



BOARD OF DIRECTORS HANDBOOK

COLUMBIA EMPIRE VOLLEYBALL ASSOCIATION

4915 SW Griffith Drive – Suite 101
Beaverton, OR 97005
(503) 644-7468

www.cevaregion.org
region@cevaregion.org

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CEVA CORE VALUES

ACCOUNTABILITY

Our organization will be accountable to our customers, and our staff & Board will be accountable to each other to ensure the organization is moving in a positive and forward-thinking direction. All clubs will be held accountable for compliance with both regional and national policies.

EFFICIENCY

Our organization will strive to become more efficient in all areas of operations and will work diligently to ensure our customers are treated to the most efficient ways of working within our structure.

INCLUSIVITY

Our organization will seek to create a safe and welcoming environment for anybody to participate in our sport. We welcome members from all walks of life and believe that our sport should break down barriers and bring people closer together.

PHILANTHROPY

Our organization will seek new and creative opportunities to give back to the community. The organization will be a driver of positive change and use its platform for the betterment of all.

SAFETY

Our organization will continuously ensure the safety of all participants by demanding strict adherence to USA Volleyball, national, regional, and local guidelines.

TRANSPARENCY

Our organization will conduct business in an open, honest, and accessible manner. We will set clear goals and expectations for ourselves and our constituents.

WHY SERVE ON THE BOARD?

There are several beneficial reasons to serve on the CEVA Board of Directors (“BOD”). While Board service is strictly on a volunteer basis, it’s an opportunity to help CEVA in numerous ways:

- Giving back to the region and to the sport.
- Building your professional and personal resume.
- Meeting great people with a shared vision of growth and opportunity.
- Engaging in philanthropic efforts to bring volleyball to the community.
- Gaining volunteer and community service hours.
- Providing your expertise to the business.
- Having the ability to speak for a constituency and work collaboratively to grow the game.
- Understanding more about the business and region operations.

INTRODUCTION

The purpose of this handbook is to provide an outline of CEVA’s administrative structure and Board members’ responsibilities within it. Questions should be directed to the Board President or Executive Director.

The Board is primarily a **governance-focused Board** tasked with creating & approving policy, legal oversight, & fiscal responsibility. The region seeks a Board that is engaged, devoted to action, and willing to support the staff who are employed to run the region’s day-to-day operations.

GOVERNANCE & STRUCTURE

CEVA is a 501(c)3 non-profit incorporated in 1980. The business is governed by several oversight documents, including a set of Bylaws, that are publicly available at www.cevaregion.org/about. CEVA oversees the State of Oregon and four counties in SW Washington (Clark, Cowlitz, Skamania, Wahkiakum). CEVA is one of forty regions of USA Volleyball (“USAV”).

Bylaws can be modified by the Board of Directors. When modified, Bylaws must be submitted to USAV and made publicly available on the website. The Bylaws outline the amount of notice that must be given to update.

CEVA’s BOD consists of 13 positions – 7 elected by the membership, and 6 elected by the existing Board (At-Large members). The Bylaws outline election procedures, term limits, and other policies. The Board is not obligated to fill the At-Large positions. The Bylaws also outline procedures to fill specific vacancies on the Board.

Board Position	Term & Election Dates	Committee Responsibilities
Junior Girls’ Representative	Three Years	Chair – Junior Girls’ Committee
Junior Boys’ Representative	Three Years	Chair – Junior Boys’ Committee
Adult Representative	Three Years	Chair – Adult Committee
Officials’ Representative	Three Years	Chair – Officials’ Committee
Diversity & Inclusion Rep.	Three Years	Chair – D/I Committee
Geographic Representative	Three Years	
Parent Representative	Three Years	
(Six At-Large Positions)	One Year	

The Board has four officers – President, Vice President, Secretary, Treasurer – elected by their fellow Board members. Each officer serves a one-year term starting on July 1. The four officers comprise the Executive Committee (“EC”). Any Board member may be elected as an officer. Officers are typically elected in June at the corporation’s annual meeting. Elections are by majority vote. Tie votes are referred to Robert’s Rules of Order.

