

**Bylaws**  
**of**  
**USA Volleyball**

Adopted: May 23, 2008

Last Amended: October 30, 2009

**Article I. NAME AND OFFICES**

1.01 Corporation. The name of this organization, incorporated in the State of Colorado, shall be USA VOLLEYBALL (the "Corporation"). The Corporation succeeds without interruption to all assets, purposes, and activities of the United States Volleyball Association, a California corporation.

1.02 Business Offices. The principal office shall be located in Colorado Springs, Colorado. The Board of Directors ("Board") may change the location of the principal office, and the Board may also establish or discontinue other offices at places where the Corporation is qualified to do business. The registered office of the Corporation may be, but need not be, the same as the principal office, and the address of the registered office may be changed from time to time by the Board.

**Article II. VISION, MISSION AND GOALS**

2.01 Vision. The vision of the Corporation is to be acknowledged as the world leader in volleyball.

2.02 Mission. The Corporation shall have the responsibility to accomplish the following mission(s):

- A. Attain excellence in all aspects of the sport of volleyball.
- B. Nominate and/or approve athletes, teams, administrators and officials for all Corporation-sanctioned international volleyball competitions.
- C. Promote and develop, through itself and its Member Organizations, the sport of volleyball in the United States.
- D. Establish standards for USA Volleyball Regional Volleyball Associations.
- E. Conduct national championships and other open competitions.
- F. Ensure compliance with United States Olympic Committee policies and procedures to maintain recognition as the Olympic and Pan American National Governing Body for volleyball in the United States.
- G. Ensure compliance with Federation Internationale de Volleyball policies and procedures to maintain recognition as the United States National Federation for volleyball worldwide.

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- 2.03 Goals. The Corporation shall have the following goals:
- A. Competitive Success: to win gold medals in every international competition;
  - B. Sport Growth: to achieve full participation in volleyball at all levels and in all geographical areas of the United States;
  - C. Sport Enhancement: to improve support services necessary for the conduct of quality programs to ensure recognition as the international authority and expert for volleyball;
  - D. International Representation: to have influential positions on all important volleyball international boards and commissions;
  - E. Recognition: to receive consistent recognition of USA Volleyball coaches and athletes as top world performers;
  - F. Administration: to develop and maintain a structure which will effectively and efficiently assist in achieving the vision and mission of the Corporation; and
  - G. Finances: to develop, implement and maintain a financial plan to achieve the vision and mission of the Corporation.

### **Article III. DEFINITIONS**

- 3.01 Definitions. As used in these Bylaws the term --
- A. "Act" refers to the Ted Stevens Olympic and Amateur Sports Act of 1998;
  - B. "Amateur athlete" refers to any athlete who meets the eligibility standards established by the National Governing Body or Paralympic Sports Organization for the sport in which the athlete competes;
  - C. "Amateur athletic competition" refers to a contest, game, meet, match, tournament, or other event in which amateur athletes compete;
  - D. "Amateur sports organization" refers to a not-for-profit corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges amateur athletic competition;
  - E. "Board" refers to the Corporation's Board of Directors;
  - F. "CEO" refers to the Corporation's Chief Executive Officer;
  - G. "Corporation" refers to USA Volleyball;
  - H. "Domestic athlete" refers to a volleyball player who meets the current eligibility standards for participation in the Corporation's domestic volleyball events;
  - I. "FIVB" refers to the Federation Internationale de Volleyball, which is the international federation for the sport of volleyball and beach volleyball;

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- J. "IF" refers to an international federation which is a non-governmental organization as recognized by the International Olympic Committee (IOC);
- K. "International amateur athletic competition" refers to any amateur athletic competition between any athlete or athletes representing the United States, either individually or as a part of a team, and any athlete or athletes representing any foreign country<sup>1</sup>;
- L. "International athlete" refers to a volleyball player who meets the current eligibility standards as defined in the corporation documents of the USOC;
- M. "IOC" refers to the International Olympic Committee;
- N. "IPC" refers to the International Paralympic Committee;
- O. "Member Organization" refers to either a Regional Volleyball Association of USA Volleyball or an Affiliated Organization as defined in these Bylaws.
- P. "MRC" refers to the Member Relations Commission;
- Q. "NGB" refers to any national governing body which is an amateur sports organization recognized by the USOC in accordance with Article X of the USOC Bylaws;
- R. "NGC" refers to the Nominating and Governance Committee.
- S. "PASO" refers to the Pan American Sport Organization, a confederation of national Olympic committees from the Americas;
- T. "Protected competition" refers to any amateur athletic competition where athletes or teams have been officially designated by the appropriate NGB or PSO as representing the United States in accordance with the Act and the USOC Bylaws;
- U. "PSO" refers to a paralympic sports organization which is an amateur sports organization recognized by the USOC in accordance with Article X, Section 10.6 of the USOC Bylaws;
- V. "Sanction" refers to an official approval issued by the Corporation;

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<sup>1</sup> This term is not intended to be limited to athletes or teams known as "national" teams of the United States. In the context of this definition, it is intended that any United States amateur sports organization which wishes to conduct or sponsor amateur athletic competition between the United States amateur athletes, or teams of United States amateur athletes representing such organization and athletes or teams of amateur athletes representing a foreign country or institution, must obtain a sanction from the appropriate National Governing Body or Paralympic Sports Organization. Correlatively, an NGB or PSO must sanction such international amateur athletic competition upon satisfaction by the applicant organization of the objective and nondiscriminatory sanction criteria set forth in Section 220525 of the Act. This definition is not intended to change the prevailing practices which vary from sport to sport with respect to sanctioning of regular "border" scholastic or collegiate competition between American and Canadian or Mexican educational institutions, nor is any provision in these Bylaws intended to authorize a NGB or PSO to designate or select (as distinct merely from certifying on request the eligibility or amateur status of) the United States amateur athletes or team of United States amateur athletes to participate in an international competition other than one involving a United States national team.

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W. "Quadrennium" refers to the four-year (4-year) period that commences on the first day after the conclusion of the Summer Olympic Games and extends through the next Summer Olympic Games;

X. "USOC" refers to the United States Olympic Committee.

3.02 Jurisdiction. The Corporation shall enforce and comply with all rules and regulations of the USOC, IOC, FIVB, PASO, and the IPC. Pursuant to the authority granted by the USOC, IOC, FIVB, PASO, and the IPC, the Corporation shall have exclusive jurisdiction to nominate individuals who will represent the United States in the Olympic Games, the Pan American Games, the Paralympic Games and FIVB and / or FIVB approved competitions. The Corporation shall enforce with respect to such nominations the definition of an eligible athlete adopted by the USOC, IOC, FIVB, PASO, or the IPC, as relevant.

## Article IV. MEMBER ORGANIZATIONS

4.01 Organizations. Organizations eligible to become Member Organizations of the Corporation shall be those which take some active part in the administration of the sport of volleyball and/or that are engaged in efforts to promote the participation in, or preparation for, amateur athletic competition in the sport of volleyball. Organizations, other than professional volleyball leagues, tours and teams, which are purely commercial or political in purpose, are not eligible for affiliation.

There shall be two categories of organizations eligible to affiliate with the Corporation as Member Organizations.

- A. **Regional Volleyball Associations of USA Volleyball ("Regional Volleyball Association(s)")**. Not-for-profit regional volleyball organizations approved by the Corporation and doing business in association with the Corporation in a defined geographical area or territory of the United States. To qualify for consideration as a Regional Volleyball Association, an organization must satisfy the following criteria:
1. If making initial application for affiliation, follows the procedures for recognition as a Regional Volleyball Association, as outlined in the Operating Code of the Corporation;
  2. Has identified a principal representative to the Corporation (traditionally the "Regional Commissioner");
  3. Has both male and female leadership, as volunteers and/or paid staff, available to perform functions as player representatives and directors for programs and activities;
  4. Selects its leadership in a democratic fashion, consistent with policies and procedures approved by the Corporation;

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5. Is incorporated under the laws of the state (or if a multi-state organization, under the laws of one of the states) in which it is located, as a not-for-profit corporation. Upon dissolution or termination of recognition as a Regional Volleyball Association by the Corporation, all assets shall inure to the benefit of the Corporation for use in the same geographical area of the Regional Volleyball Association for the development of volleyball activity;
  6. Uses the rules of play adopted by the Corporation or a variation thereof approved by the Corporation;
  7. Registers participants with the Corporation;
  8. Pays administrative fees and dues established by the Corporation;
  9. Requires its membership, individuals, teams and organizations to comply with the Corporation's Participant Code of Conduct, the Corporation's Substance Abuse and Drug Testing Policy and all other applicable policies and requirements of the Corporation;
  10. Employs due process and an approved appeals procedure for adjudicating matters of ethics and eligibility and determining discipline for violations. All such processes and procedures shall be incorporated into the governing documents of the Regional Volleyball Association;
  11. Recognizes and adopts for purposes of Regional Volleyball Association activities and privileges any penalties imposed by the Corporation's Ethics and Eligibility Committee;
  12. Supports, in word and action, the policies, goals and programs of the Corporation;
  13. Submits all reports as required by the Corporation and specified in the Corporation Operating Code and other Corporation documents;
  14. Any Regional Volleyball Association failing to pay administrative fees or to submit reports required by the Corporation or by any government entity shall be reported to the Chair of the Regional Volleyball Association Compliance Committee. If the Regional Volleyball Association fails to pay such fees or submit such reports within thirty (30) days after receiving formal written notice of such deficiencies from the Chair of the Regional Volleyball Association Compliance Committee, the Chair will refer the matter to the Corporation's CEO for review and appropriate action. If the Regional Volleyball Association fails to pay such fees or submit such reports within thirty (30) days after receiving formal written notice of such deficiencies from the Corporation's CEO, the matter shall be referred to the Board for appropriate action which may include withdrawal of recognition as a Regional Volleyball Association as per Article 6.02 D 3 of these Bylaws.
- B. Affiliated Volleyball Organizations.** Not-for-profit and for-profit organizations which contribute to the development of volleyball. To qualify for consideration as an Affiliated Volleyball Organization, an organization must satisfy the following criteria:
1. Supports, in word and action, the policies, goals, programs and Bylaws of the Corporation;
  2. Pays administrative fees and dues established by the Corporation;

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3. Submits all reports as required by the Corporation and specified in the Corporation Operating Code and other Corporation documents.
4. Review of Affiliated Organizations. The Board of the Corporation shall have the power to admit to affiliation, within the criteria specified herein, organizations making application for affiliation. The Board shall further have the power to withdraw affiliated recognition from an organization as provided for in Article 6.02 D 3 of these Bylaws.
  - a. The Board, or its designee, shall review initial applications submitted by an organization desiring to affiliate with the Corporation. Any organization seeking to affiliate must:
    - i) Request an application form from the Secretary of the Corporation;
    - ii) Deliver its written application in person or by first class mail postage prepaid to the principal office of the Corporation so that it is received no less than 60 days prior to the next meeting of the Board of Directors;
    - iii) Specify in such application the grounds upon which the request is being made;
    - iv) Append to such application its current Articles of Incorporation, Bylaws, Operating Code and/or other applicable governing documents and such other information as deemed appropriate; and
    - v) Have such application signed by its CEO or another duly authorized representative.
  - b. An Affiliated Organization failing to pay annual dues, if any, established by the Board, and/or failing to submit its Quadrennial Report within ninety (90) days of the date(s) due shall forfeit affiliated status and must re-apply following the procedures described in Article 4.01 B 4 a of these Bylaws.

