

AMENDED BYLAWS OF THE COLUMBIA EMPIRE VOLLEYBALL ASSOCIATION

ARTICLE I

Section 1

Name. The name of the corporation shall be USVBA Columbia Empire Region Volleyball Association, commonly known by the assumed name “CEVA” and hereinafter referred to as the Region or the Corporation.

Section 2

Offices. The principal office of the Corporation shall be located in Beaverton, Oregon. The corporation may from time to time establish such other offices as the Board of Directors may designate or as the business of the Corporation may require.

Section 3

Voting Members. Voting members of the Region include individuals 18 years of age or older designated on the date of registration as a full adult member of the region.

Section 4

Membership. Membership in the Region shall be from the general populace. Membership is a privilege and shall not be interpreted as a right. An individual is qualified to be a member of the Region when:

- (A) They make an application for affiliation purposes to actively participate in the Region.
- (B) They pay the required fee and complete all requirements set forth by the Region and USA Volleyball.
- (C) They use the rules of play adopted by the Region, USA Volleyball, or variations thereof approved by the Region.
- (D) They abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Volleyball and the Region.
- (E) They support, in both word and action, the policies, goals, and programs of the Region.
- (F) They conduct themselves in a manner that brings credit and good will to the Region.

The Region reserves the right to deny, suspend, modify, or terminate membership of any person regardless of any outcome or sanction imposed by USA Volleyball, the US Center for Safesport, or any civil, criminal, or administrative investigation or proceeding.

ARTICLE II

Section 1

Purpose and Powers. Subject to the provisions of the Oregon Nonprofit Corporation Act (the “Act”) and the corporation’s articles of incorporation, as amended and restated (the “Articles”), the primary purpose of the corporation is to foster regional, national, and international amateur volleyball competition, and to engage in any other lawful activity for which corporations may be organized and operated under the Act. Subject to the provisions of the Act and the Articles, the corporation has all powers permitted to be exercised by a corporation organized under the Act.

Section 2

Objectives. Specific objectives and purposes of this corporation are:

- (A) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructions in schools, playgrounds, and parks.
- (B) To provide practice volleyball sessions, classroom lectures, seminars, and panel discussions through which selected 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 USA Volleyball (USAV) within the area designated by USAV as the Columbia Empire Region.
- (E) To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States.
- (F) To foster and conduct amateur volleyball programs between the United States and other nations for the exchange and training f suitable candidates in the techniques and practices of volleyball in countries other than their own.
- (G) To engage in other activities related to educating the public regarding volleyball.

ARTICLE III

Section 1

Board of Directors Membership. The Board of Directors shall consist of not less than six (6) and not more than thirteen (13) members. The number of Directors on the Board shall be set by resolution of the Board.

Section 2

Director Qualifications. Membership on the Board of Directors shall be open to all individuals who are interested in furthering the purposes of this corporation as expressed in Article II of these Bylaws.

Section 3

Representation. A minimum of one director must be unaffiliated with a CEVA-sanctioned club (e.g., may not serve as a club director, club coach, club administrator, or be a parent of a current junior player). Club affiliation is determined at the time the individual's nomination is submitted to the Board Development Committee.

Section 4

Membership-Elected Directors. Seven (7) Directors shall be elected by a majority vote of the ballots cast in the general election. Membership-Elected Directors serve for a term of three (3) Fiscal Years. These Directors shall represent the following membership constituencies:

- (A) Adult Representative
- (B) Geographical Representative
- (C) Junior Boys' Representative.
- (D) Junior Girls' Representative
- (E) Officials' Representative
- (F) Parent Representative
- (G) Diversity & Inclusion Representative

Section 5

Board-Elected Directors. The Board of Directors may elect up to six (6) additional Directors, designated as Board-Elected Directors. The Board-Elected Directors shall provide professional expertise deemed

necessary by the Board of Directors, as well as represent the best interests of the sport of volleyball. The Board-Elected Directors shall be nominated by the Board Development Committee. Board-Elected Directors will be initially elected to the Board at the Annual Meeting (Article X, Section 1) to serve for the upcoming Fiscal Year. Further additions to Board-Elected Directors are governed by Section 9 of this article.

