

# CORPORATE BYLAWS

## FLORIDA REGION CORPORATE BYLAWS

### ARTICLE I

#### Name

The name of the Corporation shall be: Florida Region of USA Volleyball, Inc., a Florida non-profit 501(c)(3) Corporation.

### ARTICLE II

#### Offices

The principal office of the Corporation shall be a site designated by the Commissioner/Board Chair and the Executive Director. The Corporation shall have such other offices as the Board of Directors may designate, or as the business of the Corporation may from time to time require.

### ARTICLE III

#### Purpose

The purposes for which this Corporation is organized are set forth in the Articles of Incorporation.

### ARTICLE IV

#### Affiliation

The Corporation is affiliated with USA Volleyball (USAV) as a Group D Member Organization as provided in the USAV Operating Code, hereinafter referred to as the "USAV Code." The USAV Code, as presently constituted, shall be construed to be an integral part of these By-Laws. In the event of any conflict between these By-Laws and the USAV Code, the USAV Code shall take precedence for USAV matters and activities outside the Region, and the By-Laws shall take precedence over Region affairs within the Region. In the event of amendment to the USAV Code by the USAV, subsequent to the adoption of these By-Laws, all such amendments shall be deemed incorporated into these By-Laws until and unless the Board of Directors of this Corporation expressly votes to the contrary, or promulgates a conflicting amendment to the By-Laws.

### ARTICLE V

#### Membership

##### Section A General Statement

The membership of this non-profit Corporation shall be from the general populace. Members are qualified when:

- a. They make an application for affiliation purposes to actively participate in the Corporation; and
- b. They pay the required fee; and if performing as a Coach, Club Director, Official, or Chaperone, they successfully complete all requirements of the Corporation; and
- c. They use the rules of play adopted by this Corporation or a variation thereof approved by this Corporation; and
- d. They support, in word and action, the policies, goals, and programs of this Corporation; and
- e. They conduct themselves in a manner that brings credit to the Corporation.

Additionally regarding Membership, the Corporation reserves the right to deny, suspend, modify or terminate membership for any person regardless of any outcome or sanction imposed by USA Volleyball, the US Center for SafeSport or any civil, criminal or administrative investigation or proceeding.

#### Section B Membership and Registration Fees

Membership and Registration Fees, annual or otherwise, shall be set by the Board of Directors and specified in the Florida Region Operating Code (please see the current Florida Region Membership guide on the region website, [www.floridavolleyball.org](http://www.floridavolleyball.org), for membership and registrations fees)

#### Section C Proprietary Interest of Members

Members have no proprietary interest in this non-profit Corporation or in property at any time owned by the Corporation. Members shall have no rights to receive, by reason of membership, any of the property of this Corporation either upon dissolution or otherwise. Upon dissolution or termination of recognition as a Group D member Organization by the National Corporation, all assets shall inure to the benefit of the National Corporation for use in the same geographical area of the Regional Volleyball Association for the development of volleyball activities.

#### Section D Liability of Members

No member who is, or who later becomes a member of this non-profit Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this non-profit Corporation shall look only to the assets of this non-profit Corporation for payment.

#### Section E Rights of Members

Membership shall have the following rights:

- a. To review actions taken by the Board of Directors upon written request.
- b. To undertake such other matters of this Corporation as these By-Laws so allow or the Board of Directors may properly designate.

### ARTICLE VI Board of Directors

#### Section A Composition and Authority of Directors

##### Number of Directors

All corporate powers and affairs of this Corporation shall be governed by a Board of Directors whose members are selected without regard to race, color, religion, or national origin and shall ensure reasonable representation of both males and females. All members of the Board of Directors must possess a current membership in the Florida Region of USA Volleyball and must also have passed a background screen and SafeSport certification. In the elections, selection, or direct appointment to the Board, an affirmative effort must be demonstrated by the entity electing, selecting, or directly appointing that assures an equal opportunity for both sexes. The Board of Directors shall be composed of no more than nine (9) individuals selected as hereinafter provided. All Directors shall attend all meetings of the Board of Directors, unless excused by the Chair in advance. An individual may hold no more than one voting position on the Board at any one time.