The region employs five staff members, listed later in this document. The Executive Director reports to the BOD. The other positions report to the Executive Director.

TERM LIMITS

Members may serve six consecutive years on the Board per the CEVA Bylaws. After six years, members must leave the board or a minimum of one year before applying for membership again.

BASIC REQUIREMENTS OF MEMBERS

Board members must be full members of the region, must clear a USAV background screen, and must complete a Safesport certification. The region pays for membership and all required background screens. Members may be subject to additional screening, safety requirements, or other obligations per the EC, USAV policy, Safesport policy, or applicable law. All eligibility requirements must be completed by August 31 of the current fiscal year. Ineligible members may lose voting or participation privileges.

STANDING & AD-HOC COMMITTEES

Standing committees report to the Board and are chaired by a Board member. Full descriptions of committees can be found in the CEVA Bylaws. Minutes of previous committee meetings can be found on the website. Ad-hoc (unofficial) committees may be formed by the Board as needed.

Committee	Chair	Size of Committee
Junior Girls' Committee	BOD Junior Girls' Representative	Minimum 3, Maximum 9
Junior Boys' Committee	BOD Junior Boys' Representative	Minimum 3, Maximum 9
Diversity & Inclusion Committee	BOD Diversity & Inclusion Rep.	Minimum 3, No Maximum
Officials' Committee	BOD Officials' Representative	Minimum 3, Maximum 9
Adult Committee	BOD Adult Representative	Minimum 3, Maximum 9
Policy & Appeals Committee	Any BOD Member (Default – Secretary)	Minimum 5, Maximum 9
Board Development Committee	Any BOD Member (Default – VP)	Minimum 3, Maximum 9
Finance Committee	BOD Treasurer	Minimum 3, Maximum 9
Executive Committee	BOD President	Four BOD Officers

COMMUNICATION WITH THE STAFF

It is understood that Board members will have certain lines of communication and access to the CEVA staff that other members of the region do not have. To ensure the CEVA staff remain focused and committed to the region's day-to-day operations, Board members must be reasonable in their communications with staff. Staff members may choose to respond to inquiries or requests during their regular work hours. Board members will make every effort to respect the staff's personal time, and the staff will do the same for members of the board.

RESPONSIBILITIES OF THE PRESIDENT & EC

It is the responsibility of those leading the Board to hold members accountable, and ensure the group remains committed to growth. Responsibilities of these individuals include the following:

- Building meeting agendas with input from members and staff and running full meetings of the BOD.
- Ensuring members meet the requirements outlined in this document.
- Helping set measurable goals outlining a mission & vision.
- Communicating with other groups and collaborating on initiatives.
- Providing reports to stakeholders on a regular basis.
- Informing the Board of issues needing response and resolution.

CONFLICTS OF INTEREST

Board members are expected to put the region before their own clubs, teams, or personal interests. Decisions will be made based on the best interests of the region, **even at the perceived detriment of one's own interests.**

Board members agree to a Conflict-of-Interest Policy each year of service. The full policy is included in this handbook. A signature on the acknowledgement form in this handbook indicates agreement with the Conflict-of-Interest Policy and intent to abide by it.

REPRESENTATION OF THE REGION

Members are expected to represent themselves and the region in a positive and professional manner. Clubs represented on the Board should be leaders in their operations and compliance with policies.

Members are expected to refrain from behavior that reflects poorly on themselves or the region, such as being disqualified/expelled from a match, being asked to leave a facility, or receiving a conduct-related card from an official. Members sanctioned by the region are subject to removal proceedings.

Members will prioritize principles of diversity & inclusion and should help the region bring opportunities to underrepresented populations.

Members will promote CEVA/USAV interests. While clubs are free to run their businesses how they wish, active promotion of competitors is contrary to the image we wish to convey.

COMMUNICATION & SLACK WORKSPACE

Board members are expected to communicate with the office staff, fellow BOD members, and their constituents on a regular basis.