If the representation requirements in Article III, Section 3 are not met, Board-Elected Directors must be appointed to allow those requirements to be met.

Section 6

Director Requirements. Each Director shall meet the following qualifications:

- (A) Must be a full adult member of the Region, have a cleared background screen, and have a completed Safesport certification. If the Director does not have these credentials upon election, they must be completed as soon as practicable following their election.
- (B) Must act as an intermediary for all members of the Region to express ideas to the Board.
- (C) Must be interested in, and willing to promote, Region programs.
- (D) Must be willing and able to attend regular and special Board meetings.
- (E) Must be affiliated with the membership constituency of the Region that the specific position represents (if membership-elected).

Section 7

Director Term of Office – Period of Nonemergency. When no Emergency (as defined below) exists, individuals may serve no more than six (6) consecutive full Fiscal Years as a Director. Once a director has served six (6) consecutive full years, that individual must leave the Board of Directors for at least one (1) Fiscal Year before again being eligible to serve as a director. After a director has served four (4) consecutive full years, that individual is ineligible to run for a membership-elected Director position in the next election cycle (e.g., a member who has served four fiscal years may not run for a member-elected position that carries a three-year term, as that would lead to seven consecutive fiscal years on the Board). When an individual is first appointed as a Board-Elected Director to fill a vacancy under Section 8 below, the Fiscal Year during which the appointment is made shall not count toward the six (6) full Fiscal Year term limit under this section.

Director Term of Office – Period of Emergency. If (a) a Director's term ends in any Fiscal Year in which an emergency exists, and (b) the Executive Director determines that, in their discretion, an emergency exists, and (c) a total of 2/3 of the total membership of the current Board of Directors determines that an emergency exists, then the General Election normally scheduled in the Fiscal Year in which the emergency is determined shall not occur, and terms of Board members shall automatically be extended by one fiscal year. Additionally, committee members shall not have to re-nominate themselves in the Fiscal Year in which the emergency exists.

The determination by the Executive Director must be made in writing to the Board of Directors. The Board may make their determination of an existing emergency at any regular or special meeting. The Board will produce a written document outlining their determination that will be signed by the current President.

Emergency Defined. For purposes of Article III, Section 7, an emergency means (a) a catastrophic event including but not limited to a fire, plane crash, tornado, flood or snowstorm materially affecting the property and operations of CEVA for an indeterminate time or (b) a statewide or national emergency declared by the Governor of Oregon, the Governor of Washington, or by the President of the United States or (c) a pandemic or similar event that has adversely affected, and reasonably will adversely affect for an indefinite time, the activities of CEVA or (d) any similar event to those listed in this section.

Number of Extensions. In no event may a director extend their term more than once under the language of Article III, Section 7.

Removal During Emergency. The declaration of an emergency, as defined above, shall not negate the right of the Board to remove a Director, pursuant to Article III, Section 10, during an emergency.

Section 8

Director Vacancy. Whenever the Board of Directors begins a fiscal year with fewer than five (5) Board-Elected Directors, the Board will direct the Board Development Committee to recruit applicants. The Board Development Committee shall submit a list of qualified applicants for the vacancies. The Board, at its sole discretion, may accept those nominations and call for a vote at the next regular or special meeting.

Section 9

Mid-Term Director Vacancy. Whenever the Board of Directors has a vacant position from its initial set of Directors in a Fiscal Year, the following protocols will govern the vacancy:

(A) Membership-Elected vacancies:

- (1) If the remaining term of the vacant Membership-Elected Director position is for less than one (1) year, the position is not to be filled until the next membership election.
- (2) If the remaining term of the vacant Membership-Elected Director position is for more than one (1) year, the position is not to be filled until the next membership election. At that next membership election, the position will be filled for a one-year term, instead of for the three-year term that applies to Member-Elected Director positions.
 - (a) At the discretion of the Board, a special election may be held to fill a Member-Elected Director position that has more than one (1) year remaining on the existing term. Notice of a special election must be distributed to all eligible voting members and must allow a fourteen (14) day period for applications to be submitted to the Board Development Committee. The Board Development Committee shall review all applications and submit them to the electoral process. The election shall be open for seven (7) calendar days, after which time results are tabulated. Upon final tabulation of results, the successful candidate shall assume the position on the Board for the remainder of the unexpired term.

