

Bylaws of USA Volleyball

Last Amended: January 21, 2021



BYLAWS

USA VOLLEYBALL

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Article I. NAME AND OFFICES

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

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

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

Article II. DEFINITIONS

2.1 Definitions. As used in these Bylaws the term --

- A. "Act" refers to the Ted Stevens Olympic and Amateur Sports Act of 1998;
- B. "Amateur athlete" refers to any athlete who meets the eligibility standards established by the National Governing Body or International Federation for the sport in which the athlete competes;
- C. "Amateur athletic competition" refers to a contest, game, meet, match, tournament, or other event in which amateur athletes compete;
- D. "Amateur sports organization" refers to a corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges amateur athletic competition;
- E. "Board" refers to the Corporation's Board of Directors;
- F. "CEO" refers to the Corporation's Chief Executive Officer/President;

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- G. "Chair" refers to the Chair of the Corporation's Board of Directors;
 - H. "Corporation" refers to USA Volleyball;
 - I. "Domestic athlete" refers to a volleyball player who meets the current eligibility standards for participation in the Corporation's domestic volleyball events;
 - J. "FIVB" refers to the Federation Internationale de Volleyball, which is the international federation for the disciplines of volleyball, beach volleyball and snow volleyball;
 - K. "IF" refers to an international federation which is a non-governmental organization as recognized by the International Olympic Committee (IOC);
 - L. "International amateur athletic competition" refers to any amateur athletic competition between any athlete or athletes representing the United States, either individually or as a part of a team, and any athlete or athletes representing any foreign country¹;
 - M. "International athlete" refers to a volleyball player who meets the current eligibility standards as defined in the corporation documents of the USOPC;
 - N. "IOC" refers to the International Olympic Committee;
 - O. "IPC" refers to the International Paralympic Committee;
 - P. "Member Organization" refers to a Regional Volleyball Association of USA Volleyball as defined in these Bylaws;
 - Q. "NGB" refers to any national governing body which is an amateur sports organization recognized by the USOPC in accordance with Section 8 of the USOPC Bylaws;
 - R. "NC" refers to the Nominating Committee;
 - S. "PASO" refers to the Pan American Sport Organization, a confederation of national Olympic committees from the Americas;
 - T. "Protected competition" refers to any amateur athletic competition where athletes or teams have been officially designated by the NGB as representing the United States in accordance with the Act and the USOPC Bylaws;
 - U. "Quadrennium" refers to the four-year (4-year) period that commences on the first day after the conclusion of the Summer Olympic Games and extends through the next Summer Olympic Games;
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- V. "Sanction" refers to an official approval issued by the Corporation;
- W. "Volleyball" refers collectively to the disciplines of "beach volleyball", "indoor volleyball", "sitting volleyball", "snow volleyball" and "Beach ParaVolley";
- X. "USOPC" refers to the United States Olympic and Paralympic Committee;
- Y. "WPV" refers to World ParaVolley, the international federation for the disciplines of sitting volleyball and Beach ParaVolley.

Article III. **MISSION AND VISION**

3.1 Mission. Lead, serve and grow all areas of the sport of volleyball - including beach, indoor, sitting, snow and Beach ParaVolley - achieving excellence while providing a lifetime of opportunities for all to participate in a safe and positive environment.

3.2 Vision. Be a world-class leading organization in all aspects of volleyball and to engage and inspire our nation through a cultivated passion for the game and continued success at winning Olympic & Paralympic medals.

Article IV. **SAFESPORT**

As a member National Governing Body of the United States Olympic and Paralympic Committee, USA Volleyball is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules are available at the offices of USA Volleyball or on-line at the following website: <https://safesport.org/>.

As a condition of registration in USA Volleyball and a condition for participation in any competition or event sanctioned by USA Volleyball or its Regions, each USA Volleyball member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Volleyball or USA Volleyball events (whether or not a USA Volleyball member), agrees to comply with and be bound by the safe sport rules of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction and rules of the U.S. Center for SafeSport for the investigation and resolution of any alleged violations of those rules, as such rules may be amended from time to time. To the extent any USA Volleyball rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

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Article V. MEMBER ORGANIZATIONS

5.1 Organizations. Organizations eligible to become Member Organizations of the Corporation shall be those which take some active part in the administration of the sport of volleyball and/or that are engaged in efforts to promote the participation in, or preparation for, amateur athletic competition in the sport of volleyball.

There shall be one category of organization eligible to affiliate with the Corporation as a Member Organization.

- A. Regional Volleyball Associations of USA Volleyball (RVA(s)): Not-for-profit regional volleyball organizations approved by the Corporation and doing business in association with the Corporation in a defined geographical area or territory of the United States.
1. An RVA shall be in current compliance with the following:
 - a. Identify its current principal representative to the Corporation;
 - b. Has both male and female leadership, as volunteers and/or paid staff, available to perform functions as player representatives and directors for programs and activities;
 - c. Select, over appropriate terms, its Board of Directors and Officers in a manner consistent with the laws of the state of incorporation, and unless otherwise indicated by law or necessity, in a “democratic” manner, meaning elected versus appointed;
 - d. Is incorporated under the laws of the state (or if a multi-state organization, under the laws of one of the states) in which it is located, as a 501 C 3 not-for-profit corporation. Upon dissolution or termination of recognition, with just cause, as a RVA by the Corporation, all assets shall inure to the benefit of the Corporation for use in the same geographical area of the RVA for the development of volleyball activity;
 - e. Provide the Corporation with a current copy of its Articles of Incorporation, IRS tax-exempt determination letter and EIN number and its Bylaws and include an “Amended as of ...” date on all of its corporate documents.
 - f. Use the rules of play adopted by the Corporation or a variation thereof for developmental purposes;
 - g. Register participants with the Regional Volleyball Associations of USA Volleyball who shall be considered dual members of the RVA’s and USA Volleyball;

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- h. Pays administrative fees and dues established by the Corporation;
- i. Adopt, support and implement a Due Process Procedure;
- j. Recognizes and adopts for purposes of RVA activities and privileges any penalties imposed by the Corporation's Ethics and Eligibility Committee;
- k. Adopt, support and implement the policies of the Corporation;
- l. Adopt, support and implement a Conflict of Interest Policy;
- m. Comply with the requirements of the Corporation's Operating Code;
- n. Any RVA failing to pay administrative fees or to submit reports required by the Corporation or by any government entity shall be reported to the Chair of the Regional Volleyball Association Assembly (RVA Assembly) Stakeholders Relationship Committee. If the RVA fails to pay such fees or submit such reports within thirty (30) days after receiving formal written notice of such deficiencies from the Chair of the RVA Assembly Stakeholders Relationship Committee, the Chair will refer the matter to the Corporation's CEO for review and appropriate action. If the RVA fails to pay such fees or submit such reports within thirty (30) days after receiving formal written notice of such deficiencies from the Corporation's CEO, the matter shall be referred to the Board for appropriate action which may include withdrawal of recognition as a RVA as per Section 5.08 of these Bylaws.

2. Process for establishing a new RVA: When making an initial application for recognition as an RVA, refer to Section 4.04 of the Corporation's Operating Code.

5.2 Administrative Fees and Dues. Administrative fees and dues, if any, and date of payment, annual or otherwise, shall be approved by the Board.

5.3 Proprietary Interest of RVAs. RVAs have no proprietary interest in the Corporation or in property at any time owned by the Corporation. RVAs shall have no right to receive, by reason of affiliation, any of the property of the Corporation either upon dissolution or otherwise.

5.4 Liability of RVAs. No organization which now is, or which later becomes, an RVA of the Corporation shall be liable to the Corporation's creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

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

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rights and obligations as specified in these Bylaws. Individuals and teams may associate with the Corporation as members as specified in the Operating Code of the Corporation, either with an RVA or directly through the corporate office. Any additional membership rights and obligations required of a member organization as described in their bylaws will remain and be administered by the home or administrative organization.

5.6 USA Volleyball grants the privilege of membership, either through one of the Corporation's Regional Volleyball Associations or through the Corporation, to individuals committed to the principles contained in the Corporation's Code of Conduct. The privilege of membership may, therefore, be withdrawn or denied by USA Volleyball's Regional Volleyball Associations or the Corporation at any time where one of the Regional Volleyball Associations or the Corporation determines that a member or prospective member's conduct is inconsistent with the applicable Code of Conduct, rules or policies, or is contrary to the best interest of the sport and those who participate in it. If individual membership is withdrawn, suspended or denied by one of the Regional Volleyball Associations, the Regional Volleyball Association will notify the Corporation promptly after final determination is made. If individual membership of a person that is registered with a Regional Volleyball Association is to be withdrawn, suspended or denied by the Corporation, the Corporation will notify the Regional Volleyball Association promptly after final determination is made.

5.7 Authority. Except as otherwise expressly established in these Bylaws, all questions relating to Member Organizations shall be ultimately decided by the Board.

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

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

A suspension may be for such period as the Board shall determine. Absent the threat of

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

Article VI. **BOARD OF DIRECTORS**

6.1 Composition and Duties.

- A. Number of Directors. All corporate powers and affairs of the Corporation shall be governed by the Board whose members are selected without regard to race, color, religion, national origin or sex, except that, in sports where there are separate male and female programs, there shall be reasonable representation of both males and females on the Board. The Board shall be comprised of at least thirty-three percent (33%) representation by international athletes as defined in these Bylaws.
- B. Composition. The Board shall be composed of eighteen (18) individuals, each of whom shall have vote, selected as hereinafter provided. An individual may hold no more than one (1) voting position on the Board at any one time. In the election or selection to the Board, an affirmative effort must be demonstrated by the entity electing or selecting that is consistent with the Corporation's Diversity Policy.
- C. Term Limits. A member of the Board shall be eligible to serve a maximum of two (2) consecutive terms (a "term" is defined as serving all or part of a four-year term). An individual may serve two (2) consecutive terms, sit out one (1) term of four (4) years, and then again be eligible for nomination/election/selection to the Board. A Director's term shall begin on July 1 of the year (s)elected and end June 30 of the final year of the term.
- D. Employees. Employees of the Corporation, other than the CEO, are not eligible to be a member of the Board. The CEO shall be an ex-officio member of the Board and shall have voice but not vote in all meetings except those related to executive session evaluations of the CEO's performance. Other employees of the Corporation may serve in ex-officio, non-voting capacities on any other structure or substructure of the Corporation as stipulated within these Bylaws or as assigned by the CEO. Individuals engaged as independent contractors and/or current members of National Teams shall not be considered employees of the Corporation.