Please observe established lines of communication and direct requests for information to the President or Executive Director. This includes requests from outside entities, such as media outlets.

CEVA operates a Slack workspace for online messaging and file sharing. The Board, committees, and staff have separate channels in the workspace. Help can be found at slack.com/help.

Members are expected to be active on Slack and understand it will be a **primary form of communication** for the Board. New members are sent an invitation to join the Slack workspace when their term starts. Members can view other Slack channels besides their own should they desire. The Board and committees also have group e-mails, listed below. Only members of those groups may use these e-mails.

Group	E-Mail	Slack Channel
Board of Directors	board@cevaregion.org	#board (private)
Executive Committee	executive@cevaregion.org	#executivecmte (private)
Junior Girls' Committee	juniorgirls@cevaregion.org	#juniorgirls
Junior Boys' Committee	juniorboys@cevaregion.org	#juniorboys
Officials' Committee	officialscommittee@cevaregion.org	#officials
Diversity & Inclusion Committee	dei@cevaregion.org	#dei
Finance Committee	finance@cevaregion.org	#finance
Adult Committee	adultcommittee@cevaregion.org	#adults
Board Development Committee	bdc@cevaregion.org	#bdc
Policy & Appeals Committee	pac@cevaregion.org	(none)

PRIVATE WEBSITE

Board members have access to a private, password-protected website containing information necessary to fulfill their duties. This includes financials, taxes, contact information, and other updates. Information on this site is confidential and should not be shared. Members will be sent instructions for access at the start of their term.

CONFIDENTIALITY & NON-DISCLOSURE

Board meetings are open to the public. It is generally accepted that Board members will have access to information that should remain confidential as a matter of best practice. The Board will occasionally conduct an executive (closed) session for discussion of topics allowed under ORS 192.660.

All Board members will sign a Confidentiality & Non-Disclosure Agreement prior to their service that is valid in perpetuity. It outlines all information that is confidential, and remedies should the agreement be broken. Failure to maintain confidentiality subjects a member to immediate removal proceedings. A copy of the Confidentiality & Non-Disclosure Agreement is included in this Handbook.

ATTENDANCE & ABSENCES

Members are expected to attend meetings as scheduled and to communicate in advance if unable to attend. Members may not have more than one unexcused absence, or more than two excused absences, per fiscal year. Members may not miss more than two consecutive meetings.

An excused absence occurs when a member is absent due to illness, family emergency, or circumstances beyond their control. 24 hours' notice to the President or Executive Director is requested. Absences are excused at the discretion of the Board President and/or Executive Committee.

An unexcused absence does not meet the above definition or is an absence without 24 hours' notice.

If a member's term extends beyond the end of a fiscal year, the count of consecutive meetings missed continues into the new fiscal year. Meeting minutes document members who are absent from meetings.

Meeting attendance may be publicly shared on the website. Region constituents have a right to know if their elected representatives are attending meetings and advocating on their behalf. Excessive absences as defined in this policy may subject the member to removal proceedings.

MEETINGS & MINUTES

Minutes of the most recent Board meetings are online at www.cevaregion.org/admin. Minutes from meetings prior to those listed on the website are available by written request to the Executive Director.

Meetings are held on weeknights, with occasional weekend work sessions. Meetings last 1-2 hours and will start promptly. Agendas & supplemental documents are sent ahead of time. Members are expected to be well-versed in the topics to be discussed so they may be active participants in meetings.

Meetings are generally held in person at the CEVA office, though remote attendance options are available. Members should bring a laptop or smart device to meetings so they can access agendas & reports, as hard copies are not provided. See Appendix 3 for general meeting procedures.

DISTRIBUTION OF AGENDAS & MEETING MATERIALS

The Executive Committee, led by the Board President, is responsible for building Board agendas in tandem with the CEVA staff. The office staff will create Zoom links and Google Calendar invitations for distribution.