4.02 Administrative Fees and Dues. Administrative fees and dues and date of payment, annual or otherwise, shall be set by the Board and specified in the Corporation Operating Code and other appropriate Corporation documents.

4.03 Proprietary Interest of Regional Volleyball Associations and Affiliated Organizations. Regional Volleyball Associations and Affiliated Organizations have no proprietary interest in the Corporation or in property at any time owned by the Corporation. Regional Volleyball Associations and Affiliated Organizations shall have no right to receive, by reason of affiliation, any of the property of the Corporation either upon dissolution or otherwise.

4.04 Liability of Regional Volleyball Associations and Affiliated Organizations. No organization which now is, or which later becomes, a Regional Volleyball Association or Affiliated Organization of the Corporation shall be liable to the Corporation's creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

4.05 Individuals and Teams. There shall be no individual, team or organizational membership in the Corporation other than those specified in this Article IV. For purposes of Section 7-127-202 of the Colorado Nonprofit Corporation Act, any members of the Corporation shall be considered non-voting members and shall have only those voting rights as specified in

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these Bylaws. Individuals and teams may associate with the Corporation as registrants as specified in the Operating Code of the Corporation, either with a Regional Volleyball Association or directly through the corporate office. Such individuals and teams will not be considered members and will not have voting rights. To the extent that persons or teams so participating or affiliating with the Corporation may from time to time, for convenience, be referred to as "members," they shall nonetheless not be considered members within the meaning of these Bylaws, or within the meaning of Title 7, Article 127 of the Colorado Nonprofit Corporation Act, and shall not have voting rights.

4.06 General Procedures Applicable to Membership Matters.\_ Except as otherwise expressly established in these Bylaws, all questions relating to membership in the Corporation shall be ultimately decided by the Board.

4.07 Suspension or Expulsion of Member Organizations. Any Member Organization or a representative of a Member Organization may be suspended or expelled from affiliation or association with the Corporation by the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board. Decisions of the Board regarding the status of Member Organizations within the Corporation and/or violations of the Bylaws, the Operating Code or other governing documents of the Corporation may be appealed to the American Arbitration Association (AAA) for binding arbitration. Suspension or expulsion may result from, but is not limited to, the following actions:

- A. Violations of the provisions of these Bylaws,
- B. Material violations of the provisions of the Operating Code or other governing documents of the Corporation,
- C. Unconscionable actions during volleyball or Corporation activities,
- D. Actions contrary to the fundamental objectives, integrity or best interests of the Corporation or the sport of volleyball; or
- E. Evidencing a pattern of allowing or encouraging teams or individuals associated with the Member Organization to act as described above.

A suspension may be for such period as the Board shall determine. Absent the threat of significant harm to the Corporation, another Member Organization or individuals, a Member Organization shall be given at least thirty (30) days prior written notice of a Board meeting at which a motion to suspend or expel will be considered. The Member Organization will be provided an opportunity to make an oral or written presentation to show cause why it should not be expelled or suspended.

## Article V. USA VOLLEYBALL CONGRESS

5.01 Once each year, in association with a regularly scheduled Board meeting, the Corporation shall hold a USA Volleyball Congress (UVC), which UVC shall take place to the

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extent reasonably possible in conjunction with a major volleyball event or activity.

Representatives of all Member Organizations of the Corporation shall be entitled and invited to attend the UVC. The Board shall have authority to invite other individuals and representatives of organizations to attend the UVC. The Board shall determine the parameters for attendance at the UVC, including but not limited to determining the number of attendees and the amount of travel expenses, if any, that the Corporation will pay, associated with the attendance of individuals at the UVC.

5.02 The Board shall decide the time, place, and format of the UVC. The Board, in conjunction with the CEO, shall provide information to the attendees of the UVC on the affairs of the Corporation, which shall include information on the performance of the organization, the financial performance and well being of the Corporation, preparations for the Olympic, Pan American, Paralympic Games and other international competitions, achievement of the Corporation's mission, and actions taken, results achieved, and programs being implemented by the Corporation.

5.03 At the UVC, representatives from each of the organizations will have an opportunity to provide information and to communicate with the Board in formal session and/or the CEO concerning the Corporation's performance, policies and other matters. Such input shall be advisory in nature and shall not be deemed to direct the Board or the CEO to take or not take any particular action. The UVC shall not conduct or perform any governance functions related to the Corporation.

5.04 The structure and process of the UVC shall be defined in the Operating Code.

5.05 In addition to the Board, the committees and the commissions of the Corporation as deemed appropriate may each also meet in association with the UVC in the same geographic location.

5.06 The Board shall work with the CEO, the chairs of the standing committees of the Board and with input from the RVA Assembly and the Member Relations Commission to design the sessions of the UVC so as to facilitate communication between and among the Board, the CEO and other senior management of the Corporation, and the representatives of the Member Organizations to promote the exchange of ideas and advance the sport.

## **Article VI. BOARD OF DIRECTORS**

6.01 Composition and Authority.

A. Number of Directors. All corporate powers and affairs of the Corporation shall be governed by the Board whose members are selected without regard to gender, race, color, religion or national origin, at least twenty per cent (20%) representation by international athletes and at least twenty percent (20%) representation by independent persons as defined in these Bylaws.

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- B. Composition. The Board shall be composed of sixteen (16) individuals, fifteen (15) of whom shall have vote, selected as hereinafter provided. An individual may hold no more than one voting position on the Board at any one time.
- C. Term Limits. A member of the Board shall be eligible to serve a maximum of two (2) consecutive terms (a "term" is defined as serving all or part of a term). An individual may serve two (2) consecutive terms, sit out one (1) term, and then again be eligible for nomination/election/selection to the Board. A Director's term shall begin on July 1 of the year (s)elected and end June 30 of the final year of the term.
- D. Employees. Employees of the Corporation are not eligible to be a member of the Board. The CEO shall be entitled to attend Board meetings and shall have voice but not vote on all matters. Other employees of the Corporation may serve in ex-officio, non-voting capacities on any structure or substructure of the Corporation concurrent with their term of employment. Individuals engaged as independent contractors and/or current members of National Teams shall not be considered employees of the Corporation.
- E. Conflict of Interest. Board members shall recuse themselves from discussing or voting on issues where they have an actual or perceived conflict of interest.
- F. Representatives of Member Organizations may attend Board meetings with no voice or vote, but may be granted voice upon request.
- G. In the election, selection, or direct appointment to the Board, an affirmative effort must be demonstrated by the entity electing, selecting, or directly appointing that is consistent with the Corporation's Diversity Policy.

### 6.02 Powers of the Board of Directors

- A. General Statement: The Board, in the furtherance of the specific and primary purpose of the Corporation, as expressed in its Articles of Incorporation and these Bylaws, may perform such acts as necessary to exercise the powers of the Corporation.
- B. The Board shall oversee the management of the Corporation and its affairs, but it will not manage the Corporation. The Board shall represent the interests of the volleyball community in the United States and its athletes and members by providing financial oversight, policy, guidance and strategic direction. The Board shall focus on long-term objectives rather than day-to-day management, empowering the CEO to manage a staff-driven organization with effective oversight.
- C. Policy Governing the Exercise of Powers by the Board: It shall be the policy of the Corporation to budget and disburse each year appropriate and prudent revenues in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation. It also shall be the policy of the Corporation that the Corporation shall not engage in any of the following transactions:

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1. Lending any part of its income or principal to donors, to members of the families of donors, or to corporations controlled by donors;
  2. Making any part of the Corporation's services available, on a preferential basis, to donors, or to members of donors' families or to corporations controlled by donors or members of donors' families;
  3. Making any substantial purchase of securities or other property 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 for less than adequate consideration;
  5. Engaging in any transaction which results in a substantial diversion of the income or corpus of the Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families. The Board, in the exercise of its powers, stated in subsection A of this Article 6.02 of the Bylaws, shall be governed by and shall observe the policies stated in this subsection C.
- D. General Powers. The Board shall have oversight of the business and financial affairs of the Corporation and ultimate authority over the activities of the Corporation, including, but not limited to:
1. The authority to elect and remove the Chair of the Board;
  2. The authority to remove a member of the Board or any member of a Board Committee for cause;
  3. The authority to remove any Regional Volleyball Association or Affiliated Organization for cause;
  4. The authority to enact, amend, or repeal provisions of these Bylaws; and
  5. The authority to admit, terminate or reclassify Member Organizations as provided by these Bylaws and to communicate with those relevant organizations
- E. Responsibilities. The Board shall have the following responsibilities, including but not limited to:
1. Ensure that the Board is properly structured and capable of acting in case of corporate crisis;
  2. Employ, establish compensation, evaluate and terminate the employment of the CEO;
  3. Create policy direction for the CEO and staff on significant issues facing the Corporation;
  4. Review and take necessary action on the Corporation's strategic plan and the annual operating plans, budget, business plans, corporate performance and other significant corporate actions;

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5. Plan for management succession;
  6. Monitor the financial reporting process, communications with constituents, and the Corporation's legal and regulatory compliance program and the performance of its broader responsibilities (such as conformance to the "Act"; USOC Bylaws and FIVB Constitution);
  7. Set policy on capital structure, financial strategies, borrowing commitments and long range financial planning;
  8. Monitor the Corporation's assets to ensure that they are being properly managed, invested and/or otherwise protected;
  9. Receive and review the reports of the CEO, Committees of the Board and task forces;
  10. Approve the selection of independent auditors;
  11. Encourage a culture of ethical behavior and compliance throughout the Corporation; and
  12. Achieve as much transparency in the operations of the Corporation as is reasonably achievable and to keep the stakeholders in the Corporation informed about the business and operations of the Corporation,
- F. The Board may seek assistance and guidance from the standing committees of the Board. The Board shall remain ultimately accountable for the responsibilities of the committees.
- G. Diversity. The Board shall develop and implement a policy of diversity at all levels of the Corporation, supported by meaningful efforts to accomplish that diversity.
- H. General Qualifications. Each Director shall exhibit the following general qualifications in addition to meeting the Minimum Criteria described in Article 6.02 I.
1. Be a citizen of the United States; and not be affiliated with any national volleyball federation other than USA Volleyball.
  2. Be at least eighteen years of age;
  3. Be of good character;
  4. Be judged qualified and appropriate for the particular Board position;
  5. Be committed to serving the best interests of the Corporation and the sport regardless of the constituency which (s)elects the Board Member;
  6. Be committed to the principles of the Corporation;
  7. Be willing to adhere to Corporation policies;
  8. Possess strong communication and interpersonal skills.
- I. Selection, Minimum Criteria and Terms. The composition of the Board shall be as follows:

