

**BYLAWS
OF THE
CHESAPEAKE REGION VOLLEYBALL ASSOCIATION**

Amended April 29, 2002

Article I. Name

The name of the Corporation shall be the Chesapeake Region Volleyball Association (CHRVA), hereinafter referred to as the Corporation.

Article II. Offices

- A. The principal office of the Corporation in the Commonwealth of Virginia shall be located in the county of the residence of the Commissioner, provided the Commissioner is a resident of the Commonwealth of Virginia. If the Commissioner is not a resident of the Commonwealth of Virginia, the principal office of the Corporation may be designated by the President as the residence of a duly-elected member of the Board of Directors whose legal place of residence is within the Commonwealth of Virginia.
- B. The Corporation may have such other offices, either within or without the State of Virginia, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Article III. Mission

This Corporation is organized for the following purposes:

- A. To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, parks and other suitable facilities;
- B. To provide practice volleyball sessions, classroom lectures, seminars and panel discussions in which trainees may be schooled in competitive coaching, playing, officiating and scouting techniques;
- C. To foster and conduct area, regional, state and national amateur volleyball competitions;
- D. To act as the official representative of the United States Volleyball Association within the area designated as the Chesapeake Region;
- E. To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby assist in improving the calibre of candidates representing the United States in Olympic, Pan American, World Games, and other international competitions; and,
- F. To foster and conduct amateur volleyball programs between the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

Article IV. Affiliation

- A. This Corporation is an affiliated Group D Member Organization according to the provisions of the "Operating Code of the United States Volleyball Association", hereinafter referred to as "The Code".
- B. Upon approval by the Board of Directors, this Corporation may associate with volleyball groups or organizations operating within the geographic area comprising the CHRVA.

Article V. Governance

- A. The Articles of Incorporation of CHRVA, these Bylaws, the CHRVA Handbook, and such other documents as authorized or prescribed by the aforementioned documents, in order of precedence, respectively, shall serve as the bases for the operations of this Corporation.
- B. The USVBA Bylaws and "The Code", as they pertain to Group D Member Organizations, as presently constituted, shall be incorporated by reference as an integral part of these Bylaws. All amendments to the USVBA Bylaws or "The Code", subsequent to the adoption of these Bylaws, shall be incorporated by reference into these Bylaws.
- C. The USVBA governing document(s), as they pertain to Group D Member Organizations, shall take precedence in the event of any conflict between those USVBA documents and these CHRVA Bylaws.
- D. Any action required to be taken in writing may be accomplished by conventional writing as well as by telefacsimile (fax), telex, telegram, electronic mail (email) or any other means authorized by the Board of Directors.

Article VI. Membership

- A. This Corporation shall provide an equal opportunity to amateur volleyball players, coaches, trainers, managers, officials, and administrators to participate in amateur volleyball competition, without discrimination on the basis of race, color, religion, age, gender, or national origin.
- B. Individual and team memberships shall be available to all such persons upon meeting approved criteria and upon payment of applicable annual dues, fees, and charges.
- C. Other memberships may be authorized by the Board of Directors.
- D. A member in good standing is an individual, team, or organization whose membership privileges have not been suspended, following the procedures set forth in these Bylaws, the USVBA Bylaws, or "The Code".

Article VII. Board of Directors

- A. Mission
 - 1. The business, property, and affairs of this Corporation shall be managed by the Board of Directors.
 - 2. The Board of Directors, in furtherance of the specific and primary purposes of this non-stock Corporation as expressed in its Articles of Incorporation, may perform such acts that are necessary or convenient to exercise the powers of this non-stock Corporation stated in its Articles of Incorporation, and generally may do, or cause to be done, any lawful act in furtherance of its specific and primary purposes as stated in its Articles of Incorporation.
- B. Policy Governing the Exercise of Powers by the Board of Directors
 - 1. It shall be the policy of this Corporation to budget and disburse each year substantially all of its ordinary net income in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation.
 - 2. It also shall be the policy of this Corporation that this Corporation shall not engage in any of the following transactions:
 - a. Lending any part of its income or principal without adequate security or at unreasonable rates of interest to donors, to members of the families of donors, or to Corporations controlled by donors or to members of donors' families;
 - b. Making any part of this Corporation's services available on a preferential basis,

to donors, or to members of donors' families, or to Corporations controlled by donors or to members of donors' families;

- c. Making any substantial purchases of securities or other property from donors, members of donors' families, or Corporations controlled by donors or members of donors' families for less than adequate consideration;
- d. Selling any substantial part of the property of this Corporation to donors, members of donors' families, or Corporations controlled by donors or members of donors' families for less than adequate consideration;
- e. Engaging in any transaction which results in a substantial diversion of the income or corpus of this Corporation to donors, members of donors' families, or Corporations controlled by donors or members of donors' families.

