenged Board member will be given time for rebuttal at the meeting. The matter will then be brought to a vote. The vote for removal of a director must be at least two-thirds of the entire Board, either present or by written, dated, and signed proxy.

Section 3.12 Vacancies: The President shall appoint members to fill vacant Board positions. Each new Director shall serve only the time remaining in the term of his or her predecessor.

Section 3.13 Compensation: Directors shall not receive any compensation for their services but the Board may authorize reimbursement of their reasonable expenses in connection with the performance of their duties.

Article IV. COMMITTEES

Section 4.01 Designation: Committees shall be designated from time to time by the Board that shall serve at the sufferance of the Board.

Section 4.02 Membership: Membership of any committee shall include at least one member of the Board.

Section 4.03 Executive Committee: The Executive Committee shall have the authority of the Board of Directors to the extent necessary for the Executive Committee to exercise the affairs of the Corporation in its ordinary course of business. The Executive Committee shall consist of the four elected officers, Junior Coordinator, Adult Rep, and Officials Rep. The President shall chair the committee.

Section 4.04 Finance Committee: To develop the financial policies and yearly budget for WEVA. The Finance Committee shall consist, at minimum, of the Treasurer, President, and one (1) Board member in a Junior position (Coordinator, Boys Rep, or Girls Rep). The Treasurer shall chair the committee. The Board shall approve the budget, for the succeeding fiscal year, no later than the 2nd Monday of August of the current fiscal year.

- Section 4.05 Governance Committee: To create a qualified slate of candidates for each election. The Governance Committee shall consist, at minimum, of the Vice President, Adult Rep, and one (1) Board member in a Junior position (Coordinator, Boys Rep, or Girls Rep). The Vice President shall chair the committee. The Board shall approve the nominations no later than ninety (90) days before the annual meeting of the current year. The election shall be completed no later than seven (7) days before the annual meeting.
- Section 4.06 Ethics and Eligibility Committee: To arbitrate issues regarding eligibility or playing level. The Ethics and Eligibility Committee shall consist, at minimum, of the Vice President, Officials Rep, and one (1) Board member in a Junior position (Coordinator, Boys Rep, or Girls Rep) or Adult Rep, based upon whether the members in question are adults or juniors. The Vice President shall chair the committee. If a request has been registered, the Ethics and Eligibility Committee shall render a decision within ten (10) days of the complaint.
- Section 4.07 Commissioner: There shall be a Commissioner who shall function with the direction and consent of the Executive Committee as the Executive Director of the Corporation. The Board of Directors shall select the Commissioner for a term to be set by the Board of Directors and the Board of Directors may set paid financial compensation in a reasonable amount.
- 07a) Responsibilities: Under the direction and supervision of the Executive Committee, and subject to the policies of the Board of Directors, the Commissioner shall be responsible for the administration and coordination of all activities and programs of the Corporation. The Commissioner shall receive all correspondence addressed to the Corporation, shall keep all records of the Corporation, including financial, administrative, and historical data, and shall discharge such other duties as are assigned by the Executive Committee or the Board of Directors.
- 07b) Assistants: The Commissioner, under the general guidance of the Executive Committee and Board of Directors, may recruit, train, employ, discharge, and otherwise create a staff of assistants that may be required for the efficient performance of assigned duties, making such financial arrangements with such assistants as deemed appropriate within the available funds allocated to the function by the Corporate budget.
- 07c) Contracts: The Commissioner shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of the Corporation any contract approved in the annual budget as adopted and amended by the Board of Directors.
- 07d) Finances: The Commissioner shall be responsible for the collection of revenues, the preparation of deposits and check requests, and the keeping of reliable accounting records which reasonably reflect the financial condition of the Corporation.
- 07e) Representative to USA Volleyball: The Commissioner shall serve as the principal representative to USA Volleyball, the Group D Assembly, and the Regional Operations and Youth and Junior Olympic Volleyball Divisions.

Article V. OFFICERS

- Section 5.01 President: The President shall preside at all meetings of the Board and membership meetings. He or she may sign checks, execute all contracts on behalf of WEVA and in general, supervise and control all the day-to-day affairs of WEVA. The President shall perform the usual and customary duties that are incident to the Office of President of a not-for-profit corporation.

- Section 5.02 Vice President: The Vice President shall chair all meetings of the Board in the absence of the President, and perform all the duties of the President in the event of the incapacitation, death or resignation of the President. The Vice President shall perform such additional duties that may, from time to time, be assigned to him or her by the President.
- Section 5.03 Treasurer: The Treasurer shall have charge of and be responsible for all the funds of WEVA, and receive monies due and payable to WEVA from any source; and ensure the deposit all such monies in the name of WEVA in such accounts as shall be selected by the Board. The Treasurer may also sign checks for WEVA, and shall keep books of accounts. In general, the Treasurer shall perform such additional duties as, from time to time, assigned to him or her by the President.
- Section 5.04 Secretary: The Secretary shall keep the minutes of the membership meetings and meetings of the Board. He or she shall publish the meeting minutes within two (2) weeks of the date of the meeting being reported on. He or she shall see that all notices of meetings are duly issued, and do everything that is usual and customary in connection with the function of a Secretary of a corporation. In general, the Secretary shall perform such additional duties as may, from time to time, be assigned to him or her by the President.

Article VI. MISCELLANEOUS

- Section 6.01 Corporate Seal: The Board shall adopt a corporate seal, which shall be in the form of a circle and shall bear the Corporation's name and the year and state in which it was incorporated.
- Section 6.02 Amendments: These By-laws may be amended or repealed, and new By-laws may be adopted by a two-thirds vote of all members of the Board of Directors present in person or by proxy at a duly noticed meeting. Written notice of the proposed amendments shall be submitted to the Secretary who shall submit it to each member of the Board. Notice shall be submitted in person or mailed to the last known residence / business address at least ten days prior to said meeting. Any proposed amendment must be submitted to the Secretary no later than fifteen (15) days prior to the next Board meeting. Any Member of WEVA may submit a proposal to amend said By-laws to the Secretary of WEVA and said proposal shall be placed on the agenda of the next meeting of the Board consistent with these procedures.
- Section 6.03 Fiscal Year: The fiscal year of WEVA shall begin on November 1st and end on October 31st of the following year; or for such other period as is deemed appropriate by the Board.
- Section 6.04 Dissolution: Upon dissolution of WEVA all assets of WEVA shall be given to the United States Volleyball Association (USA Volleyball), if permitted by the not-for-profit corporation law of the State of New York or any other applicable law of the State of New York; to be used in the same geographical area by the replacing region association.