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1. Four Athlete Directors, each with one vote. One shall be female from the indoor discipline; one shall be male from the indoor discipline; one shall be female from the beach discipline; and one shall be male from the beach discipline.
  - a. Selection: Nominees shall be solicited broadly by the Nominating and Governance Committee (“NGC”) with self nomination encouraged. Every effort will be made to identify a minimum of two nominees for each available Board position. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit either additional information on the nominee or reject the nomination. International indoor athletes will elect the Indoor Athlete Directors (1 female and 1 male) and international beach athletes will elect the Beach Athlete Directors (1 female and 1 male). The determination of whether an athlete is voting as an “indoor eligible athlete” or “beach eligible athlete” will be established by that athlete’s last qualifying competition.
  - b. Minimum Criteria: In order to be eligible to run and/or vote for Athlete Director positions, athletes must be international athletes as defined in these Bylaws.
  - c. Term: Subsequent to the initial terms below, all terms shall be four years:
    - i) Indoor - 2009 (1 year);
    - ii) Beach - 2010 (2 years);
    - iii) Indoor - 2011 (3 years); and
    - iv) Beach - 2012 (4 years).
2. Three Independent Directors, each with one vote.
  - a. Selection: Nominees shall be solicited broadly by the NGC with self-nomination encouraged. Every effort will be made to identify a minimum of 2 nominees for each available Board position. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria it shall specify the rationale upon request and either solicit additional information on the nominee or reject the nomination. The NGC shall select the Independent Directors, using whatever process the NGC determines to be appropriate, from among nominated individuals meeting the criteria.
  - b. Minimum Criteria: An Independent Director will be determined to have no material relationship with the Corporation for a minimum of at least the past two years and shall meet the other criteria of independence as specified in Article 6.10 Successful candidates should be capable of contributing to advancing the best interests of the Corporation and the sport and bring special skills or associations to the Board. Election to the Corporation’s Board of Directors does not invalidate independent Director status for subsequent service on the Board.
  - c. Term: Subsequent to the initial terms below, all terms shall be four years:

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- i) 2009 (1 year);
    - ii) 2010 (2 years); and
    - iii) 2011 (3 years).
3. Two Regional Volleyball Association (“RVA”) Directors, each with one vote.
  - a. Selection: The NGC shall accept from the Regional Volleyball Association Assembly of USA Volleyball (“RVA Assembly”) a minimum of 2 nominees for each available Board position with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee and/or request the submission of additional nominees until at least two (2) nominees are identified for each Board position. The NGC shall forward the final slate of nominees to the RVA Assembly to conduct the election(s) to fill each Board position.
  - b. Minimum Criteria: A candidate to represent the RVA’s should meet or exceed the following criteria:
    - i) Recent leadership role within a Regional Volleyball Association (current or previous role as a Commissioner not required).
    - ii) Member in good standing with a Regional Volleyball Association.
    - iii) Demonstrate a significant degree of involvement at the Regional and National levels with a broad spectrum of experience in the sport.
  - c. Term: Subsequent to the initial terms below, all terms shall be four years:
    - i) 2010 (2 years);
    - ii) 2012 (4 years).
4. One Indoor High Performance Director, with one vote.
  - a. Selection: The NGC shall accept a nominee or preferably nominees from the Corporation-recognized high performance organization (currently the National Collegiate Athletic Association (“NCAA”)) with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee or continue the solicitation process. The NGC shall forward the final slate of nominees to the NCAA to select the Board position.
  - b. Minimum Criteria: A candidate to represent Indoor High Performance should meet or exceed the following criteria:
    - i) Recent leadership role with a collegiate institution (e.g. athletic director, conference/college administrator, senior staff), committee, program or activity (volleyball-specific experience preferred but not required).

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- ii) Appropriate experience (e.g. international representation, high performance program management and/or development) to adequately represent indoor volleyball high performance programs and development.
    - iii) Demonstrate a significant degree of involvement with a broad spectrum of sport administration, programming or development (volleyball experience preferred but not required).
  - c. Term: Subsequent to the initial term below, all terms shall be four years:
    - i) 2009 (1 year).
- 5. One Junior Indoor Director, with one vote.
  - a. Selection: The NGC shall accept from the Junior Assembly of USA Volleyball (“Junior Assembly”) a minimum of 2 nominees for the available Board position with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee and/or request the submission of additional nominees until at least two (2) nominees are identified for each Board position. The NGC shall forward the final slate of nominees to the Junior Assembly to conduct the election(s) to fill the Board position.
  - b. Minimum Criteria: A candidate to represent Junior Indoor volleyball should meet or exceed the following criteria:
    - i) Appropriate experience with junior volleyball.
    - ii) A broad spectrum of junior indoor volleyball experience such as junior club director, junior coach, junior event programming, etc.
  - c. Term: Subsequent to the initial term below, all terms shall be four years:
    - i) 2010 (2 years).
- 6. One National Beach Tour Director, with one vote.
  - a. Selection: The NGC shall accept a nominee or preferably nominees from the Corporation-recognized National Beach Tour management (currently the AVP Pro Beach Volleyball Tour, Inc. (“AVP”)) with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee or request the submission of another nominee. The NGC shall forward the final slate of nominees to the AVP to select the Board position.
  - b. Minimum Criteria: A candidate to represent the National Beach Tour should meet or exceed the following criteria:
    - i) Recent leadership role with the National Beach Tour.

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- ii) Demonstrate a significant degree of involvement with a broad spectrum of beach volleyball sport administration, programming, international operations and/or high performance development.
  - c. Term: Subsequent to the initial term below, all terms shall be four years:
    - i) 2011 (3 years).
- 7. One Beach Elite/Development Director, with one vote.
  - a. Selection: The NGC shall accept from the Beach Assembly of USA Volleyball (“Beach Assembly”) and any other Beach Volleyball Organization a minimum of 2 nominees for the available Board position with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee and/or request the submission of additional nominees until at least two (2) nominees are identified for the Board position. The NGC shall forward the final slate of nominees to the Beach Assembly to conduct the election(s) to fill the Board position.
  - b. Minimum Criteria: A candidate to represent Beach Elite / Development should meet or exceed the following criteria:
    - i) Recent leadership role within the beach elite / development community.
    - ii) Significant involvement with a broad spectrum of either elite and/or developmental beach programming, coaching or beach event operation.
  - c. Term: Subsequent to the initial term below, all terms shall be four years:
    - i) 2012 (4 years).
- 8. One Coach Director, with one vote.
  - a. Selection: The NGC shall accept a nominee or preferably nominees from the Corporation-recognized national coaching organization (currently the American Volleyball Coaches Association (“AVCA”)) with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee or request the submission of another nominee. The NGC shall forward the final slate of nominees to the AVCA to select the Board position.
  - b. Minimum Criteria: A candidate to represent volleyball Coaches should meet or exceed the following criteria:
    - i) Recent leadership role in the volleyball coaching profession, coaching administration, coach development and/or volleyball coach training and education.
    - ii) Experience with international volleyball coaching and/or high performance development is preferred.

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- c. Term: Subsequent to the initial term below, all terms shall be four years:
  - i) 2009 (1 year).
- 9. One Officials' Director, with one vote.
  - a. Selection: The NGC shall accept from the Officials Assembly of USA Volleyball ("Officials Assembly") a minimum of two (2) nominees for the available Board position with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee and/or the submission of additional nominees until at least two (2) nominees are identified for the Board position. The NGC shall forward the final slate of nominees to the Officials Assembly to conduct the election.
  - b. Minimum Criteria: A candidate to represent volleyball Officials should meet or exceed the following criteria:
    - i) Recent leadership role with an established officials' organization.
    - ii) Member in good standing with an officials' organization.
    - iii) Demonstrate a significant degree of involvement with a broad spectrum of officiating programming.
    - iv) International, national and/or state championship level officiating experience preferred.
  - c. Term: Subsequent to the initial term below, all terms shall be four years:
    - i) 2011 (3 years).
- 10. One At-Large Director, with no vote.
  - a. Selection: Nominees shall be solicited broadly by the NGC with self-nomination also encouraged. The NGC will evaluate the nominees against both the General and the Minimum Criteria. If a nominee is judged by the NGC to fail to meet the criteria, the NGC shall specify the rationale upon request and either solicit additional information on the nominee or reject the nomination. The NGC shall present a slate of at least three (3) nominees to the currently seated Corporation Board. The Board shall elect the At Large Director from the slate presented with the successful nominee requiring at least a majority of the votes of those Board members present and voting who constitute a quorum.
  - b. Minimum Criteria: A candidate for the At Large position should meet or exceed the following criteria:
    - i) The individual shall have a minimum of 12 years of executive and/or leadership experience with the Corporation in a variety of roles.
    - ii) Ability to bring a "historical" perspective by virtue of USA Volleyball background and experience.

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- c. Term: Subsequent to the initial term below the At-Large Director position shall be eliminated:
  - i) 2012 (4 years).

## 6.03 Meetings of the Board of Directors

- A. Regular Meetings: There shall be a minimum of three (3) regular, face-to-face meetings of the Board annually. One meeting shall be held in conjunction with the Annual Meeting of the Corporation at the site of one of the USA Volleyball Championships. Regular meetings of the Board shall be held in person at the time and place determined by the Board in accordance with Article 6.04. The Board may hold additional regular meetings. The Board shall hold at least one executive session during regularly scheduled Board meetings each year during which the CEO shall not be present and at which the members of the Board shall discuss issues including, but not limited to, the performance of the Corporation and the CEO.
- B. Special Meetings: Special meetings of the Board may be called by the Chair of the Board or by the written request of any five (5) Directors. The Chair will select an appropriate time and place for a special meeting in accordance with Article 6.04.
- C. Meetings by Telephone and Transacting Business by Other Means: Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting, but not for purposes of the attendance requirement in Article 6.07 of these Bylaws. The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair the urgency of the case requires such action; but if Directors holding one-third (1/3) of the voting power of the Board indicate their unwillingness to decide such a matter in such manner, the Chair must call a special meeting of the Board to determine the question at issue.
- D. Action without a Meeting: Any action which may be taken at any regular or special meeting of the Board may be taken without a meeting if two-thirds (2/3) of the voting members of the Board cast ballots in writing or electronically. A majority of the votes cast shall determine the action of the Board. The results of such action shall be filed with the minutes of the proceedings of the Board.
- E. Agenda: The agenda for a meeting of the Board shall be set by the Chair of the Board, after consultation with the CEO. Any Board member and the Chairs of the Board Committees may request that items be placed on the Board's agenda.
- F. 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

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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.

- G. Effectiveness of Actions: Actions taken by the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.
- H. Questions of Order and Board Meeting Leadership: Questions of order shall be decided by the Chair of the Board in accordance with Robert's Rules of Order, Newly Revised. The Chair of the Board shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

### 6.04 Notice of Meetings of Board of Directors.

- A. Notice of any meeting of the Board shall be given by the Chair of the Board or by the Chair's designee. Notice of each regular meeting of the Board, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each Director at the Director's business address (or such other address provided by the Director for such purpose) at least thirty (30) days before the time designated for the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or electronic transmission, such notice shall be deemed to be given when the transmission is received. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though there had been a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the meeting.