C. Board membership and composition:

- 1. The Board of Directors shall consist of 15 members.
- 2. As a guideline, the Board should be composed of representatives of the various constituencies within CHRVA as follows.
 - a. Team representation: representatives should be registered as a player or coach with a team of the division at the time of their nomination and election. There should be one representative for each of the following pairs of Divisions, for a total of four Directors.
 - i. Women's AA and A Divisions
 - ii. Men's AA and A Divisions
 - iii. Women's BB and B Divisions
 - iv. Men's BB and B Divisions
 - b. Junior Volleyball representation: There should be one representative for each of the following programs, for a total of two Directors.
 - i. Girls' Junior program
 - ii. Boys' Junior program
 - c. Geographic representation: The primary residence of each of the geographic representatives must be within the area they will represent at the time of their nomination and election. There should be one representative for each of the following geographic areas, for a total of four Directors.
 - i. North District: The State of Delaware; Maryland counties of Baltimore, Howard, Harford, Cecil, and Kent; and Baltimore City
 - ii. South District: Northern Virginia
 - iii. East District: The District of Columbia; Southern Maryland counties of: Prince George's, Anne Arundel, Calvert, Charles, and St. Mary's; and Maryland Eastern Shore counties of: Queen Anne's, Caroline, Talbot, Dorchester, Somerset, Wicomico, and Worcester
 - iv. West District: Maryland counties of: Montgomery, Carroll, Frederick, and Washington.
 - d. Officials Representation: AAVO representatives shall be USVBA-certified, active officials of Regional rating or above, preferably of national rank (USA-National, Junior National, or USA-National Retired). Each representative shall have been active in the season immediately preceding the election, having officiated in a minimum of one CHRVA sanctioned regular-season tournament and the referee representative shall have been active as a non-player referee during that season. There should be one representative for each of the following, for a total of two Directors.

- i. Referees
 - ii. Scorekeepers
 - e. At-large representation: There shall be 3 at-large representatives, except as provided in Article XI.B.2.c.
 - f. The immediate past President may sit on the Board of Directors in an *ex officio* capacity with voice, but without vote, for a term not to exceed two (2) years following his or her term as President, unless he or she is a currently-elected Director.
 - g. Creation of new Directorship(s) shall not be effective until the following Annual Meeting, and shall be filled by the nomination and election procedures specified in Article XI.
- D. Election of Directors
- 1. Election Process.
 - a. Directors shall be elected by vote of those dues-paying members in good standing whose ballots are received by a date specified by the Election Committee.
 - b. In the case of a vacancy(ies), director(s) shall be elected by a vote of those dues-paying members in good standing who are present and voting at a Regular or Special Meeting of the Board of Directors of this Corporation held as provided in Article VII.H.
 - 2. Nomination and election procedures shall be as prescribed in Article XI.
 - 3. Annual Selection of Directors.
 - a. Seven (7) Directors shall be elected in even-numbered years and they should represent the following constituencies:
 - i. Women's AA & A Divisions Representative
 - ii. Men's BB & B Divisions Representative
 - iii. Boys' Junior Division Representative
 - iv. Referees' Representative
 - v. East District Representative
 - vi. West District Representative
 - vii. At-Large Representative
 - b. Eight (8) Directors shall be elected in odd-numbered years and they should represent the following constituencies:
 - i. Men's AA & A Divisions Representative
 - ii. Women's BB & B Divisions Representative
 - iii. Girls' Junior Division Representative
 - iv. Scorekeepers' Representative
 - v. North District Representative
 - vi. South District Representative
 - vii. (2) At-Large Representatives
- E. Term of Service
- 1. Directors shall serve overlapping two (2) year terms or until such time as their successors are duly elected and installed.