A call for agenda items should be sent by the staff no less than **seven business days** prior to the scheduled meeting. Supplemental documents and committee reports should be distributed no less than **two business days** prior. Committee chairs will be asked to provide a written report to the BOD prior to each meeting.

INVOLVEMENT OUTSIDE OF MEETINGS & RECRUITMENT

Members are expected to be involved in other aspects of the region outside of regular meetings. This may be accomplished in several ways, including (but not limited to) the following:

- Attendance at a meeting of a committee they are not a member of.
- Establishing a regular communication cadence with the office staff.
- Participating in a Board-led philanthropic or community-based initiative, such as the region's Silent Auction held in conjunction with the Regional Championships.
- Working to create new grassroots programming initiatives with the goal of increasing participation. This can emphasize increased opportunities for underserved and underrepresented populations.
- Helping to cultivate new partnerships with businesses or groups benefiting the region.
- Participating in networking or exposure opportunities on behalf of the region.

Members are expected to help recruit qualified candidates to fill committee & Board positions. Membership emphasizes inclusivity and a broad spectrum of perspectives. Volleyball knowledge is not required. Potential candidates are referred to the Executive Director and the Board Development Committee. More information is available at www.cevaregion.org/join. Candidates are vetted by the Board Development Committee and are not guaranteed membership or acceptance on any administrative body, regardless of their reference or the recruitment by a current member.

VOTING

Members are expected to participate in all voting, even if to abstain. Voting on a motion can take place outside of a formal meeting, such as via an electronic ballot.

RESPONSE & REMEDY

If it is determined a member has not met expectations outlined in this handbook, the President will notify the member in writing, and the member to removal or other sanction determined appropriate. This dated notification is sent to the member, the CEVA Executive Committee, and Executive Director.

The issue can be on the agenda at the next meeting of the Board. If included, discussion may take place in executive session. Should removal proceedings be considered, this policy serves as the “reasonable prior notice” called for in the CEVA Bylaws.

STAFF & OFFICE HOURS

Staff Member	Title	E-Mail
Alix Montoya	Senior Director – Region Services	alix@cevaregion.org
Callie Wilkins	Manager – Region Operations	callie@cevaregion.org
Andrew Borel	Equipment Manager (PT)	andrew@cevaregion.org
Lindsay Callaghan	Coordinator – Region Services (PT)	lindsay@cevaregion.org
Cody March	Executive Director	cody@cevaregion.org