### 6.05 Quorum

- A. A simple majority of the total voting power of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of those voting shall be the act of the Board unless otherwise specified that more than a

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majority is required for certain actions of the Board. Exceptions to the majority of quorum requirement:

1. For a four (4) year period beginning when the new Board is seated (2008), it shall take a 55% majority vote to adopt any Board resolution or for the Board to take action;
  2. At the conclusion of the aforementioned four (4) year period (after the end of the 2012 London Olympic Games), the 55% majority voting requirement shall be eliminated;
  3. Any action which may be taken at any regular or special meeting of the Board may be taken without a meeting if two-thirds (2/3) of the voting members of the Board of Directors cast ballots in writing or electronically. (Refer to Article 6.03 D)
  4. Any motion before the Board which would seek to prevent the Corporation from participating in the Olympic Games, or which would not allow the team representing the United States to participate in the Olympic Games, or any motion having the same effect as the above, shall require that at least three-fourths (3/4) of the voting power of the Board vote in favor of such a motion. (Refer to Article 6.06)
  5. Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). (Refer to Article 6.07 B)
  6. The Chair may be removed at any time by the affirmative vote of three-quarters (3/4) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). (Refer to Article 7.02 A 2)
  7. The Treasurer may be removed at any time for cause by the affirmative vote of two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). (Refer to Article 7.06 B)
  8. The Treasurer may be removed at any time not for cause by the affirmative vote of not less than three-fourths (3/4) of the voting power of the Board (excluding the voting power of the Treasurer, if any). (Refer to Article 7.06 B)
  9. The CEO shall be employed by the Board for whatever term the Board deems appropriate and may be removed at any time for or not for cause by a two-thirds (2/3) majority of the Board without prejudice to the CEO's contract rights, if any, and the contract of employment between the Corporation and the CEO, if any, shall provide that the CEO's employment may be terminated by the Board for cause or not for cause. (Refer to Article 13.01)
  10. Bylaws may be adopted, amended or repealed by the Board of Directors by a two-thirds (2/3) majority of those Directors casting ballots at a legally constituted meeting. (Refer to Article 18.02)
- B. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

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C. No Director may vote or act by proxy at any meeting of Directors.

6.06 Olympic Games Participation. Any motion before the Board which would seek to prevent the Corporation from participating in the Olympic Games, or which would not allow the team representing the United States to participate in the Olympic Games, or any motion having the same effect as the above, shall require that at least three-fourths (3/4) of the voting power of the Board vote in favor of such a motion.

6.07 Attendance and Removal of Directors

A. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or who has been convicted of a felony or for non-attendance at meetings of the Board. The following criteria shall be utilized to determine whether a Director shall be considered for removal for non-attendance at Board meetings:

1. Less than eighty per cent (80%) verified attendance at all sessions of two consecutive meetings of the Board of Directors.
2. Two consecutive absences from meetings without the approval of the Chair whether or not a new term of office as a Director is being assumed.
3. Three total absences during a three year period.

B. Directors shall be removed by the Board unless they are able to demonstrate to the other members of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Director can be removed by a vote of the majority of the voting power of the Board (not including the voting power of the absent Director). Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question).

6.08 Filling Vacancies in the Board of Directors. A Director's position on the Board may be declared vacant upon his or her resignation, removal, incapacity, disability-or-death. Any Director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless contingently stated, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board shall be filled as set forth for the (s)election of that member of the Board. A Director (s)ected to fill a vacancy shall serve for the unexpired term of such Director's predecessor in office.

6.09 Compensation of Directors

A. Compensation: Directors shall not receive compensation for their services as a Director. Reasonable expenses of Directors may be paid or reimbursed in accordance with the policies of the Corporation. Directors may be compensated for

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other services if such compensation is approved by the Ethics and Eligibility Committee or falls within Board policies.

- B. Employees of the Corporation are not eligible to serve as Directors. (Refer to Article 6.01 D of these Bylaws.)

### 6.10 Independence.

- A. A Director will not be considered an “Independent Director” for purposes of Article 6.02 I 2 if, at any time during the two years preceding commencement of or during his or her term or position as a Director:
  - 1. The Director or an immediate family member was employed by or held any paid position or any volunteer governance position with the Corporation;
  - 2. The Director or an immediate family member was affiliated with or employed by the Corporation’s outside auditor or outside counsel.
- B. A Director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a Director the Director receives any compensation from the Corporation, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of expenses in accordance with corporate policy.
- C. A Director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a Director the Director is an officer, member of senior management, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Corporation.
- D. The definition of independence will extend to cover requirements for “independence” on Board committees.
- E. When the guidelines in Article 6.10 are unclear as to a person’s “independent status”, the matter shall be referred to the NGC for resolution.
- F. The NGC shall review at least annually the independence of “independent Directors” and others who are required by these Bylaws to be independent.
- G. Nomination or election to the Board of Directors does not compromise an individual’s independent status for subsequent service on the Board as an Independent Director.

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## Article VII. OFFICERS

### 7.01 Number

- A. The officers of the Corporation shall be the Chair of the Board, a Corporate Treasurer (the "Treasurer") and a Corporate Secretary (the "Secretary").

### 7.02 Chair of the Board

- A. The Board shall elect its Chair from among its membership at the annual meeting of the Corporation in the Summer Olympic year. The Chair shall serve a term of four years and shall be eligible for re-election.
  - 1. The office shall be filled by a majority vote of the members of the Board who are present. The newly elected Chair assumes the position immediately and shall serve until the next Chair is duly elected or until his/her term as a Director expires. The Chair may be removed by a three-quarter (3/4) vote of the Board of Directors.
  - 2. If at any time the Chair either resigns or the office of Chair otherwise becomes vacant, the Board shall elect a new Chair from among the Directors to serve the balance of the term. The office shall be filled by a majority vote of the Directors present at a properly called meeting of the Board.
- B. The Chair shall set meetings and meeting agendas for the Board, preside at all meetings of the Board, and shall see that all Board commitments, resolutions, and oversight are carried into effect. The Chair shall perform such other duties as may be assigned by the Board.
- C. The Chair shall appoint the Recording Secretary with the approval of the Board. Employees of the Corporation are not eligible to serve in this position. The primary duty of the Recording Secretary will be to record and distribute for approval the minutes of all Board meetings. This person is eligible for compensation for their services at a rate commensurate with comparable services. The Recording Secretary is not considered an assistant secretary.

### 7.03 Treasurer

- A. The Treasurer shall be elected from a pool of candidates that may or may not include Board members. Employees of the Corporation are not eligible to serve as Treasurer.
- B. The initial Treasurer shall be elected by the members of the currently-seated Board to serve for a term to end at the conclusion of the 2012 Summer Olympic Games. Subsequent to the initial term the Treasurer shall be elected by the re-structured Board at the last scheduled meeting prior to the conclusion of the 2012 Summer Olympic Games for a term to be set by the Board prior to that meeting. The new Board shall determine the manner of selecting the pool of candidates.

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- C. The Treasurer shall hold office until his/her successor's term begins.
- D. If the Treasurer office becomes vacant, the office shall be filled by a majority vote of the members of the Board who are present at a properly called meeting of the Board.

## 7.04 Secretary

- A. The Corporate Secretary shall be the Corporation's general counsel or another appropriate employee of the Corporation recommended by the CEO and approved by the Board.
- B. The Corporation employee's term as Secretary shall end automatically when his or her employment by the Corporation ends.

## 7.05 Vacancies

- A. The Treasurer or the Secretary may resign at any time from his or her position as an officer of the Corporation by giving written notice to the Chair of the Board or the CEO as appropriate and the other members of the Board.
- B. A vacancy in the office of Treasurer, however occurring, shall be filled by the Board for the unexpired portion of the term.
- C. A vacancy in the office of Secretary, however occurring, shall be filled as soon as practical by the CEO.
- D. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction.

## 7.06 Authority and Duties of Officers

- A. The officers of the Corporation shall perform the duties specified below or assigned by the Board or the CEO as appropriate. The Secretary shall have no vote on the Board and voice only when recognized by the Chair. Unless otherwise a voting Director, the Treasurer shall have no vote on the Board and voice only when recognized by the Chair.
- B. Treasurer: The Treasurer shall be responsible for keeping, or causing another to keep, the accounting records of the Corporation. At the request of the Chair or of the Board, the Treasurer shall prepare, or cause another or others under supervision to prepare, and submit to the Board statements of the financial condition of the Corporation, including any investment portfolio. Periodically the Treasurer shall review the budget to ensure compliance with requirements for specified approval of expenditures and financial policy. The Treasurer shall perform such other duties, as assigned by the Board. The Treasurer may be removed at any time for cause by the affirmative vote of two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). The Treasurer may be removed at any

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time not for cause by the affirmative vote of not less than three-fourths (3/4) of the voting power of the Board (excluding the voting power of the Treasurer, if any).

- C. Secretary: The Secretary shall, or cause another to; (a) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (b) be custodian of the corporate records and of the seal of the Corporation; and (c) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the CEO or by the Board. Assistant secretaries are appointed by and supervised by the Secretary. The Secretary shall ensure that the minutes of the standing committees of the Board are duly recorded, filed and retained by the Corporation.
- D. No person may serve simultaneously as an officer of the Corporation and concurrently as an officer of another Olympic or Pan American Sport Organization (NGB).
- E. All officers, Directors, and employees handling funds in excess of an amount determined by the Board shall be sufficiently bonded or insured. The expense of furnishing such bonds or insurance shall be paid by the Corporation only through the duration of corporate service.

## **Article VIII. COMMITTEES OF THE BOARD**

### 8.01 Committees

- A. The Corporation shall have the following committees of the Board: Audit, Finance and Budget; Ethics and Eligibility; and Nominating and Governance. By one or more resolutions adopted by a majority of the Directors, the Board or the CEO may designate one or more additional committees or task forces, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board or the CEO, respectively, as is delegated to it by the Board or CEO respectively, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board, any member of the Board, or the CEO from any responsibility imposed by law or by these Bylaws. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board or, in the absence thereof, by the committee itself. Rules governing procedures for meetings of any committee established by the CEO shall be as established by the CEO. All committees of the Board shall include at least twenty percent (20%) international athletes as defined in the Corporation's Bylaws. Committee agendas will be developed by the Committee Chair in consultation with the appropriate members of Corporation management and with the input of the Board.
- B. Committee members will be expected to attend in person all regularly scheduled committee meetings. Participation by telephone will be permitted in extenuating circumstances.