(B) Board-Elected Director vacancies:

- (1) The Board of Directors may vote on nominees to fill a Board-Elected Director vacancy under the provisions of Article III, Section 8, or may, at its discretion, leave the vacancy open for any period of time. The individual appointed to replace the Board-Elected Director shall serve for the remainder of the current Fiscal Year.

Section 10

Removal of Directors. Any Director, elected or appointed, may be removed from the Board by a two-thirds (2/3) vote of the Directors present and voting at any special or annual meeting at which a quorum is present. The removal shall be without prejudice to the contract rights, if any, of the individual so removed. Prior to any removal, the Director sought to be removed must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on their own behalf before the Board of Directors at that meeting.

For the avoidance of doubt, the Director who is being considered for removal shall not be entitled to participate in the vote concerning their removal.

A Director removed from the Board under the provisions of this section shall be ineligible to serve on the Board for two years from the date of their removal. If the member falls out of good standing with the Region, or if the member is removed from the Board due to their standing in the Region, they must maintain good standing in the Region for two consecutive years prior to being eligible to return to the Board.

ARTICLE IV

Section 1

Power of the Board of Directors. The Board of Directors, in furtherance of the specific and primary purposes of this nonprofit corporation as expressed in its Articles of Incorporation, may perform such acts as are necessary or convenient to exercise the powers of this nonprofit corporation stated in its Articles of Incorporation, and general may do or perform, or cause to be done or performed, any act which the corporation lawfully may do or perform in the furtherance of its specific and primary proposes as states in its Articles of Incorporation.

The Board of Directors shall manage the business, property, and affairs of this corporation.

Additionally, each member of the Board of Directors:

- (A) Shall attend regular or special meetings of the Board of Directors, which may be held upon giving at least three (3) days written notice and at such times and at such places as shall be determined by the Board or as may be determined by the President.
- (B) Shall be entitled to one vote. No cumulative voting shall be permitted. Voting may be by written or oral ballot.
- (C) Shall serve without compensation. Directors shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
- (D) Shall not be personally liable to its creditors for any indebtedness or liability, and all creditors of this nonprofit shall look only at the assets of this nonprofit corporation for payment.

ARTICLE V

Section 1

Officers. The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Each officer must be a member of the Board of Directors for the Fiscal Year they are elected. No two offices may be simultaneously held by the same individual.

Section 2

Officer Elections. Following the selection of Board-Elected Directors, the officers of this corporation shall be elected annually by the members of that fiscal year's Board of Directors at a time set by Article XI, Section 1 of these Bylaws. Officers are elected by a majority vote of that Fiscal Year's Board of Directors. Each officer shall hold office for a one (1) fiscal year term.

Each Director elected to a position of officer shall hold such office until their successor has been duly elected under the provisions of this section, or until their resignation, removal by the Board, or death.

Section 3

Officer Removal. Any Director elected to an officer position by the Board of Directors may be removed by the Board of Directors whenever in its judgement by the best interests of the corporation would be served thereby. Removal requires a majority vote of directors at any regular or special meeting at which a quorum is present. For the avoidance of doubt, the Director who is being considered for removal shall not be entitled to participate in the vote concerning their removal.

Section 4

Vacancy. Any vacancy occurring in the executive officers of the corporation may be filled by the affirmative vote of a majority of the remaining directors at any regular or special meeting at which a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 5

Special Appointments. The Board of Directors may elect or appoint such other officers, assistant officers, agents, administrators, teachers, and other employees, as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6

President's Duties.