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- E. Conflict of Interest. Board members shall be required to execute annually the Corporation's Conflict of Interest Policy and recuse themselves from discussing or voting on issues where they have an actual or perceived conflict of interest.
- F. Other Requirements. Board members shall be required to be currently registered through an RVA or the Corporation, sign and abide by the Corporation's Code of Conduct, be cleared by the appropriate Corporation-approved background screen, sign a Non-Disclosure Agreement ("NDA") and be currently SafeSport trained.

6.2 Powers of the Board of Directors.

- A. General Statement: The Board, in the furtherance of the specific and primary purpose of the Corporation, as expressed in its Articles of Incorporation and these Bylaws, may perform such acts as necessary to exercise the powers of the Corporation.
- B. General Powers: The Board shall oversee the management of the Corporation and its affairs, but it will not manage the Corporation. The Board shall represent the interests of the volleyball community in the United States and its athletes and members by providing financial oversight, policy, guidance and strategic direction. The Board shall focus on long-term objectives rather than day-to-day management, empowering the CEO to manage a staff-driven organization with effective oversight.
- C. Policy Governing the Exercise of Powers by the Board: It shall be the policy of the Corporation to budget and disburse each year appropriate and prudent revenues in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation. It also shall be the policy of the Corporation that the Corporation shall not engage in any of the following transactions:
 - 1. Lending any part of its income or principal to donors, to members of the families of donors, or to corporations controlled by donors;
 - 2. Making any part of the Corporation's services available, on a preferential basis, to donors, or to members of donors' families or to corporations controlled by donors or members of donors' families;
 - 3. Making any substantial purchase of securities or other property from donors, members of donors' families, or corporations controlled by donors or members of donors' families for more than adequate consideration;
 - 4. Selling any substantial part of the property of the Corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families for less than adequate consideration;
 - 5. Engaging in any transaction resulting in a substantial diversion of the income or corpus of the Corporation to donors, members of a donor's family, or corporations controlled by donors or members of a donor's family; the Board, in

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the exercise of its powers, stated in subsection A and B of this Section 6.02 of the Bylaws, shall be governed by and shall observe the policies stated in this subsection C.

- D. Authority. The Board shall have oversight of the business and financial affairs of the Corporation and ultimate authority over the activities of the Corporation, including, but not necessarily limited to:
1. Electing and removing the Chair of the Board;
 2. Approving the appointment of a Board member by the Board Chair in the absence of required action by a constituent group (refer to Section 6.07 B);
 3. Removing a Board elected Director or Committee member with or without cause;
 4. Enacting, amending, or repealing provisions of these Bylaws;
 5. Admitting, terminating or reclassifying Member Organizations as provided by these Bylaws and communicating with those organizations; and
 6. Electing the directors to the USA Volleyball Foundation Board of Directors.
- E. Responsibilities. The Board shall have the following responsibilities, including but not necessarily limited to:
1. Ensuring that the Board is properly structured and capable of acting in case of corporate crisis;
 2. Hiring, employing, establishing compensation, evaluating and terminating the employment of the CEO;
 3. Creating policy direction for the CEO and staff on significant issues facing the Corporation;
 4. Reviewing and taking necessary action on the Corporation's strategic plan and the annual operating plans, budget, business plans, corporate performance and other significant corporate actions;
 5. Planning for management succession;
 6. Monitoring the financial reporting process, communications with constituents, and the Corporation's legal and regulatory compliance program and the performance of its broader responsibilities (such as conformance to the "Act"; USOPC Bylaws and FIVB Constitution);
 7. Setting policy on capital structure, financial strategies, borrowing commitments and long-range financial planning;
 8. Monitoring the Corporation's assets to ensure that they are being properly managed, invested and/or otherwise protected;

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9. Receiving and reviewing the reports of the CEO, Committees of the Board and task forces;
 10. Approving the selection of independent auditors;
 11. Encouraging a culture of ethical behavior and compliance throughout the Corporation; and
 12. Achieving as much transparency in the operations of the Corporation as is reasonable and keeping the stakeholders in the Corporation informed about the business and operations of the Corporation.
- F. Standing Committees. The Board may seek assistance and guidance from the standing committees of the Board. The Board shall remain ultimately accountable for the responsibilities of the committees.
- G. Diversity and Inclusion. The Board shall develop and implement a policy of Diversity and Inclusion at all levels of the Corporation, supported by meaningful efforts to accomplish that diversity.
- H. General Qualifications. Each Director shall possess the following general qualifications in addition to meeting the Minimum Criteria described in Section 6.02 I.
1. Be a citizen of the United States; and not be affiliated with any national volleyball federation other than USA Volleyball.
 2. Be at least eighteen years of age;
 3. Be judged qualified and appropriate for the particular Board position based on but not necessarily limited to:
 - a. Possessing good character; and
 - b. Possessing appropriate communication and interpersonal skills.
 4. Be committed to the principles and policies of the Corporation and serving the best interests of the Corporation and the sport regardless of the constituency which (s)elects the Board Member.
- I. Election, Selection, Minimum Criteria and Terms. In the election or selection to the Board, an affirmative effort must be demonstrated by the entity electing or selecting that is consistent with the Corporation's Diversity and Inclusion Policy. The composition of the Board shall be as follows:
1. Six Athlete Directors, each with one vote. One shall be female from the indoor discipline; one shall be male from the indoor discipline; one shall be female from the beach discipline; one shall be male from the beach discipline; one shall be female from the sitting discipline; and one shall male from the sitting discipline.

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- a. Selection: Nominees shall be solicited broadly by the Nominating Committee (NC) with self-nomination encouraged. Reasonable effort will be made to identify a minimum of two (2) nominees for each available Board position. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. International indoor athletes will elect the Indoor Athlete Directors (1 female and 1 male); international beach athletes will elect the Beach Athlete Directors (1 female and 1 male); the international sitting athletes will elect the Sitting Athlete Directors (1 female and 1 male). The determination of whether an athlete is voting as an “indoor eligible athlete”, “beach eligible athlete” or “sitting eligible athlete” will be established by that athlete’s last qualifying competition.
 - b. Minimum Criteria: In order to be eligible to run and/or vote for Athlete Directors, athletes must be international athletes as defined in these Bylaws.
 - c. Term: All terms shall be four (4) years. Each Athlete Director shall be elected by no later than June 30 according to the following schedule:
 - i) Indoor - Male (1st complete calendar year of the Quadrennium);
 - ii) Beach - Female (2nd complete calendar year of the Quadrennium);
 - iii) Indoor - Female (3rd complete calendar year of the Quadrennium);
 - iv) Beach - Male (4th complete calendar year of the Quadrennium);
 - v) Sitting – Male (2nd complete calendar year of the Quadrennium);
 - vi) Sitting – Female (4th complete calendar year of the Quadrennium).
2. Three Independent Directors, each with one vote.
- a. Selection: Nominees shall be solicited broadly by the NC with self-nomination encouraged. Reasonable effort will be made to identify a minimum of two (2) nominees for each available Board position. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. The NC shall select the Independent Directors, using whatever process the NC determines to be appropriate, from among nominated individuals meeting the criteria.
 - b. Minimum Criteria: An Independent Director shall meet the criteria of

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independence as specified in Section 6.09. For the avoidance of doubt, if a candidate's relationship to USAV consists of serving on a USAV committee(s), such relationship of itself shall not preclude a candidate from being considered independent. Successful candidates should be capable of contributing to advancing the best interests of the Corporation and the sport and bring special skills or associations to the Board. Election to the Corporation's Board of Directors does not invalidate Independent Director status for subsequent service on the Board.

- c. Term: All terms shall be four years. Each Independent Director shall be elected by no later than June 30 according to the following schedule:
 - i) Independent Director (1st complete calendar year of Quadrennium);
 - ii) Independent Director (2nd complete calendar year of Quadrennium);
 - iii) Independent Director (3rd complete calendar year of Quadrennium).

3. Three RVA Directors, each with one vote.

- a. Selection: The RVA Assembly shall make a reasonable effort to identify a minimum of two (2) nominees to the NC for each available Board position with self-nomination also encouraged. A self-nomination received by the NC shall be submitted to the RVA Assembly for inclusion in the RVA process for submitting its slate of candidates to the NC. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. The NC shall forward the final slate of qualified nominees to the RVA Assembly to conduct the election(s) to fill each Board position.

- b. Minimum Criteria: A candidate representing the RVA's should meet or exceed the following criteria:

- i) Recent leadership role within an RVA (current or previous role as a Commissioner not required).
- ii) Member in good standing with an RVA.
- iii) Demonstrated significant involvement at the Regional and National levels with a broad spectrum of experience in the sport.

- c. Term: All terms shall be four years. Each RVA Director shall be elected by no later than June 30 according to the following schedule:

- i) RVA Director (2nd complete calendar year of the Quadrennium);
- ii) RVA Director (3rd complete calendar year of the Quadrennium);
- iii) RVA Director (4th complete calendar year of the Quadrennium).

4. One High Performance Director, with one vote.

- a. Selection: Reasonable effort will be made to identify a minimum of two (2) nominees to the NC for the available Board position. The NC shall accept a

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nominee or preferably nominees who meet the Minimum Criteria as stated below. Self-nominations are also encouraged. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination has met the Minimum Criteria for the position. In the event a nominee was judged by the NC to fail to meet the Minimum Criteria, the nominee and the Board shall have the right to request and receive the rationale. The NC shall forward the final slate of qualified nominees to the USAV Board of Directors to select the Board position.

- b. Minimum Criteria: A candidate representing High Performance should meet or exceed the following criteria:
 - i) Recent leadership role with a collegiate institution (e.g. athletic director, conference/college administrator, senior staff), committee, program or activity (volleyball-specific experience preferred but not required).
 - ii) Appropriate experience (e.g. international representation, high performance program management and/or development) to adequately represent indoor and/or beach and/or sitting volleyball high performance programs and development.
 - iii) Demonstrate a significant degree of involvement with a broad spectrum of sport administration, programming or development (volleyball experience preferred but not required).
- c. Term: The term shall be four years with the election occurring by no later than June 30 of the 1st complete calendar year of the Quadrennium.