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- C. Each Committee Chair will make a report (oral or written) on committee matters to the Board at least once a year and generally at the next regularly scheduled Board meeting after each committee meeting.
- D. Each Board committee shall have the authority to delegate any of its responsibilities to a sub-committee or to an individual member of the committee as the Board committee may deem appropriate in its discretion, subject to review and oversight by the Board.
- E. Committee members shall deliberate, advocate and act for the overall good of the Corporation and the sport of volleyball.
- F. Unless otherwise specified, the term of service on all Committees of the Board shall be for the Quadrennium.
- G. Audit, Finance and Budget Committee.
  - 1. The Audit, Finance and Budget Committee shall consist of five persons; one shall be an Independent Director on the Board with financial experience and one shall be the Treasurer. The other three committee members may or may not be Directors. The Audit, Finance and Budget Committee will periodically meet separately in executive session individually with management, Corporation financial staff, and the Corporation's outside auditor. In addition, the Audit, Finance and Budget Committee, or a designated representative of the Committee, will meet with the outside auditor prior to the release and filing of the Corporation's financial reports, to review such materials.
  - 2. The Board shall appoint the members of the Audit, Finance and Budget Committee and its chair.
  - 3. Among its responsibilities, the Audit, Finance and Budget Committee shall:
    - a. Assist senior management in the development, preparation and presentation of the annual budget of the Corporation;
    - b. Supervises the preparation, filing and posting of the Corporation's 990 tax reporting documents;
    - c. Conduct periodic reviews of the Corporation's financial statements to ensure that significant variances from budget do not occur;
    - d. Discuss with management and the independent auditor the annual audited financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
    - e. Discuss with management and the independent auditor, as appropriate, Corporation financial information provided to the public;
    - f. Recommend the independent auditor to examine the Corporation's accounts, controls and financial statements. The Audit, Finance and Budget Committee shall have the authority to evaluate and recommend the independent auditor

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for selection by the Board. The Audit, Finance and Budget Committee shall also have the authority to recommend to the Board that the independent auditor be replaced. The Audit, Finance and Budget Committee must pre-approve any non-audit service provided to the Corporation by the Corporation's independent auditor;

- g. Discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the Corporation's risk assessment and risk management policies, including the Corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- h. Review the Corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
- i. Review and approve the internal audit staff function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment, and compensation of the Director of Internal Audit, if any;
- j. Review, with the CEO, Chief Financial Officer, Director of Internal Audit, General Counsel, independent auditors, and/or others, as the committee deems appropriate, the Corporation's internal system of audit and financial controls and the results of internal and independent audits;
- k. Be responsible for establishing procedures creating effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others. The Audit, Finance and Budget Committee shall have access to all complaints concerning the Corporation's finances and their disposition, and shall provide safeguards to prevent retaliation against employees and others who make such complaints;
- l. Obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Audit, Finance and Budget Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. To assess auditor independence, the Audit, Finance and Budget Committee will review at least annually all relationships between the independent auditor and the Corporation;

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- m. Prepare and publish an annual committee report in the Corporation's annual report;
- n. Recommend policies for the hiring of employees or former employees of the Corporation's independent auditor; and
- o. Engage in such other functions as are assigned to the Audit, Finance and Budget Committee by the Board.
- p. Assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development and review of executive succession plans;
- q. Review and approve on an annual basis the CEO's compensation in light of the Board's expectations, goals, and objectives. Evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations recommend to the Board the CEO's annual compensation, including salary, bonus, incentives, and any other compensation;
- r. Review and approve on an annual basis the evaluation process and compensation structure for the Corporation's senior management using relevant benchmarks and survey data. Provide oversight of management's decisions concerning the performance and compensation of other Corporation employees, and the Corporation's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits offered to the Corporation's employees;
- s. Review the Corporation's incentive compensation and other compensation plans and recommend changes to such plans to the Board as necessary; and
- t. Operate according to current policy and procedures.

### H. Ethics and Eligibility Committee.

1. The Ethics and Eligibility Committee shall consist of five persons. Directors on the Board may or may not serve on the Ethics and Eligibility Committee. The Chair of the Board shall appoint the Chair of the Ethics and Eligibility Committee in the first year of the Quadrennium. In consultation with the Chair of the Ethics and Eligibility Committee, the Chair of the Board shall appoint the other four persons to serve on the Committee. Committee members shall be selected from a broad spectrum of volleyball constituencies to optimize objectivity, relevant experience, and diversity. At the discretion of the Chair of the Ethics and Eligibility Committee, a cadre of individuals may be selected to assist the Ethics and Eligibility Committee by serving on Incident Review Boards.
2. Among its responsibilities, the Ethics and Eligibility Committee shall:

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- a. Develop, administer and oversee compliance with the USOC-approved Code of Ethics;
- b. Adjudicate all allegations, complaints, penalties and appeals that are the direct responsibility of the Corporation. Member Organizations, teams, or individuals shall be entitled to due process when accused of violating ethics or eligibility policies or procedures of the Corporation. (Note: Federations, Territories and other organizations which do not have membership in the Corporation and/or individuals who are not registered with the Corporation or with a Regional Volleyball Association who violate Corporation procedures or policies relating to Corporation activities are not entitled to due process from the Corporation related to the privilege of future or continued participation in Corporation events.) An initial review of ethics or eligibility matters during Corporation due process may be conducted by telephone or other direct communication and does not necessarily imply a face-to-face meeting. Decisions of Corporation Adjudicating Authorities shall be formalized in writing and forwarded to all affected parties by registered mail. To ensure timeliness and objectivity, the Chair of the Ethics and Eligibility Committee shall assemble an Incident Review Board of three persons from the Ethics and Eligibility Committee and/or the Cadre to consider ethics and eligibility incidents or appeals properly submitted to the Committee. The Ethics and Eligibility Committee Cadre may include any of the four members of the Committee other than the Chair.
  - i. An Incident Review Board shall include at least one member of the Ethics and Eligibility Committee and one international athlete and shall take into consideration requirements for objectivity, independence, and availability. The actions of this group shall be limited to responding to specific incidents and in this limited role considered to be the actions of the entire Ethics and Eligibility Committee.
  - ii. Any decision by the Ethics and Eligibility Committee that would otherwise result in the suspension or expulsion of a Member Organization shall be limited in form to a recommendation to the Board in accordance with Article 4.07 of these Bylaws;
- c. Review the ethics and compliance of staff functions, including: (i) purpose, authority and organizational reporting lines; (ii) annual ethics and compliance plan, budget and staffing; and (iii) the appointment and compensation of the internal ethics and compliance staff head;
- d. Review, with the CEO, Chief Financial Officer, internal compliance staff head, General Counsel, or others, as the committee deems appropriate, the Corporation's system of ethics and compliance;
- e. Review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Corporation. This should include regular reviews of

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the ethics and compliance processes in general and the corporate ethics and compliance education, disclosure, and reporting processes in particular. In connection with these reviews, the Ethics and Eligibility Committee will meet, as deemed appropriate, with the CEO, General Counsel, the ethics and compliance staff head, and others;

- f. Prepare and publish an annual committee report in the Corporation's annual report;
  - g. Recommend policies to the Board for the hiring of employees or former employees of the Corporation's Member Organizations, vendors/consultants, and other business partners; and
  - h. Administer the Corporation's Arbitrator program. The Chair of the Ethics and Eligibility Committee shall supervise and appoint all Event Arbitrators in consultation with the CEO, or designee. The Committee Chair shall be ineligible to serve as an Event Arbitrator.
3. The term for members of the Ethics and Eligibility Committee shall be for the Quadrennium.

### I. Nominating and Governance Committee

1. The Nominating and Governance Committee ("NGC") shall consist of seven persons: one person elected by the previous NGC who is a member of the NGC and eligible for a second term; one international athlete elected by and representing the beach volleyball discipline; one international athlete elected by and representing the indoor volleyball discipline; one person elected by and representing the Regional Volleyball Associations; one person elected by the Board and representing the beach volleyball discipline; one person elected by the Board and representing the indoor volleyball discipline; and one "independent" person selected by the NGC. The process for election and/or selection as well as the Minimum Criteria for each position shall be that specified in the Corporation's Operating Code. The NGC shall select its own Chair from among its members for a two (2) year term.
2. Term of Service: All positions on the Committee shall be appointed and/or elected no later than December 31 of the year of each of the Summer Olympic Games. Committee members are eligible to serve no more than two consecutive terms. Any portion of a term shall be considered a full term. After a term of absence, an individual is again eligible to serve on the Committee. NGC members are not eligible to serve as a Board member during their term of service on the Committee.
3. Vacant Positions: The appropriate constituent group shall appoint and/or elect a replacement to fill the vacant position within a sixty (60) day period of the vacancy. In the event the vacant position is not filled by the constituent group within the sixty (60) day period, the Chair of the NGC shall be responsible for appointing a person, meeting the criteria, to fill the vacant position for the remainder of the term.

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4. Diversity: The NGC shall be sensitive to the desirability of diversity consistent with Corporation policy.
5. The responsibilities of the NGC shall be to:
  - a. Lead the search for individuals qualified to become Independent Directors of the Board and to select these Directors. The NGC shall seek out individuals to serve as Directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the Corporation;
  - b. Fulfill the responsibilities listed in Bylaws Article 6.02 I in respect to other Director nominations and selections;
  - c. Report the final ballot of director nominees to the Board;
  - d. Review the Board's committee and commission structure and, when requested, recommend to the Board for its approval possible candidates to serve as members of each substructure. The NGC shall review and recommend slates annually and shall recommend additional members to fill vacancies, as requested by the Board;
  - e. Work with the Corporation's CEO to develop and implement an appropriate orientation program for new Directors and continuing education of existing Directors;
  - f. Develop and recommend to the Board for its consideration a set of corporate governance guidelines. The NGC shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
  - g. Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its substructures. The NGC shall oversee the annual self-evaluations; and
  - h. Perform such other duties as assigned by the Board.

### **Article IX. SUBSTRUCTURES**

#### **9.01 General**

The Corporation may have, at the discretion of the Board, such other substructures as it deems necessary and vital for the conduct of the affairs of the Corporation, and the Board may or may not, at its discretion, delegate to such substructures the authority of the Board. Employees of the Corporation may serve as ex-officio, non-voting members of substructures. (Refer to Article VI, 6.01 D of these Bylaws.)

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To supplement these Bylaws, policies and procedures for each substructure shall be published as specified in the Corporation's Operating Code. The names and addresses of the leadership of each substructure shall be printed annually in a publication of the Corporation. Each substructure may adopt policies and procedures for its own operation consistent with these Bylaws and/or with policies and procedures approved by the CEO and adopted by the Board.

As appropriate, a substructure may establish due process policies and procedures which shall be submitted to the Ethics and Eligibility Committee for approval.

The length of term of all persons appointed to a substructure of the Corporation or whose appointments are approved by the Chair of the Board shall conclude no later than September 30 of the fourth year of the Quadrennium or at the conclusion of the Summer Olympic Games, whichever occurs later.

Vacancies in the membership of any substructure may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Quorum:** Unless otherwise provided in the resolution of the Board designating a substructure, a majority of the whole substructure shall constitute a quorum. The majority of votes cast on any action item with a quorum present shall determine its disposition. Unless an exception is granted by the Board, proxy or absentee voting shall not be permitted in the transaction of business by any substructure. As a rule, substructures will act by achieving consensus.

## 9.02 Commissions, Sub-Commissions, Caucuses and Assemblies

Substructures determined to be critical to the operation of the Corporation shall be established. In consultation with the CEO, additional substructures may be established at the Board's discretion. The authority, accountability, mission, responsibilities and composition of these substructures will be listed in the Corporation's Operating Code. The following substructures are determined to be critical to the operation of the Corporation.

### 9.03 USAV Administrative Council

- A. Composed of two (2) representatives from each of the substructures listed below and Commission representatives as needed.
- B. Charged with:
  1. Recommending staff action(s) in response to motions from the Assemblies or Member Relations Commission and monitoring the implementation of such recommendations.
  2. Resolving differences in motions from the Assemblies and/or the Member Relations Commission that are in conflict.

### 9.04 RVA Assembly

- A. Composed of one (1) representative from each RVA, usually the Commissioner.
- B. The RVA Assembly will elect the two (2) RVA representatives to the Board.

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- C. Charged with:
  - 1. Resolving inter-regional issues.
  - 2. Addressing issues exclusively concerning the RVA's (e.g. insurance, compliance)
  - 3. Reviewing primarily adult registrant and program issues from commissions, sub-commissions and other USAV entities.
- D. Motions go through the USAV Administrative Council to Staff.