- (A) The President shall be the chief executive officer of the corporation.
- (B) The President shall preside at all meetings of the Board of Directors.
- (C) The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any legal 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, these Bylaws, or the Oregon Nonprofit Corporation Act to some other officer or agent of the corporation.
- (D) The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 7

Vice President's Duties

- (A) In the absence of the President, the Vice President shall 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.
- (B) The Vice President shall be the chairperson of the Board Development Committee if no other suitable candidate is identified from the current Board.

Section 8

Secretary's Duties

- (A) The Secretary shall have the authority and responsibility assigned by the Board of Directors, which shall include general oversight of the following:
 - (1) Recording the minutes of the meetings of the Board of Directors in one or more books provided for that purpose.
 - (2) Keeping the corporation's non-financial records and making the same available for inspection.
 - (3) Sending written notice of the time and place of all meetings of the Board and seeing that all notices are duly given in accordance with the provisions of these Bylaws and as required by the Oregon Nonprofit Corporation Act.
 - (4) Performing such other duties as assigned by the President or by the Board of Directors.
- (B) Employees of the corporation shall have the responsibility and authority (to the extent granted by the Board of Directors) to perform the actual duties described above and the Secretary shall provide general oversight of such actions. As provided in the Articles of Incorporation, the Secretary's liability for such oversight shall be limited to the extent allowed by Oregon law.

- (C) The Secretary shall be the chairperson of the Policy and Appeals Committee if no other suitable candidate is identified from the current Board, and, accordingly, shall be the chairperson of the Selected Committee empaneled to render appeals decisions.

Section 9

Treasurer's Duties

- (A) The Treasurer shall have the authority and responsibility assigned by the Board of Directors, which shall include general oversight of the following:
- (1) The keeping of all funds and securities of the Corporation.
 - (2) The filing of all necessary financial reports to be filed with any government.
 - (3) The receipt of monies due and payable to the Corporation from any source whatsoever, and the deposit of all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors.
 - (4) The disbursement of the funds of the Corporation as ordered by the Board of Directors, including proper vouchers, checks or drafts for such disbursements.
 - (5) The preparation of written statements of the financial standing of the Corporation.
 - (6) The performance of such other activities assigned by the Board of Directors.
- (B) The employees of the Corporation shall have the responsibility and authority (to the extent granted by the Board of Directors) to perform the actual duties described above, and the Treasurer shall provide general oversight of such actions. As provided in the Articles of Incorporation, the Treasurer's liability for such oversight shall be limited to the extent allowed by Oregon law.
- (C) The Treasurer shall be the chairperson of the Finance Committee.
- (D) In the event of their resignation, retirement, or removal from office, the Treasurer shall return to the Corporation or turn over to their successor all monies, securities, vouchers, books, paper, and property of every kind and description in their position or under their control belonging to the Corporation.

ARTICLE VI

Section 1

Indemnification. The Corporation shall indemnify any person who was or is a party to, or is threatened with being made 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 they are or were a Director or officer of the Corporation, or is or was serving at the request of the Corporation as Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in the manner they reasonably believed to be in 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 their action was unlawful. Indemnification may include, but is not limited to, the following.

- (A) 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 they 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 they had reasonable cause to believe that this conduct was unlawful.
- (B) 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 Section 1 or in defense of

- any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.
- (C) 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 they have met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors on a majority vote of quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in written opinion.
 - (D) 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 Section 4 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 they are entitled to be indemnified by the Corporation.
 - (E) The indemnification provided by the Article shall not be deemed exclusive of or in any way limit any other rights to which any person indemnified may be or may become entitled as a matter of law, by the Articles of Incorporation, or otherwise, 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 VII

Section 1

Assets. The Board of Directors holds responsibility for the fiduciary well-being of the Corporation. The Corporation's assets will be managed in the following manner:

- (A) All bank checks drawn against the Corporation's checking accounts shall be signed by the President or Treasurer or by such other person or persons as the Board of Directors may from time to time determine.
- (B) Deeds, mortgages, leases, and 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 employed shall be deposited as receive din 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 VIII

Section 1

Executive Committee. There shall be an Executive Committee of the Board of Directors of this Corporation, which shall consist of the elected officers of the Corporation.