2. Directors may succeed themselves.
- F. Removal of a Director:
1. Any Director may be removed from the Board by a two-thirds (2/3) vote of the total Board. The removal shall be without prejudice to the contract rights, if any, of the person so removed.
 2. The impeached Director shall be given written notice of the impending action, at least fourteen (14) days prior to a regular or special meeting at which the proposed removal action is part of the Board of Directors' meeting agenda.
 3. The impeached Director shall be afforded the opportunity to speak before the Board of Directors, on his or her own behalf, at that meeting.
- G. Regular or Special Meetings:
1. Meeting Schedule
 - a. Regular meetings of the Board of Directors shall be held at least once each quarter per the following schedule:
 - i. 1st quarter: June 1 to August 31
 - ii. 2nd quarter: September 1 to November 30
 - iii. 3rd quarter: December 1 to February 28/29
 - iv. 4th quarter: March 1 to May 30
 - b. The times and places of all meetings shall be determined by the Board or the President.
 - c. The Board of Directors shall hold an organizational meeting to assimilate newly-elected Directors and to elect the Officers of the Corporation, prior to the annual USVBA National meetings. Such organizational meeting shall not constitute one of the regular meetings outlined in Article VII.G.1.a.
 2. Notice of Meetings
 - a. Regular meetings of the Board of Directors may be held upon giving at least thirty (30) days written notice to all Directors.
 - b. Special Meetings of the Board of Directors may be held upon giving at least fourteen (14) days oral or written notice to all Directors.
 3. Waiver of Notice
 - b. Whenever any notice is required to be given to any member or Director of this Corporation under the provisions of these Bylaws, or under the provisions of Virginia law, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by telegram sent to them, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice.
 - c. The presence of a Director at any meeting shall constitute a waiver of any notice required for 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.
- H. Vacancy:
1. A vacancy occurring on the Board of Directors, or among the Officers of the Board, may be filled at a Regular or Special Meeting of the Board of Directors.
 2. The new Director or Officer shall serve the unexpired term of his or her predecessor.
- I. Voting Privileges:
1. Each Director shall be entitled to one vote.
 2. Voting may be by show of hands, voice, or ballot.
 3. There shall be no proxy or absentee voting at Board meetings.

- J. Compensation of Directors:
Directors shall serve without compensation for attendance at Regular or Special Meetings. No person who now is, or who later becomes, a Director of this non-stock Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this non-stock Corporation shall look only to the assets of this non-stock Corporation for payment.

Article VIII. Officers

- A. Principal Officers
1. The principal elected Officers of this Corporation shall be a President, a Vice President, and a Secretary, each of whom shall be elected by the Board of Directors.
 2. No two elected positions shall be held simultaneously by the same person.
- B. Elections of Officers
1. All Officers shall be elected by the Board of Directors prior to the annual USVBA National meetings and not later than May 7.
 2. Officers shall be elected for two-year overlapping terms as follows:
 - a. The President shall be elected in odd-numbered years.
 - b. The Vice President and Secretary shall be elected in even-numbered years.
- C. Term of Office
1. Officers' term of office shall begin fourteen days after election, but in no case later than June 1.
 2. Each Officer shall be a Director at the time of his or her election and shall remain a Director during his or her tenure as an Officer.
- C. Removal of an Officer
1. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever the best interests of the Corporation would be served thereby.
 2. Removal of an Officer shall follow the procedures prescribed in Article VII.F, regarding removal of a Director.
- E. Vacancy: A vacancy in any office because of death, resignation, removal, disqualification, or other reason, may be filled by the Board of Directors for the unexpired portion of the term, pursuant to Article VII.H.
- F. Other Officers, Staff: The Board of Directors may elect or appoint such other officers, assistant officers, agents, administrators, teachers, and employees as it shall deem necessary or desirable. They shall hold their offices or appointed position(s) for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.
- G. Duties of Officers:
1. President - The President shall:
 - a. Serve as Chair of the Board of Directors and the Executive Committee and shall be the chief executive officer of the Corporation;
 - b. Preside at all meetings of the Board and the Corporation;
 - c. Sign and execute, with the Secretary and/or any other appropriately designated Officer(s) of the Corporation, who are so authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases

where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other Officer(s) or agent of the Corporation, or shall be required by law to be otherwise signed or executed;