## 9.05 Junior Assembly

- A. Composed of one (1) representative from each Member Organization with functioning junior programs.
- B. The Junior Assembly will elect the one (1) Junior Elite Indoor representative to the Board.
- C. Charged with:
  - 1. Reviewing and addressing issues exclusively concerning junior registrants.
  - 2. Reviewing primarily junior registrant and program issues from commissions, sub-commissions and other USAV entities.
- D. Motions go through the USAV Administrative Council to Staff.

## 9.06 Beach Assembly

- A. Composed of one (1) representative from each Member Organization with functioning beach volleyball programs.]
- B. The Beach Assembly will elect the one (1) Beach Elite / Development representative to the Board.
- C. Charged with:
  - 1. Reviewing and addressing issues exclusively concerning beach registrants and programs, both adult and junior.
  - 2. Reviewing primarily beach registrant and program issues from commissions, sub-commissions and other USAV entities.
- D. Motions go through the USAV Administrative Council to Staff.

## 9.07 Officials Assembly

- A. Composed of one (1) representative from each Member Organization with functioning officiating programs.
- B. The Officials Assembly will elect the one (1) Officials' representative to the Board.

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- C. Charged with:
  - 1. Reviewing and addressing issues exclusively concerning officiating activities, both adult and junior.
  - 2. Reviewing primarily officiating issues from commissions, sub-commissions and other USAV entities.
- D. Motions go through the USAV Administrative Council to Staff.

## 9.08 Member Relations Commission

- A. The Chair of the Board of Directors will appoint the Commission Chair in consultation with the CEO.
- B. Composed of qualified representatives from USA Volleyball and Member Organizations appointed by the Commission Chair in consultation with the CEO.
- C. Charged with:
  - 1. Coordinating, improving and facilitating relations with all Member Organizations.
  - 2. Coordinating ideas and input for the USAV Congress.
- D. Motions go through the USAV Administrative Council to Staff.

## Article X. ATHLETE REPRESENTATION

10.01 Athlete representatives shall equal at least 20% of the membership of the Board and at least 20% of the membership of all Corporation committees operating under the authority of the Board (“Designated Committees”).

- A. For purposes of these Bylaws, “Designated Committees” shall mean the Audit, Finance and Budget Committee, the Ethics and Eligibility Committee, the Nominating and Governance Committee and committees which prepare, approve or implement programs in the areas of selection of Olympic, IPC and Pan American Games Team members including athletes, coaches and administrators.
- B. Athlete representatives on the Board or those committees described in 10.01A of these Bylaws above shall be international athletes as defined in these Bylaws.
- C. Athlete representatives to the Board and those Committees of the Board as defined in Article VIII shall be directly elected by athletes who meet the standards set forth in Article 10.01 B.
- D. Pursuant to USOC requirements and in accordance with the procedures specified in the Corporation’s Operating Code, a representative and an alternate representative

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(of the opposite gender) shall be elected to the USOC's Athletes' Advisory Council ("AAC"). The AAC representatives must meet the eligibility requirements of having represented the United States in Olympic Games, Pan American Games or an Operation Gold competition (as defined by the USOC) within the preceding ten (10) years as determined from the first AAC meeting of the Quadrennium. All of the athletes meeting the AAC eligibility requirements shall comprise the electorate.

1. The AAC representative may serve for only two (2) terms of four (4) years each.
2. If an otherwise eligible athlete is a paid employee of the Corporation or the USOC, such athlete is not eligible to stand for election as an AAC representative.
3. The AAC representative, or the alternate representative, if not already a separately elected Athlete Director of the Board, shall attend the meetings of the Board in an ex-officio capacity.

### **Article XI. ATHLETE RIGHTS**

11.01 No person representing the Corporation in any capacity may deny or threaten to deny any amateur athlete the opportunity to participate in the Olympic Games, the Pan American Games, the Paralympic Games, a World Championship competition, or other such protected competition as defined in Article 3.01 T of these Bylaws nor may any person, subsequent to such competition, censure, or otherwise penalize, (1) any such athlete who participates in such competition, or (2) any organization which the athlete represents. The Corporation shall, by all reasonable means at its disposal, protect the right of an amateur athlete to participate if selected (or to attempt to qualify for selection to participate) as an athlete representing the United States in any of the aforesaid competitions.

11.02 Any amateur athlete who alleges that he/she has been denied by a Corporation representative a right established by Article 11.01, shall immediately inform the CEO, who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Without prejudice to any action that may be taken by the Corporation, if the controversy is not settled to the athlete's satisfaction, the athlete may submit to any regional office of the American Arbitration Association (AAA) for binding arbitration, a claim against such Corporation representative documenting the alleged denial as soon as is reasonably practicable, but not later than six (6) months after the date of denial. The athlete may submit the claim to the AAA simultaneously with the athlete's informing the CEO of the claim and the athlete does not have to wait for the CEO's investigation, but may pursue the claim immediately before the AAA. The AAA, however, (upon request by the athlete in question) is authorized, upon forty-eight (48) hours' notice to the parties concerned, and to the Corporation, to hear and decide the matter under such procedures as the AAA deems appropriate, if the AAA determines that it is necessary to expedite such arbitration to ensure a decision in time for the relevant competition.

11.03 In any arbitration brought pursuant to this Article involving selection of an athlete to participate in a protected competition, the athlete submitting the controversy to the AAA must include with the initial submission a list of all persons the athlete believes may be adversely

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affected by the arbitration. The Corporation must then promptly submit to the AAA a list of the persons it believes may be adversely affected by the arbitration, along with the relevant contact information for the persons identified by the Corporation and by the athlete. The arbitrator then shall promptly determine which additional persons must receive notice of the arbitration. The athlete then shall be responsible for providing appropriate notice to these persons. Any person so notified then shall have the option to participate in the arbitration as a party. However, all persons so notified shall be bound by the results of the arbitration regardless of their decision to participate.

11.04 No claim that has previously been adjudicated by the independent anti-doping organization designated by the USOC to conduct drug testing may be brought with the AAA under this Article.

11.05 Notwithstanding any other provision of this Article, the final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable by an arbitrator or the subject of a demand for arbitration unless the decision is (i) outside the referee's authority or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Article, the term "referee" shall include any individual with discretion to make field of play decisions.

11.06 Any amateur athlete, who alleges that he/she has been denied (whether or not by the Corporation) an opportunity to compete in any international amateur athletic competition not protected in Article 3.01 T of these Bylaws shall immediately inform the CEO, who will consult with legal counsel to determine whether the situation appears to be of sufficient seriousness and relevance to the obligation or responsibilities of the Corporation to warrant action by the Corporation in support of the athlete's claim.

11.07 The rights granted to athletes in these Bylaws shall equally apply to any coach, trainer, manager, administrator, or other official seeking to participate in the conduct of any of the international amateur athletic competitions.

11.08 Whenever a complaint is filed with the Corporation pursuant to this Article, the CEO shall:

- A. Promptly notify the Chair of the Board and the USOC Athlete Ombudsman of the complaint by telephone;
- B. Provide the Chair of the Board and the USOC Athlete Ombudsman with a copy of the complaint; and
- C. Investigate the allegations of the complaint.

11.09 With respect to the complaints filed pursuant to Article 11.02 and 11.06, the CEO is specifically authorized, in circumstances as he/she may deem appropriate, to authorize legal action by the Corporation in support of the athlete. The CEO's decision whether or not to authorize or finance legal action in support of the athlete's claim shall not be construed as an opinion of the Corporation with respect to the merits of the athlete's claim.

11.10 With respect to complaints filed pursuant to Article 11.02 and 11.06, the CEO, within forty-eight (48) hours after the filing of the complaint, shall consult with the Corporation's legal

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counsel and determine whether the situation appears to be of sufficient seriousness and relevance to the obligation or responsibilities of the Corporation to warrant action by the Corporation in support of the athlete's claim. If the CEO determines that action by the Corporation appears to be warranted, the matter shall be referred to the Board within ninety-six (96) hours of the filing of the complaint, which shall decide the nature and extent of the action to be taken. In any event, the filing of all complaints under Article 11.02 and 11.06 shall be reported by the CEO to the Board. The report shall contain a brief statement of facts, the status of the investigation (if still ongoing), and any recommendations or final disposition of the matter.

11.11 The Board may authorize appropriate action pursuant to Article 11.02 and 11.06 above.

### **Article XII. NATIONAL TEAMS**

12.01 Tryouts and Team Selection.

- A. No athlete shall be recommended for appointment to a protected competition unless the athlete has won the right thereto according to the approved method of selection for the particular discipline or event and has met the conditions specified in Article 12.01 C. of these Bylaws.
- B. Any tryouts organized directly or indirectly under authority of the Corporation shall be open only to athletes who are citizens of the United States at the time of selection and eligible under the protected competition's controlling rules of the IOC, FIVB, PASO, the IPC, or the Corporation for selection for membership on the National Team ("Team").
- C. Every athlete eligible to be selected to the Team and/or selected to the Team shall:
  - 1. Register with the Corporation or with one of the Corporation's Regional Volleyball Associations;
  - 2. Sign, in unaltered form, the Corporation's Code of Conduct, which shall contain a dispute resolution clause;
  - 3. Sign, in unaltered form, the documents required by the controlling authority of a Team competition;
  - 4. Submit to a medical examination and sign the Corporation's Medical forms;
  - 5. Sign, in unaltered form, the Corporation's General Release; and
  - 6. Sign and/or provide any other document required by the Corporation or the controlling authority of the event in which the Team participates.

12.02 Conduct of Team Personnel.

- A. All members of the official Team delegation shall be subject to the jurisdiction of the Corporation and these Bylaws. They shall conduct themselves at all times and in all places as befits worthy representatives of the United States, and in conformity with the traditions of the Team competition.

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- B. Competitors shall be under the strict supervision of their team leaders and coaching staff. They shall maintain strict training while under the supervision of these Corporation representatives. They shall also conform to any special training rules set up for their respective Teams by the coaching staff.
- C. Any competitor who uses an unauthorized device or unauthorized equipment, or who uses any prohibited substance or method, shall be subject to disciplinary action in accordance with the protocol applicable to the competition.
- D. Any person who participates in the violation of the rule in the preceding paragraph by encouragement or consent communicated to the competitor, or by furnishing any prohibited device, equipment, substance, or method, shall be subject to disciplinary action.
- E. Any member of the official Team delegation who violates the customs, travel or currency regulations of the country where the Team competition is held, or who assists a stowaway in obtaining unauthorized transportation with Team or in violating the regulations of the controlling authority of the competition shall be liable for immediate dismissal from the Team.
- F. No member of the official Team delegation or other person subject to the jurisdiction of the Corporation shall engage in newspaper, magazine, radio or television work for remuneration during the interval between selection and return of the Team, or shall appear as a guest or participant on radio or television programs for remuneration, without the written permission of the CEO, or designee.

### **12.03 Team Leaders and Coaches.**

- A. The team leaders shall look after the interests and general welfare of the members of their team, including housing, food, transportation, uniforms, laundry and recreation. They shall also enforce the rules of discipline laid down by the Corporation and the coaching staff.
- B. The team leader shall represent the team in all administrative and business affairs during travel to and return from a Team competition.