Section 2

Duties. The Executive Committee shall exercise such control of the affairs and business of the Corporation as may be directed to it from time to time by the Board of Directors except such matters which

by these Bylaws or by the laws of the State of Oregon must be reserved to the Board of Directors or to the membership of the Corporation or both except as provided in ORS 65.301.

Section 3

Procedures. A majority of the members of the Executive Committee may fix its rules of procedure. All actions by the Executive Committee shall be reported to the Board of Directors at the regularly scheduled Board of Directors meeting succeeding such action and shall be subject or revision, alteration, and approval the Board of Directors, provided, however, that no rights or acts of third parties shall be affected by such revision or alteration.

Meetings of the Executive Committee shall be called at the direction and upon the request of any member thereof. Notice of such meetings, unless waived, shall in each instance be given to each member of the Executive Committee at least one (1) day before the meeting, either orally or in writing.

All actions taken by the Executive Committee shall be by a majority of those serving on the Executive Committee if taken at a meeting at which a quorum is present, or by unanimous written approval if taken without a meeting. The Executive Committee shall keep records of its activities and proceedings as deemed appropriate. At least three members of the Executive Committee must be present at the meeting to constitute a quorum for such a meeting.

Section 4

Conflict of Interest. The purpose of the Conflict-of-Interest Policy is to protect the Corporation's interests when it is contemplating entering a transaction or arrangement that might benefit the private interest of an employee, officer, or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE IX

Section 1

Standing Committees. There shall be eight (8) standing committees of this Corporation as listed below. Each standing committee shall have a minimum of three (3) committee members and a maximum of nine (9) committee members unless otherwise specified below.

Committee members must be full members of the Region at the time of their selection or must become full members as soon as practicable following their selection. Committee chairs may develop qualifications for service on their committees that are in addition to, but not in conflict with, the language in this section.

- (A) **Finance Committee:** Responsible for budgets and overall financial operations. The Finance Committee shall be chaired by the Treasurer of the Corporation.
- (B) **Policy and Appeals Committee:** Responsible for developing and maintaining the policies and rules of the Region and addressing appeals. The Policy and Appeals Committee may be chaired by any member of the Board provided the position is not in conflict with the member's other responsibilities or positions on the Board. If no other suitable candidate for Chair is identified, the committee shall be chaired by the Secretary of the Corporation. There shall not be a maximum number of members on this committee.
- (C) **Junior Girls' Committee:** Responsible for developing and maintaining policies, procedures, and formats within the junior girls' constituency of the Region, as defined by USA Volleyball. The Junior Girls' Committee shall be chaired by the Junior Girls' Representative. Membership on this committee shall emphasize the inclusion of small clubs, clubs outside the

- geographical area of Portland, a diversity of representation by age division and a representative from the officials' division. Membership of this committee shall not exceed nine (9) members.
- (D) **Junior Boys' Committee:** Responsible for developing and maintaining policies, procedures, and formats within the junior boys' constituency of the Region, as defined by USA Volleyball. The Junior Boys' Committee shall be chaired by the Junior Boys' Representative. Membership on this committee shall emphasize the inclusion of small clubs, clubs outside the geographical area of Portland, a diversity of representation by age division and a representative from the officials' division. Members of this committee shall not exceed nine (9) members.
 - (E) **Adult Committee:** Responsible for developing and maintaining policies, procedures, formats, and budgets with the adult constituency of the Region, as defined by USA Volleyball. The Adult Committee shall be chaired by the Adult Representative.
 - (F) **Officials' Committee:** Responsible for developing and maintaining policies, procedures, formats, and budgets with regards to referees, scorekeepers, and tournament directors within the Region. The Officials' Committee shall be chaired by the Officials' Representative. This committee shall consist of the Indoor Referee Chair, Indoor Scorer Chair, Officials' Mentoring Coordinator, as well as representative from Head Officials and Regional Officials. Membership of this committee shall not exceed nine (9) members.
 - (G) **Diversity and Inclusion Committee:** Responsible for development and implementation of best practices to ensure CEVA creates an environment free from discrimination or exclusion based on sex, race, sexual orientation, gender identity, religious affiliations, or other personal attributes. The Committee will seek to implement policies and programming to educate CEVA's membership about these values and will be chaired by the Diversity and Inclusion Representative. There shall not be a maximum number of members on this committee.
 - (H) **Board Development Committee:** The Board Development Committee may be chaired by any member of the Board provided the position is not in conflict with the member's other responsibilities or positions on the Board and not in conflict with these bylaws. If no suitable candidate for Chair is identified, the committee shall be chaired by the Vice President of the Corporation. The committee shall include no less than three (3) full adult members of the Region who are not Directors.