- d. Perform oversight duties of the staff and such other persons the Corporation may employ for compensation;
 - e. Attend official meetings and functions of the USVBA as the Corporation's representative, in the absence of the Commissioner;
 - f. Perform all other duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
2. Vice President - The Vice President shall:
- a. Be the primary person responsible for the preparation, scheduling, and conduct of all Regional Championships;
 - b. Serve in the absence of the President, or in the event of his or her death, inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President;
 - c. Perform all the duties incident to the office of Vice President and such other duties as may be prescribed by the President or the Board of Directors.
3. Secretary - The Secretary shall:
- a. Keep, or cause to be kept, the minutes of the Directors' Meetings in one or more books provided for that purpose;
 - b. Ensure that all notices are given as provided for in these Bylaws or as required by Law;
 - c. Have oversight responsibilities for all official corporate mailings;
 - d. Be custodian of the corporate records;
 - e. Perform all duties incident to the office of Secretary, and such other duties that may be assigned by the President or Board of Directors.

Article IX. Staff

A. Commissioner

1. Appointment of the Commissioner:
 - a. The Commissioner may be a dues-paying member of CHRVA, but shall not concurrently be an Officer of the Corporation and shall not concurrently be a member of the Board of Directors.
 - b. The Commissioner shall be recommended for appointment by the President and confirmed by a majority vote of the entire Board of Directors.
2. Term of Appointment:
 - a. The Commissioner's term of appointment shall begin with the conclusion of the USVBA Annual Meetings, or June 1, whichever is later.
 - b. In the event of a change in the Commissioner, the immediate past Commissioner shall be extended full benefit of the position for the current USVBA Annual Meetings.
3. Duties of the Commissioner:
 - a. Serve as the Corporation's principal representative to the USVBA and the USVBA Regional Operations Division;

- b. Serve as the Corporation's chief administrative officer;
 - c. Recommend to the President, the appointment of appropriate members to leadership roles, for subsequent Board approval;
 - d. Have oversight responsibility for the competitive and ancillary programs of the Corporation, to include, but not be limited to tournament sanctions, officials' development, Junior Olympic Volleyball development, fellowship tournaments, exhibition events, publicity and public relations, publications, and player and team registrations.
 - e. The Commissioner shall sit on the Board of Directors in an *ex officio* capacity, with voice, but without vote.
- B. Treasurer - The Treasurer shall:
- 1. Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws, and shall withdraw or pay out such sums only as directed by the Board of Directors;
 - 2. Keep full and accurate books of account and shall make such reports of such official transactions of the Corporation as the Board of Directors may require;
 - 3. Perform all of the duties incident to the office of Treasurer and such other duties that may be assigned by the President or by the Board of Directors;
 - 4. Have the account books and records of the Corporation examined by a disinterested party or parties annually, the cost of said examination, if any, being approved by the Board of Directors. The examination will be conducted in sufficient time in order that the results of said examination will be available, in an unaudited financial statement, at the second quarter meeting of the Board of Directors.
 - 5. Ensure that the annual financial statement is made available to the general membership no later than the end of the 3rd quarter.
 - 6. If not an elected Director, the Treasurer shall sit on the Board of Directors and the Executive Committee in an *ex officio* capacity with voice, but without vote.
- C. Registrar - The Registrar shall:
- 1. Register all dues-paying members of the Region and maintain records pertaining to such membership registrations.
 - 2. Provide any update report(s) requested by the Board of Directors, concerning membership registration.
 - 3. Provide the National offices of the USVBA with any reports or information concerning registrations and or membership within the CHRVA.

Article X. Executive Committee

- A. Composition and Term of Office
- 1. There shall be an Executive Committee of the Board of Directors of this Corporation which shall consist of the elected Officers, two Board representatives, one of whom shall be a current player.
 - 2. The Board representatives shall serve overlapping two-year terms.
 - 3. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors at a regular meeting, or at a Special meeting called for that purpose.
- B. Mission and Conduct of Business