The coaches shall be primarily responsible for establishing the training program and practice schedule and for advising and coaching the team players in the techniques, tactics, and strategy of their competition. They shall also enforce the rules of discipline established by the Corporation and other team rules established by the coaching staff as approved by the Corporation.

## **Article XIII. CHIEF EXECUTIVE OFFICER**

13.01 The Chief Executive Officer (CEO). There shall be a CEO of the Corporation, who shall report to the Board. The CEO shall be employed by the Board for whatever term the Board deems appropriate and may be removed at any time for or not for cause by the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board without prejudice to the CEO's

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contract rights, if any, and the contract of employment between the Corporation and the CEO, if any, shall provide that the CEO's employment may be terminated by the Board for cause or not for cause.

13.02 Responsibilities. Subject to the general direction and policies of the Board of Directors, the CEO shall either directly or by delegation, manage all staff functions; determine the size and compensation of professional staff; hire and terminate the professional staff in accordance with the Corporation's compensation policies and guidelines established by the Finance, Budget and Compensation Committee and/or the Board; develop a strategy for achieving the mission, goals and objectives of the Corporation in keeping with the policies of the Board; be responsible for resource generation and allocation; manage key international relationships and coordinate international activities of staff; act as the Corporation's spokesperson; prepare and submit quadrennial and annual budgets to the Board; oversee the activities of all committees and task forces the CEO appoints; and perform such other functions as usually pertain to the office of CEO. The CEO shall implement the policies established by the Board and report to the Board concerning the results achieved.

All official notices intended for the Corporation or its Board, or any of its committees or task forces, may be addressed in care of the CEO, who will be responsible for proper attention thereto.

The CEO shall keep, or cause to be kept, all records of the Corporation, including financial, administrative and historical data, and shall discharge such other duties as are assigned by the Chair and/or the Board of Directors.

The CEO shall devote his/her entire time and service to the affairs of the Corporation and shall not engage in any other profession or employment (other than reasonable appropriate membership in other organizations as approved by the Ethics Committee and the Corporation's Board). The CEO shall receive such salary and other benefits as shall be set forth in the CEO's contract of employment with the Corporation, if any.

13.03 Contracts. The CEO shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of the Corporation any contract specifically authorized by the Chair and/or Board. Any proposed contract which exceeds and/or extends beyond four years shall require approval by the Chair and/or Board.

13.04 Finances. The CEO shall be the principal custodian of the funds and accounts of the Corporation and is responsible for the collection of revenues, the payment of expenses and the keeping of reliable accounting records which reasonably reflect the financial condition of the Corporation.

### **Article XIV. ETHICS AND ELIGIBILITY PROCEDURES**

The following procedures shall be utilized for all allegations, complaints, penalties and appeals that are the direct responsibility of the Corporation and which do not involve Corporation employees.

14.01 Protected Competitions. Decisions involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, team or official to participate in a protected competition,

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as defined by these Bylaws, may be appealed in writing to the CEO of the Corporation, who shall perform such investigation and hold such hearings as may be appropriate or necessary. The decision of the CEO may be appealed in accordance with Article IX of the USOC Bylaws.

14.02 Complaints against the Corporation as the NGB. For complaints or petitions concerning the recognition or activities of the Corporation as a national governing body as provided in Section 205 of Title II of PL 95-606, November 8, 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, Subsection 220529, not otherwise provided for in these Bylaws, the following procedures shall apply:

- A. Any such complaint or petition ("submission") shall be in writing and be signed. It shall be submitted to the CEO of the Corporation. Each submission shall contain the following:
  - 1. A detailed outline of the reasons for the complaint or petition;
  - 2. Contact information for all parties of interest;
  - 3. Supporting documentation and/or statements; and
  - 4. A clear statement of the relief, funds, change or other action sought.
- B. The CEO shall make a prompt determination whether the submission falls within the authority of another adjudicating authority of the Corporation. If yes, the CEO shall forward the submission to such other adjudicating authority with written notice to the submitting individual(s) or organization. If no, the CEO shall promptly review the submission and obtain other information, documentation and/or statements as appropriate for thorough consideration of the submission and relevant issues.
- C. As soon as reasonably possible, the CEO shall prepare, or cause to have prepared, a written decision which reports conclusions resulting from review of the submission, the reasons for such conclusions and any action(s) taken. Such action(s) may involve the following:
  - 1. Allocation of discretionary funds,
  - 2. Modified work assignments or responsibilities for professional staff,
  - 3. A request to the Finance, Budget and Compensation Committee to fund a task, project or activity,
  - 4. A motion to the Board of Directors for significant action such as amending a governance document,
  - 5. No action, or
  - 6. Such other action as might be deemed appropriate or necessary.

14.03 Corporation Competitions, Events, Activities and Programs (Corporation Events). Affiliated Member Organizations, teams or individuals shall be entitled to due process when accused of violating ethics or eligibility policies or procedures of the Corporation. (Note: National Federations, United States Territories with their own National Volleyball Federation and other organizations which are not Member Organizations of the Corporation and/or individuals

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who are not registered with the Corporation or one of its Member Organizations who violate Corporation procedures or policies relating to Corporation activities are not entitled to due process from the Corporation related to the privilege of future or continued participation in Corporation Events). An initial review of ethics or eligibility questions may be heard by telephone or other direct communication and does not necessarily imply a face-to-face meeting. Decisions of Adjudicating Authorities shall be formalized in writing and forwarded to all affected parties by registered mail or other hard-copy receipted manner of delivery.

14.04 Corporation Events - Ethics and Eligibility Adjudicating Authorities. The Corporation shall appoint or recognize the following Ethics and Eligibility Adjudicating Authorities.

- A. Regional Volleyball Associations of USA Volleyball. Each Regional Volleyball Association shall provide Corporation approved due process procedures to address alleged violations of ethics and eligibility policies or procedures relating to its activities or events. Each Regional Volleyball Association has the authority to penalize its members for violations of its policies or procedures. After exhaustion of due process within a Regional Volleyball Association, further appeal may be made to the Ethics and Eligibility Committee but only for a determination as to whether the appealing party received adequate due process from the Regional Volleyball Association.
- B. The Regional Volleyball Association Assembly may establish intermediate levels of due process between a final Regional Volleyball Association decision and an appeal to the Ethics and Eligibility Committee.
- C. Corporation Event Arbitrators. The Chair of the Ethics and Eligibility Committee, in consultation with the CEO, or designee, shall appoint Event Arbitrators to adjudicate ethics and eligibility issues for individuals or teams registered to participate at Corporation Events. Event Arbitrators shall have authority and responsibilities as follows:
  1. Have authority to address issues of ethics and eligibility for a Corporation Event beginning with the first to occur of (i) forty-eight (48) hours before the first match of the Event or (ii) the arrival in the event city of the first non-resident individual or team participating in the Event. The authority of the Event Arbitrator shall cease upon the first to occur of (i) twelve hours after the final match of the Event or (ii) final departure of the Event Arbitrator from the host city.
  2. Have authority to impose penalties for up to the duration of the Event. Event Arbitrators may recommend a sanction which would continue beyond the term of the Event.
  3. Shall convey decisions immediately to affected parties with notice that such decisions may be appealed to the Event Ethics and Eligibility Appeals Committee appointed for the Event. Any recommendation for a sanction beyond the term of the Event shall be communicated to the potentially affected parties and to the Event Ethics and Eligibility Appeals Committee (regardless of whether there is an appeal) for prompt hearing (with notice to the affected parties) to determine what action, if any, to be taken under Article 14.04 D below.
  4. The Event Arbitrator shall file with the Chair, Ethics and Eligibility Committee and with the Corporation Events Department a written report of all decisions, actions

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taken, and notable incidents addressed by him or her or by the Event Ethics and Eligibility Appeals Committee. The Corporation Events Department shall forward separate incident reports to the relevant RVA's, Affiliated Volleyball Organizations, or Corporation substructures for their records and any further action necessary or appropriate under their policies and procedures.

5. On rare occasions, there will be an allegation of a violation of Corporation ethics and eligibility policies at a Corporation event and the Event Arbitrator will have been unable to investigate fully or unable to issue a recommendation in time for appeal to the Event Ethics and Eligibility Appeals Committee. In such circumstances, the Chair of the Ethics and Eligibility Committee shall have discretion to assign for prompt post-event investigation and recommendation an Arbitrator who had been present at the event, a different Arbitrator (whether an Event, Commission, Division, or Member Organization Arbitrator), or another objective individual, excluding Corporation staff, familiar with Corporation due process and policies to act as Arbitrator.
    - a. If the assigned Arbitrator recommends a sanction (necessarily post-event), the recommendation automatically shall be forwarded to an Ethics and Eligibility Appeals Committee deemed relevant and practical by the Chair of the Ethics and Eligibility Committee (whether a re-assembled Event Ethics and Eligibility Appeals Committee or similar committee of a Commission, Division, or Member Organization) to serve in the same capacity as an Event Ethics and Eligibility Committee under Article 14.04 D hereof. If no such committee exists or can be assembled in timely fashion, the Ethics and Eligibility Committee shall serve as the Ethics and Eligibility Appeals Committee.
    - b. Any decision by the Ethics and Eligibility Appeals Committee to impose a post-event sanction shall be forwarded to the Ethics and Eligibility Committee under Article 14.04 E 1 hereof. If the Ethics and Eligibility Committee is the Ethics and Eligibility Appeals Committee for the matter, the committee decision may be appealed to the Board, which appeal shall be limited to a determination of whether the appealing party received due process.
- D. Event Ethics and Eligibility Appeals Committees. Ethics and Eligibility Appeals Committees shall consist of at least three (3) objective members, one (1) meeting the Corporation definition of a domestic athlete and all twenty-one (21) years of age or older. Each Event Ethics and Eligibility Appeals Committee shall act on appeals of decisions by Event Arbitrators during the conduct of an Event, and, based on the record and any additional submissions, may confirm, extend, reduce or reject the decision or recommendation of the Event Arbitrator. Any decision by the Event Ethics and Eligibility Appeals Committee to recommend a sanction which would extend beyond an Event shall be communicated immediately to the Chair, Ethics and Eligibility Committee for prompt consideration (with notice to the affected parties) to determine what action, if any, to be taken.

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- E. Ethics and Eligibility Committee. In addition to those responsibilities outlined in Article 8.01 H 2 of these Bylaws, the Ethics and Eligibility Committee shall have the following responsibilities:
1. To decide whether to confirm, extend, reduce or reject a sanction recommended by an Adjudicating Authority for a period beyond the sanctioning authority of the Adjudicating Authority. Such decision shall be based solely on the written record, any additional submissions of the potentially affected parties and the opportunity for due process at the lower level(s).
  2. To determine whether due process was provided to the affected parties with respect to appeals from sanctions imposed by lower Adjudicating Authorities. Note: If the Ethics and Eligibility Committee determines prior due process was insufficient, it shall remand the matter with explanation to the appropriate Adjudicating Authority for reconsideration. Except for (i) a sanction of a Regional Volleyball Association pertaining to activities or privileges of that Regional Volleyball Association or (ii) a matter in which there is a threat of physical or significant financial harm, as determined by the Ethics and Eligibility Committee, a finding of insufficient due process shall render a sanction ineffective until it has been properly reconsidered upon remand.
  3. To consider all other appeals of sanctions not covered above with the exception of appeals by full-time employees of the Corporation or other due process provided in these Bylaws. Unless there is an incident or alleged violation of Corporation policies or procedures for which the Ethics and Eligibility Committee becomes the initial level of review, any decision of the Committee shall be final and based only on the written record, any additional submissions of the potentially affected parties and the opportunity for due process provided by the prior Adjudicating Authorities.
  4. To address all other Corporation matters of ethics or eligibility not otherwise covered in these Bylaws.