5. One Junior Indoor Director, with one vote.

- a. Selection: The Junior Assembly of USA Volleyball ("Junior Assembly") shall make a reasonable effort to identify to the NC a minimum of two (2) nominees for the available Board position with self-nomination also encouraged. A self-nomination received by the NC shall be submitted to the Junior Assembly for inclusion in the Junior Assembly process for submitting its slate of candidates to the NC. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. The NC shall forward the final slate of qualified nominees to the Junior Assembly to conduct the election(s) to fill the Board position.
- b. Minimum Criteria: A candidate representing Junior Indoor volleyball should meet or exceed the following criteria:

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- i) Appropriate experience with junior volleyball.
 - ii) A broad spectrum of junior indoor volleyball experience such as junior club director, junior coach, junior event programming, etc.
 - c. Term: the term shall be four years with the election occurring by no later than June 30 of the 2nd complete calendar year of the Quadrennium.
- 6. One Beach At Large Director, with one vote.
 - a. Selection: The Beach Assembly of USA Volleyball (“Beach Assembly”) shall make a reasonable effort to identify to the NC a minimum of two (2) nominees for the available Board position with self-nomination also encouraged. A self-nomination received by the NC shall be submitted to the Beach Assembly for inclusion in the Beach Assembly process for submitting its slate of candidates to the NC. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. The NC shall forward the final slate of qualified nominees to the Beach Assembly to elect the Board position.
 - b. Minimum Criteria: A candidate representing Beach Programs should meet or exceed the following criteria:
 - i) Appropriate experience (e.g. representation of the discipline of beach volleyball as athlete, coach or administrator; beach high performance program management and/or development).
 - ii) Demonstrate a significant degree of involvement domestically in beach volleyball sport administration, programming or development.
 - c. Term: The term shall be four years with the election occurring by no later than June 30 of the 3rd complete calendar year of the Quadrennium.
- 7. One Beach Development Director, with one vote.
 - a. Selection: The Beach Assembly shall make a reasonable effort to identify a minimum of two (2) nominees to the NC for the available Board position with self-nomination also encouraged. A self-nomination received by the NC shall be submitted to the Beach Assembly for inclusion in the Beach Assembly process for submitting its slate of candidates to the NC. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. The NC

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shall forward the final slate of qualified nominees to the Beach Assembly to elect the Board position.

- b. Minimum Criteria: A candidate representing Beach Development should meet or exceed the following criteria:
 - i) Recent leadership role within the beach development community.
 - ii) Significant involvement with a broad spectrum of developmental beach programming, coaching or beach event operation.
 - c. Term: The term shall be four years with the election occurring by no later than June 30 of the 4th complete calendar year of the Quadrennium.
8. One Coach Director, with one vote.
- a. Selection: Reasonable effort will be made to identify a minimum of two (2) nominees to the NC for the available Board position. The NC shall accept a nominee or preferably nominees that meet the Minimum Criteria as stated below. Self-nominations are also encouraged. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the Board and the nominee shall have the right to request and receive the rationale. The NC shall forward the final slate of nominees to the USA Volleyball Board of Directors to elect/select the Board position.
 - b. Minimum Criteria: A candidate representing volleyball Coaches should meet or exceed the following criteria:
 - i) Has been USAV CAP certified.
 - ii) Participated as a USA Volleyball coach.
 - iii) Recent leadership role in the volleyball coaching profession, coaching administration, coach development and/or volleyball coach training and education.
 - iv) Experience with international volleyball coaching and/or high-performance development.
 - c. Term: The term shall be four years with the election occurring by no later than June 30 of the 1st complete calendar year of the Quadrennium.
9. One Officials' Director, with one vote.
- a. Selection: The Officials Assembly of USA Volleyball ("Officials Assembly") shall make a reasonable effort to identify a minimum of two (2) nominees to the NC for the available Board position with self-nomination also encouraged. A self-nomination received by the NC shall be submitted to the Officials Assembly for inclusion in the Officials Assembly process for submitting its

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slate of candidates to the NC. The NC will evaluate the nominees against both the General and the Minimum Criteria taking the opportunity to solicit additional information from the nominee or others as useful and determine whether the nomination shall go forward or not. In the event a nominee was judged by the NC to fail to meet the criteria, the nominee shall have the right to request and receive the rationale. The NC shall forward the final slate of qualified nominees to the Officials Assembly to conduct the election.

- b. Minimum Criteria: A candidate representing volleyball Officials should meet or exceed the following criteria:
 - i) Recent leadership role with an established officials' organization.
 - ii) Member in good standing with an officials' organization.
 - iii) Demonstrate a significant degree of involvement with a broad spectrum of officiating programming.
 - iv) International, national and/or state championship level officiating experience preferred.
- c. Term: The term shall be four years with election occurring by no later than June 30 of the 3rd complete calendar year of the Quadrennium.

6.3 Meetings of the Board of Directors.

- A. Meetings. Meetings of the Board, whether Regular or Special, may be held at any place within the United States. Minutes shall be kept recording actions taken at all meetings of the Board.
- B. Regular Meetings. There shall be a minimum of three (3) Regular Meetings of the Board annually. Regular Meetings shall be called in accordance with Section 6.04. The Board shall hold at least one executive session during a regularly scheduled Board meeting each year during which the CEO shall not be present and at which the members of the Board shall discuss issues including, but not limited to, the performance of the Corporation and the CEO.
- C. Special Meetings. Special Meetings of the Board may be called by the Chair or by any three (3) members of the Board in accordance with the notice provisions of Section 6.04. Special Meetings may be conducted by those means described in Section 6.03 D.
- D. Meetings by Telephone and Transacting Business by Other Means. Members of the Board may participate in a Regular Meeting or Special Meeting of the Board by teleconference, video conference or other remote means by which all persons in the meeting can hear each other with such remote attendance being subject to approval by the Chair. Such participation shall constitute presence in person at the meeting for purposes of a quorum, attendance and voting.

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- E. Agenda. The agenda for any meeting of the Board shall be set by the Chair of the Board, after consultation with the CEO. Any Board member and the Chairs of the Board Committees may request that items be placed on the agenda.
- F. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless such Director's dissent or abstention shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the Corporation before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- G. Action Without Meeting By Written Consent. Actions required or permitted to be taken at any meeting of the Board of Directors other than removal of Directors, Committee Chairs or members may be taken without a meeting providing each member of the Board entitled to vote consents to such action in writing and the written consents are filed with the records of the respective meetings. Pursuant to this subsection 6.03 G., these consents shall be treated for all purposes as votes taken at a meeting.
 - 1. MAIL/EMAIL VOTE - If an action is to be taken without a meeting, the Secretary, by first class mail (postage prepaid) or email, shall distribute notice pursuant to this section to each Board Member entitled to vote on the matter. The notice shall set forth the proposed action, provide an opportunity to specify approval, disapproval or abstention and provide a reasonable time (but in no event less than the period specified in Subsection (b)) within which to return the vote to the Secretary. Action is only taken when no written objections to an action without a meeting are received and the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the entire voting power of the board. Required written notice must state:
 - a. Action to be taken.
 - b. Deadline for votes or objection of not less than seven (7) days by written notice shall be given to each voting board member.
 - c. Failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and furthermore failing to demand notice in writing by the deadline consents that action may be taken without a meeting.

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2. Unless otherwise provided by these bylaws, all communications under this section may be transmitted or received by the nonprofit corporation by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication to/ from official address on record. For purposes of this section, communications to the corporation are not effective until received.
 3. Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document. All writings made pursuant to this section shall be filed with the minutes of the meetings of the board of directors.
- H. Effectiveness of Actions. Actions taken by the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.
- I. Questions of Order and Board Meeting Leadership. Questions of order shall be decided by the Chair of the Board in accordance with the latest edition of Robert's Rules of Order, Newly Revised. The Chair of the Board shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting. The Chair may select a Parliamentarian, who shall interpret such rules of order.
- J. Complaints Against a Board Member. A complaint regarding a member of the Board shall be in writing and brought to the attention of the Chair. If the complaint involves the Chair, the complaint shall be brought to the attention of the Treasurer.
1. The Chair (or Treasurer) shall create a review committee ("Committee") consisting of three directors, one of whom shall be an international athlete and one of whom shall be the Chair of the Committee. The members of the Committee shall be subject to Board approval. The Committee shall perform a confidential review of the alleged violations and supporting documentation supplied, if any.
 2. The Chair of the Committee shall notify the Board member of the charges in the complaint.
 3. The Chair of the Committee shall report its findings and any recommendations to the Board for any further action.

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4. In the case of Directors not elected by the board, if removal is warranted the report will be provided to the appropriate electing body for final adjudication.

6.4 Notice of Regular and Special Meetings of the Board. Notice of any Regular or Special Meeting of the Board shall be given to the entire Board by the Chair or by the Chair's designee.

- A. Regular Meetings. Notice of each Regular Meeting stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each Director at the Director's business address (or such other physical or electronic address provided by the Director for such purpose) at least thirty (30) days before the time designated for the meeting.
- B. Special Meetings. Notice of each Special Meeting stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each Director at the Director's business address (or such other physical or electronic address provided by the Director for such purpose) at least twenty-four (24) hours before the time designated for the meeting.

If transmitted by facsimile or electronic transmission, such notices shall be deemed to be given when the transmission is sent.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though there had been a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the meeting.

6.5 Quorum.

- A. A simple majority of the total voting power of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of those present shall be the act of the Board unless otherwise specified that more than a majority is required for certain actions of the Board. Exceptions to the majority of quorum requirement:

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1. Any action which may be taken at any regular or special meeting of the Board may be taken without a meeting if two-thirds (2/3) of the voting power of the Board cast ballots in writing or electronically. (Refer to Section 6.04)
 2. Any motion before the Board which would seek to prevent the Corporation from participating in a protected competition, or which would not allow the team representing the United States to participate in a protected competition, or any motion having the same effect as the above, shall require that at least three-fourths (3/4) of the voting power of the Board vote in favor of such a motion.
 3. Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). (Refer to Section 6.06 B)
 4. The Chair may be removed at any time by the affirmative vote of three-quarters (3/4) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). (Refer to Section 7.02 A 1)
 5. The Treasurer may be removed at any time for cause by the affirmative vote of two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). (Refer to Section 7.06 B)
 6. The Treasurer may be removed at any time not for cause by the affirmative vote of not less than three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). (Refer to Section 7.06 B)
 7. The CEO shall be employed by the Board for whatever term the Board deems appropriate and may be removed at any time for or not for cause by a two-thirds (2/3) affirmative vote of the total voting power of the Board without prejudice to the CEO's contract rights, if any, and the contract of employment between the Corporation and the CEO, if any, shall provide that the CEO's employment may be terminated by the Board for cause or not for cause. (Refer to Section 13.01)
- B. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
- C. No Director may vote or act by proxy at any meeting of Directors.
- 6.6 Removal of Directors.
- A. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or who has been convicted of a felony. Declaration of vacancy shall require a majority vote of those Directors present at a properly called meeting where a quorum is present.
 - B. Board elected Directors may be removed with or without cause at any duly noticed meeting of the Board, and after being provided an opportunity to be heard by the

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Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question).