1. The Executive Committee shall serve as the Personnel Committee for the Corporation, and shall conduct the affairs and business of the Corporation, as directed by the Board of Directors, except for those matters which may only be conducted by the Board of Directors or by the membership of the Corporation, or both.
 2. A majority of the members of the Executive Committee may fix its rules of procedure.
 3. All actions taken by the Executive Committee shall be by a majority of those serving on the Committee if taken at a meeting or by unanimous written approval if taken without a meeting.
- C. Meetings
1. Meetings of the Executive Committee may be called, from time to time, at the direction and upon the request of the President.
 2. Notice of such meetings, unless waived, shall in each instance be given verbally to each member of the Executive Committee at least seven (7) days before the meeting.
- D. Records and Reports
1. The Executive Committee shall keep records of its activities and proceedings, as it may deem appropriate.
 2. All actions by the Executive Committee shall be reported to the Board of Directors at the meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors; provided, however, that no rights or acts of third parties shall be affected by such revision or alteration.

Article XI. Nominations and Elections

- A. Nomination Procedures
1. The President shall appoint a Nominating Committee by not later than September 30. Committee membership shall not be restricted to Board members. The Chair shall be a current Director. Appointments of current Directors to this Committee are strictly limited to those Board members whose terms of office are not expiring or who are not seeking reelection. Committee size shall be not less than three and not more than five persons.
 2. The membership at large shall have the opportunity to nominate both their representatives and members at-large. Incumbent Directors may indicate their desire to stand for reelection, in which case, an affirmative decision no later than March 1 is equivalent to nomination.
 3. The general membership shall be solicited in writing for nominations consistent with these Bylaws. Deadlines for receiving written nominations shall be not later than March 1 of the current season. Written nominations shall include the name, address, and team affiliation, if any, of the nominee, a brief personal and volleyball-related background statement of the nominee, a statement of consent signed by the nominee, and the name of the nominator. Any member may submit a nomination on his or her own behalf.
 4. A ballot including the names of the candidates and the closing date of the election will be mailed to all members at least 3 weeks before the election closing date.
 5. An individual may be nominated in only one elective category.
 6. The Board should ensure that the representational formula prescribed by VII.C.2.a-e is adhered to and utilized in the election of Directors.
- B. Election Procedures
1. Conduct and Supervision of Elections

- a. The President shall appoint an Elections Committee to conduct and supervise the election of Directors. Committee size shall be not less than three and not more than five persons.
 - b. The Chair of the Nominating Committee shall serve as the Chair of the Election Committee. Other members of the committee may be any dues-paying members of the Corporation.
 - c. The Election Committee shall ensure that the election process provides a fair and equitable opportunity for the general membership to elect suitable representatives to the Board of Directors.
 - d. The Election Committee shall be empowered to determine the authenticity of the election, and to declare the election valid or invalid.
2. Election of Directors
- a. Directors shall be elected by plurality vote of dues-paying members in good standing, whose ballots are received by the closing date specified by the Election Committee.
 - b. The terms of newly-elected Directors shall begin with the conclusion of the Annual Meeting, except as provided in Article VII.H.
 - c. If there is no nominee for a particular constituency, that position shall be filled with an at-large representative.
3. Election of Officers
- a. The nomination and election of Officers shall be processed by the new Board of Directors and shall be accomplished prior to the day of the Annual USVBA ROD meeting, but in no case later than May 7.
 - b. A majority vote of the total number of Board members shall be required for the election of Officers.
 - c. The consent of each nominee shall be required prior to the election process. Oral consent may be received from each nominee who is present at the election; written consent, signed by the nominee, must be submitted at the time of nomination of a nominee who is not present at the election.

Article XII. Association of Approved Volleyball Officials

- A. The Association of Approved Volleyball Officials (AAVO) shall be an integral part of the Corporation. All currently-certified referees and scorekeepers shall be members of the AAVO, without any additional assessment of dues.
- B. The AAVO shall function under an operating code approved by the Board of Directors and included as infrastructure of these Bylaws.
- C. The Referee Chair for the Corporation shall serve as the Chair of the AAVO. If not an elected Director, the Chair shall sit on the Board of Directors, in an *ex officio* capacity, with voice but without vote, as the AAVO liaison to the Board.
- D. The AAVO shall be accountable to, and make regular reports to, the Board of Directors, as requested.

Article XIII. Committees

- A. Standing Committees - There shall be the following Standing Committees of the Corporation:
 - 1. Eligibility Committees: the number and function of the Eligibility Committees shall be as prescribed by the CHRVA Handbook, with responsibilities including, but not

limited to, determining the eligibility of teams and individual players, and determining, setting, or changing team classification.