For matters in which the Ethics and Eligibility Committee is the initial level of review, decisions of the Committee may be appealed to the Board, which appeal shall be limited to a determination of whether the appealing party received due process.

### 14.05 Miscellaneous Provisions

- A. Range of Sanctions. Sanctions may include warning, reprimand, probation, suspension of privileges in whole or in part, expulsion/disqualification or direction to repair, replace or reimburse. Subject to Article 14.04, only Regional Volleyball Associations and / or the Ethics and Eligibility Committee have authority to impose sanctions effective beyond the then current season.
- B. Hearings. Hearings may be conducted in person, by telephone, by mail, by electronic mail or any other method reasonably appropriate for the situation and parties involved.

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## Article XV. NATIONAL GOVERNING BODY

15.01 As the USOC-recognized National Governing Body (NGB) for the sport of volleyball (both indoor volleyball and beach volleyball disciplines) in the United States, the Corporation shall have the following authority and responsibility:

- A. Establish written procedures for the fair and objective selection of athletes, coaches, and team leaders for the Olympic, Pan American and Paralympic Games Teams, that after having been approved by the USOC, shall be disseminated as early as possible to the athletes, coaches, and team leaders pursuant to procedures promulgated by the CEO;
- B. Select site(s) and date(s) to qualify for the Olympic, Pan American and Paralympic Games Teams if applicable;
- C. Nominate for appointment by the Board of the USOC those coaches, team leaders and other team officials for the Olympic, Pan American and Paralympic Games Teams;
- D. Recommend a plan for training Olympic, Pan American and Paralympic Games Team members;
- E. Establish a program for the development of its sport;
- F. Formulate and present budgets for development, team preparation, team selection, and sports liaison expenses;
- G. Recommend a program for the use of the USOC's Training Centers or establish and operate its own Training Center(s);
- H. Nominate in writing persons for appointment to standing committees of the USOC and nominate in writing persons for appointment to FIVB committees as possible;
- I. Prepare the requirements of its sport for submission to the USOC in each of the following areas to service the Olympic, Pan American and Paralympic Teams --
  - 1. Apparel, supplies and equipment;
  - 2. Food and housing;
  - 3. Medical and training services;
  - 4. Tickets; and
  - 5. Transportation;

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- L. Participate in the IF activities of its sport and carry out those responsibilities required by the IF;
- M. Disseminate to its registered athletes information relating to its sport;
- N. Present to the USOC the organizational structure and plans within the NGB designated to carry out its Olympic, Pan American and Paralympic Games responsibilities;
- O. Cooperate in every way possible with the USOC Board and the USOC CEO in preventing the unauthorized use of the names and trademarks of the USOC, or the word "Olympic" and its derivatives, as well as symbolic equivalents thereof, or the United States Olympic Emblem; and
- P. Comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the independent anti-doping organization designated by the USOC to conduct drug testing.

### **Article XVI. CORPORATE POWERS**

16.01 General Statement. The Corporation is responsible to its registrants, Affiliated Member Organizations, the USOC, the FIVB and to the general public to ensure the name of the Corporation and the symbols associated with the Corporation are not used in such a manner as to be detrimental to its registrants, Affiliated Member Organizations, the USOC, the FIVB, the general public and the Corporation itself.

16.02 Authority to Sanction (Approve) Amateur Athletic Competition. Pursuant to Section 220523 of the Ted Stevens Olympic and Amateur Sports Act ("Act"), the Corporation is granted the authority to conduct amateur athletic competitions and establish procedures for determining eligibility standards for participation in competition except for Restricted Amateur Athletic Competitions (Section 220526 of the Act). Organizations or persons desiring to conduct an international athletic competition in the United States must obtain a sanction from the Corporation. The Corporation has granted Regional Volleyball Associations the right to grant sanctions for domestic competitions within their geographic area on behalf of the Corporation. Organizations or persons desiring to conduct a Corporation-sanctioned amateur athletic competition in the United States must obtain a sanction from the Regional Volleyball Association responsible for that geographic area where the competition occurs. The Corporation and/or the Regional Volleyball Association may deny a request for sanction based on safety factors, lack of appropriate facilities, coaches and officials, date conflicts of overlapping events and other factors that it considers not in the best interests of the sport. The Corporation may deny a sanction granted by a Regional Volleyball Association if national concerns outweigh regional interests. The Corporation has the final authority on all sanction requests.

16.03 Olympic. The Corporation and its registrants and teams and its Affiliated Member Organizations and their teams or individuals may not use without the express written consent of

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the USOC, any words or symbols normally associated with the USOC, the International Olympic Committee or the Olympic Games, for any purpose.

16.04 Corporate Name and Nomenclature. No Affiliated Member Organization or its teams or individuals may use for any purpose or in any other manner that tends to cause confusion, to cause mistake, to deceive or to falsely suggest a connection with the Corporation or any of its activities, without the express written consent of the Corporation:

- A. The name of the Corporation ("USA Volleyball"), the abbreviation "USAV" or any other abbreviation or acronym normally associated with or used to represent the name of the Corporation;
- B. The symbols and trademarks of the Corporation normally associated with or used to represent the Corporation or to identify with the Corporation.
- C. The title "USA Championships," "United States Championships," "United States National Championships" or the like in connection with a volleyball event.
- D. The title "National Team," or "United States National Team," or "USA Team," or "USA National Team" or the like when used in connection with volleyball;
- E. Or any other combination or simulation thereof.

### **Article XVII. EQUAL OPPORTUNITY**

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

17.02 Grievances regarding violations of Article XVII, 17.01 shall be dealt with as specified in Article XI or Article XIV as appropriate.

### **Article XVIII. AMENDMENTS**

18.01 Procedures for Submission. Proposed additions, deletions or amendments to these Bylaws may be generated in the following ways:

- A. By any Member Organization, substructure or individual, provided such proposal is submitted in writing to the Corporation's principal office, postmarked no later than sixty (60) days prior to the next meeting of the Board.
- B. By the Board.

18.02 Action. Any notice for a proposed change shall be mailed or sent electronically to each member of the Board at least thirty (30) days prior to the voting deadline for the next meeting of the Board. Proposed changes shall only be considered if notice is sent thirty (30) days in

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advance. Bylaws may be adopted, amended or repealed by the Board by a two-thirds (2/3) majority of those casting ballots at a legally constituted meeting.

### **Article XIX. OPERATING CODE**

The Board is authorized to adopt, and from time to time amend, an Operating Code, in accordance with and supplemental to these Bylaws, by which the Corporation shall be further governed.

### **Article XX. INDEMNIFICATION**

20.01 To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors, officers, employees or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of the Corporation, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if the Corporation shall approve such settlement as provided in this Article XX of these Bylaws. Such person shall be entitled to be indemnified if he/she acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation. The termination of any litigation by judgment, order, settlements, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the Corporation.

20.02 Any amount payable as indemnification under this Article shall be determined and paid by the Corporation pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Article. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, such determination shall be made either

- A. By the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Article has been met; or
- B. By a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Article.

20.03 Any expenses incurred by such person in connection with the defense of any litigation may be paid by the Corporation in advance of a final disposition of such litigation upon receipt of

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an undertaking by such person to repay such amount if it is determined under Article 20.02 hereof that such person is not entitled to be indemnified under this Article.

20.04 The right of indemnification under this Article shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.

20.05 The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Article. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification under this Article. Any repeal or modification of this Article XX shall be prospective only and shall not adversely affect any right or protection of a Director, officer, employee, fiduciary and agent of the Corporation under this Article XX, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article XX, prior to such repeal or modification.

### **Article XXI. RULES OF ORDER**

The rules of order for meetings of the Corporation shall be established by the Chair so long as they are not contrary to the Articles of Incorporation, the Bylaws, the Operating Code and other governance documents of the Corporation. The Chair may appoint a Parliamentarian, who shall interpret such rules of order.

### **Article XXII. MEMBER ORGANIZATION RECORDS**

The Corporation shall maintain records containing the name and address of each Member Organization. Such names and addresses shall be published annually no later than November 1 in an official publication of the Corporation.

### **Article XXIII. SEAL**

The Board shall provide a suitable seal for the Corporation, which shall be circular in form and which shall contain the name of the Corporation, the date of incorporation, the state where incorporated and the words "A Nonprofit Corporation."

### **Article XXIV. MISCELLANEOUS**

24.01 Annual Report. Subject to the responsibilities outlined in Article 5.02, 5.03 and 15.01 of these Bylaws, none of the Corporation, Chair, Board of Directors, or any officer of the Corporation shall be required to send to Affiliated Organizations, substructures or individuals any annual or other report or statement of the affairs of the Corporation. Nothing in this section shall be deemed to limit or restrict the right of any such entity to request any information

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regarding the affairs of the Corporation to which they may be entitled under the laws of the State of Colorado and/or the laws of the United States of America.

24.02 Accounts, Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. All books and records of the Corporation may be inspected by any Director, or such Director's authorized agent or attorney, for any proper purpose at any reasonable time.

24.03 Fiscal Year. The fiscal year of the Corporation shall commence January 1 and end on December 31 each year.

24.04 Conveyances and Encumbrances. The assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the Corporation or all or substantially all of the other property and assets of the Corporation shall only be authorized by the Board if the purpose of such assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the Corporation or all or substantially all of the other property and assets of the Corporation complies with the purposes and restrictions on the powers of the Corporation set forth in these Bylaws.

24.05 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes as set forth in these Bylaws, and any restricted gifts policy adopted by the Board of the Corporation. The Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

24.06 Loans Prohibited. No loans shall be made by the Corporation to the Chair of the Board or any other Director or to any committee member, officer or staff member.

24.07 Severability and Headings. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The descriptive headings of Articles and sections used in these Bylaws are inserted for convenience only and are not intended to and do not have any operative effect.

24.08 Irrevocable Dedication and Dissolution. The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall inure to the benefit of private persons. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code, as amended. The use and disposition on dissolution or winding up of real or personal property owned or used by the Corporation in any and all States and Territories which are part of the United States of America shall be limited to the purposes stated above in this paragraph in such a manner as to satisfy the requirements of the laws of such States for exemption of such property from property taxation in such States.

24.09 Saving Clause. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the voting representatives at

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meetings held do not cause substantial injury to the rights of voting representatives, shall not invalidate the actions or proceedings of the voting representatives at any meeting.

24.10 Individual Liability. No individual officer, Director or member of a committee of the Corporation shall be personally liable in respect of any debt or other obligation incurred in the name of the Corporation or any of its committees or substructures pursuant to authority granted directly or indirectly by the Board.

24.11 Auditors. The accounts and financial reports of the Corporation shall be audited annually by an independent firm of auditors. The independent firm of auditors shall be selected by the Board after the Board receives and considers the recommendation of the Audit, Finance and Budget Committee.

**END**