- C. Directors elected by other assemblies or bodies may only be removed by those entities. Recommendations for their removal with or without cause will be made by a report to the appropriate electing body for final adjudication.
- D. All Directors who fail to satisfy the attendance requirements will be treated as a resignation in accordance with Section 6.06 A.
- E. Directors may also be removed for non-attendance at meetings of the Board. The following criteria shall be utilized to determine whether a Director shall be considered for removal for non-attendance at Board meetings:
 - 1. Two consecutive absences from meetings without the approval of the Chair or a total of three unexcused (by the Chair) absences during a three-year period.

Removal for non-attendance shall require a majority vote of those Directors present at a properly called meeting where a quorum is present.

6.7 Filling Vacancies in the Board of Directors.

- A. A Director's position on the Board may be declared vacant upon his or her resignation, removal, incapacity, disability, or death. Any Director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless contingently stated, the acceptance of such resignation shall not be necessary to make it effective.
- B. Any vacancy occurring in the Board shall be filled as set forth for the (s)election of that member of the Board. The appropriate constituent group shall select and/or elect a replacement to fill a vacant non-athlete Board of Directors position within a one (1) year period of the vacancy. In the event the vacant position is not filled by the constituent group within the one (1) year period, the Chair of the Board may select a person that meets the criteria to fill the vacant position for the remainder of the term. The Board of Directors shall confirm the selection with a majority vote. Athlete Directors are not subject to this process as these positions are required by the USOPC to be elected by international athletes.
- C. A Director (s)elected to fill a vacancy shall serve for the unexpired term of such Director's predecessor in office.
- D. Upon the expiration of a Director's Term, if an election has not occurred to fill that position, the incumbent Director may continue to serve as a Director for up to one (1)

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year on the condition that the incumbent is eligible to serve a second term and desires to do so.

6.8 Compensation of Directors.

Compensation: Directors shall not receive compensation for their services as a Director. Reasonable expenses of Directors may be paid or reimbursed in accordance with the policies of the Corporation. Reasonable travel, reasonable attendance of volleyball and volleyball-related events, and reasonable non-monetary gifts from the Corporation or any of its employees, any of its member organizations or their employees, any of its partners, or any of its vendors are not to be deemed compensation for the purposes of these Bylaws.

6.9 Independence.

- A. A Director will not be considered an "Independent Director" for purposes of Section 6.02 I 2 if, at any time during the two years preceding commencement of or during his or her term or position as a Director:
1. The Director or an immediate family member was employed by or held any paid position with the Corporation; or
 2. The Director or an immediate family member was affiliated with or employed by the Corporation's outside auditor or outside counsel.
- B. A Director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a Director the Director receives any compensation from the Corporation. As per Section 6.08, reasonable expenses of Directors may be paid or reimbursed in accordance with the policies of the Corporation. Also as per Section 6.08, reasonable travel, reasonable attendance of volleyball and volleyball-related events, and reasonable non-monetary gifts from the Corporation or any of its employees, any of its member organizations or their employees, any of its partners, or any of its vendors are not to be deemed compensation for the purposes of these Bylaws.
- C. A Director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a Director the Director is an officer, member of senior management, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Corporation.

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- D. The definition of independence will extend to cover requirements for “independence” on Board committees.
- E. When the guidelines in Section 6.09 are unclear as to a person’s “independent status”, the matter shall be referred to the Ethics and Eligibility Committee for resolution.
- F. The NC shall review at least annually the independence of “independent Directors” and others who are required by these Bylaws to be independent.
- G. Nomination or election to the Board of Directors does not compromise an individual’s independent status for subsequent service on the Board as an Independent Director.

Article VII. **OFFICERS**

7.1 Number.

The officers of the Corporation shall be the Chair of the Board (“Chair”), a Corporate Treasurer (the “Treasurer”) and a Corporate Secretary (the “Secretary”).

7.2 Chair of the Board.

- A. The Board shall elect its Chair from among its membership. The Chair shall serve for the remainder of their current Board term and shall be eligible for re-election.
 - 1. The office shall be filled by a majority vote of the Directors present at a properly called meeting of the Board. The newly elected Chair-ELECT assumes the position of Chair the day following the conclusion of the current Chair’s board term. The Chair may be removed by the affirmative vote of three-quarters (3/4) of the total voting power of the Board of Directors.
 - 2. If at any time the Chair either resigns or the office of Chair otherwise becomes vacant, the Board shall elect a new Chair from among the Directors to serve the balance of the term. The office shall be filled by a majority vote of the Directors present at a properly called meeting of the Board.
- B. The Chair shall set meetings and meeting agendas for the Board, preside at all meetings of the Board, and shall see that all Board commitments, resolutions, and oversight are carried into effect. The Chair shall perform such other duties as may be assigned by the Board.
- C. The Chair, on behalf of the Board, shall serve as the immediate supervisor of the CEO.

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- D. The Chair shall select the Recording Secretary with the approval of the Board. The primary duty of the Recording Secretary will be to record and distribute for approval the minutes of all Board meetings. This person is eligible for compensation for their services at a rate commensurate with comparable services. The Recording Secretary is not considered an assistant secretary.
- E. The Chair shall serve as the Corporation's ("Sole Member") representative for the USA Volleyball Foundation.

7.3 Treasurer.

- A. The Board shall elect its Treasurer at the annual meeting of the Corporation in the Summer Olympic year. The Treasurer shall serve a term of four years and shall be eligible for re-election.
- B. The Treasurer shall be elected from a pool of candidates that may or may not include Board members. Employees of the Corporation are not eligible to serve as Treasurer.
- C. The Treasurer shall hold office until his/her successor's term begins.
- D. If the Treasurer office becomes vacant, the office shall be filled by a majority vote of the members of the Board at a properly called meeting of the Board.

7.4 Corporate Secretary.

- A. The Corporate Secretary ("Secretary") shall be the Corporation's General Counsel or another appropriate employee of the Corporation recommended by the CEO and subject to Board approval.
- B. The Secretary shall undertake those duties as assigned by the Board and/or the CEO.
- C. The Corporation employee's term as Secretary shall end automatically when his or her employment by the Corporation ends.

7.5 Vacancies.

- A. The Treasurer or the Secretary may resign at any time from his or her position as an officer of the Corporation by giving written notice to the Chair of the Board or the CEO as appropriate and the other members of the Board.
- B. A vacancy in the office of Treasurer, however occurring, shall be filled by the Board for the unexpired portion of the term.
- C. A vacancy in the office of Secretary, however occurring, shall be filled as soon as possible by the CEO subject to Board approval.

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- D. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction.

7.6 Authority and Duties of Officers.

- A. The officers of the Corporation shall perform the duties specified below or assigned by the Board or the CEO as appropriate. The Secretary shall have no vote on the Board and voice only when recognized by the Chair. Unless otherwise a voting Director, the Treasurer shall have no vote on the Board and voice only when recognized by the Chair unless otherwise a voting Director.
- B. Officers shall be required to (i) be currently registered with USAV through an RVA or the Corporation; (ii) sign and abide by the Corporation's Code of Conduct; (iii) be cleared by the appropriate Corporation-approved background screen; (iv) sign an annual conflict of interest form; (v) sign a non-disclosure agreement ("NDA"); and (vi) be SafeSport trained.
- C. Treasurer: The Treasurer, or designee, shall be responsible for keeping the accounting records of the Corporation. At the request of the Chair or of the Board, the Treasurer, or designee, shall prepare and submit to the Board statements of the financial condition of the Corporation, including any investment portfolio. Periodically the Treasurer shall review the budget to ensure compliance with requirements for specified approval of expenditures and financial policy. The Treasurer shall perform such other duties as assigned by the Board. The Treasurer may be removed at any time for cause by the affirmative vote of two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Treasurer, if any). The Treasurer may be removed at any time not for cause by the affirmative vote of not less than three-fourths (3/4) of the voting power of the Board (excluding the voting power of the Treasurer, if any).
- D. Secretary: The Secretary shall, or cause another to; (a) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (b) be custodian of the corporate records and of the seal of the Corporation; and (c) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the CEO or by the Board. Assistant secretaries are selected by and supervised by the Secretary. The Secretary shall ensure that the minutes of the standing committees of the Board are duly recorded, filed and retained by the Corporation.
- E. No person may serve simultaneously as an officer of the Corporation and concurrently as an officer of another NGB.

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- F. All officers, Directors, and employees handling funds in excess of an amount determined by the Board shall be sufficiently bonded or insured. The expense of furnishing such bonds or insurance shall be paid by the Corporation only through the duration of corporate service.

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

8.1 Authority.

- A. The Corporation shall have the following standing committees of the Board: Audit, Finance and Budget; Ethics and Eligibility; Governance; Nominating and Personnel. By one or more resolutions adopted by a majority of the Directors, the Board or the CEO may designate one or more additional committees or task forces, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board or the CEO, respectively, as is delegated to it by the Board or CEO respectively, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board, any member of the Board, or the CEO, from any responsibility imposed by law or by these Bylaws. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board or, in the absence thereof, by the committee itself. Rules governing procedures for meetings of any committee established by the CEO shall be as established by the CEO. All committees of the Board shall include at least twenty percent (20%) international athletes as defined in the Corporation's Bylaws. Committee agendas will be developed by the Committee Chair in consultation with the appropriate members of Corporation management and with the input of the Board.
- B. Standing Committee members shall be required to (i) be currently registered with USAV through an RVA or the Corporation; (ii) sign and abide by the Corporation's Code of Conduct; (iii) be cleared by the appropriate Corporation-approved background screen; (iv) sign an annual conflict of interest form; (v) sign a non-disclosure agreement ("NDA") if requested; and (vi) be SafeSport trained.
- C. Committee members will be expected to attend in person all regularly scheduled committee meetings. Members of the committee may participate in a meeting by teleconference or other means by which all persons in the meeting can hear each other.
- D. Each Committee Chair will make a written report on committee matters to the Board prior to each regular meeting of the Board.
- E. Each Board committee shall have the authority to delegate any of its responsibilities to a sub-committee or to an individual member of the committee as the Board

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committee may deem appropriate in its discretion, subject to review and oversight by the Board.