##### Selection and Composition of Directors

The Board of Directors is composed of no more than nine (9) individuals from the Florida Region. All nine (9) of these positions serve specific functions and entail specific responsibilities. See the Board Roles & Responsibilities and the Operating Code for details on the positions. Two (2) of these positions represent the Juniors in the Region. Elections for all BOD members shall be held every two (2) years to elect half of those positions. The term shall be a length of four (4) years, with the term beginning on August 1st during the year elected, and lasting until August 1st of the term completed. Directors may be elected for successive terms. The position of Vice Chair is appointed by the Commissioner/Board Chair. The Executive Director is hired by the BOD on a contractual basis. The length and terms of the contract are set by the BOD.

##### Elections of the Directors

Elections shall be held every two (2) years, on the even years. If a position becomes vacant, the Commissioner/Board Chair shall appoint a new Director to serve the unexpired portion of the term. If the Commissioner/Board Chair position becomes vacant, then the Vice Chair will immediately assume the position of Commissioner/Board Chair and the Board of Directors shall appoint a replacement within seven (7) calendar days, and the appointee shall serve until the next regularly scheduled election. The Commissioner/Board Chair appointee may be decided

upon via e-mail, conference call, or during a Special Meeting. Prior to the election, the Board shall select an election committee from the Board of Directors who are not in their election year. The Executive Director shall head the committee, unless there is a conflict of interest, in which case the Secretary or the Registrar of the Region will head the committee. The committee will run the elections and tabulate their findings. The committee will report their findings to the Commissioner/Board Chair, no more than one week after the final election date and will contact in writing those who are elected. The results of the election will be posted on the Region website following the election. Deadlines for nominations, ballots, and results are further specified in the Florida Region Operating Code.

#### Duties of Directors

- a. Attend all regularly scheduled meetings, and any special meeting that may be necessary for the functioning of the Florida Region.
- b. Notice of nonattendance must be given to the Executive Director when failing to attend any meeting.
- c. Any member of the Board of Directors who misses two (2) consecutive meetings is subject to removal.
- d. Specific job duties and responsibilities for each position are listed in the Florida Region Roles & Responsibilities.

#### Section B Powers of the Board of Directors

##### General Statement

The Board of Directors, in the furtherance of the specific and primary purpose of the non-profit Corporation as expressed in its Articles of Incorporation and these By-Laws, may perform such acts as are necessary or convenient to exercise the power of this non-profit Corporation. Generally, it may do or perform, or cause to be done or performed, any act that the Corporation lawfully may do or perform in the furtherance of its specific and primary purposes as stated in its Articles of Incorporation and these By-Laws.

##### Policy Governing the Exercise of Powers by the Board of Directors

It shall be the policy of this Corporation to budget and disburse each year a portion of its ordinary net income in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation. It also shall be the policy of this Corporation that this Corporation shall not engage in any of the following transactions:

- a. Lending any part of its income or principal for less than adequate security or at unreasonable rates of interest;
- b. Making any part of this Corporation's services available on a preferential basis;
- c. Making any purchases of securities or other property for other than adequate and reasonable compensation;
- d. Selling any substantial part of the property of the Corporation for less than adequate compensation, or;
- e. Engaging in any transaction that results in a substantial division of the income or corpus of this Corporation.

##### Voting

Each member of the Board of Directors is entitled to one vote. No member is entitled to vote more than once on any issue, unless they have a proxy from another BOD member. Each member who holds a proxy is entitled to their vote plus one vote for each proxy. All proxies must be in writing and must be presented to the Commissioner/Board Chair or the Commissioner/Board Chair's designee prior to the official start of the meeting.