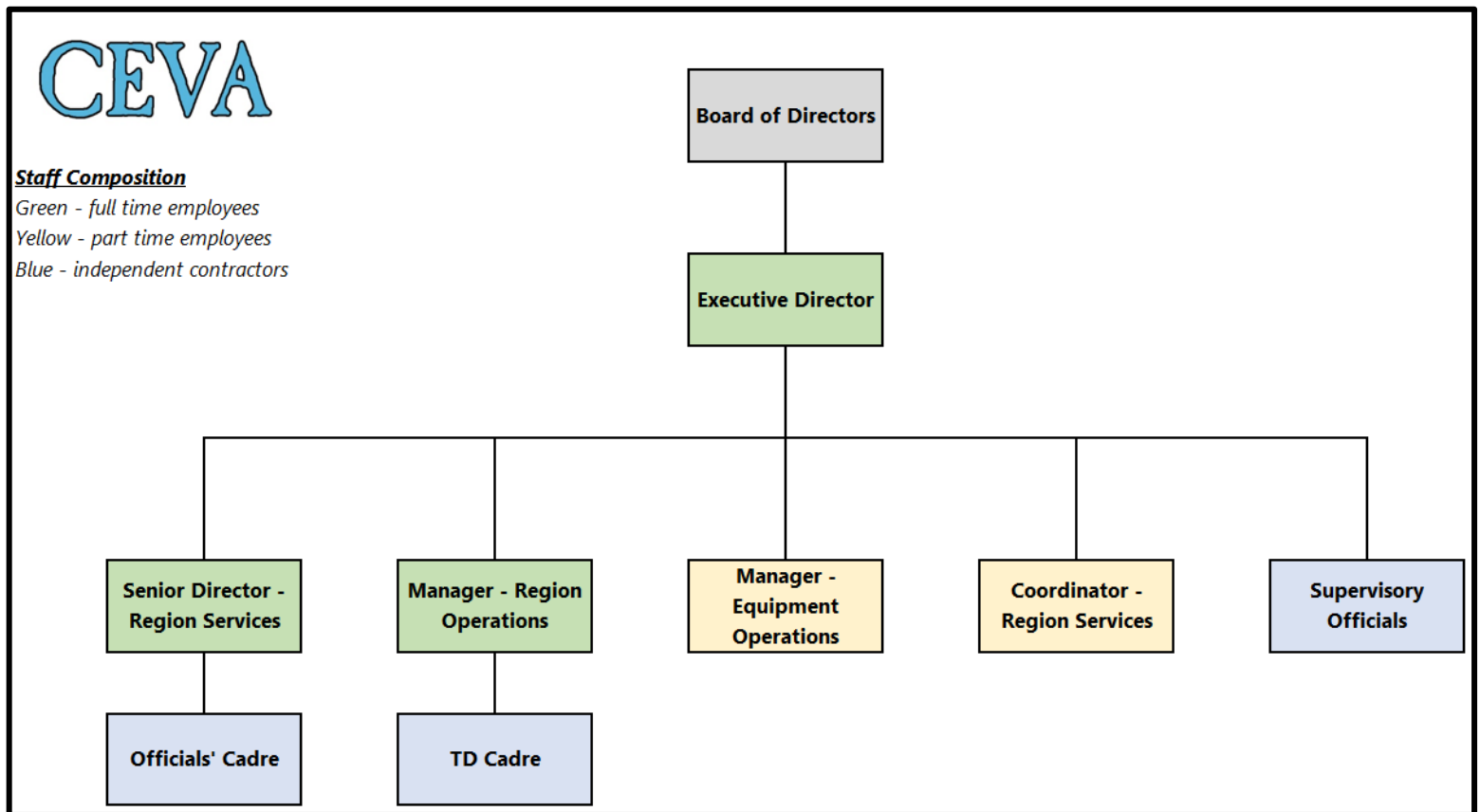
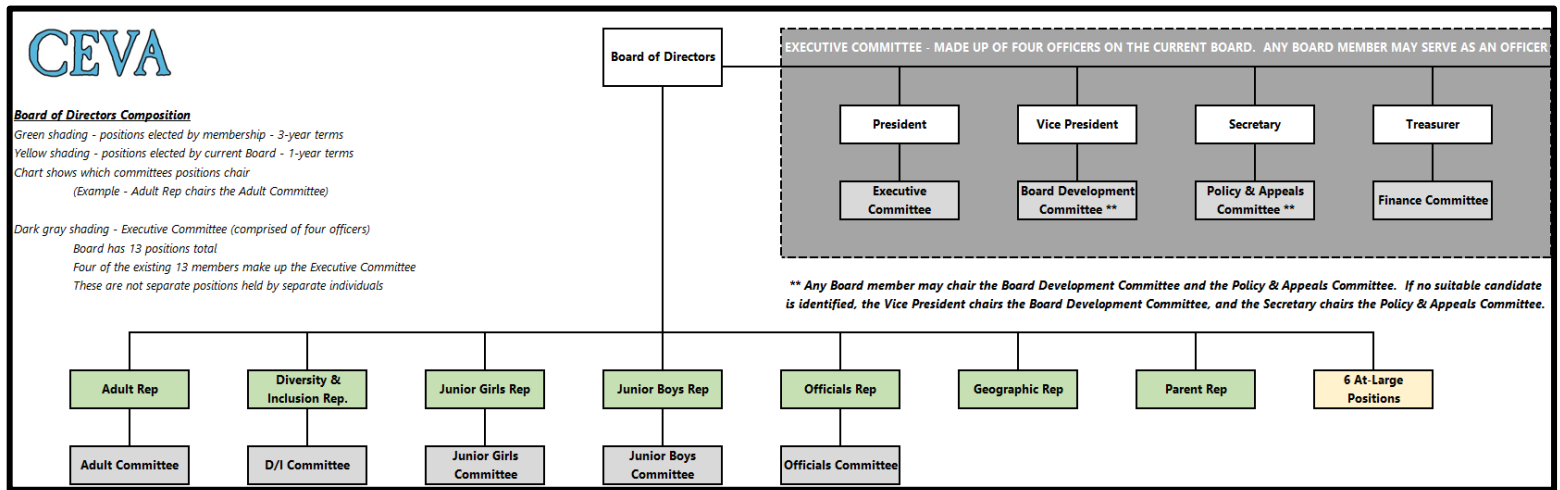
Dates	Monday	Tuesday	Wednesday	Thursday	Friday
Oct 1 – May 31	9:00-3:00	9:00-3:00	Closed	9:00-3:00	9:00-3:00
June 1 – Sep 30	9:00-2:00	9:00-2:00	9:00-2:00	9:00-2:00	Closed