2. Communications Committee: responsible for maintaining an open channel of communication for the Corporation both internally, with and among the individuals and groups who are members of or affiliated with CHRVA, and externally, with those individuals and groups with whom CHRVA has association, or should have association, in furtherance of the Mission of the Corporation.
 3. Finance Committee: responsible for developing the annual budget and addressing such other fiduciary matters of the Corporation, as required.
 4. Nomination and Election Committee: responsible for processing and conducting the annual nomination and election procedures, pursuant to Article XI of these Bylaws.
 5. Personnel Committee: responsible for the review of performance for all incumbents in a staff position, and recommendation to the Board of Directors for appointment, compensation, and creation of new positions not otherwise constituted by these Bylaws. Membership on this Committee shall be restricted to members of the Executive Committee.
 6. Appeals Committee: responsible to act as the final review body in the Corporation to adjudicate disciplinary matters and acts or omissions which are in violation of the rules, regulations, or requirements of the Corporation. Membership on this Committee shall be appointed by the President and confirmed by the Board of Directors.
- B. Special or *Ad Hoc* Committees
1. The President and/or Board of Directors may appoint special or *Ad Hoc* Committees.
 2. Each Committee shall have such powers and shall perform such duties as may be delegated and assigned to that Committee by the Board or the President.
- C. Committee Membership
1. Membership of each Standing and Special Committee shall include at least one Director. Membership of *Ad Hoc* committees shall not require the inclusion of a Director.
 2. Committee membership shall not be restricted to only members of the Board of Directors.
 3. Each Committee Chair, with the authority and approval of the Board of Directors, may select the membership of his or her Committee, unless the Committee's membership is otherwise appointed by the President or is otherwise prescribed by any of the governing documents enumerated in Article V.A.
- D. Committee Chair Appointments
1. The Chair of each Standing Committee shall be appointed by the President from among the Directors.
 2. The Chair of each Special or *Ad Hoc* Committee shall be appointed by the President and may be any dues-paying member of the Corporation, not necessarily a Director.
 3. All such appointments shall be subject to the approval of the Board of Directors.
- E. Approval of Committee Actions - Any matter transacted by any committee, other than the Appeals Committee and the Nomination and Election Committee, in the name of the Corporation, shall be submitted to the Board of Directors for ratification or approval at the next regular or special Board of Directors meeting.

Article XIV. Indemnification

- A. The Corporation shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgement, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in the manner he or she reasonably believed to be in the, or not opposed to the, best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her action was unlawful.
- B. The termination of any action, suit, or proceeding by judgement, order, settlement, 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 the manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding that he or she had reasonable cause to believe that his or her conduct was unlawful.
- C. To the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article XIV.A, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.
- D. Unless indemnification is ordered by a court having jurisdiction therein, any indemnification shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Article XIV.A. Such determination shall be made (a) by the Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by independent counsel (compensated by the Corporation) in written opinion.
- E. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof, may be paid by the Corporation in advance of final disposition of such action, suit, or proceeding as authorized in Article XIV.D, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such expenses unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.
- F. The indemnification provided by this Article shall not be deemed exclusive of or in any way limit any other rights to which a person indemnified may be or become entitled as a matter of law, by the Articles of Incorporation, Bylaws, regulations, agreements, insurance, or vote of disinterested Directors or other wise, with respect to action in his or her official capacity and with respect to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- F. If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

Article XV. Assets

- A. All bank checks drawn against the Corporation's checking accounts shall be signed by the Commissioner or the Treasurer, or by such other person(s) as the Board of Directors may determine.
- B. Deeds, mortgages, leases, and other contracts may be signed by both the President and the Secretary, or by such other person or persons as the Board of Directors may authorize.
- C. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- D. All funds of the Corporation not otherwise employed shall be deposited as received in the Corporation's checking account or in a savings account with such bank or banks, or other depositories, as the Board of Directors may select.

Article XVI. Fiscal Year

The fiscal year of this Corporation shall begin on August 1, and end on July 31.