The principal functions of the Board Development Committee are to:

- (1) Continually recruit for Board member positions.
- (2) Verify that applicants meet Board positions qualifications.
- (3) Present nominations to the Board for Membership-Elected and Board-Elected Director positions.
- (4) Coordinate the general election process of the Membership-Elected Director positions.

The Board Development Committee shall be informed of all Board of Directors openings and potential candidates for Director positions.

Section 2

Appeal Committees. Responsible for hearing appeals from sanctioned members. The Board Secretary shall assemble this committee. This Appeal committee is a special committee of the Policy and Appeals Committee that does not need to be assembled unless and until a sanctioned member has made an appeal.

All aspects of the appeals process shall be governed by the procedures outlined in the Corporation's "Sanction & Appeal Procedures" policy.

Section 3

Other Committees. The Board of Directors may appoint other special committees for such limited purposes and limited times as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors, except such powers as are prohibited under ORS 65.301. However, all matters transacted by the committee in the name of the Corporation shall be submitted for consideration by the Board of Directors at its next regular or special meeting. Membership of any such committee shall include at least one (1) Director.

Section 4

Voting Procedures & Board Approval Requirements. No committee member may vote by proxy. Actions and decisions by all Committees shall be brought to the Board of Directors and are subject to approval by the Board of Directors before being implemented.

Section 5

Nomination & Selection of Committees. Members of committees shall be nominated through the same process as Board of Directors members.

All committee members shall take part in the same nomination process no less than every three (3) years, or in the same year as the Chair of their committee is elected by the Membership (see Article III, Section 4). In the case of a Mid-Term Director Vacancy under Article III, Section 9, committee members shall take part in the nomination process when the Chair position is up for their regularly scheduled election. If an emergency is determined to exist pursuant to Article III, Section 7 of these Bylaws, committee shall not have to re-nominate themselves in the Fiscal Year in which the emergency exists.

All nominations for Committees shall be referred to the Board Development Committee, who will then present a list of qualified applicants to the Board of Directors for approval and selection.

In the case of a vacancy on a committee, the Board Development Committee shall compile a list of suitable replacements and present them to the Board of Directors at their next meeting for approval and selection. This selection process may also happen without an in-person meeting of the Board of Directors, per the stipulations of Article XII of these Bylaws.

Section 6

Removal of Committee Members. Any member of a Standing Committee or other special committee (as outlined in Article IX, Section 3) may be removed from their committee assignment by a two-thirds (2/3) vote of the Board of Directors. This vote may happen at any special, regular, or annual meeting of the Board at which a quorum is present. The removal shall be without prejudice to the contract rights, if any, of the individual so removed. Prior to any removal, the member must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on their own behalf before the Board of Directors at that meeting.

If the member is also a member of the Board, for the avoidance of doubt, they shall not be entitled to a vote concerning their removal from the committee.

A member removed from a Standing Committee under the provisions of this section shall be ineligible to serve on the Board, any Standing Committee, or other special committees for a period of two years from the date of their removal. If the member falls out of good standing with the Region, or if the member is removed from their committee assignment due to their standing in the Region, they must maintain good standing in the Region for two consecutive years prior to being eligible to return to a committee.

ARTICLE X

Section 1

Fiscal Year. The Fiscal Year of this Corporation ("Fiscal Year") shall begin on each July 1 and end on the following June 30.