Office Address: 4915 SW Griffith Drive, Suite 101 – Beaverton, OR 97005

Office hours are subject to change. Staff biographies are available at www.cevaregion.org/staff

Members are welcome at the office during our regular hours. Appointments and/or prior communication are strongly encouraged.

APPENDIX 1 – CEVA ORGANIZATIONAL CHARTS



APPENDIX 2 – CONFLICT OF INTEREST POLICY

1. PURPOSE

The purpose of the Conflict-of-Interest Policy (the “Policy”) is to protect the interests of the Columbia Empire Volleyball Association (“CEVA”) when it is contemplating entering a transaction or arrangement that might benefit the private interest of an employee or director of CEVA 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. This Policy was adopted by the Board of Directors of CEVA (the “Board”) at its regularly scheduled Board meeting held on August 5, 2013, and supersedes all policies involving conflicts of interests as previously adopted by the Board. The Policy is effective immediately upon its August 5, 2013, adoption date (the “Effective Date”).

2. DEFINITIONS

2.1 Interested Individual. Any employee or director of CEVA who has a direct or indirect financial interest, as defined below, is an interested individual.

2.2 Financial Interest. An individual has a direct or indirect financial interest if the individual has, directly or indirectly, through business, investment, or family:

- A) An ownership or investment interest in any entity with which CEVA has a transaction or arrangement.
- B) A compensation arrangement with CEVA or with any entity or individual with which CEVA has a transaction or arrangement.
- C) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CEVA is negotiating a transaction or arrangement. “Compensation” for the purposes of this Policy includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, an individual who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

3. PROCEDURES

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested individual must disclose the existence of the financial interest and be given the opportunity to disclose all material facts of the proposed transaction or arrangement to the Board.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested individual, he, or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

- A) An interested individual may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest.
- B) The director presiding over the Board meeting shall, as determined appropriate by the Board in its sole and exclusive discretion, appoint an outside person or Board committee to investigate alternatives to the proposed transaction or arrangement involving the possible conflict of interest.

- C) After exercising due diligence, the Board shall determine whether CEVA can obtain with reasonable efforts a more advantageous transaction or arrangement from an individual or entity that would not give rise to a conflict of interest.
- D) If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CEVA's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.

3.4 Violations of the Policy.

- A) If the Board has reasonable cause to believe that an individual to whom this Policy applies has failed to disclose actual or possible conflicts of interest, it shall inform such individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
- B) If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. RECORDINGS OF PROCEEDINGS

The minutes of the Board shall contain:

- A) The names of the individuals who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- B) The names of the individuals who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION

- A) A voting member of the Board who receives compensation, directly or indirectly, from CEVA for services rendered to CEVA is precluded from voting on matters pertaining to that individual's compensation.
- B) A voting member of any committee of CEVA who receives compensation, directly or indirectly, from CEVA for services rendered to CEVA is precluded from voting on matters pertaining to that individual's compensation.