##### Staff Relations

The Board of Directors shall oversee the day-to-day operations of the Executive Director. The Commissioner/Board Chair shall be the liaison- between the BOD and the Executive Director of the region. The Executive Director shall serve as the Principal Representative to the Regional Volleyball Association Assembly (RVAA) of USAV. The Executive Director shall be the first point of contact for any issue regarding staff and independent contractors. The Commissioner/Board Chair shall call a meeting as necessary to address concerns and activities of the region and shall inform the BOD of her/his decision(s) at the next BOD meeting.

The representative from the Florida Region to the RVAA Junior Assembly (JA) must be a current member of the Region Board or Director level staff member and will be selected by the Board Chair/Commissioner. The Board Chair/Commissioner

may serve in the position of RVAA Junior Assembly Representative if they so choose. ~~In the case of the RVAA allowing two representatives to the RVAA JA, both representatives will be chosen by the Board Chair/Commissioner.~~ The RVAA JA representative(s) selected must have current or previous experience in club management as a Club Director in the Region or currently be serving as a Junior Representative to the Florida Region Board.

ARTICLE VII  
Meetings

Regular Meetings

Regular Meetings of the Board of Directors shall be held at least once each quarter, per the following schedule:

First Quarter:	October 1 - December 31
Second Quarter:	January 1 - March 31
Third Quarter:	April 1 - June 30
Fourth Quarter:	July 1 - September 30 – Annual Meeting

Special Meetings

Special Meetings of the Board of Directors may be called at any time and for any purpose by the Commissioner/Board Chair, Vice Chair, or by three of the Directors.

Notice of Meetings

Notice of any meetings shall be given by the Commissioner/Board Chair, Vice Chair, Secretary, or Executive Director. Notice must be in writing or email and may be delivered personally or to the addresses of the Directors. Notice must be delivered no later than three weeks before Regular Meetings, and at least seven days prior to Special Meetings. Each notice shall specify the place where, the day, and the hour when the meeting will be held.

Quorum

A majority of the Directors present in person shall constitute a quorum for the transaction of business. Every act done and every decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. Proxy voting shall be permitted if the proxy is submitted in writing or email prior to the meeting to the Commissioner/Board Chair and/or the Secretary.

Action Without a Meeting

Any action, which may be taken at any Regular or Special Meeting of the Board of Directors, may be taken without a meeting if a two-thirds majority of the members of the Board of Directors shall individually or collectively confirm in writing or by email to such action and attempts have been made to notify all Board members. Such written confirmation shall be filed with the minutes of the proceedings of the Board of Directors.

Presumption of Assent

A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or abstention shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the Secretary of the Corporation before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

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.

Removal of Directors

Any Board of Directors member can be removed from office by a two-thirds majority vote of the Board of Directors for breach of the following:

- Non-participation – missing two or more consecutive meetings without prior approval.
- Conduct detrimental to the Florida Region, its members, and/or USA Volleyball.
- Behavior not conducive with region policy and procedures, or bringing embarrassment to the region.
- Compensation of Directors

The Board of Directors shall determine what amount, if any, will be compensated to any Director.

#### Expense Approval

Every voting member of the Board of Directors shall be entitled to receive approval of expenses by the BOD. Expenses should be approved beforehand; otherwise, they may not be paid. Expenses for the Region Employees will be approved by the Executive Director or the Commissioner/Board Chair.

### ARTICLE VIII Corporate Seal

Unless otherwise required by law, no action herein shall require a corporate seal.

### ARTICLE IX Assets

#### Section A

All bank checks drawn against the Corporation’s checking assets shall be signed by the Commissioner/Board Chair, Executive Director, Secretary/Treasurer, or by such other person or persons as the Board of Directors may from time to time determine.

#### Section B

Deeds, mortgages, leases, and other contracts may be signed by the Commissioner/Board Chair, Executive Director, or the Secretary/Treasurer or by such other person or persons as the Board of Directors may authorize. All such documents must be archived on the corporate server and presented to the corporate officers with the monthly financial reports.