ARTICLE XI

Section 1

Meetings. The Annual Meeting of this Corporation shall be held each year at a time following the General Election and before the end of the current fiscal year. The timing of the meeting will be scheduled in conjunction with the current Fiscal Year Board of Directors and the incoming Board of Directors. The purposes of the Annual Meeting shall be to take action by the current Board on any Board-Elected Directors (whose terms begin on July 1), provide any annual reports, set the nominating and voting process for officers, and begin the organization of the Board for the upcoming Fiscal Year. Nothing in this Section is meant to truncate any current Fiscal Year Director's or Officer's terms.

Section 2

Elections. General Elections for the succeeding fiscal year shall occur once each Fiscal Year during either April or May, with results tabulated and finalized before the Annual meeting. The General Election shall be by written or electronic ballot. The Board Development Committee shall oversee the election process. If a period of emergency is determined, pursuant to Article III, Section 7 of these Bylaws, the General Election will not occur in the fiscal year in which the emergency exists.

Section 3

Telephonic Meetings. Board of Directors, Executive Committee, Standing Committee, Special Committee meetings, and subcommittees thereof, may be held by telephone conference or other communications equipment in which all persons participating in the meeting can hear each other and be heard. Participation by an individual in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

ARTICLE XII

Section 1

Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or Committee may be taken without a meeting if an electronic vote on such action is disseminated among all Directors or Committee members. All Directors or Committee members shall have seven (7) calendar days to cast their vote. If a vote is not received within seven (7) calendar days, the vote shall be considered an abstention. A quorum must participate in the vote for it to be valid. The act of a majority of the Directors or Committee members voting shall be the act of the Board or Committee, unless an act of a greater number is required by law, the Articles of Incorporation or these Bylaws. The vote shall have the same force and effect as a vote at a regularly convened meeting and may be stated as such in any articles or documents filed with the Secretary of State of Oregon, any other governmental authority, person, or entity.

ARTICLE XIII

Section 1

Waiver of Notice. 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 the Oregon Nonprofit

Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice.

The presence of a Director at any meeting shall constitute a waiver of any notice required for such a 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.

ARTICLE XIV

Section 1

Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. No Director may vote by proxy. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE XV

Section 1

Amendments. These Bylaws may be amended, altered, or repealed any new Bylaws may be adopted by a two-thirds (2/3) vote of all the Directors then on the Board of Directors at any regular or special meeting, if notice of the proposed amendment has been submitted to the President and Secretary in writing at least ten (10) days prior to said meeting.

ARTICLE XVI

Section 1

Rules of Procedure. In all cases not otherwise provided for by these Bylaws, this Corporation shall be governed by Robert's Rules of Order, as then in effect.

ARTICLE XVII

Section 1

Books and Records. The Region shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the members of the Region. All books and records of the Region may be inspected by any member of the Board of Directors, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XVIII

Section 1

Dissolution. Upon the dissolution of the Corporation or termination of recognition as a USA Volleyball Regional Association by USA Volleyball Association, the Board of Directors shall after paying or making provision for any liabilities of the Corporation, distribute all remaining assets of the Columbia Empire Region to an organization or organizations, in the Oregon/SW Washington region, which qualify as exempt organizations at the time of liquidation or dissolution as defined by the Internal Revenue Code of 1986, as amended, and which are designated by USA Volleyball Association, for the development and furtherance of the purposes and objectives set forth in these Bylaws.

The Board of Directors adopted these Amended Bylaws of the Corporation at its Board meeting held on March 3, 2025.

Mark Sykes
Corporate Secretary

Bylaws created in 1980.
Amended June 18, 2012
Amended June 9, 2014
Amended June 13, 2016
Amended March 4, 2019
Amended June 3, 2019
Amended December 2, 2019
Amended September 21, 2020
Amended November 16, 2020
Amended April 12, 2021
Amended August 9, 2021
Amended January 3, 2022
Amended November 14, 2022
Amended May 15, 2023
Amended March 3, 2025