6. STATEMENTS

Everyone who is an employee or director of CEVA as of the Effective Date shall sign a statement ("Statement") that affirms such individual:

- A) Has received a copy of the Policy.
- B) Has read and understands the Policy.
- C) Has agreed to comply with the Policy; and

- D)** Understands that CEVA is a charitable organization and to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. Thereafter, a Statement shall be signed by individuals who are employees or directors of CEVA on:

- i.** The annual anniversary of their initial date of hire, election, or appointment (as the case may be) and/or
- ii.** In the case of directors, their subsequent date of re-election or re-appointment.

7. PERIODIC REVIEWS

To ensure CEVA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- A)** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B)** Whether partnerships, joint ventures, and arrangements with management organizations conform to CEVA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, CEVA may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX 3 – MEETING PROCEDURES

Meeting leaders are expected to adhere to a set of general protocols. Leaders are expected to run meetings efficiently, keep discussion on topic, non-relevant conversation to a minimum, and engage all participants for discussion & opinions. Agenda templates are available on the private website.

- Meetings should start promptly. A call to order should be audibly stated.
- Meeting minutes should be taken by the Secretary.
- Roll call should be conducted.
 - Excused and unexcused absences will be documented in the minutes.
 - A quorum should be audibly declared and noted in the minutes.
 - A quorum is defined as a majority of the group’s voting power.
 - Guests should be recognized.
- Meetings should have a review of previous actionable items, old business, and actions taken between meetings.
- Meetings may include a review of goals, key performance indicators (“KPIs”), or other metrics.
- Formal actions are voted on via a motion.
 - Any member with voting power may present a motion. Motions should be presented as a “Yes/No” question.
 - Any other voting member may second the motion. All motions require a second.
 - After the motion is seconded, 10 minutes are allotted for discussion. This time may be extended by a separate motion. Time should be kept by the Secretary.
 - After discussion, the motion should be restated.
 - Voting is conducted by asking who is in favor, who is opposed, and who will abstain.
 - Members may vote verbally or by raising their hands.
 - Abstentions count toward having a quorum.
 - Voting results should be announced verbally and recorded in the meeting minutes.
- Meetings should have a “Good of the Order” section at the end for open discussion.
- Meetings should conclude with a review of actionable items and who is tasked with completing them.
- Any member may make a motion to move to executive session. This motion is treated in the same manner as listed above.
 - Topics that may be discussed in executive session are outlined in ORS 192.660.
 - No final action may be taken in executive session.
 - Only group members with voting power are allowed into these sessions. If non-voting members are asked to join, the motion requesting the move must specifically name them.
 - Minutes should include when the executive session started and when the meeting returned to open session. Minutes should not include topics discussed or the nature of the discussion.
 - Voting may not take place in executive session. If a topic discussed in executive session requires a vote, the meeting must return to open session for the vote to be conducted.
 - Meetings cannot adjourn in executive session.

ACKNOWLEDGEMENT & AGREEMENT FORM

By signing below, the member named acknowledges the following statements:

1. I have read, understand, and will abide by the information & policies outlined in this handbook.
2. I have read, understand, and will abide by the CEVA Conflict of Interest Policy in Appendix 2 of this document. I further agree that I have been given an appropriate opportunity to declare any conflicts of interest pursuant to this policy by writing them in the section below.
3. I acknowledge and understand that failure to abide by the policies or procedures outlined in this document may subject me to removal proceedings.

BOD Member Name:	
BOD Member Club Affiliation (if none, write "N/A"):	
Role Within Club (e.g., coach, etc.)	
BOD Member's Current Employer & Title at their company:	
BOD Member E-Mail:	
BOD Member Mailing Address:	
BOD Address City/State/Zip:	
BOD Member Phone Number:	
Conflicts of Interest (if none, write "N/A")	
BOD Member Signature:	
Date Signed:	