- F. Committee members shall deliberate, advocate and act for the overall good of the Corporation and the sport of volleyball.
- G. Committee members may be appointed / or removed by the Chair, subject to Board approval, unless otherwise specified in these Bylaws.

8.2 Composition and Responsibilities.

A. Audit, Finance and Budget Committee.

1. The Audit, Finance and Budget Committee shall consist of the following five voting members, one of whom shall be an Independent Director of the Board with financial experience and one of whom shall be an international athlete:
 - a. The Treasurer, elected by the Board, who shall have financial experience (who may or may not be a Director);
 - b. An international athlete proposed by the Chair of the Board, who may or may not be a Director, subject to Board approval; and
 - c. Should the Treasurer be an Independent Director of the Board with financial experience, then the Committee will be filled with three other persons that are not required to be Directors, as proposed by the Chair of the Board, subject to Board approval;
 - d. Should the Treasurer NOT be an Independent Director of the Board with financial experience, then the Committee will be filled with at least one Independent Director with financial experience, the remaining two persons may or may not be Directors. All persons herein will be proposed by the Chair of the Board and are subject to Board approval.
2. The Audit, Finance and Budget Committee will periodically meet with management, Corporation financial staff, and the Corporation's outside auditor. In addition, the Audit, Finance and Budget Committee, or a designated representative of the Committee, will meet with the Corporation's outside auditor prior to the release and filing of the Corporation's financial reports, to review such materials.
3. Among its responsibilities, the Audit, Finance and Budget Committee shall:
 - a. Assist senior management in the development, preparation and presentation of the annual budget of the Corporation;

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- b. Have the authority to approve an interim annual operating budget and approve revisions to the annual budget in accordance with the policies specified in the Board-approved Policy and Procedures Manual.
- c. Supervises the preparation, filing and posting of the Corporation's 990 tax reporting documents;
- d. Conduct periodic reviews of the Corporation's financial statements to ensure that significant variances from budget do not occur;
- e. Discuss with management and the independent auditor the annual audited financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
- f. Discuss with management and the independent auditor, as appropriate, Corporation financial information provided to the public;
- g. Recommend the independent auditor to examine the Corporation's accounts, controls and financial statements. The Audit, Finance and Budget Committee shall have the authority to evaluate and recommend the independent auditor for selection by the Board. The Audit, Finance and Budget Committee shall also have the authority to recommend to the Board that the independent auditor be replaced. The Audit, Finance and Budget Committee must pre-approve any non-audit service provided to the Corporation by the Corporation's independent auditor;
- h. Discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the Corporation's risk assessment and risk management policies, including the Corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- i. Review the Corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
- j. Review and approve the internal audit staff function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the selection, and compensation of the Director of Internal Audit, if any;
- k. Review, with the CEO, senior financial officer, Director of Internal Audit, General Counsel, independent auditors, and/or others, as the committee

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deems appropriate, the Corporation's internal system of audit and financial controls and the results of internal and independent audits;

- I. Be responsible for establishing procedures creating effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others. The Audit, Finance and Budget Committee shall have access to all complaints concerning the Corporation's finances and their disposition, and shall provide safeguards to prevent retaliation against employees and others who make such complaints;
 - m. Obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Audit, Finance and Budget Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. To assess auditor independence, the Audit, Finance and Budget Committee will review at least annually all relationships between the independent auditor and the Corporation;
 - n. Prepare and publish an annual committee report in the Corporation's annual report;
 - o. Recommend policies for the hiring of employees or former employees of the Corporation's independent auditor; and
 - p. Engage in such other functions as are assigned to the Audit, Finance and Budget Committee by the Board.
 - q. Operate according to current policy and procedures.
- B. Ethics and Eligibility Committee.
1. The Ethics and Eligibility Committee ("E&E") shall consist of five voting members. Directors on the Board may or may not serve on E&E. The Chair of the Board shall propose, subject to Board approval, the Chair of E&E. The Chair of the Board shall propose, subject to Board approval, the other four persons, one of whom is an international athlete. Committee members shall be selected from a broad spectrum of volleyball constituencies, including independents, to optimize objectivity, relevant experience, and diversity. At the discretion of the Chair of E&E, a cadre of individuals may be selected to assist E&E by serving on Incident Review Boards.

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2. Incident Review Boards. To ensure timeliness and objectivity, the Chair of E&E may assemble an Incident Review Board of three persons from E&E to consider ethics and eligibility incidents or appeals properly submitted to the E&E. An Incident Review Board shall include at least one member of E&E and one international athlete, and shall take into consideration requirements for objectivity, independence, and availability. The actions of this group shall be limited to responding to specific incidents and in this limited role considered to be the actions of the entire E&E.
3. Jurisdiction. E&E has jurisdiction to hear the following matters:
 - a. All allegations and complaints that are the direct responsibility of the Corporation, Member Organizations, teams or individuals shall be entitled to due process in accordance with Section 14.01 when accused of violating ethics or eligibility policies or procedures or the procedures of the Corporation. (Note: Federations, Territories, and other organizations which do not have membership in the Corporation and/or individuals who are not registered with the Corporation or with a RVA who violate Corporation procedures or policies relating to Corporation activities are not entitled to due process from the Corporation related to the privilege of future or continued participation in Corporation Events).
 - b. Any appeal of any sanction issued at a Corporation Event (any competition, event, activity or program of the Corporation) by the Corporation or a Corporation Events Ethics and Eligibility Adjudicating Authority, defined in Section 14.04.
 - c. Any complaint filed against the Corporation as the NGB. All complaints filed against the Corporation as the NGB shall be conducted in accordance with Section 14.03.
4. Additional responsibilities of E&E shall include:
 - a. Develop, administer and oversee compliance with the USOPC-approved Code of Ethics;
 - b. Review and investigate any matters pertaining to the integrity of management and Board, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Corporation. This should include regular reviews of the ethics and compliance processes in general and the corporate ethics and compliance education, disclosure, and reporting processes in particular. In connection with these reviews, E&E will meet, as deemed appropriate, with the CEO, General Counsel and others;

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C. Governance Committee.

1. The Governance Committee shall consist of five voting members with at least 20% of the members being international athletes as defined in these Bylaws. Directors on the Board may serve on the Governance Committee. Members of the Governance Committee and its Chair shall be selected by the Chair of the Board, such selections subject to Board approval.
2. The Governance Committee shall be responsible for periodically reviewing the Corporation's governing documents and governance structure and operations and making recommendations to the Board for revisions as deemed necessary.
3. The Governance Committee shall be responsible for providing orientation to new members of the Board either through written materials, telephonic or in-person informational sessions.
4. The Governance Committee shall perform such other duties as assigned by the Board.

D. Nominating Committee.

1. The Nominating Committee shall consist of seven members: one international sitting athlete; one international beach athlete; one international indoor athlete; one RVA representative; one individual representing the beach volleyball discipline; one individual representing the indoor volleyball discipline; and one "independent" individual. NC members shall meet the same General Qualifications for the Board of Directors as specified in Section 6.02 H of these Bylaws. The Nominating Committee shall select its own Chair from among its members for a two (2) year term.
 - a. Term: All terms shall be four (4) years (each term being July 1 to June 30) subsequent to the terms below:
 - i. 1st complete calendar year of the Quadrennium;
 - a. International Sitting Athlete
 - b. International Beach Athlete
 - c. RVA Representative
 - d. Indoor Discipline
 - ii. 3rd complete calendar year of the Quadrennium;
 - a. International Indoor Athlete
 - b. Beach Discipline
 - c. Independent
 - b. Minimum Criteria:

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- i. International Sitting Athlete Representative: A sitting athlete meeting the definition of an international athlete as defined in these Bylaws.
 - ii. International Beach Athlete Representative: A beach athlete meeting the definition of an international athlete as defined in these Bylaws.
 - iii. RVA Representative:
 - a. Recent leadership role within an RVA (current or previous role as a Commissioner not required).
 - b. Member in good standing with an RVA.
 - c. Demonstrated significant involvement at the Regional and National levels with a broad spectrum of experience in the sport.
 - iv. Indoor Discipline Representative: An individual with comprehensive experience with the indoor discipline at a national or international level.
 - v. International Indoor Athlete Representative: An indoor athlete meeting the definition of an international athlete as defined in these Bylaws.
 - vi. Beach Discipline Representative: An individual with comprehensive experience with the beach discipline on a national or international level.
 - vii. Independent Representative: An individual who has had no material relationship with the Corporation for a minimum of at least the past two years and meets the other criteria of independence as specified in Section 6.10
 - c. Election.
 - i. International Sitting Athlete Representative: By a majority vote of international sitting athletes casting a ballot.
 - ii. International Beach Athlete Representative: By a majority vote of international beach athletes casting a ballot.
 - iii. RVA Representative: By a vote of the RVA Assembly in accordance with its Administrative Manual.
 - iv. Indoor Discipline Representative: By a majority vote of the currently seated Board members casting a ballot.
 - v. International Indoor Athlete Representative: By a majority vote of international indoor athletes casting a ballot.
 - vi. Beach Discipline Representative: By a majority vote of the Beach Assembly Administrative Council in accordance with the voting process specified in the Assembly's Administrative Manual.
 - vii. Independent Representative: By a majority vote of the currently seated Nominating Committee members casting a ballot.
2. Term Limits: Nominating Committee members are eligible to serve a maximum of two (2) consecutive terms. Any portion of a term shall be considered a full term. After an absence from the Nominating Committee of at least one (1) year, an individual shall regain eligibility to serve on the Nominating Committee.
3. Committee members may be removed, with or without cause, by a majority vote of the members.