Article XVII. Dispute Resolution

- A. Complaints
 - 1. Any sports organization, club, team, or individual who is affiliated with or who is eligible for affiliation with this Corporation may seek redress of any volleyball-related grievance that directly affects it, him or her, by filing a written complaint with the Corporation.
 - 2. Any complaint shall be in writing and shall be sent by the complainant to either the Secretary or the President of the Corporation. In addition, the complainant may also send a copy of the written complaint directly to the Chair of the appropriate Standing, *Ad Hoc*, or Special Committee, or other CHRVA Staff Member, group, or organization with primary jurisdictional purview for the complaint. A complaint shall be hand delivered or sent by certified mail, return receipt requested.
 - 3. The Corporation shall acknowledge receipt of the complaint in writing within five working days of the receipt of the complaint.
- B. Action on Complaints
 - 1. All written complaints shall first be directed, by the complainant, or the Secretary or President, to the Chair of the appropriate Standing, *Ad Hoc*, or Special Committee, or other Staff Member, group, or organization with primary jurisdictional purview for the complaint.
 - 2. All written complaints shall be acted upon by the appropriate Staff Member, Committee, group, or organization, within 30 days of receipt.
 - 3. A complainant shall be afforded a fair opportunity for a hearing in which to present his or her complaint to the appropriate Staff Member, Committee, group, or other organization, after having been given fair notice.
 - 4. Any action taken by the Staff Member, Committee, group, or organization shall be communicated to the affected complainant in writing in a timely manner.
- C. Appeals

1. Any individual adversely affected by a decision regarding a complaint shall have the right to appeal the decision, as prescribed by the CHRVA Handbook. Such appeal provisions shall ensure the due process rights of all members of CHRVA and all persons with substantial contacts with CHRVA.
2. An appellant shall be granted the opportunity to be heard regarding the matter in dispute and shall be provided with adequate and timely notice of the date, time, and place of the hearing.
3. The Appeals Committee shall be the final reviewing authority, and the final level of appeal, for any matter in dispute regarding violation of any rule, regulation, or requirement of CHRVA other than removal of an Officer or Director. Decisions by the Appeals Committee are not appealable or reviewable, either within CHRVA, or outside CHRVA.

Article XVIII. Annual General Membership Meeting

The Annual General Membership Meeting of this Corporation shall be held each year during the fourth (4th) quarter, at which time the results of the annual elections for the Board of Directors shall be determined and announced, annual reports shall be presented, and such other business shall be transacted as may be properly brought before the meeting.

Article XIX. Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors, or any other action which might be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect of the subject matter thereof. Such consent shall have the same force and effect as a vote of such Directors at a regularly convened meeting and may be stated as such in any articles or documents filed with the Corporation Commissioner of the Commonwealth of Virginia, any other governmental authority or person or entity.

Article XX. Seal

A corporate seal is not required for this Corporation. The Board of Directors may, however, authorize a corporate seal.

Article XXI. Quorum

Two thirds (2/3) of the incumbent Directors but no fewer than 8 Directors shall constitute a quorum for the transaction of business.

Article XXII. Amendment

The Bylaws may be amended by a two-thirds (2/3) favorable vote of the incumbent Directors; provided, however, notice of the proposed amendment(s) has been submitted to the Board of Directors in writing at least thirty (30) days prior to said meeting. Any dues paying member of the United States Volleyball Association registered with the Chesapeake Region Volleyball Association may submit a proposal to amend through the Secretary of the Corporation, and said proposal shall be placed on the agenda of the next regular meeting of the Board of Directors consistent with the provisions for amendment contained herein. All references and language companion to the approved amendments to the Bylaws shall also be considered as amended, provided the intent of an Article/Section is not changed.

Article XXIII. Dissolution

In the event of the dissolution of this Corporation, or upon termination of its recognition as a Group D Member Organization of the USVBA, its remaining assets shall be distributed by the last Board of Directors, after its just debts and obligations have been paid or adequately provided for, to the benefit of the USVBA for use in promoting the sport of volleyball within the geographic area of the Chesapeake Region Volleyball Association.

Article XXIV. Rules of Procedure

In all cases not otherwise provided by these Bylaws, this Corporation shall be governed by *Robert's Rules of Order, Newly Revised*.

Approval:

This document represents the Bylaws of the Chesapeake Region Volleyball Association as amended by the Board of Directors on April 29, 2002.

Attest:

Karol Shadle, President

Date

Arlene Geppi, Secretary

Date