#### Section C

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a written resolution of the Board of Directors.

#### Section D

All funds of the Corporation not otherwise employed shall be deposited as received in the Corporation’s checking account or in a savings account with such bank or banks, or other depositories, as the Board of Directors may approve. The Treasurer of the Corporation shall be listed as a signatory on all such accounts.

### ARTICLE X Committees

The Board of Directors may, as needed, appoint Committees for such purposes as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors, except such powers as are prohibited under Florida law. However, all matters transacted by the committee in the name of the Corporation shall be submitted and ratified by the Board of Directors at its next Regular or Special Meeting. Membership of any such committee shall include at least one member of the Board of Directors.

### ARTICLE XI Fiscal Year

The fiscal year of this Corporation shall begin on October 1 and end September 30 of the following year.

ARTICLE XII  
Ethics and Conduct

General Statement

The Corporation is responsible to its members, USA Volleyball, the United States Olympic & Paralympic Committee, the Federation Internationale de Volleyball, and to the general public to make certain that the sport of volleyball, the name of the Corporation, and the symbols associated with the Corporation are not used in such a manner as to be detrimental to the sport, the Corporation, the United States Olympic & Paralympic Committee, the nation, or the Federation Internationale de Volleyball.

Olympics

No organization affiliated with this Corporation and no team or individual associated with this Corporation may use, without the permission of the United States Olympic & Paralympic Committee, any words or symbols normally associated with the United States Olympic & Paralympic Committee, the International Olympic Committee, or the Olympic Games for the purpose of trade, to induce the sale of goods or services, or to promote a theatrical exhibition, athletic performance or competition.

Corporate Name and Logo

No organization affiliated with this Corporation and no team or individual associated with this Corporation may use the Corporate name and logo for the purpose of trade, to induce the sale of any goods or services, to promote any theatrical exhibition, athletic competition or performance, or in any other manner that tends to cause confusion, to cause mistake, to deceive, or to falsely suggest a connection with this Corporation or any of its activities, without the expressed written consent of this Corporation.

Suspension or Expulsion

Any organization that is affiliated with the Corporation, or any team or individual that is associated with the Corporation, or any individual who holds an elective or appointive position with this Corporation that violates the restrictions of the above sections, or that acts in such a fashion as to cause this Corporation public embarrassment or to ridicule by virtue of having such organization affiliated with it, team or individual associated with it, or individual holding an elective or appointive positions in it, may be suspended or expelled from affiliation or office, by a majority vote of a duly constituted quorum of the Board of Directors acting in good faith.

Incident Review

Specific policies on reporting and handling of incidents involving ethics and eligibility of players, coaches, and other representatives affiliated with the Corporation are set out in the Incident Review Policy.

ARTICLE XIII  
Equal Opportunity

This Corporation will provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, , gender or national origin, and with fair notice and opportunity for a hearing by a committee appointed by the Commissioner/Board Chair before declaring such individual ineligible to participate.

ARTICLE XIV  
Membership Records

This Corporation shall keep records containing the name, address, and email address of each Member, Director, and Organization. No information will be given to any entity without the express written consent of the member or members as pertains to Florida Law.

ARTICLE XV  
Operating Codes

In all cases not otherwise provided for in these By-Laws, this Corporation shall be governed by Robert's Rules of Order. Any items not covered in these By-Laws are covered in the Florida Region Operating Code. Any item not covered by the By-Laws, Florida Region Operating Code, or other policies and procedures of the region will be determined by the Board of Directors.

#### ARTICLE XVI

##### Amendments

These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by a two-thirds vote of the Board of Directors present at any Regular or Special Meeting, provided, however, notice of the proposed amendment has been submitted to the Commissioner/Board Chair and Vice Chair in writing at least ten (10) days prior to said meeting. If less than one-half of the total members of the Board are present, the amendment must be tabled until at least one-half of the total Board is present.