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4. Vacant Positions: The appropriate constituent group shall select and/or elect a replacement to fill the vacant position within a sixty (60) day period of the vacancy. In the event the vacant position is not filled by the constituent group within the sixty (60) day period, the Chair of the Nominating Committee shall be responsible for selecting a person, meeting the criteria, to fill the vacant position for the remainder of the term.
 5. Board Eligibility: Members are not eligible to serve as a Director of the Board while serving on the Nominating Committee. A Nominating Committee member may resign at any time and run for a Board position before the slate of candidates for that position has been submitted for vetting by the Nominating Committee. For the avoidance of doubt, a Nominating Committee member who resigns to run for a Board position is ineligible to run if they have been involved in the vetting process of candidates applying for that same position.
 6. Diversity: The Nominating Committee shall be sensitive to the desirability of diversity consistent with Corporation policy.
 7. The responsibilities of the Nominating Committee shall be to:
 - a. Lead the search for individuals qualified to become Independent Directors of the Board and to select these Directors. The Nominating Committee shall seek out individuals to serve as Directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the Corporation;
 - b. Fulfill the responsibilities listed in Bylaws Section 6.02 I in respect to other Director's nominations and selections;
 - c. Report the final ballot of Director Nominees to the Board; and
 - d. Perform such other duties as assigned by the Board.
- E. Personnel Committee.
1. The Personnel Committee shall consist of a minimum of three members, and up to five members, one of whom shall be an international athlete as defined in these Bylaws. All members of the Personnel Committee must be currently seated Board members.
 2. The Personnel Committee shall be responsible for assisting the Chair of the Board in evaluating the CEO.
 3. The Personnel Committee, along with the Chair of the Board, will oversee and perform the annual evaluation of the CEO in cooperation with the Corporation's

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Human Resources staff. It is expected that the members of the Personnel Committee shall attend the CEO evaluation in person. If Personnel Committee members are unable to attend in person, the Chair of the Board may appoint current Board members as replacements.

4. Assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development and review of executive succession plans;
5. Review and approve on an annual basis the CEO's compensation considering the Board's expectations, goals, and objectives. Evaluate at least once a year the CEO's performance considering these established goals and objectives and based upon these evaluations recommend to the Board the CEO's annual compensation, including salary, bonus, incentives, and any other compensation;
6. Review and approve on an annual basis the evaluation process and compensation structure for the Corporation's senior management using relevant benchmarks and survey data. Provide oversight of management's decisions concerning the performance and compensation of other Corporation employees, and the Corporation's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits offered to the Corporation's employees;
7. Review the Corporation's incentive compensation and other compensation plans and recommend changes to such plans to the Board as necessary; and
8. The Personnel Committee shall perform such other duties as assigned by the Board.

Article IX. **SUBSTRUCTURES**

9.1 Authority.

- A. The Board may establish, at its discretion, such other substructures as it deems necessary and vital for the conduct of the affairs of the Corporation and may, at its discretion, delegate to such substructures the authority of the Board. Employees of the Corporation may serve as ex-officio, non-voting members of substructures as stipulated in these Bylaws or as assigned by the CEO. (Refer to Section 6.01 D of these Bylaws.)
- B. To supplement these Bylaws, policies and procedures for each substructure shall be published as specified in the Corporation's Operating Code.

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- C. Each substructure may adopt policies and procedures for its own operation consistent with these Bylaws and/or with policies and procedures approved by the CEO and adopted by the Board.
- D. Administrative Manuals shall be developed as detailed operating documents for each of the councils, assemblies and other entities that may be created from time to time by the Board of Directors. Administrative Manuals shall be reviewed and approved by the Board of Directors or designee. Responsibility for maintaining each Administrative Manual shall rest with the highest authority for that structure or substructure.
- E. As appropriate, a substructure may establish due process policies and procedures which shall be submitted to E&E for approval.
- F. Vacancies in the membership of any substructure may be filled by selections made in accordance with these Bylaws, the Operating Code or a substructure's written policy.
- G. Quorum: Unless otherwise provided in the resolution of the Board designating a substructure, a majority of the whole substructure shall constitute a quorum. The majority of votes cast on any action item with a quorum present shall determine its disposition. Unless an exception is granted by the Board, proxy or absentee voting shall not be permitted in the transaction of business by any substructure. As a rule, substructures will act by achieving consensus.
- H. Members of all substructures shall be registered with the region in which they reside or with the Corporation and shall be required to clear the appropriate USAV background screen and shall be SafeSport trained.

9.2 Councils, Assemblies, Commissions, Sub-Commissions (collectively "substructures").

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

- A. USAV Administrative Council.
 - 1. Composed of two (2) representatives from each of the following substructures: RVA Assembly, Junior Assembly, Beach Assembly, International Athletes Assembly and Officials Assembly.
 - 2. Charged with:
 - a. Recommending policy changes related to motions from the Assemblies.

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- b. Recommending resolutions to differences in motions/issues from the Assemblies that may be in conflict.

B. International Athletes Assembly.

1. Composed of those athletes from the beach, indoor and sitting volleyball disciplines who meet the definition of "International Athlete" ("Athlete" or Athletes" - with the singular including the plural and vice versa) in accordance with USAV Bylaws (refer to <https://www.teamusa.org/usa-volleyball/about-us/governance>).
2. Charged with:
 - a. Serving as a vehicle for athlete engagement.
 - b. Endeavoring to protect the rights of athletes.
 - c. Providing athlete feedback.
 - d. Building and establishing relationships among the three disciplines.
 - e. Identifying future athlete board representative candidates and introducing athletes to USAV's governance structure.
 - f. Serving as SafeSport and U.S. Anti-Doping Agency (USADA) ambassadors and advocates.
 - g. Engaging athletes in USA Volleyball Foundation activities.
 - h. Developing pathways for athletes within the structure of USAV.
3. Motions go through the USAV Administrative Council to Staff.

C. RVA Assembly.

1. Composed of one (1) representative from each RVA, usually the Commissioner.
2. The RVA Assembly will elect the three (3) RVA representatives to the Board.
3. Charged with:
 - a. Resolving inter-regional issues.
 - b. Addressing issues exclusively concerning the RVA's (e.g. insurance, compliance).
 - c. Reviewing primarily adult registrant and program issues from commissions, sub-commissions and other USAV entities.

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4. Motions go through the USAV Administrative Council to Staff.

D. Junior Assembly.

1. Composed of two (2) representatives, each with a vote, from each Member Organization with functioning junior programs.

2. The Junior Assembly will elect the one (1) Junior Indoor representative to the Board.

3. Charged with:

a. Reviewing and addressing issues exclusively concerning junior registrants.

b. Reviewing primarily junior registrant and program issues from commissions, sub-commissions and other USAV entities.

4. Motions go through the USAV Administrative Council to Staff.

E. Beach Assembly.

1. Composed of representatives from Member Organizations with functioning beach volleyball programs, recognized Beach Event Organizers and recognized beach players.

2. The Administrative Council of the Beach Assembly will elect two (2) representatives to the Board.

3. Charged with:

a. Reviewing and addressing issues exclusively concerning beach registrants and programs, both adult and junior.

b. Reviewing primarily beach registrant and program issues from commissions, sub-commissions and other USAV entities.

4. Motions go through the USAV Administrative Council to Staff.

F. Officials Assembly.

1. Composed of representatives from each Member Organization with programs that train and / or certify officials. The voting members ("Delegates") shall consist of:

a. Two (2) persons from each Member Organization with programs that train and / or certify officials;

b. One (1) additional person from Member Organizations with programs that train and / or certify beach officials; and

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- c. Officials commissions members, not otherwise eligible to vote.
2. The Officials Assembly will elect the one (1) Officials' representative to the Board.
3. Charged with:
 - a. Reviewing and addressing issues exclusively concerning officiating activities, both adult and junior.
 - b. Reviewing primarily officiating issues from commissions, sub-commissions and other USAV entities.
4. Motions go through the USAV Administrative Council to Staff.

Article X. **INTERNATIONAL ATHLETE REPRESENTATION**

10. International Athlete representatives shall equal at least 33% of the membership of the Board and at least 33% of the membership of all Corporation committees operating under the authority of the Board ("Designated Committees").

- A. For purposes of these Bylaws, "Designated Committees" shall mean the Audit, Finance and Budget Committee, E&E, the Governance Committee, the Nominating Committee, the Personnel Committee and committees which prepare, approve or implement programs in the areas of selection of Olympic, Paralympic, Pan American Parapan American and Youth Olympic Games Team members including athletes, coaches and administrators.
- B. International Athlete representatives on the Board or those committees described in Section 10 A of these Bylaws above, and those international athletes eligible to elect such representatives, shall meet the following eligibility criteria:

Within the ten (10) years preceding election (or serving on the electorate), represented the United States in the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games, World Championship recognized by the appropriate International Federation, or a USOPC-recognized Operation Gold event.

- C. Athlete representatives to the Board and those Committees of the Board as defined in Article VIII shall be directly elected by athletes who meet the standards of international athletes as set forth in Section 10 B of these Bylaws.

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- D. Pursuant to USOPC requirements and in accordance with the procedures specified in the Corporation's Operating Code, a representative and an alternate representative (of the opposite sex) shall be elected to the USOPC's Athletes' Advisory Council (AAC). The AAC representatives must meet the eligibility requirements of having represented the United States in Olympic Games, Paralympic Games, Pan American Games, Parapan American Games, World Championship or an Operation Gold competition (as defined by the USOPC) within the preceding ten (10) years as determined from the first AAC meeting of the Quadrennium. All of the athletes meeting the AAC eligibility requirements shall comprise the electorate.
1. The AAC representative may serve for only two (2) terms of four (4) years each.
 2. If an otherwise eligible international athlete is a paid employee of the Corporation or the USOPC, such international athlete is not eligible to stand for election as an AAC representative.
 3. The AAC representative, or the alternate representative, if not already a separately elected Athlete Director of the Board, shall attend the meetings of the Board in an ex-officio capacity.

Article XI. **ATHLETE RIGHTS**

11.1 No person representing the Corporation in any capacity may deny or threaten to deny any amateur athlete the opportunity to participate in the Olympic Games, the Pan American Games, the Paralympic Games, the Parapan American Games, the Youth Olympic Games, a World Championship competition, or other such protected competition as defined in Section 2.01 T. of these Bylaws nor may any person, subsequent to such competition, censure, or otherwise penalize, (1) any such athlete who participates in such competition, or (2) any organization which the athlete represents. The Corporation shall, by all reasonable means at its disposal, protect the right of an amateur athlete to participate if selected (or to attempt to qualify for selection to participate) as an athlete representing the United States in any of the aforesaid competitions.

11.2 Any amateur athlete who alleges that he/she has been denied by a Corporation representative a right established by Section 11.01, shall immediately inform the CEO, who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Without prejudice to any action that may be taken by the Corporation, if the controversy is not settled to the athlete's satisfaction, the athlete may submit to any regional office of the American Arbitration Association (AAA) for binding arbitration, a claim against such Corporation representative documenting the alleged denial as soon as is reasonably practicable, but not later than six (6) months after the date of denial. The athlete may submit the claim to the AAA simultaneously with the athlete's informing the CEO of the

claim and the athlete does not have to wait for the CEO's investigation but may pursue the claim immediately before the AAA. The AAA, however, (upon request by the athlete in question) is authorized, upon forty-eight (48) hours' notice to the parties concerned, and to the Corporation, to hear and decide the matter under such procedures as the AAA deems appropriate, if the AAA determines that it is necessary to expedite such arbitration to ensure a decision in time for the relevant competition.

11.3 In any arbitration brought pursuant to this Article involving selection of an athlete to participate in a protected competition, the athlete submitting the controversy to the AAA must include with the initial submission a list of all persons the athlete believes may be adversely affected by the arbitration. The Corporation must then promptly submit to the AAA a list of the persons it believes may be adversely affected by the arbitration, along with the relevant contact information for the persons identified by the Corporation and by the athlete. The arbitrator then shall promptly determine which additional persons must receive notice of the arbitration. The athlete then shall be responsible for providing appropriate notice to these persons. Any person so notified then shall have the option to participate in the arbitration as a party. However, all persons so notified shall be bound by the results of the arbitration regardless of their decision to participate.

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

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

11.6 Any amateur athlete, who alleges that he/she has been denied (whether or not by the Corporation) an opportunity to compete in any international amateur athletic competition not protected in Section 2.01 T. of these Bylaws shall immediately inform the CEO, who will consult with legal counsel to determine whether the situation appears to be of sufficient seriousness and relevance to the obligation or responsibilities of the Corporation to warrant action by the Corporation in support of the athlete's claim.

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

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

- A. Promptly notify the Chair of the Board and the USOPC Athlete Ombudsman of the complaint by telephone;

- B. Provide the Chair of the Board and the USOPC Athlete Ombudsman with a copy of the complaint; and
- C. Investigate the allegations of the complaint.

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

11.10 With respect to complaints filed pursuant to Sections 11.02 and 11.06, the CEO, within forty-eight (48) hours after the filing of the complaint, shall consult with the Corporation's legal counsel and determine whether the situation appears to be of sufficient seriousness and relevance to the obligation or responsibilities of the Corporation to warrant action by the Corporation in support of the athlete's claim. If the CEO determines that action by the Corporation appears to be warranted, the matter shall be referred to the Board within ninety-six (96) hours of the filing of the complaint, which shall decide the nature and extent of the action to be taken. In any event, the filing of all complaints under Sections 11.02 and 11.06 shall be reported by the CEO to the Board. The report shall contain a brief statement of facts, the status of the investigation (if still ongoing), and any recommendations or final disposition of the matter.

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

Article XII. **NATIONAL TEAMS**

12.1 Tryouts and Team Selection.

- A. No athlete shall be recommended for selection to a protected competition unless the athlete has won the right thereto according to the approved method of selection for the particular discipline or event and has met the conditions specified in Section 12.1 C. of these Bylaws.
- B. Any tryouts organized directly or indirectly under authority of the Corporation shall be open only to athletes who are citizens of the United States at the time of selection and eligible under the protected competition's controlling rules of the IOC, FIVB, WPV, PASO, the IPC, or the Corporation for selection for membership on the National Team ("Team").
- C. Every athlete eligible to be selected to the Team and/or selected to the Team shall:
 - 1. Register with the Corporation or with one of the Corporation's RVAs;
 - 2. Sign, in unaltered form, the Corporation's Code of Conduct, which shall contain a dispute resolution clause;

3. Sign, in unaltered form, the documents required by the controlling authority of a Team competition;
4. Submit to a medical examination and sign the Corporation's Medical forms;
5. Sign, in unaltered form, the Corporation's General Release; and
6. Sign and/or provide any other document or fulfill any requirement required by the Corporation or the controlling authority of the event in which the Team participates.

12.2 Conduct of Team Personnel.

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

12.3 Team Leaders and Coaches.

- A. The team leaders shall look after the interests and general welfare of the members of their team, including housing, food, transportation, uniforms, laundry and recreation. They shall also enforce the rules of discipline laid down by the Corporation and the coaching staff.

- B. The team leader shall represent the team in all administrative and business affairs during travel to and return from a Team competition.

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

Article XIII. **CHIEF EXECUTIVE OFFICER/PRESIDENT**

13.1 The Chief Executive Officer/President (CEO). There shall be a CEO of the Corporation, who shall report to the Board generally and to the Chair of the Board specifically. The CEO shall be employed by the Board for whatever term the Board deems appropriate and may be removed at any time for or not for cause by the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board without prejudice to the CEO's contract rights, if any, and the contract of employment between the Corporation and the CEO, if any, shall provide that the CEO's employment may be terminated by the Board for cause or not for cause.

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

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

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

The CEO shall devote his/her entire time and service to the affairs of the Corporation and shall not engage in any other profession or employment (other than reasonable appropriate membership in other organizations as approved by the Corporation's Board). The CEO shall

receive such salary and other benefits as shall be set forth in the CEO's contract of employment with the Corporation, if any.

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

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

Article XIV. ETHICS AND ELIGIBILITY COMMITTEE PROCEDURES

14.1 Complaints and Appeals. Any complaint or appeal regarding a matter under the jurisdiction of E&E as defined in Section 8.02.B. shall be mailed to the attention of the General Counsel of the Corporation. The party filing the complaint or appeal shall be referred to as the Petitioner. Such complaint or appeal shall consist of a written statement setting forth with sufficient detail the nature of the complaint or appeal, accompanied by all supporting documents (if any), and a non-refundable filing fee of \$250.00 made payable to "USA Volleyball." A Petitioner may request a waiver of the filing fees by submitting an application for waiver of fees to the General Counsel of the Corporation. Upon the receiving of all documents and filing fees, the General Counsel shall forward the documents to the Chair of E&E in a timely manner. The General Counsel shall not make a determination as to the sufficiency of the documents. The below process shall be utilized for all allegations, complaints, penalties and appeals that are under the jurisdiction of the Corporation and which do not involve Corporation employees.

A. Pre-Hearings.

1. Notice of Hearing. The Chair of E&E shall set a hearing date, which shall be not less than forty-five (45) days nor more than sixty (60) days from the date of issuance of the Notice of Hearing. Delivery of the Notice of Hearing may be made electronically. The Notice of Hearing shall include the following:
 - a. The names of the Petitioner and the party the complaint or appeal is filed against, further known as the Respondent;
 - b. The date any response to the complaint or appeal is due;
 - c. The date, time and place (or the fact that the hearing shall be conducted by conference call) of the hearing;
 - d. The possible penalties;

- e. The right of appeal and the time limit for an appeal;
- f. Any other general information, including the right to be represented by counsel, to have witnesses testify, and to submit any and all evidence which is relevant to the issues.

2. Response. The Chair of E&E shall deliver the Notice of Hearing, together with a copy of the complaint or appeal, to the Respondent. The Respondent shall have thirty (30) days from the date of the issuance by the Chair to submit a written response, which shall be delivered to the Chair and the Petitioner or its counsel and may be delivered electronically.
3. Reply. The Petitioner shall have ten (10) days from the date of delivery of the Response to submit a written Reply. The Reply shall be delivered to the Chair of E&E and the Respondent and may be delivered electronically.
4. Time Limits. Upon showing of good cause, the Chair of E&E may decrease or increase the time limits for any of the foregoing.

B. Hearings.

1. Hearings may be conducted through review of the written statements only. Hearings may also be conducted telephonically, electronically, or by any other means reasonable to ensure all parties the ability to participate. The Chair of E&E shall set the means for how each hearing will be conducted.
2. For all hearings conducted other than through review of the written statements, the Chair of E&E may cause a recording or transcription to be made of the proceedings at the expense of E&E, or the parties or a party may request a recording or transcription to be made of the proceedings at the expense of the requesting party(ies).
3. A hearing may proceed in the absence of any party who fails to be available at the appointed time. Judgment shall not be reached merely because of the person's absence. If E&E determines that the hearing cannot proceed without the absent party, E&E may adjourn the hearing and reschedule to continue it or such time as the absent party can be present.
4. The Chair of E&E shall set the format and pace of the hearing.
5. Hearings shall be closed to the public.

- C. Decisions. A decision may be rendered by E&E at the time of the hearing and reduced to writing within five (5) days, in which event a written decision shall be delivered to the parties within seven (7) days after the hearing. Otherwise, E&E shall reach a decision as soon as administratively practicable (but not more than twenty-one (21) days after the conclusion of the hearing) and shall deliver the written decision within seven (7) days thereafter. The written decision shall set forth the right of appeal. (Note: Any decision by E&E that would otherwise result

in the suspension or expulsion of a Member Organization shall be limited in form to a recommendation to the Board in accordance with Section 5.8 of these Bylaws.)

- D. Stay. E&E shall have the authority, but is not required, to stay the enforcement of its decision during the time allowed for appeal, with the decision going into effect automatically if no appeal is perfected during the allowable period.

14.2 Appeals. Those decisions of E&E where E&E is acting as the initial level of review may be appealed to the Board within thirty (30) days of the date of the decision issued in Section 14.01.C. Such appeal shall be submitted as a clear and concise timeline of events and include a statement as to why and how the party believes due process was not received. The appeal shall be submitted in writing to the General Counsel of the Corporation and shall be accompanied by a \$500.00 non-refundable filing fee made payable to "USA Volleyball." Upon receipt of the timeline, statement and filing fees, the General Counsel shall forward the documents to the Chair of the Board in a timely manner. The Chair shall set the matter for review on the next available Board meeting agenda. Such appeal shall be limited to a determination of whether the appealing party received due process and shall be reviewed on the basis of the written record only, unless the Board by way of majority vote determines it is necessary to hear from the parties by way of a hearing. In the event the Board determines a hearing is necessary, the Board shall determine the format and pace of the hearing following the procedures as defined for E&E above. All reviews of appeal documents by the Board, or any hearings conducted by the Board, shall be closed to the public.

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

- A. Any such complaint or petition ("submission") shall be in writing and be signed. It shall be submitted to the CEO of the Corporation. Each submission shall contain the following:
1. A detailed outline of the reasons for the complaint or petition;
 2. Contact information for all parties of interest;
 3. Supporting documentation and/or statements; and
 4. A clear statement of the relief, funds, change or other action sought.
- B. The CEO or designee shall forward the submission to E&E for investigation as well as written notice to the submitting individual(s) or organization within ten (10) days of receipt. E&E shall review the matter and conduct any and all fact-finding investigation necessary to issue a written decision to the CEO of the Corporation including recommended actions for the Corporation. Such recommended actions may include, but are not limited to:

1. Allocation of discretionary funds,
2. Modified work assignments or responsibilities for professional staff,
3. A request to the Audit, Finance and Budget and Committee to fund a task, project or activity,
4. A motion to the Board of Directors for significant action such as amending a governance document,
5. No action, or,
6. Should E&E determine a hearing on the matter is warranted, E&E shall follow the procedure for pre-hearings and hearings set in Section 14.01.

14.4 Corporation Events - Ethics and Eligibility Adjudicating Authorities. The Corporation shall select or recognize the following Ethics and Eligibility Adjudicating Authorities.

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

4. The Event Arbitrator shall file with the Chair, E&E and with the Corporation Events Department a written report of all decisions, actions taken, and notable incidents addressed by him or her or by the Event Ethics and Eligibility Appeals Committee. The Corporation Events Department shall forward separate incident reports to the relevant RVA's or Corporation substructures for their records and any further action necessary or appropriate under their policies and procedures.
 5. On rare occasions, there will be an allegation of a violation of Corporation ethics and eligibility policies at a Corporation Event and the Event Arbitrator will have been unable to investigate fully or unable to issue a decision. In such circumstances, the Chair of E&E shall assign for prompt post-event investigation of the allegation an Arbitrator and a post-event appeals committee.
 - a. The assigned Arbitrator shall render a decision that shall be communicated to the affected parties including notice of the right to appeal to the post-event appeals committee.
 - b. The decision by the post-event appeals committee may be appealed to E&E, which appeal shall be limited to a determination of whether the appealing party received due process.
- D. Event Ethics and Eligibility Appeals Committees. Ethics and Eligibility Appeals Committees shall consist of at least three (3) objective members, one (1) meeting the Corporation definition of a domestic athlete and all twenty-one (21) years of age or older. Each Event Ethics and Eligibility Appeals Committee shall act on appeals of decisions by Event Arbitrators during the conduct of an Event, and, based on the record and any additional submissions, may confirm, extend, reduce or reject the decision or recommendation of the Event Arbitrator. Any decision by the Event Ethics and Eligibility Appeals Committee to recommend a sanction which would extend beyond an Event shall be communicated immediately to the Chair, E&E for prompt consideration (with notice to the affected parties) to determine what action, if any, to be taken.
- E. E&E. In addition to those responsibilities outlined in Section 8.02 B.3 of these Bylaws, E&E shall have the following responsibilities:
1. Decide whether to confirm, extend, reduce or reject a sanction recommended by an Adjudicating Authority for a period beyond the sanctioning authority of the Adjudicating Authority. Such decision shall be based solely on the written record, any additional submissions of the potentially affected parties and the opportunity for due process at the lower level(s).
 2. Determine whether due process was provided to the affected parties with respect to appeals from sanctions imposed by lower Adjudicating Authorities. Note: If the E&E determines prior due process was insufficient, it shall remand the matter with explanation to the appropriate Adjudicating Authority for reconsideration. Except for (i) a sanction of a RVA pertaining to activities or privileges of that RVA or (ii) a matter in which there is a threat of physical or significant financial harm, as determined by E&E, a finding of insufficient due process shall render a sanction ineffective until it has been properly reconsidered upon remand.

3. Consider all other appeals of sanctions not covered above with the exception of appeals by full-time employees of the Corporation or other due process provided in these Bylaws. Unless there is an incident or alleged violation of Corporation policies or procedures for which E&E becomes the initial level of review, any decision of the Committee shall be final and based only on the written record, any additional submissions of the potentially affected parties and the opportunity for due process provided by the prior Adjudicating Authorities.
4. Address all other Corporation matters of ethics or eligibility not otherwise covered in these Bylaws.

14.5 Range of Sanctions. Sanctions may include warning, reprimand, probation, suspension of privileges in whole or in part, expulsion/disqualification or direction to repair, replace or reimburse. Subject to Section 14.04, only RVA's and / or E&E have authority to impose sanctions effective beyond the then current season.

Article XV. NATIONAL GOVERNING BODY/NATIONAL FEDERATION

15.1 As the USOPC-recognized National Governing Body (NGB) and/or the FIVB/WPV-recognized National Federation (NF) for the sport of volleyball (beach volleyball, indoor volleyball, sitting volleyball, snow volleyball and Beach ParaVolley) in the United States, the Corporation shall have the following authority and responsibility with respect to the Olympic, Pan American, Paralympic, Parapan and Youth Olympic Games Teams:

- A. Establish written procedures for the fair and objective selection of athletes, coaches, additional officials and team leaders, that after having been approved by the USOPC, shall be disseminated as early as possible to the athletes, coaches, additional officials and team leaders;
- B. Select site(s) and date(s) to qualify for the teams if applicable;
- C. Nominate for approval of the USOPC those athletes, coaches, team leaders and additional officials for the teams;
- D. Recommend a plan for training the teams members;
- E. Prepare plans for submission to the USOPC in each of the following areas to service the teams:
 1. Apparel, supplies and equipment;
 2. Food and housing;
 3. Medical and training services;
 4. Tickets; and
 5. Transportation;

15.2 As the USOPC-recognized National Governing Body (NGB) and/or the FIVB/WPV-recognized National Federation (NF) for the sport of volleyball (beach volleyball, indoor volleyball, sitting volleyball, snow volleyball and Beach ParaVolley) in the United States, the Corporation shall have the following authority and responsibility:

- A. Establish a sport development program;
- B. Formulate and implement budgets for development, team preparation, team selection, and sports liaison expenses;
- C. Recommend a program for the use of the USOPC's Training Centers or establish and operate NGB Training Center(s);
- D. Nominate in writing persons for selection to standing committees of the USOPC, nominate in writing persons for selection to FIVB committees and nominate in writing persons for selection to WPV committees;
- E. Participate in FIVB and WPV activities and carry out required responsibilities;
- F. Disseminate information relating to volleyball to registrants;
- G. Cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, or the word "Olympic" and its derivatives, as well as symbolic equivalents thereof, or the United States Olympic Emblem; and
- H. Comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the independent anti-doping organization designated by the USOPC and/or the FIVB and WPV to conduct drug testing.
- I. Comply with the procedures pertaining to SafeSport education, training, reporting, investigation and adjudication as established by the safe sport agency designated by the USOPC.

15.3 As the National Governing Body for the sport of volleyball in the United States, the Corporation will provide support and encouragement to its athletes, coaches, trainers, managers, administrators and officials without discrimination on the basis of race, color, religion, sex, sexual orientation, disability, gender identity, age, national origin, pregnancy, childbirth or related medical conditions, genetic information, veteran status, or any other characteristic protected under applicable federal, state, or local law.

Article XVI. **CORPORATE POWERS**

16.1 General Statement. The Corporation is responsible to its members, Member Organizations, the USOPC, the FIVB, the WPV and to the general public to ensure the name of the Corporation and the symbols associated with the Corporation are not used in such a manner as to be detrimental.

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

16.3 Olympic / Paralympic. The Corporation, its members, teams, Member Organizations and their teams or individuals may not use for any purpose any words or symbols normally associated with the USOPC, the International Olympic Committee, the International Paralympic Committee or the Olympic Games and Paralympic Games without express written consent.

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

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

Article XVII. **EQUAL OPPORTUNITY**

17.1 The Corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, sex, disability, age or national origin, and with fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator or official before declaring the individual ineligible to participate.

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

Article XVIII. **AMENDMENTS**

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

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

18.2 Requirement for Action.

- A. Proposed changes shall only be considered if notice is mailed or sent electronically to each member of the Board at least thirty (30) days prior to the voting deadline for the next meeting of the Board.
- B. A Bylaw may be adopted, amended or repealed by a majority vote of the total voting power of the entire Board.
- C. Waiver of Requirement: By a two-thirds (2/3) majority vote of the total voting power of the Board at a legally constituted meeting action may be taken by the Board without thirty (30) days prior notice.

Article XIX. **OPERATING CODE**

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

If there is an actual or apparent discrepancy between the Operating Code and these Bylaws, these Bylaws shall prevail.

Article XX. **INDEMNIFICATION**

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

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

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

20.3 Any expenses incurred by such person in connection with the defense of any litigation may be paid by the Corporation in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 20.02 hereof that such person is not entitled to be indemnified under this Article.

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

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

Article XXI. **RULES OF ORDER**

The rules of order for meetings of the Corporation shall be established by the Board so long as they are not contrary to the Articles of Incorporation, the Bylaws, the Operating Code and other governance documents of the Corporation.

Article XXII. **MISCELLANEOUS**

22.01 Annual Report. Subject to the responsibilities outlined in Sections 6.02, 6.03 and 15.01 of these Bylaws, none of the Corporation, Chair, Board of Directors, or any officer of the Corporation shall be required to send to substructures or individuals any annual or other report or statement of the affairs of the Corporation. Nothing in this section shall be deemed to limit or restrict the right of any such entity to request any information regarding the affairs of the Corporation to which they may be entitled under the laws of the State of Colorado and/or the laws of the United States of America.

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

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

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

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

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

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

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

22.9 Saving Clause. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the voting representatives at meetings held do not cause substantial injury to the rights of voting representatives, shall not invalidate the actions or proceedings of the voting representatives at any meeting.

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

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

END